



NOTICE

NOTICE is hereby given that the **14TH ANNUAL GENERAL MEETING (“AGM”)** of the Members of the **STARLINEPS ENTERPRISES LIMITED (“Company”)** will be held on **Thursday, 25th September, 2025 at 04.00 p.m. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following businesses.

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

- A. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and Independent Auditors thereon.
- B. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Report of Independent Auditors’ thereon.

2. Appointment of Mr. Shwetkumar Dhirajbhai Koradiya (DIN: 03489858) as a director liable to retire by rotation:

To appoint a director in place of Mr. Shwetkumar Dhirajbhai Koradiya (DIN: 03489858), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Manish R. Patel, Practicing Company Secretary (ACS No. 19885, COP No: 9360) as a Secretarial Auditor of the Company and to fix his remuneration:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors, **Mr. Manish R. Patel, Practicing Company Secretary (ACS No. 19885, COP No: 9360)**, be and is hereby appointed as a Secretarial Auditor of the Company, for a term of 5 (five) consecutive financial years, to hold office from the conclusion of this 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held in the year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ('the Board'), to conduct the Secretarial Audit of the Company in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT any director or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

4. Re-appointment of Mr. Shwetkumar Dhirajbhai Koradiya (DIN: 03489858) as a Chairman & Managing Director of the Company:



To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, a consent of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Shwetkumar Dhirajbhai Koradiya (DIN: 03489858) as a Chairman & Managing Director** of the Company, liable to retire by rotation, for a period of 3 (Three) years w.e.f. 1st July, 2025 to 30th June, 2028 with a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month, subject to annual increments from time to time as fixed by the Board in any financial year and upon the terms and conditions as set out in the Explanatory Statement annexed to the notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board).

RESOLVED FURTHER THAT the overall amount of remuneration payable to Managing Director or Whole-Time Director or Manager taken together, shall not exceed 10% of the net profits of the Company to be arrived in pursuance of Section 198 of the Companies Act. 2013.

RESOLVED FURTHER THAT in the event the Company does not have profits, or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of remuneration referred above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary expedient and desirable for the purpose of giving effect to this Resolution.”

5. Re-appointment of Mr. Hardikbhai Rajubhai Patel (DIN: 08566796) as a Whole Time Director of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, a consent of the Members of the Company, be and is hereby accorded for the re-appointment of **Mr. Hardikbhai Rajubhai Patel (DIN: 08566796), as a Whole-Time Director** of the Company, liable to retire by rotation, for a period of 3 (Three) years w.e.f. 1st July, 2025 to 30th June, 2028, with a remuneration of Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month, subject to annual increments from time to time as fixed by the Board in any financial year and upon the terms and conditions as set out in the Explanatory Statement annexed to the notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board).

RESOLVED FURTHER THAT the overall amount of remuneration payable to Managing Director or Whole-Time Director or Manager taken together, shall not exceed 10% of the net profits of the Company to be arrived in pursuance of Section 198 of the Companies Act. 2013.

RESOLVED FURTHER THAT in the event the Company does not have profits, or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of remuneration referred above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”



6. Approval of Material Related Party Transactions with StarlinePS International Private Limited:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended from time to time, and the company’s policy on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval and recommendation of the audit committee and the board of directors of the company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company, to enter/continue to enter into related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions taken together or otherwise) with **StarlinePS International Private Limited**, Wholly Owned Subsidiary Company and an entity falling within the definition of ‘related party’ under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as detailed in the explanatory statement annexed to this notice and on such material terms and conditions as mentioned therein and as may be mutually agreed between related parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, however, provided that the said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

7. Approval of advance any loan, give guarantee or provide security u/s 185 of the companies act, 2013:

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company for advance of loan(s) including any loan represented by a book debt to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by a group company or any other body corporate covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, up to an aggregate amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore only) at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company, provided that such loan to be utilized for their respective principal business activities only and such other details as mentioned in the explanatory statement.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company as may be required to comply with all formalities in this regard.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

8. Approval for make investments, grant loans, provide securities and guarantees u/s 186 of the companies act, 2013:

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution**:

"RESOLVED THAT in supersession of all earlier resolution passed in this regard and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 11 of Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company for (a) give any loans to any person or other body corporate, or (b) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the (i) sixty per cent. of its paid-up share capital, free reserves and securities premium account or (ii) hundred per cent of its free reserves and securities premium account; whichever is more as prescribed under Section 186 of the Companies Act, 2013 but shall not exceed Rs. 100,00,00,000/- (Rupees One Hundred Crore only) at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company.

RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary Company or a joint venture Company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary Company, the aforementioned limits shall not apply.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company as may be required to comply with all formalities in this regard.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

9. Increasing borrowing limit under Section 180(1)(c) of the Companies Act, 2013:

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution**:

“RESOLVED THAT in supersession of all earlier resolution passed in this regard and pursuant to the provisions of section 180(1)(c) and such other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meeting of Board and its Powers) Rules, 2014; as amended from time to time (including any statutory modifications or re-enactments thereof) and including such other applicable law(s), if any, consent of the Members of the Company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to borrow any sum or sums of money where the money to be borrowed, together with the monies already borrowed by the



Company, if any (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto the limit which may exceed 100% of aggregate of paid up capital, free reserves and securities premium of the company but shall not exceed Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) at any time, as and when required from any Bank(s) and/ or Financial Institution(s) and/or foreign lender(s) and/or Company(ies)/ Body corporate(s)and/ or any other entity(ies) and/ or any other lender(s) by whatsoever name(s) it may be called.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company as may be required to comply with all formalities in this regard.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

10. Increasing borrowing limit under Section 180(1)(a) of the Companies Act, 2013:

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution:**

“**RESOLVED THAT** in supersession of all earlier resolution passed in this regard and pursuant to the provisions of section 180(1)(a) and such other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meeting of Board and its Powers) Rules, 2014; as amended from time to time (including any statutory modifications or re- enactments thereof) and including such other applicable law(s), if any, consent of the Members of the Company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to (i) selling, leasing or otherwise disposing of the whole or substantially whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; (ii) pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) to secure the amount borrowed by the Company for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed a sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) at any time, as and when required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company as may be required to comply with all formalities in this regard.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

11. Approval for increase in Authorized Share Capital of the Company from Rs. 37 crore to Rs. 60 crore and consequential alteration to Clause V of the Memorandum of Association (MOA) of the Company:

To consider, and if thought fit, to pass the following Resolution, as an **Ordinary Resolution:**



“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors to increase the Authorized Share Capital of the Company from existing Rs. 37,00,00,000/- (Rupees Thirty-Seven Crore only) divided into 37,00,00,000 (Thirty-Seven Crore) Equity Shares of face value of Rs. 1/- each to Rs. 60,00,00,000/- (Rupees Sixty Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of face value of Rs. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Sixty Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 1/- (Rupees One) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company as may be required to comply with all formalities in this regard.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

12. Alteration of Object Clause of the Memorandum of Association (MoA) of the Company:

To consider, and if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 4, 13 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, on the recommendation of Board of Directors of the Company, (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded to the Board of Directors for alteration of the Main Object Clause of the Memorandum of Association of the Company by inserting the following new sub-clauses 2 and 3 after the existing sub-clause 1 of Clause III [A] of the MoA of the Company:

2. To carry on the business of manufacture, produce, refine, process, recycling, formulate, dealers, stockists, import, export, agents, brokers, franchisee, merchants, financiers, wholesalers, retailers, jobwork, trade, purchase, sell, distribute, market, transport, storage and otherwise deal in chemical compounds (organic and inorganic) in all forms, package various types of heavy and light chemicals and chemical products of any nature and kind whatsoever, and all by-products and joint products thereof, including but not limited to acids, alkalis, petro-chemicals, chemical compounds, solvents, specialty chemicals and chemicals of all kinds (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin extracts, cosmetics, essences, solvents, plastics of all types, dyestuffs, Intermediates, textile auxiliaries, cellophanes, colours, dyes, paints, varnishes, vat and other organic dyestuffs, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, biochemicals and pharmaceutical, medicinal, sizing,



bleaching, photographic and other preparations and articles used in industrial, domestic and commercial purposes.

3. To carry on the business to generate, manufacture, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, assemblers and fabricators, repairers, maintainers, protect, supply, import, export and to act as agent, broker representative, consultant, collaborator, trader or otherwise to deal in all energy giving products including but not limited to renewable and unconventional energy products, solar energy products, wind energy products, wave energy products, hydro energy products, Bio Fuel, Bio Diesel, Bio Energy, Bio Power by use of Fertilizers. Agricultural Produces, pyrolysis of tires plastic and other natural resources with the use of latest technology and to establish Bio Mass plants, Wind Power Plants, Solar Power Plants, Atomic Power Plants, Gas based Power Plants, Thermal Power Plants, Hydraulic Power Plants and other power plants based on any sources of energy as may be developed or invented in future and provide all types of services for project financing, project approval, designing and engineering, technical, administrative, consultancy, installation and commissioning, own and develop renewable energy, construction of renewable energy and related infrastructure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company as may be required to comply with all formalities in this regard.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

For and on behalf of the Board of Directors
StarlinePS Enterprises Limited

Date: 28/08/2025
Place: Surat

Madhuriben Chhatrola
Company Secretary & Compliance Officer
ACS: 74197

NOTES:

1. In view of and pursuant to the General Circular No. 09/2024 dated September 19th September, 2024 issued by the Ministry of Corporate Affairs and Securities and Exchange Board of the India (“SEBI”) vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 3rd October, 2024 (in continuation to the Circulars issued earlier in this regard) (hereinafter collectively referred to as ‘Circulars’), have extended relaxation to companies to conduct their AGM, through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and applicable Circulars, the 14th AGM of the Company is being held through VC/OAVM facility. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the above-mentioned MCA Circulars, physical attendance of the members at the Meeting venue is not required and attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 (“the Act”). Since this AGM is being held through VC/OAVM, pursuant to the applicable Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form, attendance slip and route map of the AGM are not annexed to this notice.



3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), as amended, setting out material facts concerning the business concerning Items No. 3 to 12 forms part of this Notice. Additional information, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking reappointment at this Annual General Meeting ('Meeting' or 'AGM'), is furnished as an annexure to this Notice.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Shwetkumar Koradiya (DIN: 03489858), Managing Director of the Company, **retires by rotation** at the AGM and being eligible, offers himself for re-appointment.

The Nomination and Remuneration Committee and the Board of Directors of the Company recommended the re-appointment of Mr. Shwetkumar Koradiya (DIN: 03489858), Chairman & Managing Director of the Company and Mr. Hardikbhai Rajubhai Patel (DIN: 08566796), as a Whole-Time Director of the Company. Brief resume and other requisite details of Mr. Shwetkumar Koradiya and Mr. Hardikbhai Rajubhai Patel in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 are provided in explanatory statement and Annexure-I to the notice.

5. **Transfer of shares permitted in demat form only:** As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Circular dated 25th January, 2022, has mandated that the securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense / renewal/ exchange/ endorsement/ sub division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of this and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, members are advised to dematerialise their shares held in physical form, which will also curb the fraud and manipulation risk in physical transfer of securities. For any help, the shareholders may contact to the Registrar & Transfer Agent at email id: investor@bigshareonline.com and to Company Secretary at email id: info@starlineps.com.
6. In line with the Ministry of Corporate Affairs ("MCA") vide its Circular dated 19th September, 2024 and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, (in continuation to the Circulars issued earlier in this regard) (hereinafter collectively referred to as 'Circulars'), the Company has sent notice of AGM through electronic mode only to those shareholders whose e-mail addresses are registered with Company or its RTA and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/ RTA/ Depository. the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at www.starlineps.com. The AGM Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Members who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically. A physical copy of the Annual Report shall be sent to those shareholders who request the same.
8. Members are requested to intimate to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., for registering/updating their e-mail address, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, in prescribed Form ISR-1, ISR-2 and SH-13 and other forms (as may be applicable), in case of Shares held in physical form at investor@bigshareonline.com with cc to info@starlineps.com or by submissions at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra and also intimate to their Depository Participant ("DP"), regarding changes if any,



in their registered address and E-mail ID at an early date, in case of shares held in dematerialised form; Also quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.

9. SEBI has mandated submission of PAN by every participant in the securities market. The Members holding shares in Demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical form are required to submit their PAN details to the Company.
10. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company Share transfer agent. The said form can be downloaded from the Company's website www.starlineps.com. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.
11. Members holding shares of the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/ Company. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
12. The investors who have still not claimed their dividend declared in FY 2021-22, are requested to update their Bank details with their depositories (where shares are held in Demat mode) and with the RTA (where shares are held in physical mode) to claim the dividend easily. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, in terms of Section 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund". The Company has hosted on its website the list of unpaid dividends at <https://www.starlineps.com/investors.html#others>.
13. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, as amended by SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/191 dated 20th December, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, any investor after exhausting the option to resolve investors' grievances with the RTA/ Company, directly and through existing SCORES platform, can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.starlineps.com.
14. **Online application for Investor Query:** SEBI, vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17th May, 2023) had simplified norms for processing investor's service request by RTAs and for furnishing PAN, KYC details and Nomination Share Transfer Agents dated 17th May, 2023).

Members are hereby notified that our RTA, Bigshare Services Pvt. Ltd., basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated 8th June, 2023, have launched an online application which can be accessed at <https://www.bigshareonline.com/InvestorLogin.aspx>

15. SEBI vide their Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 has provided relaxation from **non-submission of 'Choice of Nomination'** for all existing demat accounts & mutual fund holders as well as the physical holders. Bringing relief to a large number of investors, SEBI has done away with freezing of Demat Accounts as well as Mutual Fund Folios for the existing security holders even if they do not submit their choice of nomination. Further, security holders holding securities in physical form shall be eligible for receipt of dividends, interest or redemption payments and can also lodge grievances to RTA even if choice of nomination is not submitted by them. However, the existing security holders are encouraged to update their choice of nomination with their Depositories/



Depository Participants considering the benefits of the same. All new Demat & unit holders shall be mandatorily required to provide the 'Choice of Nomination'.

16. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following: -
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MODE (“VC/OAVM”) AND REMOTE E-VOTING:

17. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide video conferencing facility and e-voting facility for the AGM.
18. **Submission of Questions / queries prior to AGM:** Members who have any questions or queries with regard to Accounts/Annual Reports, are requested to write to the Company Secretary on the Company's investor email id at info@starlineps.com by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at least 48 hours before the time fixed for the AGM i.e. by **4:00 p.m. (IST) on Thursday, 25th September, 2025**. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting. During the AGM, the Shareholders who have joined the virtual meeting, may post their queries in the message box provided on the screen.
19. **Speaker Registration before AGM:** Members of the Company who would like to speak or express their views or ask questions during the AGM can register themselves as a Speaker by sending written request from their registered e-mail address mentioning their Name, DP ID and Client ID number and mobile number, to the Company's investor desk at info@starlineps.com from Monday, 15th September, 2025, 9:00 a.m. (IST) to Friday, 19th September, 2025, 5:00 p.m. (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
20. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
21. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
22. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned here for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies



(Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by NSDL on all the resolutions set forth in this Notice.

24. Register of Members and the Share transfer books of the Company will remain **closed from Friday, 19th September, 2025 to Thursday, 25th September, 2025 (both days inclusive)** for the purpose of Annual General Meeting.
25. The **remote e-voting period commences on Monday, 22nd September, 2025, 9:00 a.m. (IST) and ends on Wednesday, 24th September, 2025, 5:00 p.m. (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date of Friday, 19th September, 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.
26. Further, the facility for voting through electronic voting system will also be made available during the AGM and Members attending the Meeting who have not cast their vote(s) by remote e-voting and are otherwise not barred from doing so, shall be eligible to cast their vote electronically at the AGM. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.
27. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding Shares as of the **cut-off date i.e. 19th September, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in with cc to info@starlineps.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, SEBI Master Circular SEBI/HO/ CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with other applicable Circulars issued by SEBI on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through single login credentials of their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you



	<p>will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="694 1108 1125 1321" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat



	Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.</p> <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i></p> <p>4. Your User ID details are given below:</p>	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your Demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is inactive status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

SCRUTINIZER FOR E-VOTING: The Board of Directors has appointed Mr. Manish R. Patel, Company Secretary in Practice (COP No. 9360) as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner and to ascertain requisite majority. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.



The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.starlineps.com and on the website of NSDL <https://www.evoting.nsdl.com>. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmanishpatel@gmail.com with a copy marked to evoting@nsdl.co.in and to the Company at info@starlineps.com authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to Section 113 of the Companies Act, 2013. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of members shall be in proportion to their Shares of the paid-up Equity Share capital of the Company as on the **cut-off date of 19th September, 2025**.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.
6. All relevant documents and statutory registers referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company situated at Office No. 805, Solaris Bay View, Near Iscon Mall, Piplod, Surat-395007, Gujarat, India between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.

For and on behalf of the Board of Directors
StarlinePS Enterprises Limited

Madhuriben Chhatrola
Company Secretary & Compliance Officer
ACS: 74197

Date: 28/08/2025
Place: Surat

Registered Office:

Office No. 805, Solaris Bay View,
Near Iscon Mall, Piplod,
Surat-395007, Gujarat.



EXPLANATORY STATEMENTS:

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating the business mentioned under Item Nos. 3 to 12 of the accompanying Notice dated 28th August, 2025:

Item No: 3

Appointment of Mr. Manish R. Patel, Practicing Company Secretary as a Secretarial Auditor of the Company and to fix his remuneration.

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 28th August, 2025, have approved and recommended the appointment of Mr. Manish R. Patel, Practicing Company Secretary (COP No: 9360) of the Company for a period of 5 (Five) consecutive years to hold office from the conclusion of this 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held in the year 2030.

Mr. Manish R. Patel, has confirmed that his appointment, if made, will be within the limits specified under Section 204 of the Companies Act, 2013. He has also confirmed that he is not disqualified to be appointed as Secretarial Auditor in terms of the provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

THE DETAILS REQUIRED PURSUANT TO REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, ARE AS UNDER BELOW:

A. Proposed fees payable to the Secretarial Auditor

The proposed fees to be paid to Mr. Manish R. Patel, is Rs. 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for the financial year 2025-26. Remuneration for the subsequent financial years within the tenure may be revised by the Board, as may be mutually agreed with the Secretarial Auditor, based on the scope of work, regulatory changes, or additional requirements.

B. Terms of Appointment

Appointment as a Secretarial Auditor for a period of 5 (Five) consecutive years commencing from the conclusion of this 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held in the year 2030.

C. Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change

No such material change. The fees payable to the Secretarial Auditor would be in line with the Remuneration being paid to Auditors and shall be commensurate with the size and the nature of transactions of the Company and the relevant experience and expertise of the Auditors.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and Conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

D. Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor(s) proposed to be appointed



The Audit Committee and the Board of Directors, while recommending the appointment of Mr. Manish R. Patel, Practicing Company Secretary as the Secretarial Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and eligibility criteria prescribed under the Companies Act, 2013 and Rules made thereunder and SEBI LODR Regulations with regard to the secretarial audit, experience, capability and also based on the evaluation of the quality of audit work done by him in the past..

Mr. Manish R. Patel, Practicing Company Secretary (COP No: 9360) was established since past 20 years having vast experience in Company Law, SEBI Regulation, Trade Mark and FEMA along with Secretarial audit work and also providing professional service and management consultancy. Mr. Manish R. Patel holds the valid 'Peer Review' certificate as issued by 'ICSI'.

E. The interest of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially in the Resolution set out in Item No. 3 of this Notice, except to the extent of his shareholding, if any, in the Company.

The Board of Directors accordingly recommends the resolutions set out in Item No. 3 of this Notice for approval of the Members of the Company as an Ordinary Resolution.

Item No. 4

Re-appointment of Mr. Shwetkumar Dhirajbhai Koradiya (DIN: 03489858) as a Chairman & Managing Director of the Company.

Mr. Shwetkumar Dhirajbhai Koradiya was re-appointed as a Chairman & Managing Director of the Company for a period of 3 (Three) years w.e.f. 1st July, 2022, after obtaining due approval of the Members of the Company in their Annual General Meeting held on 27th September, 2021. Accordingly, the existing term of Mr. Shwetkumar Dhirajbhai Koradiya as a Chairman & Managing Director of the Company was expired on 30th June, 2025.

Taking into consideration his rich experience and contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to the approval of the members at the ensuing AGM, had passed a resolution on 27th June, 2025, approving the re-appointment of Mr. Shwetkumar Dhirajbhai Koradiya, as a Chairman & Managing Director for a further period of 3 (three) years with effect from 01st July, 2025 to 30th June, 2028, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month after his current tenure ends on 30th June, 2025.

Mr. Shwetkumar Dhirajbhai Koradiya is not disqualified from being re-appointed as a Chairman & Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed as a Chairman & Managing Director of the Company. He satisfies all the conditions set out in Section 196(3) of the said Act and Section II of Part-II of Schedule V thereof and hence, is eligible for re-appointment. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

A brief profile of Mr. Shwetkumar Dhirajbhai Koradiya is provided in the '**Annexure-I**' to the Notice pursuant to the provisions of (i) Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

It is proposed to seek approval of the Members for the re-appointment of and remuneration payable to Mr. Shwetkumar Dhirajbhai Koradiya, as a Chairman & Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Shwetkumar Dhirajbhai Koradiya are as under:



Salary	Rs. 1,00,000/- (Rupees One Lakh only) per month.
Perquisites	He will not be entitled to any perquisites or any future allowance.
Duration	w.e.f. 1 st July, 2025 to 30 th June, 2028

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the tenure of the Managing Director, the Company shall pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company.

Sitting Fees:

He shall not be paid sitting fees for attending the Meetings of the Board of Directors thereof.

A Statement as per the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 containing the information of the Company and Mr. Shwetkumar Dhirajbhai Koradiya:

I. General Information:

1) Nature of Industry:

The Company is engaged in wholesale trading of Precious Metals, Stones & Jewellery. Company's operations include sourcing of Diamonds from primary and secondary source suppliers in the domestic market and sale of diamond to the wholesale and retail operations in India.

2) Date or expected date of commencement of commercial production:

Date of commencement of wholesale trading of Precious Metals, Stones & Jewellery is 5th July, 2011.

3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

4) Financial performance based on given indicators:

Particulars	(Rs. in Lakhs)		
	FY 2024-25	FY 2023-24	FY 2022-23
Total Revenue	7478.78	3030.87	2045.59
Profit before Tax (PBT)	876.20	247.91	82.08
Profit after Tax (PAT)	657.52	179.11	61.23

5) Foreign investments or collaborations, if any: Not applicable

II. Information about the appointee:

1) Background details:

Mr. Shwetkumar Koradiya, has completed his M.B.A. (Finance) from University of Technology Sydney (UTS), Australia and he has been very much engaged in the field of Finance and Accounts. He has more than 10 years of experience in the field of Business Administration and Diamond industry.

2) Past remuneration:

Mr. Shwetkumar Koradiya was drawing a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per month in the previous financial year.



3) Recognition or awards:

NIL

4) Job profile and his suitability:

Mr. Shwetkumar Koradiya is Chairman & Managing Director of the Company. He is overall incharge of running the affairs of the Company under the supervision and control of the Board of Directors. He is very much engaged in the field of Finance, Accounts. He has more than 10 years of experience in the field of Business Administration and Diamond industry. He had made a significant contribution to the growth of the company during his tenure. In the capacity of Chairman & Managing Director, he has been devoting whole time attention to the affairs of the Company and is suitable for this position. Keeping in view of his rich and varied experience in the industry and his involvement in the operations of the Company over a long period of time, it would be in the interest of the Company, the resolution is commended for your approval.

5) Remuneration proposed:

A remuneration proposed is Rs. 1,00,000/- (Rupees One Lakh only) per month subject to annual increment as may be decided by the Board from time to time.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company, the profile, of Mr. Shwetkumar Koradiya, the responsibilities entrusted upon him in his capacity as a Chairman & Managing Director, and also considering the industrial benchmarks, the proposed remuneration is commensurate with the remuneration packages paid to similar appointees in other companies.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Shwetkumar Koradiya has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director. As on the date, he does not hold any Equity Shares of the Company in his own name.

III. Other information:

1) Reasons of loss or inadequate profits:

Company is in growing phase which requires Substantive Working Capital which has direct impact on the Profit of the Company.

2) Steps taken or proposed to be taken for improvement:

- To launch new product relating to diamonds, precious stones and jewellery product in the market;
- Reduce extra cost;
- Enhance performance ethics;
- To fulfill the use of end users according to market Demand;

3) Expected increase in productivity and profits in measurable terms:

The aforesaid steps taken by the Company are expected to improve the Company's sales and profitability in near future.



IV. Disclosures:

The information and disclosures of the remuneration package of all the Directors has been provided in the Corporate Governance Report, forming part of the Annual Report for the year ended 31st March, 2025.

A copy of necessary documents relating to change in remuneration and re-appointment of Mr. Shwetkumar Koradiya, as a Chairman & Managing Director is available for inspection by members at the Registered Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. till the date of 14th Annual General Meeting of the company.

Interest of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Shwetkumar Dhirajbhai Koradiya and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of this Notice except to the extent of their Shareholding interest, if any, in the Company.

The Board of Directors accordingly recommends the Special Resolutions set out at Item No. 4 of this Notice for approval of the Members of the Company.

Item No: 5

Re-appointment of Mr. Hardikbhai Rajubhai Patel (DIN: 08566796) as a Whole-Time Director of the Company.

Mr. Hardikbhai Rajubhai Patel was re-appointed as a Whole-Time Director of the Company for a period of 5 years w.e.f. 01st July, 2020, after obtaining due approval of the Members of the Company in their Annual General Meeting held on 26th September, 2020. Accordingly, the existing term of Mr. Hardikbhai Rajubhai Patel as a Whole Time Director of the Company was expired on 30th June, 2025.

Taking into consideration his rich experience and contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to the approval of the members at the ensuing AGM, had passed a resolution on 27th June, 2025, approving the re-appointment of Mr. Hardikbhai Rajubhai Patel as a Whole Time Director for a further period of 3 (three) years with effect from 01st July, 2025 to 30th June, 2028, at a remuneration of Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month after his current tenure ends on 30th June, 2025.

Mr. Hardikbhai Rajubhai Patel is not disqualified from being re-appointed as a Whole Time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed as a Whole Time Director of the Company. He satisfies all the conditions set out in Section 196(3) of the said Act and Section II of Part-II of Schedule V thereof and hence, is eligible for re-appointment. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

A brief profile of Mr. Hardikbhai Rajubhai Patel is provided in the ‘**Annexure-I**’ to the Notice pursuant to the provisions of (i) Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

It is proposed to seek approval of the Members for the re-appointment of and remuneration payable to Mr. Hardikbhai Rajubhai Patel, as a Whole-Time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (‘the Act’) and rules made thereunder.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Hardikbhai Rajubhai Patel are as under:

Salary	Rs. 25,000/- (Rupees Twenty-Five Thousand only)
Perquisites	He will not be entitled to any perquisites or any future allowance.



Duration	w.e.f. 1 st July, 2025 to 30 th June, 2028
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Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the tenure of the Whole-Time Director, the Company shall pay remuneration to the Whole-Time Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company.

Sitting Fees:

He shall not be paid sitting fees for attending the Meetings of the Board of Directors or Committees thereof.

A Statement as per the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 containing the information of the Company and Mr. Hardikbhai Rajubhai Patel is given below.

V. General Information:

1) Nature of Industry:

The Company is engaged in wholesale trading of Precious Metals, Stones & Jewellery. Company's operations include sourcing of Diamonds from primary and secondary source suppliers in the domestic market and sale of diamond to the wholesale and retail operations in India.

2) Date or expected date of commencement of commercial production:

Date of commencement of wholesale trading of Precious Metals, Stones & Jewellery is 5th July, 2011.

3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

4) Financial performance based on given indicators:

Particulars	FY 2024-25	FY 2023-24	(Rs. in Lakhs)
			FY 2022-23
Total Revenue	7478.78	3030.87	2045.59
Profit before Tax (PBT)	876.20	247.91	82.08
Profit after Tax (PAT)	657.52	179.11	61.23

5) Foreign investments or collaborations, if any: Not applicable

VI. Information about the appointee:

1) Background details:

Mr. Hardikbhai Rajubhai Patel has completed his Bachelor of Computer Application from Veer Narmad South Gujarat University, Gujarat. He is having more than 10 years of experience in the field of Information Technology. He has worked on numerous projects for an array of businesses and industries, helping them move forward in their developmental and growth goals. He continues to stay abreast of new trends in Technologies and development.

2) Past remuneration: Nil

3) Recognition or awards: Nil



4) Job profile and his suitability:

Mr. Hardikbhai Rajubhai Patel, has been associated with the Company since July, 2020 and has contributed a great value in the growth and success of the Company with his rich and varied experience. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint him as the Whole-Time Director.

5) Remuneration proposed:

A remuneration proposed is Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month subject to annual increment as may be decided by the Board from time to time.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company, the profile, of Mr. Hardikbhai Rajubhai Patel, the responsibilities entrusted upon him in his capacity as a Whole Time Director, and also considering the industrial benchmarks, the proposed remuneration is commensurate with the remuneration packages paid to similar appointees in other companies.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Hardikbhai Rajubhai Patel has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Whole Time Director. As on the date, he does not hold any Equity Shares of the Company in his own name.

VII. Other information:

1) Reasons of loss or inadequate profits:

Company is in growing phase which requires Substantive Working Capital which has direct impact on the Profit of the Company.

2) Steps taken or proposed to be taken for improvement:

- To launch new product relating to diamonds, precious stones and jewellery product in the market;
- Reduce extra cost;
- Enhance performance ethics;
- To fulfill the use of end users according to market Demand;

3) Expected increase in productivity and profits in measurable terms:

The aforesaid steps taken by the Company are expected to improve the Company's sales and profitability in near future.

VIII. Disclosures:

The information and disclosures of the remuneration package of all the Directors has been provided in the Corporate Governance Report, forming part of the Annual Report for the year ended 31st March, 2025.

A copy of necessary documents relating to change in remuneration and re-appointment of Mr. Shwetkumar Koradiya, as a Chairman and Managing Director is available for inspection by members at the Registered Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. till the date of 14th Annual General Meeting of the company.



Interest of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Hardikbhai Rajubhai Patel and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of this Notice.

The Board of the Directors accordingly recommends the Special Resolutions set out at Item No. 5 of this Notice for approval of the Members.

Item No: 6

Approval of Material Related Party Transactions with StarlinePS International Private Limited:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions (“RPTs”) as mentioned in clause (a) to (g) of the said section, as amended, prescribe certain procedure for approval of Related Party Transactions and require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm’s length basis. Further, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of Shareholders’ approval for Material Related Party Transactions.

Accordingly, Approval of an Audit Committee and Board of Directors has been taken in their respective meetings held on 28th August, 2025 for the transactions to be entered into with Related Parties. The contracts / arrangements / transactions to be entered with Related Parties are material in nature and require approval of the unrelated shareholders of the Company by an Ordinary Resolution.

Details of the proposed RPTs between StarlinePS Enterprises Limited and StarlinePS International Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, are as follows:

SN	Description	Related Party
1	Name of Related Party	StarlinePS International Private Limited
2	Type of Transaction	StarlinePS Enterprises Limited and StarlinePS International Private Limited have propose to enter into the following Related Party Transactions: <ul style="list-style-type: none">• Sale, purchase or supply of any goods or materials;• Selling or otherwise disposing of, or buying, property of any kind;• leasing of property of any kind• Providing loans / advances;• Availing or rendering of any services;• appointment of any agent for purchase or sale of goods, materials, services or property;
3	Amount (in Rs. Per annum)	Up to Rs. 50 crores. (Rupees Fifty Crores only)
4	Terms of Contract	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
5	Name of Interested person	Mr. Hardikbhai Rajubhai Patel is also Director of the StarlinePS International Private Limited. His interest or concern, is limited only to the extent of his directorship / KMP position in StarlinePS Enterprises Limited and StarlinePS International Private Limited.
6	Nature of relationship	StarlinePS International Private Limited is a wholly



		owned subsidiary of StarlinePS Enterprises Limited and both are related party by virtue of the common control of management.
7	Tenure of the proposed transaction	For 3 Financial Years
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	0.00 %
9	Justification as to why the RPT is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable

The transactions to be entered with StarlinePS International Private Limited are not material in nature. However, for ensuring compliance of better Corporate Governance, an approval of Members is being sought by the way of an Ordinary Resolution along with other material transactions. The proposal outlines above is in the interest of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 6. Mr. Hardikbhai Rajubhai Patel, Whole-Time Director & CFO of the Company and his relatives to the extent of their shareholding interest, is deemed to be interested or concerned in the said resolution, being a Directors of StarlinePS International Private Limited.

Accordingly, the Board of Directors recommends the Resolution set out at Item No. 6 of this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company except mentioned above or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of this Notice.

Item No: 7

Approval of advance any loan, give guarantee or provide security u/s 185 of the companies act, 2013:

Pursuant to the provisions of Section 185(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, as per Section 185(2) of the Companies Act, 2013 and Rules made thereunder, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company and (b) the loans are utilised by the borrowing company for its principal business activities.

In order to augment the long-term resources of the Company and to render support for the principal business requirements of its group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the 'Entities'), from time to time.



Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for advancing loan(s) or providing guarantee or securities in connection with any Loan taken/to be taken, loan taken/ to be taken by a group company or any other body corporate covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act and at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company; all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs. 100 Crore.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommends the resolution set out at Item No. 7 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 7 of this Notice except to the extent of their directorships and shareholding in the Company (if any).

Item No: 8

Approval for make investments, grant loans, provide securities and guarantees u/s 186 of the companies act, 2013:

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 the Board of Directors of a Company is authorized to give loan, guarantee or provide any security to any person or body corporate or acquire by way of subscription, purchase or otherwise, the securities of any body corporate, upto an amount of which shall not exceed the prescribed ceiling of sixty percent of the aggregate of the paid up capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account, whichever is more.

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is exceeding the aforesaid limits.

To achieve long-term strategic and business objectives and in order to make optimum use of funds available with the Company, Company proposes to invest in other bodies corporate or grant loans, give corporate guarantees or provide securities to other persons or other body corporate as and when required.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013 and rules made thereunder.

The Board of Directors recommends the resolution set out at Item No. 8 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 8 of this Notice except to the extent of their directorships and shareholding in the Company (if any).



Item No: 9

Increasing borrowing limit under Section 180(1)(c) of the Companies Act, 2013:

Pursuant to provisions of section 180(1)(c) of the Companies Act, 2013; the board of directors of the company may borrow money on behalf of the company (along with the existing borrowings) apart from temporary loans obtained from the Company's Bankers up to the aggregate of company's paid-up share capital, free reserves and securities premium. Further, when the board requires to borrow money in excess of the aforesaid aggregate limit, a special resolution requires to be passed in the Company's General Meeting; to authorise the board to borrow the sum(s) of money up to the specified limit in the said special resolution.

In order to cater the business requirements of the Company and to ensure smooth cashflow, when required, it is now proposed that the Company may fix the borrowing limit under Section 180(1)(c) of the Companies Act, 2013 at Rs. 500 crores and recommend the same to the shareholders for approval.

Accordingly, the Board of Directors recommends the Resolution set out at Item No. 9 of this Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 9 of this Notice.

Item No: 10

Increasing borrowing limit under Section 180(1)(a) of the Companies Act, 2013:

Pursuant to the provisions of Section 180(1)(a) and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company and also shall not create further pledge, mortgage, hypothecation and/or charge on the movable/immovable properties of the Company except with the approval of the members of the Company by Special Resolution. In order to facilitate the secured borrowing made by the Company, it would be necessary to create pledge, mortgage, hypothecate and/or charge on the assets or whole or part of the undertaking of the Company.

In order to cater the business requirements of the Company and to ensure smooth cashflow, when required, it is now proposed that the Company may fix the borrowing limit under Section 180(1)(a) of the Companies Act, 2013 at Rs. 500 crores and recommend the same to the shareholders for approval.

Accordingly, the Board of Directors recommends the Resolution set out at Item No. 10 of this Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 10 of this Notice.

Item No: 11

Approval for increase in Authorized Share Capital of the Company from Rs. 37 crore to Rs. 60 crore and consequential alteration to Clause V of the Memorandum of Association (MOA) of the Company:

The current Authorized Share Capital of the Company is Rs. 37,00,00,000/- (Rupees Thirty-Seven Crore only) divided into 37,00,00,000/- (Thirty-Seven Crore) Equity Shares of Rs. 1/- (Rupees One only) each.

The Board of Directors of the Company at their Meeting held on 28th August, 2025, proposed to increase the Authorized Share Capital of the Company to Rs. 60,00,00,000/- (Rupees Sixty Crore only), divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 1/- (Rupees One only) each by the creation of additional



23,00,00,000 (Twenty-Three Crore) Equity Shares of Rs. 1/- (Rupees One only) each ranking pari passu in all the respect with the existing Equity Shares of the Company.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and subject to applicable statutory and regulatory approvals, the increase in the Authorized Share Capital and alteration of the Capital Clause (Clause V) of the Memorandum of Association requires approval of the Members of the Company.

The Board of Directors recommends the resolution set out at Item No. 11 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 11 of this Notice.

Item No: 12

Alteration of Object Clause of the Memorandum of Association of the Company:

To enable the Company to extend its business activities in future, it is proposed to alter the Object Clause of the Memorandum of Association of the Company by inserting new clauses as stated in the Resolution No. 12 above.

The Board at its meeting held on 28th August, 2025 has approved alteration of the object clause of MoA of the Company and now seeks members' approval through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board of Directors recommends the resolution set out at Item No. 12 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 12 of this Notice.

For and on behalf of the Board of Directors
StarlinePS Enterprises Limited

Madhuriben Chhatrola
Company Secretary & Compliance Officer
ACS: 74197

Date: 28/08/2025
Place: Surat

Registered Office:

Office No. 805, Solaris Bay View,
Near Iscon Mall, Piplod,
Surat-395007, Gujarat.