

MINUTES OF PROCEEDING RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT OF S R G SECURITIES FINANCE LIMITED ON TUESDAY 20TH FEBURARY, 2018 AT THE REGISTERED OFFICE OF THE COMPANY.

1. PRESENT:

- | | |
|-----------------------|-----------------------|
| 1. Mr. Vinod K. Jain | -Managing Director |
| 2. Mrs. Seema Jain | -Whole time Director |
| 3. Mr. Nishant Badala | -Independent Director |
| 4. Mr. Ketan Jain | -Scrutinizer |

2. Mr. Vinod K. Jain, Managing Director informed that pursuant to section 110 and other applicable provisions of Companies Act, 2013 (the Act) read together with (Companies Management and Administrations) Rules, 2014, a Postal Ballot Notice dated 19.01.2018 (with postal ballot form and prepaid business envelope), containing 1 draft special resolution were send to shareholders of the Company for their assent or dissent on the following item:


1. Issuance of Equity Shares on Preferential basis:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions , if any, of the Companies Act, 2013 ("Companies Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of Companies(Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder (including any statutory modifications thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , and in accordance with guidelines, rules and regulations of the SEBI , including the SEBI (ICDR) Regulations, 2009 and subject to approvals, consents, permissions, and / or sanctions, as may be required from SEBI, Stock Exchange, RBI and any other relevant statutory and regulatory authorities and subject to such terms, conditions and changes, if any, as may be prescribed by any one or more or all of them in granting such approvals or sanctions and which may be agreed by the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board to create, offer, issue and allot upto 15,00,000 Equity Shares (Fifteen Lakhs) of face value of Rs.10/- (Rupees Ten Only) each fully paid up at an issue price of Rs. 25/- per share (including premium of Rs. 15/- per share) as determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and other applicable laws, to the person/s belonging to Promoter and Non Promoter category ("Proposed Allottee").

RESOLVED THAT the relevant date, as per the SEBI ICDR Regulations, as amended till date, for the determination of minimum issue price of the Equity Shares is Friday, January 19, 2018 i.e. 30 days prior to the date of declaration of results of postal ballot process.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

1. The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration of allotment of Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottee;
3. The equity shares to be allotted to the proposed Allottee shall be under lock in for such period as may be prescribed under chapter VII of the SEBI ICDR Regulations;



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CIN NO. : L67120RJ1995PLC009631

4. The equity shares so allotted to the proposed Allottee under this resolution shall not be sold , transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
5. Allotment shall only be made in the Dematerialized Form.

RESOLVED THAT the equity shares proposed to be allotted shall rank pari-passu in all respect including as to dividend with the existing equity shares of the Company of face value of Rs. 10/- each.

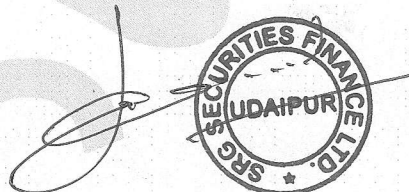
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to take all such actions and do all such deeds , matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchange as appropriate, to decide and approve the other terms and conditions of the issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization, of issue proceeds, and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Director/Officer of the Company (as it may consider appropriate) to give effect to the aforesaid resolution.”

3. The Board of Directors of the Company in their meeting held on 18.01.2018 had approved the notice of postal ballot and also appointed Mr Ketan Jain, Chartered Accountant, Udaipur as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

4. The Scrutinizer after carrying out the Scrutiny of postal ballot forms received upto 19.02.2018, submitted a report on voting results on 20.02.2018 as under:-

Agenda Item No.	1				
Subject	To Approve the issuance of equity shares on preferential basis				
Type of Resolution	Special Resolution				
Particulars	Postal Ballot		Total		Percentage (%)
	No.	Votes	No.	Votes	
Assent	6	102000	6	102000	100
Dissent	0	0	0	0	0
Total	6	102000	6	102000	100
Abstain/Invalid	0	0	0	0	0



5. Based on the Scrutinizers Report, Mr. Vinod K. Jain, Managing Director announced the result of postal ballot voting and also announced that the resolution, as set out in the Postal Ballot Notice dated 19.01.2018 have been duly passed by shareholders of the Company with requisite majority as Special Resolution as follows:

Name of the Company	S R G Securities Finance Limited
CIN	L67120RJ1995PLC009631
Date of Declaration of Postal Ballot Results	February 20, 2018
Total No. of Shareholders as on January 12, 2018	108

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Agenda Item No.		1						
Subject		Issuance of Equity Shares on Preferential basis.						
Type of Resolution		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter group	E-Voting	2241150	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	1634250	-	-	-	-	-	-
	Postal Ballot		102000	6.24	102000	0	100	0
	Total		102000	6.24	102000	0	100	0
Total		3875400	102000	2.63	102000	0	100	0

6. The Proceedings thereafter concluded with a vote of Thanks to the Chair.

For S R G Securities Finance Limited

Vinod K. Jain
Managing Director
DIN: 00248843



Date: 20.02.2018

Place: Udaipur