

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

Date: 07-09-2022

To,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

Dear Sir,

**Subject: - Corrigendum to the Notice of the Extra Ordinary General Meeting**

In continuation to our intimation dated September 4, 2022 we are submitting herewith the corrigendum to the notice of Extra Ordinary General Meeting ("EGM") scheduled to be held on Monday, September 26, 2022.

Copy of the said corrigendum to the EGM Notice is also uploaded on the website of the Company i.e. [www.srghousing.com](http://www.srghousing.com).

The EGM Notice should be read in conjunction with this Corrigendum. All other contents of the EGM Notice save and except as amended / modified by this Corrigendum, shall remain unchanged.

You are requested to take the same on your record.

Thanking You,

**With Regards,**

**For SRG Housing Finance Limited**

**Vinod K. Jain**  
**Managing Director**  
**DIN: 00248843**



**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

**CORRIGENDUM TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

An Extraordinary General Meeting (“EGM”) of the Members of SRG Housing Finance Limited is scheduled to be held on Monday, September 26, 2022 at 12.15 p.m. IST at the Head Office of the Company at 12, Opposite Paras JK Hospital, Shobhagpura, Udaipur, Rajasthan 313001.

This Corrigendum is being issued to give notice to amend/ provide additional details as mentioned herein:

Sr. No.	Page No.	Particulars	Original Text	To be read as
1	13	Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue	<p>(a) the 90 (Ninety) trading days’ volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 182.17 (Rupees One Hundred Eighty Two and Paise Seventeen only) per Equity Share; or</p> <p>(b ) the 10 (Ten) trading days’ volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 153.49 (Rupees One hundred fifty three and Paise forty Nine only) per Equity Share.</p> <p>The proposed allotment is not more than 5% of the post issue fully diluted Equity Shares capital of the company therefore the valuation report under Regulation 166A of the SEBI (ICDR) Regulation.</p>	<p>(a) the 90 (Ninety) trading days’ volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs.153.49 (Rupees One hundred fifty three and Paise forty Nine only) per Equity Share; or</p> <p>(b ) the 10 (Ten) trading days’ volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 182.17 (Rupees One Hundred Eighty Two and Paise Seventeen only) per Equity Share.</p> <p>The proposed allotment shall not result In change of control and is not more than 5% of the post issue fully diluted Equity Shares capital of the company therefore the valuation report under Regulation 166A of the SEBI (ICDR) Regulation is not applicable.</p>
2	17	Other Disclosures / Undertakings point 3	A copy of the certificate from M/s Valawat & Associates, Chartered Accountants being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be available for inspection by the Members at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except	The certificate dated September 5, 2022, issued by M/s Mohit Vanawat And Associates, practicing company secretaries, certifies that this preferential issue is in compliance with Chapter V of SEBI ICDR Regulations and the said report can be found on the website of the Company at the following link <a href="https://www.srghousing.com/DatalImages/download/ICDR%20Certificate%20of%20PCS.pdf">https://www.srghousing.com/DatalImages/download/ICDR%20Certificate%20of%20PCS.pdf</a>

			Saturdays, Sundays and Public Holidays) up to the date of EGM.	Members seeking to inspect the certificate may also send an email to info@srghousing.com for requesting a copy of the same and the same shall be available for inspection by the Members at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of EGM."
3	16	The pre and post issue shareholding pattern of the Company	Post Issue Shareholding Structure: Individual/HUF = 47.07%  Pre-Issue Shareholding Structure:- Total Public Shareholding (B) = 34.35%	Post Issue Shareholding Structure: Individual/HUF = 47.05%  Pre-Issue Shareholding Structure : Total Public Shareholding (B) = 35.04%
4	19	Annexure A Point A Value and Type of Transaction	Rent amount payable to Vinod Jain HUF – Rent amount- Not exceeding Rs. 1 Lakhs per financial year upto the tenure of 10 years	Rent amount payable to Vinod Jain HUF – Rent amount- Not exceeding Rs. 12 Lakhs per financial year upto the tenure of 10 years

**Under Explanatory Statement for item no.1 under paragraph 18 "Other Disclosures/Undertakings, following shall be added:**

- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- None of the person belonging to promoter / promoter group and proposed allottees has previously subscribed to warrants of the Company but has failed to exercise the warrants.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.

**Under explanatory statement for item no. 2 following paragraph shall be added:**

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Vinod Kumar Jain, Managing Director and Mrs. Seema Jain, Director is concerned or interested in the resolution set out in Item No. 2 of the Notice.

By Order of the Board

**For SRG Housing Finance Limited**

**Divya Kothari**  
Company Secretary  
M. No: A57307

**Date:- 07-09-2022**  
**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

**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 **Monday, September 26, 2022 at 12.15 p.m. IST** at the Head Office of the Company at 12, Opposite Paras JK Hospital, Shobhagpura, Udaipur, Rajasthan 313001, to transact the following business:

**SPECIAL BUSINESS:**

**Item No.1**

**Issuance of 5,00,000 Warrants convertible into 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(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI LODR Regulations**”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreement entered into by the Company with BSE Limited and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Securities and Exchange Board of India (the “**SEBI**”), Stock Exchanges, Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”) and/or any other competent authorities (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from the Appropriate Authorities in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, up to 5,00,000 fully convertible warrants (“warrants”), each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of Rs.10/- each (Rupee Ten Only) (“**Equity Share**”) each at a price of Rs. 200 /- (Rupees Two Hundred only) per warrant {including premium of Rs. 190 (Rupees One Hundred Ninty only) each aggregating up to Rs. 10,00,00,000/- (Rupees Ten crores only) for cash, to the below-mentioned person belonging to Promoter Group and public shareholder (“**Proposed Allottees**”) on such terms and conditions as the Board may, in its absolute discretion think fit and in such form and manner in accordance with applicable laws.



**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for determining the floor price of the Warrants to be issued in terms hereof is **August 26, 2022** being the date 30 days prior to the date of this Extra Ordinary General Meeting.

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

1. Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (the “Warrant Exercise Period”).
2. The proposed Warrant allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
3. The Warrant Holder shall be entitled to exercise his option to convert any or all of the Warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the Members of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holder.
4. The Warrants, being allotted to the proposed allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
5. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. 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 Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
6. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
7. The warrants by itself, until exercise and converted into Equity Shares, shall not give any rights / entitlements with respect to that of an equity shareholder.
8. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holder on such Warrants shall stand forfeited.
9. The Warrants shall be issued and allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

10. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
11. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, 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** the monies received by the Company from the Proposed Allottees for subscription of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holder, if any, in the Company shall also be subject to lock-in as per the provisions of Chapter V of SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to the Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialised securities account of the Warrant Holder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of Warrants to be allotted to the Proposed Allottees, provide any clarifications related to issue and allotment of Warrants, listing of equity shares on Stock Exchanges and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the

Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

**Item No: 2**

**To approve Material Related Party Transactions:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), respective accounting standards issued by The Institute of Chartered Accountants of India and other applicable laws / statutory provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter into and to continue such related party transaction(s)/ contracts/arrangements with Mr. Vinod Kumar Jain, Managing Director and Promoter of the Company and Vinod Jain HUF (being Mr. Vinod Kumar Jain as the Karta) the ‘related parties’ as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether as an individual transaction or transactions taken together and/or series of transactions and/or otherwise any other matters incidental thereto not exceeding the limits mentioned below on such term(s) and condition(s) as may be sanctioned or mutually agreed between the parties as per details set out in the explanatory statement, provided that such transactions, contracts or arrangements are carried out at arm’s length basis and in the ordinary course of business.

Sr. No.	Particulars	Transaction Limit
<b>Mr. Vinod Kumar Jain</b>		
1	Rent payable and rent deposit on the lease agreement for two premises	<b>Security Deposit-</b> Not exceeding an aggregate limit of Rs. 15 Crores.  <b>Rent Amount-</b> Not exceeding an aggregate limit of Rs. 240 lakhs per financial year upto the tenure of 10 years
2	Remuneration Payable	<b>a. Salary:-</b> Yearly salary of Rs. 180 Lakhs fixed. <b>b. Incentive:</b> Incentive of 5% net Profits of the Company subject to a maximum ceiling Rs. 180 Lakhs, in addition to his yearly salary mentioned above. <b>c. Perquisites:</b> Gratuity Payable at a rate not exceeding half a month’s salary for each completed year of services in addition to a and b. <b>d. Benefits:</b> Benefits as provided under Section IV Part II of Schedule V of Companies Act 2013.

		(This above remuneration limit was already approved by the shareholders at the 23 <sup>rd</sup> Annual General Meeting of the Company held on August 5, 2022 for his reappointment for a period of 3 years from May 7, 2022 till May 6, 2025)
<b>Vinod Jain HUF</b>		
3.	Rent payable and rent deposit on the lease agreement for two premises	<p><b>Security Deposit-</b> Not exceeding an aggregate limit of Rs. 10 lakhs.</p> <p><b>Rent Amount-</b> Not exceeding an aggregate limit of Rs. 12 lakhs per financial year upto the tenure of 10 years</p>

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**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 to 2 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](mailto: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, August 26, 2022.
5. Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being *Monday September 19, 2022* 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. Monday September 19, 2022.
  - (f) The e-voting period commences on September 23, 2022 (09:00 A.M. IST) and ends on September 25, 2022 (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 Monday September 19, 2022 i.e. the cut-off date.

11. (a) 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 i.e. **Monday September 19, 2022** may obtain the login Id and password by sending a request at e-mail address [evoting@nsdl.co.in](mailto: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](http://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) in case the shares are held by them in electronic form and with Integrated in case the shares are held by them in physical form 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 **September 23, 2022 (09:00 A.M. IST) and ends on September 25, 2022 (5.00 P.M. IST)**. During this period, members as on **Monday September 19, 2022 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><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or Click on link : <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III Proceed with completing the required fields.</li> </ol> <p><b>3. By visiting the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with user id and password.</li> <li>IV. Option will be made available to reach e-Voting page without any further authentication.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>3. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>4. By visiting the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</li> </ol>

## **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.

<b>Members facing any technical issue - NSDL</b>	<b>Members facing any technical issue -CDSL</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

## **II) Applicable for non-Individual members**

### **Login method for non-individual members are given below:**

- I. 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.

**III) 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:**

1. 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](mailto:evoting@NSDL.com)/ [info@srghousing.com](mailto:info@srghousing.com).

**IV) 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](http://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 Securities Depository Limited and BSE Limited.

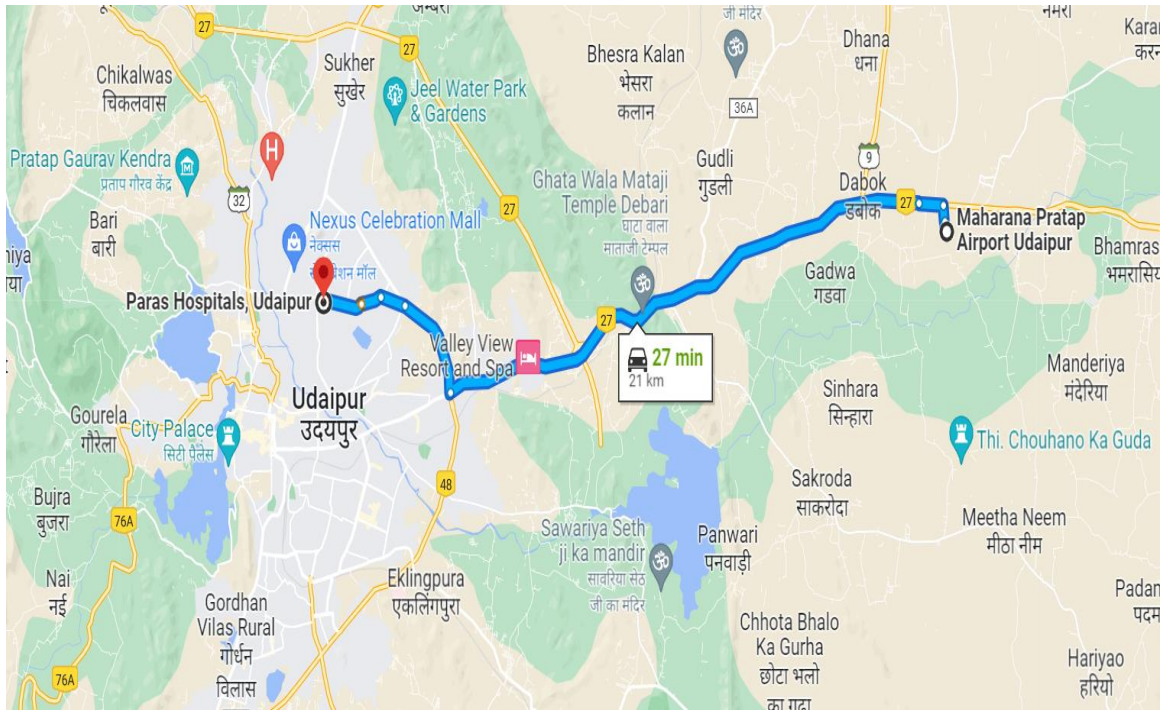
By Order of the Board  
For **SRG Housing Finance Limited**

Place: Udaipur  
Date: 31-08-2022

Divya Kothari  
Company Secretary  
Membership No. : ACS 57307

CIN: L65922RJ1999PLC015440  
Regd. Office: 321 S.M. Lodha Comple Near Shastri Circle Udaipur  
Rajasthan 313001  
Tel No: 029-2561882  
Website: [www.srghousing.com](http://www.srghousing.com) Email id: [info@srghousing.com](mailto:info@srghousing.com)

**Route Map**  
SRG Housing Finance Limited  
12, Opposite Paras JK Hospital, Shobhagpura, Udaipur, Rajasthan 313001,





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

**Item No 1**

The Board of Directors of the Company at their meeting held on **Wednesday August 31, 2022** have proposed to issue convertible share warrants through preferential allotment to selected group of people as mentioned in the resolution and also in the explanatory statement.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the “Act”) and Rules made thereunder (the ‘Act’) and in accordance with the provisions of Chapter V of “Preferential Issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”) as amended and on terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a **Special Resolution**.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot convertible warrants on preferential basis to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

**i. The Objects of the 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.

**ii. Name of the proposed allottees and the no. of warrants proposed to be allotted to them:**

Sl. No.	Name of proposed allottee	Class	No. of warrants	Amount (in Cr.)
1	Arun Kumar Ganeriwala	<b>Non Promoter</b>	<b>2,00,000</b>	<b>4.00</b>
2	Vinod Kumar Jain	<b>Promoter</b>	<b>3,00,000</b>	<b>6.00</b>
	<b>Total</b>		<b>5,00,000</b>	<b>10.00</b>

**iii. The intention of the promoters / directors / key management personnel of the Company to subscribe to the offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of the objects:**

Mr. Vinod Kumar Jain Promoter of the Company has shown his intent to subscribe the convertible warrants proposed to be issued by the Company. Apart from them no other Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intend to subscribe to the Warrants under the Preferential Issue. The proposed allotment of convertible warrants is also to be made to the proposed allottee as mentioned in the resolution who are belonging to the category other than promoters.

**iv. Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:**

The Board of Directors of the Company at their meeting held on Wednesday, August 31, 2022 proposed to issue and allot upto 5,00,000 convertible warrants at a price of Rs. 200/- (Rupees Two Hundred only) per warrant each convertible into 1 (One) Equity share of face value of Rs. 10/- each at a premium of Rs. 190/- (Rupees One hundred Ninety only) per share aggregating to not more than Rs. 10,00,00,000/- (Rupees Ten Crore Only) to the proposed allottees.

The price of each equity share to be issued in lieu of warrants is fixed at Rs. 200/- (Rupees Two Hundred Only) per share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date.

**v. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue;**

The Equity Shares of Company are listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e. August 26, 2022 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:

- a) the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 153.49 (Rupees One hundred fifty three and Paise forty Nine only); or
- b) the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 182.17 (Rupees One Hundred Eighty Two and Paise Seventeen only) per Equity Share.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

The proposed allotment shall not result In change of control and is not more than 5% of the post issue fully diluted Equity Shares capital of the company therefore the valuation report under Regulation 166A of the SEBI (ICDR) Regulation is not applicable.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 182.17 per Equity Share. The issue price is Rs. 200/- per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

**vi. Relevant date:**

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 convertible warrants and price of the equity shares to be allotted on conversion or exchange of warrants is August 26, 2022 being 30 days prior to the date of this Extra-Ordinary General Meeting (EGM) i.e. Monday September 26, 2022.

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

Rs. 10,00,00,000/- (Rupees Ten Crores Only)

**viii. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitives, if any:**

Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

**ix. Requirements as to re-computation of price**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the warrants/ equity shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified warrants shall continue to be locked-in till the time such amount is paid by the allottees.

**x. No. 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:**

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the year 2021-22 and during the period from 1st April, 2022 till the date of this notice.

**xi. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:**

Not Applicable as the Investors are Natural Persons.

- xii. **The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

Name of the Allottee	Category of the Allottee	Pre issue shareholding of the proposed allottee(1)		No. of warrants to be allotted(3)	Post conversion shareholding of the proposed allottee (assuming conversion of all warrants)(2)	
		No. of shares	%		No. of shares	%
Arun Kumar Ganeriwala	Individual Investor	0	0	2,00,000	2,00,000	1.48
Vinod Kumar Jain	Individual Investor-Promoter	29,16,387	22.43	3,00,000	32,16,387	23.83

**Notes :-**

1. Calculated on the basis of the current paid up equity share capital of the Company;
2. Assuming all the Warrants are converted into Equity Shares of the Company.

- xiii. **Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Mr. Vinod Kumar Jain belongs to the promoter and promoter group of the Company as on date of this Notice. Further, upon the issuance and allotment of the warrants, he will continue to be categorized as the promoter of the Company.

Mr. Arun Kumar Ganeriwala does not hold any shares in the Company as on the date of issue of Notice. Further, upon the issuance and allotment of the warrants, Mr. Arun Kumar Ganeriwala will be categorized as a public shareholder of the Company.

- xiv. **Valuation for consideration other than cash:**

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

- xv. **Listing:**

The Company is in compliance with the conditions of continuous listing of equity shares as specified in the uniform listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.

- xvi. **Lock-In:**

The warrants and the Equity shares to be allotted upon exercise of option of conversion by the warrant holder shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

xvii. The pre and post issue shareholding pattern of the Company:

Category of Shareholder	Pre-Issue Shareholding Structure		Post Issue Shareholding Structure (Assuming conversion of all share warrants) *	
	No. of shares held	% of shares	No. of shares held	% of shares
<b>(A) (1) Shareholding of Promoter and Promoter Group</b>				
<b>Indian</b>				
Individual/ HUF	60,51,616	46.55	63,51,616	47.05
Central/State Gov	-	-	-	-
Fins / Banks	-	-	-	-
Any Other specify- Bodies Corporates	23,92,555	18.40	23,92,555	17.72
<b>Sub Total (A) (1)</b>	<b>84,44,171</b>	<b>64.96</b>	<b>87,44,171</b>	<b>64.77</b>
<b>(A) (2) Foreign</b>				
Indv./NRI For Ind.	-	-	-	-
Government	-	-	-	-
Institutions	-	-	-	-
Foreign Portfolio Investor	-	-	-	-
Any Other Specify	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group Total (A)= (A)(1)+(A)(2)</b>	<b>84,44,171</b>	<b>64.96</b>	<b>87,44,171</b>	<b>64.77</b>
<b>(B) Public shareholding</b>				
Institutions Investors				
Non-institutions Investors				
Private Corporate Bodies	2,79,588	2.15	2,79,588	2.07
Indian Public	41,40,450	31.85	43,40,450	32.15
Others (including NRIs)	1,35,791	1.04	1,35,791	1.01
<b>Total(B)</b>	<b>45,55,829</b>	<b>35.04</b>	<b>47,55,829</b>	<b>35.23</b>
<b>TOTAL (A)+(B)</b>	<b>1,30,00,000</b>	<b>100.00</b>	<b>1,35,00,000</b>	<b>100.00</b>
<b>Non Promoter Non Public (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Shares underlying DRs	-	-	-	-
Shares held by Employee Trusts	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1,30,00,000</b>	<b>100.00</b>	<b>1,35,00,000</b>	<b>100.00</b>

(\*) Assuming all the Warrants are converted into Equity Shares of the Company

**xviii. Other Disclosures / Undertakings:**

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- The proposed allottees (along with Promoter/ Promoter group in case of allotment to Promoter group) have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date
- The certificate dated September 5, 2022, issued by M/s Mohit Vanawat And Associates, practicing company secretaries, certifies that this preferential issue is in compliance with Chapter V of SEBI ICDR Regulations and the said report can be found on the website of the Company at the following link  
<https://www.srghousing.com/DataImages/download/ICDR%20Certificate%20of%20PCS.pdf>  
Members seeking to inspect the certificate may also send an email to info@srghousing.com for requesting a copy of the same and the same shall be available for inspection by the Members at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of EGM.
- The Company has not bought back any Equity Shares.
- Principle terms of assets charged as securities: Not Applicable
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- None of the person belonging to promoter / promoter group and proposed allottees has previously subscribed to warrants of the Company but has failed to exercise the warrants.

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 and Warrants to the proposed allottees is being sought by way of a special resolution as set out in the said item of the EGM 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 recommend the Special Resolutions at Item Nos.1 of the accompanying EGM Notice for approval by the Members of the Company.

Except Mr. Vinod Kumar Jain and Mrs. Seema Jain along with their relatives, no other Director, Key Managerial Personnel and their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution.

**Item No 2**

In terms of Regulation 23 of SEBI (LODR) Regulations, 2015, as amended from time to time, all material Related Party Transactions shall require prior approval of the shareholders and no related party shall vote to approve the relevant transaction, irrespective of whether the entity is a party to the particular transaction or not.

The members of the Company are hereby apprised that the Securities and Exchange Board of India ('SEBI'), vide its notification dated November 09, 2021, has amended Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). As per the new prescribed thresholds, all related party transactions in excess of Rs. 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity shall be deemed to be Material Related Party Transaction



and all such transaction(s) in a contract to be entered into individually or taken together during the year shall require prior approval of members a listed entity.

Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

In terms of Section 188 of the Companies Act, 2013 and Companies (Amendment) Act, 2015 and 2017, 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 members of the Company.

The annual turnover of the Company for the financial year 2021-22 is Rs. 7,91,914,294.82 (Rs.79.19 Cr.). Accordingly, any transaction(s) by the Company with its related party exceeding Rs. 7,91,91,429.48 (Rs. 7.91 Cr.) (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same.

During the preceding financial years, the Company has entered/continued entering into aforesaid agreements/ contracts/arrangements with related parties such as leasing/renting of business premises in the ordinary course of business from and Remuneration to Mr. Vinod Kumar Jain (KMP), Vinod K. Jain HUF (where Mr. Vinod Kumar Jain is a Karta) in the ordinary course of business.

Considering the transactions entered with the Related parties and expected future transactions, the approval of the shareholders of the Company is requested for the aforesaid material related party transactions which would be entered into by the Company with Mr. Vinod K. Jain and Vinod K. Jain HUF.

The above stated transactions with related parties fall within the purview of the Listing Regulations and all these transactions in aggregate, are material related party transactions under the Listing Regulations. These transactions are in the ordinary course of business and on an arm's length basis.

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No. 2 of the Notice as an Ordinary Resolution. All the related documents and registers referred herein would be available for inspection by the Members at the Registered office of the Company during normal business hours on any working day upto and including the date of the EGM.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Vinod Kumar Jain , Managing Director and Mrs. Seema Jain, Director is concerned or interested in the resolution set out in Item No. 2 of the Notice.

The details required as under the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 in connection with the Material Related Party Transactions is attached in **Annexure A**.

**Annexure A**

**The details required as under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Regulations in connection with the Material Related Party Transactions are given below:**

**(Pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021)**

Name of the Related Party	Vinod Kumar Jain	Vinod Jain HUF
Nature of Relationship	Managing Director & Promoter	HUF where Mr. Vinod Kumar Jain (Managing Director & Promoter) is a Karta
Nature of concern or interest of the related party (financial or otherwise)	Financial	Financial
<b>A. Value and Type of Transaction: Aggregate value of transactions between the Company and its related parties is as per details mentioned herein below</b>		
<b>Type of transaction</b>	<b>Transaction Limit</b>	
Rent payable and rent deposit on the lease agreement for premises	<b>Security Deposit-</b> Not exceeding an aggregate limit of Rs. 15 Crores.  <b>Rent Amount-</b> Not exceeding an aggregate limit of Rs. 240 lakhs per financial year upto the tenure of 10 years	<b>Security Deposit-</b> Not exceeding an aggregate limit of Rs. 10 lakhs.  <b>Rent Amount-</b> Not exceeding an aggregate limit of Rs. 12 lakh per financial year upto the tenure of 10 years
Remuneration payable	<b>a. Salary:-</b> Yearly salary of Rs. 180 Lakhs fixed. <b>b. Incentive:</b> Incentive of 5% net Profits of the Company subject to a maximum ceiling Rs. 180 Lakhs, in addition to his yearly salary mentioned above. <b>c. Perquisites:</b> Gratuity Payable at a rate not exceeding half a month's salary for each completed year of services in addition to a and b. <b>d. Benefits:</b> Benefits as provided under Section IV Part II of Schedule V of Companies Act 2013.  (This above remuneration limit was already approved by the shareholders at the 23 <sup>rd</sup> Annual General Meeting of the Company held on August 5, 2022 for his reappointment for a period of 3 years from May 7, 2022 till May 6, 2025)	NA

<b>B. Value of transaction as a percentage of Company's annual turnover and value of transaction as a percentage of subsidiary's annual turnover (based on turnover of Financial Year 2021-22)</b>		
<b>Nature of Transaction</b>	<b>Percentage of Company's annual turnover</b>	
Rent payable and rent deposit on the lease agreement for two premises	Security Deposit - Not exceeding 19% Rent Payable -Not exceeding 3.03%	Security Deposit- Not Exceeding 0.13% Rent Payable- Not exceeding 0.15%
Remuneration payable	Not exceeding 4.55%	-
<i>Note: Value of transaction as a percentage of subsidiary's annual turnover based on turnover of Financial Year 2021-22 is not applicable.</i>		
<b>C. Type, Material terms including Tenure, Rate of Interest, repayment, security, other covenants of the Transactions, source of funds, purpose of use of funds and Justification as to why the related party transaction is in the interest of the listed entity</b>		
<b>Type of transaction</b>	a. Payment of Rent and Security Deposit in connection to Leasing/renting of premises for commercial use	Payment of Rent and Security Deposit in connection to Leasing/renting of premises for commercial use
	b. Payment of remuneration	
<b>Tenure</b>	a. Rent agreement is upto the period of 10 years commencing from 1 <sup>st</sup> October, 2022 b. Remuneration payable - for a period of 3 years from May 7, 2022 till May 6, 2025)	Rent agreement is upto the period of 10 years commencing from 1 <sup>st</sup> October, 2022
<b>Interest rate</b>	Not Applicable	Not Applicable
<b>Security</b>	Not applicable	Not applicable
<b>Repayment</b>	Not applicable	Not applicable
<b>Source of Funds</b>	Not applicable	Not applicable
<b>Purpose of Funds</b>	Not applicable	Not applicable
<b>Indebtedness incurred for subscription of securities</b>	Not applicable	Not applicable
<b>Justification as to why the related party transaction is in the interest of the listed entity</b>	<p><b>a. Lease Agreement:-</b> The Company has been using the premises as its head office, and other offices for operational efficiency, cost reduction, geographical efficiency, good infrastructure and therefore the transaction is in the best interest of the Company.</p> <p><b>b. Remuneration:-</b> The remuneration is commensurate with his profile in the Company. Further, being a Managing Director, his skills, dedication and commitment have brought tremendous value additions in the functioning and Governance of the Company.</p>	<b>Lease Agreement:-</b> - The Company has been using the premises since long as the registered office and branch office of the Company for its operational efficiency, cost reduction, geographical efficiency, good infrastructure and therefore the transaction is in the best interest of the Company.

<b>Material Terms</b>	<b>Lease Agreement:-</b> <ul style="list-style-type: none"> <li>• Security Deposit shall be not exceeding Rs. 15 Crores</li> <li>• Rent payable shall be upto 20 lakhs per month</li> <li>• Rent due in each month and payable upto 7<sup>th</sup> of succeeding month</li> <li>• Security deposit is interest free and is at arm's length basis</li> <li>• Tenure shall be upto the period of 10 years commencing from 1<sup>st</sup> October, 2022.</li> </ul> <b>Remuneration:-</b> As approved by the shareholders in the 23 <sup>rd</sup> Annual General Meeting of the Company held on August 5, 2022	<b>Lease Agreement:-</b> <ul style="list-style-type: none"> <li>• Security Deposit shall be not exceeding Rs. 10 lakhs</li> <li>• Rent payable shall be not exceeding Rs. 1 lakh per month</li> <li>• Rent due in each month and payable upto 7<sup>th</sup> of succeeding month</li> <li>• Security deposit is interest free and is at arm's length basis</li> <li>• Tenure shall be upto the period of 10 years commencing from 1<sup>st</sup> October, 2022.</li> </ul>
<b>D. Valuation or other external party report</b>		
Not applicable as the transactions are carried out at competitive and prevailing market prices.		

By Order of the Board  
For **SRG Housing Finance Limited**

**Divya Kothari**  
Company Secretary  
Membership No. : ACS 57307

Place: Udaipur  
Date: 31-08-2022  
CIN: L65922RJ1999PLC015440  
Regd. Office: 321 S.M. Lodha Comple Near Shastri Circle Udaipur  
Rajasthan 313001  
Tel No: 029-2561882  
Website: [www.srghousing.com](http://www.srghousing.com) Email id: [info@srghousing.com](mailto:info@srghousing.com)



**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 September 26, 2022**

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, Opposite Paras JK Hospital, Shobhagpura, Udaipur, Rajasthan 313001, on Monday, September 26, 2022 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 **Monday, September 26, 2022** at 12:15 p.m. at Head Office of the Company at 12, Opposite Paras JK Hospital, Shobhagpura, Udaipur, Rajasthan 313001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions
<b>Special Business</b>	
1.	Issuance of 5,00,000 Warrants convertible into Equity Shares on Preferential Basis
2.	To approve Material Related Party Transactions

Signed this \_\_\_ day of \_\_\_ 20\_\_  
Signature of Shareholder

Signature of Proxy holder

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