



AKME STAR HOUSING FINANCE LIMITED

CIN U45201RJ2005PLC020463

Registered office : AKME Business Center,
4-5 Subcity Center Udaipur Raj 313001

E mail : akmestarthousing@yahoo.com

Contact No 0294-2489501

NOTICE OF THE 10th ANNUAL GENERAL MEETING

Notice is hereby given that 10th Annual General Meeting of the members of the AKME Star Housing Finance Limited. will be held on, Saturday 08th August 2015 at 2.30 p.m. at Hotel Gorbandh 138-138A, Inside Udiapole, Udaipur 313001 (Raj) to transact the following business.

ORDINARY BUSINESS

1. To receive consider and adopt audited Financial Statements for the financial year ended on 31st March 2015 the reports of the Board of Directors and Auditors thereon.

2. Reappointment of Director

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

“**RESOLVED THAT** Mr. Kalu lal Jain (DIN : 0451442), who retires from the office of by rotation in this annual general meeting and being eligible offer himself for re-election be and is hereby re-elected as a director of the company, whose office shall be liable to retire by rotation.”

3. Appointment of Statutory Auditors

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

To re appoint the Retiring Auditors M/s Nyati Mundra & Co., Chartered Accountants as statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to pass the following resolution as Ordinary resolution, with or without modification(s) :

“**RESOLVED THAT** M/s Nyati Mundra & Co., Chartered Accountants Having ICAI registration No 08153C Be and are hereby re-appointed as Statutory Auditors of the Company for the period from the conclusion of this Annual general Meeting to the conclusion of the next Annual General meeting at such remuneration as may be fixed by the Board of Directors as per the provision of Section 139 and other applicable provisions of Companies Act, 2013.”

4. Appointment of Director

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** Mr. Avinash Bhatnagar having DIN 06968417 who was appointed as an additional Independent director of the company with effect from 15.09.2014 by the Board Of Directors and who holds the office up to the date of this Annual General Meeting of the company under Section 161(1) of the Companies Act, 2013



“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with schedule IV and all other provisions applicable of the Companies Act, 2013 and The Companies (Appointment and qualification of director) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be required in that behalf and in respect of whom the company have received a notice in writing under section 160 of the Act, from a Member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Avinash Bhatnagar (DIN : 06968417), as an Independent Director of the Company, to hold office as such for a period of five years with effect from the date of this Annual General Meeting.”

SPECIAL BUSINESS

5. Revision in Remuneration of Mr. Mohan Lal Nagda (DIN 00211925) Managing Director & Chairman of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Part II of Schedule V of the Companies Act, 2013, Mr. Mohan Lal Nagda, Chairman & Managing Director, be and is hereby paid a remuneration of 6.00 lakhs per annum as approved by the Remuneration Committee in its meeting dated 20th May 2015 with effect from 01st April 2015 for a remainder of duration of appointment up to March 31, 2018. Inclusive of all other benefits, allowances, perquisites.”

“RESOLVED FURTHER THAT Mr. Mohan Lal Nagda, Chairman & Managing Director would be eligible for the following perks as approved by the Remuneration Committee in its meeting dated 20th may 2015, in addition to the above mentioned remuneration, as per Section 197 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any Statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the payment of remuneration, the Company Secretary or any other Director of the Company be and is hereby authorized on behalf of the company to do all such acts, deeds, things and matters as may be deemed expedient or desirable to give effect to the above said resolution.”

Registered office

AKME Business Center
4-5 Subcity Center Savina Circle
Udaipur.313002
Date: 11.07.2015

By order of the Board

sd/-
Mohan Lal Nagda
(Managing Director)
DIN 00211925

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.





3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), setting out the material facts concerning Item Nos. 5 of the Notice, is annexed hereto.
5. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be open for inspection by the members at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 5.00 P.M.) on all working days up to and including the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 01st August 2015 to 08th August 2015 (both days inclusive).
7. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the Annual Report for 2014-15 may be sent on request by any Member.
8. Electronic copy of the Notice of the 10th Annual General Meeting (AGM) of the Company, inter alia, indicating the process and manner of e-voting along with Admission Slip and Proxy Form is being sent to all the Members whose email addresses are registered with the Company/Depository Participants. Members may note that the Notice of the 10th AGM and the Annual Report for 2014-15 will also be available on the Company's website- www.akmestarthousing.com.
9. Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular Circulars, etc. from the Company electronically.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

11. Appointment of Mr. Avinash Bhatnagar as Director of the Company.

Mr. Avinash Bhatnagar [DIN 06968417] was appointed as an Additional Director of the Company with effect from 15th September 2014. As per the provisions of Section 161 of the Companies Act, 2013 read with Article 149 of the Articles of Association of the Company, Mr. Avinash Bhatnagar continues to hold office as a Director until the conclusion of the ensuing Annual General Meeting. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice together with requisite deposit of Rupees One lakh, proposing the candidature of Mr Avinash Bhatnagar for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Avinash Bhatnagar his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Clause 52 of the Listing Agreement and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the members for appointment of Mr. Avinash Bhatnagar, as an Independent Director for a term of five consecutive years, up to 31st March, 2020 and he shall not be liable to retire by rotation.



In the opinion of the Board of Directors, Mr. Avinash Bhatnagar fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Avinash Bhatnagar as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Avinash Bhatnagar as an Independent Director as set out at Item No. 4 of the Notice, for the approval of the members of the Company.

Except, Mr. Avinash Bhatnagar to whom the resolution relates, and his relatives (to the extent of their shareholding interest in the Company), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 52 of the Listing Agreement with the Stock Exchanges.

Item No. 4 of the Notice. This explanatory statement along with the disclosure pertaining to the details of director as annexed herewith, may also be regarded as a disclosure under Clause 52 of the Listing Agreement with the Stock Exchanges.

12. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, facility to exercise their right to vote at the 10th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

13. E-Voting is optional.

▪ The instructions for shareholders voting electronically are as under:

The voting period begins on Wednesday 05th August, 2015 at 10.00 A.M. and ends on Friday 7th August 2015 at 5.30 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 31st July 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should follow process as given under:

1. log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
4. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen.
10. 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.
11. 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.
12. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
15. 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.
16. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
17. After selecting the resolution you have decided to vote on, click on "SUBMIT".
18. 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.
19. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
20. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
21. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

▪ Note for Non – Individual Shareholders and Custodians

1. 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 Corporate.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. 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.



4. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. 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.

▪ **Voting at the Annual General Meeting:**

1. Pursuant to the provisions of Rule 20 of Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is also offering the facility for voting by way of ballot paper at the AGM.
 2. The Members attending the AGM, who are entitled to vote, but have not cast their vote by remote e-voting, shall be able to exercise their voting rights at the AGM through ballot paper. A member may attend the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to cast their vote again at the AGM.
 3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the Remote e-voting facility.
 4. The voting rights of Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on cut-off date being, Friday 31st July, 2015. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of e-voting or voting at the AGM through ballot paper.
- 14.** The Company has appointed Shri Ronak Jhuthawat of **M/s Ronak Jhuthawat & Co.**, Practicing Company Secretary as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 15.** The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witness not in the employment of the Company and make a Scrutinizer Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- 16.** The Results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.akmestarthousing.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company.



**Annexure to the Notice
Statement under Section 102 of The Companies Act, 2013**

Item No. 5

The members are being informed that Mr. Mohan Lal Nagda was appointed as Chairman & Managing Director of the Company for a period of 5 years with effect from June 01 2013 at the Annual General Meeting of the Company held on July 30th 2013.

The Board of Directors of the Company considered the nature of services and on the recommendation and resolution passed by Nomination and Remuneration Committee at its meeting held on 20th May 2015 considered for revision in remuneration payable to Mr.

Mohan Lal Nagda, Chairman & Managing Director from existing annual remuneration of Rs 4,80,000 to Rs 6,00,000 P.A. payable for a further period of three years (i.e., from April 01, 2015 to May 31, 2018).

Statement as required under Part II of Section II of Schedule V to the Companies Act, 2013:

S General Information:				
No				
A	Nature of Industry	Housing Finance		
1	Date or expected date of commencement of Business	Company has started working in Housing Finance Sector in 2009		
2	In case of new companies, expected date of commencement of activities	NA		
3	Financial performance based on given indicators	Particulars	FY 013-14	FY14-15 Rs in Lacs
		Paid Up Capital	216.72	593.45
		Reserve & Surplus	796.18	944.79
		Income from Operations	137.46	201.83
		EBITDA	54.33	99.74
		PBT	53.56	98.00
		PAT	36.75	66.70
4	Foreign investments, if any	NOT Applicable		

The explanatory statement may also be regarded as an abstract of Memorandum under Section 190 of the Companies Act, 2013 and disclosure under Clause 52 of the Listing Agreement read with Schedule V to the Companies Act, 2013, approval of members is required by way of Special Resolution for payment of aforesaid remuneration to Mr. Mohan Lal Nagda, Chairman & Managing Director of the Company.

Your Directors recommend that the said resolution for your approval.

Save and except Mr Ashish Jain CFO, being his relative none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise, in the above resolution set out in the Notice except to the extent of their shareholding.

Information about the appointee:

1. Background details

Dr. Mohan Lal Nagda is a Chartered Accountant of 1983 batch. His hunger to acquire more and more knowledge is still alive. A highly qualified and experienced director of the Company under whose leadership the company is able to achieve progress year by year.



Dr. Mohan Lal Nagda prior to joining Akme Star housing Finance Limited was employed with Hindustan Zinc Ltd. Udaipur for more than 23 years. During his tenure with HZL he was responsible for the following assignments:-

- Control over financial aspects
- Budgetary control
- Internal checks and heading the costing section of the company with stress on analysis of profit & loss statements.

After attaining senior position in the company he was assigned secretarial responsibilities which included conducting Board & General Meetings, heading the share cell and over all insurance work of the company.

Dr. Mohan Lal Nagda is qualified with the number of degrees like Doctorate, CA, CS, CS, MBA, LLB, DLL etc and well versed with the finance sector as well.

2. Past remuneration

The shareholders in the 8th AGM approved an annual remuneration of 5.40 Lakhs for a period of 5 years from June 2013.

3. Job Profile and his suitability

Dr. Mohan Lal Nagda keen business acumen and a sharp focus on innovation combined with an urge to set new milestones in business and technology have been the key drivers of the company's success.

4. Remuneration Proposed

The Nomination and Remuneration Committee in its meeting held on 20th May 2015 proposed an Annual Remuneration of Rs 6.00 lakhs for a period of 3 years from April 2014 subject to the approval of members by passing Special Resolution in the ensuing 18th Annual General Meeting.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The indicative salary range for this role, based on the study conducted by the Company is 25.00 Lakhs to 120.00 Lakhs which includes annual cash and bonus, as applicable. Considering the current financial position of the Company, the Board has deemed it fit to approve a annual remuneration of 6.00 Lakhs, excluding perquisites mentioned in Schedule V of the Companies Act 2013.

6. Pecuniary Relationship

There is no pecuniary relationship either directly or indirectly with the company, or relationship with the managerial personnel except with Mr. Ashish Jain, the CFO of the Company. In addition Mr. Mohan Lal Nagda holds 351300 equity shares constituting 5.92% of the paid up capital of the Company.

Other information

1. Reasons for inadequate profits

Company has reported growth in Earnings as on 31.03.2015 was Rs 201.83 Lacs in compare to 31.03.2014 was Rs 137.46 Lacs

Company has booked growth in profit as well for 31.03.2015 Rs 98.00 Lacs in compare to FY 31.03.2014 was Rs 53.56 Lacs.

In view of the above performance Company is looking for Growth in near future but the at present profit is inadequate as per the Companies Act 2013.

The total remuneration payable to all the Managerial personnel cannot exceed 60.00 Lakhs per annum as per Part II of Schedule V of the Companies Act, 2013, this limit can be doubled if the shareholders' pass a special resolution in the ensuing Annual General Meeting. Nomination and Remuneration Committee has been authorized to review and fix monthly salary and also to determine performance linked incentives including commission, either on quarterly, half yearly or yearly basis, considering the maximum



remuneration payable under Section 197 read with Schedule V of Companies Act, 2013. The Nomination and Remuneration Committee thus met on May 20, 2015 and passed a resolution approving the proposed salary payable.

2. Steps taken or proposed to be taken for improvement

For the improvement Company is planning of expansion in other state like Gujrat and Maharashtra also.

3. Expected increase in productivity and profits in measurable terms

The Company expects to generate increased revenues in the coming years

Registered office

AKME Business Center
4-5 Subcity Center Savina Circle
Udaipur.313002

Date : 11.07.2015

By order of the Board

sd/-
Mohan Lal Nagda
(Managing Director)
DIN 00211925

ANNEXURE TO ITEM NOS. 2, 4 & 5 OF THE NOTICE

Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting

Sr. No	Name of the Directors	Dr Mohan lal Nagda	Mr Avinash Bhatnagar	Mr Kalu lal Jain
1	Date of Birth	06.11.1957	17.10.1949	07.04.1970
2	Age	58	66	45
3	Date of Appointment	01.09.2007	15.09.2014	14.05.2011
4	Permanent Account Number (PAN)	AAOPN7420K	ABAPB9074C	AAVPJ1116G
5	Director Identification Number (DIN)	00211925	06968417	00451442
6	Expertise in specific functional areas	Having 33 years experience in Finance, accounts and Legal matters	Having Experience of More than 35 years in Banking Sector	Expertise in Real Estate and having More than 15 year Experience in this field
7	No. of equity shares held in the Company (as on 31st March 2015)	351300	13340	316700
8	Qualifications	Doctorate, CA, CS, CMA, LLB, MBA Etc	MBA in Finance	MBA
9	Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	NIL	NIL	NIL
10	Relationships, if any, between Directors inter se	NIL	NIL	NIL