

SRS FINANCE LIMITED

CIN: L74899HR1994PLC040440

Regd. Office: SRS Tower, 3rd Floor, Near Metro Station Mewla Maharajpur,
G.T. Road, Faridabad, NCR Delhi - 121003
T: 0129-4323100, **F:** 0129-4323195

W: www.srsparivar.com, **E:** 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 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 Statement 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, 9th September, 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 Statement 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 Managing Director & CEO or any other Director or any Authorized Officer of the Company by 1230 hours on **Saturday, 10th September, 2016** and the result of the postal ballot will be announced by the Managing Director & CEO or any other Director or any Authorized Officer of the Company on **Saturday, 10th September, 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. Reversal of Resolution Passed Pertaining to 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 the ordinary resolution passed by the members of the Company through Postal Ballot on 9th July, 2016 regarding Sub-Division of Equity shares from the Face Value of Rs.10/- per share to Re.1/- per share be and is hereby reversed and accordingly the face value of Equity Shares shall continue to be of Rs. 10/- each and the relevant capital clause in the Memorandum of Association of the Company shall not be altered accordingly.

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)."

2. Reversal of Resolution Passed Pertaining to Alteration of the Capital Clause in the Memorandum of Association

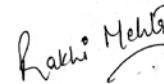
To consider and to assent/dissent for passing of the following resolution as an Ordinary Resolution:

“RESOLVED THAT the ordinary resolution passed by the members of the Company through Postal Ballot on 9th July, 2016 regarding Alteration of the Capital Clause in the Memorandum of Association be and is hereby reversed and the relevant capital clause in the Memorandum of Association of the Company shall not be altered accordingly.

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: 5th August, 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 cut-off date fixed for the purpose i.e. 5th August, 2016.
3. The Company has appointed Ms. Savita Trehan, a Practicing Company Secretary, as 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 cut-off 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 cut-off date fixed for the purpose i.e. 5th August, 2016.
11. The voting period starts at 1000 hours, on Thursday, 11th August, 2016 ends at 1700 hours, on Friday, 9th September, 2016. Assent/Dissent/Abstain received after 9th September, 2016 would strictly not be considered.
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 Finance Limited, 3rd Floor, Near Metro Station, Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi - 121003 upto 9th September, 2016.

13. The scrutinizer will submit her report after completion of the scrutiny of the Postal Ballots forms and completion of e-voting to the Managing Director & CEO or any other Director or any Authorized Officer of the Company by 1230 hours on Saturday, 10th September, 2016 and the results of the Postal Ballot will be announced by the Managing Director & CEO or any other Director or any authorized officer of the Company on Saturday, 10th September, 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.
14. 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 Board of Directors has reconsidered the matter taking into consideration the market price of the shares traded on BSE and decided to withdraw the decision of Sub-Division of Equity Shares, as there is decline in the price of the shares of the Company and it would not be in the best interest of the Company to further go ahead with the process of sub-division. Thus, member's approval is necessary for the reversal of the resolution approved by them through the postal ballot on 9th July, 2016.

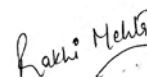
The decision of sub-division is withdrawn, so it would not require consequential amendments to the existing Clause 5th of the Memorandum of Association to reflect the change in face value of each Equity Share.

The Board recommends passing of the resolution at Item No. 1 and Item No. 2 as Ordinary Resolutions of the Postal Ballot Notice in the best interest of the company and its members.

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: 5th August, 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, 11th August, 2016 (1000 hours) and ends on Friday, 9th September, 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 of 5th August, 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
 - 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.
- (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. 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.