

SRS FINANCE LIMITED

CIN: L74899HR1994PLC040440

Regd. Office: SRS Tower, 3rd Floor, Near Metro Station Mewla Maharajpur,
G.T. Road, Faridabad, NCR Delhi - 121003
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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 modifications, amendments & clarifications thereof) (Rules) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking approval of the members for matters appended below as Ordinary Resolutions by way of postal ballot/e-voting.

The proposed Ordinary Resolutions and Explanatory Statements pertaining to the said resolutions setting out all material facts concerning each resolution is annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholders of the Company is also enclosed. The Company has appointed Ms. Savita Trehan, Practicing Company Secretary (Membership No.4374) 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, 8th July, 2016**. 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 thereof is permitted.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("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 after the Explanatory Statements for the process and manner in which e-voting is to be carried out.

Upon completion of the scrutiny of the forms & completion of e-voting, the Scrutinizer will submit her report to the Whole-Time Director & CFO or any other Director or any Authorized Officer of the Company by 1230 hours on **Saturday, 9th July, 2016** and the result of the postal ballot will be announced by the Whole-Time Director & CFO or any other Director of the Company on **Saturday, 9th July, 2016 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 would be intimated to BSE where the shares of the Company are listed, published in the newspaper and will be displayed on the Company's website viz. www.srsparivar.com.

Resolutions to be passed through Postal Ballot:

SPECIAL BUSINESS

1. Appointment of M/s. SVP & Associates, Chartered Accountants, as new Statutory Auditors of the Company to fill Casual Vacancy

To consider and to assent/dissent for passing of the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force), M/s SVP & Associates, Chartered Accountants (Firm Regn. No. 003838N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Naresh Jai & Associates, Chartered Accountants to audit the accounts of the Company for the Financial Year 2015-16.

RESOLVED FURTHER THAT M/s. SVP & Associates, Chartered Accountants, shall hold office as Statutory Auditors until the conclusion of the ensuing Annual General meeting on such remuneration as may be fixed by the Board of Directors on recommendation of the Audit Committee in consultation with the Auditors".

2. Sub-Division of Equity shares from the Face Value of Rs.10/- per share to Re.1/- per share

To consider and to assent/dissent for passing of the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, such that the Equity Shares of the Company of the face value of Rs.10/- (Rupees Ten) each be sub-divided into Equity Shares of Re.1/- (Rupee One) each and the relevant capital clause in the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date (to be decided by the Board) and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of

the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers here invested in the Board to any Committee thereof to give effect to the aforesaid resolution."

3. Alteration of the Capital Clause in the Memorandum of Association

To consider and to assent/dissent for passing of the following resolution as an Ordinary Resolution:

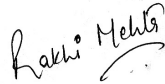
"RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 5 of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

'The authorized Share Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred Twenty Five Crore Only) divided into 125, 00, 00,000 (One Hundred Twenty Five Crore) Equity Shares of Re.1/- (Rupee One) each.'

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

Place: Faridabad
Date: 6th June, 2016

By order of the Board
For **SRS Finance Limited**



(Rakhi Mehta)
Company Secretary
M.No.-ACS-19978

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 RTA/ National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on the record date fixed for the purpose i.e. **3rd June, 2016**.
3. The Company has appointed Ms. Savita Trehan, a Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. 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. E-voting is optional. The complete details of the instructions for e-voting are annexed to this Notice.
5. Postal Ballot Notice and the instructions for e-voting along with Postal Ballot Form is being sent by electronic mode to all the Members whose email addresses are registered with Company/Depository Participant(s) and physical copies of the aforesaid documents will be sent to all the members on the record date through permitted mode.
6. 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.
7. The members who have not received the postal ballot forms may apply to the Company and obtain a duplicate copy thereof.
8. 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.
9. 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.
10. 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 record date fixed for the purpose i.e. **3rd June, 2016**.
11. **The Voting Period starts at 1000 hours, on Thursday, 9th June, 2016 and ends at 1700 hours, on Friday, 8th July, 2016. Assent/Dissent/Abstain received after 8th July, 2016 would strictly not be considered.**
12. In the event, the draft resolutions 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 resolutions.

13. 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 Finance Limited, 3rd Floor, Near Metro Station, Mewla Maharajpur, G.T. Road, Faridabad, NCR Delhi-121003 **upto 8th July, 2016.**
14. The scrutinizer will submit her report after completion of the scrutiny of the Postal Ballots forms and completion of e-voting to the Whole-Time Director & CFO or any other Director or any Authorized Officer of the Company **by 1230 hours on Saturday, 9th July, 2016** and the results of the Postal Ballot will be announced by the Whole-Time Director & CFO or any other Director of the Company **on Saturday, 9th July, 2016 at 1600 hours** at the Registered Office of the Company. The result shall also be announced to BSE where shares of the Company are listed and thereafter will be published in newspapers. The result will also be put on the Company's website **www.srsparivar.com.**
15. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result.

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

Item No. 1

The Company had received a Letter from M/s. Naresh Jai & Associates, Chartered Accountants submitting their resignation due to pre-occupation in other assignments and they have expressed that they will not be able to continue as Statutory Auditors.

To fill the casual vacancy caused by the resignation of M/s Naresh Jai & Associates, it is proposed to appoint M/s SVP & Associates, Chartered Accountants as the Statutory Auditors of the Company as recommended by the Audit Committee.

M/s. SVP & Associates, Chartered Accountants have conveyed their assent to be appointed as Statutory Auditors of the Company along with the confirmation that their appointment if made by the members would be within the limits prescribed under the Companies Act, 2013 and that the Auditors are peer reviewed.

A copy of the resignation tendered by M/s. Naresh Jai & Associates is available for inspection by the members at the Registered Office of the Company between 1000 hours to 1200 hours on all working days at the Registered Office of the Company.

The Board of Directors recommends the passing of the Ordinary Resolution contained in Item No. 1 of the Postal Ballot Notice.

None of the Directors, Key Managerial personnel and their relatives may be deemed to be interested in the proposed resolution except to the extent of the shares they are holding in the capital of the Company.

Item Nos. 2 & 3

The Equity shares of the Company are listed and actively traded on the BSE Ltd. With a view to broad base and encourage the participation of small investors by making Equity Shares of the Company affordable and generate liquidity of stocks available for trading on the Stock Exchange, the Board has considered and approved the sub-division of the nominal value of Equity Shares from present Rs.10/- each to Re.1/- each subject to approval of Members and any other statutory and regulatory approvals, as may be applicable.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

Presently, the Authorized Share Capital of the Company is Rs.125, 00,00,000/- divided into 12,50,00,000 Equity Shares of Rs.10/- each and paid up capital is Rs.98,12,15,930/- divided into 9,81,21,593 Equity Shares of Rs.10/- each. There will not be any change in the amount of Authorized and paid up capital, but the number of Equity shares will change to 125, 00,00,000 in the Authorized Share Capital and 98,12,15,930 Equity Shares in the issued, subscribed and paid up equity share capital.

The sub-division as aforesaid would require consequential amendments to the existing Clause 5th of the Memorandum of Association to reflect the change in face value of each Equity Share.

A copy of the Memorandum & Articles of Association and other relevant documents is available for inspection by the members at the Registered Office of the Company between 1000 hours to 1200 hours on all working days at the Registered Office of the Company.

The Board recommends passing of the resolution at Item No. 2 and Item No. 3 as Ordinary Resolutions of the Postal Ballot Notice.

None of the Directors, Key Managerial personnel and their relatives may be deemed to be interested in the resolution except to the extent of the shares they are holding in the capital of the Company.

Place: Faridabad
Date: 6th June, 2016

By order of the Board
For **SRS Finance Limited**


(Rakhi Mehta)
Company Secretary
M.No.-ACS-19978

The instructions for members for voting electronically are as under:

- (i) The e-voting period commences on Thursday, 9th June, 2016 (1000 hours) and ends on Friday, 8th July, 2016 (1700 hours). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 3rd June, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once, the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.

- (iv) Now, select name of the Company “**SRS FINANCE LIMITED**” from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **SRS FINANCE LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the login 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.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) 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