



## **AKME STAR HOUSING FINANCE LIMITED**

CIN L45201RJ2005PLC020463

Registered office : AKME BUSINESS CENTRE (ABC),  
4-5 SUBCITY CENTRE SAVINA CIRCLE,  
OPP. KRISHI UPAZ MANDI UDAIPUR RJ 313002 IN

E mail : [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, TUESDAY 21<sup>ST</sup> FEBRUARY, 2017 AT 01.00 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 IN TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:**

#### **ITEM NO. 01: INCREASE IN AUTHORIZED CAPITAL**

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

**“RESOLVED THAT** the pursuant to the Provisions of section 61 and 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 and all other applicable provision if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force), the Authorized Capital of the Company be and is hereby increased from Rs. 6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 equity shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 120,00,000 equity shares of Rs. 10/- (Rupees Ten) each by creation of 6,00,00,000 Equity shares of Rs. 10/- (Rupees Ten Each) each ranking pari- passu with the existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** the existing clause V of the Memorandum of Association be substituted by the following clause as V:

**V.** “The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 120,00,000 equity shares of Rs. 10/- (Rupees Ten) each.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file the necessary e-Form SH-7 with the ROC as required under the provisions of Section 64 of the Companies Act, 2013 and to do all act, deeds and things as may be necessary or desirable to give effect to the aforesaid resolution.”

#### **ITEM NO.02: APPROVAL FOR BONUS ISSUE**

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

**“RESOLVED THAT** in accordance with demand raised by the members in the Annual General Meeting, upon recommendation of the Board of Directors of the company and pursuant to the provisions of Section 23, 63 and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) enactment(s) or re-enactments(s) thereof for the time being in force) read with Companies(Share Capital and Debentures)Rules 2014 and Article 225 of the Article of Association of the Company and subject to the regulations issued by Securities Exchange Board of India(SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the members be and is hereby accorded to board of directors of the Company (‘the board’ which term shall be deemed to include any committees thereof) for capitalizing of a sum upto Rs 59,345,000/- (Five Crore Ninety Three Lakhs Forty Five Thousand only) out of the sum standing to the credit of Security Premium Account, of the Company for the purpose of issue of Bonus Shares of Rs.10/-(Rupees Ten only)each, credited



as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear in the Register of Members on the 'Record Date' determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus equity share of Rs.10/-for every 1 (One) fully paid-up equity Shares of Rs.10/- each held by them and that the Bonus Shares so distributed shall, for all the purposes, be treated as an increase in the paid-up Capital of the Company held by each such Member, and not as income."

**"FURTHER RESOLVED THAT** the Bonus shares so allotted shall rank Pari-Passu in all respects with and carry the same rights as the existing fully paid-up equity shares as on the 'Record Date 'determined by the Board or a committee thereof for the purpose of issue of Bonus Shares."

**"RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the SEBI (LODR) Regulations 2015 with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**ITEM NO.03 REVISION IN REMUNERATION OF DR. MOHAN LAL NAGDA (DIN 00211925) MANAGING DIRECTOR & CHAIRMAN OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Part II of Schedule V of the Companies Act, 2013, Dr. Mohan Lal Nagda, Chairman & Managing Director, be and is hereby paid a remuneration of Rs.12.00 lakhs per annum as approved by the Remuneration Committee in its meeting dated 20<sup>th</sup> January, 2017 with effect from 01st February, 2017 for a remainder of duration of appointment up to May 31, 2018. Inclusive of all other benefits, allowances, perquisites."

**"RESOLVED FURTHER THAT** Dr. Mohan Lal Nagda, Chairman & Managing Director would be eligible for the following perks as approved by the Remuneration Committee in its meeting dated 20<sup>th</sup> January, 2017, in addition to the above mentioned remuneration, as per Section 197 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any Statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the payment of remuneration, the Company Secretary or any other Director of the Company be and is hereby authorized on behalf of the company to do all such acts, deeds, things and matters as may be deemed expedient or desirable to give effect to the above said resolution."



**Registered office**

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

**Date : 20.01.2017**

**By order of the Board**

sd/-

**Dr Mohan Lal Nagda  
(Managing Director )  
DIN 00211925**

**Notes:**

**1. A member entitled to attend and vote at the Extraordinary General Meeting (referred to as 'EOGM') (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

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

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

4. Relevant documents referred to in the accompanying Notice shall be open for inspection by the members at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 5.00 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 17<sup>th</sup> February 2017 to 20<sup>th</sup> February 2017 (both days inclusive).

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

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

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

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: [akmeststarhousing@yahoo.com](mailto:akmeststarhousing@yahoo.com).

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

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



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

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

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

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

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

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

**Registered office**

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4-5 Subcity Center Savina Circle  
Opp. Krishi Upaz Mandi  
Udaipur.313002

**Date : 20.01.2017**

**By order of the Board**

sd/-  
**Dr Mohan Lal Nagda**  
**(Managing Director)**  
**DIN0211925**

**Annexure to the Notice**

**Explanatory Statement under Section 102 of the Companies Act, 2013**

**Item No. 01**

The Company, in order to issue Bonus Equity Shares need to enhance its Authorized Capital from. from Rs. 6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 equity shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 120,00,000 equity shares of Rs. 10/- (Rupees Ten) each. The alterations proposed in the Memorandum and Articles of Association of the Company are only consequential to reflect the proposed change in the Authorized Share Capital of the Company. Pursuant to sections 13, 61 and 64 of the Companies Act, 2013, the above said amendments should be approved by the shareholder by way of Ordinary Resolution.

Your directors recommend the proposed resolutions giving effect to the above amendments for your approval.

None of the Directors is interested or concerned in the resolution.

**ITEM NO.02**

The Board of Directors of the Company in its meeting held on January 20, 2017, has recommended for approval of the shareholders, issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. One bonus equity share of `10/- each for every One fully paid up equity shares of ` 10/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 118,690,000 after capitalizing a sum not exceeding 59,345,000/- (Five Crore Ninety Three Lakhs Forty Five Thousand only) from the Securities Premium Account, as per the Audited Accounts of the Company for the financial year ended March 31, 2016, and the same is proposed to be applied in paying up in full not exceeding 59,34,500 Equity Shares of ` 10/-each.



The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of One Bonus Share of ` 10/-each for every One Equity Shares of ` 10/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'. Directors of your Company are interested in this Resolution to the extent of their respective shareholdings in the Company.

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

#### ITEM NO. 03

The members are being informed that Dr. Mohan Lal Nagda was appointed as Chairman & Managing Director of the Company for a period of 5 years with effect from June 01 2013 at the Annual General Meeting of the Company held on July 30<sup>th</sup> 2013.

The Board of Directors of the Company considered the nature of services and on the recommendation and resolution passed by Nomination and Remuneration Committee at its meeting held on 20<sup>th</sup> January, 2017 considered for revision in remuneration payable to Dr. Mohan Lal Nagda, Chairman & Managing Director from existing annual remuneration of Rs 6,00,000 to Rs 12,00,000 p.a. payable for a remaining period of his tenure i.e., from February,01 2017 to May 31, 2018).

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

S No	General Information:			
A	Nature of Industry	Housing Finance		
1	Date or expected date of commencement of Business	Company has started working in Housing Finance Sector in 2009		
2	In case of new companies, expected date of commencement of activities	NA		
3	Financial performance based on given indicators	Particulars	FY14-15 Rs in Lacs	FY 15-16 Rs in Lacs
		Paid Up Capital	593.45	593.45
		Reserve & Surplus	944.79	1060.33
		Income from Operations	201.83	272.36
		EBITDA	136.46	203.59
		PBT	97.99	168.92
		PAT	66.70	115.52
4	Foreign investments, if any	NOT Applicable		



The explanatory statement may also be regarded as an abstract of Memorandum under Section 190 of the Companies Act, 2013 and disclosure under SEBI LODR Regulation 2015 read with Schedule V to the Companies Act, 2013, approval of members is required by way of Special Resolution for payment of aforesaid remuneration to Mr. Mohan Lal Nagda, Chairman & Managing Director of the Company.

Your Directors recommend that the said resolution for your approval.

Save and except Mr Ashish Jain CFO, being his relative none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise, in the above resolution set out in the Notice except to the extent of their shareholding.

**Information about the appointee:**

**1. Background details**

Dr. Mohan Lal Nagda is a Chartered Accountant of 1983 batch. His hunger to acquire more and more knowledge is still alive. A highly qualified and experienced director of the Company under whose leadership the company is able to achieve progress year by year.

Dr. Mohan Lal Nagda prior to joining Akme Star housing Finance Limited was employed with Hindustan Zinc Ltd. Udaipur for more than 23 years. During his tenure with HZL he was responsible for the following assignments:-

- Control over financial aspects
- Budgetary control
- Internal checks and heading the costing section of the company with stress on analysis of profit & loss statements.

After attaining senior position in the company he was assigned secretarial responsibilities which included conducting Board & General Meetings, heading the share cell and over all insurance work of the company.

Dr. Mohan Lal Nagda is qualified with the number of degrees like Doctorate, CA, CS, MBA, LLB, DLL etc and well versed with the finance sector as well.

**2. Past remuneration**

The shareholders in the 8th AGM approved an annual remuneration of 5.40 Lakhs for a period of 5 years from June 2013. Further, the shareholders in the 10<sup>th</sup> AGM approved an annual remuneration of Rs. 6.00 Lakhs p.a. for remainder duration w.e.f. 01<sup>st</sup> April, 2015.

**3. Job Profile and his suitability**

Dr. Mohan Lal Nagda keen business acumen and a sharp focus on innovation combined with an urge to set new milestones in business and technology have been the key drivers of the company's success.

**4. Remuneration Proposed**

The Nomination and Remuneration Committee in its meeting held on 20<sup>th</sup> January, 2017 proposed an Annual Remuneration of Rs 12.00 lakhs w.e.f 01<sup>st</sup> February, 2017 subject to the approval of members by passing Special Resolution in the ensuing EOGM.

**5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**

The indicative salary range for this role, based on the study conducted by the Company is 25.00 Lakhs to 120.00 Lakhs which includes annual cash and bonus, as applicable. Considering the current financial position of the Company, the Board has deemed it fit to approve a annual remuneration of 12.00 Lakhs, excluding prerequisites mentioned in Schedule V of the Companies Act 2013.



## 6. Pecuniary Relationship

There is no pecuniary relationship either directly or indirectly with the company, or relationship with the managerial personnel except with Mr. Ashish Jain, the CFO of the Company. In addition Dr. Mohan Lal Nagda holds 351300 equity shares constituting 5.92% of the paid up capital of the Company.

### Other information

#### (1) Reasons for inadequate profits

Company has reported growth in Earnings as on 31.03.2016 was Rs 272.36 Lacs as compare to 31.03.2015 was Rs 201.83 Lacs, Company has booked growth in profit as well for 31.03.2016 Rs 115.53 Lacs as compare to FY 31.03.2015 Rs 66.70 Lacs.

In view of the above performance Company is looking for Growth in near future but the at present profit is inadequate as per the Companies Act 2013.

The total remuneration payable to all the Managerial personnel cannot exceed 84.00 Lakhs per annum as per Part II of Schedule V of the Companies Act, 2013, this limit can be doubled if the shareholders' pass a special resolution in the ensuing General Meeting. Nomination and Remuneration Committee has been authorized to review and fix monthly salary and also to determine performance linked incentives including commission, either on quarterly, half yearly or yearly basis, considering the maximum remuneration payable under Section 197 read with Schedule V of Companies Act, 2013. The Nomination and Remuneration Committee thus met on January 20<sup>th</sup>, 2017 and passed a resolution approving the proposed salary payable.

#### (2) Steps taken or proposed to be taken for improvement

For the improvement Company is planning of expansion in other state like Gujrat and Maharashtra also.

#### (3) Expected increase in productivity and profits in measurable terms

As it is evident from the Financials of the Company it is clearly evident that profits of the company has been increased as compared to last year and the Company is continuously focusing on expansion of its business plans in order to ensure the increase in productivity and profits in coming years

### ANNEXURE TO ITEM NOS. 3 OF THE NOTICE

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

Sr. No	Name of the Directors	Dr Mohan lal Nagda
1	Date of Birth	06.11.1957
2	Age	59 YEARS
3	Date of Appointment	01.09.2007
4	Permanent Account Number (PAN)	AAOPN7420K
5	Director Identification Number (DIN)	00211925
6	Expertise in specific functional areas	Having 35 years experience in Finance, accounts and Legal matters
7	No. of equity shares held in the Company	351300
8	Qualifications	Doctorate, CA, CS, CMA, LLB, MBA Etc
9	Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	NIL
10	Relationships, if any, between Directors inter se	NIL

None of the promoter (except Dr. Mohan Lal Nagda), director, Key Managerial Personnel, or their Relatives (except Ashish Jain – CFO), either directly or indirectly in any way concerned or interested in the above Resolution except to the extent of their shareholding in the Company.



**AKME STAR HOUSING FINANCE LIMITED**

CIN L45201RJ2005PLC020463

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

**Extraordinary General Meeting on 21<sup>st</sup> February, 2017**

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

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 21<sup>st</sup> February, 2017 at 01.00 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 of the Company from Rs. 6.00 Crore to Rs.12.00 Crore		
02	Approval for Bonus issue of shares		
03	Increase in Managerial remuneration of Dr. Mohan Lal Nagda, Chairman and Managing Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2017.

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

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

Affix  
Revenue  
Stamp of  
Rs 1/-

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 AGM.**
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*