



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

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification(s) or re-enactment thereof for the time being in force), that the resolution appended below is proposed to be passed by the Members through Postal Ballot including voting by electronic means ("e-voting").

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts relating to the resolution mentioned in this Postal Ballot Notice is attached along with a Postal Ballot Form.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Mr. Mohan Ram Goenka, Practising Company Secretary, Kolkata (FCS No. 4515, CP No. 2551), as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions indicated in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer Mr. Mohan Ram Goenka, Practising Company Secretary, on or before 5.00 p.m. IST on Sunday, 10th December, 2017. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received after 5.00 p.m. IST on Sunday, 10th December, 2017 will be strictly treated as if a reply from such Member has not been received.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any other authorized person of the Company. The results of the Postal Ballot will be announced by Chairman or any other authorized person of the Company on or before Tuesday, 12th December, 2017 at the Registered Office of the Company at 6:30 p.m. IST. The said results would be displayed at the Registered Office as well as Corporate Office of the Company, and would also be intimated to the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, www.srei.com and on the website of Karvy Computershare Private Limited, <https://evoting.karvy.com>.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be Sunday, 10th December, 2017 viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

Registered Office:

'Vishwakarma'

86C, Topsia Road (South)

Kolkata – 700 046

Dated: 26th October, 2017

Place: Kolkata

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

Sandeep Lakhota
Company Secretary
FCS 7671

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, a new set of Articles of Association of the Company be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (including a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its sole discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any Key Managerial Personnel (KMPs) or any other Officer(s) of the Company.”

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Postal Ballot Notice alongwith the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode alongwith a self-addressed postage pre-paid envelope. Members may note that this Notice will be available on the Company’s website, www.srei.com and on the website of Karvy Computershare Private Limited (Karvy), <https://evoting.karvy.com>.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 3rd November, 2017 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link, <https://evoting.karvy.com> or from the Company’s website, www.srei.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Sunday, 10th December, 2017. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) to provide e-voting facility to its Members.
6. During the voting period, Members can login to Karvy’s e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered “INVALID”.
8. The e-voting period commences on Saturday, 11th November, 2017 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Sunday, 10th December, 2017. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e., Friday, 3rd November, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
9. The resolution, if approved by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Sunday, 10th December, 2017.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. The Postal Ballot Forms shall be considered invalid, inter alia, if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established, and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
12. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement such as the Articles of Association of the Company, will be available for inspection at the Company’s Registered Office and copies thereof shall also be available for inspection at the Corporate Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till Sunday, 10th December, 2017.

13. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, www.srei.com or from the website of Karvy, <https://evoting.karvy.com>.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
15. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
16. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
17. **Voting through electronic means (Electronic Voting)**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, 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, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for the purpose of providing e-voting facility to all its Members.
 - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Srei Infrastructure Finance Limited'.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email goenkamohan@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Srei Infrastructure Finance Limited_EVENT No.".
 - (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Postal Ballot Form.
 - ii. Please follow all steps as mentioned in point (A) from Sl. No. (i) to (xii) above to cast your vote by electronic means.
 - II. Information and instructions relating to voting through physical Postal Ballot Form:
 - (i) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent ("FOR") or Dissent ("AGAINST"), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours i.e.,

5:00 p.m. (IST) on Sunday, 10th December, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

- (ii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the Form is permitted.
- (iii) Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) opting for physical 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.

18. Other Instructions:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S. V. Raju, Deputy General Manager (Unit: Srei Infrastructure Finance Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The existing Articles of Association (AOA) of the Company were framed at the time of incorporation of the Company pursuant to the provisions of the erstwhile Companies Act, 1956. The AOA have been thereafter amended from time to time depending upon the need for changes in line with the regulatory and/or administrative requirements.

The Members are aware that the Ministry of Corporate Affairs (MCA) has notified and brought into force most of the Sections and corresponding Rules of the Companies Act, 2013 (the Act) which replaces the provisions of the Companies Act, 1956.

In order to bring the existing AOA of the Company in line with the requirements of the Act, the Company would be required to make numerous changes in the existing AOA. Further, few Articles have been inserted to clarify the Main Shareholder and its role and powers. It is therefore considered desirable to adopt a new set of AOA in substitution of and to the complete exclusion of the existing AOA.

The Summary of key changes to the AOA of the Company include the following:

- Reference to the sections, sub-sections, clauses etc. of the Companies Act, 1956 have been substituted with corresponding sections, sub-sections, clauses etc. of the Companies Act, 2013;
- Provisions relating to Independent Directors, electronic voting, postal ballot, participation in meetings through video conferencing or other audio-visual means and Key Managerial Personnel have been included;
- The provisions of the Companies Act, 2013, which permit the Company to do some acts, if so authorised by the Articles, or which require the Company to do acts in a prescribed manner unless Articles otherwise provide, have been specifically included;
- The AOA allows maintenance of statutory registers physically as well as in electronic mode. The AOA also provides for maintenance of books of accounts in electronic mode as well;
- The AOA allows the same individual to be appointed as the Chairperson as well as the Managing Director or Chief Executive Officer of the Company;
- The AOA identifies the Main Shareholder and clarifies the role and powers of the Main Shareholder of the Company.

Pursuant to Section 14 of the Companies Act, 2013, approval of the Members of the Company by way of a Special Resolution is required for alteration of AOA of the Company.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

The proposed new AOA is being uploaded on the Company's website, www.srei.com for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company shall be available for inspection by the Members at the Registered Office and copy thereof shall also be available for inspection at the Corporate Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till Sunday, 10th December, 2017.

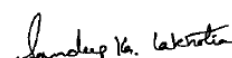
None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

Registered Office:

'Vishwakarma'
86C, Topsia Road (South)
Kolkata – 700 046

Dated: 26th October, 2017
Place: Kolkata

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



Sandeep Lakhotia
Company Secretary
FCS 7671



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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.