STAR HOUSING FINANCE LIMITED
(Formally known as "Akme Star Housing Finance Limited")
CIN L45201RJ2005PLC020463 Reg.Office: 4-5 Subcity Centre 2nd Floor, Savina Circle, Opp. Krishi Upaz Mandi Udaipur 313002 E Mail: compliance@starhfl.comContact No 6377770825

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF STAR HOUSING FINANCE LIMITED WILL BE HELD ON FRIDAY 29TH OCTOBER, 2021 AT 11.00 A.M. (INDIAN STANDARD TIME) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE ISSUANCE OF EQUITY SHARES 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 ("Act") read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 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, 2018"), Master Direction -Non-Banking Financial Company- Housing Finance Company (Reserve Bank) Directions, 2021 including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereunder, from time to time; Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations, 2015")as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") the Reserve Bank of India, the National Housing Bank, the stock exchanges where the shares of the Company are listed (stock Exchange) and/or any other statutory / regulatory authority; 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 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 may be 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, and allot on a preferential basis 10,61,340 (Ten Lakh Sixty One Thousand Three Hundred and Forty) Equity shares of face value INR 10/- each ("Equity Shares") at a price of INR 89/- (including a premium of INR. 79/- per equity shares) for a total consideration of Rs. 9,44,59,260 (Rupees Nine Crore Forty Four Lakh Fifty Nine Thousand Two Hundred and Sixty) to the following investor (the "Allottee") by way of preferential allotment on a private placement basis ("Preferential Allotment"),in accordance with the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

NAME	CATEGORY	PAN	NO OF SHARES
Ashish Jain	Promoter	AEZPJ5899R	50000
Kavish Jain	Promoter	AHJPJ5237E	50000
Shankar Krishnan	Non Promoter	AABPY9533D	112360
Darryl Dsouza	Non Promoter	AMWPD3653Q	23590
Vikram Jetley	Non Promoter	AAYPJ8183B	5000
Shiva Konduru Sivaramakrishnan	Non Promoter	EFHPS9971C	44940
Mitesh Jitendra Shah	Non Promoter	AVWPS3438H	16850

Sricharanya Subramaniam	Non Promoter	AAVPS8656F	112360
Nilesh Sarker	Non Promoter	ALQPS1453A	17970
Raja S Rao	Non Promoter	AAYPR3604D	8980
Varun Sood	Non Promoter	ALYPS5596G	11230
Venkataramanan Ramasamy	Non Promoter	AXOPR5872N	10000
Chitra Srinivasan jointly with S Kothandaraman V Srinivasan	Non Promoter	APSPS0131F	5000
Ganapati Ramchandra Bhat	Non Promoter	ACLPB7285P	5000
Ranju Lata Fogla	Non Promoter	AAJPF6658E	10000
Arindam Basu	Non Promoter	AHLPB9604P	10000
Sujatha V	Non Promoter	ADJPV3489J	10000
Adwiti Rupesh Tivarekar	Non Promoter	ARTPR0969H	32020
Autolec International Private Limited	Non Promoter	AACCA5499A	40000
Pradip Kumar Das	Non Promoter	ADVPD5031A	5000
Prashant Arvind Karulkar	Non Promoter	AFPPK1295R	100000
Jai Shankar Raghava Chandra	Non Promoter	AOYPS5956B	10000
Selvaraj Peria Rajesh Kannan	Non Promoter	AQTPR8114P	10000
Mangesh Belose	Non Promoter	BNLPB8475R	5610
Swatej Madhao Kulkarni	Non Promoter	FJZPK9595M	5610
Javed Khan	Non Promoter	AHKPK5695G	5610
Shiv Kumar Choudhary	Non Promoter	CTVPS8659D	5000
Harsha Kelkar	Non Promoter	AWGPK1122R	5610
Vinaykumar U Tapare	Non Promoter	AFXPT8634H	5000
Jitin Narang	Non Promoter	ADBPN1752A	10000
Pushpa Bahed	Non Promoter	ALCPB9056C	5000
Bhagwat Singh Mehta	Non Promoter	ADNPM6222G	5000
Vijendra Singh Mehta	Non Promoter	ABAPM1365R	10000
Twarit Jain	Non Promoter	BHZPJ1798K	10000
Amrit Singh Rajpurohit	Non Promoter	AAMPR2974G	10000
Nipun Bhandari HUF	Non Promoter	AAIHN0658R	10000
Sanjeev Shukla	Non Promoter	AXRPS5823M	5000
Megha Chittora	Non Promoter	BDCPC7887D	5000
Dhruv Chittora	Non Promoter	BDCPC7871H	5000
Anish Ding	Non Promoter	ADNPD3120A	50560
Mukesh	Non Promoter	AEXPG4484K	5610
D S Mehta	Non Promoter	AUJPK8945A	5610
Karuna Bhandari	Non Promoter	ABFPB6836R	5000
Vinita Bhimbet	Non Promoter	AAAPB5924C	15000
Kishore Shankar lal Jhawar	Non Promoter	AEJPJ7042J	10000
Priyanka Jinesh Ganna	Non Promoter	AFQPJ7537N	9000
Garima Bhandari	Non Promoter	AMGPV3135R	5000
Aanchal Susheel Tejuja	Non Promoter	AHKPP7163Q	5000
Romil Zaveri	Non Promoter	ACRPZ1568M	5000
Kartavya SINHA	Non Promoter	JZLPS5193H	7500
Mrs Manmeet Apurva Arora	Non Promoter	ADQPA6637C	5000
Mr Apurva Harishchandra Arora	Non Promoter	ABNPA8993N	5000
Bhanudas Rajabhau Amale	Non Promoter	CRTPA2675P	16850

F L Dadabhoy/P F Dadabhoy	Non Promoter	AAAPD4332J/AKTPP4488L	5400
Jummana Bano	Non Promoter	AIOPD7575P	16850
Nilesh V Padwal	Non Promoter	AXOPP0621P	5610
Dinesh Atmaram Pawde	Non Promoter	AUSPP2459A	5610
Mamta Rakesh Nahar	Non Promoter	AAWPN0138J	5000
Nilesh Kumar Jain	Non Promoter	ADQPJ4976P	5000
Amish Jethalal Dedhia	Non Promoter	AACPD7401Q	7500
Hemlata Jethalal Dedhia	Non Promoter	AAEPD8519M	7500
Thantalur Venkata Perumal Alaga Raja	Non Promoter	ADJPA8874C	10000
Aslam Shafaquat Husain Lokhandwala	Non Promoter	ADDPL7064P	5000
Karthik Kannan	Non Promoter	AMPPG9950J	5000
Balasubramanian Pulicat	Non Promoter	AABPB7747E	5000
Durgesh Jitendra Pandya	Non Promoter	ADAPP1411H	5000
Jayant Krishna Gokhale	Non Promoter	AFYPG6992G	5000
R S Financial Solutions	Non Promoter	AAWFR7093L	10000
		TOTAL	**1061340**

"**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 extraordinary general meeting."

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 subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form

PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies 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.

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 there with and incidental there to 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 there to 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	**By order of the Board**
4-5 Subcity Center, 2nd Floor, Savina Circle	**sd/-**
Opp. Krishi Upaz Mandi	**Paritosh Kothari**
Udaipur 313002	**(Company Secretary)**
Date :05.10.2021	**M.No. A36550**

NOTES:

1. In view of the outgoing COVID-19 pandemic and restrictions on the movement apart from social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA circulars") followed by Circular No. 20/2020 dated May 05, 2020, and Circular No. 2/2021 dated January 13, 2021 and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), have permitted convening the Extra Ordinary General Meeting ("EGM"/"Meeting") through VC or OAVM, without the physical presence of the Members at the common venue. The deemed venue for the EGM shall be the Registered Office of the Company i.e. 4-5 Subcity, 2nd Floor, Savina Circle, Opp. Krishi Upaz Mandi, Udaipur – 313002.

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. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of business to be transacted at the Extra Ordinary General Meeting (EGM), as set out under Item No. 1, please refer to the Statement under Section 102 of the Act annexed hereto, pertaining to the Item No. 1 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 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the EGM using electronic voting system (remote e-voting), provided by NSDL.

9. In compliance with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the EGM is being sent only through electronic mode to those Members who's Email address registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.Starhfl.com. The Notice can also be accessed from the websites of the BSE Limited i.e. BSE Limited at www.bseindia.com respectively 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. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd October, 2021 to 29th October, 2021 (both days inclusive).

12. 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 Companywith 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

13. In furtherance of the Go Green Initiative of the Government, electronic copy of Notice of EGM is being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the notice cannot be sent on request by a member due to COVID.

14. 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.

15. In case of joint holders attending the EGM, only such joint holders who are higher in order of names will be entitled to vote.

16. 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.

17. 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.

18. 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

19. 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. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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

The Remote voting period begins on Tuesday 26th October, 2021 at 10.00 A.M. IST and ends on Thursday, 28th October, 2021 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 the record date (cut-off date) i.e. Friday, 22nd October, 2021, 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, being i.e. Friday, 22nd October, 2021.

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.	1. 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. nsdl.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– NSDLand you will be redirected to NSDL e-Voting

CIN L45201RJ2005PLC020463 Reg.Office: 4-5 Subcity Centre 2nd Floor, Savina Circle, Opp. Krishi Upaz Mandi Udaipur 313002 E Mail: compliance@starhfl.comContact No 6377770825

	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices. Nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com /Secure Web/Ideas Direct Reg. jsp 3. 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 (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 eVoting 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	1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web. cdslindia.Com/myeasi/Registration /EasiRegistration 4. 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 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 demat mode 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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode 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

1. 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. 4. Your User ID details are given below:

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. 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 User ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if Folio Number is 001*** and EVEN is _____________then User ID is 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 user 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" 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 tocast 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 demat account 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.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Instructions for Members 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 may send their request mentioning their name, demat account number / folio number, email id, mobile number at compliance@starhfl.com.
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@starhfl.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

OTHER INSTRUCTIONS

22**.** 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.

23. The Company has appointed Mr. Ronak Jhuthawat (Certificate of Practice No.-12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice as Scrutinizer, and Ms. Pooja Mehta (Certificate of Practice No.-23099) Company Secretary in practice as Alternate 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.

24. 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 two working days of the conclusion of the Meeting.

25. Members of the Company under the category of Institutional Investors are encouraged to attend the EGM and vote.

26. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.starhfl.com and on the website of NSDL (www. evoting@nsdl.co.in) and shall simultaneously be forwarded to the Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

27. 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.

28. 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.

Registered office
Akme Business Center (ABC)
4-5 Subcity Center Savina Circle
Opp. Krishi Upaz Mandi
Udaipur 313002
Date:05.10.2021

By order of the Board
sd/-
Paritosh Kothari
Company Secretary
M.NO A36550

CIN L45201RJ2005PLC020463 Reg.Office: 4-5 Subcity Centre 2nd Floor, Savina Circle, Opp. Krishi Upaz Mandi Udaipur 313002 E Mail: compliance@starhfl.comContact No 6377770825

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 of the accompanying Notice.

Item No. 1

A housing finance company requires adequate capital not only to meet the needs of growing business, but also to meet the applicable regulatory requirements. As business grows, capital requires to be augmented. The objective of every commercial enterprise is to grow. Added to the economic and regulatory factors, innovative, technological, new digitized business methods are to be introduced and such methods to be not only updated, but also have to be upgraded from time to time. The Company expects to continue its growth trajectory in medium to long-term. Availability of adequate capital is one of the key requirements for achieving this feat. Apart from augmenting lending capabilities for the Company, higher capital requirement is also necessitated to comply with the capital requirements prescribed by its Regulator namely the Reserve Bank of India (RBI), funding investments in Infrastructure and Technology to expand reach, enhance customer experience and augmenting processes and controls. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes. Accordingly, the Board of Directors of the Company (the "Board") had pursuant to its resolution passed on 05th October, 2021 subject to the consent of the members, approved the issue and allotment of up to 10,61,340 (Ten Lakh Sixty One Thousand Three Hundred and Forty) Equity shares of face value INR 10/- each ("Equity Shares") at a price of INR 89/- (including a premium of INR. 79/- per equity shares) for a total consideration of Rs. 9,44,59,260 (Rupees Nine Crore Forty Four Lakh Fifty Nine Thousand Two Hundred and Sixty) each (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")) as on the relevant date to investor i.e 30th September, 2021 in terms of ICDR Regulations ("Investors") in the manner as recorded by the Board ("Preferential Allotment"). In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

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:** The Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes..

b) **Size of the preferential issue**: The Company proposes to offer, issue and allot, by way of a preferential issue, up to 1061340 equity shares of Rs. 10 (Rupees ten only) face value ("Shares") at an issue price of Rs. 89/- (Rupees Eighty Nine Only) for a consideration not exceeding an aggregate amount of Rs. 94459260/- (Rs. Nine Crore forty four lakh fifty nine thousand two Hundred Sixty Only).

c) **Price of the preferential issue:** The allotment is proposed to be made at price of Rs. 89/- which is determined in terms of Regulations 164 of SEBI (ICDR) Regulations.

d) **Basis on which the price of the preferential issue has been arrived at**

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

e) **Name and address of valuer who performed valuation:** Mr. Shreyansh M Jain, a practicing company secretaries having ICSI RVO Reg. No. ICSIRVOISFA/38 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 : lBBl/RV/03/ 2019/12124.

f) **Intention of promoters / directors / key managerial personnel to subscribe to the offer**: Star Housing, promoter, Director, Key Managerial personnel would be subscribing to the proposed issue..

g) **The name of proposed allottees & percentage of shareholding post allotment:**

NAME	CATEGORY	PAN	NO OF SHARES
Ashish Jain	Promoter	AEZPJ5899R	50000
Kavish Jain	Promoter	AHJPJ5237E	50000
Shankar Krishnan	Non Promoter	AABPY9533D	112360
Darryl Dsouza	Non Promoter	AMWPD3653Q	23590
Vikram Jetley	Non Promoter	AAYPJ8183B	5000
Shiva Konduru Sivaramakrishnan	Non Promoter	EFHPS9971C	44940
Mitesh Jitendra Shah	Non Promoter	AVWPS3438H	16850
Sricharanya Subramaniam	Non Promoter	AAVPS8656F	112360
Nilesh Sarker	Non Promoter	ALQPS1453A	17970
Raja S Rao	Non Promoter	AAYPR3604D	8980
Varun Sood	Non Promoter	ALYPS5596G	11230
Venkataramanan Ramasamy	Non Promoter	AXOPR5872N	10000
Chitra Srinivasan jointly with S Kothandaraman V Srinivasan	Non Promoter	APSPS0131F	5000
Ganapati Ramchandra Bhat	Non Promoter	ACLPB7285P	5000
Ranju Lata Fogla	Non Promoter	AAJPF6658E	10000
Arindam Basu	Non Promoter	AHLPB9604P	10000
Sujatha V	Non Promoter	ADJPV3489J	10000
Adwiti Rupesh Tivarekar	Non Promoter	ARTPR0969H	32020
Autolec International Private Limited	Non Promoter	AACCA5499A	40000
Pradip Kumar Das	Non Promoter	ADVPD5031A	5000
Prashant Arvind Karulkar	Non Promoter	AFPPK1295R	100000
Jai Shankar Raghava Chandra	Non Promoter	AOYPS5956B	10000
Selvaraj Peria Rajesh Kannan	Non Promoter	AQTPR8114P	10000
Mangesh Belose	Non Promoter	BNLPB8475R	5610
Swatej Madhao Kulkarni	Non Promoter	FJZPK9595M	5610
Javed Khan	Non Promoter	AHKPK5695G	5610
Shiv Kumar Choudhary	Non Promoter	CTVPS8659D	5000
Harsha Kelkar	Non Promoter	AWGPK1122R	5610
Vinaykumar U Tapare	Non Promoter	AFXPT8634H	5000

Jitin Narang	Non Promoter	ADBPN1752A	10000
Pushpa Bahed	Non Promoter	ALCPB9056C	5000
Bhagwat Singh Mehta	Non Promoter	ADNPM6222G	5000
Vijendra Singh Mehta	Non Promoter	ABAPM1365R	10000
Twarit Jain	Non Promoter	BHZPJ1798K	10000
Amrit Singh Rajpurohit	Non Promoter	AAMPR2974G	10000
Nipun Bhandari HUF	Non Promoter	AAIHN0658R	10000
Sanjeev Shukla	Non Promoter	AXRPS5823M	5000
Megha Chittora	Non Promoter	BDCPC7887D	5000
Dhruv	Non Promoter	BDCPC7871H	5000
Anish Ding	Non Promoter	ADNPD3120A	50560
Mukesh	Non Promoter	AEXPG4484K	5610
D S Mehta	Non Promoter	AUJPK8945A	5610
Karuna Bhandari	Non Promoter	ABFPB6836R	5000
Vinita Bhimbet	Non Promoter	AAAPB5924C	15000
Kishore Shankar lal Jhawar	Non Promoter	AEJPJ7042J	10000
Priyanka Jinesh Ganna	Non Promoter	AFQPJ7537N	9000
Garima Bhandari	Non Promoter	AMGPV3135R	5000
Aanchal Susheel Tejuja	Non Promoter	AHKPP7163Q	5000
Romil Zaveri	Non Promoter	ACRPZ1568M	5000
Kartavya Sinha	Non Promoter	JZLPS5193H	7500
Mrs Manmeet Apurva Arora	Non Promoter	ADQPA6637C	5000
Mr Apurva Harishchandra Arora	Non Promoter	ABNPA8993N	5000
Bhanudas Rajabhau Amale	Non Promoter	CRTPA2675P	16850
F L Dadabhoy/P F Dadabhoy	Non Promoter	AAAPD4332J/AKTPP4488L	5400
Jummana Bano	Non Promoter	AIOPD7575P	16850
Nilesh V Padwal	Non Promoter	AXOPP0621P	5610
Dinesh Atmaram Pawde	Non Promoter	AUSPP2459A	5610
Mamta Rakesh Nahar	Non Promoter	AAWPN0138J	5000
Nilesh Kumar Jain	Non Promoter	ADQPJ4976P	5000
Amish Jethalal Dedhia	Non Promoter	AACPD7401Q	7500
Hemlata Jethalal Dedhia	Non Promoter	AAEPD8519M	7500
Thantalur Venkata Perumal Alaga Raja	Non Promoter	ADJPA8874C	10000
Aslam Shafaquat Husain Lokhandwala	Non Promoter	ADDPL7064P	5000
Karthik Kannan	Non Promoter	AMPPG9950J	5000
Balasubramanian Pulicat	Non Promoter	AABPB7747E	5000
Durgesh Jitendra Pandya	Non Promoter	ADAPP1411H	5000
Jayant Krishna Gokhale	Non Promoter	AFYPG6992G	5000
R S Financial Solutions	Non Promoter	AAWFR7093L	10000
TOTAL			**1061340**

h) **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.

i) **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.

j) **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 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.

k) **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 30th September, 2021.

l) **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 fora period of more than 26 (twenty six) weeks prior to the Relevant Date and being an in frequently traded share, the Company is not required to re-compute the price per equity share and therefore the Company is not required to submit the undertaking specified under the SEBI (ICDR) Regulations.

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

S No	List of Allottees	No of Shares to be allotted	If Allotee 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	R S Financial Solutions	10000	Rupal J shah	-	-	10000	0.06
2	Autolec International Private Limited	40000	Mitesh Chandrakant Sheth	-	-	40000	0.24

n) The number of persons to whom allotment on preferential basis have already been made during the financial year 2020-21: **Nil**

o) **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 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.

p) 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.

q) **Shareholding Pattern before and after the preferential issue:**
The shareholding pattern as on September 30, 2021 and Post-Preferential Issue shareholding assuming fully subscription of the Equity Shares by the proposed allottee:

S. No.	Category	Pre-Issue Shareholding as on September 30, 2021		Post Issue Shareholding after issue of Shares	
		No. of Shares	% (Based upon total Paid up Capital)	No. of Shares	% (Based upon total Paid up Capital)
A	**Shareholding of Promoter & Promoter Group**				
	1. INDIAN				
	a.) Individual/H.U.F.	5602066	35.74	5702066	34.07
	b.) Bodies Corporate	808808	5.16	808808	4.83
	2. FOREIGN	-	-		
	Total	**6410874**	**40.90**	**6510874**	**38.91**
B	**Public Shareholding**	**9262626**	**59.10**	**10223966**	**61.09**
	Total	**15673500**	**100.00**	**16734840**	**100.00**

Registered office
Akme Business Center (ABC)
4-5 Subcity Center Savina Circle
Opp. Krishi Upaz Mandi
Udaipur 313002
Date :05.10.2021

By order of the Board
sd/-
Paritosh Kothari
(Company Secretary)
M.No. A36550