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November 20, 2012

The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata - 700 001
Fax: 033-2210 4500/4491; 2230 3020

Dear Sir,

Sub: Postal Ballot Notice and Form

Please note that the Company has on November 19, 2012 completed the despatch of Postal Ballot Notice and Form pursuant to Section 192A of the Companies Act, 1956 in relation to the Special Resolution seeking Shareholders' approval to amend the Objects Clause of the Memorandum of Association of the Company to enable the Company to set up the White Label ATMs and to commence the business thereof. The result of the Postal Ballot will be declared on Friday, December 21, 2012.

A specimen copy of the Postal Ballot Notice along with the Postal Ballot Form circulated to Shareholders of the Company is enclosed herewith for your record.

Thanking you,

Yours sincerely,
For Srei Infrastructure Finance Limited

Company Secretary

Encl: as above

cc: The Secretary

- 1. Bombay Stock Exchange Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Fax : 022-2272 2037/2039/2041
- 2. National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor, Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
Fax : 022-2659 8237/38; 2659 8347/48

Srei Infrastructure Finance Limited

Registered Office : 'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
Tel. : +91 33 22850112-15, 61607734 Fax : +91 33 22857542/8501
Email : corporate@srei.com Website : www.srei.com



SREI INFRASTRUCTURE FINANCE LIMITED

Registered Office : 'Vishwakarma'

86C, Topsia Road (South), Kolkata - 700 046

Website : www.srei.com, Email : investor.relations@srei.com

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

To
The Members,

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ('Rules') and other applicable provisions, if any, approval of the Members of the Company is sought by way of Postal Ballot to the following resolutions:-

1. To consider and if thought fit, to accord **assent/dissent** to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any of the Companies Act, 1956 (hereinafter referred to as 'the Act'), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended, relevant provisions of Listing Agreement, the Articles of Association of the Company, and subject to necessary approvals, as may be required, if any, in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Object Clause of the Memorandum of Association of the Company be and is hereby amended by inserting new Sub-clause 42 after the existing Sub-clause 41 under Clause III C (Other Objects) of the Memorandum of Association:

"42. To establish and carry on the business of White Label ATM networks in terms of Payment and Settlement Systems Act, 2007, independently or in association with other services providers as a joint venture or otherwise.";

RESOLVED FURTHER THAT Mr. Hemant Kanoria, Chairman & Managing Director and Mr. Sandeep Lakhota, Company Secretary of the Company be and are hereby severally authorised to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modification as may be required or suggested by the Registrar of Companies, Reserve Bank of India or any other Statutory Authorities in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board', which expression shall deem to include any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interests of the Company and its Members."

2. To consider and if thought fit, to accord **assent/dissent** to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, as they deem fit from time to time, for commencement of the new business pursuant to Sub-clause 42 of Clause III C (Other Objects) of the Memorandum of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall deem to include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things in connection with the commencement of new business including filing of necessary e-forms with the Registrar of Companies and such other regulatory authorities as may be necessary and expedient.”

By Order of the Board of Directors
For Srei Infrastructure Finance Limited



Sandeep Lakhota
Company Secretary

Place : Kolkata

Dated: 9th November, 2012

NOTES:

1. Explanatory Statement explaining the reasons for the proposed Special Resolutions pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is annexed to this Notice.
2. The Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/Record of Depositories as of 9th November, 2012.
3. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
4. The Company has appointed Dr. K. R. Chandratre, Practising Company Secretary, Pune, as the Scrutiniser for conducting the Postal Ballot exercise in a fair and transparent manner.
5. Please read carefully the instructions printed in the Postal Ballot Form and either vote electronically through www.evotingindia.com (detailed instruction in this regard is mentioned hereunder) OR return the Postal Ballot Form (no other form or photocopy is permitted) duly completed in the attached self addressed, postage pre-paid envelope so as to reach the Scrutiniser at the Registered Office of the Company by not later than the close of working hours on Thursday, 20th December, 2012. Electronic vote or Postal Ballot Forms received after this time and date will be strictly treated as if the reply from the concerned Member has not been received.
6. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer e-voting facility for all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of despatching Postal Ballot Form.

The instructions for Shareholders for e-voting are as under:

- a) In case of Shareholders' receiving e-mail from NSDL:
 - i) Open e-mail and open PDF file viz; 'Srei Info e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;

- iii) Click on Shareholder – Login;
- iv) Put user ID and password as initial password noted in step (i) above. Click Login;
- v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- vii) Select “EVEN” of Srei Infrastructure Finance Limited;
- viii) Now you are ready for e-Voting as Cast Vote page opens;
- ix) Cast your vote by selecting appropriate option and click on ‘Submit’ and also ‘Confirm’ when prompted;
- x) Upon confirmation, the message ‘Vote cast successfully’ will be displayed;
- xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
- xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser through e-mail at investor.relations@srei.com, with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders’ receiving Postal Ballot Form by Post:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the ‘Downloads’ section of www.evoting.nsdl.com.
 - (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
7. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by e-voting and Physical Ballot, then voting done by e-voting shall prevail and voting done through Physical Ballot will be treated as invalid.
 8. The Scrutiniser shall submit his report to the Chairman of the Company or in his absence to any other designated Director of the Company after completion of scrutiny of e-voting and Postal Ballot Forms received.
 9. The result of voting by Postal Ballot shall be announced by the Chairman, or in his absence by any person so authorised by the Chairman, on Friday, the 21st December, 2012 at 3.00 p.m. at the Registered Office of the Company at ‘Vishwakarma’, 86C, Topsia Road (South), Kolkata – 700 046 and will be communicated to the BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited, where the Equity shares of the Company are listed.
 10. The date of announcement of the result of the Postal Ballot shall be taken to be the date of passing of the resolutions, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolutions.
 11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 2.00 p.m. up to the date of declaration of the result of Postal Ballot.

Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956

Item Nos. 1 and 2

In terms of existing rules/regulations, only banks are permitted by the Reserve Bank of India (RBI) to set up Automated Teller Machines (ATMs) as extended delivery channels. In spite of the banks' pioneering efforts in setting up ATMs across the Country, the penetration of ATMs into tier II and tier III cities in the Country has been on the lower side over the years. Keeping in view this fact, the RBI vide its circular no. DPSS.CO.PD. No. 2298/02.10.002/2011-2012 dated 20th June, 2012 has permitted non-banking entities to set up ATMs known as White Label ATMs after obtaining authorisation from the RBI under the Payment and Settlement Systems (PSS) Act, 2007. The Company is a Holistic Infrastructure Institution, playing a significant role in nation-building for over two decades, both in urban and rural India. The Company's business includes Infrastructure Project Finance, Advisory and Development, Infrastructure Equipment Finance, Venture Capital, Capital Market and Insurance Broking. The Board of Directors of the Company is of the opinion that setting up White Label ATMs across the Country, either independently or in association with other service providers as a joint venture or otherwise would help the Company increase its visibility and products basket in the long run. One of the eligibility criteria for setting up of White Label ATMs is that the Memorandum of Association (MOA) of the applicant entity must cover the proposed activity of operating White Label ATMs.

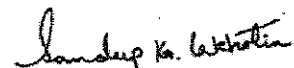
Section 17 of the Companies Act, 1956 stipulates that the Objects Clause of the MOA can be altered by a Special Resolution passed by the Members of the Company. Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 provides that the consent of the Members of the Company for this purpose shall be obtained by means of Postal Ballot. Accordingly, it is proposed to seek the Members' approval by way of Postal Ballot for the amendment to the Object Clause of the Memorandum of Association by inserting new Sub-clause 42 after the existing Sub-clause 41 under Clause III C (Other Objects).

Pursuant to Section 149(2A) of the Companies Act, 1956, approval of the Members is necessary by way of Special Resolution before commencement of any new business. Accordingly, approval of the Members is sought for commencement and carrying out of the new business and activity of establishing White Label ATM Networks as mentioned in Sub-clause 42 under Clause III C (Other Objects) of the MOA.

The Board, therefore, recommends the Resolutions as set out in Item Nos. 1 and 2 of the Notice to be passed as Special Resolutions by the Members.

None of the Directors of the Company are, in any way, concerned or interested in the proposed Special Resolutions, except to the extent of securities of the Company held by them.

By Order of the Board of Directors
For Srei Infrastructure Finance Limited



Sandeep Lakhotia
Company Secretary

Place : Kolkata

Dated: 9th November, 2012



SREI INFRASTRUCTURE FINANCE LIMITED

Registered Office: Vishwakarma

86C Popsia Road (South), Kolkata - 700 046

Website: www.srei.com; Email: investor.relations@srei.com

POSTAL BALLOT FORM

(To be returned to Scrutiniser appointed by the Company)

Serial No.:

1. Name & Address of Sole/First Shareholder (in block letters)

2. Name(s) of Joint Shareholder(s), if any

3. Registered Folio No./DP ID No./

Client ID No. (*Applicable to Shareholders holding shares in dematerialized form)

4. Number of Shares held

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent/dissent to the said Resolutions by placing the tick (✓) mark. (Tick in both the boxes would render your Ballot Form invalid) in the appropriate box below

Item No.	Description	No. of Shares	I/We assent to the Resolution (Vote in Favour)	I/We dissent to the Resolution (Vote Against)
1.	Special Resolution under Section 17 of the Companies Act, 1956 for amendment to the Other Objects Clause of the Memorandum of Association of the Company			
2.	Special Resolution under Section 149(2A) of the Companies Act, 1956 for commencement of new business as mentioned in Other Objects Clause of the Memorandum of Association of the Company			

Date: _____

Place: _____ Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
100025		

Note: Kindly read the instructions printed overleaf before filling the form. Last date for receipt of Postal Ballot Forms by the Scrutiniser is Thursday 20th December, 2012.

INSTRUCTIONS

1. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the shareholders in respect of the resolutions as per the Postal Ballot Notice shall be determined through Postal Ballot / e-Voting.
2. The Company is pleased to offer e-voting facility to enable the Shareholders to cast their vote electronically instead of despatching Postal Ballot. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
3. A Shareholder desiring to exercise his / her vote by postal ballot may complete this form and send it to the Scrutiniser, appointed by the Company, in the attached prepaid self - addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent through courier or by registered post at the expense of the Shareholder will also be accepted. The Shareholders residing outside India should stamp the envelopes appropriately.
4. In terms of provisions of Rule 5(b) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, Dr. K. R. Chandratre, Practising Company Secretary, Pune, has been appointed as the Scrutiniser for conducting the Postal Ballot.
5. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours on Thursday, 20th December, 2012. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Voting rights shall be reckoned on paid value of shares registered in the name of Shareholder on the cut - off date which is 9th November, 2012.
7. There shall be one Postal Ballot for each folio irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way.
8. The Postal Ballot Form should be completed and signed by the Shareholder (as per the Specimen Signature registered with the Company / Depository Participant). In case of joint holding, this form should be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder. In case of corporate Shareholders, the form should be signed by an authorised signatory, whose signature is already registered with the Company and a Board resolution duly certified, be attached to the Ballot Paper.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of a Postal Ballot shall be final and binding.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed reply envelope, as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
11. The result of voting by Postal Ballot shall be announced by the Chairman, or in his absence by any person so authorised by the Chairman, on Friday, the 21st December, 2012 at 3.00 p.m. at the Registered Office of the Company at 'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046 and the resolutions will be taken as passed effectively on the date of announcement of the result. The result of the Postal Ballot will also be posted on the website of the Company, www.srei.com and also in the newspaper(s) for information of the Shareholders.
12. Shareholders may, if they so desire, address any query in relation to the aforesaid Resolutions to Mr. Sandeep Lakhotia, Company Secretary, at the Registered Office of the Company.