



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-Fourth Annual General Meeting of the members of Asian Star Company Limited will be held on Tuesday, September 25, 2018 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 businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2018, which include the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2018, the Balance Sheet as on that date, the Auditors' Report thereon, and the Directors' Report;.
2. To declare dividend on the equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Dinesh Tarachand Shah (DIN: 00004685), who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Dharmesh Dinesh Shah (DIN: 00004704) who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT, pursuant to the provisions of Section 188 of Companies Act, 2013 and other applicable provisions, if any, of the Act read with the Companies (Meeting of Board and its Powers) Rules, 2014 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the consent of the Audit Committee and of the Board of Directors and such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to ratify/ approve all existing and proposed contract(s) / transaction(s)/ arrangement(s)/ agreement(s) with Related Parties and on such terms as detailed in the explanatory statement to this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and be authorized to approve aforesaid transactions and the terms & conditions thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 186(2) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent 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 be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- give loans from time to time on such terms and conditions as it may deem expedient to any other body corporate;
- give guarantee or provide security on behalf of subsidiary companies, associates or body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 1000 Crore (Rupees One Thousand Crores only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up sharecapital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, give loans to them; provide guarantees / security on their behalf, to any person or body corporate as may be permitted by the Act from time to time, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

FURTHER RESOLVED THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** for appointment of Mr. Anand Gandhi as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Anand H. Gandhi (DIN: 01668879), who was appointed as an Additional & Independent Director of the Company and whose term expires at this AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold the office for a term of 5 (five) years.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, Companies Act, 2013 and relevant Rules thereof, read with the Articles of Association and subject to the approval of members of the Company, consent of the Board be and is hereby accorded to re-appoint Mr. Rahil V. Shah (DIN:- 06811700), as Executive Director of the Company, liable to retire by rotation on expiry of his present term of office, i.e. with effect from 17th January 2019, on the following terms:

- a) Remuneration of Rs 75,00,000/- (Rupees Seventy Five Lacs Only) per annum as per Schedule V of the Act.
- 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 (DIN:- 06811700), shall be governed by Section II of Part II of Schedule V to the Act and rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT, the remuneration payable to Mr. Rahil V. Shah (DIN:- 06811700), 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 also 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.”

9. 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Miyar Ramanath Nayak (DIN 03352749), who was appointed as Non Executive Independent Director and who holds office as an Independent Director up to May 21, 2019 and being eligible, be and is hereby re-appointed as Non Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to May 20, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

10.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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013. and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kundapur Mohanram Pai (DIN 00007198), who was appointed as Non Executive Independent Director and who holds office as an Independent Director up to May 21, 2019 and being eligible, be and is hereby re-appointed as Non Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to May 20, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Mr. Kundapur Mohanram Pai (DIN: 00007198) as Non-Executive Independent Director at the age of 81 (Eighty One) years as on 14th February 2018 upto the expiry of his second term of 5 (five) consecutive years, i.e. up to May 20, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12.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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013. and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Apurva Rajendra Shah (DIN 00004781), who was appointed as Non Executive Independent Director and who holds office as an Independent Director up to May 21, 2019 and being eligible, be and is hereby re-appointed as Non Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to May 20, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

13.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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Milind Hasmukh Gandhi (DIN 01658439), who was appointed as Non Executive Independent Director and who holds office as an Independent Director up to May 21, 2019 and being eligible, be and is hereby re-appointed as Non Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to May 20, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Place: Mumbai
Date: May 24, 2018

By Order of the Board

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

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

NOTES

1. The Explanatory Statement pursuant to Section 102 (1) of the Act, in respect of business under Item No. 5 to 13 set out above is annexed hereto.
2. A route map giving directions to reach the venue of the 24th 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 19, 2018 to September 25, 2018 (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 25, 2018 to those shareholders whose names appear on the Company's Register of Members at the end of business hours on September 18, 2018. 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 18, 2018 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. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

12. Unclaimed Dividends

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

As per the above provisions, unclaimed/ unpaid dividend till the financial year ended March 31, 2010 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

13. Copy of the Annual Report for 2018 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 2018 are being sent in the permitted mode.
14. 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.
15. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
16. 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 * |
|----------------|-----------------------------------|------------|
| 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 |
| 2016-17 | 22 nd AGM – 28.09.2017 | 03.11.2024 |

* Indicative dates mentioned above and actual dates may vary.

17. 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 24th 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, 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 21, 2018 at 9.00 am and ends on September 24, 2018 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 18, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 24, 2018.
- 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.
18. 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.
19. 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.
20. 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.
21. The shareholders can also access the Annual Report 2017-18 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, 2018

By Order of the Board

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

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

ANNEXURE TO NOTICE:**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 5**

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions (“RPT”) exceed such sum as is specified in the rules.

As the present and proposed transactions likely to exceed threshold as prescribed in the rules, therefore the approval of shareholders is sought for the following related party transactions:

| Sr. No. | Name of related party & Nature of relationship | Nature of the contract/ arrangement/ transaction | Particulars/ Material Terms of the Contract / arrangement / transaction | Estimated Value of Transaction (Rs. In Crores) |
|----------------|---|---|--|---|
| 1. | Shah Manufacturers (Enterprise under common control of Key Managerial Personnel) | Contract for processing of Diamonds | Credit period: 0-90 days | 200.00 |
| 2. | Jewel Art (Unit – II) (Enterprise under common control of Key Managerial Personnel) | Sale of diamonds | Credit period: 0-180 days | 10.00 |
| 3. | Gemasia B.V.B.A. (Relative of Director) | Sale of diamonds | Credit period: 0-180 days | 75.00 |
| 4. | A.M. Exports (Relative of Director) | Sale of diamonds | Credit period: 0-180 days | 15.00 |
| 5. | Gemasia B.V.B.A. (Relative of Director) | Purchase of diamonds | Credit period: 0-180 days | 25.00 |
| 6. | A.M. Exports (Relative of Director) | Purchase of diamonds | Credit period: 0-180 days | 50.00 |
| 7. | Director | Rent paid to Directors | Credit period: 0-30 days | 00.05 |
| 8. | Director | Loan from Directors | - | 100.00 |
| 9. | Directors / Relative of Directors | Sale / purchase to / from of jewellery / services | - | 25.00 |

Duration of Transactions: Ongoing

In view the above, it is proposed seek approval of the members of the Company through an Ordinary resolution for the above transactions and the related parties shall be abstained from voting on the resolution as set out at Item No. 5.

None of the Directors, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/ her respective shareholding, if any, in the Company, in the resolution set out in item no. 5 of the Notice.

ITEM NO. 6

In terms of the provisions of Section 186(2) of the Companies Act, 2013, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate in excess of 60% of the total of the paid-up share capital and free reserves or 100% of the free reserves and securities premium, whichever is higher, without the prior approval of the Shareholders by means of a Special Resolution.

In order to meet these funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby set out the limits u/s 186(2) to Rs. 1,000 Crores (Rupees One Thousand Crores) over and above the limits as calculated within the provisions of Section 186 of the Companies Act, 2013.

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.

ITEM NO. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, appointed Mr. Anand H. Gandhi (DIN: 01668879) holds the office up to the date of this Annual General Meeting.

He has submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

Mr. Anand H. Gandhi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the appointment of Mr. Anand H. Gandhi as Independent Director of the Company.

The Board recommends the resolution set forth in Item No.7 for the approval of the Members.

ITEM NO. 8

Shri Rahil V. Shah who was appointed as Executive Director of the Company w.e.f. 17th January 2014 for the term of 5 years. The said term of 5 years shall be completed on 17th January 2019. He is proposed to be continued as Director of the Company after the completion of his term of 5 years, and shall be liable to retire by rotation.

Shri Rahil V. Shah is interested in the resolution set out at Item No. 8 of the Notice. Shri Vipul Prabodh Shah, being related to Shri Rahil V. Shah may be deemed to be interested in the said resolution.

The other relatives of Shri Rahil V. Shah may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No.8 for the approval of the Members

ITEM NO. 9

Mr. Miyar Ramanath Nayak (DIN 03352749) was appointed as Non Executive Independent Director of the Company and he holds office as Non Executive Independent Director of the Company up to May 21, 2019 ("first term").

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Miyar Ramanath Nayak (DIN 03352749) would be beneficial to the Company and it is desirable to continue to avail his services as Non Executive Independent Director. Accordingly, it is proposed to re-appoint Mr. Miyar Ramanath Nayak (DIN 03352749) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Miyar Ramanath Nayak (DIN 03352749) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Miyar Ramanath Nayak (DIN 03352749) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Mr. Miyar Ramanath Nayak (DIN 03352749) is interested in the resolution set out at Item No. 9 of the Notice with regard to his re-appointment. Relatives of Mr. Miyar Ramanath Nayak (DIN 03352749) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

ITEM NO. 10

Mr. Kundapur Mohanram Pai (DIN 00007198) was appointed as Non Executive Independent Director of the Company and he holds office as Non Executive Independent Director of the Company up to May 21, 2019 (“first term”).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Kundapur Mohanram Pai (DIN 00007198) as Non Executive Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NR Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Kundapur Mohanram Pai (DIN 00007198) would be beneficial to the Company and it is desirable to continue to avail his services as Non Executive Independent Director. Accordingly, it is proposed to re-appoint Mr. Kundapur Mohanram Pai (DIN 00007198) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Kundapur Mohanram Pai (DIN 00007198) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Kundapur Mohanram Pai (DIN 00007198) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Mr. Kundapur Mohanram Pai (DIN 00007198) is interested in the resolutions set out at Item No. 9 of the Notice with regard to his re-appointment. Relatives of Mr. Kundapur Mohanram Pai (DIN 00007198) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

ITEM NO. 11

Mr. Kundapur Mohanram Pai (DIN: - 00007198), Non-Executive Independent Director has attained the age of 81 years in the month of February 2018. In view of the introduction of the regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 and applicable provisions under Companies Act, 2013, if any, the Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after the age of 75 years during the currency of his term of appointment.

Mr. Kundapur Mohanram Pai (DIN: - 00007198) is a keen observer with immense knowledge and experience in banking industry. He is a renowned expert in financial matters. He has held office as D.G.M. of Overseas Corporations Dept. with one bank and G.M. CVO in another bank. His experience has brought with him a lot of value which the company can capitalize on through the decision making process.

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.11 for the approval of the Members.

ITEM NO. 12

Mr. Apurva Rajendra Shah (DIN 00004781) was appointed as Non Executive Independent Director of the Company and he holds office as Non Executive Independent Director of the Company up to May 21, 2019 (“first term”).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Apurva Rajendra Shah (DIN 00004781) as Non Executive Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NR Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Apurva Rajendra Shah (DIN 00004781) would be beneficial to the Company and it is desirable to continue to avail his services as Non Executive Independent Director. Accordingly, it is proposed to re-appoint Mr. Apurva Rajendra Shah (DIN 00004781) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Apurva Rajendra Shah (DIN 00004781)) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Apurva Rajendra Shah (DIN 00004781) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Mr. Apurva Rajendra Shah (DIN 00004781) is interested in the resolution set out at Item No. 9 of the Notice with regard to his re-appointment. Relatives of Mr. Apurva Rajendra Shah (DIN 00004781) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 12 of the Notice for approval by the members.

ITEM NO. 13

Mr. Milind Hasmukh Gandhi (DIN 01658439) was appointed as Non Executive Independent Director of the Company and he holds office as Non Executive Independent Director of the Company up to May 21, 2019 (“first term”).

The Nomination R Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Milind Hasmukh Gandhi (DIN 01658439) as Non Executive Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Milind Hasmukh Gandhi (DIN 01658439) would be beneficial to the Company and it is desirable to continue to avail his services as Non Executive Independent Director. Accordingly, it is proposed to re-appoint Mr. Milind Hasmukh Gandhi (DIN 01658439) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Milind Hasmukh Gandhi (DIN 01658439) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Milind Hasmukh Gandhi (DIN 01658439) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Mr. Milind Hasmukh Gandhi (DIN 01658439) is interested in the resolution set out at Item No. 9 of the Notice with regard to his re-appointment. Relatives of Mr. Milind Hasmukh Gandhi (DIN 01658439) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution set out at Item No. 13 of the Notice for approval by the members.

Place: Mumbai
Date: May 24, 2018

By Order of the Board

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

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

Details of Directors seeking appointment/ re-appointment at the AGM

| Name of Director | Mr. Dharmesh Dinesh Shah | Mr. Dinesh T. Shah |
|--|---|--|
| Date of Birth | 02.10.1965 | 16.01.1940 |
| Expertise in Specific Functional Areas | Mr. Dharmesh Dinesh Shah has been trained in all aspects of the industry in India and abroad. He is well travelled and has thorough knowledge of current trends prevailing worldwide as well as deep insight of future needs of diamond market. | Rough Assortment, Production Planning, Finance |
| Qualifications | B. Com | B. Sc |
| Other Indian Companies in which Directorship held as on March 31, 2018 | - Asian Star Infotech Private Limited - Samruddha Gram Vikas Foundation | - Asian Star Jewels Private Limited - Samruddha Gram Vikas Foundation |
| Chairperson/ Member of the Mandatory Committees of the Board of the Companies on which he is a Director as on March 31, 2018. | NIL | NIL |
| No. of Shares held in the Company | 11,50,000 Equity Shares | 10,00,050 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

24th ANNUAL GENERAL MEETING ON TUESDAY THE 25TH DAY OF SEPTEMBER, 2018 at 4.00 p.m. 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 24th Annual General Meeting of the Company on Tuesday the 25th day of September, 2018 at 4.00 p.m.

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

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

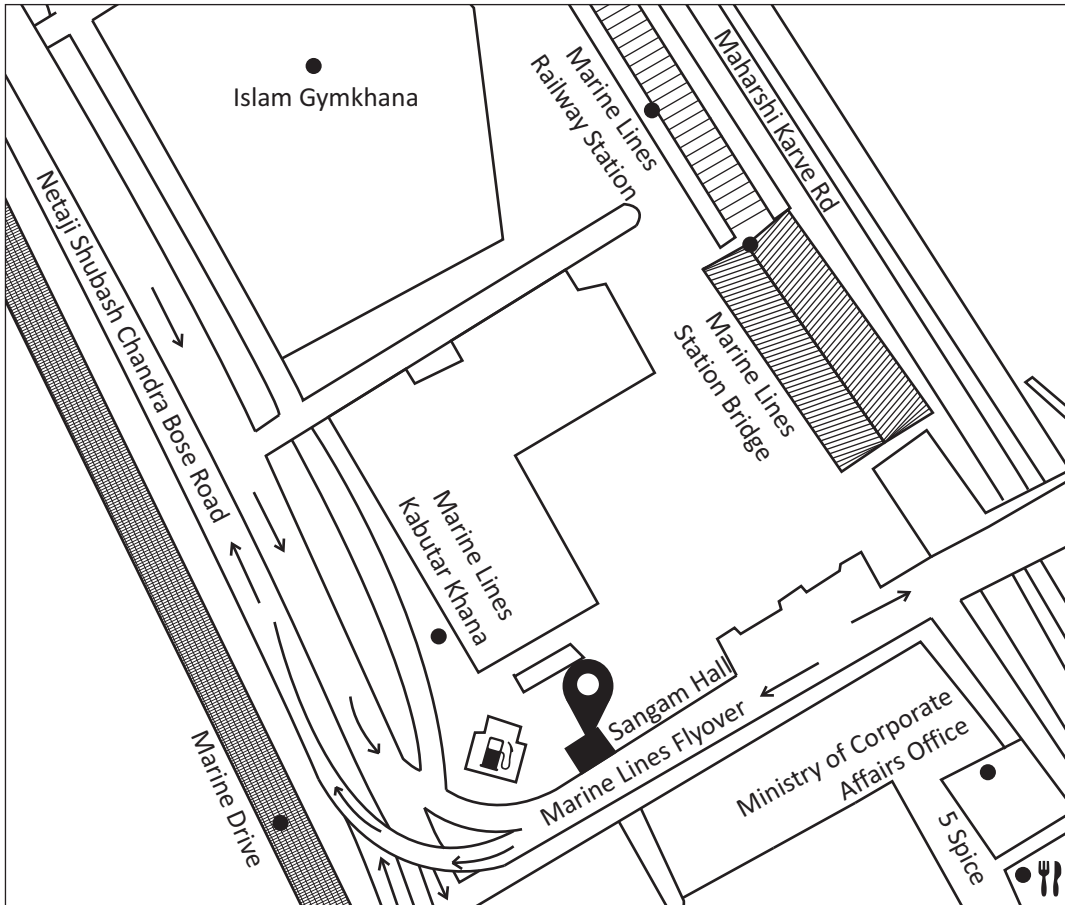
Note:

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-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

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 24th Annual General Meeting of the company, to be held on the Tuesday, September 25, 2018 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, 2018. |
| 2. | Approval of Dividend for the financial year ended March, 31, 2018. |
| 3. | Re-election of Mr. Dinesh T. Shah. |
| 4. | Re-election of Mr. Dharmesh D. Shah. |
| 5. | Approval of related party transactions. |
| 6. | Special resolution under Section 186 of the Companies Act, 2013 for loans and investment. |
| 7. | Regularisation and appointment of Mr. Anand Gandhi as a Independent Director of the Company for term of consecutive five years. |
| 8. | Re- appointment of Mr. Rahil V. Shah as an Executive Director . |
| 9. | Re-appointment of Mr. Miyar R. Nayak as a Independent Director of the Company for second term of consecutive five years. |
| 10. | Re-appointment of Mr. Kundapur Mohanram Pai as a Independent Director of the Company for second term of consecutive five years. |
| 11. | Approval for continuation of Mr. Kundapur Mohanram Pai as Non-Executive Independent Director in view of SEBI Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018. |
| 12. | Re-appointment of Mr. Apurva R. Shah as a Independent Director of the Company for second term of consecutive five years. |
| 13. | Re-appointment of Mr. Milind H. Gandhi as a Independent Director of the Company for second term of consecutive five years. |

Signed this _____ day of _____ 2018

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 24th Annual General Meeting.