

**MINUTES OF PROCEEDING RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) OF SRG HOUSING FINANCE LIMITED ON THURSDAY 04<sup>TH</sup> DECEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY.**

**PRESENT:**

- |    |                   |                                |
|----|-------------------|--------------------------------|
| 1. | Mr. Vinod K. Jain | - Managing Director( In chair) |
| 2. | Mr. Rajesh Jain   | - Director                     |
| 3. | Mrs. Seema Jain   | - Director                     |
| 4. | Mr. Ketan Jain    | - Scrutinizer                  |

Mr. Vinod K. Jain, Managing Director, and Chairman of the meeting informed that, pursuant to section 110 and other applicable provisions of Companies Act, 2013 (the "Act"), read together with Companies (Management and Administration) Rules, 2014, a Postal Ballot Notice dated 22.10.2014 (with postal ballot form and prepaid business reply envelope), containing 1 draft special resolution was sent to the shareholders of the company for their assent or dissent on the following items:

**1. Migration of Company to Main Board of BSE**

The Board of Directors of the company in their meeting held on 22.10.2014 had approved the said Notice and also appointed Mr. Ketan Jain, Chartered Accountant, Udaipur as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

As per the provisions of Companies Act, 2013 read with rules there under, company provided e- voting facility to its members to exercise their votes electronically. The E- Voting portal of CDSL for voting purpose was remained open from 02.11.2014 at 9:00 AM upto 5:00 PM on 01.12.2014 . Thereafter the same was disabled.

The Scrutinizer after carrying out the scrutiny of results of e-voting upto the 5:00 PM on 01.12.2014 submitted a Report on Voting on 03.12.2014 as under:

**1. Special Resolution for Migration of Company to Main Board of BSE**

Resolution Required:	Special Resolution
Mode of Voting:	E- Voting
Votes Cast in Favor of Resolution	5415810
Votes Cast against Resolution	0
Total No. of Shares for which votes received	5415810



Promoter / Public	No. of Shares Held	No. Of Votes Polled	% of Votes Polled On Outstanding Shares	No. of Votes- In favor	No. of Votes - Against	% of Votes in Favor on Votes Polled	%of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	5617589	4398869	78.30%	4398869	0	100%	NIL
Public	5695111	1016941	17.86%	1016941	0	100%	NIL
<b>Totals</b>	<b>11312700</b>	<b>5415810</b>		<b>5415810</b>	<b>0</b>		

**Result:** Resolution passed as Special Resolution

**Note:** No voting has been done by physical postal ballot forms.

Based on the Scrutinizers Report, the Chairman announced the result of Postal Ballot and also announced that the resolution as set out in the Postal Ballot Notice dated 22.10.2014 have been duly passed by shareholders of the company with requisite majority.

#### Resolution No-1

**"RESOLVED THAT** in pursuance of SEBI Circular dated 18th May, 2010, SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009, BSE Circular dated 26th November, 2012 and Listing Agreement with SME BSE and provisions of Companies Act, 1956 and 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modification, amendments, and re-enactments thereof, and other applicable laws, consent of the company be and is hereby granted to migrate the company, currently listed on SME Platform of BSE, to Main Board of BSE and to follow such procedure as specified by SEBI (ICDR) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

**RESOLVED FURTHER THAT** Mr. Vinod K. Jain, Managing Director and Mr. Hitesh Soni, Company Secretary be and are hereby authorized jointly and / or severally to do all the acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by Board to give effect to the said resolution."

Proceeding thereafter concluded with a Vote of Thanks to the Chair.

Date: 04.12.2014

Place: Udaipur

For SRG Housing Finance Limited



Vinod K. Jain  
Managing Director  
DIN: 00248843