

SRS REAL INFRASTRUCTURE LIMITED

CIN: L65910HR1990PLC040431

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 matter appended below as Ordinary Resolution by way of postal ballot/e-voting.

The proposed Resolution and Explanatory Statement pertaining to the said resolution setting out all material facts concerning the 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, 1st 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 Chairman or any other Director or any Authorized Officer of the Company by 1230 hours on Saturday, 2nd July, 2016 and result of the postal ballot will be announced by the Chairman or any other Director of the Company on Saturday, 2nd July, 2016 at 1600 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.

Resolution to be passed through Postal Ballot:

SPECIAL BUSINESS

Item No. 1

Appointment of M/s. SVP & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company

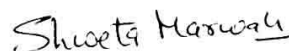
To consider and to assent/dissent for passing of the following resolution as an Ordinary Resolution:

"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 is hereby appointed as Joint Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s Naresh Jai & Associates, Chartered Accountants for the Financial Year 2015-16."

RESOLVED FURTHER THAT M/s. SVP & Associates, Chartered Accountants (Firm Regn. No. 003838N), be and are hereby appointed as Statutory Auditors of the Company and that they shall hold office as Joint Statutory Auditors until the conclusion of the ensuing Annual General meeting on such remuneration as be fixed by the Board of Directors as recommended by the Audit Committee in consultation with the Auditors".

Place: Faridabad
Date: 30th May, 2016

By order of the Board
For **SRS Real Infrastructure Limited**



(Shweta Marwah)
Company Secretary
M.No. ACS-18730
Address: H.No. 171, Sector-10, Faridabad-121006

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. 27th May, 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. 27th May, 2016.
11. The voting period starts at **1000 hours, on Thursday, 2nd June, 2016** ends at **1700 hours, on Friday, 1st July, 2016**. Assent/Dissent/Abstain received after **1st July, 2016** 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 Limited, 7th Floor, Near Metro Station, Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi - 121003 upto **1st 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 Chairman or any other Director or any Authorized Officer of the Company by 1230 hours on Saturday, 2nd July, 2016 and the results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on Saturday, 2nd 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 Resolution, 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**

M/s Naresh Jai & Associates, Chartered Accountants, have tendered their resignation as Joint Statutory Auditors due to pre-occupation in other assignments and they have expressed that they will not be able to continue as Joint Statutory Auditors.

On recommendation of Audit Committee, the Board of Directors in its meeting held on 18th May, 2016 has proposed the appointment of M/s SVP & Associates, Chartered Accountants, (Firm Regn. No.003838N) as Joint Statutory Auditors of the Company.

A copy of the resignation tendered by the Auditors 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.

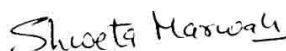
M/s. SVP & Associates, Chartered Accountants have conveyed their consent to be appointed as Joint Statutory Auditors of the Company along with the confirmation that; their appointment if made by the members would be within the limits prescribed under the Companies Act, 2013 and the auditors are peer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

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 resolution to the extent of the shares they are holding in the capital of the Company.

Place: Faridabad
Date: 30th May, 2016

By order of the Board
For **SRS Real Infrastructure Limited**



(Shweta Marwah)
Company Secretary
M.No. ACS-18730
Address: H.No. 171, Sector-10, Faridabad-121006

The instructions for members for voting electronically are as under:

- (i) The e-voting period commences on Thursday, 2nd June, 2016 (1000 hours) and ends on Friday, 1st 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 27th May, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now, select name of the Company "SRS REAL INFRASTRUCTURE 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 REAL INFRASTRUCTURE 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.