

Ref: SCRIP ID: SRGHFL; SCRIP CODE: 534680; ISIN: INE559N01010

Date: 21.01.2019

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

Respected Sir,

Subject:- Notice of Postal Ballot

Ref.: Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

With reference to above mentioned subject please find herewith enclosed Notice of Postal Ballot.

Kindly take note of the same.

Thanking you

Yours faithfully

For SRG Housing Finance Limited


Sunaina Nagar
Company Secretary
M. No: A40754





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

POSTAL BALLOT NOTICE

Notice pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014 relating to passing of the Resolution through postal ballot read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments thereof (“ Listing Regulations”)

To,
The Members,

Notice is hereby given, pursuant to section 110 of Companies Act, 2013 (“Companies Act”) and all other applicable provisions , if any, read with Rule 22 of Companies (Management and Administration) Rules, 2014 and other applicable rules framed under the Companies Act (including any statutory modifications or re-enactment thereof for the time being in force) to the members of SRG Housing Finance Limited (“Company”) to consider and if found fit, to pass the following resolutions as special resolutions through a postal ballot (“Postal Ballot”) or through the electronic voting facility (e-voting) offered by the company in this regard.

The Resolutions and Explanatory Statement setting out the material facts pertaining to the said resolutions (pursuant to section 102 of the Companies Act and the rules made thereunder) and a postal ballot form (“Postal Ballot Form”) along with details regarding electronic voting are enclosed with this notice for your consideration.

Also enclosed is a self-addressed, postage prepaid Business Reply envelope for your use. As per the provisions of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Ketan Jain, Chartered Accountant, Udaipur as the Scrutinizer (“Scrutinizer”) for conducting Postal Ballot process (including remote e-voting) in a fair and transparent manner.

The members holding equity shares of the Company on the benpose date i.e. 18th January, 2019 may vote either by way of postal ballot or by way of remote e-voting. Members are requested to carefully read the instructions forming part of this Notice and return the Postal Ballot Form (no other form is permitted) duly completed in self-addressed, business reply envelope so as to reach the Scrutinizer not later than the close of working hours at 5:00 P.M. on Friday, 22nd February, 2019. Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received.

Members may note that as required under Regulation 44 of Listing Regulations and Section 108 of the Companies Act read with all applicable rules under the Companies Act, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members holding shares on the benpose date i.e. 18th January, 2019 are entitled to fill the postal ballot form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Kindly note that while exercising the vote, members holding equity shares of the company can opt for only one of the two modes of voting i.e. either Postal Ballot form or E- Voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case a member votes through e-voting facility as well as send his/her vote through physical form, the vote cast through e-voting shall only be considered and the voting through physical form shall not be considered by the Scrutinizer.

Scrutinizer will submit its report on postal ballot to Managing Director or Company Secretary of the company after its scrutiny on Saturday 23rd February, 2019 and the results of postal ballot will be declared by Managing Director or person authorized by board on the same day i.e. Saturday 23rd February, 2019. The results will be posted on stock exchange where the company is listed on the same day and will also be posted on website of the company. The date of declaration of results of Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved, by the requisite majority of shareholders of the Company.

The Board of directors had in their meeting held on Thursday, 17th January, 2019 approved the following resolutions for approval of shareholders as special resolution through postal ballot:

ITEM: 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit to pass with or without modifications the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 , 61 , 64 and other applicable provisions , if any, of the Companies Act, 2013 (“Companies Act”) and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby granted to increase the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing Equity shares of the Company.”

RESOLVED FURTHER THAT Clause V i.e. Capital Clause of Memorandum of Association 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. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as are necessary to give effect to this resolution.”

ITEM: 2. FURTHER ISSUE OF EQUITY SHARES

To consider and if thought fit to pass with or without modifications the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 23, 26, 32, 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 of the members be and is hereby accorded to the board for Further Public Issue of Equity Shares of the Company and to create, offer, issue and allot upto 20,00,000 (Twenty Lakhs) Equity Shares, by way of a fresh issuance of Equity Shares through further public issue / QIB and/or any other permissible mode or combination thereof, out of the authorized share capital of the Company (“Fresh Issue” and/or “Issue”) at such price per share and on such terms and conditions as may be decided and deemed appropriate by the Board and in accordance with the applicable law (“Issue Price”) through Book Building mechanism through the issue of Prospectus and/or any other permissible offer document in consultation with the Merchant Banker(s)/book running lead managers and/or any other advisors(s).

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Issue shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including anchor investors, if any, foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process, in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in consultation of the Book Running lead Manager, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Company Secretary cum Compliance Officer of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to Issue.

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 Book Running Lead Managers 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 of the Company in all respects, including rights in respect of dividend.

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 in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities and to do all such acts deeds and things as the Board in its absolute discretions deems necessary or desirable in connection with the Issue.

ITEM: 3 - APPOINTMENT OF MS. GARIMA SONI AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

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 152, 160 and other applicable provisions, if any of the Companies Act, 2013, Companies (Amendment) Act, 2017, the Companies (Appointment and Qualification of Director) Rules, 2014 and any other the Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof from time to time), relevant Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Article of Association of the Company, Ms. Garima Soni, (DIN:08336081) in respect of whom the notice in writing under her hand signifying her candidature as a Director received from herself and on the recommendation of the Nomination and Remuneration Committee on such terms and conditions as accepted by the board in the Board Meeting held on 17th January, 2019, for proposing Ms. Garima Soni, to be appointed as Non-Executive Director of the Company be and is hereby appointed as a Non-Executive Director of the Company and whose office shall be liable to retire by rotation and the Remuneration, if any, shall be as decided by the Board of directors of the Company in consultation with Nomination and Remuneration Committee of the Company.

RESOLVED FURTHER THAT any of the Director, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as are necessary to give effect to this resolution.”

By the Order of Board of Directors

For SRG Housing Finance Limited

Sd/-

Sunaina Nagar

Company Secretary

M. No: A40754

Place: Udaipur

Date: 21.01.2019

Notes:

1. Explanatory Statement as per section 102 of Companies Act, 2013 is annexed herewith giving full particulars of special resolution.
2. The Notice of Postal Ballot has been sent to all the members of the Company whose name appears on the Register of Members/List of Beneficial Owners from NSDL and CDSL as at the closure of business hours on Friday 18th January, 2019 (Ben pose Date). The Notice of Postal Ballot is being sent to members in electronic form to the email id registered with their Depository Participant. For members whose email ids are not registered , physical copies of the Notice of Postal Ballot are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. A member cannot exercise his vote by proxy on postal ballot.
4. The postal Ballot Notice has been placed on the website www.srghousing.com and will remain on such website until the last date of receipt of the postal ballot from members.
5. Voting period will commence from 9:00 am on Thursday 24th January, 2019 and end on 5:00 pm on Friday 22nd February, 2019. (inclusive of both days)
6. A Resolution which is assented to by the requisite majority of the members by means of postal ballot shall be deemed to have been duly passed at a general meeting of the members convened in this behalf.
7. The date of completion of dispatch of notice will be announced through advertisements in newspapers.
8. The Voting rights of members shall be in proportion to their share in the paid up equity share capital of the company as on Friday 18th January, 2019.
9. The postage will be borne and paid by the company however envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted.
10. The date of declaration of result of the postal ballot shall be deemed to be the date of the general meeting and the date of passing of proposed resolutions.
11. The shareholders are requested to exercise their voting by using the attached postal ballot form only. No other form is permitted. Also attached is a self addressed, business reply envelope.
12. Board has appointed Mr. Ketan Jain, Chartered Accountant, Udaipur as the scrutinizer for handling Postal Ballot process in fair and transparent manner.
13. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the members through electronic means. Members who have registered their e-mail id with the depositories or with the company are being sent his Notice of Postal Ballot by e-mail and the members who have not registered their e-mail id will receive Notice of Postal Ballot along with physical form through post or courier. Members who have received Notice of postal ballot by e-mail and who wish to vote through physical form may indicate their option to receive the physical form from the Company by sending an email at info@srghousing.com or download the form from company's website i.e. www.srghousing.com.

14. Voting Through Electronic Means

The process and manner in which e-Voting is to be carried out is given below:

1. Open the attached PDF file 'Remote e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder - Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

5. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file 'Remote e-voting.pdf' as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of SRG HOUSING FINANCE LIMITED which is. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jain,ketan20@gmail.com, with a copy marked to evoting@nsdl.co.in.

The e-voting period commences on Thursday 24th January, 2019 at 09:00 AM and ends on Friday 22nd February, 2019 at 05:00 pm. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.srghousing.com

Registered Office:
321, SM Lodha Complex,
Near Shastri Circle,
Udaipur (Raj.)-313001

By the order of Board
For SRG Housing Finance Limited

Sd/-
Sunaina Nagar
Company Secretary
M.No.:-A40754

Date: 21.01.2019
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 New Director appointment:

Name of the Director	Ms. Garima Soni
Director Identification Number	08336081
PAN	DZKPS3284J
Date of Birth	03/04/1992
Age	26 Years
Date of Appointment	Declaration of result of this Postal Ballot i.e. 23 rd February, 2019
Brief resume of the Director including Qualification, nature of expertise in specific functional areas	Ms. Garima Soni completed Company Secretary Course From Institute of Company Secretaries of India in the year 2013 and completed Masters In Legislative Law in the year 2018 from University College of Law, Udaipur, she has over 4 years' experience in Compliance and Finance Sector.
No. of shares held in the Company	4622/0.04%
Directorships and Committee memberships held in other companies	N.A.
Inter-se relationships between Directors, Manager and KMPs	Not related with any Directors, Manager and KMPs
Nationality	Indian
No. of Board Meetings held during the year	N.A.
No. of Board meetings attended during the year.	N.A.
Terms & Conditions of appointment	Appointed as Non-Executive Director whose office shall be liable to retire by rotation. Remuneration, if any, shall be as decided by Board of Directors of the Company in consultation with Nomination and Remuneration Committee.

Explanatory Statement pursuant to section 102 of Companies Act, 2013

ITEM NO. 1

The present Authorised Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) equity shares of Rs.10/- (Rupees Ten) each. It is proposed to increase the Authorised Share Capital to Rs. 16,00,00,000 (Rupees Sixteen Crore) divided into 1,60,00,000 (One Crore Sixty 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 Public Issue, Preferential Issue, Right issue, Bonus Issue or in any other way, as may be determined by board, subject to approval of shareholders.

Consequential to above, Company is 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 Special Resolution as set out in item no. 1 of the notice of Postal Ballot.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred resolution except to the extent of their shareholding.

ITEM NO. 2

The Board of Directors of the Company in its Board Meeting held on 17th January, 2019 approved to create, offer and issue fresh equity shares of the Company of face value Rs. 10/- (the "Equity Shares") each upto 20,00,000 (Twenty Lakh) Equity Shares on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, resident/non-resident Indians, foreign portfolio investors, as permitted under the SEBI (ICDR) Regulations, 2018 as amended from time to time and other applicable laws, subject to the approval of shareholders and all other competent Authorities. The Equity Shares that may be issued by the Company in the proposed Issue shall rank *pari passu* with the existing Equity Shares of the Company in all respects including rights in respect of dividend.

Material information pertaining to the FPO is as follows:

(i) 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.

(ii) 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.

(iii) 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.

(iv) 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 recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI (ICDR) Regulations, 2018 as amended from time to time, any other law or if recommended by various advisors to the Company in connection with the FPO, the Board will make necessary amendments.

The proposed issue of Equity Shares is subject to the necessary approvals from the Regulatory Authorities.

The special resolution set out at Item No.2 of the accompanying Postal Ballot Notice, if passed, will have the effect of allowing the Board or any committee of the Board constituted thereof to issue and allot Securities to the investors who may or may not be the existing Members of the Company. The Company with this resolution intends to retain the right and flexibility to undertake the fund-raising activity. Thus, the special resolution seeks to give the Board or any other committee of the Board constituted thereof the powers to issue Securities in at such time or times, at such price or prices and to such investors as it may deem appropriate. The detailed terms and conditions for the Issue will be determined by the Board or any committee of the Board constituted thereof and if required, in consultation with the advisors, book running lead managers, and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The above proposal is in the interest of the Company and the Board thus recommends resolution at Item No. 2 of the accompanying Postal Ballot Notice for approval of the Members of the Company as a Special Resolution through postal ballot process.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred resolution except to the extent of their shareholding.

Item No: 3

The Company has received a notice in writing from Ms. Garima Soni proposing her candidature as a Non-Executive Director under Section 160 of The Companies Act, 2013 and Nomination and Remuneration Committee on evaluation, recommended the appointment of Ms. Garima Soni as the Non- Executive Director of the Company. Ms. Garima Soni aged 26 years, completed Company Secretary Course from Institute of Company Secretaries of India in the year 2013 and completed Masters In Legislative Law in the year 2018 from University College of Law, Udaipur, she has over 4 years of experience in the Compliance and Finance Sector.

Ms. Garima Soni is willing to act as Non- Executive Director of the Company and has filed with the Company her consent in writing in form DIR-2 pursuant to section 152 of Companies Act, 2013. Further the Nomination and Remuneration Committee has ensured that Ms. Garima Soni is not debarred from holding office of Director pursuant to any SEBI order. She is not related to any of the Directors, Manager and Key Managerial Personnel of the company. She is not holding any Directorship, Membership/Chairmanship in Committee of any other company.

Ms. Garima Soni is not disqualified from being appointed as a director in terms of Section 164(2) of the Act. The requisite form DIR-8 is received from Ms. Garima Soni by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming her eligibility for such appointment. In terms of Section 152 of the Companies Act, 2013 and other applicable provisions of said Act and rules made thereunder, Ms. Garima Soni (DIN: 08336081), being eligible is proposed to be appointed as a Non-Executive Director of the Company with effect from Declaration of result of this Postal Ballot dated 23rd February, 2019 and she is liable to retire by rotation. Remuneration, if any, shall be as decided by Board of Directors of the Company in consultation with Nomination and Remuneration Committee. The Board of Directors of the Company are in the opinion that Ms. Garima Soni fulfills the conditions specified in the Companies Act, 2013 and considering her experience in the field of finance her appointment would be in the best interest of the Company. The board of Directors proposed her appointment in the Board Meeting held on 17th January, 2019, subject to the approval of members in this Postal Ballot, on such terms and conditions as decided by Board, and the Directors therefore, recommend the passing of the resolution proposed at Agenda No.3 of the Notice as Special Resolution.

The requirement of deposit of Rs. 100000/- One Lakhs under Section 160 of the Companies Act, 2013 shall not apply as the intending person for the appointment of Director is recommended by Nomination and Remuneration Committee of the Company pursuant to the amendment and insertion of proviso of Section 160(1) of Companies Act, 2013 and pursuant to Section 50 of Companies Amendment Act, 2017, effective from February 9th, 2018. Hence the requirement of deposit of amount not applicable on Ms. Garima Soni due to her appointment being recommended by Nomination and Remuneration Committee.

No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolution. Copy of the draft letter for appointment of Ms. Garima Soni as Non- Executive Director setting out the terms and conditions and the consent and declarations referred above, would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day.

Registered Office:
321, SM Lodha Complex,
Near Shastri Circle,
Udaipur (Raj.)-313001

By the order of Board
For SRG Housing Finance Limited

Sd/-
Sunaina Nagar
Company Secretary
M.No.:-A40754

Date: 21.01.2019
Place: Udaipur



SRG HOUSING FINANCE LIMITED

Regd. Office: 321, SM Lodha Complex, Near Shastri Circle, Udaipur (Rajasthan) 313001; CIN NO: L65922RJ1999PLC015440
Tel: +91-294-2561882, 2412609 Website: www.srghousing.com, Email-id: info@srghousing.com, srghousing@gmail.com

POSTAL BALLOT FORM (To be returned to the scrutinizer appointed by the company)

SERIAL No:

1. Name & Address of the shareholder(s) :
Including Joint Holders
(IN BLOCK LETTERS)
2. DP Id. No. /Client Id No. :
3. No. of Equity Shares held :
4. Email Id :

5. I/we hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my/ our assent or dissent to the said resolutions by placing tick(✓) mark at the appropriate box below:

Item No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Increase In Authorised Share Capital Of The Company			
2.	Further Issue Of Equity Shares			
3.	Appointment Of Ms. Garima Soni As A Non-Executive Director Of The Company			

Date:

Place:

Signature of the member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is Friday 22nd February, 2019 till 5:00 PM.



PROCEDURE AND INSTRUCTIONS FOR POSTAL BALLOT

1. A shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Ketan Jain C/o Ketan & Co.183, 12 Ashok Nagar ,Udaipur- 313001 in the attached self-addressed business reply envelope, postage will be borne and paid by the company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/ speed post at the expense of the Shareholder will also be accepted.
2. Please convey your assent/ dissent in this postal ballot form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed business reply envelope bears the address of the scrutinizer appointed by the company. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants.) In case of joint holding, this form should be completed and signed by the first named Shareholder and in his absence, by the next named shareholder. In case Postal Ballot Form is signed through a Delegate, a copy of Power of Attorney attested by the member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the column "FOR" and Dissent in the column "AGAINST" by placing tick (✓) mark in the appropriate column.
5. Duly completed Postal Ballot Form should reach the company not later than 5:00 pm on 22.02.2019. Postal ballot Forms received after the said date and hours will be strictly treated as is reply from such Shareholder(s) has not been received.
6. There will be only one Postal Ballot for every folio irrespective of the number of joint shareholders(s).
7. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ authorizing giving requisite authority to the person voting on the postal ballot form, together with the duly attested specimen signature(s) of authorized signatories.
8. A shareholder may request for a duplicate Postal Ballot, if so required. However, duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the last date of receipt of postal ballot form, i.e. Friday 22nd February, 2019 till 5:00 PM.
9. The Notice is being sent to all the Members, whose names appear on the Register of Members and list of Beneficial Owners as received from National Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on 18th January, 2019. Voting shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 18th January, 2019
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A shareholder need not use all the votes nor need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
14. In the events, the draft resolution is assented to by the requisite majority of shareholders by means of postal ballot; the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days, upto 22nd February, 2019.
16. The company is pleased to offer e-voting facility as an alternate, for all the shareholders of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detailed procedure is enumerated in the Notes of Postal Ballot Notice.
17. Contact Details:-

Registrar and Transfer Agent
Sharex Dynamic (India) Pvt. Ltd.
Unit No.1, Luthra Industrial Premises,
Andheri Kurla Road, Safed Pool,
Andheri - East, Mumbai - 400 072.
Phones : 022 - 28515606, 28515644.
Fax : (022) 28512885
email: sharexindia@vsnl.com
Website : www.sharexindia.com

Compliance Officer
Ms. Sunaina Nagar
Company Secretary cum compliance officer
321, SM, Lodha Complex, Near Shastri Circle,
Udaipur (Rajasthan)-313001
Phone: 0294-2561882, 2412609
email: info@srghousing.com
Website: www.srghousing.com