

YOGESH CHOUDHARY & ASSOCIATES

Company Secretaries

B-101 Jankalyan 27 Gorai - 1 Borivali (W) Mumbai - 400 092 Mob.: 95948 18784 E : yogesh84cs@gmail.com

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
Extra Ordinary General Meeting of
ASIAN STAR COMPANY LIMITED,
Registered office: 114-C Mittal Court, Nariman Point, Mumbai - 400021

Dear Sir,

Subject: Scrutinizer's Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 for Extra Ordinary General Meeting of the company ASIAN ATAR COMPANY LIMITED held on Monday, 12th March, 2018 at 2.30 P.M.

I, Yogesh Choudhary, Practicing Company Secretary, had been appointed as the scrutinizer of Asian Star Company Limited ("the Company") by the National company law Tribunal vide its order dated 19th January 2018, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, to conduct the Remote Electronic Voting Process in respect of the below mentioned resolution(s), transacted at the Extra Ordinary General Meeting of the Equity Shareholders of the Company held on Monday, 12th March, 2018 at Sangam Hall, Agarwal Bhavan, 100-C Marine Drive, Next to Indian Oil Petrol Pump, Mumbai-400002 at 2.30 P.M.

The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to Remote E-voting on the resolutions contained in the Notice to the Extra Ordinary General Meeting (EGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process at the EGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited.

Further to the above, I submit my report as under:

- i. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting Remote E-voting by the shareholders of the Company.
- ii. The Members of the Company as on the "Cut Off" date i.e. Friday 2nd February, 2018 were entitled to vote on the resolutions (Item Number 1 as set out in Notice of EGM of the Company).
- iii. The voting period for Remote E-voting commenced on Friday 9th February, 2018 (9.00 A.M.) to Saturday, 10th March, 2018 (5.00 P.M.) and the CDSL E-voting platform was blocked thereafter.



- iv. The votes were unblocked in the presence of two witnesses, Mr. Rahul Kulkarni and Mr. Sandeep Bhandari who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

R.R.Kulkarni

Sandeep Bhandari

Mr. Rahul Kulkarni Mr. Sandeep Bhandari

- v. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)

I now submit my Report as under on the result of the Remote E-voting in respect of below Resolutions.

Item No. 1-

Approval of Merger by absorption of Asian Star Jewels Private limited (Transferor Company) with Asian Star Company Limited (Transferee Company)

- (I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	1505	100

- (II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	4	100

- (III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
-	-

The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the chairperson considers, approves, signs the minutes of the aforesaid Extra Ordinary General Meeting.


Thanking you,
Yours Faithfully





Scrutinizer
Name: Yogesh Choudhary
Practicing Company Secretary
FCS: 8644; CP: 14719
Place: Mumbai
Date: 12th March, 2018

To be Counter Signed by the Chairman


Vipul Prabodh Shah

YOGESH CHOUDHARY & ASSOCIATES

Company Secretaries

B-101 Jankalyan 2L Gorai - 1 Borivali (W) Mumbai - 400 092 Mob.: 95948 18784 E : yogesh84cs@gmail.com

FORM No. MGT-13 Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Extra Ordinary General Meeting of (NCLT Convened Meeting)
ASIAN STAR COMPANY LIMITED,
Registered office: 114-C MITTAL COURT, NARIMAN POINT, MUMBAI - 400021

Dear Sir,

Subject:- Report on passing of resolutions through poll pursuant to the provisions of Section 109 of the Companies Act, 2013, read with Companies (Management and Administration) Rules 2014 .

I, **Yogesh Choudhary, Practicing Company Secretary**, having office at B 101, Plot No.22, Jankalyan, Gorai-1, Borivali West, Mumbai - 400092 have been appointed as Scrutinizer by the National company law Tribunal vide its order dated 19th January 2018 for the purpose of poll taken on below mentioned resolution(s), set out in notice conveying the Extra Ordinary General Meeting of the Equity Shareholders held on 12th March, 2018 at Sangam Hall, Agarwal Bhavan, 100-C Marine Drive, Next to Indian Oil Petrol Pump, Mumbai-400002 at 2.30 P.M.

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through poll in relation to resolutions passed at the Extra Ordinary General Meeting of the Company.

Responsibility as Scrutinizers

My responsibility as Scrutinizer for the polling process at the Extra Ordinary General Meeting is restricted to make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolution(s) in fair and transparent manner set out in the notice conveying the Extra Ordinary General Meeting, based on the ballot papers and records of the company.

1. After the time fixed for closing of poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.



2. The locked ballot box was subsequently opened in my presence and in the presence of two witness Mr. Rahul Kulkarni and Mr. Sandeep Bhandari and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e., on e-voting as well as on poll and Postal Ballot.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

Item No. 1-

Approval of Merger by absorption of Asian Star Jewels Private limited (Transferor Company) with Asian Star Company Limited(Transferee Company)

(I) Voted in favour of resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
12	11950739	100

(II) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
-	-	-

(III) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
-	-

5. A Register containing a list of Equity Shareholders who voted "FOR" OR "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.



Thanking you,
Yours Faithfully,



Yogesh Choudhary
Practicing Company Secretary
FCS: 8644; CP: 14719

Place: Mumbai
Date: 12th March, 2018



To be Countersigned by the Chairman



Vipul Prabodh Shah

YOGESH CHOUDHARY & ASSOCIATES

Company Secretaries

B-101 Jankalyan 22 Gorai - 1 Borivali (W) Mumbai - 400 092 Mob.: 95948 18784 E : yogesh84cs@gmail.com

COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

To,
The Chairman,
Extra Ordinary General Meeting of
ASIAN STAR COMPANY LIMITED,
Registered office: 114-C MITTAL COURT, NARIMAN POINT, MUMBAI - 400021

Dear Sir,

SUB: Consolidated Report of the Scrutinizer on the result of Voting by way of Postal Ballot, Remote E-Voting, and Voting by way of Poll at the venue of the meeting. In connection with the resolution detailed in the notice dated 2nd February 2018 Convening meeting of the equity shareholders of ASIAN STAR COMPANY LIMITED on Monday, 12th March 2018, at 2.30 P.M. at Sangam Hall, 100 C, Marine Drive, Next to Indian Oil Petrol Pump, Mumbai-400 002, Maharashtra. In pursuant of directions issued by Mumbai Bench, of Hon'ble National Company Law Tribunal (NCLT) vide order dated 19th January 2018, in Company Scheme Application No. 1004 of 2017

I, **Yogesh Choudhary, Practicing Company Secretary**, was appointed as a Scrutinizer for the purpose of the voting taken on the resolution mentioned in the notice dated 2nd February 2018 for the meeting of equity shareholders of Asian Star Company Limited, held on Monday, 12th March 2018 at 2:30 P.M. at Sangam Hall, 100 C, Marine Drive, Next to Indian Oil Petrol Pump, Mumbai-400 002, Maharashtra in pursuance of directions of Mumbai Bench of Hon'ble National Company Law Tribunal ('NCLT') vide its order dated 19th January 2018 passed in connection with the company scheme application no 1004 of 2017 (NCLT Convened Meeting).

The compliance with the relevant provisions of the companies act, 2013, Rules thereunder and NCLT order dated 19th January 2018, in relation to voting through Postal Ballot, Remote E-Voting and voting by way of poll at NCLT convened meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the Voting Process in all modes are conducted in fair and transparent manner and render Scrutinizer's Report, based on reports generated from the electronic voting system provided by Central Depository Services (India) Limited, and Physical counting of Votes by way of Postal Ballot Papers and poll papers.

In terms of regulation 44 of the SEBI (Listing Obligation and disclosure Requirements) Regulation, 2015 and pursuant to section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the companies (Management and Administration) rules. 2014 and as per directions issued by Hon'ble NCLT, the company had to provide remote E-Voting Facility through CDSL and also the facility to vote by way of Postal Ballot, before the NCLT convened meeting and also by way of poll at the NCLT Convened meeting.

Cut-off Date

The voting rights were reckoned on Friday, 2nd February 2018, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting, voting at the meeting and voting through Postal Ballot.



Remote E-Voting

Agency:

The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform.

Remote E-Voting:

Remote E-Voting platform remained open from Friday, 9th February, 2018 (9.00 A.M.) up to Saturday, 10th March 2018 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on the e-voting platform provided by CDSL.

Voting at EGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-Voting do not vote again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

Accordingly CDSL, the E-voting agency provided me with the names, DP Id/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.

Further, the chairman announced the poll at the Extra Ordinary General Meeting for the shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.

Postal Ballot

We have relied on the information provided by M/s Bigshare Service Private Limited, The Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held and signature of shareholders.

RESULTS

I observed that

6 members had cast their votes through remote E-voting.

12 members had cast their votes through poll conducted at the meeting.

9 Members had cast their votes through Postal Ballot.

I have issued separate Scrutinizer's Report for the Remote E-voting, Postal Ballot and on the Poll for the resolutions contained in the Notice to the EGM. Copy of the same are enclosed with this report. Further, I submit herewith my combined report on the results of Remote E-voting, Postal Ballot and Poll as under-



Item No. 1 SPECIAL RESOLUTION

Approval of the Merger by Absorption of Asian Star Jewels Private Limited (Transferor Company) with Asian Star Company Limited (Transferee Company)

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = (3/8) * 100$	5	6	$7 = (6/8) * 100$	$8 = (3+6)$	9	10
Poll at EGM	12	11950739	100	-	-	-	11950739	0	0
Remote E-voting	4	1505	99.73	2	4	.27	1509	0	0
Postal Ballot	9	16	100	-	-	-	16	0	0
Total	25	11952260	99.91	2	4	.09	11952264	0	0

Based on the above information, you may kindly announce the result of voting by Poll at EGM, Postal Ballot and remote e-voting.

All relevant record of electronic voting, postal Ballot and poll will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of Extra Ordinary General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchange accordingly not later than 48 hours of conclusion of Extra Ordinary General Meeting.

Thanking you,
Yours Faithfully,



Scrutinizer
Name: Yogesh Choudhary
Practicing Company Secretary
FCS: 8644; CP: 14719

To be Countersigned by the Chairman



Vipul Prabodh Shah

Place: Mumbai
Date: 12th March, 2018

