



Asian Star Company Limited

(CIN: L36910MH1995PLC086017)

Registered Office: 114, Mittal Court, 'C' Wing, Nariman Point, Mumbai – 400 021.

Email - info@asianstargroup.com, **Website** - www.asianstargroup.com, **Tel No:** +91 22 22047434, **Fax:** +91 22 22043747

NOTICE

Notice is hereby given that the Twenty-First Annual General Meeting of the members of Asian Star Company Limited will be held on Wednesday, September 9, 2015 at 4.00 p.m. at Sangam Hall, Agarwal Bhavan, 100-C, Marine Drive, Next to Indian Oil Petrol Pump, Mumbai 400002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit & Loss for the year ended March 31, 2015 and the Balance Sheet as at that date with the Report of the Directors and that of the Auditors thereon.
2. To declare dividend on the equity shares for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mr. Arvind T. Shah, (DIN: 00004720), who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Rahil V. Shah, (DIN: 06811700) who retires by rotation and is eligible for re-appointment.
5. To consider and if thought fit pass 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 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. V A Parikh & Associates LLP, Chartered Accountants (FRN-112787W/W100073), who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mrs. Neha R. Gada (holding DIN 01642373), who was appointed as an Additional Director by the Board of Directors of the Company with effect from March 30, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and in respect of whom the Company has received notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for the term of five years.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Place: Mumbai
Dated: May 18, 2015

By Order of the Board

Registered Office:
114-C, Mittal Court,
Nariman Point, Mumbai - 400021.
(CIN: L36910MH1995PLC086017)

Dinesh T. Shah
Chairman & CFO
(DIN: 00004685)

NOTES

1. The relative Explanatory Statement pursuant to Section 102 (1) of the Act, in respect of business under Item No. 6 set out above is annexed hereto. The relevant details of Directors seeking re-appointment/appointment under Item Nos. 3, 4 and 6 pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchange are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. Members attending the Annual General Meeting (AGM) of the Company are requested to bring their copy of this Annual Report and hand over the Attendance Slip, duly filled in and signed in accordance with their specimen signature(s) registered with the Company for admission to the AGM hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Register of Transfers for equity shares will remain closed from September 3, 2015 to September 9, 2015 (both days inclusive) for payment of dividend on equity shares.
7. The dividend as recommended by the Board of Directors, if declared at this Annual General Meeting, will be paid on or after September 9, 2015 to those shareholders whose names appear on the Company's Register of Members at the end of business hours on September 2, 2015. In respect of shares held in electronic mode, the dividend will be paid on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of business hours on September 2, 2015 for this purpose.
8. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries at the registered office of the Company at least seven days in advance of the Meeting so that the information required can be made readily available at the meeting.
9. **Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.**
10. Members desirous of receiving the Documents in electronic mode are hereby requested to write a letter addressed to our registered office address or e-mail us at secretarial@asianstargroup.com.
11. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
12. Members are requested to claim the unclaimed dividend if any, for the below mentioned financial years before the same are due for transfer to Investor's Education & Protection Fund.

Financial Year	AGM Date	Due Date *
2007-08	14 th AGM - 04.09.2008	09.10.2015
2008-09	15 th AGM - 29.09.2009	03.11.2016
2009-10	16 th AGM - 21.09.2010	26.10.2017
2010-11	17 th AGM - 29.09.2011	03.11.2018
2011-12	18 th AGM - 05.09.2012	10.10.2019
2012-13	19 th AGM - 19.09.2013	24.10.2020
2013-14	20 th AGM - 12.09.2014	17.10.2021

* Indicative dates mentioned above and actual dates may vary.

13. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from place other than venue of the AGM) to exercise their right to vote at the 21st Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting through poll paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for members for voting electronically are as under:-

- i. The voting period begins on September 5, 2015 at 10.00 am and ends on September 8, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 2, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 8, 2015.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
14. As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.
16. The shareholders can also access the Annual Report 2014-15 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.asianstargroup.com or on Stock Exchange website, which is www.bseindia.com
17. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

Place: Mumbai
Dated: May 18, 2015

By Order of the Board

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Dinesh T. Shah
Chairman & CFO
(DIN: 00004685)

ANNEXURE TO NOTICE:

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6:

Mrs. Neha R. Gada, 39, is Chartered Accountant by profession, with more than 17 years of experience. Presently she is running a consultancy firm and specializes in matters related to SEBI regulations, listing/compliances with stock exchange and corporate restructuring. Considering her vast knowledge of corporate compliances under securities laws, listing of various securities with stock exchange and service at Bombay Stock Exchange in various departments including corporate services, surveillance and supervision and was instrumental in conceptualizing and implementing various systems and modules of the listing agreement, your Board of Directors at its meeting held on March 30, 2015 has appointed Mrs. Neha R. Gada as an Additional Non Executive – Independent Director on the Board of the Company.

In the opinion of the Board, Mrs. Neha R. Gada fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) add to that she has given a declaration to the Board of Directors to the effect that she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Your Directors believe that her appointment shall be beneficial in the growth of the Company and hence, the Board recommends the appointment of Mrs. Neha R. Gada as Independent Director of the Company up to 5 (five) consecutive years as set out in Item No. 6 for the approval of the shareholders at the ensuing Annual General Meeting.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Neha R. Gada as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Neha R. Gada as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mrs. Neha R. Gada shall not be liable to retire by rotation. Except Mrs. Neha R. Gada, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Place: Mumbai
Dated: May 18, 2015

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Dinesh T. Shah
Chairman & CFO
(DIN: 00004685)

Name of Director	Mr. Arvind T. Shah	Mr. Rahil V. Shah	Mrs. Neha R. Gada
Date of Birth	March 27, 1947	February 25, 1992	March 22, 1976
Expertise in Specific Functional Areas	Mr. Arvind T. Shah has expert knowledge in manufacturing activities. His broad strategic vision, business acumen and professional conduct have contributed significantly in the success story of the company.	Mr. Rahil V. Shah has been instrumental in implementing new technologies at the factory and upgrading the ERP system and confidently handling various functions of the diamond business.	Mrs. Neha R. Gada expertise in SEBI regulations, listing /compliances with stock exchange and corporate restructuring.
Qualifications	B. Tech.	B. Com.	B. Com., C. A.
Other Indian Companies in which Directorship held as on March 31, 2015.	<ol style="list-style-type: none"> 1. Asian Star Jewels Private Limited 2. Asian Star Diamonds International Private Limited 3. Samruddha Gram Vikas Foundation 4. Paresh K Mehta Investment Private Ltd 5. Palanpur Community Foundation 6. Asian Star Infotech Private Limited 	NIL	1. Dhhanish Advisors Private Limited
Memberships of committees in Public Companies as on March 31, 2015 (includes only Audit Committee, Remuneration Committee, Shareholder's/ Investor's Grievance Committee)	NIL	NIL	NIL
Chairmanships of committees in Public Companies as on March 31, 2015 (includes only Audit Committee, Remuneration Committee, Shareholder's/ Investor's Grievance Committee)	NIL	NIL	NIL
Shareholding in the Company	1,584,450 Equity Shares	NIL	NIL



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ATTENDANCE SLIP

21ST ANNUAL GENERAL MEETING ON WEDNESDAY THE 9TH DAY OF SEPTEMBER, 2015 at 4.00 p.m. at Sangam Hall, Agarwal Bhavan, 100-C, Marine Drive, Next To Indian Oil Petrol Pump, Mumbai - 400002.

Registered Folio / DP ID & Client ID	
Name & Address of Shareholder	
Joint Holder 1	
Joint Holder 2	

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company on Wednesday the 9th day of September, 2015 at 4.00 p.m. at Sangam Hall, Agarwal Bhavan, 100-C, Marine Drive, Next To Indian Oil Petrol Pump, Mumbai - 400002.

Name of the Member: _____ **Signature:** _____

Name of the Proxy Holder: _____ **Signature:** _____

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of Notice and Annual Report for reference at the meeting.



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(CIN: L36910MH1995PLC086017)

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PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act 2013 and Rule 19 (3) of the Companies (Management and Administration Rules 2014)

Name of the Member(s) :	
Registered Address :	
Email ID :	
Folio No./ Client ID :	
DP ID :	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

(1) Name _____ Email ID : _____

Address _____ Signature : _____

or Failing him

(2) Name _____ Email ID : _____

Address _____ Signature : _____

or Failing him

(3) Name _____ Email ID : _____

Address _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on the Wednesday September 9, 2015 at 4.00 p.m. at Sangam Hall, Agarwal Bhavan, 100-C, Marine Drive, Next to Indian Oil Petrol Pump, Mumbai - 400002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description
1.	Adoption of Financial Statements for the year ended March 31, 2015.
2.	Approval of Dividend for the financial year ended March, 31, 2015.
3.	Re-election of Mr. Arvind T. Shah.
4.	Re-election of Mr. Rahil V. Shah.
5.	To re-appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM).
6.	Appointment of Mrs. Neha R. Gada, as an Independent Director of the Company.

Signed this _____ day of _____ 2015

Affix
1 Rupee
Revenue
Stamp

Signature of the Shareholder

Signature of Proxy Holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 21st Annual General Meeting.

Venue of AGM:

Sangam Hall, Agarwal Bhavan, 100-C, Marine Drive,
Next to Indian Oil Petrol Pump, Mumbai - 400002

Route Map

