



AKME STAR HOUSING FINANCE LIMITED

NOTICE OF THE

14th

**ANNUAL
GENERAL
MEETING**

NOTICE OF THE 14th ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the members of M/s Akme Star Housing Finance Limited will be held on, **Saturday 21st September, 2019 at Kaya Valley Resort, National Highway-8, Behind Kaya Jain Temple, Udaipur, 313002 (Raj) at 11:30 a.m.** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Kalu Lal Jain (DIN: 00451442) who retires by rotation being eligible, has offered himself for re-appointment.

Special Business:

3. **Appointment of Mr. Suresh Chandra Gupta (DIN:08527990) as an Independent Director of the company for a term of 5 years.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rule, 2014(including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16(b) & 19(4) read with Part D of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and as recommended by Nomination and Remuneration committee Mr. Suresh Chandra Gupta (holding DIN: 08527990), who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature along with the deposit of requisite amount under section 160 of Companies Act 2013 for the office of Director, be and is hereby appointed as an Independent Non Executive Director of the company to hold the office for a term of five consecutive years with effect from 12th August 2019 and whose period of office will not be liable to determination by retirement of directors by rotations."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds, things and execute all such documents as may be considered necessary in order to give effect to the foregoing resolution and to file all documents and returns with the Registrar of Companies, Jaipur."

4. **Reappointment of Mr. Amrit Singh Rajpurohit (DIN: 02173432). as an Independent Director of the Company for a Second term of 5 years.**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Amrit Singh Rajpurohit, (DIN:02173432) who was appointed as an Independent Director of the Company at the Annual General Meeting held on 10th September 2014 for a term of five consecutive years and who is eligible for reappointment as an Independent Director, and who meets the criteria for Independence as provided in the Act and the Listing Regulations be and is hereby re-appointed as an Independent Director of the Company to hold office for second term, comprising of Five consecutive years with effect from 10th September 2019."

5. **To approve the Remuneration of Mr. Ashish Jain (DIN:02041164) Managing Director & Chairman of the Company:**

To consider and, if thought fit, to pass, the following Resolution as a 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. Ashish Jain, Managing Director and Chairman, be and is hereby paid a remuneration of upto Rs 120.00 lakhs per annum as approved by the Nomination and Remuneration committee in its meeting dated 01st December, 2018 with effect from 01st December, 2018 for a period of three years inclusive of all other benefits, allowances and perquisites."

"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."

6. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III A containing the Main Objects sub-clause no. 1 to 2."

"RESOLVED FURTHER THAT the existing Clause III B containing the "Objects Incidental or Ancillary to the attainment of Main Objects" sub-clause no. 1 to 32 be and is hereby stands deleted and replaced by New Clause III (B) "Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the sub-clause no. 1 to 35."

"RESOLVED FURTHER THAT the existing Clause III C containing the "Other Objects" sub clause no. 1 to 51 be and is hereby also stands deleted in full."

"RESOLVED FURTHER THAT consent of shareholders of the Company be and is hereby accorded to approve and adopt the aforesaid changes in the Memorandum of Association of the Company and that Mr. Ashish Jain, Managing Director, Mr. Nirmal Kumar Jain Director and/or Mr. Paritosh Kothari, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary,

or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

7. Adoption of Articles of Association as per the provisions of the Companies Act, 2013:

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14, 15 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to adopt the new set of Articles of Association containing, inter-alia, Article no. 1 to Article no. 208 in place of existing Articles of Association containing Article No. 1 to Article no. 248 as available for inspection in the meeting and at the registered office of the company during working hours."

"RESOLVED FURTHER THAT Mr. Ashish Jain, Managing Director, Mr. Nirmal Kumar Jain Director and/or Mr. Paritosh Kothari, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

8. Revision in Remuneration of Mr. Nirmal Kumar Jain (DIN: 00240441) Executive Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to other requirement under the Act, if any and based on the recommendation of Nomination and Remuneration Committee, approval of the members be and is hereby accorded for the increase in remuneration of Mr. Nirmal Kumar Jain (DIN: 00240441)

Executive Director of the Company with effect from 01.04.2019 for three year with increased remuneration upto Rs. 120.00 Lakhs per annum inclusive of all allowances.'

"RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Nirmal Kumar Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval."

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

9. To approve the material related party transactions with Arkfin Investments Private Limited.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into related party transaction(s) including material related party transactions with M/s Arkfin Investments Private Limited ("AIPL") for availing Services including but not limited to Business management services, Asset management Services, Advisory and Consultancy Services for an estimated amount up to Rs. 15 crore (Rupees Fifteen Crores) for Five years on such terms and conditions as may be mutually agreed upon between the Company and AIPL."

"RESOLVED FURTHER THAT the Board of Directors or Managing Director of the Company be and is hereby authorized to decide upon the nature and value of the services to be transacted with AIPL within the aforesaid limits and also to finalize the terms and conditions for the services."

"RESOLVED FURTHER THAT Mr. Ashish Jain Chairman and Managing Director and/or Mr. Paritosh Kothari, Company Secretary of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

10. To approve creation of charge within the borrowing limit of the Company.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Resolution passed by the Company with respect to mortgaging and/or charging by the Board of Directors, at the 13th Annual General Meeting held on 28th July 2018, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties of the Company, present and future, to or in favor of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial assistance lent, granted and advanced or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs. 500 Crore in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, remuneration of the Trustees, costs, charges and other moneys payable by the

Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said Term Loans, Debentures or other financial instruments or assistance."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees and the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things as they deem necessary and/or expedient in connection therewith and incidental thereto."

11. To Enhance the Borrowing limits.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Resolution passed by the Company with respect to the borrowing powers of the Board of Directors at the 13th Annual General Meeting of the Company held on 28th July 2018, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment, or any statutory modification thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") for borrowing moneys (apart from temporary loans from time to time obtained from the Bankers, Foreign institutions and Foreign currency loan in the ordinary course of business) in excess of the aggregate of paid up share capital, free reserves and security premium that is to say, reserves not set specific purpose as the Board may, from time to time, deem necessary and/or expedient, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed Rs. 500 Crore (Rupees Five Hundred Crore only)."

12. Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as

applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Company's Memorandum and Articles of Association, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any further investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of Rs. 500 Crore (Rupees Five Hundred Crore Only) over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members."

By order of the Board of Directors

Sd/-
Paritosh Kothari
Company Secretary
M.NO.A36550

Registered Office:

Akme Business Center (ABC), 4-5 Subcity Center, Savina Circle, Opp. Krishi Upaz Mandi, Udaipur 313002 RJ IN

Date: 12th August, 2019

Place: Udaipur

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No.2 to 4 above and the relevant details of the Directors seeking re - appointment and appointment under Item No. 2, 3 and 4 above as required under Regulation 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto. **(ANNEXURE-I).**
2. A member entitled to attend and vote at the 14th Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself 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.
3. 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.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorizing under the said Board resolution to attend and vote on their behalf at the meeting.
5. **Documents open for inspection**
 - A. During the period beginning 24(twenty four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3(three days) of advance notice in writing is given to the Company.
 - B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM;
6. The Register of Directors and Key Managerial Personnel and their shareholding, section 170 of Companies Act, 2013 available for inspection by the members at the AGM.
7. **Green Initiative:**
 - A. Electronic copy of the Notice convening the 14th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form will be sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent at request of the Member. Members may note that the Notice of the 14th AGM and the Annual Report for 2018-19 will also be available on the Company's website- www.akmeststarhousing.com.
 - B. Members, who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report Notices, Circulars, etc. from the Company electronically.
 - C. 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: akmeststarhousing@yahoo.com or compliance@akmeststarhfc.in
8. 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 AGM.
9. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
10. Members holding shares in electronic form are requested

to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).

11. 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.
12. Members who wish to seek any information on the financial statements of the Company or have any query(ies) relating thereto may write to the company akmestarahousing@yahoo.com compliance@akmestarahfc.in or to the Company Secretary at the Registered Office of the Company, at an early date to enable the management to keep the information ready.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
14. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send in their Nomination in the prescribed Form SH-13 duly filed in to Bigshare Service Pvt. Ltd.. Members holding Shares in Electronic Mode may contact their respective Depository Participants for availing this facility.

Members may please note that form SH-13 is duly available on the website of the Company i.e. www.akmestarahousing.com.

15. The Place of Annual General meeting falls under territory of Udaipur Jurisdiction.
16. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation

44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2018, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- **E-Voting is optional.**

The instructions for shareholders voting electronically are as under:

The voting period begins on Wednesday 18th September, 2019 at 10.00 A.M. and ends on Friday 20th September, 2019 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 13th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The shareholders should follow process as given under:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

- a. 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.
- b. Once the home page of E- Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c. A new screen will open. You will have to enter your User ID, your Password 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://www.evoting.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.
- d. 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 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 108379 then User ID is 108379001***

- e. Your password details are given below:
- If you are already registered with 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'?
- l) 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 mail box. 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'.
- ll) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f. If you are unable to retrieve or have not received the

'Initial password' or have forgotten your password:

- Click on "Forget User Details/ Password?" (If you are holding shares in your demate 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.
- g. After entering you password, tick on Agree to "Term and Conditions" by selecting on the check box.
- h. Now, you will have to click on "Login" button.
- i. 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?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of the Company. You wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast you vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of share for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than individual, 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 csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.co.in.
- b. 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/ Passwords?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c. 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 toll free no. :1800-222-990 or send a request at evoting@nsdl.co.in.

• Voting at the 14th Annual General Meeting:

- a. 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.
- b. 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.
- c. 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.
- d. 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 13th September, 2019. 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.

17. The Company has appointed Mr. Ronak Jhuthawat (FCS 9738) 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 AGM) in a fair and transparent manner.
18. The Scrutinizer shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall, submit a scrutinizer's report of the total votes cast in favor 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 Annual General Meeting.
19. 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.akmestarahousing.com and NSDL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited
20. The resolutions listed in the Notice of the Fourteenth AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.
21. A Route Map showing directions to reach the venue of the 14th AGM is given along with this Annual Report as per the Requirement of SS-2 on General Meeting.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013

Item No. 3:

On recommendation of Nomination and Remuneration Committee Mr. Suresh Chandra Gupta (DIN: 08527990) is proposed to be appointed as an Independent Non Executive Director on Board of Directors of the Company in accordance with Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16(b) & 19(4) read with Part D of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2018 and Article of Association of the Company.

The Company has received requisite notice in writing under Section 160 of the Act along with deposit of Rs. 1,00,000/- from a member proposing the candidature of Mr. Suresh Chandra Gupta to be appointed as Independent Non Executive Director at the ensuing AGM whose period of office will not be liable to determination by retirement of directors by rotation. Mr. Suresh Chandra Gupta has consented to the proposed appointment and declared qualified. He also possesses requisite knowledge, experience and skills for the position of Independent Director as per required criteria under the Act and rules and regulations made there under.

Based on recommendation of Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company it is proposed to appoint Mr. Suresh Chandra Gupta as Independent Director on Board of the Company and who shall hold office for a term of five consecutive years with effect from 12th August, 2019.

A brief profile of Mr. Suresh Chandra Gupta, the nature of his expertise, and the names of companies in which He holds Directorships along with the details of Membership / Chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship amongst the Directors, inter-se, is annexed to this Notice.

None of the Directors/ Key Managerial Personnel of the Company and their relative thereof are interested or concerned financial or otherwise in aforesaid appointment of Mr. Suresh Chandra Gupta as Independent Director of the Company.

The Board of Directors recommend passing of the Resolution as set out in Item No. 03 of the Notice.

Item No. 4:

Mr. Amrit Singh Rajpurohit, aged 66 years, is the Non-Executive & Independent director of the company. He has a vast experience in mineral industries and development of land. He is a person of integrity and possesses relevant experience. He will help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct, therefore, his appointment in the company as an independent Director is justified.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 04th March, 2019, subject to approval of Members at the ensuing Annual General Meeting, Mr. Amrit Singh Rajpurohit appointed as Independent director of the Company to hold office for second term of five consecutive years with effect from 10th September, 2019 to 09th September, 2024 and whose office shall not be liable to retire by rotation.

The Company has also received a declaration from Mr. Amrit Singh Rajpurohit confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act. Mr. Amrit Singh Rajpurohit is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Amrit Singh Rajpurohit is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested in the proposed resolution.

The Board of Directors recommend passing of the Resolution as set out in Item No. 04 of the Notice.

Item No. 5:

The members are being informed that Mr. Ashish Jain was appointed as a Managing Director and Chairman of the Company for a period of 5 years with effect from 01st June,

2018 at the Annual General Meeting of the Company held on 28th July, 2018.

The Board of Directors of the Company looking to the nature of services and on the recommendation and resolution passed by Nomination and Remuneration Committee at its meeting held on 01st December 2018 considered for revision in remuneration payable to Mr. Ashish Jain Managing Director and Chairman from existing annual remuneration upto Rs. 120.00 Lakhs p.a. payable for a period of three years

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. Ashish Jain Managing Director and Chairman of the Company. **(ANNEXURE-I).**

Your Directors recommend the said resolution for your approval.

Item No. 6:

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 13 of the Act, it is proposed to alter the MOA of the Company by merging and retaining the Objects under Clause III (C) - "The Other Objects are" with Clause III (B) - "The Objects Incidental or Ancillary to the attainment of the Main Objects are" to the extent possible and also to rename and renumber the Clause III (A) and III (B) of the Object Clause.

The Board at its meeting held on 12th August, 2019 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members. Further, a copy of the proposed draft MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM. None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the

Company.

Item No. 7:

The Board of Directors of the company has decided to adopt the new set of Articles of Association of the Company by adopting the new set of Articles in place of the existing set of Articles to commensurate them with the various laws applicable as per the Companies Act, 2013.

The draft of the new set of Articles proposed for approval available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Registered office of the Company and also at the place of the meeting on the meeting day.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 8:

Mr Nirmal Kumar Jain is executive Director of the Company and the Board of Directors of the Company looking to the nature of services and on the recommendation and resolution passed by Nomination and Remuneration Committee at its meeting held on 15th May 2019 considered for revision in remuneration payable to Mr. Nirmal Kumar Jain Director upto Rs. 120 Lakhs p.a. payable for a period of three years.

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. Nirmal Kumar Jain, Director of the Company. **(ANNEXURE-I).**

Your Directors recommend the said resolution for your approval.

Item No.9:

Arkfin Investments Private Limited ("AIPL") is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations") In terms of the provisions of Section 188 of the Companies Act, 2013 and the Listing Regulations, the contracts/arrangements/transactions relating to services including but not limited to Business management services, Asset management Services, Advisory and Consultancy Services with M/s. Arkfin Investments Private Limited ("AIPL") are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company for the previous financial year ending 2019. Therefore, in terms of Regulation 23 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with M/s. Arkfin Investments Private Limited ("AIPL") require the approval of the Members of the Company by way of an ordinary resolution.

The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

Name of the related party: M/s. Arkfin Investments Private Limited

Name of the director or Key managerial personnel who is related and relationship: Mr Kavish Jain is shareholder of Arkfin Investments Private Limited and relative of Mr Ashish Jain Chairman and Managing Director.

Ms Jenisha Jain is shareholder of the Arkfin Investments Private Limited and relative of Mr Nirmal Kumar Jain Director of the Company.

Material Terms of the Contracts / Arrangements / Transactions: Business management services, Asset management Services, Advisory and Consultancy Services or the like services on arm's length basis.

Monetary Value: The value of transactions is looking up to an amount of Rs.15 crores within 5 Years.

Other information: M/s. Arkfin Investments Private Limited is an entity which is managed by highly

experienced professionals and which provide services and all prices are agreed based on market competitiveness. The material contracts/arrangements/transactions with AIPL have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

None of the Directors except Mr. Ashish Jain Chairman & Managing Director and Mr. Nirmal Kumar Jain, Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution as set out in Item 09 of the Notice for the approval by the Members.

Item No.10 &11:

At its Annual General Meeting (AGM) held on 28th July 2018, the Company had authorized the Board of Directors of the Company to borrow moneys in excess of paid-up capital, free reserves and securities premium of the Company upto an amount not exceeding Rs. 200 Crore at any point of time on account of principal; and to create mortgage and/or charge on the immovable and movable properties of the Company in favor of the lenders to financial assistance not exceeding secure Rs. 200 Crore in the aggregate on account of principal, together with interest thereon, pursuant to Sections 180(1)(c) and 180(1)(a) respectively of the Companies Act, 2013 (Act).

The Company's activities have increased significantly , Further, to meet the increasing requirements of funds for meeting working capital requirement and expansion of the business, it is considered necessary to increase above limits from the existing Rs. 200 Crore to Rs. 500 Crore. Pursuant to Sections 180(1)(c) and 180(1)(a) respectively of the Act, approval of the Members by way of Special Resolutions will be required to borrow moneys secured/ unsecured as aforesaid and to create mortgage and/or charge on the immovable and movable properties of the Company as security therefor.

The Special Resolutions set out at Item Nos. 10 & 11 of the Notice are accordingly recommended for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed Resolution.

Item No.12:

The Company has been making investments in, giving loans and guarantees to and providing securities in

connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act.

Section 186(3) of the Companies Act, 2013 (hereinafter referred to as "the Act") requires every company to obtain the members' approval through special resolution if it is proposing to –

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, the Special Resolution at Item No.12 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 12 of the accompanying Notice, for Members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

By order of the Board of Directors.

Sd/-
Paritosh Kothari
Company Secretary
M.NO.:A36550

Registered Office :

Akme Business Center (ABC), 4-5 Subcity Center Savina Circle, Opp. Krishi Upaz Mandi, Udaipur 313002 RJ IN

Date: 12th August, 2019

Place: Udaipur

ANNEXURE I

To Item Nos. 2, 3, 4, 5 & 8 of The Notice

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

Information as required under regulation 36(3) SEBI (LODR) Regulations, 2015 in respect of directors being reappointed/ appointed:

Sr. No	Particulars	Name Of Directors				
		Mr. Kalu Lal Jain	Mr. Suresh Chandra Gupta	Mr. Amrit Singh Rajpurohit	Mr. Ashish Jain	Mr Nirmal Kumar Jain
1	Date of Birth	06/08/1970	21/05/1959	10/05/1953	18/11/1985	19/05/1967
2	Age	49	60	66	34	52
3	Date of Appointment	14/05/2011	12/08/2019	15/07/2013	29/07/2017	21/03/2005
4	Permanent Account Number (PAN)	AAVPJ3438Q	ACCPG7850J	AAMPR2974G	AEZPJ5899R	ADJPJ1116G
5	Director Identification Number (DIN)	00451442	08527990	02173432	02041164	00240441
6	Expertise in specific Functional areas	Expertise in Real Estate and having More than 17 year of Experience in this field	Expertise in Banking Sector and having experience of more then 35+ years and retired as Bank Manager from RMGB.	Expertise in mineral industries and development of land	Expertise in Finance and Marketing areas of more than 8 years.	Having expertise in Finance and Accounts as well depth knowledge of Finance, experience of more then 20+ years.
7	No. of equity shares held in the Company (as on 31st March 2019)	6,33,400	Nil	24,000	32,370	854000
8	Qualifications	Graduate, MBA	B.Com, CAIIB	Graduate	B.E., MSC (U.K.), M.A.	CA, ICWA
9	List of other directorships and KMP (excluding Foreign Company)	Arham Buildestate Private Limited Om Sai Tirupati Buildcon Private Limited Arihant Lucky Green Marble Private Limited	Nil	Western Polysat Private Limited	The Coronation Castles Private Limited	Akme Fintrade (India) Limited Akme Automobiles Private Limited Art of care Charitable Foundation

Sr. No	Particulars	Name Of Directors				
		Mr. Kalu Lal Jain	Mr. Suresh Chandra Gupta	Mr. Amrit Singh Rajpurohit	Mr. Ashish Jain	Mr. Nirmal Kumar Jain
10	Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	NIL	NIL	NIL	NIL	Akme FIntrade (India) Limited
11	Relationships, if any, between Directors inter se	NA	NA	NA	NA	NA

None of the Promoter, Director, Key Managerial Personnel, or their Relatives, either directly or indirectly in any way concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ANNEXURE II

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

1	Nature of Industry	Housing Finance		
2	Date or expected date of commencement of Business	Company has started working as Business Housing Finance Sector in 2005		
3	In case of new companies, expected date of commencement of activities	NA		
4	Financial performance based on given indicators	Particulars	FY18-19 Rs. in Lacs	FY 17-18 Rs. in Lacs
		Paid Up Capital	1207.90	1207.90
		Reserve & Surplus	1488.89	1052.50
		Total Revenue	1180.01	705.82
		EBITDA	1031.32	568.86
		PBT	598.14	400.04
		PAT	431.73	289.50
5	Foreign investments, if any	NOT Applicable		



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 : Compliance@akmestarihfc.in Contact No 0294-2489501

14th Annual General Meeting Held on Saturday 21st September, 2019

ADMISSION SLIP

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

I hereby record my presence at the 14th Annual General Meeting of the Company being held at Kaya Valley Resort, National Highway-8, Behind Kaya Jain Temple, Udaipur (Raj)

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.



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 : Compliance@akmestarhfc.in Contact No 0294-2489501

14th Annual General Meeting Held on Saturday 21st September, 2019

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 company, 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 14th Annual General Meeting of the company to be held on **Saturday 21st September, 2019 at 11:30 a.m. at Kaya Valley Resort, National Highway-8, Behind Kaya Jain Temple, Udaipur-313002 (Raj)** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Particulars	For	Against
Ordinary Business			
1	To receive, consider and adopt the audited financial statements and the reports of the Directors and Auditors thereon for Financial Year ended 31 st March, 2019.		
2	Re-appointment of Mr. Kalu Lal Jain (DIN:00240441) who retires by rotation		
Special Business			
3	Appointment of Mr. Suresh Chandra Gupta (DIN :08527990) as an Independent Director of the company for a term of 5 years		
4	Reappointment of Mr. Amrit Singh Rajpurohit (DIN: 02173432) as an Independent Director of the Company for a Second term of 5 years		
5	To approve the Remuneration of Mr. Ashish Jain (DIN:02041164) Managing Director & Chairman of the Company		
6	Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013		
7	Adoption of Articles of Association as per the provisions of the Companies Act, 2013		
8	Revision in Remuneration of Mr. Nirmal Kumar Jain (DIN: 00240441) Executive Director of the Company		
9	To approve the related party transactions with Arkfin Investments Private Limited.		
10	To Approve creation of charge within the borrowing limit of the Company		
11	To Enhance the Borrowing limits		
12	To approval of limits for the Loans, Guarantee and Investment by the Company as per Section 186 of the Companies Act, 2013		

Signed this _____ day of _____, 2019.

Signature of the Member: _____

Signature of the Proxy holder/s: _____

Affix
Revenue
Stamp of
Rs 1/-

Note:

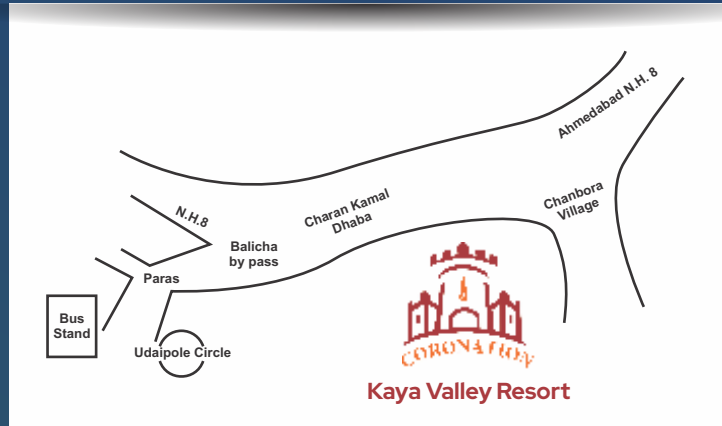
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", not later than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of Members up to and not exceeding 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*



ROUTE MAP FOR THE VENUE OF THE AGM

Kaya Valley Resort, National Highway 8,
Behind Kaya Jain Temple, Udaipur-313002 (raj)



AKME STAR HOUSING FINANCE LIMITED

Registered Office:

Akme Business Centre (ABC), 4-5 Subcity Centre Savina Circle,
Opp. Krishi Upaz Mandi, Udaipur, Rajasthan - 313002 (INDIA)
E Mail : Compliance@akmestarhfc.in, Contact: 0294-2489501