

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF STAR HOUSING FINANCE LIMITED WILL BE HELD ON, WEDNESDAY 19TH OCTOBER, 2022 AT 12:30 P.M. (INDIAN STANDARD TIME) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. Increase in the Authorized Share Capital of the Company and alteration of the Capital Clause in the Memorandum of Association of the Company

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

"RESOLVED pursuant to the provisions of Section 13 sub-section (1), read with 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("the Act") (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity shares of Rs. 10/- (Rupees Ten only) each, by addition of Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, the consent of the members be & is hereby accorded to alter the capital Clause V of the Memorandum of Association of the Company by substituting with the following Clause V."

V. "The Authorized Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity shares of Rs. 10/- (Rupees Ten only) each".

"RESOLVED FURTHER THAT any Director and/or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose including without limitation, preparing, signing, executing, and filing applications with the relevant authorities as may be deemed necessary & expedient to give effect to the aforesaid resolution."

2. To consider appointment of Mr. Ajith Kumar Lakshmanan (DIN: 09724549) by appointing him as a Non-Executive Independent Director of the company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 & other applicable provisions if any of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment thereof) Mr. Ajith Kumar Lakshmanan (DIN: 09724549) who was appointed by the Board of Directors as an Additional Director of the Company with effect from Saturday 03rd September, 2022 in terms of Section 161 ("Act") and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 17 and other applicable provisions of Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Ajith Kumar Lakshmanan (DIN: 09724549) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years with effect from 03rd September, 2022 till 02nd September, 2027 be and is hereby approved..”

“RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and as hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. To consider appointment of Mrs. Neelam Tater (DIN: 07653773) by appointing her as a Non-Executive Independent Director of the company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 & other applicable provisions if any of the Companies Act, 2013 (‘the Act’) ,the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof) Mrs. Neelam Tater (DIN: 07653773) who was appointed by the Board of Directors as an Additional Director of the Company with effect from Saturday 03rd September, 2022 in terms of Section 161 (“Act”) and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mrs. Neelam Tater (DIN: 07653773) as an Independent Director a of the Company, not liable to retire by rotation, to hold office for a period of five years with effect from 03rd September, 2022 till 02nd September, 2027 be and is hereby approved..”

“RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and as hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. To Approve the Issuance of Equity Shares on Preferential Basis through Private Placement

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

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any of the Companies Act, 2013 as amended (“the Act”) read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable)(“SEBI (ICDR) Regulations, 2018”), Master Direction –Non Banking Financial Company- Housing Finance Company (Reserve Bank) Directions, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities And Exchange Board Of India (Foreign Portfolio Investors)Regulations, 2019, the applicable provisions of the Foreign Exchange Management Act, 1999, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (“FDI Policy”) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time the listing agreements entered into by the Company with the BSE Limited on which the Equity Shares of the Company having Face Value of Re. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”) the Reserve Bank of India (RBI), the National Housing Bank (NHB), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the

Company ("Board", which term shall be deemed to mean & include any committee constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of Members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis 8,10,500 (Eight Lakhs Ten Thousand Five Hundred) Equity shares of face value Rs. 10/- each ("Equity Shares") at an issue price of Rs. 153/- per equity share (including a premium of Rs. 143/- per equity share) for a total consideration of Rs. 12,40,06,500/- (Twelve Crore Forty Lakhs Six Thousand Five Hundred Only) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottee, on a Private Placement basis ("Preferential Issue"), in accordance with the SEBI (ICDR) Regulations, 2018, and other applicable laws.

SR NO.	NAME	CATEGORY	PAN NO.	QUANTITY
1	Zenith Multi Trading DMCC	Body Corporate (FPI)	AABCZ4963F	2,00,000
2	Chhatisgarh Investments Limited	Body Corporate	AAACC9266D	1,00,000
3	Sushant Sunil Warerkar	Individual	ABBPW8755E	5,000
4	Ranjit Keshar Singh	Individual	ABAPS8164J	6,500
5	Poonam Bhargava	Individual	AKTPB6182H	5,000
6	Hemant Jayantilal Patwa	Individual	AALPP9424C	20,000
7	Rahul Rajendra Jain	Individual	AKXPJ0512H	35,000
8	Rishabh Vinod Jain	Individual	ALSPJ2387E	15,000
9	Kalpanaben Ashokbhai Doshi	Individual	AAYPD4613Q	15,000
10	Hansaben Kanakkumar Mehta	Individual	ABDPM3274E	15,000
11	Shilpa Nareshbhai Mehta	Individual	ABDPM3273D	15,000
12	Asha Abhaykumar Doshi	Individual	AQVPS5291C	30,000
13	Vinodkumar Mafatlal Mehta	Individual	ACAPM0589N	8,500
14	Vivek Shashikant Mehta	Individual	BOKPM5582G	8,500
15	Hardik Rameshkumar Maniyar (HUF)	HUF	AAEHH7791F	5,000
16	Rameshchandra Veljibhai Maniyar (HUF)	HUF	AAMHR7125P	5,000
17	Jainam Rameshbhai Maniyar (HUF)	HUF	AAIHJ2844M	5,000
18	Ashokbhai Rajkaranbhai Doshi	Individual	AAYPD4578Q	5,000
19	Arvindbhai Rajkaranbhai Doshi	Individual	AAYPD4613Q	5,000
20	Tejash Mahendra Chavji	Individual	ABJPC5783A	5,000
21	Monika Khedwal	Individual	FWMPK5902C	14,000
22	Esha Yash Barbhaya	Individual	CMCPB9234P	15,000
23	Premchand Damji Shah	Individual	AADPS9545F	16,000
24	Hemlata Premchand Shah	Individual	AOBPS0869L	16,000
25	Kirit Kantilal Shah	Individual	AAHPS6951R	11,000
26	Dilip L Mehta	Individual	AACPM8495R	5,000
27	Ankit Dilip Shah	Individual	AAGPS4290N	12,000
28	Babubhai Khodidas Patel	Individual	AADPP3749G	5,000
29	Shantaben B Patel	Individual	AQHBB8548B	10,000
30	Haresh Lallubhai Vora	Individual	ACIPV0250D	10,000
31	Hirenbhai N Patel	Individual	AQXPP6142P	5,000
32	Rushabh Praful Satra	Individual	BPUPS8796B	50,000
33	Avantilal L Mehta	Individual	AJNPM5658G	5,000
34	Asha Dilip Mehta	Individual	AROPM7269A	5,000
35	Hetal B Patel	Individual	ALTPP6585D	5,000
36	Kunal Suresh Doshi	Individual	AEGPD9311K	5,000
37	Sharmila Vikram Jain	Individual	AEVPJ8209B	7,000
38	Sujitkumar Sevantilal Mehta	Individual	ACXPM6711F	10,000
39	Vrutika Praful Satra	Individual	BXZPS9221A	50,000
40	Pradeep Kumar Kapse	Individual	AAOPK5975E	5,000
41	Beena Naresh Shah	Individual	ABEPS9665C	8,000
42	Nirav Mahesh Shah	Individual	BNTPS9337P	7,000
43	Pratima Bhavesh Shah	Individual	CPXPS7350K	6,000
44	Neha Sumit Sanghvi	Individual	BJXPS4259L	5,000
45	Yash Rajesh Hirani	Individual	AKTPH1861P	5,000

46	Ravi Prakash Chhajer	Individual	AHGPC5653A	5,000
47	Vishal Ramavtar Toshniwal	Individual	AWMPT0176C	5,000

“RESOLVED FURTHER THAT the price of the aforesaid Equity Shares has been calculated in accordance with the provisions of the SEBI (ICDR) Regulations 2018 and the “Relevant Date” for the purpose of calculating the price of the Equity Shares is the date 30 (thirty) days prior to the date of extra ordinary general meeting on which this special resolution is proposed to be passed.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to following terms and conditions apart from others as prescribed under applicable laws:

- a) The Investors shall be required to bring in 100% of the consideration for the Equity Shares to be allotted on or before the date of allotment thereof
- b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
- c) The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations 2018 relating to preferential issue.
- d) The Equity Shares to be allotted shall be in dematerialized form only and shall rank pari passu in all respects including as to dividend with the existing fully paid up equity shares of face value Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.
- e) The Equity Shares so offered, issued and allotted will be listed and traded on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- f) The Equity Shares shall be issued and allotted by the Company to the Investors within a period of 15 (Fifteen) days from the date of passing of the shareholders’ resolution provided that where any approval or permission by any regulatory authority or the Central Government for the allotment of the Equity Shares is pending as on the date of the shareholders’ resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.

“RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT the monies to be received by the Company from the Allottee for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the company and shall be utilized by the Company in accordance with Section 42 of the Act”..”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange(s), making application to the relevant depository for admission of the new equity shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, any of the Directors or the Company Secretary, be and are hereby severally authorized to engage/ appoint depositories, registrars, bankers, and such other consultants and advisors to the issue and to remunerate them by way of brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, documents, etc. with such agencies, as may be required, and as permitted by law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) or the Company Secretary or other authorized persons to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Date: 26th September, 2022
Place: Mumbai

By order of the Board of Directors
For Star Housing Finance Limited

Registered Office:

603, Western Edge I,
Above Metro Cash & Carry,
Borivali East, Mumbai 400066

Sd/-
Shreyas Mehta
Company Secretary & Compliance Officer
M.No. A38639

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular no. 2/2022 dated May 5, 2022 read together with circular dated December 14, 2021, December 8, 2021 & January 13, 2021, Circular no. 14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020, General Circular 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA circulars”) followed by Circular No. 20/2020 dated May 05, 2020, and Securities and Exchange Board of India vide its Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020/79 dated 12th May, 2020 and SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”), have permitted convening the Annual General Meeting (“AGM”/“Meeting”) through VC or OAVM, without the physical presence of the Members at the common venue. The deemed venue for the EGM shall be the Registered Office of the Company i.e. 603, Western Edge I, Above Metro Cash & Carry, Borivali East, Mumbai 400066.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of business to be transacted at the Extra Ordinary General Meeting (EGM), as set out under Item No. 1 to 6 above and the relevant details of the Directors under Item No. 2 to 4 above as required under Regulation 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.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Extra -Ordinary General Meeting (EGM), is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting through VC/OAVM 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. The Members can join the EGM held through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (i.e Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained

under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the EGM.

7. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act,
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and December 31, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
9. In compliance with the MCA Circular and the Securities and Exchange Board of India ("SEBI") Circulars dated May 13, 2022, the Notice of the EGM Notice is being sent through electronic mode to those Members who's Email address registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.starhfl.com. The Notice can also be accessed from the websites of the BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from 13th October, 2022 to 19th October, 2022 (both days inclusive).
11. Members, who have not registered their email id so far, are requested to register their email addresses with their DP's permanently for receiving all communications including any notices, circular etc. from the Company electronically. In case of any queries the members are requested to write to compliance@starhfl.com

Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.

Members holding shares in physical form are requested to register/ update their email addresses with the Registrar & Share Transfer Agent of the Company.
12. In furtherance of the Go Green Initiative of the Government, electronic copy of Notice of EGM is being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the notice cannot be sent on request by a member due to COVID.
13. Necessary documents including the Notice and the explanatory statement will be made available for inspection up to the date of EGM at the Company's Website www.starhfl.com
14. In case of joint holders attending the EGM, only such joint holders who are higher in order of names will be entitled to vote.
15. Members holding shares individually in 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 www.starhfl.com Members who hold shares singly in Dematerialized form are advised to make a nomination through their Depository Participant.
16. 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 are maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. Soft copy of necessary documents including the Notice and the explanatory statement will be made available for inspection in electronic form during the meeting, any member who wishes to inspect the said documents shall request for the same.

18. 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, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM by electronic means and the business may be transacted through E-Voting Services) service provided by NSDL. E-Voting is optional. The Facility of E-voting shall also be made available at the EGM and Members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right to cast vote at the EGM.

19. The instructions for Members for Remote E-Voting are as under:

The Remote voting period begins on Sunday, 16th October, 2022 at 10.00 A.M. IST and ends on Tuesday, 18th October, 2022 at 05:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 12th October, 2022, may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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

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

- Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of E- Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 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 e-services i.e. IDEAS, you can log in at <https://www.evoting.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-services after using your login credentials, click on E- Voting and you can proceed to Step 2 i.e. cast your vote electronically.

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 _____ then User ID is ***

• Your password details are given below:

(a) If you are already registered with E-Voting, then you can use your existing password to login and cast your vote.

(b) If you are using the 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.

(c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the 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'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

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

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

(c) 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.

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

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

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

After you click on the "Login" button, the 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?

a. 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.

b. After clicking 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.

c. Select "EVEN" of the Company which is 122645

d. Now you are ready for e- Voting as the Voting page opens.

e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

f. Upon confirmation, the message "Vote cast successfully" will be displayed.

g. You can also take the printout of the votes cast by you clicking on the print option on the confirmation page.

h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar Card) by email to (compliance@starhfl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (compliance@starhfl.com).

20. Instructions for Members for Attending the EGM through VC/OAVM are as under:

1. The procedure for e-Voting on the day of the EGM is same as the instructions
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting. Instructions for Members

Instructions for Members for Attending the EGM through VC/OAVM are as under.

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number / folio number, email id, mobile number at compliance@starhfl.com.
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@starhfl.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

OTHER INSTRUCTIONS

21. The voting rights of Members shall be proportion to their shares of the paid up equity share capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

22. The Company has appointed Mr. Ronak Jhuthawat (Certificate of Practice No.-12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice as Scrutinizer, to scrutinize the voting (at EGM venue) and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and to be availed for the purpose of ascertaining the requisite majority

23. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast at the meeting and through remote e-voting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

24. 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.starhfl.com and NSDL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.

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

26. 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

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Presently, the authorized share capital of the Company is Rs. 30,00,00,000 (Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

In order to facilitate the future requirements, if any, of the Company it is proposed to increase the authorized share capital of the company from Rs. 30,00,00,000 (Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crores) Equity shares of Rs. 10/- (Rupees Ten only). The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of amended Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 10.00 A.M. to 5.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

ITEM NO.2:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder and subject to the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 03, 2022, appointed **Mr. Ajith Kumar Lakshmanan (DIN: 09724549)** as the Additional Director in the category of Non-Executive Independent Director of the Company with effect from 03rd September, 2022.

In terms of the provisions of Section 161 (1) of the Act, Mr. Ajith Kumar Lakshmanan would hold office up to the date of upcoming General Meeting. On the recommendation of Nomination & Remuneration Committee, Board at its meeting held on Saturday 03rd September, 2022 recommended to the members of the Company, the appointment of Mr. Ajith Kumar Lakshmanan (DIN: 09724549) as the Non-Executive Independent Director for a term of 5 (Five) consecutive years from 03rd September, 2022 to 02nd September, 2027, under Sections 149, 150 & 152, (including other applicable provisions if any) of the Act and rules made thereunder.

Mr. Ajith Kumar Lakshmanan has given his consent to act as a Director and declaration that he is not disqualified from being appointed as director in terms of Section 164 of the Act.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Ajith Kumar Lakshmanan for the office of Director of the Company.

The Company has also received declaration from Mr. Ajith Kumar Lakshmanan that he meets with the criteria of independence as prescribed under Section 149 of the Act and rules made thereunder ("Act") and applicable provisions of Listing & RBI /NHB Regulations. On the basis of above declarations the Board was of the opinion that Mr. Ajith Kumar Lakshmanan fulfils the conditions specified in the said Act and other Regulations and also possesses appropriate balance of skills, experience & knowledge so as to enable the Board to discharge its functions and duties effectively and independent of the management.

Brief resume of Mr. Ajith Kumar Lakshmanan nature of his expertise in functional areas is provided in this statement and Annexure I of the Notice.

A copy of the draft letter for the appointment Mr. Ajith Kumar Lakshmanan as Non-Executive Independent Director, setting out the terms and conditions, for the appointment of Independent Directors is available for inspection by the members on the website of the company.

Except Mr. Ajith Kumar Lakshmanan, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item No. 2 for the approval of the Members as Ordinary Resolution.

ITEM NO.3

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder and subject to the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 03, 2022, appointed **Mrs. Neelam Tater (DIN: 07653773)** as the Additional Director in the category of Non-Executive Independent Director of the Company with effect from 03rd September, 2022.

In terms of the provisions of Section 161 (1) of the Act, Mrs. Neelam Tater (DIN: 07653773) would hold office up to the date of upcoming General Meeting. On the recommendation of Nomination & Remuneration Committee, Board at its meeting held on Saturday 03rd September, 2022 recommended to the members of the Company, the appointment of Mrs. Neelam Tater (DIN: 07653773) as the Non-Executive Independent Director for a term of 5 (Five) consecutive years from 03rd September, 2022 to 02nd September, 2027, under Sections 149, 150 & 152, (including other applicable provisions if any) of the Act and rules made thereunder.

Mrs. Neelam Tater has given her consent to act as a Director and declaration that she is not disqualified from being appointed as director in terms of Section 164 of the Act.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mrs. Neelam Tater for the office of Director of the Company.

The Company has also received declaration from Mrs. Neelam Tater that she meets with the criteria of independence as prescribed under Section 149 of the Act and rules made thereunder ("Act") and applicable provisions of Listing & RBI /NHB Regulations. On the basis of above declarations the Board was of the opinion that Mrs. Neelam Tater fulfils the conditions specified in the said Act and other Regulations and also possesses appropriate balance of skills, experience & knowledge so as to enable the Board to discharge its functions and duties effectively and independent of the management.

Brief resume of Mrs. Neelam Tater, nature of her expertise in functional areas and is provided in this statement and Annexure I of the Notice.

A copy of the draft letter for the appointment Mrs. Neelam Tater as Non-Executive Independent Director, setting out the terms and conditions, for the appointment of Independent Directors is available for inspection by the members on the website of the company.

Except Mrs. Neelam Tater, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as Ordinary Resolution.

ITEM NO.4

The members are hereby informed that in line with the strategy to grow & gain market share & strengthen its leadership position, the Company requires infusion of funds for enhancement of capital base and to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements.

Accordingly, the Board of Directors of the Company (the "Board") had pursuant to its resolution passed on 26th September, 2022 subject to the consent of the members, approved the proposed Preferential issue and allotment of 8,10,500 (Eight Lakhs Ten Thousand Five Hundred) Equity shares of face value Rs. 10/- each at an issue price of Rs. 153/- per equity share (including a premium of Rs. 143/- per equity shares) for a total consideration of Rs. 12,40,06,500/- (Twelve Crore Forty Lakhs Six Thousand Five Hundred Only) to the allottee on a private placement

basis ("Preferential Issue") as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as on the relevant date i.e. 19.09.2022 in terms of ICDR Regulations in the manner as recorded by the Board.

In terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the SEBI (ICDR) Regulations 2018, approval of the members by way of a special resolution is required to issue the Shares on preferential basis through private placement.

The other disclosures in accordance with the Companies Act, 2013, the SEBI (ICDR) Regulations 2018 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 is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes.

b) Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors at its meeting held on September 26, 2022 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 8,10,500 (Eight Lakhs Ten Thousand Five Hundred) Equity shares of the face value of Rs. 10/- per Equity Share, at an issue price of Rs. 153/- per Equity Share (at a premium of Rs 143/- per Equity Share), aggregating up to Rs. 12,40,06,500/- (Twelve Crore Forty Lakhs Six Thousand Five Hundred Only) to the allottee, for cash consideration, by way of a preferential issue on a private placement basis.

c) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Company proposes to offer, issue and allot, by way of a preferential issue, 8,10,500 (Eight Lakhs Ten Thousand Five Hundred) equity shares of the face value of Rs. 10 per equity shares at an issue price of Rs. 153/- per equity share (at a premium of Rs.143/- per equity share) for a consideration not exceeding an aggregate amount of Rs. 12,40,06,500/- (Twelve Crore Forty Lakhs Six Thousand Five Hundred Only).

d) Price of the preferential issue:

The allotment is proposed to be made at price of Rs. 153/- per equity share which is determined in terms of Regulations 164 & 166A of SEBI (ICDR) Regulations 2018 aggregating up to Rs. 12,40,06,500/- (Twelve Crore Forty Lakhs Six Thousand Five Hundred Only).

e) Basis on which the price of the preferential issue has been arrived at and justification for the price (including premium, if any)

The equity shares of the Company are listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 164(1) of the SEBI (ICDR) Regulations 2018.

The floor price for the Preferential Issue is Rs. 152.44 per Equity Shares derived by CA Rashmi Shah, Registered Valuer (IBBI/RV/06/2018/10240) in accordance with Regulation 164 & 166A of SEBI (ICDR) Regulations 2018. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 153, being not less than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations 2018.

The Valuation report issued by CA Rashmi Shah, Registered Valuer (IBBI/RV/06/2018/10240) is available for inspection at the registered office of the Company between 10:00 a.m. to 05:00 p.m. on all working days up to the date of EGM and uploaded on website of the Company on www.starhfl.com & the same will be accessible at the <https://www.starhfl.com/wp-content/uploads/2022/09/Valuation-Report-Sept-2022.pdf>

f) Name and address of Valuer who performed valuation

Name of the Valuer	CA Rashmi Shah
IBBI Registration Number I	IBBI/RV/06/2018/10240
Address	702, Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai-400 097
Contact/ Email of RV	9820299754 /rashmi@rvs-ca.com

g) Principal terms of assets charged as securities

Not applicable

h) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

i) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoter, Director, Key Managerial personnel would be subscribing to the proposed issue.

j) The name of proposed allottees & percentage of shareholding post allotment

The Preferential issue of Equity Shares is proposed to be made to the following investors:

SR. NO	NAME	CATEGORY	PAN NO.	QUANTITY	SHAREHOLDING POST ALLOTMENT	% OF SHAREHOLDING POST ALLOTMENT
1	Zenith Multi Trading DMCC	Body Corporate (FPI)	AABCZ4963F	2,00,000	2,00,000	1.05
2	Chhatisgarh Investments Limited	Body Corporate	AAACC9266D	1,00,000	1,00,000	0.53
3	Sushant Sunil Warerkar	Individual	ABBPW8755E	5,000	5,000	0.03
4	Ranjit Keshar Singh	Individual	ABAPS8164J	6,500	13,820	0.07
5	Poonam Bhargava	Individual	AKTPB6182H	5,000	8,636	0.05
6	Hemant Jayantilal Patwa	Individual	AALPP9424C	20,000	20,000	0.11
7	Rahul Rajendra Jain	Individual	AKXPJ0512H	35,000	77,507	0.41
8	Rishabh Vinod Jain	Individual	ALSPJ2387E	15,000	15,000	0.08
9	Kalpanaben Ashokbhai Doshi	Individual	AAYPD4613Q	15,000	15,000	0.08
10	Hansaben Kanakkumar Mehta	Individual	ABDPM3274E	15,000	15,000	0.08
11	Shilpa Nareshbhai Mehta	Individual	ABDPM3273D	15,000	15,000	0.08

12	Asha Abhaykumar Doshi	Individual	AQVPS5291C	30,000	30,000	0.16
13	Vinodkumar Mafatlal Mehta	Individual	ACAPM0589N	8,500	8,500	0.04
14	Vivek Shashikant Mehta	Individual	BOKPM5582G	8,500	8,500	0.04
15	Hardik Rameshkumar Maniyar (HUF)	HUF	AAEHH7791F	5,000	5,000	0.03
16	Rameshchandra Veljibhai Maniyar (HUF)	HUF	AAMHR7125P	5,000	5,000	0.03
17	Jainam Rameshbhai Maniyar (HUF)	HUF	AAIHJ2844M	5,000	5,000	0.03
18	Ashokbhai Rajkaranbhai Doshi	Individual	AAYPD4578Q	5,000	5,000	0.03
19	Arvindbhai Rajkaranbhai Doshi	Individual	AAYPD4613Q	5,000	5,000	0.03
20	Tejash Mahendra Chavji	Individual	ABJPC5783A	5,000	5,000	0.03
21	Monika Khedwal	Individual	FWMPK5902C	14,000	22,000	0.12
22	Esha Yash Barbhaya	Individual	CMCPB9234P	15,000	15,000	0.08
23	Premchand Damji Shah	Individual	AADPS9545F	16,000	38,000	0.20
24	Hemlata Premchand Shah	Individual	AOBPS0869L	16,000	31,000	0.16
25	Kirit Kantilal Shah	Individual	AAHPS6951R	11,000	11,000	0.06
26	Dilip L Mehta	Individual	AACPM8495R	5,000	5,000	0.03
27	Ankit Dilip Shah	Individual	AAGPS4290N	12,000	28,995	0.15
28	Babubhai Khodidas Patel	Individual	AADPP3749G	5,000	8,486	0.04
29	Shantaben B Patel	Individual	AQHBB8548B	10,000	10,000	0.05
30	Haresh Lallubhai Vora	Individual	ACIPV0250D	10,000	10,000	0.05
31	Hirenbhai N Patel	Individual	AQXPP6142P	5,000	5,000	0.03
32	Rushabh Praful Satra	Individual	BPUPS8796B	50,000	50,000	0.26
33	Avantilal L Mehta	Individual	AJNPM5658G	5,000	5,000	0.03
34	Asha Dilip Mehta	Individual	AROPM7269A	5,000	5,000	0.03

35	Hetal B Patel	Individual	ALTPP6585D	5,000	5,000	0.03
36	Kunal Suresh Doshi	Individual	AEGPD9311K	5,000	5,000	0.03
37	Sharmila Vikram Jain	Individual	AEVPJ8209B	7,000	7,000	0.04
38	Sujitkumar Sevantilal Mehta	Individual	ACXPM6711F	10,000	10,000	0.05
39	Vrutika Praful Satra	Individual	BXZPS9221A	50,000	50,000	0.26
40	Pradeep Kumar Kapse	Individual	AAOPK5975E	5,000	7,000	0.04
41	Beena Naresh Shah	Individual	ABEPS9665C	8,000	8,000	0.04
42	Nirav Mahesh Shah	Individual	BNTPS9337P	7,000	7,000	0.04
43	Pratima Bhavesh Shah	Individual	CPXPS7350K	6,000	6,000	0.03
44	Neha Sumit Sanghvi	Individual	BJXPS4259L	5,000	5,000	0.03
45	Yash Rajesh Hirani	Individual	AKTPH1861P	5,000	7,502	0.04
46	Ravi Prakash Chhajjer	Individual	AHGPC5653A	5,000	5,000	0.03
47	Vishal Ramavtar Toshniwal	Individual	AWMPT0176C	5,000	5,000	0.03

k) The change in control

The allotment would not result in any change in control over the Company or the management of the affairs of the Company

l) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

m) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

n) Lock-in

The securities issued under the above preferential issue shall be subject to a lock-in period in accordance with the applicable provisions of the SEBI (ICDR) Regulations.

o) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Non-promoter

p) Company Secretary's Certificate

The certificate from Ronak Jhuthawat & Co., Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018 and shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at <https://www.starhfl.com/wp-content/uploads/2022/09/PCS-Certificate-Sept-2022.pdf>

q) Relevant Date

The Relevant date for the purpose of determining the price of shares in accordance with pricing method given in the SEBI (ICDR) Regulations, 2018 is 30 days prior to date of the Extra Ordinary general meeting and in case where relevant date falls on Weekend/ Holiday, the day preceding the Weekend/ Holiday is reckoned as Relevant Date. Accordingly, the Relevant Date is 19th September, 2022, being the working day preceding 30 days prior to the date of this Extra Ordinary General Meeting.

r) Undertakings

- 1) It is hereby confirmed that neither the Company nor its directors and to the Company's knowledge any of its promoters is a wilful defaulter or a fraudulent borrower. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations 2018.
- 2) The Company is eligible to make the Preferential Issue to allottee under Chapter V of the SEBI (ICDR) Regulations 2018.
- 3) Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than ninety days prior to the Relevant Date and being frequently traded share, the Company is not required to re-compute the price per equity share and therefore the Company is not required to submit the undertaking specified under the SEBI (ICDR) Regulations 2018.
- 4) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI (ICDR) Regulations 2018 where it is required to do so.
- 5) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations 2018, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.
- 6) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

s) Identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control the Investors

Name of the proposed allottee	Ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control the proposed allottee
Zenith Multi Trading DMCC	Hari Shankar Tibrewala
Chhatisgarh Investments Limited*	Kamal Kishore Sarda, Saurabh Rathi, Ritu S Jain, Asitkumar Basu, Anant Sarda, Anshul Chanchal Mal Singhvi, Shalini Nautiyal
Hardik Rameshkumar Maniyar (HUF)	Hardik Rameshkumar Maniyar
Rameshchandra Veljibhai Maniyar (HUF)	Rameshchandra Veljibhai Maniyar
Jainam Rameshbhai Maniyar (HUF)	Jainam Rameshbhai Maniyar

* Since Allottee has no single natural person's stake being more than the threshold limit, name of Senior managing Official(s) is mentioned.

t) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

Name	Category	PAN No.	Quantity	Price at which the shares were allotted
M/s. Arika Securities Private Limited	Body Corporate	AAVCA2798M	8,00,000	Rs. 135/- per equity share
M/s. Colo Securities Private Limited	Body Corporate	AAJCC4467H	8,00,000	Rs. 135/- per equity share

u) The proposed time of completion of allotment

As required under the SEBI (ICDR) Regulations 2018, equity shares of the Company shall be issued and allotted by the Company to the Investors within period of 15 (Fifteen) days from the date of passing of this shareholders' resolution provided that where any approval or permission by any regulatory authority or the Central Government for the allotment of the Equity Shares is pending as on the date of the shareholders' resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.

v) Shareholding Pattern before and after the preferential issue

The shareholding pattern Pre and Post-Preferential Issue shareholding assuming fully subscription of the Equity Shares by the proposed allottee:

SR.NO.	CATEGORY	PRE-ISSUE SHAREHOLDING		POST-ISSUE SHAREHOLDING AFTER OF SHARES	
		No. of Shares	%(Based upon total paid up capital)	No. of Shares	%(Based upon total paid up capital)
A	Promoter & Promoter Group*	5777627	31.78	5777627	30.42
B	Public Shareholding	12404602	68.22	13215102	69.58
	Total	18182229	100	18992729	100

*The Company has submitted an application to the Stock Exchange (BSE) for promoter re-classification. Approval is still in progress from BSE.

w) Other Disclosures

The Company has obtained the approval from shareholders for the preferential issue of Equity Shares on 16.07.2022 and the allotment was done on 29-07-2022 to below mentioned allottees:

Name	Category	PAN No.	Quantity	Price at which the shares were allotted
M/s Arika Securities Pvt. Ltd.	Body Corporate	AAVCA2798M	8,00,000	Rs. 135/- per equity share
M/s Colo Securities Pvt. Ltd.	Body Corporate	AAJCC4467H	8,00,000	Rs. 135/- per equity share

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.

The proposed allottee has confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They further confirmed that the Investor shall be an entity eligible under SEBI (ICDR) Regulations 2018 to undertake the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations 2018, approval of the Members for issue and allotment of the said Equity Shares to allottee is being sought by way of a special resolution as set out in the said item no. 4 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Other than as disclosed herein with respect to, none of the directors, key managerial personnel or any of their relative, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ANNEXURE I

Details of Director seeking appointment at the Extra Ordinary General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

	Name of the Director	Mr. Ajith Kumar Lakshmanan	Mrs. Neelam Tater
	DIN	09724549	07653773
1	Date of Birth	31-05-1960	07.03.1991
2	Nationality	Indian	Indian
3	Date of first appointment in the current designation	03-09-2022	03-09-2022
4	Qualification	Master in Law, M.A. (English Literature), Post Graduate Diploma (Insurance Management)	C.A., C.S.
5	Experience	<p>He has distinguished career of over 35 years building Life Insurance & Housing Finance businesses, brands & people by leading large teams to unprecedented success in an open and competitive market environment.</p> <p>He has experience in the Board of LIC International, LIC HFL as Senior Management and served as Nominee Director at a Govt. Enterprise.</p> <p>He has In-depth Knowledge from operational to top management level in Life Insurance and Housing Finance Industry.</p> <p>He also has Experience across vast LIC networks in India and in GCC countries.</p> <p>Insights in Strategy, Business Process Re-engineering and Digital Marketing.</p>	<p>She has rich Professional Experience in CA Practice approx. 4 years and in employment having 1 year of Experience.</p> <p>She is having hands on experience across Income tax filing, Finance Management, Risk review, Internal Control over Financial Reporting.</p>
6	Shareholding in the Company: Number of Equity Shares	NIL	NIL
7	Terms and conditions of appointment or re-appointment along with details of remuneration	Terms for appointment : From 03rd September, 2022 up to 02nd September, 2027	Terms for appointment : From 03rd September, 2022 up to 02nd September, 2027
8	Remuneration last drawn	Nil	Nil
9	No. of Meeting of the Board attended during the year	01	01
10	Directorships of other Companies (Excluding Ambassador Intra Holdings Limited)	Nil	<p>1) Indianivesh Limited</p> <p>2) Ascom Calcium Indian Private Limited</p>

11	Membership/Chairmanship of Committee of other Companies (Excluding Ambassador Intra Holdings Limited)	NA	NA
12	Inter-se relationships between: • Directors • Key Managerial Personnel	None	None

Date: 26th September, 2022

Place: Mumbai

**By order of the Board of Directors
For Star Housing Finance Limited**

Sd/-
Shreyas Mehta
Company Secretary & Compliance Officer
M.NO. A38639

Registered Office:

603, Western Edge I,
Above Metro Cash & Carry,
Borivali East, Mumbai 400066