

SRG HOUSING FINANCE LIMITED

321, S.M.LODHA COMPLEX, NEAR SHASTRI CIRCLE, UDAIPUR (RAJASTHAN)-313001
CIN: L65922RJ1999PLC015440; WEBSITE: WWW.SRGHOUSING.COM;
EMAIL : SRGHOUSING@GMAIL.COM PHONE NO: 0294-2561882, 2412609;
FAX: -0294-5100098

NOTICE

15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of **SRG HOUSING FINANCE LIMITED** will be held on Thursday, 18th Day of September, 2014 at 12:15 PM at Hotel Q , 2- A New Flora Complex, Near New Pula Bridge, Fatehpura, Udaipur- Rajasthan 313 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the Company for the year ended on 31st March, 2014 along with the reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Rajesh Jain (DIN: 00212393) who retires by rotation and being eligible offers himself for reappointment.
3. Appointment of Auditors

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

"RESOLVED that pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be, M/s Valawat Jha Pamecha & Co. Chartered Accountants (registration No. 008265 C), be reappointed as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the Eighteenth Annual General Meeting (AGM) of the Company, subject to ratification by Members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

4. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Chirag Dharmawat (DIN: 05281217) Independent Director of the Company, who retires by rotation at the ensuing Annual General Meeting, be and is hereby reappointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting up to the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

5. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ashok Kabra (DIN: 00240618), Independent Director of the Company, whose present term of office (as per the Companies Act, 1956) is liable to retirement by rotation, be and is hereby reappointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

6. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vikas Gupta (DIN: 05280808), Independent Director of the Company, whose present term of office (as per the Companies Act, 1956) is liable to retirement by rotation, be and is hereby reappointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019".

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

"RESOLVED THAT in supersession of the earlier resolution passed, pursuant to section 293(1) (a) of the Companies Act, 1956, at the 14th Annual General Meeting of the Company held on 12th August, 2013, the consent of the company be and is hereby accorded to the Board of Directors of the company under Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to create securities by mortgaging/ charging the movable and/ or immovable properties of the Company both present and future, including whole or substantially the whole of the undertaking(s) of the Company, in such form and manner as the Board of Directors may deem fit, for securing loans and/ or advances that may be obtained from any financial institutions/ banks/ body corporate(s) or persons together with interest, cost, charges, expenses and all other monies payable by the Company or by the subsidiary or group companies for the loan and/or financing facilities obtained with the consent of the Company, to the lenders, up to a value of and within the overall borrowing limit of the Board of Directors as approved by the Shareholders from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors or Committee or persons authorized by the Board be and are hereby authorized to finalize and execute any and all agreements and documents, necessary for creating mortgage and / or charges as aforesaid and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company."

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

"RESOLVED THAT in supersession of the earlier resolution passed (pursuant to section 293(1)(d) of the Companies Act, 1956) at the 14th Annual General Meeting of the Company held on 12th August, 2013,, the consent of the company be and is hereby accorded to the Board of Directors of the company under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow and raise such sum or sums of money or monies from time to time as may be required for the purpose of business of the Company notwithstanding that the money or monies to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of such borrowings shall not exceed Rs. 200 Crores at any point of time."

REGISTERED OFFICE:
321, SM Lodha Complex,
Near Shastri Circle
Udaipur (Rajasthan)-313001
Date: 19.08.2014

By Order of the Board of Directors
Hitesh Soni
M.No. A32401
Company Secretary

NOTES:

- (1) A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.
- (2) Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting
- (3) Members/Proxy holders are requested to bring their copy of the Annual Report.
- (4) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 16th September, 2014 to Thursday 18 September, 2014 (both days inclusive).
- (5) The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent –Sharex Dynamic (India) Pvt. Ltd. The Company will not act on any request received directly from the shareholder holding shares in electronic form.
- (6) Voting Through Electronic Means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 15th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited. (CDSL)

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "SRG Housing Finance Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of SRG Housing Finance Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- (B) The voting period begins on Saturday 13TH September, 2014 at 9:00 A.M. and ends on 14TH September, 2014 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (7). All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

FOR THE ATTENTION OF THE MEMBERS:

1. Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents Sharex Dynamic (India) Pvt. Ltd. Unit No.1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri - East, Mumbai - 400 072. Phones : 022 - 28515606, 28515644. Fax : (022) 28512885 email: sharexindia@vsnl.com Website : www.sharexindia.com

2. SENDING NOTICES AND DOCUMENTS TO SHAREHOLDERS THROUGH EMAIL:

As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company **M/s. Sharex Dynamic (India) Pvt. Ltd.** at their postal / email address given above. Please give the details in the format below for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.

FORMAT FOR REGISTERING EMAIL ID

DP/Client ID / Folio No:
Name of the sole / first holder:
Postal Address:
Email Address:

Signature

RegisteredOffice:

**321, S.M.Lodha Complex,
Near Shastri Circle ,
Udaipur-313001**

By Order of the Board of Directors

**Hitesh Soni
M.NO. A32401
Company Secretary**

Date: 19.08.2014

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 4

As per section 149(5) of the Companies Act, 2013 the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 1.4.2014 i.e. the date of commencement of the said section and Rules made there under. Since the Company had already appointed Mr. Chirag Dharmawat as an Independent Director subject to retirement by rotation in the past, in terms of Companies Act, 1956 and the Listing Agreement with the stock exchanges, and who is liable to retire by rotation in the ensuing annual general meeting, the Board of Directors in their meeting held on 19-08-2014 after consideration has recommended to reappoint the above said director as Independent Director within the meaning of section 149 and 152 [including section 149(10)] of the new Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019. The copy of resolutions passed by the Board of Directors in its meeting held on August 19, 2014 approving the appointment of said director for a term of 5 (five) consecutive years is available for inspection by the members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on all working days till the date of Annual General Meeting. The Company has received declaration from Mr. Chirag Dharmawat that he meet the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and also under clause 52 of the Listing Agreement with the stock exchange. He has further confirmed that he is not disqualified from being appointed as Director under section 164 of the said Act. The Board of Directors are of the opinion that Mr. Chirag Dharmawat is a person of integrity and possess relevant expertise and experience and is eligible and fulfils the conditions specified by the Companies Act, 2013 for the position of an independent director of the Company. The Board considers that his association as Director will be beneficial to and in the interest of the Company. The brief resume of the said Director, the nature of their expertise in specific functional areas, names of Companies in which he has held directorships, committee memberships/ chairmanships, their shareholding etc., are separately annexed hereto. A copy of respective draft letters of appointment of Mr. Chirag Dharmawat as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board of directors recommend the special resolution for your approval.

The said independent director is not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013. None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial Personnel) other than the respective Non-Executive Independent Director himself, is concerned or interested, financially or Otherwise, in these resolutions.

ITEM NO: 5, 6

As per section 149(5) of the Companies Act, 2013 the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 1.4.2014 i.e. the date of commencement of the said section and Rules made there under. Since the Company had already appointed Mr. Vikas Gupta and Mr. Ashok Kabra as Independent Directors subject to retirement by rotation in the past, in terms of Companies Act, 1956 and the Listing Agreement with the stock exchanges, the Board of Directors in their meeting held on 19.08.2014 after consideration has recommended to reappoint the above said directors as Non-Executive Independent Directors within the meaning of section 149 and 152 [including section 149(10)] of the new Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019." The copy of resolutions passed by the Board of Directors in its meeting held on 19.08.2014 approving the appointment of said directors for a term of 5 (five) consecutive years is available for inspection by the members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on all working days till the date of Annual General Meeting. The Company has received declarations from Mr. Vikas Gupta and Mr. Ashok Kabra that they meet the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and also under clause 52 of the Listing Agreement with the stock exchanges. They have further confirmed that they are not disqualified from being appointed as Director under section 164 of the said Act. The Board of Directors are of the opinion that Mr. Vikas Gupta and Mr. Ashok Kabra are persons of integrity and possess relevant expertise and experience and are eligible and fulfils the conditions specified by the Companies Act, 2013 for the position of an independent director of the Company. The Board considers that their association as Directors will be beneficial to and in the interest of the Company. The brief resume of the said Directors, the nature of their expertise in specific functional areas, names of Companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are separately annexed hereto. A copy of respective draft letters of appointment of Mr. Vikas Gupta and Mr. Ashok Kabra as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board of directors recommend the special resolutions for your approval.

The said independent directors are not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013. None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial personnel) other than the respective Non-Executive Independent Director himself is concerned or interested, financially or otherwise, in these resolutions.

ITEM NO: 7

In terms of the provisions of section 180(1) (a) of the Companies Act, 2013, the consent of the members by a special resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertakings. Since mortgaging by the company of its movable or immovable properties in favor of various Financial Institutions/ Banks/ Trustees for availing terms loans/other secured borrowings is regarded as disposal of the company's properties / undertakings, it is necessary for the members to pass the resolution under section 180 (1) (a) of the Companies Act, 2013 by way of special resolution. The shareholders of the company at the 14th Annual General Meeting of the Company held on 12th August, 2013 authorized the Board of Directors of the company to mortgage/ charge properties of the company up to a value of and within the overall borrowing limit of the Board of Directors as approved by the Shareholders from time to time under the applicable section 293(1)(a) of the Companies Act, 1956. Now it is required to get shareholders approval under the provisions of section 180 (1) (a) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the resolution for your approval by way of a special resolution.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

ITEM NO: 8

In terms of the provisions of section 180(1) (c) of the Companies Act, 2013, the consent of the members by a special resolution is necessary to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. The shareholders of the Company had at the 14th Annual General Meeting of the Company held on 12th August, 2013 by an ordinary resolution (in accordance with the provisions of Companies Act, 1956), authorised the Board of Directors of the Company to borrow sums in excess of paid up share capital and free reserves but not at any time exceeding 200 Crores (Rupees two hundred crore only). It is now required to get shareholders approval under the provisions of section 180 (1) (c) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the resolution for your approval by way of a special resolution.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

(6) Brief resume and other information in respect of Directors seeking re-appointment at the Annual General Meeting pursuant to clause 52 of the Listing Agreement:

Name of Director	Rajesh Jain	Chirag Dharmawat	Ashok Kabra	Vikas Gupta
Date of Birth	16/12/1978	18/09/1989	22/06/1971	04/12/1979
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	10/03/1999	26.04.2012	26.04.2012	26.04.2012
Qualifications	B.Com, M.BA	CA CS	Masters In Commerce	B.COM, LLB
Experience of functional Area	Around 20 Years in Business	4 Years experience in Profession	Around 20 years in Business	Around 9 years in Profession
Shareholding in the company	560721/4.95%	NIL	NIL	NIL
List of Directorship held in other Companies	1. S R G Securities Finance Limited, Director 2. Hriday Fincorp Pvt. Ltd, Director 3. SRG Insurance Brokers Pvt Ltd ,Director 4. ECO Sol Energy Pvt. Ltd ,Director 5. Dharti Infra Project Pvt. Ltd, Director	NIL	NIL	NIL
Committee Membership	2	2	2	3



SRG HOUSING FINANCE LIMITED

Regd. Office:321, SM Lodha Complex, near Shastri Circle, Udaipur (Rajasthan) 313001 CIN NO: L65922RJ1999PLC015440

-Tel: +91-294-2561882, 2412609 Fax: +91-294-5100098 Website: www.srghousing.com,

Email-id: info@srghousing.com, srghousing@gmail.com

ATTENDANCE SLIP

15th Annual General Meeting

Regd. Folio No. -----

No. of Shares held-----

*Demat A/c No -----

DP ID. No -----

I certify that I am a Member/Proxy for the Member of the Company.

I hereby record my presence at the Annual General Meeting of the Company PM at Hotel Q , 2- A New Flora Complex, Near New Pula Bridge, Fatehpura, Udaipur- Rajasthan 313 001

Member's/Proxy's Name

Signature of Member/Proxy

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.

SRG HOUSING FINANCE LIMITED

Regd. Office: 321, SM Lodha Complex, near Shastri Circle, Udaipur (Rajasthan) 313001 CIN NO: L65922RJ1999PLC015440 Tel: +91-294-2561882, 2412609
Fax: +91-294-5100098 Website: www.srghousing.com Email-id: info@srghousing.com, srghousing@gmail.com

PROXY FORM 15th Annual General Meeting

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

CIN: L65922RJ1999PLC015440

Name of the company: SRG Housing Finance Limited

Registered office: 321, SM Lodha Complex, near Shastri Circle, Udaipur (Rajasthan) 313001

Name of the Member(s):

Registered address:

E-mail id:

Folio no./ Client id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: _

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the 18th day of September, 2014 at Hotel Q , 2- A New Flora Complex, Near New Pula Bridge, Fatehpura, Udaipur- Rajasthan 313 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions
Ordinary Business	
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended on March 31st , 2014
2.	Appointment of Director in place of Mr. Rajesh Jain (DIN: 00212393) who retires by rotation and being eligible offers himself for reappointment.
3.	Re-appointment of Auditors
Special Business	
4.	Appointment of Mr. Chirag Dharmawat (DIN: 05281217) as Independent Director .
5.	Appointment of Mr. Ashok Kabra (DIN: 00240618), as Independent Director
6.	Appointment of Mr. Vikas Gupta (DIN: 05280808),as Independent Director
7.	Authorisation to Board of Director to create mortgage/charges/ hypothecation in favor of lenders up within the overall borrowing limit as approved by shareholders from time to time.
8.	Authorisation to Board of Director for borrowing to an amount not exceeding Rs. 200 Crores

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

AFFIX
REVENUE
STAMP

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed , not less than 48 hours before the time for holding the meeting.