

Ref: SCRIIP ID: SRGHFL; SCRIIP CODE: 534680; ISIN: INE559N01010

Date: 19.07.2016

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

Dear Sir,

**Subject: Notice of 17<sup>th</sup> Annual General Meeting**

This is to inform that the 17<sup>th</sup> Annual General Meeting of the shareholders of the company will be held on Monday, 22<sup>nd</sup> August, 2016 at 12:15 P.M. at Hotel Ambience, 100 ft. Road, Udaipur Rajasthan-313001.

Notice of the 17<sup>th</sup> Annual General Meeting is annexed herewith.

Please find the same and do the needful.

Thanking You,

With Regards,

For SRG Housing Finance Limited

  
Sunaina Nagar  
Company Secretary  
M.No: A40754



**Enclosed:** Notice of 17<sup>th</sup> AGM



# 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

## NOTICE

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

**NOTICE** is hereby given that the **SEVENTEENTH ANNUAL GENERAL MEETING** of the Members of SRG HOUSING FINANCE LIMITED will be held on Monday, 22<sup>nd</sup> Day of August, 2016 at 12:15 P.M. at Hotel Ambience Plot No. 8, Near Mahila Police Thana, 100 Feet Road, Roop Nagar, Bhuwana Opposite The Occasion Wedding & Special Event Garden, Udaipur, Rajasthan 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, 2016 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Jain (DIN :00212393), who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider the Ratification of Auditor of the company, 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, 142 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company hereby ratifies the appointment of M/s. Valawat Jha Pamecha & Co., Chartered Accountants, having firm registration no. 008265C, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the 18<sup>th</sup> Annual General Meeting on such remuneration as may be determined by the Board of

Directors in consultation with Audit Committee and Nomination & Remuneration Committee.”

#### SPECIAL BUSINESS:

4. To approve proposed related party transactions

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

**“RESOLVED THAT** pursuant to the Provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Amendment) Act, 2015, read with applicable Rules under the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to SEBI(LODR)Regulations, 2015 including any amendment, modification or re-enactment thereof, consent of Company be and is hereby accorded to the board of Directors to enter into any contract or arrangements which are classified as related party transactions under Companies Act, 2013, SEBI (LODR) Regulations, 2015 and respective accounting standards issued by The Institute of Chartered Accountants of India (including any amendments thereof), with the related party(ies) as defined under Companies Act, 2013, SEBI (LODR) Regulations, 2015 and respective accounting standards issued by The Institute of Chartered Accountants of India (including any amendments thereof) viz., Mr. Vinod K. Jain, promoter and Managing Director and his relatives and entities in which Mr. Vinod K. Jain is interested, with respect to the transactions entered into or to be entered into with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of any agent for purchase or sale of goods, materials, services or property; appointment to any office or place of profit in the Company, its subsidiary, if any, or

associate company, underwriting the subscription of any securities or derivatives thereof, of the company., or reimbursement towards any transaction or any other transaction of whatever nature with related parties for an amount not exceeding 10 Crores (Rupees Ten Crores) at any point of time.

**RESOLVED FURTHER that** the Board of Directors of the Company and/or Audit Committee is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to do all acts, deeds, things as may be necessary proper or expedient to give effect to this resolution.”

5. Approval for Issuance of Non- Convertible Debentures

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

**“RESOLVED THAT** pursuant to the provisions of Section 42 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 issuances of Redeemable Non-Convertible Debentures denominated in Indian Rupees for cash, either at par or premium or at a discount to face value, to issue redeemable NCDs upto an amount not exceeding 50 crores (Rupees Fifty Crores Only), under one or more information memorandum/ shelf disclosure document (if applicable), during the period commencing from the date of this Annual General Meeting hereof until the conclusion of 18<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** 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,  
Near Shastri Circle,  
Udaipur (Rajasthan)-313001  
CIN: L65922RJ1999PLC015440  
Date: 13.07.2016*

*Sunaina Nagar  
M.No:A40754  
Company Secretary*

**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 Tuesday, 16<sup>th</sup> August, 2016 to Monday, 22<sup>nd</sup> August, 2016 (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 17<sup>th</sup> AGM, Annual Report 2016, 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 unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2016 are being sent by the permitted mode.

6) Members may note that the notice of the 17<sup>th</sup> AGM, the Annual Report 2016 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 17<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 17<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 2015-16 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 17<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 19.08.2016 (09:00 am) and ends on 21.08.2016 (5:00 pm). During this period members of the Company, holding shares in dematerialized form, as on the cut-off date of 15.08.2016, 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 17<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 15.08.2016.

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. 15.08.2016, 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: 13.07.2016*

*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. Rajesh Jain( Non- Executive Director)
Director Identification Number	00212393
PAN	ABAPJ3902B
Date of Birth, Age	16/12/1978, 37 years
Date of Appointment	10/03/1999
Brief resume of the Director including Qualification, nature of expertise in specific functional areas	He is Resident of Udaipur (Rajasthan) ,completed his B.COM, M.COM, MBA, LLB, AIII and ADMAS, along with this also done a two-year diploma in sales and marketing from NIS Sparta. An Experienced Director with strong leadership and communication skills & effective team builder having more than 16 years in Finance and Insurance sector.
No. of shares held in the Company	560721
Directorships and Committee memberships held in other companies	<p>He has held directorship in the following other companies:</p> <ul style="list-style-type: none"> <li>• S R G Securities Finance Limited</li> <li>• Hriday Fincorp Pvt. Ltd.</li> <li>• SRG Insurance Brokers Pvt. Ltd</li> <li>• ECO Sol Energy Pvt. Ltd.</li> <li>• Dharti Infra Project Pvt. Ltd.</li> </ul> <p>He holds the Membership of Stakeholder’s Relationship Committee in S R G Securities Finance Limited and Membership of Asset Liability Management Committee, Nomination &amp; Remuneration Committee, Stakeholder’s Relationship Committee, Risk Management Committee and Auction Committee of SRG Housing Finance Limited.</p>
Inter-se relationships between Directors, Manager and KMPs	Mr. Vinod K. Jain, Managing Director- Brother Mrs. Seema Jain, Director- Brother’s Wife
Nationality	Indian
No. of Board Meetings held during the year	11
No. of Board meetings attended during the year.	11
Terms & Conditions of appointment	Re-appointment of Mr. Rajesh Jain as Non-Executive Director and is liable to retire by rotation.
Remuneration sought to be paid	Nil
Remuneration Last drawn	Nil

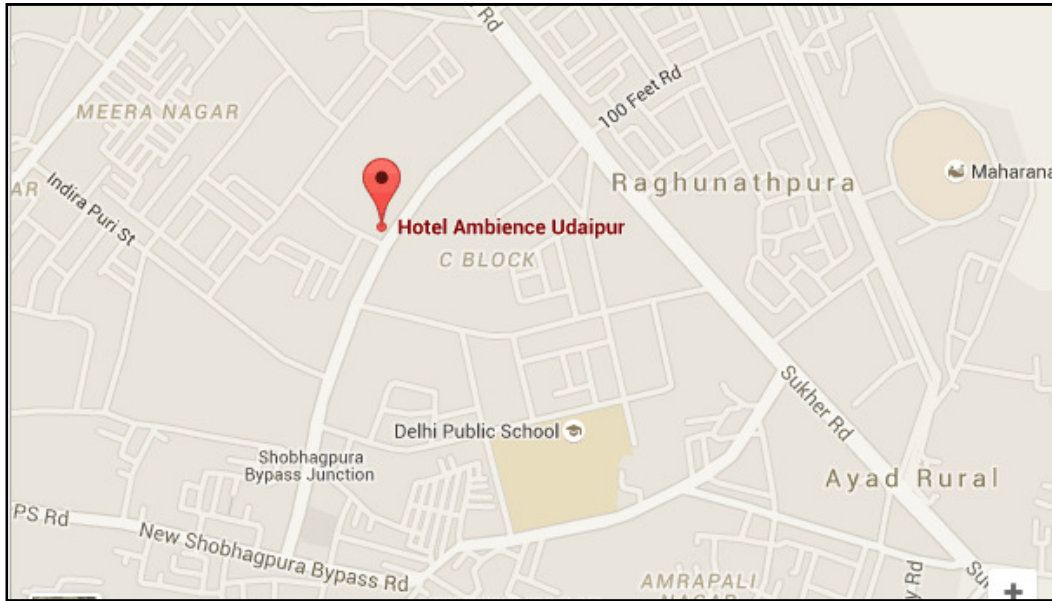
## ROUTE MAP TO THE AGM VENUE

**SRG Housing Finance Limited**  
**(CIN: L65922RJ1999PLC015440)**

**Date:** 22.08.2016, Monday

**Time:** 12:15 PM

**Venue:** Hotel Ambience Plot No. 8,  
Near Mahila Police Thana,  
100 Feet Road, Roop Nagar, Bhuwana  
Opposite The Occasion Wedding & Special Event Garden,  
Udaipur, Rajasthan 313001





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

**ITEM NO: 4**

In terms of Section 188 of the Companies Act, 2013 and Companies (Amendment) Act, 2015, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, a Company shall not enter into any contract or arrangement with a related party for transactions for amounts exceeding the threshold limits prescribed under Rule 15 referred above except with the prior approval of the Company by a resolution.

In terms of SEBI (LODR) Regulations, 2015, all material Related Party Transactions (transactions exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company) shall require prior approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

The Company has been entering into contracts and arrangements with the promoter and Managing Director viz., Mr. Vinod K. Jain and relatives thereof and entities in which Mr. Vinod K. Jain is interested, in the ordinary course of business. The company has been entering into contracts/arrangements to occupy any business premises on rent, payment of salary and Investment with Mr. Vinod K. Jain and his relatives and entities in which Mr. Vinod K. Jain is interested. The Company proposes to continue entering into contracts and arrangements with Mr. Vinod K. Jain and / or relatives and entities in which Mr. Vinod K. Jain is interested upto an aggregate extent of Rs. 10 Crores. Hence, the proposed related party transaction is a material transaction; prior approval of the Company is sought by way of special resolution.

Thus the approval of the shareholders of the Company is requested for the material related party transactions which would be entered into by the Company with Mr. Vinod K. Jain and/or its relatives and/or entities in which Mr. Vinod K. Jain is interested for an amount not exceeding Rs. 10 Crores (Rupees Ten Crores only) at any point of time.

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No. 4 of the Notice.

Mr. Vinod K. Jain, Managing Director, Mr. Rajesh Jain, Director, Mrs. Seema Jain, Director and the relatives of Mr. Vinod K. Jain and entities in which Mr. Vinod K. Jain is interested 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.

**ITEM NO: 5**

For the purpose of business of the company, the board of directors or 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.

Accordingly approval of the members is being sought by way of special resolution as set out at Item no: 5 for issue of Non-Convertible Debentures on a private placement basis during the period from the date of this meeting until the conclusion of 18<sup>th</sup> AGM, 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.5 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: 13.07.2016



# SRG HOUSING FINANCE LIMITED

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

## ATTENDANCE SLIP

### 17<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 Seventeenth Annual General Meeting of the Members of SRG Housing Finance Limited held on Monday, 22<sup>nd</sup> August, 2016 at 12:15 P.M. at Hotel Ambience Plot No. 8, Near Mahila Police Thana, 100 Feet Road, Roop Nagar, Bhuwana Opposite The Occasion Wedding & Special Event Garden, Udaipur, Rajasthan 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 Seventeenth Annual General Meeting dated 13.07.2016, 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: +91-294-5100098 Website: www.srghousing.com,  
Email-id: info@srghousing.com, srghousing@gmail.com

## PROXY FORM Form No: MGT-11 17<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 Monday, 22<sup>nd</sup> August, 2016 at 12:15 P.M. at Hotel Ambience Plot No. 8, Near Mahila Police Thana, 100 Feet Road, Roop Nagar, Bhuwana Opposite The Occasion Wedding & Special Event Garden, Udaipur, Rajasthan 313001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions
<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, 2016 together with the reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Rajesh Jain (DIN :00212393), who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.
3.	To consider the Ratification of Auditor of the company, and in this connection, to pass, with or without modification(s) the following resolution as ordinary resolution:
<b>Special Business</b>	
4.	To approve proposed related party transactions
5.	Approval for Issuance of Non-Convertible Debentures

Signed this..... day of....., 2016

AFFIX REVENUE STAMP
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Signature of shareholder

Signature of Proxy holder(s)

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

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