SREI

SIFL\SECT\RB\12-13\450
December 21, 2012

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

Dear Sir,

Sub: Record of Postal Ballot Result

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith a certified true copy of the Record of Postal Ballot Result held on Friday, December 21, 2012.

Thanking you,

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

Sandeep Kr. Lakhotia

Company Secretary

Encl: as above

cc: The Secretary

1. **Bombay Stock Exchange Limited**
   Phiroze Jeejeebhoy Towers
   Dalal Street, Mumbai - 400 001
   Fax : 022-2272 2037/2039/2041

2. **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

RECORD OF POSTAL BALLOT RESULT OF SREI INFRASTRUCTURE FINANCE LIMITED ANNOUNCED AT THE REGISTERED OFFICE SITUATED AT "VISHWAKARMA", 86C TOPSIA ROAD (SOUTH), KOLKATA - 700 046 ON FRIDAY, DECEMBER 21, 2012 AT 3.00 P.M. CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON SPECIAL RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED NOVEMBER 09, 2012

PRESENT

Mr. Salil K. Gupta	Chief Mentor & Director
Mr. Sunil Kanoria	Vice Chairman & Member
Mr. Saud Ibne Siddique	Joint Managing Director
Mr. Sandeep Lakhotia	Company Secretary & Member

Mr. Salil K. Gupta, Chief Mentor & Director of the Company who was duly authorised by the Chairman of the Company to announce the Postal Ballot Result informed that the Board of Directors of the Company at its meeting held on Friday, November 9, 2012 had approved the amendment to the "Other Objects" Clause of the Memorandum of Association of the Company to enable the Company to set up White Label ATMs and to commence the business thereof subject to the approval of members of the Company by way of Postal Ballot as mentioned in the Postal Ballot Notice dated November 9, 2012.

Mr. Salil K. Gupta further informed that the Members' approval for the proposed resolutions was sought by postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

Accordingly by Postal Ballot Notice dated November 9, 2012, the draft resolutions and the explanatory statement annexed to it were sent to the members along with the Postal Ballot form for their consideration. Dr. K. R. Chandratre, FCS No.1370, CP No.5144 Practising Company Secretary, Pune, was appointed as Scrutiniser for conducting the Postal Ballot voting process including e-voting through National Securities Depository Limited (NSDL) in accordance with the law and in a fair and transparent manner.

The despatch of the aforesaid notice to the Members of the Company was completed on November 19, 2012 and newspaper advertisement to the effect was published, both in English and Bengali newspaper on November 20, 2012.

He further stated that it was mentioned in the Notice dated November 9, 2012 that the Postal Ballot Form sent therewith be returned by the Members duly completed in all respect so as to reach the Scrutiniser on or before the close of working hours on Thursday, December 20, 2012.

Mr. Salil K. Gupta thereafter stated that the Scrutiniser had submitted his Report dated December 21, 2012 after carrying out the scrutiny of all the Postal Ballot forms received upto the close of the working hours on Thursday, December 20, 2012. The Scrutiniser's report was placed on the table for perusal.

Certified to be True Copy
Srei Infrastructure Finance Limited
Sandeep Lakhotia
Company Secretary

Srei Infrastructure Finance Limited
Kolkata

Mr. Salil K. Gupta stated that he, on behalf of the Chairman has accepted the said report and then announced the following result of the Postal Ballot as per the Scrutiniser's Report:

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

The Special Resolutions duly approved by the Members are as under:

<u>Resolution No. 1:</u> 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

"**RESOLVED THAT** pursuant to the provisions of Section 17 and all other applicable provisions, if any of the Companies Act, 1956 (hereinafter referred to as 'the Act'), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended, relevant provisions of Listing Agreement, the Articles of Association of the Company, and subject to necessary approvals, as may be required, if any, in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Object Clause of the Memorandum of Association of the Company be and is hereby amended by inserting new Sub-clause 42 after the existing Sub-clause 41 under Clause III C (Other Objects) of the Memorandum of Association:

"42. To establish and carry on the business of White Label ATM networks in terms of Payment and Settlement Systems Act, 2007, independently or in association with other services providers as a joint venture or otherwise.";

Infrastructure Finance Limited Kolkata Steel

RESOLVED FURTHER THAT Mr. Hemant Kanoria, Chairman & Managing Director and Mr. Sandeep Lakhotia, Company Secretary of the Company be and are hereby severally authorised to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modification as may be required or suggested by the Registrar of Companies, Reserve Bank of India or any other Statutory Authorities in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board', which expression shall deem to include any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interests of the Company and its Members."

Resolution No. 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

"**RESOLVED THAT** pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, as they deem fit from time to time, for commencement of the new business pursuant to Sub-clause 42 of Clause III C (Other Objects) of the Memorandum of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall deem to include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things in connection with the commencement of new business including filing of necessary e-forms with the Registrar of Companies and such other regulatory authorities as may be necessary and expedient."

Mr. Salil K. Gupta thereafter stated that the above Special Resolutions as set out in the Postal Ballot Notice dated November 09, 2012 were duly passed by the Members with requisite majority and that the date of declaration of results i.e Friday, December 21, 2012 shall be the date of passing of the Special resolutions.

Place: Kolkata
Date : December 21, 2012

Salil K. Gupta
Chief Mentor & Director