



STAR HOUSING FINANCE LIMITED

(Formerly Known as Akme Star Housing Finance Limited)

CIN: L45201MH2005PLC376046 | RBI REGN NO: DOR-0080

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

Email: compliance@starhfl.com | Contact No. 8828036610

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING (EGM)

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF STAR HOUSING FINANCE LIMITED WILL BE HELD ON WEDNESDAY, 06TH DECEMBER, 2023 AT 12:30 P.M. (INDIAN STANDARD TIME) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1.

TO CONSIDER AND APPROVE APPOINTMENT OF MR. CHINNATHAMBI ILANGO (DIN: 03498879) 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 Mr. Chinnathambi llango (DIN: 03498879), who was appointed as an Additional Director of the Company with effect from November 08, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Extra-Ordinary General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and subject to relevant provisions of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Chinnathambi llango, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and has submitted a declaration to that effect, and is eligible for appointment as an Independent Director of the Company, for a term of three years, i.e., from 08th November, 2023 to 07th November, 2026 (both days inclusive) and would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and/ the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are 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."

ITEM NO.02:

TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PERSONS/ENTITIES BELONGING TO THE PROMOTER & NON-PROMOTER CATEGORY

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

"RESOLVED THAT in accordance with the provisions of Section 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) ("the Act") and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and the BSE Limited (“BSE”) (“Stock Exchange(s)”), where the equity shares of the Company are listed, applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI or any other statutory or regulatory authority (hereinafter collectively referred to as “applicable laws”) in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange(s) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions (hereinafter collectively referred to as “necessary approvals”) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, upto a maximum of 93,78,500 (Ninety Three Lakhs Seventy eight thousand five hundred) Convertible Warrants (“Warrants”), each convertible into 1 (One) Equity Share of face value of Rs.5 /- (Rupees Five Only) each (“the Equity Shares”), to the persons and / or entities belonging to the Promoter & Non-Promoter Category (“Proposed Allottees”) as more particularly set out in the explanatory statement at a price of Rs. 64/- (Indian Rupees Six Four Only) each (including the warrant subscription price and the warrant exercise price), not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating upto Rs. 60,02,24,000/- (Rupees Sixty Crores two lakhs twenty four thousand Only), for cash, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder:

Sr. No.	Name of Proposed Allottees	Category	PAN No.	Quantity
1	Ashish Jain	Promoter	AEZPJ5899R	1,60,000
2	Kavish Jain	Promoter	AHJPJ5237E	1,60,000
3	Chattisgarh Investments Limited	Non-Promoter	AAACC9266D	47,00,000
4	Amit Goyal (On behalf of WOW Investments)	Non-Promoter	AADFW9841L	3,50,000
5	Sharad Goel (On behalf of Aarson Investments)	Non-Promoter	ACCFA8830C	2,40,000
6	Brijesh Thakkar, Sumant Rameshkumar Nathani & Rohit Parakh (on behalf of Hypotenuse Investment)	Non-Promoter	AALFH3752K	1,50,000
7	Nidhi Thakkar	Non-Promoter	ARJPP8932E	1,70,000
8	Dipak Raheja	Non-Promoter	AHXPR1047E	4,11,000
9	Sunil Kumar Raheja	Non-Promoter	ACMPR7762C	55,000
10	Priyesh Singhania (on behalf of Uday Ventures)	Non-Promoter	AADFU7600D	50,000
11	Swati Agrawal	Non-Promoter	BLYPP6549P	1,00,000
12	Nishi Agrawal	Non-Promoter	AKUPJ2665A	1,00,000
13	Prakash Chand Jain	Non-Promoter	AFSPJ1796D	1,00,000
14	Anand Ramji HUF	Non-Promoter	AANHA2062F	1,00,000
15	Neeraj Pahlajani	Non-Promoter	AJNPM8234A	80,000
16	Mata Laxmi Nursing Home and Investigation Centre Private Limited	Non-Promoter	AABCM6650N	80,000
17	Sameer Pahlajani	Non-Promoter	AESPP3457J	80,000
18	Sameer Pahlajani HUF	Non-Promoter	AASHS8958R	80,000
19	Saurabh Agrawal, Mangalam Goel & Kapil Agrawal (On behalf of Five Star Investments)	Non-Promoter	AAJFF2956K	1,00,000
20	Amarpal singh hura HUF	Non-Promoter	AAHHA0997D	80,000
21	Ravi Bharatbhai Ruparel	Non-Promoter	AOFPR3205K	50,000
22	Touchstone venture LLP	Non-Promoter	AAMFT4241J	1,00,000

23	Bharat Jaswantraai Sheth	Non-Promoter	AAIPS6934P	50,000
24	Tarinika Management LLP	Non-Promoter	AATFT5491P	3,15,000
25	Nand Kishore Agrawal (On behalf of Hindustan Petrochem)	Non-Promoter	AAKFH0187P	1,55,000
26	Ravi Vaswani	Non-Promoter	ABJPV7300E	80,000
27	Sudha Vaswani	Non-Promoter	ABJPV7303H	80,000
28	Yashwant Vaswani	Non-Promoter	ADPPV6276P	80,000
29	Kushal Vaswani	Non-Promoter	AFEPV0708F	80,000
30	Prakhar Golechha	Non-Promoter	AIDPG3540N	50,000
31	Garima Golechha	Non-Promoter	AQPPK6759F	50,000
32	Jaya Golechha	Non-Promoter	ADUPG9426F	50,000
33	Mahavir Kumar Golechha	Non-Promoter	ADUPG9431A	50,000
34	Mrinal Golechha	Non-Promoter	AHKPG1998G	50,000
35	Prateek Kothari	Non-Promoter	ATEPK7608P	50,000
36	Rajeev Jaswani	Non-Promoter	AIAPJ8804D	50,000
37	Padam Kumar Jain	Non-Promoter	ACMPJ5876F	80,000
38	Finavenue Capital Trust – Finavenue Growth Fund	Non-Promoter	AAATF9781H	3,12,500
39	Sricharanya Subramaniam	Non-Promoter	AAVPS8656F	50,000
40	Patel Vinod Natubhai HUF	Non-Promoter	AAEHP4424R	1,00,000
41	Jinendra G	Non-Promoter	DQXPG5715A	1,00,000
42	Swapnilsagar R Vithalani	Non-Promoter	AFUPV5060L	50,000

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Warrants is taken to be Monday, November 06, 2023 (“Relevant Date”) being the date which is 30 days prior to the date of extra ordinary general meeting on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the conditions prescribed under the Act and the SEBI ICDR Regulations including the following:

- i. the Proposed Allottees shall, on or before the date of allotment of Warrants, pay a warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price, as prescribed by SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- ii. the consideration for allotment of Warrants and/or Equity Shares arising out of conversion of such Warrants shall be paid to the Company from the Bank account of the Proposed Allottees.
- iii. the Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- iv. the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 (eighteen) months from the date of their allotment.
- v. in case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within the said 18 (eighteen) months from the date of allotment of the Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- vi. the Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

- vii. upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants.
- viii. the Equity Shares to be so allotted on exercise of the Warrants shall rank pari-passu with the then existing fully paid-up equity shares of the Company including as to Dividend, Voting Rights etc.
- ix. the Equity Shares to be so allotted on exercise of the Warrants will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
- x. the entire pre-preferential equity shareholding of the Proposed Warrant Allottee, if any, shall be subject to lock in as per Regulation 167(6) of the SEBI ICDR Regulations.
- xi. the Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
- xii. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- xiii. the Warrants by themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Warrant Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Warrant Allottee inviting him to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including but not limited to making application to Stock Exchanges for obtaining of in-principle approval, listing of Equity Shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and / or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed preferential issue, offer and allotment of any of the said securities, 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 the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to the Board of Director(s) and/or the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, any other Director(s) and/or the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary 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.”

By order of the Board of Directors
For M/s. 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

Date: 08th November, 2023
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; read January 13, 2021, December 8, 2021, and December 14, 2021 ; 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the EGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a 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. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility for appointment of proxies by the members will not be available for the EGM. Accordingly, the Proxy Form and Attendance Slip are not annexed hereto.

However, in pursuance of Sections 112 and 113 of the Companies Act, 2013 (the Act), representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation and voting in the EGM held through VC/OAVM Facility.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
4. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
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, Directors, Key Managerial Personnel, the Chairman 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. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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.

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 Circulars and the Securities and Exchange Board of India ("SEBI") Circulars dated September 25, 2023, the Notice of the EGM is being sent through electronic mode to those Members whose 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 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.
11. For receiving all communication from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at compliance@starhfl.com
 - b. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.
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.
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 nominations 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 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 already 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, 03rd December, 2023 at 10.00 A.M. IST and ends on Tuesday, 05th December, 2023 at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on therecord date (cut-off date) i.e. Wednesday, 29th November, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Wednesday 29th November, 2023.

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: Access to NSDL e-Voting system

a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	b. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/ . Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	c. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on options available against the company name or e-Voting service provider - NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. CDSL. Click on CDSL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode login through their securities in demat mode) login through their depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on options available against the company name or e-Voting service provider NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in dematmode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at tollfree no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in dematmode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

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

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

4. 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 a 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 UserID 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 101456001***

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

- a) If you are already registered for 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 .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'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- 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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

Step 2:

Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 127108" of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining a virtual meeting, you need to click on the "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to 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 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to 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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demataccount maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
20. Instructions for Members for Attending the EGM through VC/OAVM are as under:
- a) The procedure for e-Voting on the day of the EGM is same as the instructions
 - b) 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.
 - c) 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.
 - d) 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.

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

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e- Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see the "VC/OAVM link" placed under the "Join General meeting" menu against the company name. You are requested to click on the VC/OAVM link placed under Join General Meeting menu. The link for the VC/OAVM will be available in Shareholder/Member login where the EVEN of the 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the 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 by mentioning their name, demat account number / folio number, email id, mobile number at compliance@starhfl.com on or before December 4, 2023.
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 proportionate 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 Dr. 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, scrutinize the votes cast at the Meeting

and thereafter unblock the votes cast through remote e-Voting and submit, 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 not later than 48 hours of the conclusion of the Meeting.

24. Members of the Company under the category of Institutional Investors are encouraged to attend the EGM and vote.
25. The results 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. .
26. 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.
27. 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (ACT)

ITEM NO.1

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 November 08, 2023, appointed Mr. Chinnathambi Ilango (DIN: 03498879) as the Additional Director in the category of Non-Executive Independent Director of the Company with effect from 08th November 2023.

In terms of the provisions of Section 161 (1) of the Act, Mr. Chinnathambi Ilango would hold office up to the date of upcoming General Meeting. On the recommendation of Nomination & Remuneration Committee, Board at its meeting held on Wednesday 08th November, 2023 recommended to the members of the Company, the appointment of Mr. Chinnathambi Ilango (DIN: 03498879) as the Non-Executive Independent Director for a term of 3 (Three) consecutive years from 08th November, 2023 to 07th November, 2026, under Sections 149, 150 & 152, (including other applicable provisions if any) of the Act and rules made thereunder.

Mr. Chinnathambi Ilango 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. Chinnathambi Ilango for the office of Director of the Company.

The Company has also received declaration from Mr. Chinnathambi Ilango 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. Chinnathambi Ilango 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. Chinnathambi Ilango, nature of his expertise in functional areas is provided in Annexure of the Notice.

Except Mr. Chinnathambi Ilango, 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. 1 for the approval of the Members as Ordinary Resolution.

ITEM NO. 2

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, onward lending, 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 08th November, 2023 subject to the consent of the members, approved the proposed Preferential issue and allotment of 93,78,500 (Ninety three lakhs seventy eight thousand five hundred) Convertible Warrants, each convertible into 1 (One) Equity Share of face value of Rs.5 /- (Rupees Five Only) each ("the Equity Shares") at a price of Rs. 64/- (Indian Rupees Six Four Only) each (including the warrant subscription price and the warrant exercise price), not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating upto Rs. 60,02,24,000/- (Rupees Sixty Crores two lakhs twenty four thousand Only), for cash, in accordance with the SEBI ICDR Regulations and other applicable laws. 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 Convertible Warrants on a 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. Particulars of the Offer including details of Board Resolution passed:

The Board of Directors of the Company ("Board") at its meeting held on 08th November, 2023 subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("the Act") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"), of the following securities to the proposed allottees ("Proposed Allottees"):

1. Up to an aggregate of 93,78,500 (Ninety three lakhs seventy eight thousand five hundred) numbers of Convertible Warrants ("Warrants"), convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of Rs.5/- (Rupees Five only) each of the Company, at an exercise price of Rs. 64/- (Rupees Sixty Four only) (including a premium of Rs. 59/-) per Equity Share (Rupees Fifty- Nine only) which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

B. The Objects of the issue through preferential offer:

The proceeds of the issue will be primarily used to support the expansion of business, onward lending, for general corporate purposes and working capital requirements.

C. Maximum/Total number of specified securities to be issued

This Special Resolution authorize the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with SEBI ICDR Regulations, up to an aggregate of 93,78,500 (Ninety three lakhs seventy eight thousand five hundred) number of Warrants, convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of Rs. 5 (Rupees Five only) each of the Company. Further, no assets of the Company are charged as securities for the said preferential issue.

D. The allotment of Warrants is subject to the Proposed Allottees not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottees have represented that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

E. The names of the Proposed Allottees and the percentage of post preferential offer shareholding that may be held by them along with the Current and Proposed status are given below:

a) Issue of Warrants to the Proposed Allottees:

Sr. No.	Name of the Proposed Allottee	Category	No of Fully Convertible Warrants to be issued	% of the post issue offer capital *
1	Ashish Jain	Promoter	1,60,000	1.97
2	Kavish Jain	Promoter	1,60,000	1.97
3	Chattisgarh Investments Limited	Non-Promoter	47,00,000	5.79
4	Amit Goyal (On behalf of WOW Investments)	Non-Promoter	3,50,000	0.49
5	Sharad Goel (On behalf of Aarson Investments)	Non-Promoter	2,40,000	0.27
6	Brijesh Thakkar, Sumant Rameshkumar Nathani & Rohit Parakh (on behalf of Hypotenuse Investment)	Non-Promoter	1,50,000	0.17

7	Nidhi Thakkar	Non-Promoter	1,70,000	0.19
8	Dipak Raheja	Non-Promoter	4,11,000	0.47
9	Sunil Kumar Raheja	Non-Promoter	55,000	0.06
10	Priyesh Singhania (on behalf of Uday Ventures)	Non-Promoter	50,000	0.06
11	Swati Agrawal	Non-Promoter	1,00,000	0.11
12	Nishi Agrawal	Non-Promoter	1,00,000	0.11
13	Prakash Chand Jain	Non-Promoter	1,00,000	0.11
14	Anand Ramji HUF	Non-Promoter	1,00,000	0.11
15	Neeraj Pahlajani	Non-Promoter	80,000	0.09
16	Mata Laxmi Nursing Home and Investigation Centre Private Limited	Non-Promoter	80,000	0.09
17	Sameer Pahlajani	Non-Promoter	80,000	0.09
18	Sameer Pahlajani HUF	Non-Promoter	80,000	0.09
19	Saurabh Agrawal, Mangalam Goel & Kapil Agrawal (On behalf of Five Star Investments)	Non-Promoter	1,00,000	0.11
20	Amarpal singh hura HUF	Non-Promoter	80,000	0.09
21	Ravi Bharatbhai Ruparel	Non-Promoter	50,000	0.06
22	Touchstone venture LLP	Non-Promoter	1,00,000	0.11
23	Bharat Jaswantraai Sheth	Non-Promoter	50,000	0.06
24	Tarinika Management LLP	Non-Promoter	3,15,000	0.36
25	Nand Kishore Agrawal (On behalf of Hindustan Petrochem)	Non-Promoter	1,55,000	0.18
26	Ravi Vaswani	Non-Promoter	80,000	0.09
27	Sudha Vaswani	Non-Promoter	80,000	0.09
28	Yashwant Vaswani	Non-Promoter	80,000	0.09
29	Kushal Vaswani	Non-Promoter	80,000	0.09
30	Prakhar Golechha	Non-Promoter	50,000	0.06
31	Garima Goleccha	Non-Promoter	50,000	0.06
32	Jaya Golechha	Non-Promoter	50,000	0.06
33	Mahavir Kumar Goleccha	Non-Promoter	50,000	0.06
34	Mrinal Goleccha	Non-Promoter	50,000	0.06
35	Prateek Kothari	Non-Promoter	50,000	0.06
36	Rajeev Jaswani	Non-Promoter	50,000	0.06
37	Padam Kumar Jain	Non-Promoter	80,000	0.09
38	Finavenue Capital Trust – Finavenue Growth Fund	Non-Promoter	3,12,500	0.35
39	Sricharanya Subramaniam	Non-Promoter	50,000	0.57
40	Patel Vinod Natubhai HUF	Non-Promoter	1,00,000	0.11
41	Jinendra G	Non-Promoter	1,00,000	0.11
42	Swapnilsagar R Vithalani	Non-Promoter	50,000	0.06

* The above % of the post-issue offer capital is prepared after considering 15,02,350 equity shares allotted on Nov 8, 2023 pursuant to exercise of ESOP under “Akme Employee Stock Option Plan 2021” and assuming full conversion of Warrants issued into equity shares.

F. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

There is no change in current and proposed status of the Proposed Allottees for the Warrants. The current status are detailed in Table E(a) above.

G. Intent of the Promoters, Directors or Key Managerial Personnel (KMP) of the issuer to subscribe to the offer:

Apart from the Proposed Allottees who are categorized as Promoter/Promoter Group (who are also directors of the Company) as mentioned in Table E(a), no other promoter or director or key managerial personnel intend to subscribe to the present preferential issue.

H. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Warrants is 06th November, 2023 ("Relevant Date"), being the date which is 30 days prior to the General Meeting.

I. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

J. Basis on which the price has been arrived and Valuation Report:

The Equity Shares of Company are listed on Bombay Stock Exchange (BSE Limited) and are frequently traded in accordance with the ICDR Regulations. Accordingly, trading volumes at BSE for the period set out below has been considered for the purpose of computation of the minimum price for issuance of Warrant of the Company.

In accordance with the provisions of Regulations 164 and 166A of the ICDR Regulations, the minimum price for issuance of Warrant of the Company of Rs. 63.89 (Rupees Sixty three eighty nine paise only) has been arrived at, being higher of the following:

- (i) 90 trading day's volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE Limited during the last 90 days preceding the relevant date i.e., November 06, 2023: Rs. 58.59 (Rupees Fifty-eight & fifty nine paise only)
- (ii) 10 trading day's volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE Limited during the last 10 days preceding the relevant date i.e. November 06, 2023: Rs. 63.89 (Rupees Sixty three & eighty nine paise only)
- (iii) As one of the Investors shall be allotted Convertible Warrants which are convertible into Equity Shares in excess of 5% of the post issue fully diluted share capital of the Company, the price determined by the Independent Registered Valuer under Regulation 166A(1) of ICDR Regulations i.e. CA Rashmi Shah, IBBI Registered Valuer Securities or Financial Assets (IBBI Reg No. IBBI/RV/06/2018/10240) having office at 702, Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai-400 097 is Rs. 63.89 (Rupees Sixty three & eighty nine paise only)

The copy of the valuation report shall be available for electronic inspection by the Members at the EGM and is also available on the website of the Company at <https://www.starhfl.com/wp-content/uploads/2023/11/FINAL-Star-Housing-ICDR-Report-06Nov23-shares-and-warrants-S.pdf>

Also, for the proposed preferential issue, no valuation requirement has been mentioned in the Articles of Association of the Company for determining the minimum issue price.

The pricing for issuance of the Warrants as per the resolutions set out at Item No. 2 is Rs. 64/- (Rupees Sixty four) each, which is not lower than the minimum price determined in accordance with the applicable provisions of the ICDR Regulations.

Adjustments for Warrants: The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of Equity Shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / subdivision / re-classification of Equity Shares or such other similar events or circumstances requiring adjustments as permitted under ICDR Regulations and all other applicable regulations from time to time.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

K. Re-computation of Issue Price:

The Company shall re-compute the issue price of the Warrants in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottees.

L. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (Twenty-five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A warrant balance exercise price equivalent to the 75 % of the issue price shall be payable by the Proposed Allottees at the time of exercising the Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

M. Dues toward SEBI, Stock Exchanges, or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.

N. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Convertible Warrants/ Resulting Equity Shares; there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

O. The Shareholding Pattern of the issuer Company before and after the proposed preferential issue.

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	1,42,90,413	18.51	1,46,10,413	16.58
	Bodies corporate	16,28,336	2.11	16,28,336	1.85
	Sub-total	1,59,18,749	20.62	1,62,38,749	18.43
2	Foreign promoters	-	-	-	-
	sub-total (A)	1,59,18,749	20.62	1,62,38,749	18.43
B	Non-promoters' holding				
1	Institutional investors	9,70,000	1.26	9,70,000	1.10

2	Non-institution				
3	Private corporate bodies	2,26,79,753	29.37	2,78,74,753	31.64
4	Indian public	3,48,53,542	45.13	3,85,01,892	43.70
5	others (including NRIs)	27,96,222	3.62	45,13,722	5.22
	Sub-total (B)	6,12,99,517	79.38	7,18,60,367	81.57
	Grand Total	7,72,18,266	100	8,80,99,116	100

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

Notes:

1. The Pre-preferential shareholding pattern is as on September 30, 2023.
2. The above post-issue shareholding is prepared after considering 15,02,350 equity shares allotted on Nov 8, 2023 pursuant to exercise of ESOP under "Akme Employee Stock Option Plan 2021" and assuming full conversion of Warrants issued pursuant to resolution at item No.2 into equity shares.

P. Time frame within which the preferential issue shall be completed:

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities.

Proposed Allottees of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottees of such Warrants.

Q. Monitoring Agency:

In terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint Monitoring agency.

R. Particulars of the Proposed Allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottee(s), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Name of the Proposed Allottee	PAN	Natural person who are the Ultimate Beneficial Owners	Pre preferential holding & (%)	Present issue of Fully Convertible Warrants	Post preferential holding & (%)
1	Ashish Jain	AEZPJ5899R	-	2.04	1,60,000	1.97
2	Kavish Jain	AHJPJ5237E	-	2.04	1,60,000	1.97
3	Chattisgarh Investments Limited	AAACC9266D	Kamal Kishore Sarda	0.52	47,00,000	5.79
4	Amit Goyal	AADFW9841L	Amit Goyal	0.10	3,50,000	0.49

	(On behalf of WOW Investments)					
5	Sharad Goel (On behalf of Aarson Investments)	ACCFA8830C	Sharad Goel	-	2,40,000	0.27
6	Brijesh Thakkar, Sumant Rameshkumar Nathani & Rohit Parakh (On behalf of Hypotenuse Investment)	AALFH3752K	Brijesh Thakkar, Sumant Rameshkumar & Nathani, Rohit Parakh	-	1,50,000	0.17
7	Nidhi Thakkar	ARJPP8932E	-	-	1,70,000	0.19
8	Dipak Raheja	AHXPR1047E	-	-	4,11,000	0.47
9	Sunil Kumar Raheja	ACMPR7762C	-	-	55,000	0.06
10	Priyesh Singhania (on behalf of Uday Ventures)	AADFU7600D	Priyesh Singhania	-	50,000	0.06
11	Swati Agrawal	BLYPP6549P	-	-	1,00,000	0.11
12	Nishi Agrawal	AKUPJ2665A	-	-	1,00,000	0.11
13	Prakash Chand Jain	AFSPJ1796D	-	-	1,00,000	0.11
14	Anand Ramji HUF	AANHA2062F	Anand Kumar Tiwari	-	1,00,000	0.11
15	Neeraj Pahlajani	AJNPM8234A	-	-	80,000	0.09
16	Mata Laxmi Nursing Home and Investigation Centre Private Limited	AABCM6650N	Sameer Pahlajani & Neeraj Pahlajani	-	80,000	0.09
17	Sameer Pahlajani	AESPP3457J	-	-	80,000	0.09
18	Sameer Pahlajani HUF	AASHS8958R	Sameer Pahlajani	-	80,000	0.09
19	Saurabh Agrawal, Mangalam Goel & Kapil Agrawal (On behalf of Five Star Investments)	AAJFF2956K	Saurabh Agrawal, Mangalam Goel & Kapil Agrawal	-	1,00,000	0.11
20	Amarpal singh hura HUF	AAHHA0997D	Amarpal singh hura	-	80,000	0.09
21	Ravi Bharatbhai Ruparel	AOFPR3205K	-	-	50,000	0.06
22	Touchstone venture LLP	AAMFT4241J	Rohit Parakh & Shrenik Parakh	-	1,00,000	0.11
23	Bharat Jaswantra Sheth	AAIPS6934P	-	-	50,000	0.06
24	Tarinika Management LLP	AATFT5491P	Prahlad Rai Agarwal, Kunj Bihari Agarwal,	-	3,15,000	0.36

			Ghanshyam Prasad Agarwal			
25	Nand Kishore Agrawal (On behalf of Hindustan Petrochem)	AAKFH0187P	Nand Kishore Agrawal	-	1,55,000	0.18
26	Ravi Vaswani	ABJPV7300E	-	-	80,000	0.09
27	Sudha Vaswani	ABJPV7303H	-	-	80,000	0.09
28	Yashwant Vaswani	ADPPV6276P	-	-	80,000	0.09
29	Kushal Vaswani	AFEPV0708F	-	-	80,000	0.09
30	Prakhar Golechha	AIDPG3540N	-	-	50,000	0.06
31	Garima Golechha	AQPPK6759F	-	-	50,000	0.06
32	Jaya Golechha	ADUPG9426F	-	-	50,000	0.06
33	Mahavir Kumar Golechha	ADUPG9431A	-	-	50,000	0.06
34	Mrinal Golechha	AHKPG1998G	-	-	50,000	0.06
35	Prateek Kothari	ATEPK7608P	-	-	50,000	0.06
36	Rajeev Jaswani	AIAPJ8804D	-	-	50,000	0.06
37	Padam Kumar Jain	ACMPJ5876F	-	-	80,000	0.09
38	Finavenue Capital Trust – Finavenue Growth Fund	AAATF9781H	Rajkumar Damani	-	3,12,500	0.35
39	Sricharanya Subramaniam	AAVPS8656F	-	0.58	50,000	0.57
40	Patel Vinod Natubhai HUF	AAEHP4424R	Vinod Natubhai Patel	-	1,00,000	0.11
41	Jinendra G	DQXPG5715A	-	-	1,00,000	0.11
42	Swapnilsagar R Vithalani	AFUPV5060L	-	-	50,000	0.06

1. The Pre-issue Shareholding is as on November 03, 2023
2. There shall not be change in control consequent to the present preferential issue of Warrants.
3. The above post-issue shareholding is prepared after considering 15,02,350 equity shares allotted on Nov 8, 2023 pursuant to exercise of ESOP under “Akme Employee Stock Option Plan 2021” and assuming full conversion of Warrants issued pursuant to resolution at item No.2 into equity shares.

S. Lock in Requirement

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

T. Undertaking

- Neither the Company nor its Directors or Promoter have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an

application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

- As per the information available with the Company and confirmed by the Directors/Promoters/KMPs; none of the Directors or Promoters or KMPs who are proposed to be allotted Warrants / Resulting Equity Shares in terms of this Notice, are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the preferential Issue to its Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- In terms of SEBI ICDR Regulations, the Company shall re-compute the price of the Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations the Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges, where the equity shares of the issuer are listed and the SEBI Listing Regulations, as amended, and any circular or notification issued by SEBI.
- The Company will make an application to the Stock Exchanges at which the Existing Equity shares are listed, for listing of the Resulting Equity Shares.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

U. Practicing Company Secretary's Certificate:

The certificate obtained from M/s. Ronak Jhuthawat & Co., Practicing Company Secretaries, Membership No. F9738 and CP No. 12094 certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations and certificate confirming the pricing as per 164(1), 166(A) and certificate as per 163(2), shall be available for inspection on the website of the Company at <https://www.starhfl.com/wp-content/uploads/2023/11/PCS-Certificate-1.pdf>

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Convertible Warrants to persons and / or entities belonging to the Promoter and Non Promoter Category, is being sought by way of a "Special Resolution" as set out in the said item no. 2 of the Notice.

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 Special Resolution at Item no. 2 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Ashish Jain & Mr. Kavish Jain and their relatives, 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. 2 of this Notice except to the extent of their shareholding in the Company.

A copy of the Memorandum of Association of the Company will be available for inspection in the manner provided in this Notice.

**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

Date: November 08, 2023

Place: Mumbai

ANNEXURE TO THE NOTICE

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”)]

1	Name of the Director	Chinnathambi Ilango
2	DIN	03498879
3	Date of Birth	29.10.1956
4	Nationality	Indian
5	Date of first appointment in the current designation	08 th November, 2023
6	Qualification	M.SC (Ag), CAIIB
7	Experience	With an illustrious 36-year career in commercial banking, Shri C. Ilango, a seasoned professional, started as an Officer at Canara Bank in 1980. His journey culminated in the prestigious role of Managing Director and CEO of CanFin Homes Ltd from 2011 to 2016. Under his visionary leadership, CanFin Homes expanded from 41 to 140 branches, and Assets under Management (AuM) skyrocketed from INR 2,199 crore to INR 10,643 crore, with gross NPA reduced to an impressive 0.19%. He boosted market capitalization from INR 220 crore to INR 3,071 crore, earning a spot on Business Standard/PWC's Top BFSI CEOs list for 2016. Shri Ilango's core competencies encompass strategic planning, revenue enhancement, operational excellence, and more, making him a standout figure in the banking industry, both nationally and internationally.
8	Shareholding in the Company:	Nil
9	Terms and conditions of appointment or reappointment along with details of remuneration	Terms of appointment: From 08 th November 2023, to 07 th November, 2026
10	Remuneration last drawn	Nil
11	No. of Meeting of the Board attended during the year	Nil
12	Directorships of other Companies	Auxilo Finserv Private Limited Kadaieshwar Homefin Private Limited
13	Membership/Chairmanship of Committee of other Companies	NA
14	Inter-se relationships between: <ul style="list-style-type: none">• Directors• Key Managerial Personnel	None

Date: November 08, 2023
Place: Mumbai

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

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

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