



Ref. No.

Date : .....

Date: July 08, 2019

**ISIN: INE526R01010**  
**SCRIP CODE: 539017**  
**SCRIP ID: ASHFL**  
**PAN NO. AAGCA1988C**

To,  
The Department of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai - 400001

**Subject : Outcome of Board Meeting Under SEBI (Listing Obligation and Discloser Requirements) Regulations, 2015**

Dear Sir,

With reference to Captioned Subject we hereby inform you that the Board of Directors of the Company at its meeting held on Monday, July 08 2019 which commenced at 4.30 PM and Concluded at 9.15 PM inter alia approved the following :

1. To Increase the existing Authorised Capital of the Company from existing Rs 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs 10/- (Rupees Ten Only) each to Rs 17,00,00,000/- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of Rs 10/- (Rupees Ten Only) each, by addition of Rs 3,00,00,000/- (Rupees Three Crore Only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs 10/- Each.
2. Subject to approval of Shareholder, raising of fund Upto Rs 17,87,10,000/- (Rupees Seventeen Crore Eighty Seven Lakh And Ten Thousand Only) by way of Issue upto 38,85,000 Equity Shares face value of Rs 10/- each on preferential basis to **M/s Arkfin Investments Private Limited** at a price Determined in accordance with the provisions of SEBI (Issue of Capital and Discloser Requirements) Regulation 2018 for meeting working capital Requirement and expansion of Business Activities.
3. Appointment of M/S Ronak Jhuthawat & Co., Company Secretaries, Udaipur as Secretarial Auditors of the Company for Financial Year 2019-20.
4. Approve the Notice of Extra Ordinary General meeting of the Company scheduled to be held on Friday 02<sup>nd</sup> August 2019.
5. Appointment of M/S Ronak Jhuthawat & Co., Company Secretaries, Udaipur as Scrutinizer of the Company to Scrutinize the voting (At EGM Venue) and Remote E voting process.



# AKME STAR HOUSING FINANCE LIMITED

N.H.B. Registration No. 12.0080.09  
CIN: U45201RJ2005PLC020463




**Akme Business Center (ABC)**  
4-5, Subcity Centre, Savina Circle  
Udaipur - 313 002 (Rajasthan)  
Phone : (0294) 2489501 - 02  
E-mail : akmestarthousing@yahoo.com

**Ref. No.** Further, the Company has fixed Friday 26<sup>th</sup> July, 2019 as the cut-off date for the purpose of remote e-voting **Date :** .....  
for ascertaining the names of the Shareholders holding shares either in physical form or in dematerialize  
form, who will be entitled to cast their votes electronically during Tuesday 30<sup>th</sup> July, 2019 (10.00 A.M) to  
Thursday 01<sup>st</sup> August, 2019 [05.00 P.M] in respect of the businesses to be transacted at the Extraordinary  
General Meeting of the Company.

Thanking you

For Akme Star Housing Finance Limited

  
Paritosh Kothari  
Company Secretary  
M NO A36550





## **AKME STAR HOUSING FINANCE LIMITED**

CIN L45201RJ2005PLC020463

Registered Office : Akme Business Centre (ABC),

4-5 Subcity Centre Savina Circle,

Opp. Krishi Upaz Mandi Udaipur 313002

E mail : [akmestarthousing@yahoo.com](mailto:akmestarthousing@yahoo.com) Contact No 0294-2489501

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE AKME STAR HOUSING FINANCE LIMITED WILL BE HELD ON FRIDAY 02<sup>ND</sup> AUGUST, 2019 AT 03.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT AKME BUSINESS CENTRE (ABC), 4-5 SUBCITY CENTRE SAVINA CIRCLE, OPP. KRISHI UPAZ MANDI UDAIPUR RJ 313002 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:**

#### **ITEM NO. 1: TO INCREASE IN AUTHORIZED SHARE CAPITAL**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and hereby increased from **Rs. 14,00,00,000/- (Rupees Fourteen Crore only)** divided into **1,40,00,000 (One Crore Forty Lakhs)** Equity Shares of **Rs. 10/- (Rupees Ten Only )** each to **Rs. 17,00,00,000 (Rupees Seventeen Crore only)** divided into **1,70,00,000/- (One Crore Seventy Lakh)** equity shares of **Rs. 10/- (Rupees Ten only )** each, by addition of **Rs. 3,00,00,000/- (Rupees Three Crore only)** divided into **30,00,000 (Thirty Lakh)** equity shares of **Rs. 10/- (Rupees Ten Only)** each.

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

**V. "The Authorised Share Capital of the Company is Rs. 17,00,00,000 (Rupees Seventeen Crore Only) divided into 1,70,00,000/- (One Crore Seventy lakh) equity shares of Rs. 10/- (Rupees Ten only ) each.**

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

#### **ITEM NO. 2: ISSUE OF EQUITY ON PREFERENTIAL BASIS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions, 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"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations") as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchanges where the shares of the Company are listed and 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



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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 (including but not limited to approval from the Competition Commission of India) and which maybe agreed to, by the board of directors of the Company ("Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose), the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential basis, 38,85,000 equity shares of face value INR 10/- each ("Equity Shares") for cash at a price of INR 46/- (including a premium of INR 36/- per Equity Share) to M/s Arkfin Investments Private Limited (hereinafter referred to as the "Investors"), for a total consideration of INR 17,87,10,000 (Rs Seventeen Crore Eighty Seven Lakhs and ten Thousand Only) , as specified below:

**RESOLVED FURTHER THAT** aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the SEBI (ICDR) Regulations including the following:

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 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 INR 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** pursuant to the provisions of the Companies Act, 2013, the consent of the Company/Board be and is hereby accorded for the issuance of a private placement letter and application form in respect of the Equity Shares to be subscribed by the Investors, in the form and manner prescribed under the applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder.

**RESOLVED FURTHER THAT** the price of the aforesaid Equity Shares has been calculated in accordance with the provisions of the SEBI (ICDR) Regulations 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 this extraordinary general meeting i.e., July 03<sup>rd</sup>, 2019.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.



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**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, memoranda, 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 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."

**Registered office**

AKME Business Center (ABC)  
4-5 Subcity Center Savina Circle  
Opp. Krishi Upaz Mandi  
Udaipur 313002  
**Date :08.07.2019**

**By order of the Board**

sd/-  
**Ashish Jain**  
**(Managing Director )**  
**DIN: 02041164**

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (REFERRED TO AS 'EOGM') (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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



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**E mail : [akmestarthousing@yahoo.com](mailto:akmestarthousing@yahoo.com) Contact No 0294-2489501**

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3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.

4. Relevant documents referred to in the accompanying Notice shall be open for inspection by the members at the Registered Office of the Company during normal business hours (11: 00 A.M. to 05.00 P.M.) on all working days up to and including the date of the EOGM.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from 27<sup>th</sup> July 2019 to 02<sup>nd</sup> August 2019 (both days inclusive).

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

8. Electronic copy of the Notice of the EOGM of the Company, inter alia, indicating the process along with Admission Slip and Proxy Form is being sent to all the Members whose email addresses are registered with the Company/Depository Participants. Members may note that the Notice of the EOGM will also be available on the Company's website- [www.akmestarthousing.com](http://www.akmestarthousing.com).

9. Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular Circulars, etc. from the Company electronically.

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

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

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

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

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

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

a. Change in their residential status on return in India for permanent settlement.



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b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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

### 17. Voting through electronic means:

In compliance with 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 (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- **E-Voting is optional.**

#### The instructions for shareholders voting electronically are as under:

The voting period begins on Tuesday, 30<sup>th</sup> July, 2019 at 10.00 A.M. IST and ends on Thursday, 01<sup>st</sup> August, 2019 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. Friday, 26<sup>th</sup> July, 2019, may cast their vote electronically. The e-voting module shall be disabled by NDSL for voting thereafter.

The shareholders should follow process as given under:

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- 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 eservices i.e. IDEAS, you can log in at <https://www.evoting.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL eservices after using your log-in credentials, click on E- Voting and you can proceed to Step 2 i.e. cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) OR Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical	EVEN Number followed by Folio Number registered



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Form.	with the company. For example if Folio Number is 001*** and EVEN is 108379 then User ID is 108379001***
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- e. Your password details are given below:
- f. If you are already registered with E-Voting, then you can use your existing password to login and cast your vote.
- g. If you are using NSDL E-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- h. 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 mail box. 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.
- i. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - Click on "Forget User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
- j. After entering your password, tick on Agree to "Term And Conditions" by selecting on the check box.
- k. Now, you will have to click on " Login" button.
- l. After you click on the "Login" button, Home page of e- Voting will open.

### Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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 click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c. Select "EVEN" of the Company which is 108379.
- 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 share 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.



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### **General Guidelines for shareholders**

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

### **B. Voting at the Extra Ordinary General Meeting:**

1. Pursuant to the provisions of Rule 20 of Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is also offering the facility for voting by way of ballot paper at the EOGM.
  2. The Members attending the EOGM, who are entitled to vote, but have not cast their vote by remote e-voting shall be able to exercise their voting rights at the EOGM through ballot paper. A member may attend the EOGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to cast their vote again at the EOGM.
  3. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EOGM but have not cast their votes by availing the Remote e-voting facility.
  4. The voting rights of Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on cut-off date being, Friday 26<sup>th</sup> July, 2019. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of e-voting or voting at the EOGM through ballot paper.
18. The Company has appointed Shri Ronak Jhuthawat (FCS 9738) Proprietor of **M/s Ronak Jhuthawat & Co.,** Practicing Company Secretaries, Udaipur as Scrutinizer for conducting the e-voting process (both Remote E-voting and voting process at the EOGM) in a fair and transparent manner.
19. The Scrutinizer shall immediately, after the conclusion of voting at EOGM, will first count the votes cast at the EOGM, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall, submit a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith, within 48 hours of conclusion of the EOGM.
20. 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.



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[www.akmestarring.com](http://www.akmestarring.com) and NSDL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.

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

### **Registered office**

AKME Business Center (ABC)  
4-5 Subcity Center Savina Circle  
Opp. Krishi Upaz Mandi  
Udaipur 313002  
**Date: 08.07.2019**

### **By order of the Board**

sd/-  
**Ashish Jain**  
**Managing Director**  
**DIN: 02041164**

### **Explanatory Statement**

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

#### **Item No. 1**

The Company is having an existing authorized capital of Rs. 14,00,00,000/- consisting of 1,40,00,000 equity shares of Rs. 10/- each. Since the company would require more funds for expanding its business and meeting its working capital requirements, expansion, potential acquisition, it was necessary to raise the authorized capital of the company from Rs. 14,00,00,000/- to Rs.17,00,00,000/- keeping in view the company's future requirement of funds.

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

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

#### **Item No. 2**

The Board of Directors of the Company ("Board") in their meeting held on July 08, 2019 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding INR 17,87,10,000/- (Rs Seventeen Crore Eighty Seven lakhs and Ten thousand Only) by way of issue of 38,85,000 Equity shares having face value of INR 10 each to mobilize funds for funding current/ future expansion plans, potential acquisitions, working capital and general corporate purposes.

In terms of the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder, as amended (the "Act") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (as applicable) ("SEBI (ICDR) Regulations"), preferential allotment can be made only with the approval of the members of the Company by way of special resolution.



## AKME STAR HOUSING FINANCE LIMITED

CIN L45201RJ2005PLC020463

Registered Office : Akme Business Centre (ABC),

4-5 Subcity Centre Savina Circle,

Opp. Krishi Upaz Mandi Udaipur 313002

E mail : [akmestarthousing@yahoo.com](mailto:akmestarthousing@yahoo.com) Contact No 0294-2489501

Subject to approval of the shareholders of the Company, the Board vide its board resolution dated July 08, 2019 has authorized the issuance and allotment of 38,85,000 Equity Shares at a price of INR 46 per Equity Share, to the Investor by way of a preferential allotment for a total consideration of INR 17,87,10,000/- (Rs Seventeen Crore Eighty Seven lakhs and Ten thousand Only).

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

- a) **Objects of the preferential issue:** To mobilize funds for funding current/ future expansion plans, potential acquisitions, working capital and general corporate purposes.
- b) **Total Number of shares to be offered:** The resolution set out in the accompanying Notice entitles the Board to issue equity shares not exceeding 38,85,000 as may be deemed appropriate in the best interest of the Company.
- c) **The price and the basis at which the allotment is proposed:** The allotment is proposed to be made at price of INR 46, which is determined in terms of Regulations 165 and 166 of SEBI (ICDR) Regulations.

The equity shares of the Company are listed on BSE Limited and the equity shares of the Company are infrequently traded in accordance with Regulation 164(5) of the SEBI (ICDR) Regulations.

Since the equity shares of the Company are infrequently traded on the stock exchange during the relevant period, therefore the Company is not required to re-compute the price per equity share.

- d) **Name and address of valuer who performed valuation:** Mr. Yashlok Dubey, a practicing company secretaries having membership number 39,066, certificate of practice number 14,742. He is also a registered valuer under Securities and Financial Assets class registered with Insolvency and Bankruptcy Board of India ("IBBI") having IBBI registration number IBBI/RV/03/2019/11087.
- e) **Intention of promoters / directors / key managerial personnel to subscribe to the offer:** None of the existing promoters, directors or key managerial personnel intends to subscribe to the proposed issue. No contribution is being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects.
- f) **The name of proposed allottees & percentage of shareholding post allotment:**
  - A. M/s Arkfin Investments Private Limited
  - B. Percentage of shareholding post allotment shall be 24.00%.
- g) **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 and the existing Promoters/Directors of the Company will continue to be in control of the Company.
- h) **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.
- i) **Auditors' Certificate:** The certificate from Statutory Auditors of the Company that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations



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shall be placed before the shareholders of the Company at the Extraordinary General Meeting of the Company and shall be available for inspection at the registered office of the Company during the business hours except public holidays.

- j) **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 is 30 days prior to date of the extraordinary 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 July 03<sup>rd</sup>, 2019.
- k) **Undertakings:**
- i. It is hereby confirmed that neither the Company nor its directors and to the Company's knowledge any of its promoters is a willful defaulter.
  - ii. Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date and being an infrequently 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.
- l) **Identity of the proposed allottees:** The allotment of the equity shares of the Company will be made to the following persons:-

S No	List of Allottees	No of Shares to be allotted	If Allottee is not a natural Person who are the ultimate beneficial Owner of the shares proposed to be issued, if applicable	Pre issue		Post issue	
				No of Shares	%	No of Shares	%
1	Arkfin Investments Private Limited	3885000	Balraj Dubey Anil Sachidanand	Nil	Nil	38,85,000	24.00

- m) The number of persons to whom allotment on preferential basis have already been made during the financial year 2017-18: **Nil**
- n) **The proposed time of completion of allotment:** As required under the SEBI (ICDR) Regulations, equity shares of the Company shall be issued and allotted by the Company to the Investors within a 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.
- o) 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.



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**p) Shareholding Pattern before and after the preferential issue:**

The shareholding pattern as on June 30, 2019 and Post-Preferential Issue shareholding assuming full conversion of Warrants in to Equity Shares to be issued to the promoter group entity is given below:

S. No.	Category	Pre-Issue Shareholding as on June 30, 2019		Post Issue Shareholding after issue of 38,85,000 Equity Shares	
		No. of Shares	% (Based upon total Paid up Capital)	No. of Shares	% (Based upon total Paid up Capital)
A	<b>Shareholding of Promoter &amp; Promoter Group</b>				
	<b>1. INDIAN</b>				
	a.) Individual/H.U.F.	5499100	44.69	5499100	33.97
	b.) Bodies Corporate	1088000	8.84	1088000	6.72
	<b>2. FOREIGN</b>	NIL	Nil	NIL	Nil
	<b>Total</b>	<b>6587100</b>	<b>53.54</b>	<b>6587100</b>	<b>40.69</b>
B	<b>Public Shareholding</b>				
	<b>1. INDIAN</b>				
	a.) Market Maker	37,160	0.30	37,160	0.23
	b.) Individual/H.U.F.	5374924	43.69	5374924	33.20
	c.) Body Corporate	215609	1.75	4100609	25.32
	d.) Clearing Members	3025	0.02	3025	0.02
	<b>2. FOREIGN</b>	86182	0.70	86182	0.53
		<b>5716900</b>	<b>46.46</b>	<b>9601900</b>	<b>59.31</b>
	<b>Total</b>	<b>12304000</b>	<b>100.00</b>	<b>16189000</b>	<b>100.00</b>

**Registered office**

AKME Business Center (ABC)

4-5 Subcity Center Savina Circle

Opp. Krishi Upaz Mandi

Udaipur 313002

**Date :08.07.2019**

**By order of the Board**

sd/-

**Ashish Jain**

**(Managing Director )**

**DIN: 02041164**



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### **EXTRAORDINARY GENERAL MEETING ON 02<sup>nd</sup>AUGUST, 2019**

#### **ADMISSION SLIP**

<b>Folio No or DP ID / Client ID</b>	
<b>No of Share Held</b>	

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

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

Signature of the Member/Proxy/  
Authorized Representative \*

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

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



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### Form No MGT - 11

#### Proxy Form

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/ Client Id	
DP ID	

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 02<sup>nd</sup> August, 2019 at 03.00 PM at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

S No	Particulars	For	Against
01	Increase in Authorized Share Capital from Rs. 14 Crore to Rs. 17 Crore		
02	Issue of Equity Shares on Preferential Basis		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Signature of the Member: \_\_\_\_\_

Signature of the Proxy holder/s: \_\_\_\_\_

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", **not later than 48 hours before the commencement of the EOGM.**

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

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

Affix  
Revenue  
Stamp of  
Rs 1/-



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### Route Map of Extra Ordinary General Meeting :

