



SIFL\SECT\KS\17-18\181  
December 12, 2017

The Secretary  
**The Calcutta Stock Exchange Limited**  
7 Lyons Range  
Kolkata - 700 001  
Fax: 033-2210 4500/4491; 2230 3020  
**CSE Scrip Code: 29051**

Dear Sir,

**Sub: Result of Postal Ballot and E-voting**

In continuation of our letter dated 10th November, 2017, submitting the Postal Ballot Notice under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following-

- (1) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (2) Report of Scrutinizer dated 12th December, 2017.

Based on the Scrutinizer's Report, we wish to inform you that the resolution mentioned in the said Postal Ballot Notice has been passed by the Members of the Company with requisite majority.

The result along with Scrutinizer's report is available on the Company's website [www.srei.com](http://www.srei.com).

You are requested to kindly take the above documents on record.

Thanking you.

Yours faithfully,  
For **Srei Infrastructure Finance Limited**

  
f Sandeep Lakhotia  
Company Secretary  
FCS 7671

Encl: as above

**Srei Infrastructure Finance Limited**

CIN: L29219WB1985PLC055352

Registered Office : 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 22850112-15, 61607734 Fax: +91 33 2285 8501/7542

Email: [corporate@srei.com](mailto:corporate@srei.com) Website: [www.srei.com](http://www.srei.com)



cc: The Secretary

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

Fax: 022-2272 2037/2039/2041/3121

**BSE Scrip Code: 523756**

**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

**NSE Symbol: SREINFRA**

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Details of Postal Ballot Voting Results	
<b>Date of AGM / EGM:</b>	Not Applicable (Resolution passed through Postal Ballot on December 10, 2017)
<b>Total number of Shareholders on record date:</b> (i.e. November 3, 2017 – cut-off date for voting purpose)	54,709
<b>No. of Shareholders attended the meeting either in person or through proxy</b>	
Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group: Public :	Not Applicable (Resolution passed through Postal Ballot)

#### Agenda-wise disclosure

The mode of voting for the resolution was Postal Ballot (including E-voting)

Given below is the resolution wise Consolidated Results of Postal Ballot (including E-voting) -

Resolution No.		1						
Resolution required: (Ordinary/ Special)		Special Resolution - Adoption of new Articles of Association of the Company						
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30,58,68,559	30,58,68,559	100.0000	30,58,68,559	-	100.0000	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	-	-	-	-	-
	Total		30,58,68,559	30,58,68,559	100.0000	30,58,68,559	-	100.0000
Public-Institutions	E-Voting	9,84,05,792	8,16,33,888	82.9564	1,43,41,701	6,72,92,187	17.5683	82.4317
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	-	-	-	-	-
	Total		9,84,05,792	8,16,33,888	82.9564	1,43,41,701	6,72,92,187	17.5683

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<b>Public-Non Institutions</b>	<b>E-Voting</b>		23,22,402	2.3503	23,21,701	701	99.9698	0.0302
	<b>Poll</b>	9,88,11,982	NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		49,029	0.0496	44,434	4,595	90.6280	9.3720
	<b>Total</b>	<b>9,88,11,982</b>	<b>23,71,431</b>	<b>2.3999</b>	<b>23,66,135</b>	<b>5,296</b>	<b>99.7767</b>	<b>0.2233</b>
<b>Total</b>		<b>50,30,86,333</b>	<b>38,98,73,878</b>	<b>77.4964</b>	<b>32,25,76,395</b>	<b>6,72,97,483</b>	<b>82.7387</b>	<b>17.2613</b>

Note: The aforesaid resolution was passed with requisite majority on Sunday, December 10, 2017.



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**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
Srei Infrastructure Finance Limited  
'Vishwakarma'  
86C Topsia Road (South)  
Kolkata – 700 046

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of Srei Infrastructure Finance Limited (the Company) for the purpose of Scrutinizing the Postal Ballot process under the provisions of Section 108 & 110 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot by the shareholders on the resolution proposed in the Notice of the Postal Ballot. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolution proposed in the Notice of the Postal Ballot.
3. The Members holding equity shares as on the "cut-off date" i.e. November 3, 2017 were entitled to vote on the resolution proposed in the Notice of Postal Ballot.
4. In terms of the aforesaid Notice dated October 26, 2017, dispatched to the Shareholders by prescribed modes on November 10, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on November 11, 2017, the voting period commenced on November 11, 2017 (9.00 a.m. IST) and ended on December 10, 2017 (5.00 p.m. IST) for voting through physical postal ballot forms as well as for e-voting. The e-voting facility was provided by Karvy Computershare Private Limited (Karvy). The votes were unblocked at around 1:38 p.m. on December 11, 2017 in the presence of 2 (two)

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**Our Office :**

46, B. B. Ganguly Street, 4th Floor  
R. No.: 6, Kolkata 700012,  
E Mail: goenkamohan@hotmail.com  
goenkamohan@gmail.com



Mobile No.9831074332  
Phone No .2237 9517

witnesses, neither of whom are in the employment of the Company, and e-voting summary statement was downloaded from the e-voting website of Karvy (<https://www.evoting.karvy.com>).

5. At the end of the e-voting period on December 10, 2017 (5.00 p.m. IST), the voting portal of Karvy was blocked forthwith.
6. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / Registrar and Transfer Agent and the authorizations / power of attorney etc. lodged thereof. The votes were also scrutinized for the purpose of eliminating duplicate voting and the votes, if any, cast by a member(s) both through Postal Ballot Form and e-voting having been identified and votes cast through e-voting only were considered valid. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy, the Registrar and Transfer Agent of the Company.
7. My report on the results of the voting is based on the data downloaded from Karvy Computershare Private Limited and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot as processed and provided by Karvy / Company.
8. I submit herewith my report on the results of e-voting and voting through physical postal ballot form as under:

**Special Resolution:**

**Adoption of new Articles of Association of the Company**

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	86	322,531,961	290	44,434	376	322,576,395	82.74
Dissent	75	67,292,888	10	4,595	85	67,297,483	17.26
Total	161	389,824,849	300	49,029	461	389,873,878	100.00
Abstain / Invalid	4	280,400	29	12,740	--	--	--

9. Based on the foregoing, I hereby certify that the Special Resolution as contained in the Postal Ballot Notice dated October 26, 2017 has been passed with requisite majority.

Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: [goenkamohan@hotmail.com](mailto:goenkamohan@hotmail.com)

[goenkamohan@gmail.com](mailto:goenkamohan@gmail.com)



Mobile No.9831074332

Phone No .2237 9517

*MR & Associates*

Company Secretaries

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10. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballot (physical) will remain in our custody until the Chairman considers, approved and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman or Company Secretary for preserving safely.

Thanking You,

For MR & Associates



Mohan Ram Goenka  
Practicing Company Secretary  
Partner  
C.P. No: 2551



December 12, 2017, Kolkata

Countersigned by  
For Srei Infrastructure Finance Limited



Shyamalendu Chatterjee  
Director  
DIN: 00048249

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