

SRS LIMITED

CIN: L74999HR2000PLC040183

Corp. & Regd. Off.: SRS Tower, 3rd Floor, Near Metro Station Mewla Maharajpur,

G. T. Road, Faridabad, NCR Delhi – 121003

Ph#0129-4323100 Fax#0129-4323195

Website: www.srsparivar.com

E-mail: info@srsparivar.com



NOTICE FOR VOTING BY POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any modification, amendments & clarifications thereof) (Rules) for seeking approval of the members for matters appended below as Ordinary Resolutions through Postal Ballot/Electronic Voting (e-voting).

The proposed Resolutions and Explanatory Statements pertaining to the said resolutions setting out all material facts concerning the resolutions is annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed. You are requested to send the duly filled Postal Ballot Form with your assent or dissent to the annexed resolutions or give your assent or dissent by way of e-voting.

The Company has appointed Ms. Savita Trehan, Company Secretary in Practice (C.P. No.2569) as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (1700 hours) on Friday, 12th June, 2015. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy there of is permitted.

In compliance with Clause 35 B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given under the section '**voting through electronic means**' for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit her report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots including e-voting by 1230 hours on Saturday, 13th June, 2015 and result of the postal ballot will be announced by the Chairman or any other Director of the Company on Saturday, 13th June, 2015 at 1600 hours at the Registered Office of the Company at SRS Tower, 3rd Floor, Near Metro Station Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi-121003. The said results shall be communicated to BSE & NSE where the shares of the Company are listed, published in the newspaper and will also be displayed on the Company's website viz. www.srsparivar.com.

1. Increase in Authorized Share Capital

To consider and if thought fit, to give assent/dissent to the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of Memorandum and Articles of Association of the Company and other applicable provisions, the existing Authorized Share Capital of the Company be and is hereby increased from Rs. 150, 00, 00,000/- (Rupees One Hundred and Fifty Crore Only) to Rs. 280, 00, 00,000/- (Rupees Two Hundred and Eighty Crore Only) by creation of another 13,00,00,000 (Thirteen Crore) equity shares of Rs. 10/- each aggregating to Rs. 130, 00,00,000/- (Rupees One Hundred and Thirty Crore Only) ranking pari-passu in all respects (including with respect to voting rights, dividend, winding up etc.) with the existing equity shares.

RESOLVED FURTHER THAT the Clause 5th of the Memorandum of Association of the Company be substituted with the following new clause:-

"The Authorized Share Capital of the Company is Rs. 280, 00, 00,000/- (Rupees Two Hundred Eighty Crore Only) divided into 28,00,00,000 (Twenty Eight Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution either on its own or by delegating all or any of its powers to any of the Director, Company Secretary or any other officer of the Company."

2. Issue of Bonus Shares

To consider and if thought fit, to give assent/dissent to the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and pursuant to Article No.65 & 66 of the Articles of Association, and applicable provisions of SEBI (ICDR) Regulations, 2009 including any modification and other applicable provisions if any, and subject to such consents and approvals as may be required and such other terms, conditions, alterations, modifications, variations as may be specified by stock exchange(s) or any other authorities; a sum of Rs. 139, 29, 10,130/- (Rupees One Hundred Thirty Nine Crore Twenty Nine Lac Ten Thousand One Hundred and Thirty only) be capitalized out of the amount standing to the credit of the Securities Premium Account of the Company and the same be applied for issue and allotment of 13, 92,91,013 (Thirteen Crore Ninety Two Lac Ninety One Thousand Thirteen) fully paid Equity Shares of Rs. 10/- each as Bonus Shares to the persons, whose names appear on the Register of Members of the Company or whose names appear

(1)

For SRS LIMITED

C.O.O. & Company Secretary

as the beneficial owner(s) of the Equity Shares of the Company, in the records of the Depositories, on such date as may hereafter be fixed by the Board of Directors (hereinafter referred to as "the Record Date") and that such new Equity Shares be accordingly allotted as Bonus Shares to such persons respectively, in proportion of 1 (one) Equity Share for every 1 (one) Equity Share held by them on the Record Date, inter-alia, on the following terms and conditions:


- a. that the new Equity Shares so allotted shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares;
- b. that no letter of allotment shall be issued in respect of Bonus Shares and in the case the members who hold shares or opt to receive the shares in dematerialized form, the Bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in case of the members who hold equity shares in physical form, the share certificates in respect of Bonus Shares will be dispatched, within such time as prescribed by law and relevant authorities;
- c. that the issue and allotment of the new Equity Shares in favour of non-resident members of the Company, if any, shall be in accordance with the regulations and provisions issued by the Reserve Bank of India from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized:

- i. To apply for listing of the new Equity Shares issued as Bonus Shares to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) also to make an application to the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for crediting the Bonus shares to the individual demat accounts of the allottees;
- ii. To accept and to carry, on behalf of the Company, modifications, if any, relating to the issue of the new Equity Shares, which may be proposed by the concerned regulatory authorities and which the Board may in their absolute discretion think fit and proper; and
- iii. To settle all questions or difficulties that may rise with regard to the allotment and issue of the said new Equity Shares in such manner as they shall determine in their absolute discretion."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution either on its own or by delegating all or any of its powers to any of the Director, Company Secretary or any other officer of the Company."

By order of the Board
For SRS Limited



(Navneet Kwatra)

COO & Company Secretary

M. No.-ACS-16672

Place: Faridabad

Date: 11th May, 2015

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (referred to as the "Act") setting out all material facts is annexed hereto.
2. The Notice of Postal Ballot is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from RTAs/National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on the cut-off date fixed for the purpose i.e. 8th May, 2015.
3. The Company has appointed Ms. Savita Trehan, Company Secretary in Practice, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 8th May, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose emails id are not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope. The Postal Ballot Notice is also posted on the website of the Company- www.srsparivar.com.
5. In cases where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.
6. The members who have not received the postal ballot forms may apply to the Company and obtain a duplicate copy thereof.
7. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member cast his/her vote through e-voting as well as by physical ballot, then the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall be treated as invalid.
8. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
9. The voting rights of Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date fixed for the purpose i.e. 8th May, 2015.

For SRS LIMITED



COO & Company Secretary

(2)

10. The voting will commence on **Thursday, 14th May, 2015 (1000 hours)** and will end at **1700 hours, on Friday, 12th June, 2015**. Assent/Dissent/Abstain received after 12th June, 2015 would strictly not be considered.
11. In the event, 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.
12. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection between 1000 hours to 1200 hours on all working days at the Registered Office of the Company i.e. SRS Limited, SRS Tower, 3rd Floor, Near Metro Station, Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi- 121003 upto 12th June, 2015.
13. The scrutinizer will submit her report after completion of the scrutiny of the Postal Ballot forms and completion of e-voting to the Chairman or any other Director of the Company by 1230 hours on Saturday, 13th June, 2015 and result of the postal ballot will be announced by the Chairman or any other Director of the Company on Saturday, 13th June, 2015 at 1600 hours at the Registered Office of the Company at SRS Tower, 3rd Floor, Near Metro Station Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi-121003. The said results shall be communicated to BSE & NSE where the shares of the Company are listed, published in the newspaper and will also be displayed on the Company's website viz. www.srsparivar.com.
14. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result.
15. In compliance with Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 the Company is offering e-voting facility to all the Shareholders of the Company through e-voting services provided by Central Depository Services (India) Limited (CDSL) facilitating Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for members for 'voting through electronic means' are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the name of the Company "SRS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

For SRS LIMITED

(3)

 C.O.O. & Company Secretary

- (xi) Click on the EVSN for SRS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period will commence on **Thursday, 14th May, 2015 (1000 hours)** and will end at **1700 hours, on Friday, 12th June, 2015**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 8th May, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statement pursuant to Section 102 & 110 of the Companies Act, 2013

Item No. 1

Your Board has proposed to issue & allot further equity shares as bonus shares. Thus, to accommodate the additional capital proposed to be issued, it is recommended to enhance the Authorized Share Capital of the Company from Rs.150 Crore to Rs.280 Crore.

The Board of Directors recommend passing of the Resolution at Item No.1 of the Postal Ballot Notice.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested in the said resolution, except to the extent of the Shares that will be allotted to them pursuant to the Bonus Issue.

Item No.2

To commemorate the occasion of the SRS Group's 25th Year of presence, the Board of Directors have recommended the issue of Bonus Shares to the holders of Equity Shares of the Company in the ratio of 1:1 (i.e. one Bonus Equity Share of Rs.10/- each, for every one fully paid-up Equity Share of Rs.10/- each held) by increasing the existing Issued, Subscribed and Paid-up Share Capital of the Company by a sum of Rs.139, 29, 10,130/- (Rupees One Hundred Thirty Nine Crore Twenty Nine Lac Ten Thousand One Hundred and Thirty only) after capitalizing the said sum from the Securities Premium Account as per the last Audited Accounts of the Company.

Section 63 of the Companies Act, 2013 requires authorization by general meeting for issue of Bonus shares, therefore, the Board of Directors recommends the Resolution at Item No. 2 of the Notice for approval of the shareholders.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested in the said resolution, except to the extent of Shares that will be allotted to them pursuant to the Bonus Issue.

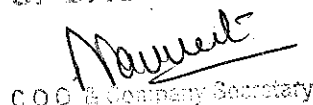
By order of the Board
For SRS Limited



(Navneet Kwatra)
COO & Company Secretary
M. No.-ACS-16672

Place: Faridabad
Date: 11th May, 2015

For SRS LIMITED


COO & Company Secretary