

# SRS FINANCE LIMITED



CIN: - L74899HR1994PLC040440

Corp. & Regd. Off.: SRS Tower, 3<sup>rd</sup> Floor, Near Metro Station Mewla Maharajpur,  
G. T. Road, Faridabad, NCR Delhi – 121003

Ph#0129-4323100 Fax#0129-4323195

Website: [www.srsparivar.com](http://www.srsparivar.com) E-mail: [rakhimehta@srsparivar.com](mailto:rakhimehta@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 Special Resolutions by way of postal ballot.

The proposed Special Resolution 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 (1800 hrs.) on Tuesday, 14<sup>th</sup> October, 2014. 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 Clause 35B of the Listing Agreement 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](http://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 Chairman or any other Director or any Authorized Officer of the Company by Friday, 17<sup>th</sup> October, 2014 and result of the postal ballot will be announced by the Chairman or any other Director of the Company on Saturday, 18<sup>th</sup> October, 2014 at 2:00 P.M at the Registered Office of the Company at SRS Tower, 3<sup>rd</sup> 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](http://www.srsparivar.com).

### **1. Alteration in Memorandum of Association of the Company in accordance with the Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions (if any) of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the existing Memorandum of Association of the Company be and is hereby replaced with the new Memorandum of Association, a copy of which is duly initialed by the Chairman of the Company for the purpose of identification and placed on the website of the Company for perusal of members and the new Memorandum of Association be and is hereby approved and adopted in substitution, and to the entire exclusion, of the existing Memorandum of Association of the Company.

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. Alteration in Articles of Association of the Company in accordance with the Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time

being in force), the existing set of Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association, a copy of which is duly initialed by the Chairman of the Company for the purpose of identification and placed on the website of the Company for perusal of members and the new set of Articles of Association be and is hereby approved and adopted in substitution, and to the entire exclusion, of the existing Articles of Association of the Company.

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.”

**3. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings, etc.**

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

“RESOLVED THAT in supersession of the resolution passed by the members of the Company through Postal Ballot on 7<sup>th</sup> January, 2009, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) (Corresponding Section 293 (1)(a) of the Companies Act, 1956) and the Rules made thereunder, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgage, pledge and hypothecation, in addition to existing charges, mortgages, pledges and hypothecation created by the Company on such movable and/or immovable, tangible and/or intangible properties of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (including fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments, if any), issued /to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 and/or temporary loans obtained from the Company’s Bankers in the ordinary course of business, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), debenture trust deed(s) or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustee(s), in respect of the said loans/ borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/agent(s)/trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board be and is/are hereby authorized to finalize, settle and execute such documents/deeds/ writings/papers and to do all acts, deeds, matters and things, as may be required.”

**4. Issuance of corporate guarantee(s), providing security(s) or giving loans beyond the limits specified**

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

“RESOLVED THAT in supersession of the resolution passed by the members of the Company through Postal Ballot held on 7<sup>th</sup> January, 2009, and subject to such regulatory approvals as may be required and in terms of Section 186 of the Companies Act, 2013 (Section 372A of the Companies Act, 1956) and other provisions as are applicable, and in addition to the amounts already invested / loans made or guarantees provided by the Company, consent of the members be and is hereby accorded to do the following transactions

- i. to invest by way of subscription, purchase or otherwise in the securities of any other body corporate and/or;
- ii. to give loans to any person or other body corporate and/or;
- iii. to give guarantees or provide security in connection with loan(s) to any other body corporate or person;

(i) upto Rs. 2,000 Crore (or equivalent thereof in any currency) or (ii) 60% of the aggregate of the paid-up share capital and free reserves and securities premium account or (iii) 100% of its free reserves and securities premium account, whichever is higher, for such investments/ loans/guarantees/securities, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees/securities so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee and/or any person (s) be and is/are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/ their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

**5. Transactions with Related Parties u/s 188 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions (if any) of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, the consent of the Company be and is hereby accorded for entering into related party transactions by the Company with M/s SRS Professional Services Limited for the financial year 2014-15 upto the maximum per annum amounts as appended below:-

<b>MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2014-15</b>	
<b>(Amt. in Crores)</b>	
<b>Name of the Related Party</b>	<b>Loan (with Interest)</b>
SRS Professional Services Limited	Rs.20 Crore
<b>Total</b>	<b>Rs.20 Crore</b>

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.”

Place: Faridabad  
Date: 4<sup>th</sup> September, 2014

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. 5<sup>th</sup> September, 2014.
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. 5<sup>th</sup> September, 2014.
11. The voting period ends at **1800 hours, on Tuesday, 14<sup>th</sup> October, 2014**. Assent/Dissent/Abstain received after 14<sup>th</sup> October, 2014 would strictly not be considered.
12. 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.
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, 3<sup>rd</sup> Floor, Near Metro Station, Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi - 121003 upto 14<sup>th</sup> October, 2014.
14. 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 or any Authorized Officer of the Company by Friday, 17<sup>th</sup> October, 2014 and the results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on Saturday, 18<sup>th</sup> October, 2014 at 2:00 P.M 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](http://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 Nos. 1 & 2**

The existing Memorandum of Association (MOA) and Articles of Association (AOA) of the Company are based on the Companies Act, 1956. With the enactment of the Companies Act, 2013, major part of the Companies Act, 1956 is no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing MOA & AOA require alteration at several points. Hence, in the given situation, it is considered expedient to wholly replace the existing MOA & AOA with the new MOA & AOA in line with the Companies Act, 2013.

The proposed new draft MOA & AOA are being uploaded on the Company's website for perusal by the shareholders.

The Board of Directors recommends passing of the Special Resolutions at Item Nos. 1 and 2 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 resolutions, except to the extent of their shareholding in the Company.

##### **Item No.3**

In supersession of the resolution passed by the members of the Company through Postal Ballot on 7<sup>th</sup> January, 2009, the borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ pledge/ hypothecation on the Company's assets comprising of the movable and/or immovable, tangible/ intangible properties of the Company, present or future, in favour of the lender(s)/agent(s)/trustee(s) from time to time, in such form, manner and ranking as mentioned in the Resolution at Item No.3. The documents relating to charge and/or mortgage and/or pledge and/ or hypothecation in favour of the lender(s)/agent (s)/trustees may contain the provisions to take over substantial assets of the Company in certain events with a power to take over the management of the business and concern of the Company, which may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1) (a) of the Companies Act, 2013.(Erstwhile Section 293(1)(a) of the Companies Act, 1956)

As per Section 180(1) (a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by way of a Special Resolution.

The Resolution under Item No. 3 is, therefore, proposed to be passed to seek consent of shareholders for creation of charge/ mortgage/pledge/hypothecation to secure borrowings subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 and/or temporary loans obtained from the Company's Bankers in the ordinary course of business.

The Board of Directors recommends passing of the Special Resolutions at Item No. 3 of the 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 resolutions, except to the extent of their shareholding in the Company.

#### **Item No. 4**

The Board of Directors of a Company has been permitted to make loans, give guarantees, provide securities to and make investments in the securities of other bodies corporate to the extent of 60 % of its paid-up share capital and free reserves and securities premium account or 100% of its free reserves and securities premium account whichever is higher, in terms of Section 186 of the Companies Act, 2013 (erstwhile Section 372A of the Companies Act, 1956) for business purposes.

Where the aggregate of loans and investments made, guarantees given and securities provided exceed the aforesaid limits, prior approval of the Members is required by way of a special resolution. And as the Company is expanding its business, the increasing business operations and future growth plans of the Company may necessitate making further investments /providing loans or giving guarantees or providing security to the body corporate(s) and other person(s), over a period of time.

It is, therefore, necessary to empower the Board by the Members for such purposes, namely to make any loan(s) to any body corporate(s)/person(s) and/or to give any guarantee (s)/provide any security(ies), in connection with loan(s) made to anybody corporate(s)/person (s) and /or to acquire by way of subscription, purchase or otherwise the securities of body corporate(s) in India or abroad, exceeding the aforesaid limit, for business expansion and other growth initiatives.

Under these circumstances, in supersession of the earlier resolution passed by the members of the Company through Postal Ballot on 7th January 2009, it is considered desirable to have the consent of the Members for fixing a limit for such purpose, namely (i) to the extent of Rs.2,000 Crore or (ii) 60% of the aggregate of the paid-up share capital and free reserves and securities premium account or (iii) 100% of its free reserves and securities premium account, whichever is higher.

The Board of Directors recommends passing of the Special Resolutions at Item No. 4 of the 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 resolutions, except to the extent of their shareholding in the Company.

#### **Item No. 5**

The provision of Section 188(1) of the Companies Act, 2013 that govern Related Party Transactions requires Company to obtain prior approval of shareholders where the transaction or transactions to be entered into exceed the following limits-

- i) Sale, purchase or supply of any goods or materials, exceeding ten percent of the turnover of the company or rupees one hundred crore, whichever is lower.
- ii) Selling or otherwise disposing of or buying property of any kind, exceeding ten per cent of net worth of the company or rupees one hundred crore, whichever is lower.
- iii) Leasing of property of any kind exceeding ten per cent of the net worth of the company or ten percent of turnover of the company or rupees one hundred crore, whichever is lower
- iv) Availing or rendering of any services, exceeding ten percent of the turnover of the company or rupees fifty crore, whichever is lower.

Further, revised Clause 49 of the Listing Agreement applicable with effect from 1<sup>st</sup> October, 2014 provides that all related party transactions that exceeds five percent of the annual turnover or twenty percent of net worth whichever is higher as per last audited financial statement are termed as material related party transactions and hence require prior permission of shareholders.

Prior approval of shareholders is required for the transactions that are not in the ordinary course of business and not at an arm's length basis. Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and/or at arm's length basis, still as better corporate governance under the circumstances, it is considered desirable to have the consent of the Members in respect of related party transactions with M/s SRS Professional Services Ltd., which may exceed the above limits during financial year 2014-15.

All prescribed disclosures required under the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given below for kind perusal of the members: -

<b>MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2014-15</b>	
<b>(Amt. in Crores)</b>	
<b>Name of the Related Party</b>	<b>Loan (with Interest)</b>
SRS Professional Services Limited (SRS PSL)	Rs.20 Crore
<b>Total</b>	<b>Rs.20 Crore</b>

Details of interested Promoters/Directors/KMP's are as follows: -

<b>Promoter/Director/KMP who is related</b>	<b>Nature of relationship</b>
Dr. Anil Jindal (Promoter & Director)	Director in SRS Professional Services Ltd. and holds 7.94% shares in SRS PSL through its relatives
Sh. Nanak Chand Tayal (Promoter)	Holds 1.51% shares in SRS Professional Services Ltd.
Sh. Murari Lal Jindal (Promoter)	Holds 2.27 % shares in SRS Professional Services Ltd.
Sh. Ashok Kumar Jindal (Promoter)	Holds 0.76 % shares in SRS Professional Services Ltd.
Sh. Bishan Bansal (Promoter)	Holds 0.76 % shares in SRS Professional Services Ltd.
Sh. Sushil Kumar (Promoter)	Holds 1.13% shares in SRS Professional Services Ltd.
Sh. Sanjay Singla (Promoter)	Holds 2.77 % shares in SRS Professional Services Ltd.
Ms. Kanta Bansal (Promoter)	Holds 1.89 % shares in SRS Professional Services Ltd.
Ms. Seema Singla (Promoter)	Holds 1.25% shares in SRS Professional Services Ltd.
Ms. Mamta Singla (Promoter)	Holds 1.51% shares in SRS Professional Services Ltd.
Ms. Sanjana Bansal (Promoter)	Holds 4.38 % shares in SRS Professional Services Ltd.
Sh. Raju Bansal (Promoter)	Holds 4.85 % shares in SRS Professional Services Ltd.
Ms. Toshi Rani Bansal (Promoter)	Holds 0.07 % shares in SRS Professional Services Ltd.
M/s BTL Holding Company Limited (Promoter)	Holds 12.47 % shares in SRS Professional Services Ltd.

The Board of Directors recommends passing of the Special Resolutions at Item No. 5 of the 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 resolutions, except Dr. Anil Jindal, being the Promoter/Director of the Company.

Place: Faridabad  
Date: 4<sup>th</sup> September, 2014

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) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select name of the Company “SRS FINANCE 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 Characters 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• 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.</li><li>• 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.</li></ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• 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.</li></ul>

- (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.
- (xi) Click on the EVSN for SRS FINANCE 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](mailto: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](mailto: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.

**General Instructions:**

- (A) The e-voting period commences on Monday, 15<sup>th</sup> September, 2014 (1000 hours) and ends on Tuesday, 14<sup>th</sup> October, 2014 (1800 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 5<sup>th</sup> September, 2014 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.
- (B) Since the Company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 5<sup>th</sup> September, 2014 and not casting their vote electronically, may send the physical copy of postal ballot form duly filled and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (1800 hours) on 14<sup>th</sup> October, 2014
- (C) Ms. Savita Trehan, Practicing Company Secretary (Membership No. 4374) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) The Scrutinizer shall, within a period of three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

The scrutinizer will submit her report after completion of the scrutiny of the Postal Ballots forms & completion of e-voting to the Chairman or any other Director or any Authorized Officer of the Company by Friday, 17<sup>th</sup> October, 2014 and the results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on Saturday, 18<sup>th</sup> October, 2014 at 2:00 P.M at the Registered Office of the Company.

- (E) The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 5<sup>th</sup> September, 2014.
- (F) The Results declared along with the Scrutinizer's Report shall 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](http://www.srsparivar.com).

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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)