



AKME STAR HOUSING FINANCE LIMITED

CIN L45201RJ2005PLC020463
Registered office : AKME BUSINESS CENTRE (ABC),
4-5 SUBCITY CENTRE SAVINA CIRCLE,
OPP. KRISHI UPAZ MANDI UDAIPUR RJ 313002 IN
E mail : akmeststarhousing@yahoo.com
Contact No 0294-2489501

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE AKME STAR HOUSING FINANCE LIMITED. WILL BE HELD ON MONDAY 16TH OCTOBER, 2017 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT AKME BUSINESS CENTRE (ABC), 4-5 SUBCITY CENTRE SAVINA CIRCLE, OPP. KRISHI UPAZ MANDI UDAIPUR RJ 313002 IN TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

ITEM NO. 1: ISSUE OF WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT in accordance with the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under including any amendments, statutory modification(s) or re-enactment thereof for the time being in force, regulations for Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendments, statutory modification(s) or re-enactment thereof (**“SEBI ICDR Regulations”**) & Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any amendments, statutory modification(s) or reenactment thereof, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the provisions of the Foreign Exchange Management Act, 1999 as amended and any such statutes, clarifications, the rules, regulations, circulars, notifications, as may be applicable, as amended from time to time, issued by Government of India (**“GOI”**), the Reserve Bank of India (**“RBI”**), the Stock Exchanges, the Securities and Exchange Board of India (**“SEBI”**) including the SEBI ICDR Regulations and other applicable laws, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and any other appropriate authority, as may be applicable and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/or sanction(s) of the GOI, RBI, SEBI, Stock Exchanges or any other relevant statutory/ governmental authorities (hereinafter singly or collectively referred to as the **‘Appropriate Authorities’**) as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the **“Board”**) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution which the Board be and is hereby authorised to accept) if it thinks fit in the interest of the Company, the consent of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 6,90,000 warrants in one or more tranches to the Promoter Group and Public Shareholders to below mentioned proposed allottee, on such other terms and conditions as the Board may in its absolute discretion decide at the time of issue of Securities, and at such price or prices, including premium if any, as may be determine and approved by the Board in accordance with the provisions specified in the SEBI ICDR Regulations.



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| Name of proposed investors | Category | No. of warrants |
|------------------------------------|-------------------------------|-----------------|
| Ashish Jain | Promoter Group | 75,000 |
| Kavish Jain | Promoter Group | 75,000 |
| Deepesh Jain | Promoter Group | 75,000 |
| Nirmal Kumar Jain | Promoter | 75,000 |
| Mohan Lal Nagda | Promoter | 75,000 |
| The Coronation Castles Pvt Ltd | Body Corporate Promoter Group | 75,000 |
| Nisar Ahamad Farooqui | Individual Public | 30,000 |
| M. Shikar H.U.F. | Individual Public | 50,000 |
| Gothamchand Gunvanthkumar Vaid | Individual Public | 50,000 |
| Amit Gunchandra Mehta | Individual Public | 25,000 |
| V Namratha | Individual Public | 35,000 |
| Indu Ramanlal Golecha | Individual Public | 25,000 |
| Sudhir Golecha N & Kalpana Golecha | Individual Public | 25,000 |
| Total | | 6,90,000 |

“RESOLVED FURTHER THAT the allotment of Warrants pursuant to the Preferential Issue as referred to above shall be completed within 15 (fifteen) days from the date of passing of this Resolution or such other time as may be permitted under the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of SEBI ICDR Regulations for Preferential Issue, the “Relevant Date” for the purpose of determination of Issue price of securities, under Chapter VII of SEBI ICDR Regulations is September 16, 2017 being 30 days prior to the date on which the meeting of the members of the Company is held to consider the proposed Issue.”

“RESOLVED FURTHER THAT price determined for Preferential Issue shall be calculated in accordance with the provisions stipulated under Chapter VII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the resultant Equity Shares to be issued and allotted upon conversion of Warrants in accordance with the term of the Preferential Issue shall rank pari-passu with the existing Equity Shares of the Company in all respects, including payment of dividend and be listed on the Stock Exchanges, where the existing Equity Shares of the Company are listed.”

“RESOLVED FURTHER THAT the Securities to be issued and allotted to the proposed allottee shall be subject to lock-in, in accordance with the regulation 78 of Chapter VII of SEBI ICDR Regulations”.

“RESOLVED FURTHER THAT the entire pre-issue shareholding of proposed allottee if any shall be under lock-in from the Relevant Date upto a period of six months from the date of trading approval”.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

1. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form only;
2. The Warrants conversion right may be exercised by the Warrant holder at any time before the expiry of 18 (eighteen) months from the date of allotment of the Warrants.
3. An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the warrant holder upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s).



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The amount paid against Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares.

4. If the entitlement against the warrants to apply for the equity shares is not exercised within 18 (Eighteen) months from the date of issue of warrants, the entitlement of the warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.
5. The Warrants issued and allotted will be transferable within the Promoter and Promoter Group subject to the provisions of the SEBI ICDR Regulations and subject to receipt of such other approvals as may be necessary.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, 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, desirable and expedient to issue and allotment of aforesaid Warrants and conversion thereof into Equity Shares and listing thereof with the Stock Exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer, and allotment of any of the said Warrants conversion thereof in to Equity Shares and clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants / Equity Shares and to, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolution to any Director(s) or Company Secretary or to any Committee of Directors or any other officer(s) of the Company or any other person as the Board may in its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

ITEM NO. 2: TO INCREASE IN AUTHORIZED SHARE CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and hereby increased from **Rs. 12,00,00,000/- (Rupees Twelve Crore only)** divided into **1,20,00,000 (One Crore Twenty Lakhs)** Equity Shares of **Rs. 10/- (Rupees Ten)** each to **Rs. 14,00,00,000 (Rupees Fourteen Crore only)** divided into **1,40,00,000/- (One Crore Forty Lakh)** equity shares of **Rs. 10/- (Rupees Ten)** each, by addition of **Rs. 2,00,00,000/- (Rupees Two Crore only)** divided into **20,00,000 (Twenty Lakh)** equity shares of **Rs. 10/- (Rupees Ten)** each.

FURTHER RESOLVED THAT pursuant to Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 the existing Clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its Place the following, as new Clause V.



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V. "The Authorised Share Capital of the Company is Rs. 14,00,00,000 (Rupees Fourteen Crore only) divided into 1,40,00,000/- (One Crore Forty lakh) equity shares of Rs. 10/- (Rupees Ten) each.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to file the necessary documents with the concerned authorities including Registrar of Companies, Rajasthan."

Registered office

AKME Business Center (ABC)
4-5 Subcity Center Savina Circle
Opp. Krishi Upaz Mandi
Udaipur 313002
Date : 16.09.2017

By order of the Board

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

NOTES:

1. A member entitled to attend and vote at the Extraordinary General Meeting (referred to as 'EOGM') (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself 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. Relevant documents referred to in the accompanying Notice shall be open for inspection by the members at the Registered Office of the Company during normal business hours (11: 00 A.M. to 05.00 P.M.) on all working days up to and including the date of the EOGM.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from 11th October 2017 to 16th October 2017 (both days inclusive).

7. In furtherance of the Go Green Initiative of the Government, electronic copy of Notice of EOGM is being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the notice may be sent on request by any Member.

8. Electronic copy of the Notice of the EOGM of the Company, inter alia, indicating the process 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 EOGM will also be available on the Company's website- www.akmeststarhousing.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.



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10. Even after registering for e-communication, members are entitled to receive such communication / documents in physical form, upon making a request for the same, by post, free of cost. For any communication/ information, the members may also send requests to the Company at e-mail id: akmestarring@yahoo.com.

11. Members/Proxy are requested to bring their Annual Report along with attendance slips duly completed and signed, mentioning therein the details of their DP id and Client id or Folio Number to the EOGM.

12. In case, of joint holders attending the EOGM, only such joint holder who is higher in order of names will be entitled to vote.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website at URL - Members who hold shares singly in Dematerialised form are advised to make a nomination through their Depository Participant.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.

15. Non - Resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of :

- a. Change in their residential status on return in India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. The resolutions listed in the Notice of the EOGM shall be deemed to be passed on the date of the EOGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.

17. 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 EOGM by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

A. E-Voting is optional.

✓ **The instructions for shareholders voting electronically are as under:**

The voting period begins on Friday 13th October, 2017 at 10.00 A.M. and ends on Sunday 15th October 2017 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 06th October 2017, 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.



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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.



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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 favour 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.

B. Voting at the Extra Ordinary 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 EOGM.
 2. The Members attending the EOGM, 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 EOGM through ballot paper. A member may attend the EOGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to cast their vote again at the EOGM.
 3. The Chairman shall, at the EOGM, 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 EOGM 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 06th October, 2017. 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 EOGM through ballot paper.
19. The Company has appointed Shri Ronak Jhuthawat (ACS 32924) Proprietor of **M/s Ronak Jhuthawat & Co.**, Practicing Company Secretaries, Udaipur as Scrutinizer for conducting the e-voting process (both Remote E-voting and voting process at the EOGM) in a fair and transparent manner.
20. The Scrutinizer shall immediately, after the conclusion of voting at EOGM, will first count the votes cast at the EOGM, thereafter unblock the votes cast through Remote e-voting in the presence of at least



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two witnesses not in the employment of the Company. Scrutinizer shall, submit a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith, within 48 hours of conclusion of the EOGM.

21. The results as declared by the Chairman or a person authorized by him in writing along with the Scrutinizer's Report shall be immediately placed on the website of the Company i.e. www.akmestarhousing.com and CDSL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.

22. The resolutions listed in the Notice of the EOGM shall be deemed to be passed on the date of the EOGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

Registered office

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4-5 Subcity Center Savina Circle
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Udaipur 313002
Date : 16.09.2017

By order of the Board

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



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Explanatory Statement

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 1 & 2 of the accompanying Notice.

Item No. 1

The Board of Directors of the Company at their meeting held on September 16, 2017 has proposed to issue up to 6,90,000 Warrants in one or more tranches to following Promoter Group Entities and Public Shareholders, through a preferential issue in accordance with the Guidelines issued by the Securities and Exchange Board of India ("SEBI") under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and subject to approval of Members of the Company and other necessary approval(s) of the regulatory authorities from time to time.

| Name of proposed investors | Category | No. of warrants |
|------------------------------------|-------------------------------|-----------------|
| Ashish Jain | Promoter Group | 75,000 |
| Kavish Jain | Promoter Group | 75,000 |
| Deepesh Jain | Promoter Group | 75,000 |
| Nirmal Kumar Jain | Promoter | 75,000 |
| Mohan Lal Nagda | Promoter | 75,000 |
| The Coronation Castles Pvt Ltd | Body Corporate Promoter Group | 75,000 |
| Nisar Ahamad Farooqui | Individual Public | 30,000 |
| M. Shikar H.U.F. | Individual Public | 50,000 |
| Gothamchand Gunvanthkumar Vaid | Individual Public | 50,000 |
| Amit Gunchandra Mehta | Individual Public | 25,000 |
| V Namratha | Individual Public | 35,000 |
| Indu Ramanlal Golecha | Individual Public | 25,000 |
| Sudhir Golecha N & Kalpana Golecha | Individual Public | 25,000 |
| Total | | 6,90,000 |

The price of the Securities to be issued is being calculated in accordance with the provisions for preferential issue as stipulated under Chapter VII of the SEBI ICDR Regulations which inter alia provides that the Warrants shall be allotted at a price not less than higher of the following:

I. The average of the weekly high and low of the closing prices of the Company's equity shares quoted on the Stock Exchange(s) during the twenty six (26) weeks preceding the relevant date;

or

II. The average of the weekly high and low of the closing prices of the Company's equity shares quoted on the Stock Exchange(s) during the two (2) weeks preceding the relevant date.

The relevant date for the purpose of determination of Issue price of securities, under Chapter VII of SEBI ICDR Regulations is September 16, 2017 being 30 days prior to the date on which the meeting of the members of the Company is held to consider the proposed Issue.

As per Regulation 78(6) of SEBI ICDR Regulations, the entire pre-preferential allotment shareholding of the proposed allottee shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval.



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The Warrants issued pursuant to the Preferential Issue and Equity Shares issued upon conversion of Warrants shall be subject to lock-in and transfer restrictions as per the SEBI ICDR Regulations.

The other disclosures in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

a) Objects of the preferential issue:

The Company requires additional capital for meeting working capital requirements and expansion of business activities.

b) Proposal of Promoters / Directors / Key Management Personnel of Company to subscribe to the Preferential Issue:

Letter of Intent to subscribe to the preferential Warrants have been received from proposed allottees as mentioned above to subscribe upto 6,90,000 Warrants in one or more tranches at such price calculated in accordance with Chapter VII of the SEBI ICDR Regulations. Other than as stated above, no other Promoters and/or Promoter Group and / or Public Shareholders and none of the Directors, Key Managerial Personnel of the Company intend to subscribe to the Preferential Issue.

c) Shareholding Pattern before and after the preferential issue:

The shareholding pattern as on June 30, 2017 and Post-Preferential Issue shareholding assuming full conversion of Warrants in to Equity Shares to be issued to the promoter group entity is given below:

| S. No. | Category | Pre-Issue Shareholding as on June 30, 2017 | | Post Issue Shareholding after issue of 6,90,000 warrants | |
|--------|--|--|--------------------------------------|--|--------------------------------------|
| | | No. of Shares | % (Based upon total Paid up Capital) | No. of Shares | % (Based upon total Paid up Capital) |
| A | Shareholding of Promoter & Promoter Group | | | | |
| | 1. INDIAN | | | | |
| | a.) Individual/H.U.F. | 51,88,480 | 43.71 | 55,63,480 | 44.30 |
| | b.) Bodies Corporate | 10,69,000 | 9.01 | 11,44,000 | 9.11 |
| | 2. FOREIGN | NIL | 0.00 | NIL | 0.00 |
| | | 62,57,480 | 52.72 | 67,07,480 | 53.41 |
| B | Public Shareholding | | | | |
| | 1. INDIAN | | | | |
| | a.) Market Maker | 60,000 | 0.51 | 60,000 | 0.48 |
| | b.) Individual/H.U.F. | 52,19,335 | 43.97 | 54,59,335 | 43.47 |
| | c.) Body Corporate | 2,01,480 | 1.70 | 2,01,480 | 1.60 |
| | d.) Clearing Members | 18,705 | 0.16 | 18,705 | 0.15 |
| | 2. FOREIGN | 1,12,000 | 0.94 | 1,12,000 | 0.89 |
| | | 56,11,520 | 47.28 | 58,51,520 | 46.59 |
| | Total | 11,86,9000 | 100.00 | 1,25,59000 | 100.00 |

Notes:

The aforesaid Shareholding Pattern is based on the following assumptions:

1. The above table has been prepared on the basis of shareholding pattern as on June 30, 2017.
2. The allottees who are proposed to be allotted Warrants would exercise option attached to all the Warrants covered under the resolution referred to in Item No.1 of the Notice.



AKME STAR HOUSING FINANCE LIMITED

CIN L45201RJ2005PLC020463
Registered office : AKME BUSINESS CENTRE (ABC),
4-5 SUBCITY CENTRE SAVINA CIRCLE,
OPP. KRISHI UPAZ MANDI UDAIPUR RJ 313002 IN
E mail : akmestarring@yahoo.com
Contact No 0294-2489501

d) Proposed time within which allotment shall be completed:

As required under the SEBI ICDR Regulations, the allotment of Warrants shall be completed, within a period of 15 (fifteen) days from the date of passing of the special resolution, provided that where the allotment is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or such other time as may be permitted under the SEBI ICDR Regulations.

e) Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them:

| S. No. | Name of Proposed Allottee | Category | Pre-Issue Shareholding (AS ON JUNE 30 2017) | | Warrants to be allotted | Post Issue Shareholding after issue of warrants | |
|--------|------------------------------------|-------------------------------|---|--------------------------------------|-------------------------|---|--------------------------------------|
| | | | No. of Shares | % (Based upon total Paid up Capital) | | No. of Shares | % (Based upon total Paid up Capital) |
| 1 | Ashish Jain | Promoter Group | 20,000 | 0.17 | 75,000 | 95,000 | 0.76 |
| 2 | Kavish Jain | Promoter Group | 20,000 | 0.17 | 75,000 | 95,000 | 0.76 |
| 3 | Deepesh Jain | Promoter Group | 2,84,000 | 2.39 | 75,000 | 3,59,000 | 2.86 |
| 4 | Nirmal Kumar Jain | Promoter | 8,54,000 | 7.19 | 75,000 | 9,29,000 | 7.40 |
| 5 | Mohan Lal Nagda | Promoter | 7,02,600 | 5.92 | 75,000 | 7,77,600 | 6.19 |
| 6 | The Coronation Castles Pvt Ltd | Body Corporate Promoter Group | 44,000 | 0.37 | 75,000 | 1,19,000 | 0.95 |
| 7 | Nisar Ahamad Farooqui | Individual Public | - | | 30,000 | 30,000 | 0.24 |
| 8 | M. Shikar H.U.F. | Individual Public | - | | 50,000 | 50,000 | 0.40 |
| 9 | Gothamchand Gunvanthkumar Vaid | Individual Public | - | | 50,000 | 50,000 | 0.40 |
| 10 | Amit Gunchandra Mehta | Individual Public | - | | 25,000 | 25,000 | 0.20 |
| 11 | V Namratha | Individual Public | - | | 35,000 | 35,000 | 0.28 |
| 12 | Indu Ramanlal Golecha | Individual Public | - | | 25,000 | 25,000 | 0.20 |
| 13 | Sudhir Golecha N & Kalpana Golecha | Individual Public | - | | 25,000 | 25,000 | 0.20 |



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| Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottee | Ultimate Beneficial Interest |
|--|--|
| Ashish Jain | Ashish Jain |
| Kavish Jain | Kavish Jain |
| Deepesh Jain | Deepesh Jain |
| Nirmal Kumar Jain | Nirmal Kumar Jain |
| Mohan Lal Nagda | Mohan Lal Nagda |
| The Coronation Castles Pvt Ltd | <i>Dr. Mohan Lal Nagda (15.18%) Dr. P.C. Bhandari & Sons H.U.F.) (8.26%) Bhagwat Singh Rathore (7.01%) Ashish Jain (4.41%) Nirmal Kumar Jain HUF (3.71%)</i> |
| Nisar Ahamad Farooqui | Nisar Ahamad Farooqui |
| M. Shikar H.U.F. | <i>M. Shikar-Karta</i> |
| Gothamchand Gunvanthkumar Vaid | Gothamchand Gunvanthkumar Vaid |
| Amit Gunchandra Mehta | Amit Gunchandra Mehta |
| V Namratha | V Namratha |
| Indu Ramanlal Golecha | Indu Ramanlal Golecha |
| Sudhir Golecha N & Kalpana Golecha | Sudhir Golecha N & Kalpana Golecha |

f) Change in control, if any, in the Company consequent to the Preferential Issue:

The existing Promoters and Promoter Group of the Company will continue to remain in control of the Company and there will be no change in the control or management of the Company consequent to the proposed Preferential Issue, except a corresponding change in shareholding pattern as well as voting rights.

g) Undertaking for re-computation of Price and lock-in:

The Company undertakes that it shall re-compute the price of the Warrants issued upon exercise of option attached thereto in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the allottee.

h) Sale / Transfer of Equity Shares:

The proposed allottee has confirmed to the Company that they have not sold / transferred any Equity Shares of the Company during the period of six months prior to the Relevant Date.

i) Certificate from Statutory Auditors:

A copy of certificate issued by Statutory Auditors of the Company certifying that the proposed issue of warrants are being made in accordance with Chapter VII of SEBI ICDR Regulations, will be available for inspection by the members of the Company at the Registered Office of the Company between 11.00 a.m. to 05.00 p.m. on any working day upto the date of the Extra Ordinary General Meeting, except Saturdays and will also be laid before the Extra Ordinary General Meeting.



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j) Lock-in:

The Warrants and the Equity Shares allotted pursuant to exercise of entitlement attached to Warrants shall be subject to 'Lock-in' as per SEBI ICDR Regulations. Such Locked-in Equity Shares may however be transferred among promoters or promoter group or to a new promoter or persons in control of the Company, provided that lock-in on such Equity Shares shall continue for the remaining period with the transferee.

k) Nature of concern or interest of Directors / Manager / Key Managerial Personnel (KMP) and their relatives or Promoters:

Promoter and Promoter Group Entities shall be deemed to be concerned or interested in the resolution to the extent of the warrants to be allotted to the Promoter and Promoter Group Entities of the Company.

Save and except the above, none of the other Directors, Key Managerial Persons of the Company or any relatives of such Director or KMPs, are in any way concerned or interested in the proposed Resolution.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and as per SEBI ICDR Regulations, the above Preferential Issue requires approval of members by way of Special Resolution.

Therefore, the Board recommends the above mentioned resolution to be passed as a Special Resolution.

Item No. 2

The Company is having an existing authorized capital of Rs. 12,00,00,000/- consisting of 1,20,00,000 equity shares of Rs. 10/- each. Since the company would require more funds for expanding its business and meeting its working capital requirements, it was necessary to raise the authorized capital of the company from Rs. 12,00,00,000/ to Rs.14,00,00,000/- keeping in view the company's future requirement of funds.

Therefore, your Board of Directors recommends the above mentioned resolution for the approval of the members as Ordinary Resolution.

None of the Directors, Key Managerial person of the Company or any of their relatives have any particular interest or concern, financial or otherwise in this item of business except to the extent of their shareholding.

Registered office

AKME Business Center (ABC)
4-5 Subcity Center Savina Circle
Opp. Krishi Upaz Mandi
Udaipur 313002
Date : 16.09.2017

By order of the Board

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



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EXTRAORDINARY GENERAL MEETING ON 16TH OCTOBER, 2017

ADMISSION SLIP

| | |
|--------------------------------------|--|
| Folio No or DP ID / Client ID | |
| No of Share Held | |

I hereby record my presence at the Extraordinary General Meeting of the Company being held at
Registered Office of the Company

| | |
|--|--|
| Name of the Member (in block letters) | |
| Name of the Proxy-holder/ Authorized Representative attending the Meeting *(in block letters) | |

Signature of the Member/Proxy/
Authorized Representative *

Notes: 1. A member/proxy/authorized representative wishing to attend the Meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.

2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the Meeting.



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Form No MGT - 11 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 | |
| E-mail Id | |
| Folio No/ Client Id | |
| DP ID | |

I/We, being member(s) of Shares of the above named hereby appoint:

| | |
|----------------|--|
| 1. Name | |
| 2. Address | |
| 3. E-mail Id | |
| 4. Signature | |
| Or failing him | |
| 1. Name | |
| 2. Address | |
| 3. E-mail Id | |
| 4. Signature | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 16th October, 2017 at 11.00 AM at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

| S No | Particulars | For | Against |
|------|--|-----|---------|
| 01 | Issue of Warrants on Preferential Basis | | |
| 02 | Increase in Authorized Share Capital from 12 Crore to 14 Crore | | |

Signed this _____ day of _____ of 2017.

Signature of the Member: _____

Signature of the 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 addressed to the "Company Secretary", **not later than 48 hours before the commencement of the EOGM.**

2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

* it is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp of
Rs 1/-