

Date: 23.02.2019

To,  
The GM (Listing)  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

Respected Sir,

**Subject: Alteration of Memorandum of Association**  
**Ref: Intimations under SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015**

With reference to the above mentioned subject, this is to inform you that the members of the Company vide Special Resolution passed through postal ballot on 23<sup>rd</sup> February, 2019 have approved the alteration in the Memorandum of Association of the Company as follows:-

*The existing Clause V i.e. Capital Clause which reads as under:*

“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 Lakhs only) equity shares of Rs.10/- (Rupees Ten) each

**Is Substituted with:-**

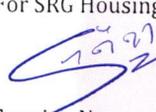
“The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

A copy of the altered Memorandum of Association as altered by members through postal ballot is annexed herewith for your reference and record and the same is also available on company's website.

Kindly acknowledge the receipt and take the same on record.

Thanking you,  
Yours sincerely,

For SRG Housing Finance Limited

  
Sunaina Nagar  
Company Secretary  
M.No.: A40754



(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)  
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, subside, 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 gaming 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 Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lacs) 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/-<br><b>(Genda Lai Jain)</b><br>S/o Shri Jhamak Lai Jain<br>18, Sarvritu Vilas<br>Udaipur-313001<br>Business | 10<br>(Ten)                                   | <p style="text-align: center;">I witness the signatures of all the subscribers</p> <p style="text-align: center;">Sd/-<br/>(N,K. VALAWAT)<br/>S/o Shri M.L. Valawat<br/>432-433, S.M. Lodha Complex,<br/>Near Shastri Circle,<br/>Udaipur - 313001<br/>Chartered Accountant</p> |
| 2.     | Sd/-<br><b>(Pushpa Jain)</b><br>W/o Shri Genda Lal Jain<br>18, Sarvritu Vilas<br>Udaipur-313001<br>Business     | 10<br>(Ten)                                   |   |
| 3.     | Sd/-<br><b>(Vinod Jain)</b><br>S/o Shri Genda Lal Jain<br>18, Sarvritu Vilas<br>Udaipur-313001<br>Business      | 10<br>(Ten)                                   |   |
| 4.     | Sd/-<br><b>(Seema Jain)</b><br>W/o Shri Vinod Jain<br>18, Sarvritu Vilas<br>Udaipur-313001<br>Business          | 10<br>(Ten)                                   |   |
| 5.     | Sd/-<br><b>(Rajesh Jain)</b><br>S/o Shri Genda Lal Jain<br>18, Sarvritu Vilas<br>Udaipur-313001<br>Business     | 10<br>(Ten)                                   |   |

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

Dated the 6th day of March, 1999

Place: Jaipur