



# 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: +91-294-5104446  
Website: www.srghousing.com, Email-id: info@srghousing.com, srghousing@gmail.com

## NOTICE

### 18<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **EIGHTEENTH ANNUAL GENERAL MEETING** of the Members of SRG HOUSING FINANCE LIMITED will be held on Saturday, 30<sup>th</sup> Day of September, 2017 at 02:35 P.M. at Udaipur Chamber of Commerce & Industry, Chamber Bhawan, Chamber Marg, M.I.A., Udaipur – 313001, India to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Seema Jain (DIN :00248706), who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To consider and approve appointment of Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s) the following resolution as ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 ,141, 142, 143(8) and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Audit & Auditors) Rules 2014, (Including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and other applicable provisions if any, M/s PKJ & Co. (FRN. 124115W), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company in place of M/s Valawat & Associates, Chartered Accountants (Firm Registration No. 003623C) (Change in name from M/s Valawat Jha Pamecha & Co to M/s Valawat & Associates with effect from 01.01.2017) the retiring Auditors , on completion of their term under Section 139(2) of the

Companies Act, 2013 and to hold office for the term of five years, from the conclusion of 18th Annual General Meeting till the conclusion of 23rd Annual General Meeting of the Company to be held in 2022 (subject to the ratification of the appointment by Members at every subsequent Annual General Meeting or as may be prescribed), at such remuneration to be decided by Board in consultation with the said Auditors and based on the recommendation of the Audit Committee.”

#### SPECIAL BUSINESS:

4. **Revision in Remuneration of Mr. Vinod K. Jain, Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of section 196, 197, 203 and Schedule V of Companies Act, 2013 and other applicable provisions, if any, of Companies Act, 2013 read with underlying rules viz. Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force, members do and hereby approve the revised remuneration of Mr. Vinod K. Jain, Managing Director of the Company which was approved by Board of Directors in their meeting held on 08<sup>th</sup> April, 2017 with effect from 07<sup>th</sup> May, 2017.

**RESOLVED FURTHER THAT** except remuneration, the other terms and conditions of appointment of Mr. Vinod K. Jain as Managing Director of the Company shall remain same as were approved by shareholders in their 16<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board') be and is hereby authorised to vary and/ or modify the terms and conditions of appointment including remuneration payable to Mr. Vinod K. Jain in such manner as may be agreed between the Board and Mr. Vinod K. Jain and within the limits as prescribed in schedule V of the Companies Act, 2013 including any amendment, modification, variation, or re- enactment thereof."

**RESOLVED FURTHER THAT** in case of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Vinod K. Jain, the remuneration mentioned herein shall be paid to Mr. Vinod K. Jain as minimum remuneration and the same shall be subject to the limits as set out in section II of Part II, of schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any revision in the remuneration payable to Mr. Vinod K. Jain shall be within the overall limits as approved by members in terms of this resolution and as recommended by the Nomination & remuneration Committee to the board for its approval, from time to time.

**RESOLVED FURTHER THAT** the board be and is hereby authorised to do all such acts, things and deeds and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**5. Increase in borrowing powers of the Board of Directors of the Company.**

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 Special Resolution passed by the Members of the Company at the 15<sup>th</sup> AGM held on 18<sup>th</sup> September 2014 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any of the Companies Act 2013 and the rules made thereunder, (including any Statutory modification(s) or amendment(s) thereto or re- enactment(s) thereof for the time being in force) and as per the direction and guidelines issued by National Housing Bank from time to time and as per the provisions of Memorandum of Associations and Article of Associations of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the board"), to raise or borrow any sum or sums of money or monies along with the money

already borrowed from time to time as may be required for the purpose of Company (apart from temporary loans obtained from the Company's banker in the ordinary course of business) exceeding 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. 500 Crores (Rupees Five Hundred Crores Only) at any point of time and the total amount so borrowed shall be at all time within the limits as prescribed by National Housing Bank.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters , things as may be necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or officers of the Company to give effect to the said resolution."

**6. Authority to create Charge and/or mortgage on the Assets of the Company.**

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 by the Members at the 15<sup>th</sup> AGM held on 18<sup>th</sup> September 2014, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the board"), pursuant to Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act 2013 and the rules made thereunder, (including any Statutory modification(s) or amendment(s) thereto or re- enactment(s) thereof for the time being in force) and as per relevant provision of Memorandum of Association and Article of Association of the Company, to create such mortgages, charges and/or hypothecations, in addition to the existing mortgages, charges and hypothecations created by the Company, in such form and manner and with such ranking and at such term(s) as the Board may determine, on all or any of the movable or immovable properties of the Company, both present and future and/or whole or part of the undertaking(s) of the company, in favour of the Banks/Financial institutions/body corporate(s) or persons together with the 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 Companies, upto a value of and within the overall borrowing limit of the Board of Directors as approved by the Members from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or officers of the Company to give effect to the said resolution.”

**7. Approval for Issuance of Non- Convertible Debentures/ Unsecured Redeemable Subordinated Debt –Tier-II NCDs**

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 earlier special resolution passed by shareholders in their 17<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> August 2016 for issuance of Non-Convertible Debentures and pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies ( Prospectus and Allotment of Securities ) Rules, 2014 and SEBI ( Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification, variation or re-enactment thereof and subject to NHB Directions for Issuance of Non- Convertible Debentures on private placement basis by Housing Finance Companies and other applicable directions issued by NHB from time to time with respect to issuance of Non- Convertible Debentures, including any amendment, modification, variation or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ( hereinafter referred to as “the Board” which term shall be deemed to include any committee thereof), for onshore and offshore issuances of Redeemable Non-Convertible Debentures or Unsecured Redeemable Subordinated Debt –Tier-II NCDs, denominated in Indian Rupees and/or any foreign currency for cash, either at par or premium or at a discount to face value, to issue redeemable NCDs upto an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only), to augment long term

resources to finance the housing finance operations and other activities of the Company, under one or more information memorandum/ shelf disclosure document, during the period commencing from the date of this Annual General Meeting hereof until the conclusion of 19<sup>th</sup> Annual General Meeting, on a private placement basis on such terms and conditions as the Board of Directors may deem fit and appropriate for each series as the case may be.

**RESOLVED FURTHER THAT** these borrowings will be within the overall borrowing limits of Rs. 500 Crores to be approved by members in this general meeting and also subject to NHB prescribed ceiling of borrowings as stipulated in the NHB Directions/Regulations from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds and matters and things and execute all such deeds, documents, instruments and writings as it may, in its sole and absolute discretion, deem necessary in relation thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to the resolution.”

*Registered Office: By order of the Board of Directors*  
Sd/-  
321, SM Lodha Complex, Sunaina Nagar  
Near Shastri Circle, M.No:A40754  
Udaipur (Rajasthan)-313001 Company Secretary  
CIN: L65922RJ1999PLC015440  
Date: 04.09.2017

**NOTES:**

1)The Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

2) (a) A member entitled to attend the meeting and vote thereat is entitled to appoint a proxy. A proxy can vote on behalf of the member but shall not have the right to speak.

(b) A proxy need not be a member of the Company.

(c) A person can act as a proxy on behalf of members not exceeding 50 and aggregate holding of not more than 10% of the total share capital of the Company.

(d) A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

(e) Proxies in order to be valid must be deposited at the Company's Registered Office not less than 48 hours before the time fixed for the meeting or holding the adjourned meeting in relation to which the proxy is given.

(f) A proxy form for AGM is enclosed.

3) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that not less than three days of notice in writing is given to the Company.

4) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company would remain closed from Sunday, 24.09.2017 to Saturday, 30.09.2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.

5) In accordance with the provisions of Section 101 of Companies Act, 2013, Rule 18 of Companies (Management and Administration Rules), 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, Copies of the Notice of the 18<sup>th</sup> AGM, Annual Report 2017, Attendance Slip and Proxy are being sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository Participant for communication purposes. Company requests those members who have not registered their e-mail addresses, to register the same directly with their DP, in case shares are held in electronic form.

6) Members may note that the notice of the 18<sup>th</sup> AGM, the Annual Report 2017 and instructions for e-voting will be available on the Company's website [www.srghousing.com](http://www.srghousing.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to communication via e-mail or having any other queries, may write to us at [info@srghousing.com](mailto:info@srghousing.com).

7) In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on Show of Hands at the AGM.

8) A route map showing directions to reach the venue of the 18<sup>th</sup> AGM is given as per the requirement of the "Secretarial Standards - 2" on General Meetings.

9) All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during Business Hours on all working days upto the date of declaration of the result of the 18<sup>th</sup> AGM of the Company.

10) Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 will be available for Inspection by the members at the AGM.

11) The Register of Contracts or arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013, if any, will be available for inspection by the Members at the AGM.

12) Additional information, pursuant to SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM is furnished in the explanatory statement forming part of this Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and related Rules.

13) The members desirous of obtaining any information with regard to the audited annual accounts of the Company for the financial year 2016-17 or on any other related subject are requested to write to the Company at [info@srghousing.com](mailto:info@srghousing.com) at least 15 days before the date fixed for the AGM, so that the information required could be kept ready.

14) Members/proxies attending the Annual General Meeting are requested to bring the following documents, for security reasons and for proper conduct of the AGM:

(a) Attendance Slip duly completed and signed by the respective members or/proxy.

(b) Member companies/Institutions are requested to send a copy of the resolution of their Board or

governing body, authorizing their representative to attend and vote at the Annual General Meeting.

(c) DP & Client ID Number(s), by members holding shares in de-materialised form.

(d) Copy of the Annual Report.

### **15) Voting Through Electronic Means**

a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI(LODR)Regulations, 2015, (including any statutory modification(s) and / or re-enactment(s) for the time being in force) the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 18<sup>th</sup> Annual General Meeting(AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

b. The facility for voting by Ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

d. The remote e-voting period commences on 27.09.2017 (09:00 am) and ends on 29.09.2017 (5:00 pm). During this period members of the Company, holding shares in dematerialized form, as on the cut-off date of 23.09.2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

e. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i)Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii)Click on Shareholder - Login

(iv)Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi)Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select “EVEN” of “SRG Housing Finance Limited”.

(viii)Now you are ready for remote e-voting as Cast Vote page opens.

(ix)Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi)Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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](mailto:jain.ketan20@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i)Initial password is provided as below/at the bottom of the Attendance Slip for the 18<sup>th</sup> AGM):

EVEN (Remote e-voting Event Number) USER ID  
PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23.09.2017.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23.09.2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@srghousing.com](mailto:info@srghousing.com)
- VI. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. CA Ketan Jain, Chartered Accountant has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall, with the assistance of scrutinizer, at the AGM, at the end of discussion on the resolutions

on which voting is to be held, allow voting by ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.srghousing.com](http://www.srghousing.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**General Information:**

1. Unclaimed Dividend: Under the provisions of section 125 of Companies Act, 2013 dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

Members who have not encashed their dividend cheques for the year 2014-15 are requested to approach the Company at the earliest.

**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](mailto:sharexindia@vsnl.com) Website: [www.sharexindia.com](http://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 demat form are requested to register their email IDs with their Depository Participants.

*Registered Office:*

*321, SM Lodha Complex,  
Near Shastri Circle,  
Udaipur (Rajasthan)-313001  
CIN: L65922RJ1999PLC015440  
Date: 04.09.2017*

*By order of the Board of Directors*

*Sd/-  
Sunaina Nagar  
M.No:A40754  
Company Secretary*

**Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) and Secretarial Standard on General Meetings, with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under:**

Name of the Director	Mr. Vinod K. Jain, Managing Director	Mrs. Seema Jain, Non-Executive Director
Director Identification Number	00248843	00248706
PAN	AAWPJ9008R	AAWPJ9012H
Age	47 years	42 years
Date of Appointment	10/03/1999	10/03/1999
Brief resume of the Director including Qualification, nature of expertise in specific functional areas	Around 22 Years in Business of Finance , Transport etc.	Around 18 Years in Business of Finance.
No. of shares held in the Company as of date	15,65,119	5,43,751
Directorships and Committee memberships held in other companies as of date	<p><b>Directorship:</b></p> <ol style="list-style-type: none"> <li>1. S R G Securities Finance Limited</li> <li>2. Hriday Fincorp Pvt. Ltd.</li> <li>3. Shri Nakoda Infotech Pvt. Ltd.</li> <li>4. SRG Global Builders Pvt. Ltd.</li> <li>5. Shiva Granito Export Limited</li> </ol> <p><b>Committee Membership:</b></p> <p><b>Shiva Granito Export Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee: Member</li> <li>2. Nomination &amp; Remuneration Committee: Chairman</li> <li>3. Stakeholder's Relationship Committee: Chairman</li> </ol> <p><b>S R G Securities Finance Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee: Member</li> <li>2. Risk Management Committee: Member</li> </ol>	<p><b>Directorship:</b></p> <ol style="list-style-type: none"> <li>1. S R G Securities Finance Limited</li> <li>2. SRG Insurance Brokers Pvt. Ltd</li> <li>3. SRG Global Builders Pvt. Ltd.</li> </ol> <p><b>Committee Membership: NIL</b></p>
Inter-se relationships between Directors, Manager and KMPs	Husband of Mrs. Seema Jain, Director and Brother of Mr. Rajesh Jain, Director.	Wife of Mr. Vinod K. Jain, Managing Director and Wife of Brother of Mr. Rajesh Jain, Director.
Nationality	Indian	Indian
No. of Board Meetings held during the year	19	19
No. of Board meetings attended during the year	18	18
Terms & Conditions of appointment	The terms and conditions are forming part of the explanatory statement to the Notice.	Reappointment of Mrs. Seema Jain as Non-Executive Director and shall be Liable to retire by rotation.
Remuneration sought to be paid	Yearly remuneration of Rs. 60 Lacs plus 5% of net profits of the company for that financial year computed in the manner laid down in section 198 (except that the remuneration of the directors shall not be deducted from the gross profits) and benefits as provided under Section IV Part II of Schedule V of Companies Act, 2013 subject to the limits as set out in section II of Part II, of schedule V of the Companies Act, 2013.	Nil
Remuneration Last drawn	Rs. 84 Lacs	Nil



## ROUTE MAP TO THE AGM VENUE

SRG Housing Finance Limited  
(CIN: L65922RJ1999PLC015440)

Date: 30.09.2017, Saturday

Time: 02:35 PM

Venue: Udaipur Chamber of Commerce & Industry,  
Chamber Bhawan, Chamber Marg, M.I.A.,

Udaipur – 313001



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

### **ITEM NO: 4**

Mr. Vinod K. Jain, aged 47 years, is a Promoter and Managing Director of the Company having 22 years of experience in the field of Finance, marketing, insurance and transport. His qualification is Higher Secondary. Looking at his Knowledge of various aspects of Company's affairs and long term business experience, the Board of Directors had re-appointed him as the Managing Director of the Company with effect from May 7<sup>th</sup> 2016 for a period of 3 years on a remuneration of Rs. 700000/- per month and benefits as provided under Section IV Part II of Schedule V of Companies Act, 2013, which was further approved by shareholders in their 16<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> Day of September, 2015. In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors had, at their meeting held on April 8<sup>th</sup>, 2017, revised the yearly remuneration of Mr. Vinod K. Jain, Managing Director of the Company to Rs. 60 Lacs plus 5% of net profits of the company for that financial year computed in the manner laid down in section 198 (except that the remuneration of the directors shall not be deducted from the gross profits) and benefits as provided under Section IV Part II of Schedule V of Companies Act, 2013, subject to the limits as set out in section II of Part II, of schedule V of the Companies Act, 2013. The revised remuneration shall be payable to Mr. Vinod K. Jain monthly, in such manner as may be decided by board for the remaining term of his office i.e. from 07<sup>th</sup> May, 2017 till 06<sup>th</sup> May, 2019. In case of any loss or inadequacy of the Profits of the Company in any financial year, during the term of his office, the remuneration payable to Mr. Vinod K. Jain shall be within the overall limits prescribed under Section II-Part II of Schedule V of Companies Act, 2013.

Following are the terms and conditions:

#### **I. Remuneration:**

Yearly remuneration of Rs. 60 Lacs plus 5% of net profits of the company for that financial year computed in the manner laid down in section 198 (except that the remuneration of the directors shall not be deducted from the gross profits) and benefits as provided under Section IV Part II of Schedule V of Companies Act, 2013, subject to the limits as set out in section II of Part II, of schedule V of the Companies Act, 2013.

#### **II. Remuneration in the event of loss or inadequacy of profits:**

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Section II Part II Schedule V to the Companies Act, 2013.

#### **III. Tenure**

As approved by shareholders in the 16<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2015, the term of his appointment is from 07.05.2016 to 06.05.2019.

The revised remuneration package is well within the overall limit prescribed under provisions of section 197, 198 and Section II Part II Schedule V to the Companies Act, 2013.

As approved by shareholders in the 16<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2015, he shall not retire by rotation.

#### **IV. Roles and Duties**

As approved by shareholders in the 16<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2015, his roles, responsibilities and duties as Managing Director shall be as per the provisions of Company's Article of Association, Companies Act, SEBI Regulations, Listing Agreement, directions given by Board from time to time and other laws applicable to the Company.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 4 of the Notice.

Mr. Vinod K. Jain is interested in the resolution set out at Item 4 of the Notice. The relatives of Mr. Vinod K. Jain may be deemed to be interested in the resolution set out respectively at Item No. 4 of the Notice, to the extent of their equity shareholding interest, if any, and Directorship in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

## STATEMENT OF PARTICULARS

(ITEM No.4)  
(Pursuant to Schedule-V of the Companies Act, 2013)

### I. GENERAL INFORMATION:

1. Nature of Industry: The Company is a Housing Finance Company registered with National Housing Bank, New Delhi.

2. Date or expected date of commencement of commercial production: The Company was incorporated on 10th March, 1999 and started finance business in the year 2002.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators: as per audited financial results for the year ended 31st March, 2017.

Financial Highlights	(Rs. In Lakhs)
Gross Revenues	1455.77
Profit after tax	270.80
Shareholder's Fund	3397.38

5. Foreign investments or collaborations, if any: Not Applicable.

### INFORMATION ABOUT THE CONCERN MANAGING DIRECTOR:

#### 1. Background Details:

Mr. Vinod K. Jain has over 22 years of experience in various service industries transport, Insurance, Finance & construction. With his hard work, devotion and intelligence he has been accredited for the expansion of the business of SRG. He is responsible for the overall administration of the Company, subject to the superintendence and guidance from the Board. He is a leading personality of the finance sector in Rajasthan. Apart from this, he is a member of Udaipur Chamber of Commerce and Industry, Field Club etc.

He was elected president of:

- Yuva Parishad Udaipur 2009-10 and 2010-11.
- Lions Club Udaipur 2005-06 and 2011-12
- National President of Akhil Bhartiya Pulak Jan Chetna Manch

2. Past Remuneration during the financial year ended 31st March, 2017

Name of MD	Amount (In Lakhs)
Mr. Vinod K. Jain	84.00

#### 3. Recognition or Awards:

He received many awards including Contributory award from Bharat Vikas Parishad. He was honoured with best President (India) by Akhil Bhartiya Pulak Jan Chetna Manch. Also awarded with the title of Yuva Gaurav at Mahaveer Yuva Manch & Jain Vyavsaya Sangh, Bhamashah Award by Shri Mahaveer Yuva Manch Sansthan.

#### 4. Job Profile and his Suitability:

Mr. Vinod K. Jain is the Promoter Director of the Company and in the year 2012 he was appointed as Managing Director of the Company on 07/05/2012, and re-appointed as managing Director on 07/05/2016. He is responsible for the Finance & Credit Department and day to day affairs of the Company. Taking into consideration his qualifications and expertise in relevant fields, the Managing Director is best suited for the responsibilities currently assigned to him by the Board of Directors.

#### 5. Remuneration Proposed:

For Managing Director Mr. Vinod K. Jain: Yearly remuneration of Rs. 60 Lacs plus 5% of net profits of the company for that financial year computed in the manner laid down in section 198 (except that the remuneration of the directors shall not be deducted from the gross profits) and benefits as provided under Section IV Part II of Schedule V of Companies Act, 2013, subject to the limits as set out in section II of Part II, of schedule V of the Companies Act, 2013.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Vinod K. Jain, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is very low commensurate with the remuneration packages paid to similar senior level counterpart(s) in other peer companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the Directors or key managerial personnel, if any:

Besides the remuneration proposed to be paid to him and the transactions in which Mr. Vinod K. Jain & his relatives are interested as provided in the Note 29.10 to Financial Statements for the year ended March 31, 2017, the Managing Director does not have any other pecuniary relationship with the Company.

### III. Other Information:

#### 1. Reasons of Loss or inadequate profits:

The Company has posted a net profit after tax of Rs. 270.80 Lakhs. During the year ended 31st March, 2017 around 45.01% increased from immediate preceding financial year. During the year 2016-17 company raised funds from issue of Equity Shares on Preferential basis. Further Company is in negotiation with the Bankers and Financial Institutions and NHB for more funds for the financing business. The main reason behind inadequate profits in earlier years was lack of funds, but now Company already arranged various funds and is hopeful to get more funds during the year.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company posted net profit of Rs. 270.80Lakhs for the year ended 31st March, 2017. During the year Company had successfully raised funds from issue of equity shares on preferential basis and also got NHB refinance twice in financial year 2016-17. Now the company is looking forward to raise more long term funds from Banks and Financial Institutions for the company's business, board is hopeful to manifold the profit of the Company under leadership of Mr. Vinod K. Jain, Managing Director of the Company.

### IV. Disclosures:

The details of remunerations and other information are given in the Corporate Governance part of the Directors' Report.

#### **ITEM NO: 5**

In terms of Section 180(1)(c) of Companies Act 2013, the Board of Directors of the Company shall not borrow money including money already borrowed in excess of the Company's Paid-up Capital and Free reserves apart

from temporary loan obtained from the company's banker in the ordinary course of business, except with the consent of the company accorded by way of Special Resolution.

The shareholders of the Company had at the 15<sup>th</sup> AGM of the company held on 18<sup>th</sup> September 2014 by an Special Resolution (in accordance with the provisions of Companies Act, 2013) authorized the Board of Directors of the Company to borrow, from time to time, in excess of the paid-up capital and its free reserves (that is to say the reserves not set apart for any specific purpose) to the extent of Rs.200 crores(Two Hundred Crores).

In view of Company's growth plans and business requirements, it is considered desirable to increase the said borrowing to Rs. 500 crores (Five Hundred Crores).

It s therefore necessary, for the Company to obtain Member's approval by way of Special Resolution as set out in item no. 5 of the Notice for enabling the Board to borrow (together with the money already borrowed) in excess of the paid-up-capital and its free reserves upto an amount of Rs.500Crores (Five hundred crores) subject to limits as prescribed by NHB and Companies Act, 2013.

The above proposals are in the interest of the Company and the Board of Directors recommends the resolution as set out at item no.5 of the Notice for the approval of the Members as Special Resolutions.

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 the resolution set out at item no. 5 of the Notice.

#### **ITEM NO: 6**

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 had at the 15<sup>th</sup> AGM of the company held on 18<sup>th</sup> September 2014 by an Special Resolution (in accordance with the provisions of Companies Act, 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 provisions of section 180 (1) (a) of the Companies Act, 2013 to the extent of Rs.200 crores(Two Hundred Crores).

In consonance with the increased borrowing limit of Rs. 500 Crores to be approved by shareholders in this annual general meeting, it is required to pass Special Resolution as set out in item no. 6 of the notice to create charge/hypothecations and/or mortgage on the movable/immovable properties of the Company, present and future to secure the borrowings of the Company to the extent of borrowing limit to be approved by shareholders in this annual general meeting.

The above proposals are in the interest of the Company and the Board of Directors recommends the resolution as set out at item no.6 of the Notice for the approval of the Members as Special Resolutions.

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 the resolution set out at item no. 6 of the Notice.

#### **ITEM NO: 7**

For the purpose of business of the company, the board of directors of your company are required to borrow funds, within the limits approved by members, inter-alia, by issue of Non Convertible Debentures (NCDs) in accordance with the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and subject to NHB Directions for Issuance of Non-Convertible Debentures on private placement basis by Housing Finance Companies, as amended from time to time.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company

can make a private placement of its securities including NCDs subject to prior approval of shareholders by way of special resolution. The Rules further provide that the special resolution shall be passed in respect of all offers/invitations for such debentures made during the year. Such an approval from members to borrow funds by way of NCDs is valid till the conclusion of the succeeding AGM.

The NCDs proposed to be raised denominated in Indian Rupees, for cash either at par or premium or discount to face value depending upon the prevailing market conditions, shall be within the overall borrowings limit as approved by shareholders from time to time and also subject to the NHB prescribed ceiling of borrowings as stipulated in the NHB Directions /Regulations from time to time.

At the 17th AGM held on 22nd August, 2016 the Members had approved borrowing by way of Non – Convertible Debentures upto an amount not exceeding of Rs. 50 Crores(Fifty crore only), denominated in Indian Rupees, for cash either at par or premium or discount to face value on a Private – Placement basis, subject to the NHB prescribed ceiling of borrowing as stipulated in the NHB direction/ regulation time to time.

Since the said special resolution is valid only for one year i.e. till the conclusion of 18th AGM, accordingly approval of the Members is being sought by the way of Special Resolution as set out at item No.7 for issuance of Non- Convertible Debentures/ Unsecured Redeemable Subordinated Debt –Tier-II NCDs on a private placement basis during the period from the date of this meeting till the 19th Annual General Meeting under one or more information memorandum/ shelf disclosure document (if applicable) in one or more series or tranches.

Your Directors recommend the passing of the Special Resolution proposed at item no.7 of the Notice.

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.

*Registered Office: By order of the Board of Directors*

*Sd/-*

*321, SM Lodha Complex,*

*Sunaina Nagar*

*Near Shastri Circle,*

*M.No:A40754*

*Udaipur (Rajasthan)-313001*

*Company Secretary*

*CIN: L65922RJ1999PLC015440*

*Date:04.09.2017*



## 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: +91-294-5104446 Website: www.srghousing.com,  
Email-id: info@srghousing.com, srghousing@gmail.com

### ATTENDANCE SLIP

### 18<sup>TH</sup> ANNUAL GENERAL MEETING

1. Name(s) of Member(s) including joint holders, :.....  
if any (in Block Letter(s))

2. Registered Address of the Sole/First :.....  
named Member

3. Name of Proxy holder :.....

4. Registered Folio No./\*DP ID No. and :.....  
Client ID No

5. Number of Shares held :.....

I/We hereby record my/our presence at the Eighteenth Annual General Meeting of the Members of SRG Housing Finance Limited held on Saturday, 30th September, 2017 at 02:35 P.M. at Udaipur Chamber of Commerce & Industry, Chamber Bhawan, Chamber Marg, M.I.A., Udaipur – 313001

Signature of Member/Proxy

Electronic Voting Particulars-

EVEN( E- Voting Event Number)	USER ID	PASSWORD/ PIN

Note: – Please read the instructions printed at Note No. 15 of the Notice of Eighteenth Annual General Meeting dated 04/09/2017 before casting your vote through electronic mode.

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: +91-294-5104446 Website: www.srghousing.com,  
Email-id: info@srghousing.com, srghousing@gmail.com

## PROXY FORM

Form No: MGT-11

18<sup>th</sup> 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]*

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 for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Saturday, 30th September, at 02:35 P.M. at Udaipur Chamber of Commerce & Industry, Chamber Bhawan, Chamber Marg, M.I.A., Udaipur – 313001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2017 together with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Seema Jain (DIN :00248706), who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment.		
3.	To consider and approve appointment of Auditors and to fix their remuneration.		
<b>Special Business</b>			
4.	To approve the revised terms of appointment of Mr. Vinod K. Jain, Managing Director		
5.	Increase in borrowing powers of the Board of Directors of the Company		
6	Authority to create Charge and/or mortgage on the Assets of the Company		
7	Approval for Issuance of Non- Convertible Debentures/ Unsecured Redeemable Subordinated Debt –Tier-II NCDs		

Signed this..... day of....., 2017

Signature of shareholder  
Signature of Proxy holder(s)

AFFIX REVENUE STAMP
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**Note:**

- ***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.***
- ***For the Resolutions, Explanatory Statement and Notes please refer to the Notice of 18<sup>th</sup> Annual General Meeting.***
- ***It is optional to vote in the appropriate column against the Resolutions indicated in the box. If you leave the “For” or “Against” column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.***