

SRS REAL INFRASTRUCTURE LIMITED

CIN: L65910HR1990PLC040431

Corp. & Regd. Off.: SRS Tower, 7th 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: shwetamarwah@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 Resolution by way of postal ballot.

The proposed Resolutions and Explanatory Statements pertaining to the said resolutions setting out all material facts concerning the resolutions is annexed here to for your consideration. The Postal Ballot Form for voting by you as share holder of the Company is also enclosed. The Company has appointed Ms. Savita Trehan, Practicing Company Secretary (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 (1800 hours) on Saturday, 27th December, 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 photo copy there of 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. 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.

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 Tuesday, 30th December, 2014 and result of the postal ballot will be announced by the Chairman or any other Director of the Company on Wednesday, 31st December, 2014 at 1200 hours at the Registered Office of the Company at SRS Tower, 7th 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.

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 Section 13 and 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.25, 00, 00,000/- (Rupees Twenty Five Crore Only) to Rs.65, 00, 00,000/- (Rupees Sixty Five Crore Only) by creation of another 40,00,00,000 (Forty Crore) equity shares of Re.1/- each aggregating to Rs.40, 00, 00,000/- (Rupees Forty 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.65, 00, 00,000/- (Rupees Sixty Five Crore Only) divided into 65,00,00,000 (Sixty Five Crore) Equity Shares of Re.1/- (Rupee One) 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 & 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, modification, variations as may be specified by stock exchange or any other authorities; a sum of Rs.20, 10, 16,000/- (Rupees Twenty Crore Ten Lac Sixteen Thousand 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 allotment of 20,10,16,000 (Twenty Crore Ten Lac Sixteen Thousand) fully paid new Equity Shares of Re.1/- each as Bonus Shares to the persons, whose names appear on the Register of Members of the Company or whose names appear 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 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 Bombay Stock Exchange Ltd. (BSE) and 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 question 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 Real Infrastructure Ltd.**

Shweta Marwah

(Shweta Marwah)
Company Secretary
M.No.-ACS-18730

Place: Faridabad
Date: 18th November, 2014

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. 21st November, 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. 21st November, 2014.
11. The voting will commence on Friday, 28th November, 2014 at 1000 hours and ends at **1800 hours, on Saturday, 27th December, 2014**. Assent/Dissent/Abstain received after 27th December, 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 Real Infrastructure Ltd., SRS Tower, 7th Floor, Near Metro Station Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi – 121003 upto 27th December, 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 of the Company by Tuesday, 30th December, 2014 and the results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on Wednesday, 31st December, 2014 at 1200 hours at the Registered Office of the Company. The result shall also be announced to the Stock Exchange 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

Your Board has proposed to issue further equity shares as bonus shares. To accommodate the additional capital proposed to be issued, it is proposed to enhance the Authorized Share Capital of the Company from Rs.25 Crore to Rs.65 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 Company's silver jubilee celebration, its 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 Re.1/- each, for every one fully paid up Equity Share of Re.1/- each held) by increasing the existing Issued, Subscribed and Paid-up Share Capital of the Company by a sum not exceeding Rs.20, 10, 16,000/- (Rupees Twenty Crore Ten Lac Sixteen Thousand Only) after capitalizing the said sum from the Securities Premium Account as per the last Audited Accounts of the Company.

The Board of Directors recommend passing of the Resolution at Item No. 2 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 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 Real Infrastructure Ltd.**

Shweta Marwah

Place: Faridabad
Date: 18th November, 2014

(Shweta Marwah)
Company Secretary
M.No.-ACS-18730

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select name of the Company “SRS REAL INFRASTRUCTURE LTD.” 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*	<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">• 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#	<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. 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.</p>

- (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 REAL INFRASTRUCTURE LTD. 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.

General Instructions:

- (A) The e-voting period commences on Friday, 28th November, 2014 (1000 hours) and ends on Saturday, 27th December, 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 21st November, 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 21st November, 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 27th December, 2014.
- (C) Ms. Savita Trehan, Practicing Company Secretary (C.P. No.2569) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) The Scrutinizer shall, 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/any other Director of the Company.

The scrutinizer will submit her report after completion of the scrutiny of the Postal Ballot forms & completion of e-voting to the Chairman or any other Director of the Company by Tuesday, 30th December, 2014 and the results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on Wednesday, 31st December, 2014 at 1200 hours 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 21st November, 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**.

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

