



S R G SECURITIES FINANCE LIMITED

322, S.M. Lodha Complex, Near Shastri Circle, Udaipur (Rajasthan)-313001
CIN: L67120RJ1995PLC009631; Website: www.srgfin.com; Email : srgsecurities@gmail.com;
Phone No: 0294-2561882, 2412609

NOTICE

26th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of S R G SECURITIES FINANCE LIMITED will be held on Thursday September 30, 2021 at 12:15 P.M. at the Registered Office, 322, S.M. Lodha Complex, Near Shastri Circle, Udaipur (Rajasthan)- 313001 to transact the following business:

ORDINARY BUSINESS:s

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Richa Bhandari (DIN: 08197563), who retires by rotation in terms of Section 152(6) of The Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Approval for Re-appointment of Mrs. Seema Jain (DIN: 00248706) as the Whole- time 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 provision of Section 196, 197, 203 and Schedule V of Companies Act, 2013 and other applicable provisions, if any, of The 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 re-appointment of Mrs. Seema Jain (DIN: 00248706) as the Whole Time Director of the Company for a period of three years from 20.07.2021 till 19.07.2026 upon terms and conditions including remuneration as set hereinafter in the explanatory statement.

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 Mrs. Seema Jain, the remuneration mentioned herein shall be paid to Mrs. Seema Jain as minimum remuneration and the same shall be subject to the limits as set out in section II of Part II, of schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

4. Approval for appointment of Mr Dilip Kumar Singhvi (DIN 09240489) as an Independent 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 Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirement Regulations) 2015, applicable RBI Directions (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dilip Kumar Singhvi (DIN 09240489), who was appointed as an Additional- Independent Director of the Company on July 17, 2021 holds office up to conclusion of this Annual General Meeting and have submitted a declaration that he meet the criteria for Independence as provided in Section 149(6) of the Act and also declared that he has not been debarred from holding the office of director by SEBI/ MCA and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the term of 5 (five) consecutive years commencing from July 17, 2021 upto July 16, 2026.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

Registered Office:
322, S.M. Lodha Complex,
Near Shastri Circle,
Udaipur (Rajasthan)-313001
CIN:-L67120RJ1995PLC009631
Date:- 01-09-2021
Place:- Udaipur

By order of the Board of Directors
Sd/-
Divya Kothari
M.No:A57307
Company Secretary

NOTES:

1. In view of the COVID-19 pandemic, we have made arrangement of social distancing and members are requested to wear the mask while entering the venue for annual general meeting.
2. The Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed. Information regarding appointment/re-appointment of Director(s) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. (a) A member entitled to attend the meeting and vote is entitled to appoint a proxy. A proxy can vote on behalf of the member but shall not have the right to speak.

b) A proxy need not be a member of the company.

c) A person can act as a proxy on behalf of members not exceeding fifty and aggregate holding of not more than 10% of the total share capital of the company.

d) A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

e) Proxy Forms in order to be valid must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting or holding the adjourned meeting in relation to which proxy is given.

f) A proxy form for AGM is enclosed.
4. A member would be entitled to inspect the proxy forms lodged at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that not less than three days of notice in writing is given to the Company.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company would remain closed from Tuesday, 23.09.2021 to Tuesday, 30.09.2021 (both days inclusive) for the purpose of Annual General Meeting of the Company
6. In accordance with the provisions of Section 101 of Companies Act, 2013, Rule 18 of Companies (Management and Administration Rules), 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, Copies of the Notice of the 26th AGM, Annual Report 2021, Attendance Slip and Proxy Form are being sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository Participant for communication purposes. For those members who have not registered their e-mail addresses, physical copies of the Annual Report along with notice for year ended 31.03.2021 is being sent in the permitted mode to register the same directly with their DP, in case shares are held in electronic form.
7. Member may note that Notice and Annual Report 2020-21 will be available on the website of the Company at www.srgfin.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
8. The Company has appointed Mr. Amit Jalan, Practicing Chartered Accountant to act as the Scrutinizer for conducting the remote e-voting process as well as the voting on the date of the AGM, in a fair and transparent manner. The scrutinizer shall within a period of not exceeding two working days from the conclusion of the voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
9. The results of the voting along with the scrutinizer's report shall be placed on company's website within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the BSE, where the shares of the Company are listed.

10. A route map showing directions to reach the venue of the 26th AGM is given as per the requirement of the "Secretarial Standards - 2" on General Meetings.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during Business Hours on all working days upto the date of declaration of the result of the 26th AGM 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 Companies Act, 2013 and related Rules.
13. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.
14. Members/proxies attending the Annual General Meeting are requested to bring the following documents, for security reasons and for proper conduct of the AGM:
 - a) Attendance Slip duly completed and signed by the respective members or proxy.
 - b) Member companies/Institutions are requested to send a copy of the resolution of their Board or governing body, authorizing their representative to attend and vote at the Annual General Meeting.
 - c) DP & Client ID Number(s), by members holding shares in de- materialised form.

15. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting will be provided by NSDL.
- ii. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday September 23, 2021 to Tuesday September 29, 2021 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 23, 2021, shall be entitled to avail the facility of remote e-voting as well as voting on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. September 23, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or voting on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on 9:00 A.M. on September 27, 2021 and will end on 5:00 P.M. on September 29, 2021. During this period, the members of the Company holding shares as on the Cut-off date i.e. September 23, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. September 23, 2021.
- vii. The Company has appointed Mr. Amit Jalan, Practicing Chartered Accountant to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 9:00 A.M. on September 27, 2021 and will end on 5:00 P.M. on September 29, 2021. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:-

Step 1. Access to NSDL e-Voting system

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting system?

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"> 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: https://eservices.nsdl.com/ 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. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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.</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 abovementioned website.

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

6. 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.
- b) If you are still unable to get the password by aforesaid two options, you can send a request at 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- 1) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status
- 3) Select “EVEN” of company for which you wish to cast your vote.
- 4) Now you are ready for e-Voting as the Voting page opens.
- 5) 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.
- 6) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders:-

- 1) 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. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to Amitjalan88@gmail.com ;with copies marked to the Company at srgsecurities@gmail.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
- 2) 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” 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual
- 4) for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Mr Ashok Sherugar) at evoting@nsdl.co.in , tel no 91 22 49186000

Registered Office:
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Udaipur (Rajasthan)-313001
CIN:-L67120RJ1995PLC009631
Date:- 01-09-2021

By order of the Board of Directors
Sd/-
Divya Kothari
M.No:A57307
Company Secretary

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

Name of the Director	Ms. Richa Bhandari	Mrs. Seema Jain	Mr. Dilip Kumar Singhvi
Director Identification Number	08197563	00248706	09240489
PAN	AQUPB1521F	AAWPJ9012H	ADSPS9114N
Date of Birth, Age	35 Years	46 Years	67 Years
Date of Appointment	07/09/2018	10/03/1999	17/07/2021
Brief resume of the Director including Qualification, nature of expertise in specific functional areas	Around 11 Years in Accounts Finance and taxation	Around 22 Years in Business of finance.	Around more than 36 Years of Banking experience and vide experience in the areas of credit, risk management, collection monitoring resolving customer grievances etc.
No. of shares held in the Company	2,000	5,34,900	2,000
Directorships and Committee memberships held in other companies	Nil	<p>Directorship:</p> <ol style="list-style-type: none"> 1. SRG Housing Finance Limited 2. SRG Insurance Brokers Pvt ltd. 3. SRG Global Builders Pvt Ltd. <p>Committee Membership:</p> <p>SRG Housing Finance Limited</p> <ol style="list-style-type: none"> 1. Stakeholder's Relationship Committee: Member 2. Nomination & Remuneration Committee: Member 3. Risk Management Committee: Member 4. Asset-Liability Management Committee: Member 5. Auction Committee: Member 6. CSR Committee: Member 	Nil
Inter-se relationships between	Not related with any Directors, Manager and KMPs	Wife of Mr. Vinod Kumar Jain	Not related with any Directors, Manager and KMPs

Directors, Manager and KMPs			
Nationality	Indian	Indian	Indian
No. of Board Meetings held during the year	6	6	6
No. of Board meetings attended during the year.	6	6	0
Terms & Conditions of appointment	Re Appointed as Non- Executive Director and shall be liable to retire by rotation.	Re- appointment of Mrs. Seema Jain as Whole Time Director for a period of 3 years and is not liable to retire by rotation.	Appointed as Independent Director with effect from 17 July, 2021 for a period of 5 consecutive years from the date of initial appointment i.e upto 16 th July, 2026.
Remuneration sought to be paid	Nil	Rs. 300000/- per month in the range of Rs. 300000/- to Rs. 700000/- P.M and benefits as provided under Section IV Part II of Schedule V of Companies Act, 2013	Nil
Remuneration Last drawn	Nil	Nil	Nil