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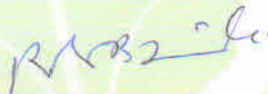
Declaration With Regards To Audited Financial Results

In Compliance of SEBI (Listing Obligation and Disclosure Requirement Amendments) Regulations, 2016, this is to declare that with regard to the Annual Standalone Audited Financials Results of the Company for the Financial Year ended March 31, 2017, adopted by the Board of Directors of the Company at their meeting held on May 30, 2017, the Statutory Auditors Report, on the same is, unmodified.

**For and on behalf of the Board of Directors of
Starlite Components Limited**



Arvind Bharati
Managing Director
DIN: 03575779



Dr. Mrs. Rochana Bharati
Chairperson & Director
DIN: 00163408

**For M/s. HMA & Associates
Chartered Accountant**



Mr. Anand D. Joshi
Partner
FRN:100537W
Mem No:113805

Date: May 30, 2017
Place: Nashik

Registered
Office

STARLITE COMPONENTS LIMITED

Address: 64-B-1, MIDC Area, Satpur, Nashik - 422007, Maharashtra, INDIA
Telephone: +91-253-2309016, +91-253-2309019, Fax: +91-253-2309017
E-mail: info@starlitecomponents.com, URL: www.starlitecomponents.com

COMPANY CIN : L31200MH1991PLC063980

26th ANNUAL REPORT

STARLITE COMPONENTS LTD





ANNUAL REPORT 2016-17

DIRECTORS : -

NAME OF THE DIRECTOR	DESIGNATION
Dr. Smt. Rochana Bharati	Chairperson & Non- Executive Director
Mr. Arvind Bharati	Managing Director
Mrs. Smita Patodkar	Executive Director
Mr. Vijay Tiwari	Non- Executive Independent Director
Mr. Shreekumar Menon	Non- Executive Independent Director

STATUTORY AUDITORS : - **HMA & ASSOCIATES
CHARTERED ACCOUNTANTS
1, Runwal Pratishtha, 1202/27,
Shivajinagar, Apte Road,
Behind Santosh Bakery,
Pune 411 004.**

REGISTERED OFFICE : - **64-B-1, M.I.D.C. Area, Satpur, Nashik – 422007.**

CIN :- **L31200MH1991PLC063980**

NAME OF BANKERS : - **CITI Bank
ICICI Bank Ltd.
State Bank of India
HDFC Bank Ltd.**

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NOTICE TO MEMBERS

Notice is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the Members of Starlite Components Limited (Company) is scheduled to be held at on Thursday, September 28, 2017 at 11.00 A.M. at Plot No.7, M.I.D.C. Area, Satpur, Nasik - 422007, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 along with the reports of Board of Directors and the Auditors thereon and audited consolidated financial statement for the financial year ended March 31, 2017.
2. To appoint a Director in place of Mrs. Smita Deepak Patodkar (DIN 06850370), Director, who retires by rotation, and being eligible, offers herself for re- appointment.
3. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of HMA & Associates., Chartered Accountants, Pune (Firm Registration No. 100537W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Seventh AGM of the Company, at such remuneration as shall be paid by the Board of Directors of the Company, be and is hereby ratified."

SPECIAL BUSINESS

4. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crores Eighty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 22,00,00,000/- (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) equity shares of 10/- (Rupees Ten Only) each by creation of 40,00,000 (Forty Lakhs) additional equity shares of Rs. 10/- (Rupees Ten Only) each ranking *pari-passu* with the rights and liabilities of the existing equity shares.

"RESOLVED FURTHER THAT pursuant to Section 64 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Arvind Bharati, Managing Director (DIN:00148830) or any other Directors of the Company be and are hereby severally authorized to intimate the Registrar of Companies, Mumbai, Maharashtra about such increase in the Authorised Share Capital of the Company and to do all such deeds, matters and things to enable the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company to read as follows:

- V. The Authorized Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) equity shares of 10/- (Rupees Ten Only)

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 (1) and 62 (3) other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules thereto and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, provisions of Chapter VII and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "ICDR Regulations"), the applicable rules, notifications, guidelines, policies, procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities, and subject to the necessary approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India etc.,) and all such other approvals (including approvals of the existing lenders of the Company, if any), which may be agreed to by the Board of Directors (hereinafter referred to as the "Board"), (which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of the sanctioned scheme of rehabilitation of Board of Industrial and Financial Reconstruction (BIFR) dated October 10, 2013, consent of the members be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, upto 9,80,014 (Nine Lakhs Eighty Thousand and Fourteen) warrants of face value of Rs. 10/- each (Rupee Ten only) to be convertible into fully paid-up equity shares of Rs. 10/- each, at an issue price of Rs. 54/- (Rupees Fifty Four) being the price determined in accordance with the ICDR Regulations and other applicable laws, to Promoter and Promoter Group of the Company, pursuant to conversion of outstanding unsecured loan in tune of Rs. 5,29,20,820/- (Rupees Five Crores Twenty Nine Lakhs Twenty Thousand Eight Hundred and Twenty only) the unsecured loan amount being infused by Promoters and Promoter Group, from time to time in accordance with the general obligations mentioned under the BIFR Scheme, whether they are members of the Company or not, by way of preferential allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit to the following promoter and promoter group hereinafter referred as proposed allottees:

Sr. No.	Name of the Allottees	PAN	Category	Amount of loan outstanding	No. of warrants issued at Rs. 54/- proposed to be issued
1.	Arvind Bharati	ABQPB0125N	Promoter & Promoter Group	1,62,00,520	3,00,009
2.	Solarcopyer Limited	AAFCS5240J	Promoter & Promoter Group	3,67,20,300	6,80,005
	Total			5,29,20,820	9,80,014

"RESOLVED FURTHER THAT

- (i) The 'Relevant Date' as per SEBI (ICDR) Regulations for the determination of applicable price for issue of aforesaid convertible warrants is **August 29, 2017**.
- (ii) The warrants convertible into equity shares allotted in terms of this resolution shall be subject to the Memorandum and Articles of Association of the Company and securities allotted shall post conversion rank pari-passu with the existing equity shares of the Company in all respects including payment of dividend.

- (iii) The warrants issued shall be converted into equity shares of the Company within a period of 18 (Eighteen) months from the date of allotment.
- (iv) The Board be and is hereby authorized to seek listing and trading of the said securities on the Stock Exchange where the securities of the Company are listed.
- (v) The Board be and is hereby authorized to accept and effect any conditions and modifications as may be required by the agencies involved in such issues including but not limited to SEBI, RBI, Stock Exchange and/or such other appropriate authorities."

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 74 of ICDR Regulations, the Board be and is hereby authorized to issue and allot the convertible warrants and the said warrants post conversion shall rank pari passu with the existing equity shares of the Company in all respects and converted equity shares shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depositories Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares pursuant to conversion of warrants on preferential basis as and when required.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, Government of India etc.,) and such other approvals, and as may be agreed by the Board, and to settle all queries or doubts that may arise in the proposed issue, pricing of the issue, offer of convertible warrants arising there from and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 (1) and 62 (3) other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules thereto and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, provisions of Chapter VII and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "ICDR Regulations"), the applicable rules, notifications, guidelines, policies, procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities, and subject to the necessary approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India etc.,) and all such other approvals (including approvals of the existing lenders of the Company, if any), which may be agreed to by the Board of Directors (hereinafter referred to as the "Board"), (which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) consent of the

members be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, upto 9,56,496 (Nine Lakhs Fifty Six Thousand Four Hundred and Ninety Six) warrants of face value of Rs. 10/- each (Rupee Ten only) to be convertible into fully paid-up equity shares of Rs. 10/- each, at an issue price of Rs. 54/- (Rupees Fifty Four) being the price determined in accordance with the ICDR Regulations and other applicable laws, to Promoter and Promoter Group of the Company, by way of preferential allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit to the following promoter and promoter group hereinafter referred as proposed allottees:

Sr. No.	Name of the Allottees	Category	PAN	No. of warrants issued at Rs. 54/- proposed to be issued
1.	Arvind Bharati	Promoter & Promoter Group	ABQPB0125N	1,50,143
2.	Arvind Bharati (HUF)	Promoter & Promoter Group	AAHBB5496F	50,000
3.	Solarcopyer Limited	Promoter & Promoter Group	AAFCS5240J	3,06,353
4.	Sukrit Bharati	Promoter & Promoter Group	AQOPB6538L	1,00,000
5.	Shilpa Bharati	Promoter & Promoter Group	AADPB1087F	50,000
6.	Rochana Bharati	Promoter & Promoter Group	AEJPB4608Q	50,000
7.	Bharati Ravindra Subhash(HUF)	Promoter & Promoter Group	AAHBB7684L	50,000
8.	Ravindra Bharati	Promoter & Promoter Group	AFTPB3508G	1,50,000
9.	Ashu Bharati	Promoter & Promoter Group	ABRPB9687J	50,000
	Total			9,56,496

“RESOLVED FURTHER THAT

- The ‘Relevant Date’ as per SEBI (ICDR) Regulations for the determination of applicable price for issue of aforesaid convertible warrants is **August 29, 2017**.
- The warrants convertible into equity shares allotted in terms of this resolution shall be subject to the Memorandum and Articles of Association of the Company and securities allotted shall post conversion rank pari-passu with the existing equity shares of the Company in all respects including payment of dividend.
- The warrants issued shall be converted into equity shares of the Company within a period of 18 (Eighteen) months from the date of allotment.
- The Board be and is hereby authorized to seek listing and trading of the said securities on the Stock Exchange where the securities of the Company are listed.
- The Board be and is hereby authorized to accept and effect any conditions and modifications as may be required by the agencies involved in such issues including but not limited to SEBI, RBI, Stock Exchange and/or such other appropriate authorities.”

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 74 of ICDR Regulations, the Board be and is hereby authorized to issue and allot the convertible warrants and the said warrants post conversion shall rank pari passu with the existing equity shares of the Company in all respects and converted equity shares shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depositories Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares pursuant to conversion of warrants on preferential basis as and when required.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, Government of India etc.,) and such other approvals, and as may be agreed by the Board, and to settle all queries or doubts that may arise in the proposed issue, pricing of the issue, offer of convertible warrants arising there from and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 and 62 other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules thereto and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, provisions of Chapter VII and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "ICDR Regulations"), the applicable rules, notifications, guidelines, policies, procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities, and subject to the necessary approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India etc.,) and all such other approvals which may be agreed to by the Board of Directors (hereinafter referred to as the "Board"), (which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, upto 19,63,490 (Nineteen Lakhs Sixty Three Thousand Four Hundred and Ninety) Equity Shares of face value of Rs. 10/- each (Rupee Ten only) at an issue price of Rs. 54/- (Rupees Fifty Four) including a premium of Rs. 44/- (Rupees Forty Four) per share, being the price determined in accordance with the ICDR Regulations and other applicable laws, pursuant to conversion of outstanding unsecured loan in tune of Rs. 10,60,28,460/- (Rupees Ten Crores Sixty Lakhs Twenty Eight Thousand Four Hundred and Sixty only) the unsecured loan amount being infused by Promoters and Promoter Group, from time to time in accordance with the general obligations mentioned under the BIFR Scheme, whether they are members of the Company or not, by way of preferential allotment in such manner and on such