

July 16, 2024

BSE Limited,
Corporate Relationship Department
P.J Towers, Dalal Street,
Fort, Mumbai – 400001
Scrp Code: 531847/ Scrip Id: ASTAR

Sub: Postal Ballot Notice under Section 110 of the Companies Act, 2013 for appointment of Mr. Kunal Sunil Tadarwal and Mr. Navtej Hazara Singh as Non-Executive Independent Directors of the Company

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, We enclose herewith Postal Ballot Notice dated March 29, 2024 along with Explanatory Statement, sent to the members of the Company today through email seeking their assent or dissent by voting through postal ballot for appointment of Mr. Kunal Sunil Tadarwal and Mr. Navtej Hazara Singh as Non-Executive -Independent Directors of the Company by way of Special Resolution.

The Company has sent the said Postal Ballot Notice accompanied by an explanatory statement dispatched today through e-mail i.e. July 16, 2024 to those members of the Company who had registered their e-mail address with the Company or depository participant/depository as on Friday July 12, 2024 (“cut-off date”). Please note that there will be no dispatch of physical copies of Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The Company had engaged the service of NSDL for the purpose of providing e-voting facility to all its members. The remote e-voting will commence on Wednesday July 17, 2024, at 9.00 a.m. (IST) and end on Thursday, August 15, 2024 at 5.00 p.m. (IST). The result of the postal ballot will be declared on or before Saturday, August 17, 2024.

The Postal Ballot Notice can also be accessed at Company’s website at <https://www.asianstargroup.com/> and on the website of National Securities Depository Limited(“NSDL”)

Kindly take the above information on record.

Yours faithfully,
For ASIAN STAR COMPANY LIMITED

**VIPUL PRABODH
SHAH**

Digitally signed by VIPUL PRABODH SHAH
DN: c=IN, o=PERSONAL, title=5123,
ou=personnym-fd6a995b2b2d42159a6f1f6e1570fe,
2.5.4.20=810bd73f926f9b4b13f006f872f4986a0068d0c48fe,
c=130fd93c5242fd09c8c, postalCode=400006,
st=Maharashtra,
serialNumber=5350905b33713c499c55cd562ea1e02692512
6128fd1c9761026ee7d227c0, cn=VIPUL PRABODH SHAH
Date: 2024.07.16 14:54:48 +05'30'

VIPUL PRABODH SHAH
CEO & MANAGING DIRECTOR
DIN: 00004746
Encl: As above



ASIAN STAR

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE IS HEREBY GIVEN pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended (including any statutory modification or re-enactment thereof) read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circular, notification (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolution as set out hereunder is proposed to be passed as Special Resolution by the Members of the Company through postal ballot only, by voting through remote e-voting.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), read with Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, and SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2023/167 dated October 7, 2023 and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, this notice is being sent only by e-mail to the members of the Company who have registered their e-mail address with the Company or depository participant/ depository as on Friday July 12, 2024(i.e. cut-off date). In view of enabling provisions of the MCA Circulars, hard copy of this notice, postal ballot form and postage pre-paid reply envelope are not sent to the members and the members are requested to convey their assent or dissent only through remote e-voting. The remote e-voting facility is available at <https://www.evoting.nsdl.com> being the e-voting platform of National Securities Depository Limited (NSDL). If your e-mail address is not so registered, you are requested to follow the process specified in the notes below to receive login ID/password for remote e-voting. An explanatory statement pursuant to Section 102 (1) of the Act setting out detailed reasons and material facts concerning the resolution is annexed hereto.

The remote e-voting shall commence on Wednesday, July 17, 2024 at 9.00 a.m. (IST) and end on Thursday, August 15, 2024 at 5.00 p.m. (IST) and the voting shall not be allowed beyond the said date and time.

The Board of Directors of the Company has appointed Mr. Yogesh Dabholkar, proprietor of Yogesh D. Dabholkar & Co., Practising Company Secretary, as Scrutinizer to conduct the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by him. The result of Postal Ballot will be announced on or before Saturday, August 17, 2024. The result will also be placed on the Company's website <https://www.asianstargroup.com/> and website of NSDL www.evoting.nsdl.com and intimated to BSE Ltd. where equity shares of the Company are listed.

RESOLUTION:

Special Business:

- 1. To appoint Mr. Kunal Sunil Todarwal (DIN: 08355866) as Non-Executive Independent Director of the Company and, in this regard, pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (LODR) Regulations 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) rules made thereunder and any other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination and Remuneration Committee and that of the Board of Directors, **Kunal Sunil Todarwal (DIN: 08355866)**, who was appointed as an additional director (Independent and Non - Executive) w.e.f. May 17, 2024, who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the company has received a notice in writing from a member under section 160(1) of the Act, be and is hereby appointed as a Non Executive Independent Director of the Company for a period of 3 (three) years commencing from **May 17, 2024 to May 16, 2027**, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as Non-Executive Independent Director of the Company including but not limited to, filing of necessary e-form with the Registrar of Companies.

- 2. To appoint Mr. Navtej Hazara Singh (DIN: 07666197) as Non-Executive Independent Director of the Company and, in this regard, pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (LODR) Regulations 2015 ("Listing Regulations")(including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder and any other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination and Remuneration Committee and that of the Board of Directors, **Mr. Navtej Hazara Singh (DIN: 07666197)**, who was appointed as an additional director (Independent and Non - Executive) w.e.f. May 17, 2024, who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the company has received a notice in writing from a member under section 160(1) of the Act, be and is hereby

appointed as an Independent Director of the Company for a period of 3 (three) years commencing from **May 17, 2024 to May 16, 2027**, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as Non-Executive Independent Director of the Company including but not limited to, filing of necessary e-form with the Registrar of Companies.”

By order of the Board of Directors

For ASIAN STAR COMPANY LIMITED

Sd/-

Pujadevi R. Chaurasia
Company Secretary
Membership No. A59409

Date: July 16, 2024

Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder setting out material facts and reasons concerning the above proposed resolution is annexed hereto.
2. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as Annexure - I to this Postal Ballot Notice.
3. The Board of Directors has decided Friday July 12, 2024 as cut-off date ("cut-off date") for ascertaining the names of the members entitled to receive this postal ballot notice and reckoning their right to vote through remote e-voting on the aforesaid resolution. Accordingly, only the members appearing on the register of members/record of the depositories on the cut-off date shall be entitled to vote on the proposed resolution mentioned above in proportion to the number of equity shares held on the cut-off date and hence this postal ballot notice is being sent to them through e-mail. A person who is not a member of the Company as on the cut-off date should treat the notice for information purposes only.
4. In view of the MCA Circulars, this postal ballot notice is being sent through e-mail only to those shareholders who have registered their-mail address with the depository participant/depository or the Company. If you have not so registered your e-mail address, with the depository participant/depository or the Company, then such member may register the same by following the process as under:
 - (a) In case the shares are held in physical mode, the member is requested to write to the Company at secretarial@asianstargroup.com along with the copy of signed request letter mentioning the name and address, folio number, number of shares held on cut-off date, designated e-mail ID, self-attested copy of PAN card and self-attested copy of any identity proof in support of the address.

(b) In case the shares are held in dematerialized mode, the member is requested either to write to the Company at secretarial@asianstargroup.com along with the copy of signed request letter mentioning the name and address, number of shares held on cut-off date, designated e-mail ID, self-attested copy of client master or consolidated account statement, self-attested copy of PAN card and self-attested copy of any identity proof in support of the address or alternatively, the member may update e-mail address with the depository participant/depository and provide the Company updated client master or consolidated account statement. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1(A)** i.e. **Login method for e-Voting for individual shareholders holding securities in demat mode.**

(c) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

5. The institutional investors are encouraged to participate and vote on this postal ballot notice.
6. This postal ballot notice is available on the website of the Company at <https://www.asianstargroup.com/>, on website of Stock Exchanges i.e. BSE Ltd. This notice is also available on the website of NSDL at www.evoting.nsdl.com.
7. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at sandeep@bigshareonline.com. Members may follow the process detailed below for availing other services from RTA:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Bigshare Services Pvt Limited, either by email to sandeep@bigshareonline.com or by post to Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at https://www.asianstargroup.com/investor-centre/#req46-lodr	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

REMOTE E-VOTING AND STEPS TO BE FOLLOWED THEREFOR:

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company provides facility of remote e-voting to its members in respect of the proposed resolution as set out above. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by the members using remote e-voting system will be provided by NSDL.
9. The members holding shares of the Company as on the cut-off date shall only be entitled to cast vote on the Resolution.
10. Members holding shares in physical form who wish to avail of e-voting facility are requested to access the e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/> to cast their vote through remote e-voting facility.
11. The process and the manner of voting through remote e-voting facility (i.e. voting from any place) and time schedule there of including details about login ID, procedure for generating password and casting of vote in a secure manner is as under:

Time schedule for remote e-voting

The voting period begins on Wednesday, July 17, 2024 at 9.00 a.m. (IST) and end on Thursday, August 15, 2024 at 5.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, shall only be eligible to cast their vote. The members please note that the remote e-voting shall not be allowed beyond the aforesaid date and time and e-voting module shall be disabled by NSDL for voting thereafter.

POSTAL BALLOT NOTICE (Contd.)

Steps for e-voting:





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service

	<p>provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in</p>

	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is

	IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yddcsecretrail@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@asianstargroup.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@asianstargroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 1:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 17, 2024, approved the appointment of Mr. Kunal Sunil Todarwal (DIN: 08355866) as a Non-Executive Independent Director of the company with effect from May 17, 2024, pursuant to provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member of the Company proposing candidature of Mr. Kunal Sunil Todarwal for his appointment to the office of director of the Company.

Mr. Kunal Sunil Todarwal has given his consent to act as a Non executive Independent Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other Statutory authority. He is also registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Kunal Todarwal is a fellow member of the Institute of Chartered Accountants of India and has been practicing since 2011. He has handled various assignments in India & abroad during his professional career, which include Statutory Audits, Direct and Indirect Taxation matters, Internal Audits, Due Diligence & various types of Management Assurance Services. Kunal Todarwal is a member of Bombay Chartered Accountants Society.

He has gained lot of experience and is highly accomplished in the profession of Chartered Accountancy. He is a consultant to several large corporations. Mr. Kunal Todarwal has helped several corporations by identifying their weaknesses and finding solutions for the same.

He attended meetings of the Board held since the date of his appointment i.e. meeting held on 17-05-2024. He is not related to any director or key managerial person of the Company. He neither holds any share in the Company nor does he have shareholding as a beneficial owner.

The period of office of Mr. Kunal Todarwal as a director of the Company, if appointed, would be liable to determination by retirement by rotation in terms of the provisions of the Companies Act, 2013 and rules framed thereunder.

Your Board believes that keeping in view, Mr. Kunal Todarwal background, qualifications, skills, experience and functional expertise, his continued association would be immensely beneficial to and is in interest of the Company and help Board maintain appropriate balance of skills, experience and knowledge and necessary diversity and thus help Board discharge

its functions and duties effectively. Accordingly, your directors recommend his appointment and commend the resolution for approval of the members.

The Articles of Association of the Company, notice received from a member and copy of the draft letter for his appointment setting out the terms and conditions ("the said documents") are open for inspection at the registered office of the Company by any member during 10.00

a.m. to 5.00 p.m. on all working days (i.e. except Saturday, Sunday and public holidays) up to the last date of casting vote pursuant to this postal ballot notice.

The said document shall also be made available through electronic mode for inspection by any member on the basis of request received at secretarial@asianstargroup.com. Upon receipt of such request, the Company would provide the link to inspect such documents.

Mr. Kunal Tadarwal and his relatives may be considered as concerned or interested in this item of business and/or resolution.

None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution.

Your Board of Directors recommends the Resolution at Item No. 1 for approval by the Members, by way of Special Resolution.

ITEM 2:

Appointment of Mr. Navtej Hazara Singh (DIN: 07666197) as Non-Executive Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 17, 2024, approved the appointment of Mr. Navtej Hazara Singh (DIN: 07666197) as Non-Executive Independent Director of the company with effect from May 17, 2024, pursuant to provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member of the Company proposing candidature of Mr. Navtej Hazara Singh for his appointment to the office of director of the Company.

Mr. Navtej Hazara Singh has given his consent to act as a Non Executive Independent Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a Director of the

Company in terms of Section 164 of the Act and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other Statutory authority. He is also registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Navtej Hazara Singh (DIN: 07666197) having more than 36 years of banking career, he worked for 7 years as a Territory Head, Business Vertical Head, Zonal Head and Regional Head. Prior to that, he worked for 20 years as Branch Head of 10 branches, in a row, of different sizes in India and abroad.

By working at the field level for a long tenure, he has gained excellent knowledge of banking & financing operations, developed good resolution skills, gained vast knowledge of banking laws, practices and regulations. He has been a Change Leader in the Bank and introduced many new initiatives that were adopted by the Bank resulting in fruitful outcomes.

Strengths

- Conflict resolution, Negotiations, Solution providing, out of box thinking and Art of listening.
- Vast hands-on experience of banking and financial operational matters.
- Up-to-date knowledge of banking laws and practice.

He attended meetings of the Board held since the date of his appointment i.e. meeting held on 17-05-2024. He is not related to any director or key managerial person of the Company. He neither holds any share in the Company nor does he have shareholding as a beneficial owner.

The period of office of Mr. Navtej Hazara Singhas a director of the Company, if appointed, would be liable to determination by retirement by rotation in terms of the provisions of the Companies Act, 2013 and rules framed thereunder.

Your Board believes that keeping in view, Mr. Navtej Hazara Singh background, qualifications, skills, experience and functional expertise, his continued association would be immensely beneficial to and is in interest of the Company and help Board maintain appropriate balance of skills, experience and knowledge and necessary diversity and thus help Board discharge its functions and duties effectively. Accordingly, your directors recommend his appointment and commend the resolution for approval of the members.

The Articles of Association of the Company, notice received from a member and copy of the draft letter for his appointment setting out the terms and conditions ("the said documents") are open for inspection at the registered office of the Company by any member during 10.00 a.m. to 5.00 p.m. on all working days (i.e. except Saturday, Sunday and public holidays) up to the last date of casting vote pursuant to this postal ballot notice.

The said document shall also be made available through electronic mode for inspection by any member on the basis of request received at secretarial@asianstargroup.com. Upon receipt of such request, the Company would provide the link to inspect such documents.

Mr. Navtej Hazara Singhand his relatives may be considered as concerned or interested in this item of business and/or resolution.

None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution.

Your Board of Directors recommends the Resolution at Item No. 2 for approval by the Members by way of Special Resolution.

By order of the Board of Directors

For ASIAN STAR COMPANY LIMITED

**Sd/-
Pujadevi R. Chaurasia
Company Secretary
Membership No. A59409**

**July 16, 2024
Mumbai**

Annexure – I

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are given below:

Sr No.	Particulars	Details	Details
1	Name	Mr. Kunal Sunil Todarwal	Mr. Navtej Hazara Singh
2	Designation	Director (Non-executive – Independent Director)	Director (Non-executive – Independent Director)
3	DIN	08355866	07666197
4	Age	41	64
5	Date of Birth	15/04/1983	18/09/1959
6	Qualifications	Chartered Accountant	M.Sc., C.A.I.I.B., Prog. on Oracle, Master Dipl. (Training & Development)
7	Expertise in Specific functional area	Please refer to item no.1 of the explanatory statement.	Please refer to item no.2 of the explanatory statement.
8	Date of first appointment on Board and number of Board meetings attended:	Mr. Kunal Sunil Todarwal was appointed on Board on May 17, 2024. 1 out of 1 (from the date of his appointment i.e. May 17, 2024)	Mr. Navtej Hazara Singh was appointed on Board on May 17, 2024. 1 out of 1 (from the date of his appointment i.e. May 17, 2024)
9	Name of the listed entities from which the person has resigned as a Director in the past three years*	Nil	Nil
10	Directorship in other Companies	Nil	Nil
11	Chairmanship / Membership of Committees in other Companies	Nil	Nil
12	Number of Equity Shares held in the Company	Nil	Nil
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None	None
14	Terms and conditions of appointment or reappointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto	As per the resolution in Item no.2 of this Notice read with the explanatory statement thereto
15	Remuneration last drawn,(including sitting fees and commission) if applicable	Mr. Kunal Sunil Todarwal was paid sitting fees of Rupees ten thousand for attending a Board meeting held on May 17, 2024.	Mr. Navtej Hazara Singh was paid sitting fees of Rupees ten thousand for attending a Board meeting held on May 17, 2024.
16	Remuneration proposed to be paid	He shall be entitled to sitting fees for (a) attending meetings of the Board or Committees thereof and reimbursement of expenses.	He shall be entitled to sitting fees for (a) attending meetings of the Board or Committees thereof and reimbursement of expenses.
17	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to item no.1 of the explanatory statement	Please refer to item no.2 of the explanatory statement