

DR. K. R. CHANDRATRE

FCS, M Com, LL B, Ph D

PRACTISING COMPANY SECRETARY

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December 21, 2012

The Chairman
Board of Directors
Srei Infrastructure Finance Limited
'Vishwakarma'
86C, Topsia Road (South)
Kolkata - 700 046

Dear Sirs,

Sub: Postal Ballot - Scrutiniser's Report

By the Resolution passed by the Board of Directors of the Company at its meeting held on November 09, 2012, I was appointed as "Scrutiniser" for the voting by Postal Ballot to be carried out by the Company pursuant to Section 192A of the Companies Act 1956 ("the Act") read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 in respect of the following resolutions:

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 the "Other Objects" Clause of the Memorandum of Association of the Company.

I HEREBY SUBMIT MY REPORT AS UNDER:

1. The Company had completed the despatch of Postal Ballot Forms / e-mailed details of electronic voting to the Members on November 19, 2012, whose names appeared in the Register of Members / Records of Depositories as on November 09, 2012.

CERTIFIED TO BE TRUE COPY

Srei Infrastructure Finance Limited

Sandeep K. Lakhotia
Company Secretary

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2. The Company entered into arrangement with National Securities Depository Limited (NSDL) for providing electronic voting facilities to all the Members who were eligible to take part in the voting process.
3. The particulars of all Postal Ballot Forms / details of electronic votes received from Members have been entered in a separate Register maintained for the purpose.
4. All Postal Ballot Forms / electronic votes received upto the close of working hours on Thursday, December 20, 2012 were considered for my scrutiny.
5. A summary of the Postal Ballot Forms / Electronic Votes received are as follows --

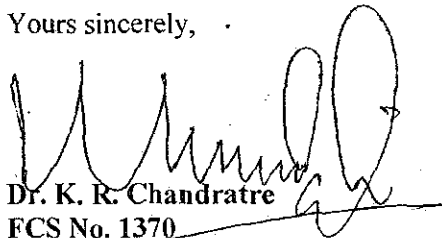
Sr. No.	Particulars	Resolution No. 1 (Special) Amendment to the "Other Objects" Clause of MOA u/s 17 of the Companies Act, 1956		Resolution No.2 (Special) Commencement of new business as mentioned in the "Other Objects" Clause of MOA u/s 149(2A) of the Companies Act, 1956	
		No. of PBF/ E-voting	No. of Shares	No. of PBF/ E-voting	No. of Shares
a.	Postal Ballot Forms (PBF) received	882	50584484	882	50584484
b.	E-Voting Confirmations	191	374098259	191	374098259
	Total Voting	1073	424682743	1073	424682743
c.	Less: Invalid Postal Ballot Forms	92	1969260	116	1974956
d.	Net Valid Postal Ballot Forms / e-voting confirmations :	981	422713483	957	422707787
i)	Postal Ballot Forms/ e-voting with assent for the Resolution	956	422701818	936	422696524
	% of Assent	97.45	99.99	97.81	99.99
ii)	Postal Ballot Forms/ e-voting with dissent for the Resolution	25	9401	21	8791
	% of Dissent	2.55	0.002	2.19	0.002

NOTE:

- 12 postal ballot forms totaling to 8304 shares have voted for (8304-2264) =6040 number of shares, which is less than their total shares, thereby the said number (2264) is not being reflected either in assent or dissent in case of resolution at item number 1.
- 11 postal ballot forms totaling to 7764 shares have voted for (7764-2132) =5632 number of shares, which is less than their total shares, thereby the said number (2132) is not being reflected either in assent or dissent in case of resolution at item number 2.

- 1 postal ballot form has exercised 200 number of shares instead of 540 shares and has dissented to the resolution at item number 2, thereby 340 number of shares not being reflected in dissent in resolution at item number 2.
6. On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (**Voted for the Resolution**) in respect of:
- a. 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 is **99.99%**.
 - b. Special Resolution under Section 149 (2A) of the Companies Act, 1956 for commencement of new business as mentioned in the "Other Objects" Clause of the Memorandum of Association of the Company is **99.99%**.
7. I have handed over the Postal Ballot Forms and other related paper / registers and records for the safe custody to Mr. Sandeep Lakhota, Group Head & Company Secretary of the Company, authorised by the Board to supervise the Postal Ballot process.
8. You may accordingly declare the result of the Postal Ballot exercise.

Yours sincerely,



Dr. K. R. Chandratre

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