

**SREI INFRASTRUCTURE FINANCE LIMITED**

CIN : L29219WB1985PLC055352

Registered Office : 'Vishwakarma'

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

Tel No. 033 - 6160 7734, Fax No. 033 - 2285 7542/8501

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

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Postal Ballot No.

1. Name and Registered Address of the :
Sole/First named Member

2. Name(s) of the Joint Member(s), if any :

3. DP ID No./ Client ID No./ Registered :
Folio No.* (*applicable to investors
holding shares in physical form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through postal ballot/ e-voting for the business stated in the Notice dated 26th October, 2017 by sending my/our assent (For) or dissent (Against) to the said Resolution (please refer the Notice for full text of resolution) by placing a tick (✓) mark at the appropriate box below:

Item no. of the Notice	Brief Description	No. of Equity Share(s) for which vote(s) cast	I / We assent (agree) to the Resolution (FOR)	I / We dissent (disagree) to the Resolution (AGAINST)
1.	Special Resolution for adoption of new Articles of Association of the Company			

Date:

Place:

Signature of Member /
Authorised Representative

ELECTRONIC VOTING PARTICULARS

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web-link, <https://evoting.karvy.com>. Particulars for e-voting are as under:

E-voting Event Number (EVEN)	User ID	Password
3585		

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

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of Voting	End of Voting
From 9:00 a.m. (IST) on 11th November, 2017	Upto 5:00 p.m. (IST) on 10th December, 2017

The voting will not be allowed beyond 5:00 p.m. (IST) on Sunday, 10th December, 2017 and the e-voting shall be disabled by Karvy upon expiry of the aforesaid date and time.

INSTRUCTIONS

1. If a Member exercises voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not be sent to the Company.
2. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted.
3. A Member may vote through e-voting as per information and instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named Member and in his / her absence, by the next-named Member.
5. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column “**FOR**” and dissent in the column “**AGAINST**” by placing a tick mark (✓) in the appropriate box.
7. A Member need not use all the votes nor needs to cast all the votes in the same way.
8. The vote(s) of a Member will be considered invalid *inter alia* on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the Member's signature does not tally;
 - c. if the Member has put a tick mark (✓) in both the columns, i.e., for “Assent” and also for “Dissent” to the resolution in such manner that the aggregate shares voted for “Assent” and “Dissent” exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
9. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) Sunday, 10th December, 2017. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such Member has not been received.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member / Beneficial Owner (incase of electronic shareholding) as on Friday, 3rd November, 2017.
11. A Member may request for a duplicate Postal Ballot Form, if so required, from Karvy Computershare Private Limited having its address at: Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 (Tel: +91 40 6716 1700, E-mail: einward@karvy.com). However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Sunday, 10th December, 2017.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.
13. The Results of the Postal Ballot will be declared on or before Tuesday, 12th December, 2017 as specified in the Notice.
14. The Results declared along with the Scrutinizer’s Report will be hosted on the website of the Company, www.srei.com and on the website of Karvy, evoting.karvy.com and shall also be communicated to the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited.