



SIFL\SECT\KS\19-20\82
July 16, 2019

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

Dear Sir,

Sub: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our letter dated 4th July, 2019, please find enclosed herewith the Postal Ballot Notice alongwith the Postal Ballot Form ("Notice") as approved by the Board of Directors at their meeting held on 4th July, 2019, pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") for seeking the approval of the Members of the Company in respect of the business as mentioned therein.

The Notice alongwith the explanatory statement is being sent to all the Members whose e-mail ID's are registered with the Depository Participants or the Registrar and Share Transfer Agents and to the Members whose e-mail ID's are not registered, physical copies are being sent through permissible mode. The Cut-off date for sending the Notice has been taken as Friday, 5th July, 2019.

Further, in compliance with the provisions of Sections 108, 110 of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Karvy Fintech Private Limited for the purpose of providing e-voting facility to its Members. The voting through Postal Ballot and through E-voting will commence from Wednesday, 17th July, 2019 (9:00 a.m. (IST)) and shall end on Thursday, 15th August, 2019 (5.00 P.M. (IST)).

This is for your kind information and record.

Thanking you.

Yours faithfully,

For Srei Infrastructure Finance Limited

Sandeep K. Lakhota

Sandeep Lakhota
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

Website: www.srei.com

Email: corporate@srei.com



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 NOTICE

Dear Members,

NOTICE is hereby given to the Members of Srei Infrastructure Finance Limited (“the Company”) pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”) read with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, that the following Special Resolution is proposed for passing 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 and the reasons thereof, is annexed hereto along with a Postal Ballot Form for your consideration.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, 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 of the Company has appointed Mr. Mohan Ram Goenka, Practising Company Secretary, Kolkata (FCS No. 4515, CP No. 2551), as the Scrutinizer for conducting 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 prepaid envelope, so as to reach the Scrutinizer Mr. Mohan Ram Goenka, Practising Company Secretary, on or before 5.00 p.m. IST on Thursday, 15th August, 2019. 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 Thursday, 15th August, 2019 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 Friday, 16th August, 2019 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 and BSE 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 Fintech 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 Thursday, 15th August, 2019, viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

SPECIAL BUSINESS:

Transfer of Lending Business, Interest Earning Business & Lease Business of Srei Infrastructure Finance Limited to Srei Equipment Finance Limited, a wholly owned subsidiary of Srei Infrastructure Finance Limited as a going concern on a slump exchange basis

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, and any other applicable rules framed thereunder, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary to be obtained from the appropriate authorities to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), for transfer, assignment and delivery of the Lending Business, Interest Earning Business & Lease Business of Srei Infrastructure Finance Limited together with associated employees, assets and liabilities (including liabilities towards issued and outstanding non-convertible debentures issued by Srei Infrastructure Finance Limited), (“Transferred Undertaking”) as a going concern by way of slump exchange to Srei Equipment Finance Limited, a wholly owned subsidiary of Srei Infrastructure Finance Limited, with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company and for such lump sum consideration not less than its book value (determined by an Independent Chartered Accountant), subject to adjustments as may be necessary, and which shall be discharged/paid by Srei Equipment Finance Limited by issue and allotment of fully paid up equity shares of Srei Equipment Finance Limited (“Slump Exchange”);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the transfer, assignment and delivery of the Transferred Undertaking to Srei Equipment Finance Limited, a wholly owned subsidiary of Srei Infrastructure Finance Limited including (i) to finalize, vary and settle the terms and conditions of the transfer, assignment and delivery of the Transferred Undertaking; (ii) settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company; (iii) to finalize the business transfer agreement, conveyance deeds, and/or any other transaction documents (including providing such representations, warranties, indemnities and covenants and agreeing to price adjustments as may be agreed); (iv) to execute, deliver and perform such business transfer agreement, conveyance deeds, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; (v) to file applications and make representations to seek the requisite approvals in respect thereof from the relevant government authorities, including but not limited to Registrar of Companies, Custom authorities, Excise authorities, Income Tax authorities, Goods and Service Tax authorities, any other statutory or regulatory authorities and third parties, including lenders of the Company; (vi) to sign and submit such applications, letters, forms, returns, deeds, documents and to settle any question, difficulty, doubt that may arise, if any with regard to this Slump Exchange and reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution; and (vii) to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution;

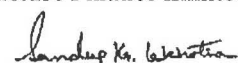
RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its sole discretion deem necessary, proper or desirable and to settle any question, difficulty 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 any Director(s) or any Key Managerial Personnel (KMPs) of the Company;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

Registered office:
‘Vishwakarma’
86C Topsia Road (S)
Kolkata – 700 046

Dated: 4th July, 2019
Place: Kolkata

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



Sandeep Lakhota
Company Secretary
FCS 7671

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 prepaid envelope. Members may note that this Notice will be available on the Company’s website, www.srei.com and on the website of Karvy Fintech Private Limited <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, 5th July, 2019 (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 weblink, <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 Thursday, 15th August, 2019. 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 Rule 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 Fintech 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 Wednesday, 17th July, 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Thursday, 15th August, 2019. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e., Friday, 5th July, 2019, 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. Thursday, 15th August, 2019.
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, if any, 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 Thursday, 15th August, 2019.
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 Registrar 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 Fintech 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 Participants (s)]:

- i. Visit the-voting website of Karvy by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile or scan the QR code using your smart phone:

<https://evoting.karvy.com>



- ii. Once the homepage of the e-voting system is launched, 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 Participants(s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Postal Ballot Form.
 - ii. Please follow all steps 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 prepaid envelope, so as to reach the Scrutinizer, on or before 5:00 p.m. (IST) on Thursday, 15th August, 2019, 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 (that is, 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 Fintech Private Limited, Karvy Selenium, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 or at inward.ris@karvy.com or phone no. 040 – 6716 2222 or call Karvy’s toll free No. 1800-3454-001 for any further clarifications.
 - b. 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).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Srei Infrastructure Finance Limited (“Srei Infra”) is registered with the Reserve Bank of India (RBI) as a Systemically Important Non-Deposit taking Non-Banking Financial Company (“NBFC-ND-SI”) under the category “Infrastructure Finance Company” vide certificate of registration dated 30th March, 2011, bearing Registration No. B-05.02773. Srei Infra is also notified as a Public Financial Institution (PFI) by the Ministry of Corporate Affairs (MCA). Srei Infra, constantly and consistently, has been delivering innovative solutions in the infrastructure sector. Srei Infra has been playing a significant role in nation-building for three decades, both in urban and rural India. Its expertise involves infrastructure advisory, structuring and syndication solutions, investment banking advisory, fund management, insurance broking. The understanding of risks associated with infrastructure sector has enabled Srei Infra to provide a holistic solution to customers, which in turn allow them achieve their objectives efficiently. Srei is headquartered in Kolkata and has presence across India.

Srei Equipment Finance Limited (“Srei Equipment”) is a wholly owned subsidiary of Srei Infra and is registered with the Reserve Bank of India (“RBI”) as a Systemically Important Non-Deposit taking Non-Banking Financial Company (“NBFC-ND-SI”) under the category “Asset Finance Company” vide certificate of registration dated 19th February, 2014, bearing Registration No. N.05.06694. Srei Equipment is one of the leading player in construction and mining equipment financing. Srei Equipment has an experienced management team having significant expertise in the financial services sector.

Srei Infra, in order to consolidate its lending business and lease business, is desirous to transfer its Lending Business, Interest Earning Business & Lease Business (“Transferred Undertaking”), to its wholly owned subsidiary, Srei Equipment together with associated employees, assets and liabilities (including liabilities towards issued and outstanding non-convertible debentures issued by Srei Infra), on a going concern basis by way of Slump Exchange, for a lump sum consideration, not less than its book value (determined by an Independent Chartered Accountant), subject to adjustments as may be necessary, which shall be discharged by Srei Equipment by way of issue and allotment of equity shares of Srei Equipment to Srei Infra. In this regard, it is required to execute a business transfer agreement setting out the terms and conditions on which the proposed transfer of the Transferred Undertaking shall take place.

The Board of Srei Infra had been deliberating on the idea of consolidation of business since the last 4-5 years with more focus on equipment financing and reducing the portfolio of infrastructure financing. The Board had initially approved a Scheme of Arrangement & Amalgamation vide their resolution dated 21st January, 2019. However, on account of the significant changes in the market conditions especially in the non-banking financial company sector and in line with the discussions with market experts, consultants and others, the Board has identified the mechanism of slump exchange to suit the current requirements and circumstances in order to achieve consolidation in a lesser time frame and that too more effectively.

Such consolidation will result in optimization in operational costs followed by reduction in duplicity of processes and overheads. With the customers ending up with one entity to deal with, the consolidated business will enhance the ability to serve customers and tap better growth in equipment financing business.

The Slump Exchange will not only consolidate all lending businesses in one entity, but it will also create a simple structure enabling better governance and stronger regulatory compliance. Srei Equipment will be enabled to raise capital through means of initial public offering, private equity investments and/or strategic investments basis a stronger balance sheet. Further, on account of consolidation, Srei Equipment will be in a relatively stronger position to convert into a bank as and when permitted by RBI. The secured creditors of Srei Infra will inter alia enjoy a strengthened security and asset cover in Srei Equipment.

The proposed consolidation is, inter alia, targeted to benefit all the stakeholders and beneficiaries of Srei Infra and Srei Equipment.

The Board of Directors of the Company, at its meeting held on 4th July, 2019 has approved the Slump Exchange, subject to the approval of the members, third party consents, statutory and regulatory approvals, as applicable.

In terms of Section 180(1)(a) of the Act, the Board shall sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the Members by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Act provides that the expression “undertaking” shall mean an undertaking in which the investment of the Company exceeds 20% (twenty per cent) of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% (twenty per cent) of the total income of the Company during the previous financial year. Since the proposed transfer of the Transferred Undertaking by way of Slump Exchange as going concern to Srei Equipment exceeds the specified limits mentioned above, the Board of Directors seek Members’ approval by way of a Special Resolution.

Pursuant to Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, consent of the Members is required through postal ballot/e-voting.

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 respective shareholding in the Company, if any, and directorship and/or shareholding, if any, in Srei Equipment and such other additional obligations that they are required to fulfil in order to complete the transaction.

Considering that Srei Equipment is a wholly owned subsidiary of Srei Infra and would remain as a wholly owned subsidiary of the Company even after the proposed Slump Exchange, the same will not have any effect on the turnover and net worth of Srei Infra on a consolidated basis.

The Board of Directors are of the opinion that the aforesaid proposal is in the best interest of the Company and its stakeholders.

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

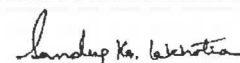
Registered office:

‘Vishwakarma’
86C Topsia Road (S)
Kolkata – 700 046

Dated: 4th July, 2019

Place: Kolkata

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



Sandeep Lakhota
Company Secretary
FCS 7671



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(s) to be passed through postal ballot/e-voting for the business stated in the Notice dated 4th July, 2019 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:

Sl. No.	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.	Transfer of Lending Business, Interest Earning Business & Lease Business of Srei Infrastructure Finance Limited to Srei Equipment Finance Limited, a wholly owned subsidiary as a going concern on slump exchange basis			

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
4720		

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 Wednesday, 17th July, 2019	Upto 5.00 p.m. (IST) on Thursday, 15th August, 2019

The voting will not be allowed beyond 5:00 p.m. (IST) on Thursday, 15th August, 2019 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 prepaid envelope. However, envelopes containing Postal Ballots, 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 (that is, 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, that is, 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) Thursday, 15th August, 2019. 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, 5th July, 2019.
11. A Member may request for a duplicate Postal Ballot Form, if so required, from Karvy Fintech Private Limited having its address at: Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 or at phone no. (Tel: 040-6716 2222, E-mail: einward.ris@karvy.com). However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on Thursday, 15th August, 2019.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.
13. The Scrutinizer's decision on the validity of Postal Ballot Form(s) shall be final.
14. The Results of the Postal Ballot will be declared on Friday, 16th August, 2019 as specified in the Notice.
15. The Results declared along with the Scrutinizer's Report will be hosted on the website of the Company at <http://www.srei.com> and on the website of Karvy at <https://evoting.karvy.com> and shall also be communicated to the National Stock Exchange of India Limited and BSE Limited.