



Asian Star Company Limited

(CIN: L36910MH1995PLC086017)

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

Email - secretarial@asianstargroup.com, **Website** - www.asianstargroup.com, **Tel No:** +91 22 62444111, **Fax:** +91 22 22043747

NOTICE

Notice is hereby given that the Twenty-Third Annual General Meeting of the members of Asian Star Company Limited will be held on Thursday, September 28, 2017 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, 2017 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, 2017.
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. Priyanshu A Shah, (DIN: 00004759), 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 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Mahendra Doshi & Associates Chartered Accountants (Firm Registration No. 105765W), be and is hereby appointed as Auditors of the Company in place of the retiring auditors V. A. Parikh & Associates LLP, Chartered Accountants (Firm Registration No. 112787W/W100073), to hold office from the conclusion of this 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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 24th Annual General Meeting from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2017 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.”

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 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any wholly owned subsidiary companies (including overseas subsidiaries) and / or give any guarantee and / or provide security in connection with a loan to any subsidiary company(ies) (including overseas subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any subsidiary company(ies) (including overseas subsidiaries) upto an aggregate amount not exceeding Rs. 1000 crore (Rupees One Thousand Crore Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans and / or guarantees and / or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

Place: Mumbai
Date: May 24, 2017

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 to 7 set out above is annexed hereto.
2. A route map giving directions to reach the venue of the 23rd Annual General Meeting is given at the end of the Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER 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.
4. 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.
5. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.
6. 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.
7. The Register of Members and Register of Transfers for equity shares will remain closed from September 22, 2017 to September 28, 2017 (both days inclusive) for payment of dividend on equity shares.
8. The dividend as recommended by the Board of Directors, if declared at this Annual General Meeting, will be paid on or after September 28, 2017 to those shareholders whose names appear on the Company's Register of Members at the end of business hours on September 21, 2017. 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 21, 2017 for this purpose.
9. 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.
10. Members holding shares in physical form are requested to advise any change of address immediately to RTA-Bigshare Services Private Limited. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or RTA-Bigshare Services Private Limited.
11. **Unclaimed Dividends**

(a.) Transfer to Investor Education and Protection Fund:

As per the provisions of Companies Act 2013, unclaimed/ unpaid dividend till the financial year ended March 31, 2009 has been transferred by the Company to the Fund. Members who have not yet encashed their dividend warrant(s) for any subsequent financial years are requested to make their claims to the Company without any delay.

Pursuant to Section 125 of the Act, any amount pertaining to the sale proceeds of fractional shares arising out of issue of bonus shares and remaining unclaimed is also required to be transferred by the Company to the Fund.

Members are also requested to note that, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, the Company is obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to an IEPF Demat Account.

Members/ claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

(b.) Details of Unclaimed Dividend on Website:

Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not encashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF). Members are requested to Contact Company or RTA to encash the unclaimed dividend.

In order to help Members to ascertain the status of unclaimed dividends, the Company has uploaded the information in respect of unclaimed dividends for the financial year ended March 31, 2010 and subsequent years on the website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" Section on the website of the Company, www.asianstargroup.com

12. Copy of the Annual Report for 2017 is being sent to all the members whose addresses are registered with the RTA / Company / Depository Participants(s) for communication purposes. Copies of the Annual Report for 2017 are being sent in the permitted mode.
13. 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.
14. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
15. 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 * |
|----------------|-----------------------------------|------------|
| 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 |
| 2015-16 | 22 nd AGM – 27.09.2016 | 02.11.2023 |

* Indicative dates mentioned above and actual dates may vary.

16. 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 23rd 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 Company has appointed Yogesh D. Dabholkar & Co, Practicing Company Secretary (CP No.: 6752) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company and make within 48 hours of the conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any Director or any person authorized by the Chairman for this purpose, who shall countersign the same.

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 25, 2017 at 10.00 am and ends on September 27, 2017 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 21, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 27, 2017.
- 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 | <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. E.g. If your name is Ramesh Kumar with serial 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 (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 ASIAN STAR COMPANY LIMITED 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 the Windows Phone Store respectively. 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.
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.
18. 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.
19. 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.
20. The shareholders can also access the Annual Report 2016-17 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

Place: Mumbai
Date: May 24, 2017

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

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.6 for the approval of the Members.

The Members are further informed that no member/s of the company being related party or having any interest in the resolution as set out at Item No.6 shall be entitled to vote on this Ordinary Resolution.

ITEM NO. 7

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding Rs. 1000 crore (Rupees One Thousand Crores Only)

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

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.7 for the approval of the Members.

Place: Mumbai
Date: May 24, 2017

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 23rd Annual General Meeting:

| Name of Director | Mr. Arvind T. Shah | Mr. Priyanshu A. Shah |
|---|--|---|
| Date of Birth | 27.03.1947 | 14.05.1981 |
| Expertise in Specific Functional Areas | Rough Manufacturing, Factory / Job Work Supervision | Jewellery Operations |
| Qualifications | B. Tech | B.Com, A Certified Gemologist from G.I.A., New York. |
| Other Indian Companies in which Directorship held as on March 31, 2017 | <ul style="list-style-type: none"> - Asian Star Jewels Private Limited - Asian Star Diamonds International Private Limited - Paresh K Mehta Investment Pvt Ltd - Palanpur Community Foundation - Samruddha Gram Vikas Foundation - Asian Star Infotech Private Limited | <ul style="list-style-type: none"> - Asian Star Jewels Private Limited - Samruddha Gram Vikas Foundation - Asian Star Infotech Private Limited |
| Chairperson/ Member of the Mandatory Committees of the Board of the Companies on which he is a Director as on March 31, 2017. | NIL | NIL |
| Shareholding in the Company | 15,84,450 Equity Shares | 12,15,450 Equity Shares |



Asian Star Company Limited

(CIN: L36910MH1995PLC086017)

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

Email - secretarial@asianstargroup.com, **Website** - www.asianstargroup.com, **Tel No:** +91 22 62444111, **Fax:** +91 22 22043747

ATTENDANCE SLIP

23RD ANNUAL GENERAL MEETING ON THURSDAY THE 28TH DAY OF SEPTEMBER, 2017 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 23rd Annual General Meeting of the Company on Thursday the 28th day of September, 2017 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.



Asian Star Company Limited

(CIN: L36910MH1995PLC086017)

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

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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 23rd Annual General Meeting of the company, to be held on the Thursday, September 28, 2017 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, 2017. |
| 2. | Approval of Dividend for the financial year ended March, 31, 2017. |
| 3. | Re-election of Mr. Arvind T. Shah |
| 4. | Re-election of Mr. Priyanshu A. Shah |
| 5. | To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 28th Annual General Meeting (AGM) ie for a term of 5 years. |
| 6. | Approval of related party transactions upto an aggregate limit of Rs. 300 Crores only. |
| 7. | Special resolution under Section 186 of the Companies Act, 2013 for loans and investment. |

Signed this _____ day of _____ 2017

Affix
1 Rupee
Revenue
Stamp

Signature of the Shareholder

Signature of Proxy Holder(s)

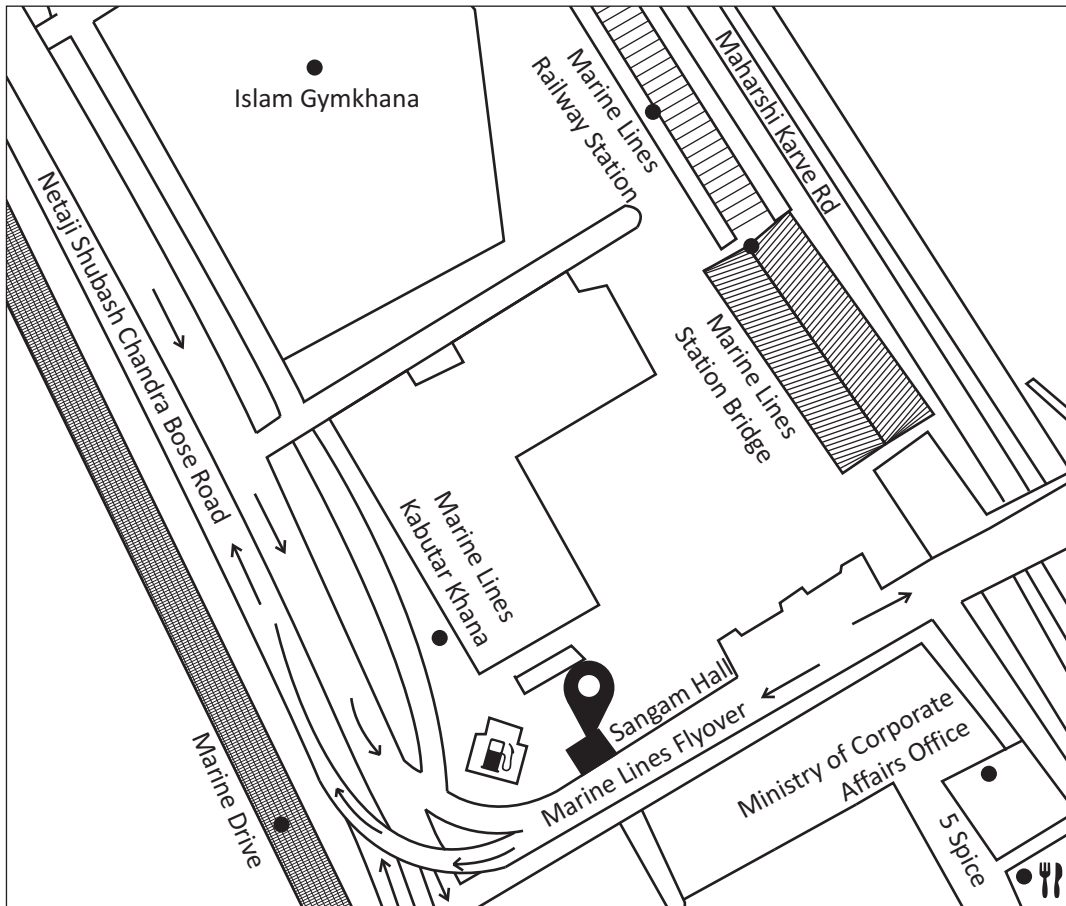
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23rd Annual General Meeting.

Venue of AGM:

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

Route Map



Financial Express

Apal Mahanagar



ASIAN STAR COMPANY LIMITED

Registered Office: 114-C, Mittal Court, Nariman Point, Mumbai 400 021
Email Id: secretarial@asianstargroup.com, Website: www.asianstargroup.com
Tel No: +91 2262444111, Fax: +91 2222043747
CIN: L36910MH1995PLC086017

NOTICE OF 23RD ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that the 23rd Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, September 28, 2017 at Sangam Hall, Agarwal Bhavan, 100-C, Marine Drive, Next to Indian Oil Petrol Pump, Mumbai - 400002 at 4.00 p.m. to transact the business as set forth in the Notice of the said meeting.

Copies of the Notice of AGM & Annual Report for 2017 have been sent by the permitted mode to all the Members whose addresses are registered with their Depository Participants/ Registrar and Share Transfer Agent. The same are also available on the Company's website at www.asianstargroup.com.

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with the rules made there under and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing its Members the facility to cast their votes by electronic means on all resolutions specified in Notice through remote e-voting facilities provided by Central Depository Service (India) Limited (CDSL).

Members holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Thursday, September 21, 2017 shall be entitled to avail the facility of remote e-voting or voting through polling papers at AGM. All the members are informed that:

- The date of completion of dispatch of the Annual Report is September 5, 2017;
- Remote e-voting shall commence on September 25, 2017 (10.00 a.m. IST);
- Remote e-voting shall end on September 27, 2017 (5.00 p.m. IST) the remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 27, 2017;
- Cut-off date for determining the eligibility to vote by electronic means or at the AGM is Thursday, September 21, 2017;
- Any person who acquires shares and become a member of the Company after dispatch of the AGM notice and holds shares as on the cut-off date i.e. Thursday, September 21, 2017 should follow the instruction for remote e-voting as mentioned in the AGM Notice for FIRST TIME USER which is available on the Company's website. In case any queries, the shareholder may also contact the Registrar and Share Transfer Agent viz. Bigshare Services Pvt. Ltd and obtain the necessary login ID and password.
- The Member who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again and members attending the meeting who have not cast their vote through e-voting shall be able to vote at AGM by poll papers.
- Any query/grievance in relation to the remote e-voting can be addressed to Bigshare Services Pvt. Ltd, Bharat Tin Work Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059 Tel No.: 022-62638200/212 Email Id: investor@bigshareonline.com. OR Mr. Rakesh Dalvi, Deputy Manager, CDSL, 16th Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400 001, Tel No.: 18002005533, Email: helpdesk.evoting@cdslindia.com

Notice is hereby given that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company shall remain closed from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive) for the purpose of Annual General Meeting and determining the entitlement of the shareholders to the payment of Final Dividend on Equity Shares of the Company.

By order of the Board
For ASIAN STAR COMPANY LIMITED
Sd/-

Place: Mumbai
Date: September 5, 2017

Aparna R. Shinde
Company Secretary



एशियन स्टार कंपनी लिमिटेड

नोंदणीकृत कार्यालय: १४१४-सी, मित्रल कोर्ट, नरीम पॉइंट, मुंबई ४०००२१
ई मेल आयडी: secretarial@asianstargroup.com, संकेतस्थळ: www.asianstargroup.com
दूर क्र. + ९१ २२ ६२४४४१११, फॅक्स: + ९१ २२ २२०४३७४७

सीआयएन: एल३६९१०एमएच१९९५पीएलसी०८६०१७

२३ वी वार्षिक सर्वसाधारण सभा, दूरस्थ ई मतदान माहिती आणि बुक क्लोजरची सूचना

ह्याद्वारे सूचना देण्यात येते की कंपनीची २३ वी वार्षिक सर्वसाधारण सभा (एजीएम) गुरुवार, सप्टेंबर २८, २०१७ रोजी संगम हॉल, अग्रवाल भवन, १००-सी, मरीन ड्राईव्ह, इंडिअन ऑईल पेट्रोल पंपच्या पुढे, मुंबई ४००००२ येथे सायं. ४.०० वा. नमुद सभेच्या सूचनेमध्ये देण्यात आलेल्या व्यवसायावर विचार करण्यासाठी घेण्यात येणार आहे.

एजीएमची आणि २०१७ करीताच्या वार्षिक अहवालाच्या प्रती सर्वमान्य पद्धतीद्वारे सर्व सभासदांना ज्यांचे पते डिजिटल पार्टीसिपंट/ रजिस्ट्रार आणि शेअर ट्रान्सफर एजंटकडे आहेत त्यांना पाठविण्यात आले आहेत. सर्व सूचना कंपनीच्या www.asianstargroup.com वर उपलब्ध आहे. कंपनीज (व्यवस्थापन आणि प्रशासन) नियम २०१४ च्या नियम २० बदलले आणि सेबी (लिस्टिंग ऑब्लीगेशनस अँड डिसक्लोझर रिकायर्मेंट्स) नियमावली २०१५ च्या नियमावली ४४ सह वाचल्या जाणाऱ्या कंपनी कायदा २०१३ च्या कलम १०८ च्या तरतूदी नुसार कंपनी त्यांच्या सभासदांना सूचनेमध्ये देण्यात आलेल्या विषयांवर विचार करण्यासाठी सेन्ट्रल डिजिटल पार्टीसिपंट सर्विसेस (इंडिया) लिमिटेडद्वारे (सीडीएसएल) इलेक्ट्रॉनिक (दूरस्थ ई मतदान) मतदान पद्धती उपलब्ध करून देणार आहे.

सभासद ज्यांनी प्रत्यक्ष स्वरूपांमध्ये किंवा डिजिटल स्वस्वाम्येचे कट ऑफ दिनांक म्हणजेच गुरुवार सप्टेंबर २१, २०१७ अनुसार केली आहे त्यांना दूरस्थ ई मतदानाद्वारे किंवा एजीएमच्या ठिकाणी मतदान पत्रिकेद्वारे मतदान करता येईल. सर्व सभासदांना कळविण्यात येते की:

- वार्षिक अहवाल पाठविण्याचे काम सप्टेंबर ५, २०१७ रोजी पूर्ण झाले आहे.
- दूरस्थ ई मतदान सप्टेंबर २५, २०१७ रोजी (स. १०:०० वा. भाप्रवे) सुरु होईल
- दूरस्थ ई मतदान सप्टेंबर २७, २०१७ रोजी (सायं. ५:०० वा. समाप्त भाप्रवे) होईल. दूरस्थ ई मतदान प्रणाली सीडीएसएलद्वारे सप्टेंबर २७, २०१७ रोजी ५.०० वा. नंतर काढून धावून घेतली जाईल.
- इलेक्ट्रॉनिक किंवा एजीएमच्या ठिकाणी मतदानासाठी पात्रता निश्चित करण्यासाठी कट ऑफ दिनांक गुरुवार, सप्टेंबर २१, २०१७ हा दिनांक निश्चित करण्यात आला आहे.
- व्यक्ती ज्यांनी एजीएमची सूचना पाठविल्यानंतर आणि कट ऑफ दिनांक म्हणजेच २१ सप्टेंबर २०१७ ह्या दिनांकांनुसार भागधारणा करून कंपनीचे सभासद झाले आहेत त्यांनी कंपनीच्या संकेतस्थळावर उपलब्ध आहे. बिगशेअर ट्रान्सफर एजंट ह्यांच्याशी संपर्क साधून लॉग इनची प्रक्रिया मिळवू शकतात.
- एक) सभासद ज्यांनी त्याचे मत दूरस्थ ई मतदान पद्धतीद्वारे दिले आहे असे सभासद एजीएममध्ये सहभागी होऊ शकतात परंतु एजीएममध्ये पुन्हा मतदान करू शकणार नाहीत आणि ज्यांनी दूरस्थ ई मतदानाद्वारे त्यांचे मत दिलेले नाही त्यांना एजीएमच्या ठिकाणी त्यांच्या मतदानाचा अधिकार बजावता येईल.
- दूरस्थ ई मतदानाच्या संदर्भात ज्यांना काही समस्या असल्यास त्यांनी बिगशेअर सर्विसेस प्रा. लि., भारत टॉन वर्क इमारत, १ला मजला, वसंत ओअसिस मकवाना रोड, मरोळ, अंधेरी (पूर्व), मुंबई ४०००५९ ह्यांना किंवा दूर क्र. ०२२६२६३८२००/२१२ वर किंवा investor@bigshareonline.com किंवा श्री. प्रकाश दळवी, उप व्यवस्थापक सीडीएसएल. १६ वा मजला, प.जे टॉवर, दलाल स्ट्रीट, फोर्ट, मुंबई ४००००१, दूरधनी क्र. १८००२००५५३३ वर संपर्क करू शकतात. ई मतदानाच्या संदर्भात जर कोणतीही समस्या असल्यास सभासद helpdesk.evoting@cdslindia.com ह्या मेल पाठवू शकतात.

कंपनीज (व्यवस्थापन आणि प्रशासन) नियम २०१४ च्या नियम १० आणि सेबी (लिस्टिंग ऑब्लीगेशनस अँड डिसक्लोझर रिकायर्मेंट्स) नियमावली २०१५ च्या नियमावली ४२ सह वाचल्या जाणाऱ्या कंपनी कायदा २०१३ च्या कलम ११ च्या अनुषंगाने सभासदांची नोंदवही आणि कंपनीची भाग हस्तांतरण एजीएमच्या कारणासाठी २२ सप्टेंबर २०१७ ते २८ सप्टेंबर २०१७ (दोन्ही दिवस धरून) बंद ठेवण्यात येईल.

संचालक मंडळाच्या आदेशाद्वारे

एशियन स्टार कंपनी लिमिटेड

सही / -

ठिकाण: मुंबई
दिनांक: सप्टेंबर ५, २०१७

अपर्णा एस. शिंदे
कंपनी सचिव

W W TECHNOLOGY HOLDINGS LIMITED