



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 22811371, **Fax:** +91 22 22043747

NOTICE

Notice is hereby given that the Twenty-Second Annual General Meeting of the members of Asian Star Company Limited will be held on Tuesday, September 27, 2016 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, 2016 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, 2016.
3. To appoint a Directors in place of Mr. Dharmesh D. Shah, (DIN: 00004704), who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Dinesh T. Shah, (DIN: 00004685) 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 (FR. number-112787W/W1000073), 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 till 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) the consent of the Members be and is hereby accorded to re-appoint Mr. Vipul P. Shah (DIN: 00004746) as Managing Director & CEO of the Company for a term of 5 (Five) years with effect from January 1, 2016, on the terms and conditions as under:

- a) Period of appointment: From January 1, 2016 to December 31, 2020.
- b) Salary: Rs. 1, 75,00,000/- (Rupees One Crore Seventy Five Lacs Only) per annum w.e.f. April 1, 2016.
- c) Perquisites and benefits as per Schedule V of the Act.
- d) Powers and duties as per the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT the remuneration paid to Mr. Vipul P. Shah for the period from January 1, 2016 to March 31, 2016 was as per terms and conditions approved by the members at the Annual General Meeting held on September 12, 2014.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. Vipul P. Shah shall be governed by Section II of Part II of Schedule V of the Act and rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vipul P. Shah, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and is hereby authorized to vary or modify the above terms including salary, from time to time, during the term of his appointment, without any further reference to the Company in General Meeting, provided however that such variation is within the limits fixed aforesaid.”

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 Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) the consent of the Members be and is hereby accorded to re-appoint Mr. Arvind T. Shah (DIN: 00004720) as an Executive Director of the Company for a term of 5 (Five) years with effect from January 1, 2016, on the terms and conditions as under:

- a) Period of appointment: From January 1, 2016 to December 31, 2020.
- b) Salary: Rs. 1,25,00,000/- (Rupees One Crore Twenty Five Lacs only) per annum.
- c) Perquisites and benefits as per Schedule V of the Act.
- d) Powers and duties as per the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. Arvind T. Shah shall be governed by Section II of Part II of Schedule V of the Act and rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions or difficulties that may arise with regard to the said appointment as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

8. 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 Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the consent of the Members be and is hereby accorded to re-appoint Mr. Priyanshu A. Shah (DIN: 00004759) as an Executive Director of the Company for a term of 5 (Five) years with effect from January 1, 2016, on the terms and conditions as under:

- a) Period of appointment: From January 1, 2016 to December 31, 2020.
- b) Salary: Rs. 1,00,00,000/- (Rupees One Crore Only) per annum w.e.f. April 1, 2016.
- c) Perquisites and benefits as per Schedule V of the Act.
- d) Powers and duties as per the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT the remuneration paid to Mr. Priyanshu A. Shah for the period from January 1, 2016 to March 31, 2016 was as per terms and conditions approved by the members at the Annual General Meeting held on September 12, 2014.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. Priyanshu A. Shah shall be governed by Section II of Part II of Schedule V of the Act and rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions or difficulties that may arise with regard to the said appointment as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

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

“RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the company held on September 12, 2014 and pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time the consent of the Members be and is hereby accorded to the revision in the remuneration payable to Mr. Rahil V. Shah (DIN: 06811700), Executive Director of the company for the remaining term of his tenure as the Executive Director, with effect from April 1, 2016 on the following terms :

- a) Salary: Rs 75,00,000/- (Rupees Seventy Five Lacs Only) per annum w.e.f. April 1, 2016.
- b) Perquisites and benefits as per Schedule V of the act.
- c) Powers and duties as per the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. Rahil V. Shah shall be governed by Section II of Part II of Schedule V of the Act and rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions or difficulties that may arise with regard to the said appointment as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT approval of the Members of the Company be and is hereby accorded to enter into agreement(s)/transaction(s) with Related Parties in the ordinary course of business at arm's length basis for the purpose of sale, purchase, to avail/render any services or to enter into any other kind of transactions which construe to be Related Party Transactions up to an aggregate limit of Rs. 300 crores (Rupees Three Hundred Crores only) till the conclusion of 23rd AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2016 till the date of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the Officials of the Company, to give effect to the aforesaid Resolution.”

Place: Mumbai
Date: May 19, 2016

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 of the Act, in respect of business under Item No. 6 to 10 set out above is annexed hereto. The relevant details of Directors seeking re-appointment/appointment at the 22nd Annual General meeting pursuant to the Regulation 36 of SEBI (Listing obligations and disclosure Requirements) Regulation 2015 of the Listing Agreement 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 21, 2016 to September 27, 2016 (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 27, 2016 to those shareholders whose names appear on the Company's Register of Members at the end of business hours on September 20, 2016. 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 20, 2016 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 2016 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 2016 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 *
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
2014-15	21 st AGM – 09.09.2015	14.10.2022

* 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 and Regulations 44 (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 22nd 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:-
(Applicable in all cases whether NOTICE is received by e-mail or in physical form)

- i. The voting period begins on September 23, 2016 at 10.00 a.m. and ends on September 26, 2016 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 20, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 26, 2016.
- ii. Log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank Details OR Date Of Birth (DOB)	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. <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 (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for <COMPANY NAME> on which you choose to vote.

- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. 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.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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 2015-16 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
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
Date: May 19, 2016

By Order of the Board

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

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

ANNEXURE TO NOTICE:

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

Mr. Vipul P. Shah – Managing Director and CEO of the Company is on the Board since incorporation of the Company. He is successfully handling Asian Star Group and has placed the Company in the list of Top Diamond Companies in India. Leading from front Mr. Vipul P. Shah is creating a brand image of Asian Star Company in the overseas as well.

The Board of Directors of the Company (“the Board”) at its meeting held on October 31, 2015 had appointed Mr. Vipul P. Shah-CEO & Managing Director of the Company w.e.f January 1, 2016 for a period of 5 years and had determined the increase in remuneration payable to him subject to the approval of the members in the ensuing Annual General Meeting.

Further, the Board has revised remuneration which is fixed in accordance with Schedule V of the Companies Act, 2013, payable to Mr. Vipul P. Shah, w.e.f April 1, 2016 subject to the approval of the members. The Board has increased the remuneration from Rs 1,25,00,000 to Rs 1,75,00,000 for Mr. Vipul P. Shah (CEO & Managing Director). Remuneration paid to Mr. Vipul Shah for the period from January 1, 2016 to March 31, 2016 was as per the terms and conditions approved by the members at the Annual General Meeting held on September 12, 2014.

All other terms of his appointment remain unchanged. The remuneration is approved by the members of Nomination & Remuneration Committee. Other than Mr. Vipul Shah, none of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution except to the extent of their respective shareholding, if any in the company.

ITEM NO. 7

Mr. Arvind T. Shah – Executive Director of the Company, an expert in diamond manufacturing activities and a key responsible person in procurement from overseas. His huge experience in this field is generating value of the Company in the market. This Diamond processing expert is serving with his best knowledge and proving his value by placing Asian Star group in well known business entities.

His tenure for 5 years as Executive Director of the Company ended on December 31, 2015 and Board of Asian Star Company Limited in its meeting held on October 31, 2015 resolved for his re-appointment for further term of 5 years w.e.f. January 1, 2016 as Executive Director subject to approval by members in the ensuing Annual General Meeting.

The Board has not revised remuneration which was fixed in accordance with Schedule V of the Companies Act, 2013, payable to Mr. Arvind T. Shah w.e.f October 1, 2014. The Board has decided to pay remuneration of Rs. 1,25,00,000 for which Company is seeking members approval.

All other terms of his appointment remain unchanged. The remuneration is approved by the members of Nomination & Remuneration Committee. Other than Mr. Arvind T. Shah, none of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution except to the extent of their respective shareholding, if any in the company.

ITEM NO. 8

Mr. Priyanshu A. Shah- a young Director on the Board since 2004, his remarkable performance in production and marketing functions from more than ten years have proved his eligibility to perform the directorship of the Company. Bringing in the creativity in the jewellery designing he increased the glaze of the Company. His tenure for 5 years as Executive Director of the Company ended on December 31, 2015 and Board of Asian Star Company Limited in its meeting held on October 31, 2015 resolved for his re-appointment for further term of 5 years w.e.f. January 1, 2016 as Executive Director subject to approval by members in the ensuing Annual General Meeting. Remuneration paid to Mr. Priyanshu A. Shah for the period from January 1, 2016 to March 31, 2016 was as per the terms and conditions approved by the members at the Annual General Meeting held on September 12, 2014.

The Board has revised remuneration which is fixed in accordance with Schedule V of the Companies Act, 2013, payable to Mr. Priyanshu A. Shah w.e.f April 1, 2016 subject to the approval of the members. The Board has increased his remuneration from Rs. 75,00,000 to Rs. 1,00,00,000. All the terms of his appointment remain unchanged. The remuneration is approved by the members of Nomination & Remuneration Committee. Other than Mr. Priyanshu A. Shah, none of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution except to the extent of their respective shareholding, if any in the company.

ITEM NO. 9

Mr. Rahil V. Shah youngest on the board served for successful 2 years with enthusiasm. This tech savvy personality is handling and balancing traditional and modern business ethics with sharp smartness. Acknowledging his two years efforts put in the Company, Board after considering the proposal of Nomination & Remuneration Committee for increasing salary of Mr. Rahil V. Shah has decided to increase annual salary from Rs. 30,00,000/- to Rs. 75,00,000/- w.e.f. April 1, 2016 subject to approval of members in the ensuing Annual General meeting. Other than Mr. Rahil V. Shah, none of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution except to the extent of their respective shareholding, if any in the company.

ITEM NO. 10

Pursuant to provisions of the Companies Act, 2013 and in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for the purpose of sale, purchase, to avail/render any services or any other kind of transactions in the ordinary course of business or any other kind of transactions entered into by the Company (excluding the transactions of sale, purchase, to avail / render any services or any other kind of transactions in ordinary course of business at arms length basis or any kind of transactions entered with wholly owned subsidiaries of the company) up to an aggregate limit of Rs. 300 Crores (Rupees Three Hundred Crores Only) which though in the ordinary course of business may be construed to be related party transactions with the conflict of interest, it is therefore proposed to Shareholders to approve as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the Company. The Board recommends the resolution set forth in Item No.10 for the approval of the Members.

Place: Mumbai
Date: May 19, 2016

By Order of the Board

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

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

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 of the Listing Agreement in respect of Directors seeking re-appointment/appointment at the 22nd Annual General Meeting:

Name of Director	Mr. Dharmesh D. Shah	Mr. Dinesh T. Shah	Mr. Vipul P. Shah	Mr. Arvind T. Shah	Mr. Priyanshu A. Shah
Date of Birth	02.10.1965	16.01.1940	23.09.1967	27.03.1947	14.05.1981
Expertise in Specific Functional Areas	Diamond Sales, Subsidiary Operations	Rough Assortment, Production Planning, Finance	Banking & Treasury Operations, Rough Procurement	Rough Manufacturing, Factory / Job Work Supervision	Jewellery Operations
Qualifications	B. Com	B. Sc.	B. Com	B. Tech	B.Com, A Certified Gemologist from G.I.A., New York.
Other Indian Companies in which Directorship held as on March 31, 2016	- Samruddha Gram Vikas Foundation - Asian Star Infotech Private Limited	- Asian Star Jewels Private Limited - Samruddha Gram Vikas Foundation	- Asian Star Diamonds International Private Limited - Diamond Exporters Association Limited - Asian Star Infotech Private Limited - India Diamond Trading Centre - The Gem & Jewellery Skill Council Of India - Samruddha Gram Vikas Foundation	- Asian Star Jewels Private Limited - Asian Star Diamonds International Private Limited - Paresh K Mehta Investment Pvt Ltd - Asian Star Infotech Private Limited - Palanpur Community Foundation - Samruddha Gram Vikas Foundation	- Asian Star Jewels Private Limited - Samruddha Gram Vikas Foundation - Asian Star Infotech Private Limited
Memberships of committees in Other Public Companies as on March 31, 2016 (includes only Audit Committee, Nomination & Remuneration Committee, Shareholder's / Investor's Grievance Committee)	NIL	NIL	NIL	NIL	NIL
Chairmanships of committees in Other Public Companies as on March 31, 2016 (includes only Audit Committee, Nominations & Remuneration Committee, Shareholder's / Investor's Grievance Committee)	NIL	NIL	NIL	NIL	NIL
Shareholding in the Company	11,50,000 Equity Shares	10,00,050 Equity Shares	40,00,050 Equity Shares	15,84,450 Equity Shares	12,15,450 Equity Shares



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 22811371, **Fax** : +91 22 22043747

ATTENDANCE SLIP

22ND ANNUAL GENERAL MEETING ON TUESDAY THE 27TH DAY OF SEPTEMBER, 2016 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 22nd Annual General Meeting of the Company on Tuesday the 27th day of September, 2016 at 4.00 p.m.

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

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

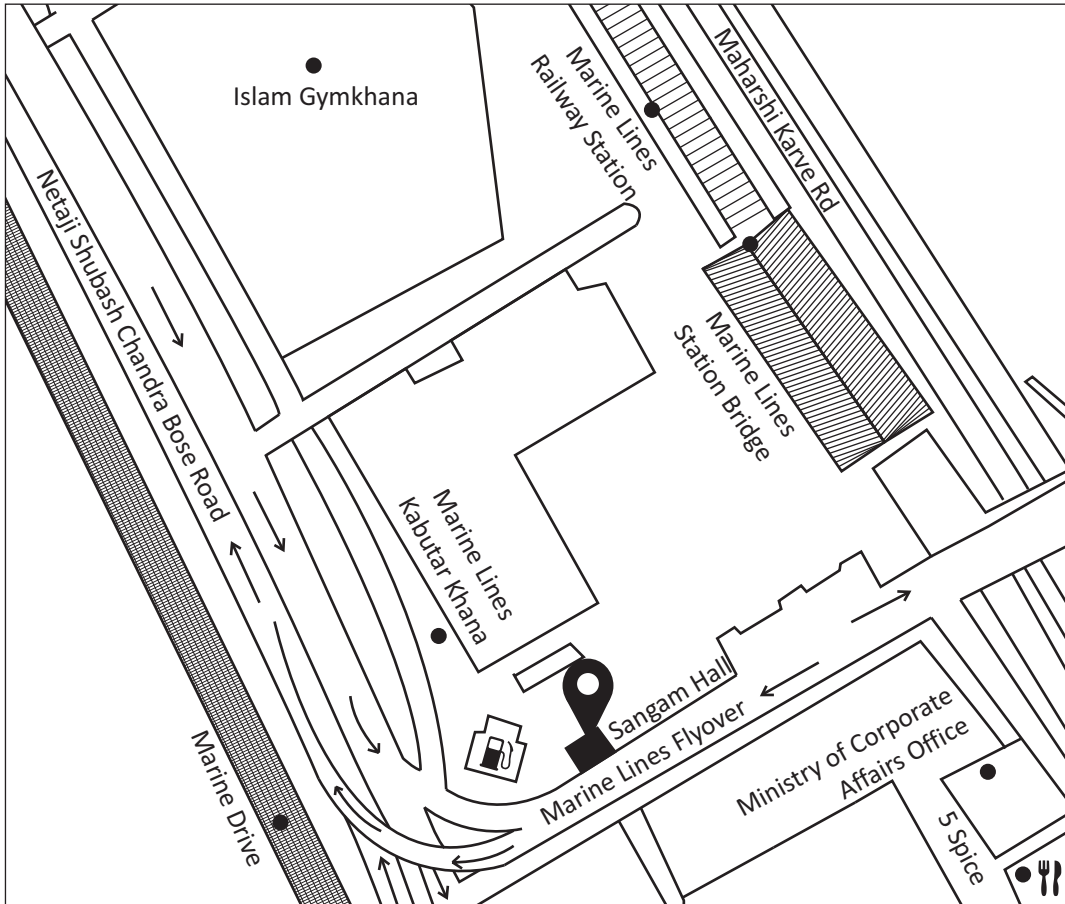
Note:

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.

Venue of AGM:

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

Route Map





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 22811371, Fax: +91 22 22043747

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 22nd Annual General Meeting of the company, to be held on the Tuesday, September 27, 2016 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, 2016.
2.	Approval of Dividend for the financial year ended March, 31, 2016.
3.	Re-election of Mr. Dharmesh D. Shah.
4.	Re-election of Mr. Dinesh T. 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 Mr. Vipul P. Shah as CEO & Managing Director of the Company for a term of upto five years.
7.	Appointment of Mr. Arvind T. Shah as Executive Director of the Company for a term of upto five years.
8.	Appointment of Mr. Priyanshu A. Shah as Executive Director of the Company for a term of upto five years.
9.	Increase in the remuneration of Mr. Rahil V. Shah - Executive Director.
10.	Approval of related party transactions upto an aggregate limit of Rs. 300 Crores only

Signed this _____ day of _____ 2016

Affix
1 Rupee
Revenue
Stamp

Signature of the Shareholder

Signature of Proxy Holder(s)

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 22nd Annual General Meeting.

