

NOTICE

Notice is hereby given that the 15th Annual General Meeting (AGM) of the Members of SRS Limited will be held as under:

Day : Thursday

Date : 3rd September, 2015

Time : 12:30 P.M.

Venue : SRS Banquet, Near SRS Multiplex, City Centre, Sector – 12, Faridabad, NCR Delhi - 121007

to transact the following business:

Ordinary Business

- To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the audited statement of Profit and Loss Account for the year ended on that date, together with Report of the Auditors and Directors thereon.
- To appoint a Director in place of Dr. Anil Jindal (DIN:00005585), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 139 & other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Registration No: 000756N) and M/s. Rakesh Raj & Associates, Chartered Accountants (Registration No: 005145N) as Joint Statutory Auditors of the Company be and is hereby ratified and that the said Auditors (both) will hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Two consecutive AGMs subject to ratification by members at every AGM held after this AGM and that the Board of Directors be and is hereby authorized to fix the remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

Special Business

- Re-appointment of Sh. Vinod Kumar (DIN: 00013729) as Whole-Time Director designated as Executive Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “Act”) and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, the consent of the Members be and is hereby accorded for reappointment of Sh. Vinod Kumar (DIN: 00013729) as Whole-Time Director of the Company, designated as Executive Director, for a further period of 5 (Five) years w. e. f. from 1st June, 2015 on the terms & conditions as specified in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this notice, at the following remuneration: -

Salary	Amount (in Rs.)
Basic	1,25,000
House Rent Allowance	75,000
Conveyance Allowance	15,000
Medical Allowance	15,000
CCA	13,800
Education Allowance	5,000
CTC	2,48,800

Perquisites

In addition to salary, he shall also be entitled to following perquisites: -

(a) Telephone

Sh. Vinod Kumar will be paid actual telephone charges.

(b) Newspapers and Magazines

He will be given actual expenses towards newspaper and magazines.

(c) Chauffeur driven car

One suitable chauffeur driven car for official and personal use.

(d) Statutory Benefits/Deductions

All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.

(e) Gratuity

Gratuity payable shall not exceed half month's salary for each completed year of service.

These perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Sh. Vinod Kumar will be paid the above salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution and to alter or vary the terms and conditions of the said appointment including the remuneration upto Rs.5,00,000/- p.m. subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013."

5. To consider and adopt the audited Balance Sheet as at 30th June, 2015 and the audited statement of Profit and Loss Account for the quarter ended on that date, together with Report of the Auditors.

Place: Faridabad
Date: 24th July, 2015

By order of the Board
For **SRS Limited**



(Navneet Kwatra)
COO & Company Secretary
M. No.ACS-16672

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the Company.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013 and Rules made thereunder, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The enclosed proxy form, duly completed, stamped and signed, must reach at the Registered Office not later than 48 hours before the scheduled time of the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members entitled to vote would be entitled to inspect the proxies lodged, at any

time during the business hours of the company, provided not less than three days' notice in writing is given to the Company.

5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.
6. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 & 5 as set out above is appended herein below.
7. Dr. Anil Jindal retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.
8. The relevant information as required under Clause 49 of the Listing Agreement in respect of the Directors seeking appointment/re-appointment is annexed to this notice. The Directors have furnished the requisite consents/declarations for their appointment/reappointment.

9. M/s. S. S. Kothari Mehta & Co., Chartered Accountants and M/s. Rakesh Raj & Associates, Chartered Accountants have submitted their certificates expressing their eligibility for ratification of their reappointment as Joint Statutory Auditors of the Company in terms of Section 139 (1) of the Companies Act, 2013 and Rules made thereunder.
10. Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agents (RTA's) of the Company. All investor relation communication may be sent to RTA's at the following address:

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir, New Delhi-110062
Ph. #011-29961281-283, Fax#011-29961284
Email id: beetalrta@gmail.com
11. Members are requested to notify all the changes, if any, in their addresses/particulars to their depository participants in respect of their holding in electronic form and to RTA's at the above address in respect of their holding in physical form.
12. The Register of Members and Share Transfer Books will remain closed from 28th August, 2015 to 3rd September, 2015 (both days inclusive).
13. The Ministry of Corporate Affairs on 10th May, 2012 notified the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividend, pending share application money, interest on refund account in IPO of the Company and Interest on Fixed/Public Deposits as on the last annual general meeting of the Company which was held on 28th July, 2014, on the website of the IEPF viz. www.iepf.gov.in and under "Investors" section on the website of the Company viz. www.srsparivar.com. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company/RTAs before the same is due for transfer to the Investor Education and Protection Fund.
14. The Company is concerned about the environment and utilizes all natural resources in an optimum way. Therefore, you are requested to update your email ids with your Depository Participants in case of shares held in demat and in case of physical shares, register/update your email id with the Company's RTAs to enable us to send you the reports and other communications via email.
15. Copies of the Annual Report containing Notice of 15th Annual General Meeting and the instructions for e-voting along with Attendance Slip and Proxy Form is being sent by electronic mode to all the Members whose email addresses are registered with Company/Depository Participant(s) unless any member has requested a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of Annual Report along with attendance slip and proxy form are being sent by permitted mode.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and provisions of Clause 35B of the Listing Agreement, the Company is pleased to provide the members facility to exercise their right to vote at the 15th Annual General Meeting of the Company by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
17. The Shareholders can vote on all the businesses to be transacted at the Annual General Meeting by way of any one of the following methods:
 - Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the Annual General Meeting;
 - Voting at the venue of the Annual General Meeting by poll through ballot paper, as will be provided by the Company.
18. A Shareholder can opt for only one mode of voting. In case a shareholder votes through remote e-voting as well as casts vote through ballot form, the votes cast through remote e-voting shall be considered and the voting through physical ballot shall not be considered by the scrutinizer.
19. The Shareholder who have voted through remote e-voting shall be entitled to attend the meeting, however, they shall not be allowed to cast their vote again at the venue of the Annual General Meeting.
20. The Shareholders attending the meeting, who have not already cast their votes through remote e-voting, shall be able to exercise their right at the meeting.
21. The Shareholders shall have one vote per equity share held by them. The facility of voting would be provided once for every folio/client id, irrespective of the number of joint holders.
22. The Shareholders as on the cut-off date i.e. 27th August, 2015 shall only be eligible to vote on the resolutions mentioned in the notice of annual general meeting.

23. The Company has appointed Ms. Savita Trehan, Practicing Company Secretary, as the Scrutinizer for conducting the voting process in a fair and transparent manner.
24. The scrutinizer will submit her final and consolidated report to the Chairman of the Company within 2 working days after the conclusion of the Annual General Meeting. The scrutinizer's decision on the validity of all kinds of voting will be final.
25. The results of Annual General Meeting shall be declared by the Chairman or his authorized representative or any Director of the Company, so authorized, after the Annual General Meeting within the prescribed time limits.
26. The results of voting will also be placed at the website of the viz. www.srsparivar.com and on the website of CDSL viz. www.cdslindia.com.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on Monday, 31st August, 2015 at 10:00 A.M. and ends on Wednesday, 2nd September, 2015 at 5:00 P.M. During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 27th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of o's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- xii) Click on the EVSN for SRS Limited on which you choose to vote.
- xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk. evoting@cdslindia.com and on approval of the accounts

they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) **Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, 27th August, 2015 may visit the Company’s website www.srsparivar.com for ‘Notice calling the 15th Annual General Meeting’ or may write to our RTA’s for copy of Notice and can follow the same instructions as mentioned above for e-Voting.**
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
27. Members desiring any information/clarification on the accounts are requested to write to the Company at least 10 days in advance, so as to enable the management to keep the information ready at the Annual General Meeting.
28. All documents referred to in the Notice will be available for inspection at the Company’s corporate & registered office during business hours on working days upto the date of AGM.
29. Should any assistance be desired or clarification be sought, you may write at complianceofficer@srsparivar.com.

Place: Faridabad
Date: 24th July, 2015

By order of the Board
For **SRS Limited**



(Navneet Kwatra)
COO & Company Secretary
M. No.ACS-16672

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

Sh. Vinod Kumar has completed his tenure as Whole-Time Director on 31st May, 2015. He has been associated with the Company since inception and taking good care of the general administration of the Company. Hence, the Board of Directors of your Company has decided to reappoint him as Whole-Time Director, designated as Executive Director, for a further period of 5 (Five) years w. e. f. 1st June, 2015 at the remuneration of Rs.2,48,800/-p.m.

Sh. Vinod Kumar satisfies all the conditions set out in Part- I of Schedule V to the act and also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. A notice in writing has been received from a member proposing the candidature of Sh. Vinod Kumar for the office of Whole-Time Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The terms & conditions of his appointment are as follows: -

- Remuneration - As provided in the Resolution
- Period of Appointment – Five (5) years beginning from 1st June, 2015 to 31st May, 2020.
- The appointment may be terminated by either party by giving three months' notice in writing on such termination or as may be mutually agreed between the parties.
- Sh. Vinod Kumar shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.

The Company has received from Sh. Vinod Kumar consent in writing to act as Whole-Time Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

He was initially appointed as a Director of the Company on 25th February, 2002 and was designated as Whole-Time Director on 1st October, 2005.

The resolution seeks the approval of the members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for appointment of Sh. Vinod Kumar as Whole-Time Director, designated as Executive Director, for a period of Five (5) years commencing from 1st June, 2015.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Sh. Vinod Kumar, as he is not related to any Director or KMP of the Company.

The Board recommends the resolution set out in Item No. 4 for the approval of members.

Item No.5

The Board of Directors in its meeting held on 10th July, 2015 approved the audited results for the quarter ended 30th June 2015.

Now, it has been decided by the Board to get the audited Financial Results for the quarter ended 30th June, 2015 to be adopted by the Shareholders for revising the fixed deposits limits in pursuance of the Companies Act, 2013 and the rules framed thereunder.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal except to the extent of their shareholdings.

The Board recommends the resolution set out in Item No. 5 for the approval of members.

Place: Faridabad
Date: 24th July, 2015

By order of the Board
For **SRS Limited**



(Navneet Kwatra)
COO & Company Secretary
M. No.ACS-16672

Information of Directors seeking Appointment/Reappointment pursuant to Clause 49 of the Listing Agreement as on 31st March, 2015

Name of Director	Date of Birth	Qualification	Exp.	Directorship in other Indian Companies	Chairmanship/ Membership of Committees of the Board of Public Ltd. Companies	No. of Shares held in the Company
Dr. Anil Jindal	20.04.1964	M. Com, MBA, CCA, Ph. D., D. Litt.	29 years	1. SRS Real Infrastructure Ltd. 2. BTL Holding Company Ltd. 3. SRS Finance Ltd. 4. SRS Global Securities Ltd. 5. SRS Knowledge and Technologies Ltd.	Chairman-2 Member-1	1,34,21,600
Sh. Vinod Kumar	07-05-1954	B.A.	30 years	1. Madhav Tech (India) Pvt. Ltd. 2. Neelabh Engineers Pvt. Ltd.	-	200

By order of the Board
For **SRS Limited**



(Navneet Kwatra)
COO & Company Secretary
M. No.ACS-16672





SRS LIMITED

Regd. Office: SRS Tower, 305 & 307, 3rd Floor, Near Metro Station Mewla Maharajpur,
G.T. Road, Faridabad, NCR Delhi - 121003
T: 0129-4323100, F: 0129-4323195
W: www.srsparivar.com, E: complianceofficer@srsparivar.com
CIN: L74999HR2000PLCo40183

ATTENDANCE SLIP

Folio No. / DP ID/ Client ID:

Number of Shares held:

Name and Address of the Member:

I hereby record my presence at the 15th Annual General Meeting of the Company held on Thursday, 3rd September, 2015 at 12:30 P.M at "SRS Banquet", Near SRS Multiplex, City Centre, Sector-12, Faridabad, NCR Delhi- 121007.

Signature of Member/Proxy

Note:

1. Please fill the Attendance slip and hand it over at the entrance of the Meeting Hall. Joint member may obtain additional Attendance Slip at the venue of the meeting.
2. Soft copy of the Annual Report for the financial year ended 31st March, 2015, Audited Financial Statements for the quarter ended 30th June, 2015 and Notice of the AGM along with Attendance Slip and proxy form is being sent to all members whose e-mail address is registered with the Company/Depository Participant. Members receiving soft copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the financial year ended 31st March, 2015, Audited Financial Statements for the quarter ended 30th June, 2015 and Notice of the AGM along with Attendance Slip and proxy form is sent in the permitted mode to all members.

