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Date: 18.09.2015

To,
Department of Corporate Services
BSE Limited
Mumbai- 400 001

Dear Sir/Madam,

Sub: SUBMISSION OF PROCEEDINGS OF 16TH ANNUAL GENERAL MEETING

As per the Listing Agreement with BSE we are enclosing herewith brief proceedings of the 16th Annual General Meeting of the members of the Company held on 10.09.2015.

Kindly acknowledge the receipt.

Thanking You,

For SRG Housing Finance Limited


Pooja K. Jain
Managing Director
DIN: 80248943

**PROCEEDINGS OF 16TH ANNUAL GENERAL MEETING OF SRG HOUSING FINANCE LIMITED HELD ON THURSDAY,
10TH DAY OF SEPTEMBER, 2015 AT 12:15 PM AT HOTEL AMBIENCE, 100 FT. RD., UDAIPUR (RAJ.)- 313001**

The meeting commenced at 12:15 PM and concluded at 2:00 PM

Number of members present in person: 48

Members present by Proxy: 12

Directors present:

- | | |
|------------------------|----------------------|
| 1. Shri. Vinod K. Jain | Managing Director |
| 2. Shri. Ashok Kabra | Independent Director |
| 3. Shri Nishant Badala | Independent Director |
| 4. Shri. Rajesh Jain | Director |
| 5. Smt. Seema Jain | Director |
| 6. Shri Vikas Gupta | Independent Director |

By Invitation:

- | | |
|-------------------------------------|---|
| 1. Shri. Narendra Kumar Valawat | |
| 2. Shri Jinendra Jain
(Partners) | M/s Valawat Jha Pamecha & Co.
(Statutory Auditors) |

Internal Auditor:

- | | |
|------------------|-----------------------------------|
| 1. CA Ketan Jain | PROPRIETOR
M/s Ketañ & Company |
|------------------|-----------------------------------|

Secretarial Auditor:

- | | |
|---------------------------|---|
| 1. Mr. Deepak Vijaywargey | PROPRIETOR
M/s Deepak Vijaywargey & Associates |
|---------------------------|---|

In Attendance:

- | | |
|--------------------|-------------------|
| 1. Mr. Hitesh Soni | Company Secretary |
|--------------------|-------------------|

Chairman:

Mr. Vinod K. Jain was elected as the Chairman of the meeting. He took the chair and welcomed the members at the 16th Annual General Meeting of the company.

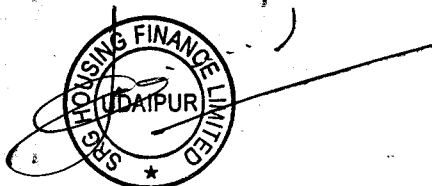
Quorum:

Requisite quorum was present at the meeting and thus chairman declared the meeting to be validly constituted.

Chairman Speech:

Chairman gave welcome speech and quoted the growth aspects of the company, comparative financial performance of the company with respect to other Housing Finance companies, achievements of the company during the financial year 2014-15 and the trend and scope of business in near future.

Chairman informed the members that In accordance with the provisions of Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the stock exchange, the Company has extended the remote e-voting facility through NSDL to enable the Members of the Company to cast / exercise their votes electronically on the agenda items specified in the Notice of 16th AGM. The remote e-voting period commenced on 7th September, 2015 at 11:00 am and ended on 9th September, 2015 at 5:00 pm. The members were informed that the facility for voting by way of show of



hands/ ballot papers was made available at the AGM for the members who had not cast their votes through remote e-voting.

Notice:

With the consent of the members present, the notice convening the meeting and the Directors' Report dated 25th May, 2015, were taken as read.

The Auditor's Report was read out in the meeting.

Thereafter, the business items as per the Notice of the AGM were taken up in the chronological order.

Ordinary Business

Item No: 1- ADOPTION OF AUDITED FINANCIAL STATEMENTS.

Chairman invited the Members, present to seek clarification, if any, on the accounts of the Company.

Chairman then requested any one of the members to propose and someone else to second the resolution for adoption of Audited annual accounts for the year ended on 31st March, 2015 along with Report of Directors' and Auditors' thereon as on that date.

Mr. Vivek Vashisth proposed the Ordinary resolution which was seconded by Mr. Abhishek Upadhyay.

Item No: 2- TO APPROVE INTERIM DIVIDEND DECLARED AS FINAL DIVIDEND

Chairman invited the Members, present to seek clarification, if any, on the confirmation of interim dividend as final dividend.

The Chairman requested any one of the members to propose and someone else to second the resolution for approval of interim dividend declared as final dividend.

Mrs. Madhu Murdia proposed the Ordinary resolution which was seconded by Mr. Piyush Bhardwaj.

Item No:3- TO APPOINT A DIRECTOR IN PLACE OF MRS. SEEMA JAIN (DIN: 00248706) LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE OFFERS HERSELF FOR REAPPOINTMENT.

Chairman invited the Members, present to seek clarification, if any, relating to retire by rotation & reappointment of Mrs. Seema Jain as Director

The Chairman requested any one of the members to propose and someone else to second the resolution relating to retire by rotation & reappointment of Mrs. Seema Jain as Director.

Mrs. Suman Pathak proposed the Ordinary resolution which was seconded by Mr. Sunil Kumar Jain.

Item No: 4- TO RATIFY THE APPOINTMENT OF AUDITORS

Chairman invited the Members, present to seek clarification, if any, to ratify the appointment of Auditors

The Chairman requested any one of the members to propose and someone else to second the resolution to ratify the appointment of Auditors.

Mr. Lavang Murdia proposed the Ordinary resolution which was seconded by Ms. Garima Soni.

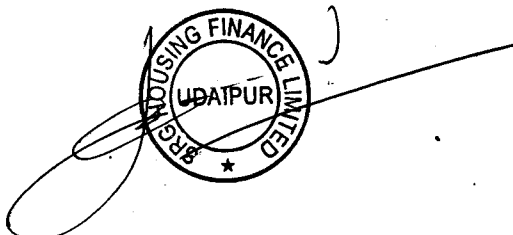
Special Business

Item No: 5 – APPOINTMENT OF MR. NISHANT BADALA AS INDEPENDENT DIRECTOR

Chairman invited the Members, present to seek clarification, if any, on the appointment of Mr. Nishant Badala as Independent Director.

The Chairman requested any one of the members to propose and someone else to second the resolution to appoint Mr. Nishant Badala as Independent Director.

Mr. Abhay Laxmi Lal Bandi proposed the Special resolution which was seconded by Mr. Avnish Tiwari.



Chairman Mr. Vinod K. Jain vacated the chair and Mr. Vikas Gupta was elected as the chairman for considering the next items of Agendas of the Meeting.

Item No:6- TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MANAGING DIRECTOR

Chairman invited the Members, present to seek clarification, if any, on the said resolution.

Members were requested to propose and someone else to second the resolution to approve the terms and conditions and to re-appoint Mr. Vinod K. Jain as the Managing Director of the Company.

Mrs. Alpana Pandya proposed the special resolution which was seconded by Ms. Richa Bhandari.

Item No 7:- TO APPROVE TRANSACTION U/S 188 OF COMPANIES ACT, 2013

Chairman invited the Members, present to seek clarification, if any, on the said resolution.

Members were requested to propose and someone else to second the resolution to approve transaction u/s 188 of companies act, 2013.

Mr. Manish Nagori proposed the Special resolution which was seconded by Mr. Dileep Pamecha.

Mr. Vikas Gupta vacated the Chair and Mr. Vinod K. Jain took the chair and proceeded with next items of Agendas.

Item No: 8- TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION

Chairman invited the Members, present to seek clarification, if any, to adopt new set of articles of association.

The Chairman requested any one of the members to propose and someone else to second the resolution to adopt new set of articles of association.

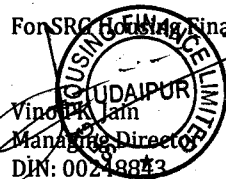
Mr. Prem Singh proposed the Special resolution which was seconded by Mr. Praveen Kanodia.

The Chairman then requested the Members to cast their votes on each agenda items.

The members were informed that the votes cast by e-voting and votes cast by show of hands/ballot papers shall be counted by the Scrutinizer and the result shall be declared within 48 hrs of the conclusion of the Annual General Meeting. The members were further informed that the report of Scrutinizer shall be placed on the website of the company. The above resolutions shall deemed to have been passed at this Annual General Meeting.

Post completion of voting through ballot papers the meeting shall be taken as concluded. There being no other business to transact, the meeting concluded with a vote of thanks to the chair.

For SRG Housing Finance Limited


Vinod K. Jain
Managing Director
DIN: 00248843