



## SRG HOUSING FINANCE LIMITED

Regd. Office: 321, S.M. Lodha Complex, Near Shastri Circle, Udaipur (Rajasthan) 313001  
 CIN NO: L65922RJ1999PLC015440 Tel: +91-294-2561882, 2412609  
 Website: [www.srghousing.com](http://www.srghousing.com), Email-id: [info@srghousing.com](mailto:info@srghousing.com), [srghousing@gmail.com](mailto:srghousing@gmail.com)

# NOTICE

## 23<sup>RD</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING** of the Members of SRG HOUSING FINANCE LIMITED will be held on Friday 5<sup>th</sup> Day of August, 2022 at 12:15 P.M. through Video Conference (VC) or Other Audio Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Garima Soni (DIN :08336081), Director who retires by rotation in terms of Section 152(6) of The Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To consider and approve appointment of Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s) the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 ,141, 142 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Audit & Auditors) Rules 2014, (Including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and other applicable provisions if any, M/s Valawat & Associates, Chartered Accountants (Firm Registration No. 003623C), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company in place of M/s

PKJ & Co. (FRN. 124115W) the retiring Auditors, to hold office for the term of five years, from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting of the Company to be held in 2027 at such remuneration to be decided by Board in consultation with the said Auditors and based on the recommendation of the Audit Committee.”

### SPECIAL BUSINESS:

4. Approval for Issuance of Redeemable Non-Convertible Debentures/ Secured or Unsecured Redeemable Subordinated Debt - Tier-II NCDs/Bonds.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Foreign Exchange Management Act, 1999, including any amendment, modification, variation or re-enactment thereof and subject to the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 or any directions issued by other statutory / regulatory authorities from time to

time including any amendment, modification, variation or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee thereof or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013 or Rules thereunder), for onshore/ offshore issuances of Redeemable Non-Convertible Debentures or Secured or Unsecured Redeemable Subordinated Debt -Tier-II NCDs/ bonds, denominated in Indian Rupees and/or any foreign currency for cash, either at par or premium or at a discount to face value upto an amount not exceeding ₹ 250 Crores (Rupees Two Hundred Fifty Crores Only), to augment resources for onward lending and general corporate purpose, under one or more information memorandum/ shelf disclosure document, in one or more tranches on private placement basis during the period commencing from the date of this Annual General Meeting hereof until the conclusion of 24<sup>th</sup> Annual General Meeting on such terms and conditions as the Board of Directors may deem fit and appropriate for each series as the case may be.

**RESOLVED FURTHER THAT** the Board of Directors of the Company are hereby authorised to take decision(s) about the timing of the issue(s) of such securities including the above said Non-Convertible Debentures/bonds, number of securities, number of tranche(s), to be issued under each such tranche, tenure, purpose, coupon rate(s), securities for the issue if any, pricing of the issue, date(s) of opening and closing of the offers/ invitations for subscription of such securities, deemed date(s) of allotment, redemption and all other terms and conditions relating to the issue of the said securities on private placement basis or delegate the above powers to committee(s) of the Board or such other Committee(s)/ officers duly authorized for the purpose.

**RESOLVED FURTHER THAT** the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc. shall not exceed the overall borrowing limits of the Company, as approved or may be approved by the Members of Company from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised severally to do all such acts, deeds and matters and things and execute all such deeds, documents, instruments and writings as it may, in its sole and absolute discretion, deem necessary in relation thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s)/ Committees and/ or officer(s) of the Company, to give effect to the resolution.”

**5. Approval for Re-appointment of Vinod Kumar Jain, Managing Director**

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

**“RESOLVED THAT** pursuant to provision of section 152, 196, 197, 198, 200, 203 and Schedule V of Companies Act, 2013 and other applicable provisions, if any, of Companies Act, 2013 read with underlying rules viz. Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force, members do and hereby approves the reappointment of Mr. Vinod K. Jain (DIN: 00248843) as the Managing Director of the Company for a period of three years from May 7, 2022 till May 6, 2025 upon such terms and conditions including remuneration as set out in the explanatory statement attached hereto and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to vary and/ or modify the terms and conditions of appointment including remuneration payable to Mr. Vinod K. Jain in such manner as may be agreed between the Board and Mr. Vinod K. Jain and within the limits as approved by this resolution.

**RESOLVED FURTHER THAT** in case of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Vinod K. Jain, the remuneration mentioned herein shall be paid to Mr. Vinod K. Jain as minimum remuneration and the same shall

be subject to the overall limits approved by this resolution.

**RESOLVED FURTHER THAT** the board be and is hereby authorised to do all such acts, things and deeds and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution.”

#### 6. Approval for Further issue of Equity Shares

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 26, 32, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force, (“Companies Act, 2013”) and the rules and regulations made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules and regulations framed thereunder including the Securities Contracts (Regulation) Rules, 1957 (“SCRR”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the equity listing agreement, the Foreign Exchange Management Act, 1999, as amended (“FEMA”), and the rules and regulations made thereunder and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India (“SEBI”), Stock Exchange, the Reserve Bank of India (“RBI”), National Housing Bank (NHB) and any other relevant statutory and regulatory authorities (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and/or sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions 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 be deemed to include duly constituted committee of the Board), the consent, authority and approval of the members be and is hereby accorded to the board to create, offer, issue and allot upto 30,00,000 (Thirty Lakhs) Equity Shares, by way of public issue (i.e. Further Public Issue) and/or private offerings, and/or on preferential allotment and/or Right Issue and/or Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers (“QIB”)s (as defined in the ICDR Regulations) or any combination thereof, through issue of prospectus and /or placement document or other permissible/requisite offer document to various categories of investors venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not and/or Promoter/Promoter Group (collectively called the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such price or prices, at discount or premium or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board including the discretion to determine the QIBs to whom to offer, issue and allotment shall be made to the exclusion of other QIBs at the time of such creation, offer, issue and allotment, all subject to applicable laws, considering the then prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue.

**RESOLVED FURTHER THAT** the allotment of Securities, in case of QIP pursuant to Chapter VI of ICDR Regulations, shall be made only to the QIBs within the meaning prescribed under the said regulations and to be completed within 365 days from the date of passing of this Resolution or such other time as may be permitted under the ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter V and/or VI of SEBI (ICDR) Regulations, as applicable and as may be amended from time to time, provided that the Board may, in

accordance with applicable laws, offer a discount of not more than 5% (five percent) or such percentage as permitted under the applicable laws, with such lock-in requirements and on such price determined in accordance with the pricing formula provided under Chapter V and/or VI of SEBI (ICDR) Regulations, as applicable, as may be amended from time to time.

**RESOLVED FURTHER THAT** the “Relevant Date” for the purpose of pricing of the Equity Shares to be issued as per the above resolution, shall be the date of the meeting in which the Board decides to open the proposed issue of such shares or such other dates as may be prescribed, subject to any relevant provisions of applicable laws, rules, regulations, etc. as amended, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Issue and the listing of the Equity Shares pursuant to the Issue, in the best interests of the Company, including determination of the timing, size and price in relation to the Issue in consultation with the Lead Managers if any to the Issue and approve and appoint intermediaries/agencies required to be appointed, involved and concerned, to open and operate any bank account for the purpose of receipt/refund of funds raised in the issue, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board.

**RESOLVED FURTHER THAT** the Equity Shares allotted pursuant to the Issue as aforesaid shall be listed on one or more recognized stock exchanges in India and the designated stock exchange to be decided by the board on a later date.

**RESOLVED FURTHER THAT** the Equity Shares allotted pursuant to the Issue as aforesaid shall

be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares in all respects, including rights in respect of dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, 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, the appointment of the lead managers, underwriters, depositories, custodians, registrars, bankers, legal advisors, advisors, consultants and all such other agencies/intermediaries as are or may be required to be appointed, involved or concerned, the finalisation and execution of the necessary deeds, documents, applications, agreements, declarations, letters, instructions, papers, etc., opening and operating any bank account for the purpose of receipt/refund of funds raised in the Issue, the determination of the nature of the issue, terms and conditions for the Issue, Issue price and discounts permitted under applicable law, premium amount on Issue, if any, timing for Issue and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the Issue proceeds, seeking listing of such Securities on the stock exchanges, as it may in its absolute discretion deem fit without being required to seek further consent or approval of

the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** in case of over subscription to the extent of 1% of the Fresh Issue shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue.

**RESOLVED FURTHER THAT** all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013; and if the application monies received pursuant to the Issue are not refunded within such time, as specified by SEBI and in accordance with applicable law, the Company shall pay interest on failure thereof, as per applicable law.

**RESOLVED FURTHER THAT** subject to the applicable laws, such Equity Shares as are not subscribed in the Issue may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / foreign portfolio investors / bodies corporate / such other persons or otherwise.

**RESOLVED FURTHER THAT** subject to the applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Directors or any other officer or officers of the Company to give effect to the above resolutions.”

By order of the Board of Directors,

For **SRG Housing Finance Limited**

Registered Office:  
321, SM Lodha Complex,  
Near Shastri Circle,  
Udaipur (Rajasthan)-313001  
CIN: L65922RJ1999PLC015440  
Email: [info@srghousing.com](mailto:info@srghousing.com)  
Website: [www.srghousing.com](http://www.srghousing.com)

Sd/-  
**Sunaina Nagar**  
M. No: A40754  
Company Secretary  
Date: June 24, 2022  
Place: Udaipur

#### NOTES:

- 1) In view of the current extraordinary circumstances due to COVID-19 pandemic, requiring social distancing the Ministry of Corporate Affairs (MCA) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 General Circular No. 21/2021 December 14, 2021 and General Circular No. 2/2022 dates 05 May, 2022 (hereinafter collectively referred to as ‘MCA circulars’) read together with various circulars issued by Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD /CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 allowed the companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2022. Accordingly the Company would be conducting this meeting through two-way VC and in this connection it has availed the services of National Securities Depository Limited (NSDL) for providing the VC and e-voting facility.
- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto. The Board of Directors, at its meeting held on June 24, 2022 considered that the Special business under item no. 4, 5 and 6 being unavoidable, be transacted at the AGM.
- 3) This is to inform that as physical presence of Members has been dispensed with for attending the Meeting through VC/OAVM Facility, therefore there is no requirement of appointment of proxies. Accordingly the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 23<sup>rd</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the 23<sup>rd</sup> AGM through VC/ OAVM Facility and participate there at and cast their votes through e-voting.
- 4) The attendance of the members participating in the AGM through VC will be recorded digitally. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



- 5) Books of the Company would remain closed from Friday 29<sup>th</sup> July, 2022 to Friday, 05 August, 2022 (both days inclusive) for the purpose of 23<sup>rd</sup> Annual General Meeting of the Company.
  - 6) In compliance with the Circulars, Notice of the AGM along with the Annual Report 2021-22 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.srghousing.com](http://www.srghousing.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>
  - 7) We hereby request the Members of the Company to update their e-mail address to enable the Company to send communications electronically.
  - 8) All documents referred to in this Notice and other statutory registers like Register of Directors and Key Managerial Personnel and their shareholding (Section 170 of the Act), the Register of Contracts or Arrangements in which the Directors are interested (Section 189 of the Act) etc. maintained, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 05, 2022. Members seeking to inspect such documents can send an email to [info@srghousing.com](mailto:info@srghousing.com). The said documents would also be available online for inspection during the AGM.
  - 9) In terms of the provisions of Section 107 of The Companies Act, 2013, since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on Show of Hands at the 23<sup>rd</sup> AGM.
  - 10) The members desirous of obtaining any information with regard to the audited Annual Financial Statements of the Company for the financial year 2021-22 or on any other related subject are requested to write to the Company at [info@srghousing.com](mailto:info@srghousing.com) at least 15 days before the date fixed for the 23<sup>rd</sup> AGM, so that the information required could be kept ready.
  - 11) Since the AGM will be held through VC, the Route Map is not annexed in this Notice. The deemed venue is the Registered Office of the Company.
  - 12) Additional information, pursuant to SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM is furnished in the explanatory statement forming part of this Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the provisions of The Companies Act, 2013 and Rules thereto, and as per the RBI Directions.
  - 13) The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts.
  14. Members are requested to notify the change if any pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.
  - 15) The Board of Directors of the Company ("the Board") has appointed Mr. Shivhari Jalan, Practising Company Secretary as the Scrutinizer for conducting the voting process in a fair & transparent manner.
  - 16) The Scrutinizer shall after the conclusion of e-voting at the 23<sup>rd</sup> AGM shall make a scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairperson or a person authorized by him, within 2 working days or 3 days, whichever is earlier, from the conclusion of the 23<sup>rd</sup> AGM, who shall then countersign and declare the result of the voting forthwith.
  - 17) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.srghousing.com](http://www.srghousing.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairperson or a person authorized by him and shall be immediately forwarded to the Stock Exchange, i.e. BSE Limited.
- 18) Voting Through Electronic Means**
- a) In compliance with the provisions of Regulation 44 of the Listing Regulations, Section 108 of the Companies Act, 2013 read

with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, MCA circulars and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing a facility to all its Members to enable them to cast their vote on the resolutions listed in this Notice by electronic means i.e. remote e-voting prior to the AGM and also during the AGM (for those Members who have not exercised their votes through remote e-voting).

- b) The remote e-voting period commences on Tuesday August 02, 2022 (09:00 a.m.) and ends on Thursday August , 4<sup>th</sup> 2022 (5:00 p.m.). During this period members of the Company, holding shares in dematerialized form, as on the cut-off date Friday 29<sup>th</sup> July, 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- c) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 23<sup>rd</sup> AGM by e-mail and holds shares as on the cut-off date i.e. on Friday 29<sup>th</sup> July, 2022, may obtain the User ID and password by sending a request to 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).
- d) Institutional (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 AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the

Scrutinizer by e-mail through its registered e-mail address to [shivharijalancs@gmail.com](mailto:shivharijalancs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- e) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- f) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may also write to the Company Secretary at the email address: [info@srghousing.com](mailto:info@srghousing.com) or contact at telephone no. 0294-2561882.
- g) SEBI vide circular SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020, has enabled e-voting for all the individual demat account holders by way of a single login credential through their demat accounts and/ or website of the depositories/depository participants (DP), in an attempt to increase the participation of the shareholders as also improve the efficacy of the voting process.
- h) The Members who have cast their votes by remote e- voting prior to the AGM may attend the AGM on VC but shall not be allowed to vote again.

The details of the process and manner for remote e-voting are explained herein:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

## A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, 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>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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 022-23058542-43

## B) LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE-

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

## 5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
2. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) Click on “Forgot User Details/ Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).
    - b) If you are still unable to get the password by aforesaid option, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  3. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  4. Now, you will have to click on “Login” button.
  5. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [info@srghousing.com](mailto:info@srghousing.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**The Instructions for Members For E-Voting On The Day Of The AGM Are As Under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1500 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee Auditors, Company Secretary etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
2. Member will be provided with a facility to attend the AGM through VC through the NSDL

e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under 'shareholders/members login' by using the remote e-voting credentials like User Id and Password. The link for VC will be available in 'shareholder/members login' where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.

3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [info@srghousing.com](mailto:info@srghousing.com)
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@srghousing.com](mailto:info@srghousing.com) at least 15 days before the date of AGM. The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### GENERAL INFORMATION:

1. Unclaimed Dividend: Under the provisions of Section 125 of The Companies Act, 2013 dividends that remain unclaimed for a period of seven years from the date of declaration are required

to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government and the dividend pertaining to Financial year 2014-15 along with the shares are duly transferred by the Company to IEPF.

Any shareholder can claim back his shares by filing the claim in the prescribed form (E-form IEPF-5).

#### For the Attention of The Members:

1. Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents Link Intime India Pvt Ltd Address:- C 101, 247 Park, LBS Marg, Vikhroli West Mumbai - 400083 Email Id:- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Website: [www.linkintime.co.in](http://www.linkintime.co.in), Tel No:- 022-49186270 Fax: 022-49186060
2. Sending notices and documents to shareholders through email:  
As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc. to the email addresses of the shareholders. For this purpose, shareholders holding shares in demat form are requested to register their email IDs with their Depository Participants.
4. PAN: Securities Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic/dematerialised form are, therefore requested to submit their PAN to their Depository Participant(s).

By order of the Board of Directors,

For **SRG Housing Finance Limited**

Registered Office:  
321, SM Lodha Complex,  
Near Shastri Circle,  
Udaipur (Rajasthan)-313001  
CIN: L65922RJ1999PLC015440  
Email: [info@srghousing.com](mailto:info@srghousing.com)  
Website: [www.srghousing.com](http://www.srghousing.com)

Sd/-  
**Sunaina Nagar**  
M. No: A40754  
Company Secretary  
Date: June 24, 2022  
Place: Udaipur

Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) and Secretarial Standard on General Meetings, with respect to the Directors seeking appointment/re-appointment are as follows:

<b>Name of the Director</b>	Ms. Garima Soni, Non-Executive Director	Mr. Vinod Kumar Jain, Managing Director
<b>Director Identification Number</b>	08336081	00248843
<b>PAN</b>	DZKPS3284J	AAWPJ9008R
<b>Date of Birth, Age</b>	03/04/1992, 30 Years	11/12/1970, 51 Years
<b>Date of first appointment on board</b>	23/02/2019	10/03/1999
<b>Brief resume of the Director including Qualification, nature of expertise in specific functional areas</b>	Ms. Garima Soni is the Non-Executive, Non-Independent Director of the Company. She is a practicing Company Secretary and holds a Master's degree in Legislative Law. She has over 9 years of experience in compliance and finance, policy making and corporate Governance.	Mr. Vinod K. Jain is promoter of the Company and has over two and half decades of experience in the field of finance, marketing, insurance and transport. He has excellent grasp and thorough knowledge and experience of finance and also of general management
<b>No. of shares held in the Company</b>	4652/ 0.03%	2916387 / 22.43%
<b>Directorships and Committee memberships held in other companies</b>	Nil	He has held directorship in the following other companies: S R G Securities Finance Limited SRG Global Builders Private Limited  He holds the membership of Risk Management Committee in S R G Securities Finance Limited.
<b>Inter-se relationships between Directors, Manager and KMPs</b>	Not related with any Directors, Managers and KMPs	Spouse of Mrs. Seema Jain, Director
<b>Nationality</b>	Indian	Indian
<b>No. of Board Meetings held during the year</b>	7	7
<b>No. of Board meetings attended during the year.</b>	5	7
<b>Terms &amp; Conditions of appointment</b>	Re-appointed as Non- Executive Director and shall be liable to retire by rotation.	Re-appointed as Managing Director of the Company for further period of 3 Years.
<b>Remuneration sought to be paid</b>	Nil	a. Salary:- Yearly salary of ₹ 180 Lakhs fixed. b. Incentive: Incentive of 5% net Profits of the Company subject to a maximum ceiling ₹ 180 Lakhs, in addition to his yearly salary mentioned above. c. Perquisites: Gratuity Payable at a rate not exceeding half a month's salary for each completed year of services in addition to a and b. d. Benefits: Benefits as provided under Section IV Part II of Schedule V of Companies Act 2013.
<b>Remuneration Last drawn</b>	Nil	₹ 321.16 Lakhs
<b>Equity listed Companies from which he/she resigned in the past three years</b>	None	None

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

### Item No: 3

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 18<sup>th</sup> AGM of the Company had appointed M/s PKJ & Co. (FRN. 124115W), Chartered Accountants as the Statutory Auditors of the Company for the tenure of five years to hold office from the conclusion of 18<sup>th</sup> AGM till the conclusion of 23<sup>rd</sup> AGM of the Company to be held in the year 2022. Accordingly, the said auditors will complete their present term on conclusion of this AGM.

The Board of Directors places on record its appreciation for the services rendered by M/s PKJ & Co as the statutory Auditor of the Company.

The Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s Valawat & Associates (FRN: 003623C), Chartered Accountant as statutory auditor for a term of five years from the conclusion of 23<sup>rd</sup> AGM till the conclusion of 28<sup>th</sup> AGM to be held in calendar year 2027 subject to approval of members at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. Valawat & Associates, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) since 1987, with Firm Registration Number 003623C. The Firm has obtained Peer Review certificate from ICAI. The firm specializes in Audit & Assurance, Taxation Services and also provides range of other professional services to its clients. The firm has head office at Udaipur, Rajasthan.

In accordance with the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 an audit firm which has completed its term under clause (b) of Section 139(2) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.

M/s. Valawat & Associates has completed the period of five years from their previous term and eligible to be appointed as the statutory auditor of the Company.

M/s Valawat & Associates, have confirmed that their appointment for the first term of Five (5) years if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Based on various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. the board has recommended the appointment of M/s. Valawat & Associates as the Statutory Auditors of the Company.

The retiring auditors were paid audit fees of ₹ 1.75 Lakhs (except certification and limited review fee) plus applicable taxes. The fees proposed to be paid to M/s Valawat & Associates will be mutually agreed basis the efforts involved and shall not exceed 15% of the audit fee paid for the previous auditors.

The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible nonaudit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.



#### Item No: 4

For the purpose of business of the Company, to augment resources for onward lending and other activities of the Company, the board of directors of your Company are required to borrow funds, within the limits approved by members, inter-alia, by issue of Non-Convertible Debentures (NCDs) in accordance with the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and subject to RBI Directions.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities including NCDs subject to prior approval of shareholders by way of special resolution. The Rules further provide that the special resolution shall be passed in respect of all offers/invitations for such debentures made during the year. Such an approval from members to borrow funds by way of NCDs is valid till the conclusion of the succeeding AGM.

At the 22nd AGM held on 03rd September, 2021 the Members had approved borrowing by way of Non-Convertible Debentures upto an amount not exceeding of ₹ 250 Crores (Rupees Two Hundred Fifty Crore only), denominated in Indian Rupees and/or in any foreign currency for cash either at par or premium or discount, for cash either at par or premium or discount to face value on a Private-Placement basis, subject to the RBI prescribed ceiling of borrowing as stipulated in the RBI direction/ regulation from time to time. As at 31<sup>st</sup> March 2022, the total borrowings of the Company stood at ₹ 286.63 crores, inclusive of Non-Convertible Debentures of ₹ 51.70 crores.

Since the said special resolution is valid only for one year i.e. till the conclusion of 23<sup>rd</sup> AGM, accordingly approval of the Members is being sought by way of Special Resolution as set out at item No. 4 for onshore and offshore issuances of Redeemable Non-Convertible Debentures or Secured or Unsecured Redeemable Subordinated Debt -Tier-II NCDs/bonds, denominated in Indian Rupees and/or any foreign currency for cash, either at par or premium or at a discount to face value upto an amount not exceeding ₹ 250 Crores (Rupees Two hundred fifty Crores Only), to augment resources for onward lending and other activities of the Company, under one or more information memorandum/ shelf disclosure document on a private placement basis during the period from the date of this meeting till the 24<sup>th</sup> Annual General Meeting under one or more information memorandum/ shelf disclosure document (if applicable) in one or more series or tranches.

The NCDs proposed to be raised denominated in Indian Rupees and/or any foreign currency for cash either at par or premium or discount to face value depending upon the prevailing market conditions, shall be within the overall borrowings limit as approved by shareholders from time to time and also subject to the RBI prescribed ceiling of borrowings as stipulated in the RBI Directions/Regulations from time to time. All the required details/disclosures relating to the issue would be made available in the one or more information memorandum/ shelf disclosure document or respective information memorandum, as the case may be.

The terms of issue of such NCDs would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided by the Board or the Committee, if any constituted by the Board.

All the related documents and registers referred in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company.

Your Directors recommend the passing of the Special Resolution proposed at item no. 4 of the Notice.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

#### Item No. 5

The members of the Company at its 20<sup>th</sup> Annual General Meeting held on September 30, 2019 has approved the re-appointment of Mr. Vinod Kumar Jain, Managing Director of the Company.

Mr. Vinod K. Jain has provided over two and half decades meritorious services and significant contribution towards the overall growth and expansion of the Company and with his skills and understanding in various aspects of Company's affairs and long term business experience he has provided the Company with exemplary leadership. Therefore, the Board (based on the recommendation of the Nomination & Remuneration Committee and his fit and proper criteria) and in recognition to his work and vast experience decided to reappoint him as a Managing Director of the Company for a further period of 3 years with effect from May 7, 2022 to May 6, 2025 on the remuneration as approved by Board in consultation with Nomination & Remuneration Committee in the

Board meeting held on March 16, 2022 subject to the approval of the members of the Company.

Mr. Vinod Kumar Jain has confirmed that he continues to satisfy the fit and proper criteria as prescribed under Master Direction - Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and that he has not been convicted for any offence under any of the statutes enumerated in Part I of Schedule V to the Companies Act, 2013 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Mr. Vinod Kumar Jain is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards the various stakeholders.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Vinod K. Jain has been received and consent has been filed by Mr. Vinod K. Jain pursuant to Section 152 of the Act. He is not disqualified from being appointed as a director in terms of Section 164(2) of the Act. The requisite Form DIR-8 has been received from Shri Vinod K. Jain in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such re-appointment.

The terms of his re-appointment is as below:-

#### I. Remuneration:

- a. **Salary:** Yearly salary of ₹ 180 Lakhs fixed.
- b. **Incentive:** Incentive of 5% of net profits of the Company subject to a maximum ceiling of ₹ 180 lakhs in addition to the yearly salary as mentioned above (profits shall be computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits).
- c. **Perquisites:** Gratuity payable at a rate not exceeding half a month's salary for each completed year of service in addition to a and b.
- d. **Benefits:** Benefits as provided under Section IV Part II of Schedule V of Companies Act, 2013. Since the revised remuneration exceeds the overall limit prescribed under provisions of section 197, 198 and Section II Part II Schedule V to the Companies Act, 2013, therefore consent of the Members is sought for the same.

#### II. Remuneration in the event of loss or inadequacy of profits:

In case of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Vinod K. Jain, the remuneration mentioned herein shall be paid to Mr. Vinod K. Jain as minimum remuneration and the same shall be subject to the overall limit as approved in this Annual General Meeting.

#### III. Tenure

Reappointment shall be for a period of 3 years from 07.05.2022 to 06.05.2025 and he shall not retire by rotation.

#### IV. Roles and Duties

The roles, responsibilities and duties as Managing Director shall be as per the provisions of Company's Article of Association, Companies Act, SEBI Regulations, Listing Agreement, RBI directions, directions given by Board from time to time and other laws applicable to the Company. Accordingly the Board recommends the passing of the special resolution as set out in the item no. 5 of the Notice. Mr. Vinod K. Jain is interested in the resolution set out at Item No. 5 of the Notice. The relatives of Mr. Vinod K. Jain including Mrs. Seema Jain, Director may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their equity shareholding interest, if any, and Directorship in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. Contract/Memorandum setting out the terms and conditions of the appointment of the Managing Director, 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 AGM and also at the venue of the Meeting.

#### STATEMENT OF PARTICULARS (ITEM NO. 5) (PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013)

##### I. General Information:

1. Nature of Industry: The Company is a Housing Finance Company registered with National Housing Bank.

2. Date or expected date of commencement of commercial production: The Company was incorporated on March 10, 1999 and started finance business in the year 2002.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial performance based on given indicators: as per audited financial results for the year ended March 31, 2022.

Financial Highlights	(₹ In Lakhs)
Gross Revenue	7919.15
Profit After Tax	2032.19
Shareholder's Fund	11373.96

5. Foreign investments or collaborations, if any: Not Applicable.

## II. Information about the Concerned Managing Director:

### 1. Brief Resume:

Mr. Vinod K. Jain, started his career by joining family business in the year 1990 after higher secondary qualification. He is having more than 2 and half decades experience in various service industries like transport, Insurance, Finance & construction. With his hard work, devotion and intelligence he has been accredited for the expansion of the business of SRG. He is responsible for the overall administration of the Company, subject to the superintendence and guidance from the Board. He is a leading personality of the finance sector in Rajasthan. Apart from this, he is the member of various social groups such as:

- National President of Akhil Bhartiya Pulak Jan Chetna Manch, 2013 & 2019
- President of Mahaveer Yuva Manch Sansthan, January, 2021
- Cabinet Treasurer of International Association of Lions Club, District 3233 E-2 July, 2020
- Patron of Akhil Bhartiya Shree Digamber Jain Dasha Narsinghpura Sansthan, Udaipur July, 2020
- Trustee of Jito Administrative Training Foundation (JATF)
- Founder, Vice President, and Trustee of Shri Digamber Jain Jinsharanam Teerth Trust, Uplat, Maharashtra

- Member and Trustee of Udaipur Chamber of Commerce & Industry

2. Past Remuneration: During the financial year ended March 31, 2022 - ₹ 180 Lakhs plus 5% of Net profit i.e. ₹ 321.16 lakhs.

### 3. Recognition or Awards:

- Business Leader of the year Award by World Leadership Congress
- Adjudged amongst the 100 Most Influential BFSI Leaders
- International Achievers Award for Intellectual People by the All India Business Development Association
- Rashtriya Samaj Gaurav by Akhil Bhartiya Shree Digamber Jain Dasha Narsinghpura Sansthan, Udaipur
- Best President Award by the Akhil Bhartiya Pulak Jan Chetna Manch
- Bhamashah Award and Yuva Gaurav Award by the Mahaveer Yuva Manch Sansthan
- Bhamashah Award by the International Association of Lions Club, District 3233 E-2.

### 4. Job Profile and his Suitability:

Mr. Vinod K. Jain is the Promoter Director of the Company since the inception of the Company and appointed as Managing Director of the Company on May 7, 2012, and re-appointed as managing Director with effect from May 7, 2016 to May 7, 2019 to May 6, 2022. He is responsible for the day to day affairs of the Company. Taking into consideration his qualifications, commitment and expertise in relevant fields, he is best suited for the responsibilities currently assigned by the Board of Directors.

### 5. Remuneration Proposed:

#### a. Salary:

Yearly salary of ₹ 180 Lakhs fixed.

#### b. Incentive:

Incentive of 5% of net profits of the Company subject to a maximum ceiling of ₹ 180 Lakhs, in addition to his yearly salary as mentioned above. (Profits shall be computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits).

**c. Perquisites:**

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service in addition to a and b.

**d. Benefits:**

Benefits as provided under Section IV Part II of Schedule V of Companies Act, 2013.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size and growth of the Company, the profile of Mr. Vinod K. Jain, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other peer companies.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Directors or key managerial personnel, if any:** Besides the remuneration proposed to be paid to him and the transactions in which Mr. Vinod K. Jain & his relatives are interested as provided in the Note no. 34 to Financial Statements for the year ended March 31, 2022, the Managing Director does not have any other pecuniary relationship with the Company

**III. Other Information:****1. Reasons of Loss or inadequate profits:**

As the Company is in the stage of growth and expansion hence as an abundant precaution, the special resolution is proposed in accordance with proviso of Section II-A Part II Schedule V to the Companies Act, 2013.

**2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

The Company posted net profit of ₹ 2032.19 Lakhs for the year ended March 31, 2022. During the year Company obtained finance from banks and financial institutions. In future also the Company is expecting to raise more long term funds from Banks and Financial Institutions for the Company's business, board is hopeful to manifold the profit of the Company under leadership of Mr. Vinod K. Jain, Managing Director of the Company.

**3. The Company has not made any default in repayment of debts or interest payable thereon in the preceding financial year**

**IV. Disclosures:**

The details of remunerations and other information shall be given in the Corporate Governance forming part of the Annual Report 2022.

**Item No. 6**

At the 22<sup>nd</sup> AGM of the Company held on September 03, 2021 approval of the members of the Company was obtained for authorizing the Board of Directors of the Company for issue of equity shares- by way of public (i.e. Further Public Issue and/or private offerings and/or on preferential allotment to the promoter and/or public or any combination thereof, During 2021-22 the Company continued to deliver a better ROE, and kept CAR as well as leverage ratio at comfortable levels. Hence, the Company did not raise any capital during 2021-22, though approval was taken from the members.

The Company proposes to raise additional capital for its future growth and expansion. The proceeds may be utilized for augmenting cash resources, to fund the organic or inorganic growth opportunities in the area of its operations and adjacencies, for making investments growth of existing businesses or for any other general purposes as may be permissible under the applicable law and approved by their Board or its duly constituted Committee.

This special resolution seeks to empower the Board to create, issue, offer and allot, Equity Shares in one or more tranches by way of public (i.e. Further Public Issue) and/or private offerings and/or on preferential allotment to the promoter/ public or any combination thereof, of face value of ₹ 10/- each upto 30,00,000 (Thirty lakhs) equity shares on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may constitute / have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

Material information pertaining to the Further public offer (FPO) is as follows:

- **Issue Price:** The price at which the Equity Shares will be allotted through the FPO shall be determined and finalized by the Company in consultation with the book running lead manager in accordance with the SEBI (ICDR) Regulations, 2018 as amended from time to time.
- **The object(s) of the issue are:** The proceeds of the FPO are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the Stock Exchange(s) in connection with the FPO.
- **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** The Company shall decide about the same in accordance with all applicable laws, rules, regulations (any amendments, modifications thereof) and in consultation with Book running Lead Manager and will be disclosed in Draft Red Herring Prospectus.
- **Change in control, if any, in the company that would occur consequent to the FPO:** No changes in control of the Company or its management is intended or expected pursuant to the FPO, except the change in the shareholding pattern of the Company.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company, repayment of debt, exploring acquisition opportunities and general corporate purposes. The special resolution also seeks to empower the Board to offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as may be determined by the Board

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In case of QIP, allotment of securities would be completed within a period of 365 days from the date of passing the resolution set out at agenda no. 6. The securities issued will be listed on one or more stock exchanges in India.

All the documents referred in the Notice are available for inspection at the Registered Office of the Company.

The Board of Directors therefore, recommends the passing of the special resolution proposed at Agenda No. 6 of the Notice.

The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors, members or employees.

By order of the Board of Directors,  
For **SRG Housing Finance Limited**

Registered Office:  
321, SM Lodha Complex,  
Near Shastri Circle,  
Udaipur (Rajasthan)-313001  
CIN: L65922RJ1999PLC015440  
Email: [info@srghousing.com](mailto:info@srghousing.com)  
Website: [www.srghousing.com](http://www.srghousing.com)

Sd/-  
**Sunaina Nagar**  
M. No: A40754  
Company Secretary  
Date: June 24, 2022  
Place: Udaipur