

9<sup>th</sup> July, 2016

Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400001

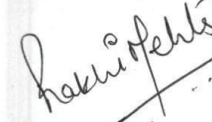
Dear Sir/Ma'm,

**Ref. Scrip ID – SRSFIN, Scrip Code – 536799**  
**Sub: Postal Ballot Result under Regulation 44 (3) of the SEBI (LODR)**  
**Regulations, 2015**

With reference to the above subject, we write to inform that the Resolutions as set out in the Postal Ballot Notice dated 6<sup>th</sup> June, 2016 have been passed by the Members by requisite majority.

We enclose, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the voting results in the prescribed format.

Yours Faithfully,  
For **SRS Finance Ltd.**

  
(Rakhi Mehta)  
Company Secretary



**SRS FINANCE LIMITED**

Corp. & Regd. Office : SRS Tower, 3<sup>rd</sup> Floor, Near Metro Station Mewla Maharajpur, Delhi Mathura Road, Faridabad, NCR Delhi-121003 T 0129-4323100 F 0129-4323195

Admin. Office: SRS Multiplex, Top Floor, City Centre, Sector-12, Faridabad, NCR Delhi-121007 T 0129-4282801-08 F 0129-4282809-810

Delhi Office: 202, 27 New Delhi House, Barakhamba Road, Connaught Place, New Delhi - 110001 T 011-41571258-60 F 011-41571269

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9<sup>th</sup> July, 2016

**RESULTS OF POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company was sought by way of Ordinary Resolutions as set out in the Postal Ballot Notice dated 6<sup>th</sup> June, 2016 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Ordinary Resolutions together with the statement annexed to the Notice was sent to all the Members of the Company and last date of receipt of Postal Ballot Form, either through physical submission or through e-voting was Friday, 8<sup>th</sup> July, 2016.

Ms. Savita Trehan, Practicing Company Secretary, being the Scrutinizer appointed by the Board of Directors, has submitted her report dated 9<sup>th</sup> July, 2016 to Sh. Naveen Kumar Tayal, Whole-Time Director & CFO of the Company.

According to the report as submitted by the scrutinizer, the result of the said Postal Ballot is as under:

<b>Date of declaration of the results of Postal Ballot</b>	Saturday, 9 <sup>th</sup> July, 2016
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to vote- 3 <sup>rd</sup> June, 2016)	922
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> Promoters and Promoter Group: Public:	Not Applicable



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**Agenda-wise disclosure**

**SPECIAL BUSINESS**

**Item No.1 Appointment of M/s. SVP & Associates, Chartered Accountants, as new Statutory**

**Auditors of the Company to fill Casual Vacancy**

Resolution Required					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	67864437	67864437	100	67864437	Nil	100	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>67864437</b>	<b>100</b>	<b>67864437</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
Public-Institutions	E-Voting	Nil	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	30257156	19272513	63.69	19272513	Nil	100	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		200	0.00	200	Nil	100	Nil
	<b>Total</b>		<b>19272713</b>	<b>63.69</b>	<b>19272713</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
<b>Total</b>		<b>98121593</b>	<b>87137150</b>	<b>88.80</b>	<b>87137150</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

The Number of votes polled in favour of the Resolution is **87137150** (100% of the total valid votes). Thus, the Resolution has been passed with requisite majority.

**Item No.2 Sub-Division of Equity shares from the Face Value of Rs.10/- per share to Re.1/- per share**

Resolution Required		Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?		No



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Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	67864437	67864437	100	67864437	Nil	100	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>67864437</b>	<b>100</b>	<b>67864437</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
Public-Institutions	E-Voting	Nil	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	30257156	19272513	63.69	19272513	Nil	100	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		200	0.00	200	Nil	100	Nil
	<b>Total</b>		<b>19272713</b>	<b>63.69</b>	<b>19272713</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
<b>Total</b>		<b>98121593</b>	<b>87137150</b>	<b>88.80</b>	<b>87137150</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

The Number of votes polled in favour of the Resolution is **87137150** (100% of the total valid votes). Thus, the Resolution has been passed with requisite majority.

**Item No.3 Alteration of the Capital Clause in the Memorandum of Association**

Resolution Required					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	67864437	67864437	100	67864437	Nil	100	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>67864437</b>	<b>100</b>	<b>67864437</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
Public-	E-		-	-	-	-	-	-

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Institutions	Voting							
	Poll	Nil	N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>		-	-	-	-	-	
			19272513	63.69	19272513	Nil	100	Nil
Public-Non Institutions	E-Voting	30257156	N.A.	N.A.	N.A.	N.A.	N.A.	
	Poll		200	0.00	200	Nil	100	Nil
	Postal Ballot							
	<b>Total</b>		19272713	63.69	19272713	Nil	100	Nil
<b>Total</b>		<b>98121593</b>	<b>87137150</b>	<b>88.80</b>	<b>87137150</b>	<b>Nil</b>	<b>100</b>	

The Number of votes polled in favour of the Resolution is **87137150**(100% of the total valid votes). Thus, the Resolution has been passed with requisite majority.

For **SRS Finance Ltd.**

*Naveen K. Tayal*  
(Naveen Kumar Tayal)  
Whole-Time Director & CFO



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9<sup>th</sup> July, 2016

To

Sh. Naveen Kumar Tayal  
Whole-Time Director & CFO  
**SRS Finance Ltd.**  
SRS Tower, 3<sup>rd</sup> Floor, Near Metro Station  
Mewla Maharajpur, G.T. Road,  
Faridabad, NCR Delhi-121003

Dear Sir,

**Sub: Report of Scrutinizer-SRS Finance Ltd.**

I, Savita Trehan, Practicing Company Secretary having office at 2378, Sector-16, Faridabad, was appointed as the Scrutinizer by the Board of Directors of your Company vide resolution dated 6<sup>th</sup> June, 2016 to conduct the Postal Ballot process in respect of the Ordinary Resolutions as mentioned in the Notice for voting by Postal Ballot dated 6<sup>th</sup> June, 2016 pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for approval of following matters:-

- a) Appointment of M/s. SVP & Associates, Chartered Accountants, as new Statutory Auditors of the Company to fill Casual Vacancy
- b) Sub-Division of Equity shares from the Face Value of Rs.10/- per share to Re.1/- per share
- c) Alteration of the Capital Clause in the Memorandum of Association

**Now, I submit my report as under:**

- 1) The Company sent notices to **the shareholders** of the Company:
  - In physical mode along with the Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope to the shareholders whose e-mail ids are not registered with the Company as on 3<sup>rd</sup> June, 2016 (Cut-Off Date); and
  - Via e-mail through M/s. Beetal Financial and Computer Services Private Limited (Registrar & Share Transfer Agent) to those shareholders existing on 3<sup>rd</sup> June, 2016 (Cut-Off Date) whose e-mail ids are registered with the Company/Depository Participant(s).





- 2) The dispatch of the Notice for Postal Ballot was completed on 8<sup>th</sup> June, 2016 and voting commenced from 9<sup>th</sup> June, 2016.
- 3) Particulars of all the physical postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
- 4) The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballots forms.
- 5) The Postal Ballot envelopes were opened on 8<sup>th</sup> July, 2016 in the presence of Ms. Rakhi Mehta, Company Secretary of the Company.
- 6) The votes received through e-voting were verified by me in the presence of Ms. Priyanka and Ms. Lata, Executives working with me.
- 7) The postal ballots, including e-voting were duly scrutinized by me and the shareholding was matched/confirmed with the list of shareholders of the Company as on 3<sup>rd</sup> June, 2016.
- 8) All postal ballot forms received upto the date of close of working hours i.e. 1700 hours on Friday, 8<sup>th</sup> July, 2016 being the last date and time fixed by the Company for receipt of the forms and e-voting were considered for scrutiny.
- 9) No Postal Ballot Form has been received after the close of 1700 hours on 8<sup>th</sup> July, 2016 i.e. after the end of voting period.
- 10) Postal Ballot Forms received were free from any defects as mentioned in the instruction in the postal ballot form.
- 11) I have not found any defaced/mutilated Postal Ballot Form.

**Details of Postal Ballot Received**

<b>A. Physical Forms</b>	<b>Nos.</b>
Number of Postal Ballot Forms received	2
Less: Number of Forms rejected/not considered	0
<b>Number of valid physical votes (A)</b>	<b>2</b>
<b>B. E-Voting</b>	
Number of Members who participated in e-voting	53
<b>Number of valid e-voting Votes (B)</b>	<b>53</b>
<b>Total Valid Votes (A) + (B)</b>	<b>55</b>

**Analysis of Postal Ballot Result**

**1. The summary of the postal ballots received for Resolution No.1**

**Appointment of M/s.SVP & Associates, Chartered Accountants, as new Statutory Auditors of the Company to fill Casual Vacancy**



Particulars	Number of			Number of votes contained in			Percentage
	Physical Postal Ballots	e-Votes	Total	Physical Postal Ballots	e-Votes	Total	Total
Received	2	53	55	200	87136950	87137150	100.00
Assent	2	53	55	200	87136950	87137150	100.00
Dissent	0	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>53</b>	<b>55</b>	<b>200</b>	<b>87136950</b>	<b>87137150</b>	<b>100.00</b>

The number of Votes polled in favour of the Ordinary Resolution is **87137150** (100% of the total valid votes). Thus, the Ordinary Resolution has, therefore, been passed with requisite majority.

## 2. The summary of the postal ballots received for Resolution No.2

### Sub-Division of Equity shares from the Face Value of Rs.10/- per share to Re.1/- per share

Particulars	Number of			Number of votes contained in			Percentage
	Physical Postal Ballots	e-Votes	Total	Physical Postal Ballots	e-Votes	Total	Total
Received	2	53	55	200	87136950	87137150	100.00
Assent	2	53	55	200	87136950	87137150	100.00
Dissent	0	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>53</b>	<b>55</b>	<b>200</b>	<b>87136950</b>	<b>87137150</b>	<b>100.00</b>

The number of Votes polled in favour of the Ordinary Resolution is **87137150** (100% of the total valid votes). Thus, the Ordinary Resolution has, therefore, been passed with requisite majority.

## 3. The summary of the postal ballots received for Resolution No.3

### Alteration of the Capital Clause in the Memorandum of Association

Particulars	Number of			Number of votes contained in			Percentage
	Physical Postal Ballots	e-Votes	Total	Physical Postal Ballots	e-Votes	Total	Total
Received	2	53	55	200	87136950	87137150	100.00
Assent	2	53	55	200	87136950	87137150	100.00
Dissent	0	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>53</b>	<b>55</b>	<b>200</b>	<b>87136950</b>	<b>87137150</b>	<b>100.00</b>

The number of Votes polled in favour of the Ordinary Resolution is **87137150** (100% of the total valid votes). Thus, the Ordinary Resolution has, therefore, been passed with requisite majority.

I trust that you will find my report comprehensive and self-explanatory in all respects.





I shall hand over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary of the Company once the minutes of Postal Ballot are approved and signed by your good self.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking You

Yours faithfully,



(Savita Trehan)  
Practicing Company Secretary  
C.P. No.2569  
FCS No.4374