



19<sup>th</sup> April, 2022

To,  
**BSE Limited**  
Department of Corporate Services  
P. J. Towers, Dalal Street,  
Mumbai-400 001,  
Maharashtra.

**Sub.: Quarterly Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2022.**

Scrip Code: 540492

Dear Sir/Madam,

In Compliance with the Regulation 27(2) of the the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith Quarterly Compliance Report of the Company on Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2022.

Kindly take the same on your record and oblige.

Thanking you.

Yours faithfully,  
For **STARLINEPS ENTERPRISES LIMITED**

*Swati Somani*  
**SWATI SOMANI**  
Company Secretary & Compliance Officer  
ACS No.: 68472



**STARLINEPS ENTERPRISES LIMITED | CIN : L36910GJ2011PLC065141**

Formerly known as 'Starline Precious Stone Limited'

Address : Shop - F/1, 1st floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat-395001, Gujarat

0261-2600343 +91-7043999030 info@starlineps.com www.starlineps.com

**STARLINEPS ENTERPRISES LIMITED**

(formerly known as Starline Precious Stone Limited)

(CIN : L36910GJ2011PLC065141)

Reg. Off.: Shop - F/1, 1st Floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat - 395001, Gujarat

Tel.: 0261-2600343

Email: info@starlineps.com, Website: www.starlineps.com

**Compliance Report on Corporate Governance**

Under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure: I

1	Name of Listed Entity:	STARLINEPS ENTERPRISES LIMITED (BSE Code: 540492)
2	Date of Report:	31st March, 2022

**I. Composition of Board of Directors**

Title (Mr./ Mrs./ Ms.)	Name of the Directors	PAN <sup>5</sup> & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>4</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (In Months)	Date of Birth	No. of Directorship in listed Entities including this listed entity [in reference to proviso to regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of membership in Audit/Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation)	No. of post of Chairman in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation)
Mr.	Shwetkumar Dhirajbhai Koradiya	AUSPK7406J & 03489858	C - E	26.04.2011	01.07.2019	-	-	23.07.1988	1	0	0	0
Mr.	Hardikbhai Rajubhai Patel #	CVJPP3938E & 08566796	E	01.07.2020	-	-	-	18.01.1993	1	0	2	0
Mrs.	Bhumika Parag Jariwala #	AHRPJB775D & 08841902	NE - I	01.09.2020	-	-	19	19.04.1987	1	1	4	0
Mrs.	Jenish Ashok Bhavsar	BFVBP9603P & 08264511	NE - I	03.11.2018	-	-	41	13.07.1987	1	1	2	0
Mrs.	Neha Saurabh Patel**	BLPPP0065D & 08851139	NE - I	01.07.2021	-	-	9	06.04.1988	2	1	4	2
Mr.	Yashkumar Sarjubhai Trivedi	BNLPT3533Q & 09281016	NE - I	23.08.2021	-	-	8	31.07.2000	1	1	0	0

Whether Regular chairperson appointed Yes

Whether Chairperson is related to managing director or CEO Yes

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>4</sup> Category of director means Executive/ Non-Executive/ Independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

\*\*Mrs. Neha Saurabh Patel (DIN: 08851139) is a Member as well as Chairperson of Audit Committee and Stakeholders Relationship Committee, hence we have mentioned her name in both column i.e. Number of Membership and Number of post of Chairperson of Audit Committee and Stakeholders Relationship Committee.


# Number of Membership includes Membership of Committee of other unlisted Public Limited Companies.

**II. Composition of Committees**

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mrs. Neha Patel	C-NE-I	01.07.2021	-
		Mrs. Jenish Bhavsar	NE-I	03.11.2018	-
		Mrs. Bhumika Jariwala	NE-I	01.09.2020	-
2. Nomination & Remuneration Committee	Yes	Mrs. Neha Patel	C-NE-I	01.07.2021	-
		Mrs. Jenish Bhavsar	NE-I	03.11.2018	-
		Mrs. Bhumika Jariwala	NE-I	01.09.2020	-
3. Risk Management Committee (if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mrs. Neha Patel	C-NE-I	01.07.2021	-
		Mrs. Jenish Bhavsar	NE-I	03.11.2018	-
		Mrs. Bhumika Jariwala	NE-I	01.09.2020	-

<sup>5</sup> Category of director means Executive/Non-Executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.



III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter (December, 2021)	Date(s) of Meeting (if any) in the relevant quarter (March, 2022)	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (In number of days)
29th October, 2021		Yes	6	4	
	11th February, 2022	Yes	6	4	104
	31st March, 2022	Yes	5	3	47
IV. Meeting of Committees (Audit Committee)					
Date(s) of Meeting of the Committee in the relevant Quarter (March, 2022)	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting of the Committee in the previous Quarter (December, 2021)	Maximum gap between any two consecutive meetings in number of days*
	Yes	3	3	29th October, 2021	
11th February, 2022	Yes	3	3		104
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA) <sup>refer note below</sup>		
Whether prior approval of Audit Committee obtained			Yes		
Whether Shareholders approval obtained for Material RPT			NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes		
Note					
1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulation, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.				
2	If status is "No" details of non-compliance may be given here.				
VI. Affirmations					
1	The composition of Board of Directors is in terms of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				
2	The composition of the following committees is in terms of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship committee</li> <li>d. Risk management committee - Not Applicable - (applicable to the top 1000 listed entities)</li> </ul>				
3	The committee members have been made aware of their power, role and responsibilities as specified in the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				
4	The meeting of Board of Directors and above committees have been conducted in the manner as specified in the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				
5	The report submitted in the previous Quarter has been placed before board of Directors. There were no comments / observations / advice were received from the Board of Directors.				
<p><i>Swati Somani</i></p> <p>Swati Somani                      Compliance Officer / Managing Director / CEO                      ACS: 68472</p> <p>Date: 19-04-22                      Place: Surat</p> 					

**STARLINEPS ENTERPRISES LIMITED**  
(formerly known as Starline Precious Stone Limited)  
(CIN : L36910GJ2011PLC065141)  
Reg. Off.: Shop – F/1, 1st Floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat - 395001, Gujarat  
Tel.: 0261-2600343

ANNEXURE II

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : StarlinePS Enterprises Limited (BSE Code: 540492)  
2. Quarter ending : 31st March, 2022

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status(Yes/No/N/A) refer note	If Yes provide link to website. If No / NA provide reasons
<b>As per Regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="http://www.starlineps.com/index.html">http://www.starlineps.com/index.html</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Code-of-Conduct/Code-for-Independent-Director.pdf">http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Code-of-Conduct/Code-for-Independent-Director.pdf</a>
c) Composition of various committees of board of directors	Yes	<a href="http://www.starlineps.com/about.html">http://www.starlineps.com/about.html</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Code-of-Conduct/Code%20of%20Conduct.pdf">http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Code-of-Conduct/Code%20of%20Conduct.pdf</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Policies/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf">http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Policies/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Other/Criteria%20for%20making%20payment%20to%20Non-Executive%20Directors.pdf">http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Other/Criteria%20for%20making%20payment%20to%20Non-Executive%20Directors.pdf</a>
g) Policy on dealing with related party transactions	Yes	<a href="http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Policies/Policy%20on%20Related%20Party%20Transaction.pdf">http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Policies/Policy%20on%20Related%20Party%20Transaction.pdf</a>
h) Policy for determining 'material' subsidiaries	N.A.	-
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Other/Familiarisation%20Program%20for%20Independent%20Directors.pdf">http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Other/Familiarisation%20Program%20for%20Independent%20Directors.pdf</a>
j) E-mail address for grievance redressal and other relevant details	Yes	<a href="http://www.starlineps.com/about.html">http://www.starlineps.com/about.html</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.starlineps.com/investors.html">http://www.starlineps.com/investors.html</a>
l) Financial results	Yes	<a href="http://www.starlineps.com/investors.html">http://www.starlineps.com/investors.html</a>
m) Shareholding pattern	Yes	<a href="http://www.starlineps.com/investors.html">http://www.starlineps.com/investors.html</a>
n) Details of agreements entered into with the media companies and/or their associates	N.A.	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	-
p) New name and the old name of the listed entity	Yes	<a href="http://www.starlineps.com/Investors-Relations/Corporate%20Action/Change%20of%20Name%20of%20the%20Company%20to%20StarlinePS%20Enterprises%20Limited.pdf">http://www.starlineps.com/Investors-Relations/Corporate%20Action/Change%20of%20Name%20of%20the%20Company%20to%20StarlinePS%20Enterprises%20Limited.pdf</a>
q) Advertisements as per regulation 47 (1)	Yes	<a href="http://www.starlineps.com/investors.html">http://www.starlineps.com/investors.html</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	-
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	-
<b>As per other Regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.starlineps.com/investors.html">http://www.starlineps.com/investors.html</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Policy%20on%20determination%20of%20materiality%20of%20Events%20or%20Information.pdf">http://www.starlineps.com/Investors-Relations/Code-of-Conduct&amp;Policies/Policy%20on%20determination%20of%20materiality%20of%20Events%20or%20Information.pdf</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	-

It is certified that these contents on the website of the listed entity are correct.

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes

Cont...2



Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transaction	23(2), (3)	Yes
Approval for material Related Party Transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Annual Secretarial Compliance Report	24(A)	N.A.
Alternate Director to Independent Director	25(1)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	N.A.
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.
4. As company was listed on SME platform previously and migrated on main board in last quarter, hence some of the above given compliances were not applicable to company during the year under review. But the company has complied with the said regulations even before it came under the Main Board platform.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - N.A.

Swati Somani


ACS No. 68472

Company Secretary / Compliance Officer /-Managing-Director/-CEO

Date: 19.04.2022

Place: Surat



STARLINEPS ENTERPRISES LIMITED (formerly known as Starline Precious Stone Limited) (CIN : L36910GJ2011PLC065141) Reg. Off.: Shop - F/1, 1st Floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat - 395001, Gujarat Tel : 0261-2600343 Additional Half Yearly Disclosure			
Half year ending : 31st March, 2022			Annexure: IV
<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc.</b>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NIL	NIL	
Promoter Group or any other entity controlled by them	NIL	NIL	
Directors (including relatives) or any other entity controlled by them	NIL	NIL	
KMPs or any other entity controlled by them	NIL	NIL	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other controlled by entity them	NA	NIL	NIL
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other controlled by entity them	NA	NIL	NIL
<b>II. Affirmations:</b>			
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
<div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="width: 30%;"> <p><i>Hardik Patel</i></p> <p>Hardikbhai Patel CHIEF FINANCIAL OFFICER PAN: CVJPP3938E</p> <p>Date: 19.04.2022 Place: Surat</p> <p>Note</p> </div> <div style="width: 30%; text-align: center;">  </div> </div>			

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary (and joint-venture company) whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..