

NOTICE OF EXTRA ORDINARY GENERAL MEETING

ON MONDAY, 12TH MAY, 2014



SRG HOUSING FINANCE LIMITED

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



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

Dear Member,

You are cordially invited to attend the Extraordinary General meeting (EGM) of the members of the Company to be held on Monday, 12 May, 2014 at 1:00 PM at Regd. Office: 321, SM Lodha Complex, near Shastri Circle, Udaipur (Rajasthan) 313001.

The notice of the meeting, containing the business to be transacted along with the explanatory statement, is enclosed herewith.

By order of the Board of Directors

For SRG Housing Finance Limited

Sd/-
(Hitesh Soni)
Company Secretary

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF SRG HOUSING FINANCE LIMITED ("Company") will be held at 1:00 p.m. on Monday, May 12, 2014, at the Registered Office of the Company at 321 S.M. Lodha Complex, near Shastri Circle, Udaipur (Rajasthan)- 313001 to transact the following Businesses :

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution

"" RESOLVED THAT pursuant to provisions of section 13 , 61 , 64 and all other applicable provisions of Companies Act, 2013(hereinafter referred to as "ACT") and including all other statutory amendment(s) or re- enactment(s) as may be in force for the time being and all other provisions applicable , if any, of Companies Act, 1956 consent of the members be and is hereby granted to increase the Authorised Share Capital of the Company of Rs. 10,00,00,000(Rupees Ten Crore) divided into 1,00,00,000(One Crore) Equity Shares of Rs. 10/--(Rupees Ten) each to Rs. 12,00,00,000(Rupees Twelve Crore) divided into 1,20,00,000(One Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing shares of the Company."

RESOLVED FURTHER THAT Clause V i.e. Capital Clause of MOA of the company be and is hereby amended to substitute the following in place of existing clause

“The Authorised Share Capital of the Company is Rs.120000000 /- (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each .”

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do all acts, deeds and things as are necessary to give effect to increase in authorised share capital and necessary alterations in memorandum of association”

2. ISSUE OF BONUS SHARES

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

“**RESOLVED THAT** in accordance with provisions of Section 63 of Companies Act, 2013 and other applicable provisions, as has been notified in official gazette in this behalf or any amendment or re-enactment thereof , provisions of Companies Act, 1956 with respect to those provisions which are still in operation after the commencement of Companies Act, 2013, the provisions of the Articles of Association of the Company and recommendation of the Board of Directors , Audit committee and subject to the Guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of Members, be and is hereby accorded to the Board of Directors of the Company (“the Board”) for capitalization of sum to the extent of Rs. 3,23,22,000 (Rupees Three Crore Twenty Three Lacs Twenty Two Thousand Only) standing to the credit of Securities Premium Account of the Company, as may be considered necessary by the Board, for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten) each, credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the ‘Record Date’ to be determined by the Board or person authorized by board, for the purpose, in the proportion of 2 (Two) Bonus Equity Shares of Rs.10/- (Rupees Ten) each for every 5 (Five) fully paid-up Equity Share of Rs.10/- (Rupees Ten) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Vinod K. Jain, Managing Director and/or Mr. Hitesh Soni , Company Secretary & Compliance Officer of the Company be and are hereby jointly/severally authorized to do or cause to do all such acts, deeds, matters as may be necessary in the interest of the Company to give effect to this resolution, including but not limited to signing and execution of necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in this regard.

PLACE: UDAIPUR

DATE: 15-04-2014

BY ORDER OF THE BOARD

Sd/-

Hitesh Soni

Company Secretary

NOTES:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxy form duly completed should be deposited at the registered office of the company not less than forty- eight hours (48 hours) before the scheduled time of the Extra Ordinary General Meeting. Blank Proxy form is enclosed.
2. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business as set out above is annexed hereto.
3. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the meeting will not be allowed without the production of the Attendance Slip duly signed. Members, whose shares are in dematerialized form, are requested to bring their Depository Account Number for Identification.
4. Members holding shares in dematerialized form are requested to notify any changes with respect to their addresses, email-id, ECS mandate and bank details to their Depository Participant.
5. Members may be aware that Companies Act , 2013 has been passed by the legislature . However , till date, all sections have not been notified and made applicable. Therefore consent has been sought from members as per applicable provisions of Companies Act, 1956 and applicable provisions of Companies Act, 2013 as may be relevant. In terms of section 108 of Companies Act 2013 read with rule 20 of Companies (Management and Administration) Rule, 2014 every listed company has to provide its shareholders electronic voting facility. As the provisions came into effect on 1st April, 2014 your company is in process of entering into agreement with the agency for providing e-voting facility. E-voting facility is not provided for this ExtraOrdinary general meeting

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The present Authorised Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000(One Crore) equity shares of Rs.10/- (Rupees Ten) each. It is proposed to increase the Authorised Share Capital to Rs. 12,00,00,000 (Rupees Twelve Crore) divided into 1,20,00,000(One Crore Twenty Lacs) equity shares of Rs.10/- (Rupees Ten) each. The increase in the Authorised Share Capital will enable the Company to issue further shares by way of Right issue or Bonus Issue or in any other way, as may be determined by board, subject to approval of shareholders in general meeting. Also the increased Capital will help company to move to the Main Board of BSE from existing SME Platform of BSE

The Company is also required to alter its Memorandum of Association by altering the existing clause V to enable to accommodate the increase in Authorized Share Capital of the Company

Accordingly, your Directors recommend passing of this resolution as an Special Resolution as set out in item no. 1 of the notice submitted to this meeting.

None of the Directors, Key Managerial Personnel (KMP) of the company and their relative (s) is in any way concerned or interested in the above referred resolution.

ITEM NO. 2

The proposal for issuance of Bonus Shares is made to provide liquidity to the equity shares by increasing the available number of equity shares in the market and also to reward the members by allotting bonus shares. By issuance of 32,32,200 fully paid equity shares by way of Bonus shares, the paid-up equity share capital of the company will be increased from Rs. 8,08,05,000/-(Rupees Eight Crores Eight Lac Five Thousand only) to Rs. 11,31,27,000/-(Rupees Eleven Crores Thirty One Lacs Twenty Seven Thousand only).

Further your Directors propose to issue 2 (Two) Bonus Equity Share of Rs. 10/- each for every 5 (Five) fully-paid up Equity Shares of Rs. 10/- each held. Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company or any person authorized by board, for the purpose of issue of Bonus Shares, in the proportion of Two new equity shares for every Five existing equity shares held by them respectively on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

The proposal for issuance of Bonus Shares is beneficial to the members of the company as well as to the company.



In terms of Article of Association of the Company, any capitalization of Reserves will require the approval of shareholders to be obtained. Accordingly, the Board recommends the said resolution as set out at Item No. 2 for approval of the shareholders by way of Special resolution.

None of the Directors, Key Managerial Personnel (KMP) of the company and their relative (s) is in any way concerned or interested in the above referred resolution.

BY ORDER OF THE BOARD

Sd/-
Hitesh Soni
Company Secretary

PLACE: UDAIPUR
DATE: 15-04-2014



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Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65922RJ1999PLC015440

Name of the company: SRG Housing Finance Limited

Registered office: 321, SM Lodha Complex, near Shastri Circle, Udaipur (Rajasthan) 313001

Name of the Member(s): Registered address: E-mail id: Folio no./ Client id: DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

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

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

3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary general meeting of the company, to be held on the 12th day of May, 2014 At 1.00PM p.m. at 321, S M Lodha Complex, near Shastri circle, Udaipur – 313 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1 INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY
2 ISSUE OF BONUS SHARES
Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

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

AFFIX
REVENUE
STAMP



SRG HOUSING FINANCE LIMITED

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ATTENDANCE SLIP

Extraordinary General Meeting – MAY 12, 2014

Regd. Folio No. -----

No. of Shares held-----

*Demat A/c No -----

DP ID. No -----

I certify that I am a Member/Proxy for the Member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company at Regd. Office: 321, SM Lodha Complex, near Shastri Circle, Udaipur (Rajasthan) 313001, on Monday, the 12th day of May, 2014 at 1:00 PM

Member's/Proxy's Name

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.