

Ref: SCRIP ID- SRGHFL, SCRIP CODE-534680, ISIN NO - INE559N01010

Date: 11.02.2017

To,
Department of Corporate Affairs
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Dear Sir,

Subject: Notice of Postal Ballot

With reference to above mentioned subject, please find herewith attached Notice of Postal Ballot pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015.

Please find the same and do the needful.

Enclosed: Notice of Postal Ballot

Thanking You,

With Regards,

For SRG Housing Finance Limited



Sunaina Nagar
Company Secretary
A40754

SRG HOUSING FINANCE LTD
Always with you



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

POSTAL BALLOT NOTICE

Notice pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014 relating to passing of the Resolution through postal ballot read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments thereof (“ Listing Regulations”)

To,
The Members,

Notice is hereby given, pursuant to section 110 of Companies Act, 2013 (“Companies Act”) and all other applicable provisions , if any, read with Rule 22 of Companies (Management and Administration) Rules, 2014 and other applicable rules framed under the Companies Act (including any statutory modifications or re-enactment thereof for the time being in force) to the members of SRG Housing Finance Limited (“Company”) to consider and if found fit, to pass the following resolutions as special resolutions through a postal ballot (“Postal Ballot”) or through the electronic voting facility (e-voting) offered by the company in this regard.

The Resolutions and Explanatory Statement setting out the material facts pertaining to the said resolutions (pursuant to section 102 of the Companies Act and the rules made thereunder) and a postal ballot form (“Postal Ballot Form”) along with details regarding electronic voting are enclosed with this notice for your consideration.

Also enclosed is a self addressed, postage prepaid envelope for your use. As per the provisions of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Ketan Jain Chartered Accountant, Udaipur as the Scrutinizer (“Scrutinizer”) for conducting Postal Ballot process (including remote e-voting) in a fair and transparent manner.

The members holding equity shares of the Company may vote either by way of postal ballot or by way of remote e-voting. Members are requested to carefully read the instructions forming part of this Notice and return the Postal Ballot Form (no other form is permitted) duly completed in self addressed, business reply envelope so as to reach the Scrutinizer not later than the close of working hours at 5:00 P.M. on Monday, March 13, 2017. Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received.

Members may note that as required under Regulation 44 of Listing Regulations and Section 108 of the Companies Act read with all applicable rules under the Companies Act, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members entitled to attend and vote at a general meeting of the Company are entitled to fill the postal ballot form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Kindly note that while exercising the vote, members holding equity shares of the company can opt for only one of the two modes of voting i.e. either Postal Ballot form or E- Voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case a member votes through e-voting facility as well as send his/her vote through physical form, the vote cast through e-voting shall only be considered and the voting through physical form shall not be considered by the Scrutinizer.

Scrutinizer will submit its report on postal ballot to Managing Director or Company Secretary of the company after its scrutiny on Tuesday, March 14, 2017 and the results of postal ballot will be declared by Managing Director or person authorized by board on the same day i.e. Tuesday, March 14, 2017. The results will be posted on stock exchange where the company is listed on the same day and will also be posted on website of the company. The date of declaration of results of Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved, by the requisite majority of shareholders of the Company.

The Board of directors had in their meeting held on Wednesday, February 08, 2017 approved the following resolutions for approval of shareholders as special resolution through postal ballot:

ITEM: 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if though fit to pass with or without modifications the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 , 61 , 64 and other applicable provisions , if any, of the Companies Act, 2013 (“Companies Act”) read with relevant rules made thereunder (including any statutory modifications thereto or re-enactment thereof for the time being in force) consent of the members be and is hereby granted to increase the Authorised Share Capital of the Company from Rs. 12,00,00,000/-(Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/-(Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing shares of the Company.”

RESOLVED FURTHER THAT Clause V i.e. Capital Clause of Memorandum of Association of the company be and is hereby amended to substitute the following in place of existing clause:

“The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten).”

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do all such acts, deeds and things as are necessary to give effect to this resolution.”

ITEM: 2. ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if though fit to pass with or without modifications the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions , if any, of the Companies Act, 2013 (“Companies Act”) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder (including any statutory modifications thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the stock exchange where the shares of the company are listed , and in accordance with guidelines , rules and regulations of the SEBI , including the SEBI (ICDR) Regulations, 2009 , SEBI (LODR) Regulations, 2015 and subject to approvals, consents, permissions, and /or sanctions, as may be required from SEBI, Stock Exchange, NHB and any other relevant statutory and regulatory authorities and subject to such terms, conditions and changes ,if any, as may be prescribed by any one or more or all of them in granting such approvals or sanctions and which may be agreed by the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board to create, offer, issue and allot upto 1687300 Equity Shares (Sixteen Lacs Eighty Seven Thousand Three Hundred) of face value of Rs.10/-(Rupees Ten Only) each fully paid up at an issue price of Rs. 90/- per share (including premium of Rs. 80/- per share) as determined on the basis of relevant date in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations to the person/s belonging to Non Promoter category (“Proposed Allottee”).

RESOLVED THAT the relevant date, as per the SEBI ICDR Regulations, as amended till date, for the determination of minimum issue price of the Equity Shares is Friday February 10, 2017 i.e. 30 days prior to the date of declaration of results of postal ballot process.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

1. The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration of allotment of Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottee;
3. The equity shares to be allotted to the proposed Allottee shall be under lock in for such period as may be prescribed under chapter VII of the SEBI ICDR Regulations;
4. The equity shares so allotted to the proposed allottee under this resolution shall not be sold , transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
5. Allotment shall only be made in the Dematerialized Form.

RESOLVED THAT the equity shares proposed to be allotted shall rank pari- passu in all respect including as to dividend with the existing equity shares of the Company of face value of Rs. 10/- Each.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to take all such actions and do all such deeds , matters and things as it may , in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchange as appropriate , to decide and approve the other terms and conditions of the issue of the aforesaid equity shares , to vary , modify or alter any of the terms

and conditions , and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization, of issue proceeds, and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Director/Officer of the Company (as it may consider appropriate) to give effect to the aforesaid resolution.”

ITEM: 3- TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with MCA.”

ITEM: 4-TO TAKE NOTE OF NAME CHANGE OF STATUTORY AUDITOR FIRM FROM M/S VALAWAT JHA PAMECHA & CO. TO M/S VALAWAT & ASSOCIATES DUE TO ITS MERGER INTO M/S VALAWAT & ASSOCIATES

RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby granted to approve and take note of the change of name of statutory auditor firm of the company from M/s Valawat Jha Pamecha & Co. (FRN: 008265C) to M/s Valawat & Associates (FRN:003623C) pursuant to its merger with M/s Valawat & Associates on the same terms and conditions including remuneration and tenure on which M/s Valawat Jha Pamecha & Co. was appointed/ ratified by the shareholders and board of directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do all such acts, deeds and things as are necessary to give effect to this resolution.”

By the Order of Board of Directors
For SRG Housing Finance Limited
Sd/-
Vinod K. Jain
Managing Director
DIN: 00248843

Place: Udaipur
Date: 11.02.2017

Notes:

1. Explanatory Statement as per section 102 of Companies Act, 2013 is annexed herewith giving full particulars of special resolution.
2. The Notice of Postal Ballot has been sent to all the members of the Company whose name appears on the Register of Members/List of Beneficial Owners from NSDL and CDSL as at the closure of business hours on Friday February 10, 2017 (Ben pose Date). The Notice of Postal Ballot is being sent to members in electronic form to the email id registered with their Depository Participant. For members whose email ids are not registered , physical copies of the Notice of Postal Ballot are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope.
3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. A member cannot exercise his vote by proxy on postal ballot.
4. The postal Ballot Notice has been placed on the website www.srghousing.com and will remain on such website until the last date of receipt of the postal ballot from members.
5. Voting period will commence from 9:00 am on February 12, 2017 and end on 5:00 pm on March 13, 2017. (inclusive of both days)
6. A Resolution which is assented to by the requisite majority of the members by means of postal ballot shall be deemed to have been duly passed at a general meeting of the members convened in this behalf.

7. The date of completion of dispatch of notice will be announced through advertisements in newspapers.
8. The Voting rights of members shall be in proportion to their share in the paid up equity share capital of the company as on Friday February 10, 2017.
9. The postage will be borne and paid by the company however envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted.
10. The date of declaration of result of the postal ballot shall be deemed to be the date of the general meeting and the date of passing of proposed resolutions.
11. The shareholders are requested to exercise their voting by using the attached postal ballot form only. No other form is permitted. Also attached is a self addressed, business reply envelope.
12. Board has appointed Mr. Ketan Jain, Chartered Accountant, Udaipur as the scrutinizer for handling Postal Ballot process in fair and transparent manner.
13. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the members through electronic means. Members who have registered their e-mail id with the depositories or with the company are being sent his Notice of Postal Ballot by e-mail and the members who have not registered their e-mail id will receive Notice of Postal Ballot along with physical form through post or courier. Members who have received Notice of postal ballot by e-mail and who wish to vote through physical form may indicate their option to receive the physical form from the Company by sending an email at info@srghousing.com or download the form from company's website i.e. www.srghousing.com.

14. Voting Through Electronic Means

The process and manner in which e-Voting is to be carried out is given below:

1. Open the attached PDF file 'Remote e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder - Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

5. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file 'Remote e-voting.pdf' as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of SRG HOUSING FINANCE LIMITED which is 105973. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

12. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jain,ketan20@gmail.com, with a copy marked to evoting@nsdl.co.in.

The e-voting period commences on Sunday February 12, 2017 at 09:00 AM and ends on Monday March 13, 2017 at 05:00 pm. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.srghousing.com

Registered Office:
321, SM Lodha Complex,
Near Shastri Circle,
Udaipur (Raj.)-313001

By the order of Board
For SRG Housing Finance Limited

Sd/-
Vinod K. Jain
Managing Director
DIN: 00248843

Date: 11.02.2017
Place: Udaipur

Explanatory Statement pursuant to section 102 of Companies Act, 2013

ITEM NO. 1

The present Authorised Share Capital of the Company is Rs.12,00,00,000 (Rupees Twelve Crore Only) divided into 1,20,00,000(One Crore Twenty Lakhs) equity shares of Rs.10/- (Rupees Ten) each. It is proposed to increase the Authorised Share Capital to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000(One Crore Fifty Lacs) equity shares of Rs.10/- (Rupees Ten) each. The increase in the Authorised Share Capital will enable the Company to issue further shares by way of Preferential Issue, Right issue, Bonus Issue or in any other way, as may be determined by board, subject to approval of shareholders in general meeting.

The Company is also required to alter its Memorandum of Association by altering the existing clause V to enable to accommodate the increase in Authorized Share Capital of the Company.

Accordingly, your Directors recommend passing of this resolution as Special Resolution as set out in item no. 1 of the notice of Postal Ballot.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred resolution except to the extent of their shareholding.

ITEM NO. 2

Purpose of Allotment:

With a view to augment funds to meet the short term and long term requirements of the existing business operations and to meet out the projected growth in business, the board of directors of the company in their meeting held on Wednesday February 08, 2017 has considered and approved the proposal of raising funds on a private placement basis to the persons belonging to Non- promoter category subject to receipt of necessary approvals from the shareholders and stock exchange where the shares of the company are listed.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI ICDR Regulations, 2009 and other applicable laws in relation to the proposed special resolution as set out at item no 2 are given hereunder:

A. Object of the Preferential issue of Equity Shares: To meet the short term and long term requirements of the existing business operations and to meet out the projected growth in business.

B. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the proposed preferential issue:

None of the promoters, Directors or Key Managerial Personnel intends to subscribe to any shares pursuant to proposed preferential issue of Equity Shares.

C. Shareholding Pattern of the Company before and after the Preferential Issue of Equity Shares.

The shareholding Pattern of the Company giving the position as on 31st December, 2016 and after considering the proposed preferential issue of Equity Shares is provided hereunder:

Category of Shareholder	Pre Issue Shareholding Structure		No. of Equity Shares to be Allotted	Post Issue Shareholding Structure	
	No. of shares held	% of shares		No. of shares held	% of shares
Shareholding of Promoter and Promoter Group					
Indian					
Individual/ HUF	5178239	45.77	-	5178239	39.84
Central/State Gov	-	-	-	-	-
Fins / Banks	-	-	-	-	-
Any Other specify- Bodies Corporates	1560359	13.79	-	1560359	12.00
Sub Total (A)(1)	6738598	59.57	-	6738598	51.84
Foreign					
Indv./NRI For Ind.	-	-	-	-	-
Government	-	-	-	-	-
Institutions	-	-	-	-	-
Foreign Portfolio Investor	-	-	-	-	-
Any Other Specify	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-

Total Shareholding of Promoter and Promoter Group Total (A)= (A)(1)+(A)(2)	6738598	59.57		6738598	51.84
Public shareholding					
Institutions					
Mutual Funds	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-
Alternate Investment Funds	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-
Insurance Companies	-	-	-	-	-
Provident Funds/ Pension Funds	-	-	-	-	-
Any Other (specify)	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-
Central Government/ State Government(s)/ President of India	-	-	-	-	-
Sub-Total-(B)(2)	-	-	-	-	-
Non-institutions					
Individuals					
i) Individual share capital upto Rs. 2 Lacs	838703	7.41	36300	875003	6.73
ii) Individual share capital in excess of Rs. 2 Lacs	3163224	27.96	1526000	4689224	36.07
NBFCs registered with RBI	-	-	-	-	-
Employee Trusts	-	-	-	-	-
Overseas Depositories holding DRs) (balancing figure)	-	-	-	-	-
Any Other -Bodies Corporates	572175	5.06	125000	697175	5.36
Sub-Total (B)(3)	4574102	40.43	1687300	6261402	48.16
Total (B)= (B)(1)+(B)(2)+(B)(3)	4574102	40.43	1687300	6261402	48.16
TOTAL (A)+(B)	11312700	100.00	1687300	13000000	100.00
Non Promoter Non Public	-	-	-	-	-
Shares underlying DRs	-	-	-	-	-
Shares held by Employee Trusts	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	11312700	100.00	1687300	13000000	100.00

The post shareholding structure may change depending upon any other corporate action in between.

D. Proposed Time within which the Preferential Issue shall be completed:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, 2009, preferential allotment to proposed allottee pursuant to the special resolution will be completed within a period of 15(fifteen) days from the date of passing of resolution as set out at item no 2.

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

E. Identity of the Proposed Allottee (s) and the percentage of post referential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Pre Issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding Structure	
		No.	%		No.	%
Ramesh S Damani HUF	Non Promoter	-	-	111000	111000	0.85
ISJ Securities Pvt. Ltd.	Non- Promoter	-	-	125000	125000	0.96
Anup Manilal Shah	Non- Promoter	-	-	50000	50000	0.38
Dixit Babulal Doshi	Non- Promoter	-	-	20000	20000	0.15
Harshavardahan Baheti	Non- Promoter	-	-	25000	25000	0.19
Vishal Narendra Mehta	Non- Promoter	-	-	125000	125000	0.96
Bonsy Vishal Mehta	Non- Promoter	-	-	125000	125000	0.96
Nikunj Narendra Mehta	Non- Promoter	-	-	125000	125000	0.96
Meenaxi Narendra Mehta	Non- Promoter	-	-	375000	375000	2.88
Narendra Anopchand Mehta	Non- Promoter	-	-	125000	125000	0.96
Pradeep Singh Jauhar	Non- Promoter	-	-	60000	60000	0.46
Jagruti Rajiv Dutia	Non- Promoter	-	-	100000	100000	0.77
Namrata Prakash Lodha	Non- Promoter	-	-	125000	125000	0.96
Bharat S. Sanghavi	Non- Promoter	-	-	16300	16300	0.13
Sharad Rasiklal Shah	Non- Promoter	-	-	30000	30000	0.23
Navin Premji Dedhia HUF	Non- Promoter	-	-	25000	25000	0.19
Raju Sureshchandra Modi	Non- Promoter	-	-	25000	25000	0.19
Heena Umesh Mehta	Non- Promoter	-	-	25000	25000	0.19
Vijay Khetshi Mehta	Non- Promoter	-	-	25000	25000	0.19
Heena Nitinkumar Desai	Non- Promoter	-	-	25000	25000	0.19
Asha Manoj Desai	Non- Promoter	-	-	25000	25000	0.19

The post shareholding structure may change depending upon any other corporate action in between.

The Identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees is as follows:

Name of the Proposed Allottee	Details of Ultimate Beneficial Owner
Ramesh S Damani HUF	Ramesh S Damani
ISJ Securities Pvt. Ltd.	Hardik Indramal Jain
Navin Premji Dedhia HUF	Navin Premji Dedhia

F. Consequential changes in the voting rights and change in management:

As a result of proposed preferential issue of equity shares, there will be no change in the control or management of the company. However, voting rights will change in accordance with the shareholding pattern.

G. Lock In Period:

The Equity Shares to be allotted on a preferential basis to persons other than promoter and promoter group, shall be subject to "Lock-in" for a period of one year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottee shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

H. Issue Price and Relevant Date:

The Relevant Date on the basis of which the price of the issue of Equity shares has been calculated is 10.02.2017 i.e. 30 days prior to the date of declaration through Postal Ballot Process.

It is proposed to issue Equity Shares at an issue price of Rs. 90/- per share (including premium of Rs. 80/- per share) as determined based on the Relevant Date in compliance with the provisions of chapter VII of SEBI ICDR Regulations.

I. Re- computation of Issue Price:

The Board of Directors of the Company undertakes that:

Company shall recompute the price, if necessary, in terms of the provisions of the SEBI ICDR Regulations.

J. Auditor's Certificate:

The certificate from M/s Valawat & Associates, Chartered Accountants, being the statutory auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations, shall be available for inspection at the registered office of the Company up to the date of declaration of results.

K. Disclosure with regard to the names of issuer , its promoters or any of its Directors not appearing in the list of willful defaulters as issued by RBI.

Neither the Company's name nor any of its promoter's or Director's name is appearing in the list of willful defaulters categorized by any bank or financial institution or consortium thereof.

L. Company had not made any allotment on preferential basis during the year.**Nature of concern of interest of promoter / Directors / Key managerial personnel:**

Section 62 of the Companies Act provides inter-alia , that when it is proposed to increase the issued capital of a Company by allotment of further shares , etc. such further shares shall be offered to the existing shareholders of the Company in the manner laid down in section unless the shareholders in general meeting decide otherwise by passing resolution. Therefore, consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 42 and 62 and all the other applicable provisions of the Companies Act read with SEBI ICDR Regulations.

The members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed private placement and/or preferential as set out in the resolution at item no. 2.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred resolution except to the extent of their shareholding.

Item No: 3

Adoption of new set of Memorandum of Association of the Company containing clauses in conformity with the Companies Act, 2013. The existing Memorandum of Association (MOA) of the Company is based on the provisions of the Companies Act, 1956 and post notification of the provisions of Companies Act, 2013 various clauses of existing MOA are no longer in conformity with the Companies Act, 2013. It is proposed to amend the existing Memorandum of Association of the Company to align it with the provisions of Companies Act, 2013, including the Rules framed thereunder. As several clauses of the existing Memorandum of Association of the Company require alterations or deletions, it is felt expedient to replace the existing MOA with new set of MOA. The salient features of new MOA are, inter-alia, detailed below for the ease of reference of the Members: (a) The clauses of the MOA have been aligned with the provisions of the Companies Act 2013; (b) Certain points in the object clause have been deleted to be in line with the directions of National Housing Bank and Companies Act. The proposed draft of Memorandum of Association is available for inspection by the Members of the Company at the Registered Office of the Company on all working days except Saturdays, between 11:00 a.m. and 1.00 p.m. and is being uploaded on the Company's website i.e. www.srghousing.com for perusal by the Members of the Company.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out at Item No. 3 of the accompanying Notice of Postal Ballot of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred resolution except to the extent of their shareholding.

Item No: 4

The existing statutory auditor's firm M/s Valawat Jha Pamecha & Co. has been merged with the firm M/s Valawat & Associates (FRN:003623C) with effect from 01.01.2017. Board of Directors of the company in their meeting held on February 08, 2017 taken note of the same and recommended for approval of the shareholders of the company on the same terms and conditions including remuneration and tenure on which M/s Valawat Jha Pamecha & Co. was appointed/ ratified by the shareholders and board of directors of the Company.

Registered Office:
321, SM Lodha Complex,
Near Shastri Circle,
Udaipur (Raj.)-313001

By the order of Board
For SRG Housing Finance Limited

Sd/-
Vinod K. Jain
Managing Director
DIN: 00248843

Date: 11.02.2017
Place: Udaipur



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

Postal Ballot Form (To be returned to Scrutinizer appointed by the Company)

1. Name & Registered Address :
of the Sole/first named Shareholder
2. Name of Joint Holders If any :
3. DP Id No./Client Id No. :
4. Number of shares held :
5. I/We hereby exercise my/our vote(s) in respect of the under noted special resolutions to be passed through postal ballot/e-voting for the business stated in the Postal Ballot Notice of the Company dated 11.02.2017 by sending my/our assent or dissent to the said special resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY			
2.	ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS			
3.	TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION			
4.	TO TAKE NOTE OF NAME CHANGE OF STATUTORY AUDITOR FIRM FROM M/S VALAWAT JHA PAMECHA & CO. TO M/S VALAWAT & ASSOCIATES DUE TO ITS MERGER INTO M/S VALAWAT & ASSOCIATES			

Place :

Date :

(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
<u>105973</u>		

Note : Kindly read the instructions printed overleaf before filing the form

Last date for receipt of Postal Ballot Forms by Scrutinizer is Monday, March 13, 2017.

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer Mr. Ketan Jain C/o Ketan & Co. 183, 12 Ashok Nagar, Udaipur-313001 in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self addressed business reply envelope bears the address of the Scrutinizer.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Company not later than Monday, March 13, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s). The photocopy of the Postal Ballot Form will not be considered valid.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Monday, March 13, 2017.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company www.srghousing.com for the information of the Shareholders.
13. Voting in the postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of authorization.
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER COMPANIES ACT, 1956)
MEMORANDUM OF ASSOCIATION
OF
SRG Housing Finance Limited

- I. The name of the company is SRG Housing Finance Limited.
- II. The Registered office of the company will be situated in the state of Rajasthan.
- III. (A) The Objects to be pursued by the Company on its incorporation are:
 1. To provide long term finance to any person or persons or co-operative society or Firm or association of persons or body of individuals or company or corporation either at interest or without and/ or with or without any security for construction, purchase, enlarge, repair or renovation of any houses, flats, raw houses, bungalows, rooms, huts used for residential purpose either in total or part thereof or to purchase any free hold, leasehold lands or abadi Land, estate or interest in any property to be used for residential purposes or provide mortgage or other loan on the tourism Units, residential Institutional, Industrial or commercial property including reverse mortgage AND also provide short or long term finance to any person or persons or co-operative society or Firm or association of persons or body of individuals or company or corporation engaged in the business of colonizers or for construction of houses or flats for residential purpose to be sold by them in cash or by way of hire purchase or on deferred payment or other similar basis or provide finance / loan in any form upon such terms and conditions as the Company may think fit and proper.
 2. To build, take on lease, purchase or acquire in any manner whatsoever any land, apartment, houses, flats, bungalows, rooms & other accommodation for residential or commercial use and to let or dispose of the same on any system of installment payment basis, rent, purchase basis or by outright sale whether by private treaty or in any other mode of disposition all or any integral part thereof as the Company may think fit and proper.

3. To negotiate loans of every description and to finance or assist in financing on long term basis the sale or purchase of houses, buildings, flats, either furnished or otherwise by way of hire purchase or deferred payment or similar transactions and-to institute, enter into, carry on, subsidize, finance or assist in subsidizing or financing the sale and maintenance of any such houses, buildings flats, furnished or otherwise, upon any terms whatsoever.
4. To borrow or raise money or to receive money or deposit or loan of interest or otherwise in such manner as the company may deem fit and in particular by the issue of loan stocks, debentures or debenture-stock, perpetual or otherwise and convertible into shares of this or any other company and to secure the repayment of any such money so borrowed, raised or received or owing by mortgage, pledge, charge, or lien upon all or any part of the property, assets or revenue of the company present or future, including its uncalled capital and to purchase, redeem or pay off such securities but not to do banking business as defined by the banking regulation act, 1949. The acceptance of deposit shall be subject to provisions of Companies Act, 2013 and the rules framed thereunder and also subject to provisions of chapter V of the National Housing Bank Act, 1987 and the directions issued thereunder.
5. To receive grants, loans, advances or other monies on deposit or otherwise from a State or Central Government, Banks, Financial Institutions, Companies, Trusts or individuals with or without allow of interest thereon.

(B) **Matters which are necessary for furtherance of the Objects specified in clause 3 (A) are:**

1. To buy, sell, manufacture, repair, alter and exchange, let on hire, export, import and deal in all kinds of articles and things which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of said business covered in the main object.
2. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit.
3. To invest in, subscribe for, purchase or otherwise acquire and sell, dispose of, exchange, hold and deal in shares, stocks, bonds, debentures, debentures stocks, Public securities or other securities issued by any company, authority, central, state, Municipal, Local or otherwise and to invest in immovable and other properties.
4. To advance, deposit or lend money, securities and property (not amounting to be business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others having dealing with the company and on such terms as may seem expedient and to discount buy sell and deal in bills, notes warrants, coupons and other negotiable or transferable securities or documents and to guarantee performance of any contract by any such person.

5. To guarantee the payment of money secured by or payable under or in respect of bonds, debenture, debenture-stock, contracts, mortgages, charges, obligations and other securities of any company or any authority, Central, State, Municipal, Local or otherwise or of any person whatsoever, incorporated or not incorporated and to transact all kinds of guarantee business and to further transact all kinds of trust and agency.
6. To purchase or otherwise acquire and sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of and deal in real and personal property and rights of all kinds and in particular, mines, quarries, land, building, hereditaments, business concerns and undertakings debenture-stocks mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts, and claims, privileges and chose in-action of all kinds, including any interest in real or personal property and any claims, against such property or against any persons or company and to carry on any business, concern or undertaking so acquired in connection with the business of the company.
7. Subject to the provisions of Companies Act, 2013 and rules framed thereunder and directions issued by Reserve Bank of India from time to time as may be applicable to receive money, securities, valuable of all kinds on depositor safe custody (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as Company shall think fit and in particular by issue of debenture or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be.
8. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, and bills of lading, warrants, debentures and other negotiable and transferable instruments.
9. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concert and promote measure for the protection of the trade, industry and person engaged therein.
10. To subscribe to, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information may be likely to further the objects of the Company.
11. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any buildings, offices, factories, mills, shops, machinery, engines, water-works, gasworks, bridges, wharves, reservoirs, roads, tramways, railways, branches or sidings, electric power, heat and light supply work, telephone works, hotels, clubs, restaurants, baths, places of worship, place of, amusements, pleasure grounds, park; garden, reading room, stores, shop, dairies and other works and conveniences which the company may think directly or indirectly conducive to its objects and connected with the main line of business which the company will carry on or advance the interest of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working control and management thereof and to join with any other person or company doing any of these things.

12. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
13. To vest any real-or personal property rights or interest acquired by or belonging to company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
14. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or-privileges which the company may think necessary or convenient for the purpose of its business.
15. To apply for purchase or -otherwise acquire, protect and renew in any part of the world, patents, licenses, concession, patent rights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use develop or grant license in respect there of otherwise turn to account the right of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
16. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on any business which the company is authorised to carry on or having property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted" so as directly or indirectly to benefit the Company.
17. To enter into any arrangements with any Government-or any Authority, supreme, municipal, local or otherwise that may-seem beneficial to any of the Company's object and to apply for, promote and obtain any Act of Parliament, privilege, concession, license or authorisation of the Government or any other authority local or otherwise for enabling the company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, license or authorisation.
18. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by-cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
19. To enter into partnership or into any arrangements for joint ventures in business or for sharing profits, union of interest, reciprocal concession or co-operate with any person, firm or company, other than with partnership firms (including Limited Liability Partnership) and association of persons, or to amalgamate with any person, firm or company carrying on or proposing to carry on any business, other than with partnership firms (including Limited Liability Partnership) and association of persons.
20. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights liabilities and properties of the company or for any other purpose which may seem directly calculated to benefit the Company and to place or guarantee, the

placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.

21. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
22. To establish and equip laboratories and carry on analytical experimental and other work or undertaking and search in relation to the objects of the Company.
23. To pay any premium or salaries and to pay for any property, rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or for the business, of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debentures-stocks or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully-paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
24. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expense that may be incurred by them in or in connection with the formation or promotion of the Company.
25. To adopt such means of making known the product, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subjects to the provisions of law.
26. To procure the company to be registered or recognised in any part of the world outside the Union of India.
27. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pension, allowance, emoluments, bonus, profit, sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connections of any such person and to provide for the welfare of all or any of the aforesaid person from time to time by subscribing, subsidizing or contributing to any institutions, associations, funds, clubs, trusts profits sharing or other schemes and by building or

- contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
28. To aid peculiarly or otherwise any association, body or movement having for its objects any solution, settlement or surmounting of industrial labour problems or the promotion of industry or trade.
 29. To subscribe in or donate to or guarantee money for national philanthropic, benevolent, public, general or useful object, fund or organisation, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the object of the Company or the interest of its members subject to the provisions of the Companies Act, 2013.
 30. To make arrangements with persons engaged in any trade, business or profession for the concession to o the company's members, ticket-holders and their friends, of any, special rights, privileges and advantages and in particular in regard to the supply of goods.
 31. On winding up of. the company, to distribute all or any of the property of the company amongst the members in specie or in kind or proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject to further Section 205 of the Companies Act. 1956 or applicable provisions of Companies Act, 2013.
 32. To do all any of the above things in any part of the world as principals, agents, contractors, trustees, attorney, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects of India elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
 33. To carry on the business of transport and any other business whether being conveniently be carried on in connection with the objects in this Memorandum contained or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering, valuable, or turning to account any property real or personal belonging to the Company or in which the company may be interested.
 34. To purchase, acquire and hold with absolute or limited rights or on lease or otherwise and to erect, construct, and maintain hind, building, houses, factories, mills, godowns, sheds and to sell, buy, exchange, barter, let or otherwise deal in land, building and other properties, to provide service, related to property as property dealer.
 35. To carry on the business of industrial, financial and investment advisors and to invest in, subscribe, purchase or otherwise deal in shares, stocks, bonds, debentures, debenture stocks, public securities issued by any company authority. Central, State, Municipal or Local.
 36. To carry on the business of transport by any means through road, sea, air and to act as transport-agents travel agents, cargoes, shipping agents, couriers and booking agents.

37. To carry on the business of finance brokers, under writers subject to regulations of the Stock Exchange and Provisions of the concerned Acts in force.
38. To carry on the business of operators of training and teaching schools, colleges, workshops, institutes and classes for various trades, professions, crafts, arts and university or institute courses.
39. To carry on the business as importers, exporters, manufacturers of and dealers in all kinds of household appliances including refrigerators, stoves, dryers, heaters, pressure cookers, ovens, cooking, ranges, hot plates, other cooking utensils, of all types, containers, buckets, toasters, mixers, washing machines and other electric appliances including radios, televisions, transformers, and electric motors of every kind.
40. To produce, quarry, mine, excavate, cut, hew, crave, draw, crush, saw, dress, finish, polish, set, glaze, grind, process, wash, screen, wax, manufacture, craft, import, export, purchase, sell or otherwise, deal in and to act as brokers, agents, stockists, distributors and suppliers of all kinds of marbles, marble chips, tiles, granites, laterites, lime stone, soap stones, fluorspar, corundum, quartz, artificial stones, slate stones, sand stones, building stones, silica stone and all other-kinds of stones.
41. To manage and deal in land, building other properties, to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, messages, light, waiting-rooms, reading rooms, meeting rooms, lavatories or laundry, conveniences, electric conveniences, stables and other advantages.
42. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in cement and cement products and deal in other building materials.
43. To carry on the business of hotel, restaurant, cafe, tavern, night clubs, casinos, discotheques, swimming pool, beer-house, refreshment room and, lodging house keepers, health clubs, baths and dressing rooms license victuallers, wine, beer and sprit merchants.
44. To purchase, take on lease, hire, erect or otherwise acquire establish and equip, manage, administer, own act as collaborators technicians, financiers of any other hotels, motels, holiday camps, restaurants, canteens, clubs, cafes, in India or in any other part of the world.
45. To construct, acquire, equip, manage club house with all appropriate accommodation and facilities like gambling rooms, sports complex, reading room, refreshment room, meeting room, recreation and entertainment rooms', amusement centre and parks.
46. To carry on the business as consultants, advisors, surveyors, and providing of various other services in the field of science, technology, administration, employment, personal, labour, taxation, investigation, marketing, civil constructions, project planning, project implementation, erection, designing, and decoration.
47. To undertake all the activities of export/import house and foreign exchange dealer as may be permitted by law.
48. To carry on all kinds of commission agency, auctioneers, business and to act as selling agents, buying agents, clearing, carriage and forwarding agents, distributors, traders, dealers or stockists for goods,

- products, and merchandise of all kinds and to make any collaboration, franchise arrangement with any government, state, company, corporation, authority or person for the aforesaid objects in India or elsewhere in the world and to run departmental stores and chain stores.
49. To carry on the business of leasing, hire purchase and finance in all its branches in respect of automobiles, property, and house hold appliances, industrial equipment, machineries and films.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. The Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs Only) Equity Shares of Rs.10/- (Rupees Ten) each.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

Sl.No.	Signature, Name, Description, Addresses and Occupation of the Subscribers	No. of Equity Shares taken by each subscriber	Signature, name, address, Description and Occupation of Witness
1.	Sd/- (Genda Lai Jain) S/o Shri Jhamak Lai Jain 18, Sarvritu Vilas Udaipur-313001 Business	10 (Ten)	<p>I witness the signatures of all the subscribers</p> <p>Sd/- (N,K. VALAWAT) S/o Shri M.L. Valawat 432-433, S.M. Lodha Complex, Near Shastri Circle, Udaipur - 313001 Chartered Accountant</p>
2.	Sd/- (Pushpa Jain) W/o Shri Genda Lal Jain 18, Sarvritu Vilas Udaipur-313001 Business	10 (Ten)	
3.	Sd/- (Vinod Jain) S/o Shri Genda Lal Jain 18, Sarvritu Vilas Udaipur-313001 Business	10 (Ten)	
4.	Sd/- (Seema Jain) W/o Shri Vinod Jain 18, Sarvritu Vilas Udaipur-313001 Business	10 (Ten)	
5.	Sd/- (Rajesh Jain) S/o Shri Genda Lal Jain 18, Sarvritu Vilas Udaipur-313001 Business	10 (Ten)	

Total No. of Equity - Shares subscribed: 50 (Fifty)

Dated the 6th day of March, 1999

Place: Jaipur