

SRS LIMITED

CIN: L74999HR2000PLC040183

Corp. & Regd. Off.: SRS Tower, 3rd 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: info@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 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 shareholder 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, 30th September, 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 35 B 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). 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 Monday, 6th October, 2014 and result of the postal ballot will be announced by the Chairman or any other Director of the Company on Tuesday, 7th October, 2014 at 12:00 Noon 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 & NSE, 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. 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."

(1)

For SRS LIMITED
Savita Trehan
C.O.O. & Company Secretary

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 in the Extra Ordinary General Meeting of the Company held on 18th June, 2010, 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 in the Extra Ordinary General Meeting of the Company held on 18th June, 2010, 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. 12,000 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."

By order of the Board
For SRS Limited



(Navneet Kwatra)
COO & Company Secretary
M. No.-ACS-16672

Place: Faridabad

Date: 26th August, 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. 22nd August, 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.

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For SRS LIMITED



C.O.O. & Company Secretary

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. 22nd August, 2014.
11. The voting period ends at **1800 hours, on Tuesday, 30th September 2014**. Assent/Dissent/Abstain received after 30th September, 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 10.00 a.m. to 12.00 noon on all working days at the Registered Office of the Company i.e. SRS Limited, 3rd Floor, Near Metro Station, Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi - 121003 upto 30th September, 2014.
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 Monday, 6th October, 2014 and the results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on Tuesday, 7th October, 2014 at 12:00 Noon at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges 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 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 in the Extra Ordinary General Meeting of the Company held on 18th June, 2010, 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

In supersession of the resolution passed by the members of the Company in the Extra Ordinary General Meeting of the Company held on 18th June, 2010, 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 on pan India basis, 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 any body 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, 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.12,000 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.

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



(Navneet Kwatra)
COO & Company Secretary
M. No.-ACS-16672

Place: Faridabad
Date: 26th August, 2014

For SRS LIMITED


C.O.O. & Company Secretary

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 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 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.</p> <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.

- (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 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.

For SRS LIMITED

(6)

Navneet
C.O.O. & Company Secretary

- (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 Monday, 1st September, 2014 (1000 hours) and ends on Tuesday, 30th September, 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 22nd August, 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 22nd August, 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 30th September, 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 Monday, 6th October, 2014 and the results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on Tuesday, 7th October, 2014 at 12:00 Noon 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 22nd August, 2014.
- (F) The Results declared along with the Scrutinizer's Report shall be intimated to BSE & NSE, 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

[A large, diagonal blue line is drawn across the page, likely indicating a signature or a mark.]

For SRS LIMITED

Mauve

C.O.O. & Company Secretary

Sr. No.....

SRS LIMITED

CIN: L74999HR2000PLC040183

Corp. & Regd. Off.: SRS Tower, 3rd 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: info@srsparivar.com

**POSTAL BALLOT FORM**

S. No.	Particulars	Details	
1.	Name of the First Named Shareholder/ Beneficial Owner		
2.	Registered address		
3.	Name(s) of Joint Shareholders/ Beneficial Owner (if any)		
4.	Registered Folio/DP-ID/Client ID		
5.	Class of Shares		Equity Shares of Rs.10/- each
6.	No. of Shares Held		

I/We, hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the Special Business stated in the Notice of the Company dated 26th August, 2014 by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the Tick Mark (✓) in the appropriate box below in the following manner:

Item No.	Brief Particulars of the Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Alteration in Memorandum of Association of the Company in accordance with the Companies Act, 2013;			
2.	Alteration in Articles of Association of the Company in accordance with the Companies Act, 2013;			
3.	Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings;			
4.	Issuance of Corporate guarantee(s), providing security(s) or giving loans beyond the limits specified under Section 186 of the Companies Act, 2013.			

Place :

Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN(Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN
140829049		

Note: Please read carefully the notes/instructions printed overleaf before exercising the vote.

For SRS LIMITED

Navneet
C.O.O. & Company Secretary

Instructions

1. A Shareholder/Member/Beneficial Owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited by courier/personally at the expense of the registered shareholder/member/beneficial owner will also be accepted.
2. The postage pre-paid self-addressed pre-paid business reply envelope is addressed to the Scrutinizer bearing the address of the Registered Office of the Company.
3. There should be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. This form should be completed and signed by the shareholder/member/beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company/furnished by CDSL/NSDL) by the first named shareholder/member/beneficial owner and in his absence, by the next named shareholder.
5. In case of Shares held by body corporate, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution.
6. The votes should be cast either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete and Unsigned Postal Ballot Form will be rejected.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on 22nd August, 2014 (being the cut-off date for dispatch of the notice).
8. Voting by Postal Ballot, in physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
9. Voting period commences on and from 1st September, 2014 at 1000 hours and ends on 30th September, 2014 at 1800 hours Postal Ballot Form(s) received after this date will be strictly treated as if the reply from Shareholders/Members/Beneficial Owners has not been received.
10. The Scrutinizer's decision on the validity of the postal ballot is final.
11. The result of the postal ballot will be announced by the Chairman or any other Director of the Company on Tuesday, 7th October, 2014 at 12:00 Noon at the Registered Office of the Company at SRS Tower, 3rd Floor, Near Metro Station Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi-121003.
12. The results of the Postal Ballot will also be displayed at the Registered Office besides communication to the BSE and NSE where the Company's shares are listed. The results of the Postal Ballot will also be available on the Company's website www.srsparivar.com.
13. The resolution if passed by requisite majority, the date of declaration of the result of Postal Ballot resolution will be taken to be the date of passing of the resolution.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Mamta Rastogi, Deputy Company Secretary & Compliance Officer, at SRS Tower, 3rd Floor, Near Metro Station Mewla Maharajpur, G. T. Road, Faridabad, NCR Delhi-121003, Phone No.0129-4323119, Email : complianceofficer@srsparivar.com

For SRS LIMITED

Mamta Rastogi
C.O.O. & Company Secretary

BUSINESS REPLY ENVELOPE

To,

Ms. Savita Trehan

Scrutinizer - SRS Limited

SRS Tower, 3rd Floor,

Near Metro Station Mewla Maharajpur,

G. T. Road, Faridabad – 121003

For SRS LIMITED


C.O.D. & Company Secretary