

Date: January 24, 2025

**To,
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Mumbai-400051
Scrip Symbol- SRGHFL**

**BSE Limited
1st Floor, P.J. Towers,
Dalal Street,
Mumbai-400001
Scrip Code- 534680**

Sub: Notice of Extra-Ordinary General Meeting ("EGM") of SRG Housing Finance Limited ("the company")

This is to inform you that an Extra-Ordinary General Meeting of the Company will be held on Wednesday, February 19, 2025 at 12:15 p.m. at the head office of the Company at 12, SRG House, Opp Paras Health Hospital, Shobhagpura, Udaipur Rajasthan 313001. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, The Company has provided the facility to vote by remote evoting as well as voting at the EGM on the resolution as set out in the EGM Notice. The e-voting shall commence on February 16, 2025 at 9:00 a.m. and will end on February 18, 2025 at 5.00 p.m. The copy of the said EGM Notice is also uploaded on the website of the Company i.e. www.srghousing.com.

Kindly take the same on your record.

Thanking You,

With Regards,

For SRG Housing Finance Limited

**Divya Kothari
Company Secretary
M No A57307**



SRG HOUSING FINANCE LIMITED

Regd. Office: 321, SM Lodha Complex, Near Shastri Circle, Udaipur (Rajasthan) 313001;

CIN NO: L65922RJ1999PLC015440 Tel: +91-294-2561882, 2412609

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

NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of **SRG HOUSING FINANCE LIMITED** (“Company”) will be held on **Wednesday, Feb 19, 2025 at 12.15 p.m. IST** at the Head Office of the Company at 12, SRG House, Opp Paras Health Hospital, Shobhagpura, Udaipur Rajasthan 313001, to transact the following business:

SPECIAL BUSINESS:

1. To Offer, Issue and Allot Equity Shares on Preferential Basis

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 Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), each as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members be and is hereby accorded to create, issue, offer and allot upto 13,68,000 (Thirteen lakh sixty eight thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) at an issue price of Rs. 365 (Rupees Three Hundred Sixty Five only) (including premium of Rs. 355/-) per share amounting to Rs. 49,93,20,000/- (Forty-Nine Crore Ninety-Three Lakh twenty Thousand Rupees Only) to the following allottee for cash consideration by way of a preferential issue on a private placement basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

S. No.	Name	Category	No. of Shares
1	M3 Investment Private Limited	Non-Promoter	13,68,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is January 20, 2025 being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

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, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this

connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Registered Office:

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

By order of the Board of Directors

Sd/-
Divya Kothari
M. No: A57307
Company Secretary
Date: 22-01-2025
Place: Udaipur

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Companies Act") in respect of the business under Item No.1 of the Notice, is annexed hereto.
2. A member entitled to attend and vote at the extraordinary general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, in order to be effective, be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to Shivhari Jalan shivharijalancs@gmail.com and may also upload the same at evoting@nsdl.co.in.
4. The Notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on Friday, January 17, 2025.
5. Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being Wednesday Feb 12, 2025 or any proxy appointed by such registered member may attend and vote at the Meeting as provided under the provisions of the Companies Act.
6. Electronic copy of the Notice of the aforesaid Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

7. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.
8. Members are requested to bring their attendance slip to the Meeting.
9. Members can inspect the registers as required under Companies Act read with Rules and the same will be available for inspection by the members (to the extent as permitted and stated under applicable laws).
10. Information and other instructions relating to e-voting are as under:
 - a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - b) The facility for physical voting through Ballot Paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Ballot-Paper
 - c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d) The Board of Directors of the Company has appointed Mr. Shiv Hari Jalan, as Scrutinizer to scrutinize the voting at the Meeting and remote e-voting process in a fair and transparent manner and has communicated his willingness to be appointed and will be available for same purpose.
 - e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. Wednesday Feb 12, 2025
 - f) The e-voting period commences on Feb 16, 2025 (09:00 A.M. IST) and ends on Feb 18, 2025 (5.00 P.M. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday Feb 12, 2025 i.e. the cut-off date.
11. For non-individual members, who acquires shares of the Company and becomes a member after dispatch of the EGM Notice, but holds shares as on the Cut-off Date for remote e-voting may obtain the login Id and password by sending a request at e-mail address evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing user ID and password for casting his/her vote. In the case of forgot password, the same can be reset by using "Forgot User Details/Password?" option available on www.evoting.nsdl.com.

For details on login method of e-voting please refer the instructions below under the head "**Voting through electronic means**"

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
13. The Route Map is annexed in this Notice.
14. All relevant documents referred in this Notice will be made available for inspection and shall remain open till the date of EGM.

15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant (s) (DP) for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.

Voting through electronic means:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to remote e-Voting facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services. The e-voting facility on the date of EGM will be provided to the members by NSDL for voting on all the resolutions set out in this EGM Notice.

The remote e-voting period commences on **Feb 16, 2025 (09:00 A.M. IST) and ends on Feb 18, 2025 (5.00 P.M. IST)**. During this period, members as on **Wednesday Feb 12, 2025** i.e. Cut-off Date, may cast their vote electronically. Person who is not a member as on the Cut-off Date should treat this EGM Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those members, who will be present in the EGM have not cast their vote on the Resolutions through remote e- voting and are otherwise not barred from doing so, shall be eligible to vote through ballot papers during the EGM.

The details of the process and manner for remote e-Voting for individuals and non- individuals are explained herein below:

Login method for e-Voting:

I. Applicable only for Individual members holding securities in Demat

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login_or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach eVoting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com</p> <p>II. Select "Register Online for IDeAS" or Click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration</p> <p>II. Proceed with completing the required fields.</p>

<p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
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Individual Members (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue -CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Applicable for non-Individual members

Login method for non-individual members are given below:

Procedure and Instructions for remote e-voting are as under:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.nsdl.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with NSDL for e-voting, use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. SRG Housing Finance Limited
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (pdf/jpg format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at shivharijalancs@gmail.com and may also upload the same in the e- voting module in their login. The scanned image of the above documents should be in the naming format 'SRGHFL_EVENT No.'.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.nsdl.com> or call NSDL on 18003094001(toll free). You may also contact Mr. Divya Kothari, Company Secretary to address the grievances connected with remote e-voting at Registered Office, Tel. No.0294-2561882, Email-id-info@srghousing.com.

Process for those members whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@NSDL.com/info@srghousing.com.

Scrutinizer's Report and declaration of results:

- i. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first count the votes cast at the meeting, thereafter unblock the votes through remote e-voting and make a consolidated Scrutinizers' report of the total votes cast in favour or against if any, not later than 48 (forty eight) hours from the conclusion of the EGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith in accordance with the applicable law.
- ii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.srghousing.com and on the website of NSDL at <https://evoting.nsdl.com> immediately after the declaration of results by the Chairman and communicate to the National Stock Exchange of India Limited and BSE Limited.

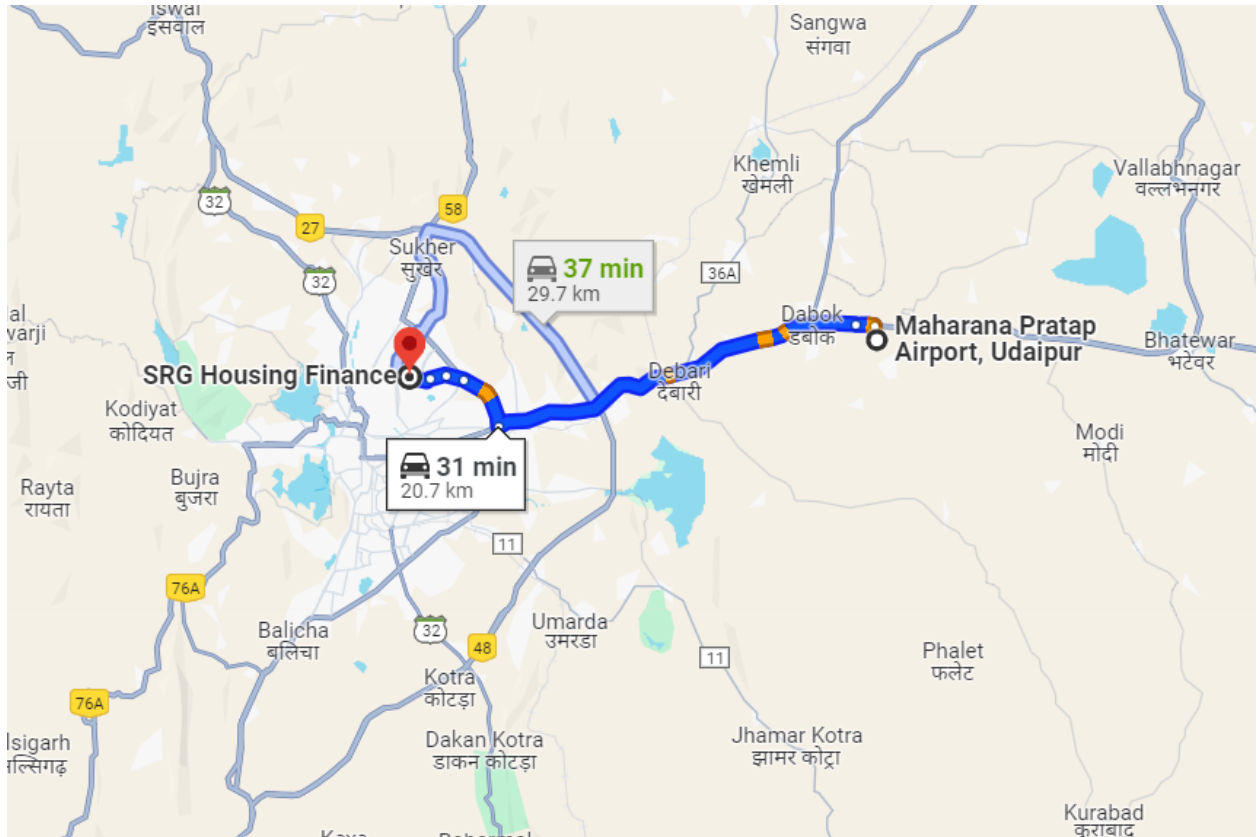
Registered Office:

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

By order of the Board of Directors

Sd/-
Divya Kothari
M. No:A57307
Company Secretary
Date: 22-01-2025
Place: Udaipur

Route Map
SRG Housing Finance Limited
12, SRG House, Opp Paras Health Hospital, Shobhagpura, Udaipur Rajasthan 313001



ANNEXURE TO NOTICE
Explanatory Statement under Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated Jan 22, 2025

Item No 1

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), RBI Directions, Circulars as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to the proposed allottee:

The Board, in its resolution dated January 22, 2025, has approved the proposed Preferential Issue of 13,68,000 (Thirteen lakh sixty eight thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) at an issue price of Rs. 365 (Rupees Three Hundred Sixty Five only) (including premium of Rs. 355/-) per share amounting to Rs. 49,93,20,000/- (Forty-Nine Crore Ninety-Three Lakh twenty Thousand Rupees Only) and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is Rs. 363 per Equity Share. The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

i. Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on January 22, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 13,68,000 Equity Shares of the face value of Rs. 10 only per Equity Share, at a price of Rs. 365 per Equity Share (at a premium of Rs. 355 per Equity Share), aggregating up to Rs. 49,93,20,000/- ((Forty-Nine Crore Ninety-Three Lakh twenty Thousand Rupees Only) to the Investor, for cash consideration, by way of a preferential issue on a private placement basis.

ii. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 13,68,000 Equity Shares of the face value of Rs. 10 only per Equity Share of the Company, at a price of Rs 365 (including a premium of Rs. 355) per Equity Share aggregating up to Rs. 49,93,20,000/- such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii. Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 363 per Equity Shares. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 365 being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Further, the company has obtained the Valuation Report from an independent registered valuer namely Mr. Mahesh Mandowara, registered valuer in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018. The said valuation report is also available on the Company's website at [Valuation Report](http://www.srghousing.com) at www.srghousing.com.

iv. Amount which the company intends to raise by way of such securities;

Aggregating up to Rs. 49,93,20,000/- ((Forty-Nine Crore Ninety-Three Lakh twenty Thousand Rupees Only)

v. Purpose/Objects of the Preferential Issue

- (i) To augment the net worth of the Company and to broad base the capital structure of the company required for its business growth.
- (ii) To meet increased working capital requirements.
- (iii) To meet the long term fund requirements of the Company,
- (iv) To repay the debt of the Company
- (v) General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company

vi. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is January 20, 2025, i.e. 30 days prior to the date of this Extra-Ordinary General Meeting (EGM).

vii. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to non-individual belonging to 'Non-Promoter' category.

viii. Intent of the Promoters, directors or key managerial personnel or senior management of the Company to subscribe to the Preferential Issue

None of the Promoters, Directors, Key Managerial Personnel, Senior Management or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue

ix. Proposed time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

x. Principal terms of assets charged as securities

Not applicable.

xi. Shareholding pattern of the Company before and after the Preferential Issue

The shareholding pattern of the Company before and after preferential issue is as follows:

Sl No	Category of Shareholder(s)	Pre - Issue		Post - Issue	
		No. of shares held	% of share holding	No. shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
i.	Individuals/Hindu undivided Family	6929388	48.43	6929388	44.20
ii.	Bodies Corporate	2340055	16.36	2340055	14.93
	Sub- Total (A) (1)	9269443	64.79	9269443	59.13
2	Foreign	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	9269443	64.79	9269443	59.13
B	Non-Promoters Holding				
1	Institutional Investors				
i.	Mutual Funds	-	-	-	-
ii.	Foreign Portfolio Investors/Alternate Investment Funds	2000	0.01	2000	0.01
iii.	Financial Institutions/ Bank	-	-	-	-
	Sub- Total (B) (1)	2000	0.01	2000	0.01
2	Central Government/ State Government	-	-	-	-
	Sub- Total (B) (2)	-	-	-	-
3	Non-Institutions				
i.	Directors and their relatives (excluding independent directors and nominee directors)	4680	0.03	4680	0.03
ii.	Key Managerial Personnel	1489	0.01	1489	0.01
iii.	Investor Education and Protection Fund (IEPF)	8407	0.06	8407	0.05
iv.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1298946	9.08	1298946	8.29
v.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	31,15,418	21.77	4552829	19.87
vi.	Non-Resident Indian (NRIs)	185835	1.30	185835	1.19
vii.	Bodies Corporate	263844	1.84	263844	10.41
viii.	Any Other (specify)				
a	LLP	10742	0.08	10742	0.07
b	HUF	147034	1.03	147034	0.94
c	Trust	-	-	-	-
	Sub- Total (B) (3)	5036395	35.20	6404395	40.86
	Total Public Shareholding (B)	5038395	35.21	6406395	40.87
	Total (A) + (B)	14307838	100.00	15675838	100.00

xii. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

xiii. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, 2,00,000 Equity shares were allotted to 1 non-promoter allottee pursuant to exercise of warrants at the issue price of Rs. 200/- each (Face value of Rs. 10 per share) and 7,76,263 Equity Shares allotted to 29 non-promoter allottee pursuant to preferential issue of Equity shares at the issue price of Rs. 333/- per share and (face value of Rs. 10 per share).

xiv. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Name of the proposed allottee	Class of allottee	Ultimate beneficial owners	Present pre-issue shareholding		No of Shares Allotted	Post issue shareholding	
			Pre-issue holding	% of total equity capital		Post issue holding	% of total equity capital
M3 Investment Private Limited	Non-Individual	1. Yunus Gafulbhai Bilakhia 2. Anjum Gafulbhai Bilakhia 3. Jakir Gafulbhai Bilakhia	69411	0.49	13,68,000	14,37,411	9.17

xv. The change in control, if any, in the Company that would occur consequent to the Preferential Issue

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the above allottee.

xvi. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

xvii. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

xviii. Lock-in Period

The pre-preferential allotment shareholding of the proposed allottee and the equity shares to be allotted on preferential basis, shall be subject to lock-in, in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

xix. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

The current status of allottee is **Non-Promoter** and proposed status of the post preferential issue will also be **Non-promoter**

xx. Undertakings

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- f) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

xxi. Company Secretary's Certificate

The certificate from Jalan & Co., Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: [PCS Certificate](http://www.srghousing.com) at www.srghousing.com

xxii. Other disclosures

- a) During the period from Jan 20, 2025 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- b) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is more than 5%, report of the registered valuer is required under applicable provisions of SEBI ICDR Regulation.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.

- d) The proposed allottee has confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. The allottee further confirmed that it is eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Registered Office:

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

By order of the Board of Directors

Sd/-
Divya Kothari
M. No:A57307
Company Secretary
Date: 22-01-2025
Place: Udaipur



SRG HOUSING FINANCE LIMITED

Regd. Office: 321, SM Lodha Complex, Near Shastri Circle, Udaipur (Rajasthan) 313001;

CIN NO: L65922RJ1999PLC015440 Tel: +91-294-2561882, 2412609

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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extra Ordinary General Meeting on February 19, 2025

Full name of the members attending :

.....

Including joint members (In block capitals)

Registered Address of the Sole/First :
named Member

Ledger Folio No./Client ID No. :
.....

No. of shares held :
.....

Name of Proxy :
.....

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the **Extra Ordinary General Meeting** of the **SRG HOUSING FINANCE LIMIEDT** at Head Office of the Company at 12, SRG House, Opp Paras Health Hospital, Shobhagpura, Udaipur Rajasthan 313001, on Wednesday Feb 19, 2025 at 12:15 PM.

(Member's /Proxy's Signature)

Note:-

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



SRG HOUSING FINANCE LIMITED

Regd. Office: 321, SM Lodha Complex, Near Shastri Circle, Udaipur (Rajasthan) 313001;

CIN NO: L65922RJ1999PLC015440 Tel: +91-294-2561882, 2412609

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

Form No. MGT-11

Proxy form

[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

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on **Wednesday Feb 19, 2025** at 12:15 p.m. at Head Office of the Company at 12, SRG House, Opp Paras Health Hospital, Shobhagpura, Udaipur Rajasthan 313001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions
Special Business	
1.	To Offer, Issue and Allot Equity Shares on Preferential Basis

Signed this ___ day of ___ 20__

Signature of Shareholder
of the shareholder

Signature of Proxy holder

Signature

Across Revenue Stamp

Affix
Revenue
Stamps

Note:

1. 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.
2. The proxy need not be a member of the company