



S.R. INDUSTRIES LIMITED

CIN: L29246PB1989PLC009531

Regd. Office:

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Ph.: 0172-4602888

E-mail: info@srfootwears.com

Website: www.srfootwears.com

NOTICE OF POSTAL BALLOT

Dear Member,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), including any statutory modification or re-enactment(s) thereof, for the time being in force, Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and other applicable laws and regulations, if any, that the appended resolutions are proposed to be passed as Special Resolutions for obtaining assent of the Shareholders of the Company by means of Postal Ballot and voting through electronic means (**"Remote e-voting"**) on the Resolutions set out in this Notice.

The Board of Directors of the Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Ramesh Bhatia, (Membership No. FCS 2483; C.P No. 1917), Practicing Company Secretary, having office at SCO-154-155, 1st Floor, Sector 17C, Chandigarh - 160017, as the scrutinizer (**"Scrutinizer"**) for conducting the postal ballot process in a fair and transparent manner and that Mr. Ramesh Bhatia has conveyed his willingness to act as the Scrutinizer in terms of Rule 22(6) of the Rules.

Members are requested to carefully read the instructions that form a part of this Postal Ballot Notice (**"Notice"**) and /or the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed postage pre-paid self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than 1700 hours (IST) on Tuesday, January 16, 2018. The Postal Ballot Form may also be deposited personally at the address mentioned on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

The Company is pleased to offer facility of voting by electronic means (**"remote e-voting"**) as an alternate to its Members to enable them to cast their votes through remote e-voting instead of returning duly filled Postal Ballot forms. The Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding equity shares of the Company as on the Cut-off date have both the options of voting i.e. by remote e-voting and through Postal Ballot Form.

For the purpose of e-voting, the Company has engaged the services of Central Depository Services (India) Limited (**"CDSL"**). In case a member votes through e-voting facility as well as sends his/her vote through submission of Postal Ballot Form, the vote cast through e-voting shall only be considered and the voting through submission of Postal Ballot Form shall not be considered by the Scrutinizer.

The Scrutinizer will submit his report to the Chairman or any other official authorized by the Chairman of the Company, after the completion of the

scrutiny of the postal ballot(s) (including e-voting) for declaration of results. The result of the postal ballot shall be declared on or before January 18, 2018 at 1400 hours (IST) at the Registered Office of the Company. The results shall be displayed at the Registered Office of the Company and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website, www.srfootwears.com and the website of the e-voting agency i.e. www.cdslindia.com.

Pursuant to section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof is set out below for your consideration and the postal ballot form is annexed with this notice.

The date of declaration of the result of the postal ballot and remote e-voting shall be treated as the date on which the appended resolutions would be deemed to have been passed, if approved by requisite majority.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholders opts for), those shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

SPECIAL BUSINESS

Item 1. Alteration of Objects Clause in the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Chandigarh, ("ROC") and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as "the Board", which includes any of duly constituted Committee of one or more Directors) is authorised to accept, as it may deem fit, the approval of the Company be and is hereby accorded to alter Clause III (A) (Main Objects Clause) as follows:

Renumbering Sub-Clauses 1 to 7 of the Clause III (A), being the Main Objects as per the Memorandum of Association of the Company as sub-clauses 2 to 8 and inserting Sub-Clause 1 to Clause III(A) as follows :

1. *To carry on the Business of manufacturer, importer, exporter, buyer, seller, wholesaler, retailer, agency, broker, distributors, dealers, contractors, consignors, consignee and franchisee of various footwear and related accessories of all form, specification, quality, kind, and size made of or out of natural leather, synthetic leather, rubber, plastic, polymers, textile, canvas or any other raw material suitable for human use.*

RESOLVED FURTHER, that any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority."

Item 2. Rectification of errors in item no. 4 of Notice dated 10th August, 2017 calling Annual General Meeting of the Shareholders of the Company on 18th September, 2017 and its Ratification by the Shareholders

"RESOLVED THAT para 1 of item no. 4 of the resolution of the Notice dated 10th August, 2017 is modified to the extent as provided herein below to disclose the correct number of CCDs to be issued and the shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed:

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S.No	Name of the Investor	No. of CCD's to be allotted against Principal	Consideration (INR)	Consideration (including interest INR)	No of CCD'S to be allotted against interest	No. of equity shares upon conversion (including conversion of interest on CCD's)
1	Moolibai M Rakhecha	50,000	500,000	625,000	12,500	62,500
2	Rohit R Golecha	100,000	1,000,000	1,250,000	25,000	125,000
3	V Rajkumari	250,000	2,500,000	3,125,000	62,500	312,500
4	V Namratha	100,000	1,000,000	1,250,000	25,000	125,000
5	Manju Bansal	75,000	750,000	937,500	18,750	93,750
6	N Sudhir	75,000	750,000	937,500	18,750	93,750
7	C Saravanan	75,000	750,000	937,500	18,750	93,750
8	Abhijit Chokshi	75,000	750,000	937,500	18,750	93,750
9	S S Seema	100,000	1,000,000	1,250,000	25,000	125,000
10	Harish Pande & Usha Pande	50,000	500,000	625,000	12,500	62,500
11	Amit Gunchandra Mehta	75,000	750,000	937,500	18,750	93,750
12	Om Prakash Bhagat	50,000	500,000	625,000	12,500	62,500
13	Payal T Shrivastava	100,000	1,000,000	1,250,000	25,000	125,000
14	Nikhil Jain	75,000	750,000	937,500	18,750	93,750
15	The Coronation Castles Pvt Ltd	50,000	500,000	625,000	12,500	62,500
16	Rakesh Choudhari HUF	100,000	1,000,000	1,250,000	25,000	125,000
17	Anita H Jain	250,000	2,500,000	3,125,000	62,500	312,500
18	Deepak Kumar Badalia	50,000	500,000	625,000	12,500	62,500
19	Shashi Khattar	100,000	1,000,000	1,250,000	25,000	125,000
20	Anurag Atal	50,000	500,000	625,000	12,500	62,500
21	Rakesh Shah	50,000	500,000	625,000	12,500	62,500
22	Shah Manish Mangilal HUF	150,000	1,500,000	1,875,000	37,500	187,500
23	Gita Kirti Ambani	900,000	9,000,000	11,250,000	2,25,000	1,125,000
24	Preetal Nimesh Dedhia	50,000	500,000	625,000	12,500	62,500
25	Rachana Mitesh Gala	100,000	1,000,000	1,250,000	25,000	125,000
26	Aum Sarvagya Partners	800,000	8,000,000	10,000,000	200,000	1,000,000
27	Ajinkya Mercantile Pvt. Ltd.	100,000	1,000,000	1,250,000	25,000	125,000
28	Arati J Parmar	150,000	1,500,000	1,875,000	37,500	187,500
29	Om Prakash Chugh	150,000	1,500,000	1,875,000	37,500	187,500
30	Urvi Nimesh Chitalia	150,000	1,500,000	1,875,000	37,500	187,500
31	Urvi Hemal Shah	100,000	1,000,000	1,250,000	25,000	125,000
32	Aartie Sunil Anandpara	100,000	1,000,000	1,250,000	25,000	125,000
33	Kamini Jayesh Shah	50,000	500,000	625,000	12,500	62,500
34	Nimesh Kampani	50,000	500,000	625,000	12,500	62,500
35	Kunal Vakharia	50,000	500,000	625,000	12,500	62,500
	Total	4,800,000	48,000,000	60,000,000	12,00,000	6,000,000

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RESOLVED FURTHER, that para 5 of item no. 4 of the resolution of the Notice dated 10th August, 2017 to the extent it relates to 'Relevant Date' and Corrigendum issued on 9th September, 2017, is emended to the extent as provided herein below and the shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed:

"RESOLVED FURTHER THAT as per ICDR Regulations the "Relevant Date" for the purpose of determining the issue price of Equity Shares to be issued upon conversion of CCDs, being the date 30 (thirty) days prior to the date of this Annual General Meeting, is August 18, 2017. (The Relevant Date falls on August 19, 2017, Saturday i.e. weekend, hence the Company has taken August 18, 2017 as Relevant Date, preceding the date of weekend)"

RESOLVED FURTHER, that as advised by BSE in its In-principle approval dated 17th October, 2017, the Company hereby discloses various information under Regulation 73 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 with regard to item no. 4 of the Explanatory Statement pursuant to section 102 of Companies Act, 2013 annexed to the Notice dated 10th August, 2017 as given below and the Shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed:

Item No. 4 of Explanatory Statement to the Notice of AGM dated 10th August, 2017

The Company has incurred losses in business during the last couple of years however, the Company is now experiencing growth with new opportunities by virtue of change in business environment. Capital commitment is the essential driver for growth in this dynamic environment but the Company has been facing liquidity crunch. With a view to tide over the issue, Company needs infusion of funds. To augment the growth and improve the Financial Performance, the Promoters have taken various steps including diluting their shareholding and ploughing back the money into the Company. The Company further propose to create, offer, issue and allot upto a maximum of 60,00,000 Equity Shares having face value of INR 10 each at par, on conversion of the Compulsory Convertible Debentures (CCD's) including accumulated interest thereon, for an aggregate amount of upto INR 6 crores (Rupees Six Crores only) to the Proposed Allottee. The tenure of the CCDs shall not exceed 15 (Fifteen) months from the date of their allotment.

In terms of the provisions of Section 71 read with Section 42 and 62 of the Companies Act, 2013 and Rules made thereunder (the "Act"), and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations"), as amended, a company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

1.The object of the issue through preferential offer:

The proceeds of the issue shall be utilized for improving Financial Performance, working capital, augment growth and for other General Corporate Purpose.

2.The proposal of the promoters, Directors or Key Managerial Personnel's of the Issuer to subscribe to the offer: None of them are subscribing the offer.

3.Total number of Securities to be issued and Basis of Price: Upto 60,00,000 CCDs having face value of INR 10 (Indian Rupees Ten Only) each at par, for an aggregate amount of up to INR 600,00,000 including accumulated interest. Throughout the term of the CCDs until conversion, each CCD shall carry a coupon rate of Twenty percent (20%) per annum and payable on the Conversion Date and convertible into equity shares on the Conversion Date.

The CCDs shall convert into 1 (one) fully paid-up equity shares of the Company and the amount of accumulated interest shall be converted into such number of equity shares of the Company arrived at by dividing the amount of accumulated interest at Rs. 10 or, at prices determined in accordance with the ICDR Regulations.

4.Relevant Date:

The "Relevant Date" in terms of Regulation 71 of the ICDR Regulations for determination of minimum price is August 18, 2017. (The Relevant Date falls on August 19, 2017, Saturday i.e. weekend, being a date, which is 30 (Thirty) days prior to the date of Annual General Meeting, hence the Company has taken August 18, 2017 as Relevant Date, preceding the date of weekend).

5.Class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. 8 below

6. Shareholding Pattern before Issue and after Issue:

Category of Share holders	Pre-Preferential Allotment*		Post-Preferential Allotment**	
	No. of Shares	% of Shareholding	No. of Shares of	% of Shareholding
(A) Promoter & Promoter Group				
1 Indian				
(a) Individuals/ Hindu Undivided Family	2923913	21.01	2923913	13.65
(b) Bodies Corporate	965352	6.94	965352	4.51
Sub Total(A)(1)	3889265	27.95	3889265	18.16
2 Foreign				
A Individuals(Non Residents				
Individuals/ Foreign Individuals)	-	-	-	-
B Bodies Corporate	-	-	-	-
Sub Total(A)(2)	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)	3889265	27.95	3889265	18.16
(B) Public Shareholding				
1 Institutions				
(a) Mutual Funds/ UTI	-	-	-	-
(b) Financial Institutions/ Banks	-	-	-	-
(c) Central Government/ State Government(s)	-	-	-	-
(d) Venture Capital Funds	-	-	-	-
(e) Insurance Companies	-	-	-	-
(f) Foreign Institutional Investors	-	-	-	-
(g) Foreign Venture Capital Investors	-	-	-	-
(h) Qualified Foreign Investor	-	-	-	-
(i) Any Other (specify)	-	-	-	-
Sub Total (B)(1)	-	-	-	-
2 Non Institutions				
(a) Bodies Corporate				
(i) Indian	1317110	9.46	3004610	14.03
(ii) Overseas	-	-	-	-
(b) Individuals				
I Individual shareholders holding nominal share capital up to Rs 2 lakh	4312744	30.99	4312744	20.13
II Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	3365867	24.19	8865867	41.40
(c) Any Other (specify)				
(i) Non- Resident Indians	47446	0.34	47446	0.22
(ii) HUF	354225	2.55	666725	3.11
(iii) Clearing Members	629343	4.52	629343	2.94
(iv) Others (Trust)	-	-	-	-
Sub Total (B)(2)	10026735	72.05	17526735	81.84
Total Public Shareholding (B)	10026735	72.05	17526735	81.84
TOTAL (A)+(B)	13916000	100	21416000	100
(C) Shares held by Custodians and against which Depository Receipts have been issued				
1 Promoter and Promoter Group	-	-	-	-
2 Public	-	-	-	-
Total (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	13916000	100	21416000	100

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* As per the Register of Members of the Company.

** The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis and following assumptions have been made:

- 1) Upto 60,00,000 CCDs to be issued and allotted for Rs. 10 (for rounding of purposes).
- 2) All the CCDs would be converted on the last day of the 15 months from the issue
- 3) Full conversion of the CCDs including interest accumulated on Conversion Date into 60,00,000 equity share of the Company at a conversion price of INR 10 per Share.
- 4) Full conversion of CCWs into 15,00,000 equity share of the Company at a conversion price of INR 10 per share.

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCDs, into

Equity Shares (Resolution no. 4); and (ii) conversion of actual number of CCWs into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.

7. The proposed time within which the preferential issue shall be completed:

The allotment of CCDs shall be completed within a period of 15 days from the date of passing of resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

8. Particulars of proposed allottees and identity of natural person who are the ultimate beneficial owner of CCDs proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of the post preferential issue capital that may be held by them and the changes in control, if any, in the issuer consequent to the preferential issue:

S.No.	Name and address and PAN of the Proposed Allottees	Natural person who are the Ultimate Beneficial Owner/who control the Proposed Allottees	Pre-issue % shareholding		Post Issue %Shareholding*		Change in Control if any, in the Issuer consequent to Preferential Issue
			No of Shares	% Holding	No of Shares	% Holding	
1.	Moolibai M Rakhecha Flat No. 3B, Sindur Sunshine Apartment 8 to 12 Baljour Road, Kilpauk, Chennai 600010 PAN: AHOPR5093F	NA	NIL	NIL	62,500	0.29%	No
2.	Rohit R Golecha 402/502 Matoshree Apartment, 196 Andheri Kurla Road, Andheri (E), Mumbai 400069 PAN: AKKPG5765G	NA	NIL	NIL	125,000	0.58%	No
3	V Rajkumari No. 11 Railway Station Road, Alandur Chennai 600016 PAN: AACPR9845G	NA	NIL	NIL	312,500	1.46%	No
4	V Namratha No. 11 Railway Station Road, Alandur Chennai 600016 PAN: AQZPN8519L	NA	NIL	NIL	125,000	0.58%	No
5	Manju Bansal R0 66, Bark Vihar Road No. 42, Pitampura Delhi 110034 PAN: AENPB6442A	NA	NIL	NIL	93,750	0.44%	No
6	N Sudhir Old No. 13, New No 40 Letangs Road, Vepery, Chennai 600007 PAN: AAGPG2493M	NA	NIL	NIL	93,750	0.44%	No
7.	C Saravanan Old No. 13, New No 40 Letangs Road, Vepery, Chennai 600007 PAN: AMJPS6518G	NA	NIL	NIL	93,750	0.44%	No
8.	Abhijit Chokshi C102/103 Yesh Krupa Shimpoli, Chikooowadi Borivali (W) Mumbai 400092 PAN: AILPC7935K	NA	70,000	0.50%	1,63,750	0.76%	No
9.	S S Seema 1B TVH Akhira 18 Bawa Road, Alwarpet, Chennai 600018 PAN: AAFPP5124K	NA	NIL	NIL	125,000	0.58%	No
10.	Harish Pande & Usha Pande 7349 Sector D-7 Vasant Kunj, New Delhi 110070 PAN: AAFPP1715J	NA	NIL	NIL	62,500	0.29%	No

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11.	Amit Gunchandra Mehta 502 Meera Apartments East Avenue Road Santacruz West Mumbai 400054 PAN: AAAPM6965A	NA	NIL	NIL	93,750	0.44%	No
12.	Om Prakash Bhagat Nagarmal Shankerlal, 2nd Floor, Shop No. S 9/10 Khetan Super Market, BM Road, Patna 800004 PAN: AEXPB6910P	NA	NIL	NIL	62,500	0.29%	No
13.	Payal T Shrivastava B/201 Marvel Ritz Tupe Patil Road Hadapsar Pune 411028 PAN: AUBPS8749M	NA	NIL	NIL	125,000	0.58%	No
14.	Nikhil Jain 103/105 Poonamalee High Road, 5-A Brooklyn Business Centre Purasawalkam Chennai 600084 PAN: AIPPJ6040G	NA	NIL	NIL	93,750	0.44%	No
15.	The Coronation Castles Pvt Ltd 188, Tagore Nagar Hiran Magri, Sector-4 Udaipur Rajasthan 313002 PAN: AAECT1660Q	a) Mohan Lal Nagda, b) Dr. P. C. Bhandari & Sons HUF, (Beneficiary : Prakash Chandra Bhandari, Karta) c) Bhagwat Singh Rathore d) Ashish Jain e) Nirmal Kumar Jain HUF (Beneficiary : Nirmal Kumar Jain, Karta)	NIL	NIL	62,500	0.29%	No
16.	Rakesh Choudhari HUF 1-D, Malabar Apts, Napeansea Road, Mumbai 400036 PAN: AARHR9976B	Rakesh Choudhari, Karta	NIL	NIL	125,000	0.58%	No
17.	Anita H Jain 302 3rd Floor Copper Castle Jinabhai Mulji Rathod Marg Near Dongri Bridge Mazgaon Mumbai 400010 PAN: ANUPJ0283H	NA	30,000	0.22%	342,500	1.60%	No
18.	Deepak Kumar Badalia39/1F Panditya Road, Vaishnawi Niwas Flat 4A Kolkata 700029 PAN: AETPB3126M	NA	NIL	NIL	62,500	0.29%	No
19.	Shashi Khattar B1702 Golden Willows, Opp NES School, Agarwal Road, Mulund West Mumbai 400080 PAN: AAPPK3538E	NA	200	0.0014	125,000	0.58%	No
20.	Anurag Atal F4 A Wing Sea Beach View Kadeshwari Mandir Marg Near Mt Mary Steps Bandra (W) Mumbai 400050 PAN: APCPA0423K	NA	NIL	NIL	62,500	0.29%	No
21.	Rakesh Shah 103 Shree Puri Tower, Soniwadi Shimpoli, Borivali (W) Mumbai 400092 PAN: AAOPS2644G	NA	NIL	NIL	62,500	0.29%	No
22.	Shah Manish Mangilal HUF A 301 Shiv Kesar Baptista Road Vile Parle (W) Mumbai 400056 PAN: AAIHS4412G	Manish Mangilal Shah - Karta	NIL	NIL	187,500	0.88%	No

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23.	Gita Kirti Ambani A162, Twin Towers, Prabhadevi, Mumbai 400025 PAN: AADPA5911H	NA	NIL	NIL	1,125,000	5.25%	No
24.	Preetal Nimesh Dedhia102, Ashadeep, Azad Road, Andheri East, Mumbai 400069 PAN: AMSPS3738D	NA	NIL	NIL	62,500	0.29%	No
25.	Rachana Mitesh Gala 2 Vallabh Apartments, Joshi Lane, Tilak Road, Ghatkopar East Mumbai 400077 PAN: ACVPV1008N	NA	NIL	NIL	125,000	0.58%	No
26.	Aum Sarvagya Partners Dimensional Avenue Business Centre B-401 Unit No. 42, 4th Floor Wasudev Chambers Old Nagardas Road Andheri (E) Mumbai 400069 PAN: ABJFA1604Q	Udayan S Gadakh & Rahul A Pawar	NIL	NIL	1,000,000	4.67%	No
27.	Ajinkya Mercantile Pvt. Ltd. 43, 1st Floor, Great Western Building Fort Mumbai 400001 PAN: AAHCA5502B	Digambar K Kale & Shobha D Kale	NIL	NIL	125,000	0.58%	No
28.	Arati J Parmar 101 Riddhi Siddhi Apartments, Off MG Road, Kandivali (E), Mumbai 400067 PAN: AFEPS0982E	NA	NIL	NIL	187,500	0.88%	No
29.	Om Prakash Chugh B-1/552 Janakpuri New Delhi 110058 PAN: AAIPC3316K	NA	NIL	NIL	187,500	0.88%	No
30.	Urvi Nimesh Chitalia B-134 Sita Sadan CHS Ltd. Opp Dev Nagar New Sai Baba Nagar Kandivali (W) Mumbai 400067 PAN: AGNPC4062D	NA	NIL	NIL	187,500	0.88%	No
31.	Urvi Hemal Shah 1101 Sunrise Tower Near Adukia School Ram Gally Kandivali (W) Mumbai 400067 PAN: BNUPS8839M	NA	NIL	NIL	125,000	0.58%	No
32.	Aartie Sunil Anandpara 1802 Samarpan Royal CHS Ltd, Near Cable Corporation of India Off WE Highway Borivali (E) Mumbai 400066 PAN: AFKPA2971B	NA	NIL	NIL	125,000	0.58%	No
33.	Kamini Jayesh Shah PLOT No. 138 R. No. 1 Road No. 9 Jawahar Nagar Goregaon (W), Mumbai 400104 PAN: ABHPS5213M	NA	NIL	NIL	62,500	0.29%	No
34.	Nimesh Kampani 301/746 Shrinivas Jehangir Vimadlal Road Dadar Parsi Colony Dadar (E) Mumbai 400014 PAN: AHCPK8759R	NA	46,950	0.34%	109,450	0.51%	No
35.	Kunal Vakharia 402, Aekveera Regency, Shankar Lane, Kandivali (W) Mumbai 400067 PAN: AEFPV8725A	NA	NIL	NIL	62,500	0.29%	No

*The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCDs into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of CCWs into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.

1. Auditor Certificate: A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of CCDs is being made in accordance with the SEBI ICDR Regulations shall be placed before the shareholders at the AGM and will also be open for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the AGM.

2. Lock-in:

i) The CCDs and the Equity Shares allotted on conversion of CCDs shall be subject to lock-in as per the SEBI ICDR Regulation.

ii) The entire pre-preferential shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

3. The Company undertakes that if required, the price shall be re-computed in terms of the provisions of the SEBI ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till such amount is payable by the allottees.

4. The Board at its meeting held on August 10, 2017 has approved the issue and allotment of CCDs on preferential basis in the manner stated here in above, subject to any modifications or amendment to the terms by the Committee Constituted.

5. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested financially or otherwise in this Resolution.

Item 3. Rectification of errors in item no. 5 of Notice dated 10th August, 2017 calling Annual General Meeting of the Shareholders of the Company on 18th September, 2017 and its Ratification by the Shareholders

RESOLVED FURTHER, that para 5 of item no. 5 of the resolution of the Notice dated 10th August, 2017 to the extent it relates to 'Relevant Date' and Corrigendum issued on 9th September, 2017, is emended to the extent as provided herein and the shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed:

"RESOLVED FURTHER THAT as per ICDR Regulations the "Relevant Date" for the purpose of determining the issue price of Equity Shares to be issued upon conversion of CCDs, being the date 30 (thirty) days prior to the date of this Annual General Meeting, is August 18, 2017. (The Relevant Date falls on August 19, 2017, Saturday i.e. weekend, hence the Company has taken August 18, 2017 as Relevant Date, preceding the date of weekend)"

RESOLVED FURTHER, that as advised by BSE in its In-principle approval dated 17th October, 2017, the Company hereby discloses various information under Regulation 73 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 with regard to item no. 5 of the Explanatory Statement pursuant to section 102 of Companies Act, 2013 annexed to the Notice dated 10th August, 2017 regard to, as given below and the Shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed:

Item No. 5 of Explanatory Statement to the Notice of AGM dated 10th August, 2017

With an objective to augment growth, the Company is considering various options to raise capital including by way of issue of equity shares and/or convertible securities. Accordingly, the Board of Directors of the Company passed necessary resolution on August 10, 2017.

Accordingly, the Committee of the Board of Directors of the Company ("Board") in its meeting held on 22nd August, 2017 approved issuance of 15,00,000 (Fifteen Lacs) warrants ("CCW") having face value of Rs. 10 (Rupees Ten) each at a price per CCW equal to Rs. 10 to non-promoter group.

As per Regulation 72 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders. Accordingly, the approval of the members of the Company is being sought, by way of a Special Resolution, to offer and issue, CCW, by way of private placement and preferential allotment to non-promoter group.

The relevant details / disclosures of the proposed issue are given below:

1. The CCW shall be issued with consideration payable in cash.

2. The CCW issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 78 and 79 of the ICDR Regulations. However, subject to the aforesaid lock-in, the Equity Shares, upon conversion of CCWs, shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.

3. The Equity Shares, allotted pursuant to conversion of CCW, shall rank *pari passu inter se* and with the then existing equity shares of the Company in all respects, including in relation to right to dividend. The disclosures prescribed under Regulation 73 of the ICDR Regulations in respect of the Resolution proposed at Item No. 5 are as follows:

a) The objects of the preferential issue:

The proceeds of the issue shall be utilized for improving Financial Performance, working capital, augment growth and for other General Corporate Purpose

b) Type of security offered and the number of security offered

15,00,000 (Fifteen Lacs) CCW having face value of Rs. 10 (Rupees Ten) each.

c) Proposal of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of them are subscribing the offer.

d) Equity Shareholding Pattern before and after the Preferential Issue:

Category of Share holders	Pre-Preferential Allotment*		Post-Preferential Allotment**	
	No. of Shares	% of Shareholding	No. of Shares of	% of Shareholding
(A) Promoter & Promoter Group				
1 Indian				
(a) Individuals/ Hindu Undivided Family	2923913	21.01	2923913	13.65
(b) Bodies Corporate	965352	6.94	965352	4.51
Sub Total(A)(1)	3889265	27.95	3889265	18.16
2 Foreign				
A Individuals/(Non Residents Individuals/ Foreign Individuals)	-	-	-	-
B Bodies Corporate	-	-	-	-
Sub Total(A)(2)	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)	3889265	27.95	3889265	18.16

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(B) Public Shareholding				
1 Institutions				
(a) Mutual Funds/ UTI	-	-	-	-
(b) Financial Institutions/ Banks	-	-	-	-
(c) Central Government/ State Government(s)	-	-	-	-
(d) Venture Capital Funds	-	-	-	-
(e) Insurance Companies	-	-	-	-
(f) Foreign Institutional Investors	-	-	-	-
(g) Foreign Venture Capital Investors	-	-	-	-
(h) Qualified Foreign Investor	-	-	-	-
(i) Any Other (specify)	-	-	-	-
Sub Total (B)(1)	-	-	-	-
2 Non Institutions				
(a) Bodies Corporate				
(i) Indian	1317110	9.46	3004610	14.03
(ii) Overseas	-	-	-	-
(b) Individuals				
I Individual shareholders holding nominal share capital up to Rs 2 lakh	4312744	30.99	4312744	20.13
II Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	3365867	24.19	8865867	41.40
(c) Any Other (specify)				
(i) Non- Resident Indians	47446	0.34	47446	0.22
(ii) HUF	354225	2.55	666725	3.11
(iii) Clearing Members	629343	4.52	629343	2.94
(iv) Others (Trust)	-	-	-	-
Sub Total (B)(2)	10026735	72.05	17526735	81.84
Total Public Shareholding (B)	10026735	72.05	17526735	81.84
TOTAL (A)+(B)	13916000	100	21416000	100
(C) Shares held by Custodians and against which Depository Receipts have been issued				
1 Promoter and Promoter Group	-	-	-	-
2 Public	-	-	-	-
Total (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	13916000	100	21416000	100

* As per the Register of Members of the Company.

** The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis

* Therefore, the post issue paid-up capital of the Company is subject to alteration on account of (i) conversion of actual no. of CCDs into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of CCWs into Equity share (Resolution no. 5). Consequently, the post issue shareholding percentage mentioned above may stand altered.

e) Proposed time within which the allotment shall be completed

The CCW shall be allotted within a period of 15 days or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

f) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed CCW Allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.

The details of the Proposed CCW Allottee are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of CCW. There will not be any change in the management control of the Company on account of the proposed preferential allotment and upon conversion of the CCW except a corresponding change in the shareholding pattern as well as the voting rights.

Name & address & PAN of the Proposed Allottees	Natural person who are the Ultimate Beneficial Owner/who control the Proposed Allottees	Pre-Issue % shareholding		Post Issue %Shareholding*		Change if in Control if any, in the Issuer consequent to Preferential Issue
		No of Shares	% Holding	No of Shares	% Holding	
KDA Corporate Advisors LLP 203 The Summit WE Highway Vile Parle (E) Mumbai 400057 PAN: AAPFK5048P	Ankit Jain & Hippal Dhabhi	NIL	NIL	15,00,000	7%	NO

*The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis. Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCDs into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of CCWs into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered

a) Undertaking by the Company

The Company undertakes that it shall re-compute the price of the CCW in terms of the provision of the ICDR Regulations where it is required to do so.

b) Lock in

The CCW and the Equity Shares, allotted upon conversion of the CCW, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval. The Company undertakes that if the amount payable on account of the re-computation of price, if any, is not paid with in the time stipulated in the ICDR Regulations, the equity shares shall continue to be locked-in till the time such amount is paid by the Proposed CCW Allottee.

c) Auditor's Certificate

A copy of the certificate of the Company's statutory auditor certifying that the issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Shareholders at the Annual General Meeting of the Company and the same shall be open for inspection at the registered office of the Company between 11:00 a.m. and 1.00 p.m. on all working days till the date of the Annual General Meeting.

The provisions of Section 62 of the Companies Act, 2013, as amended and the ICDR Regulations provide, *inter alia*, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The issue of CCW is in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company.

The Board of Directors of the Company recommends passing of the resolutions as set out at Item No. 5 relating to issue of CCW in the notice as Special Resolution.

Accordingly, the Special Resolution proposed at Item No. 5 will, if passed, enable the Company to issue and allot CCW to the Proposed CCW Allottees in the manner and to the extent as stated in the resolution.

None of the directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

For and on behalf of the Board

Place: Mohali
Date: November 30, 2017
Regd. Office:
E-217, Industrial Area,
Phase 8 B, Mohali (Pb.)-160071

Sd/-
(R. C. Mahajan)
Managing Director
DIN : 00038661

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NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons is annexed herewith.

2. In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the ballot form by post. The company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.

3. Postal Ballot period commences on Monday, December 18, 2017 (0900 hours) (IST) and ends on Tuesday, January 16, 2018 (1700 hours) (IST). Resolutions passed by the shareholders through postal ballot and remote E-voting is deemed to have been passed at a general meeting of the shareholders of the company.

4. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by permitted mode, along with a postage prepaid self-addressed business reply envelope. Members who have registered their e-mail ID's with the depositories/Company/Registrar and Share Transfer Agent are being sent the Notice along with Postal Ballot Form by e-mail and the members who have not registered their e-mail ID's will receive the Notice along with the Postal Ballot Form through permitted mode of dispatch. Members who have received the Notice and Form by e-mail and who wish to vote through ballot form can obtain the form from the Company by sending an email request to the Company at info@srfootwears.com or S. R. Industries Limited, E-217, Industrial Area, Phase 8B, Mohali, Punjab-160071. Thereupon, the company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.

5. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members/List of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) as on the closing business hours of December 01, 2017 (cut-off date). The notice will be displayed on the website of the Company www.srfootwears.com and website of CDSL.

6. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the members as on end of day of Friday, December 01, 2017. A Member cannot exercise his/her vote by proxy on postal ballot.

7. Mr. Ramesh Bhatia, Practicing Company Secretary (Membership No. FCS2483 and CP No. 1917) has been appointed as the Scrutinizer to conduct the postal ballot and remote E-voting process in fair and transparent manner.

8. Postal ballot form can also be downloaded from the website of the company i.e. www.srfootwears.com.

9. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid business reply envelope to the scrutinizer so as to reach on or before 1700 hours on Tuesday, 16th January, 2018. Any postal ballot form received after the said date and time period shall be treated invalid.

10. Incomplete, unsigned, incorrect, defaced and/or mutilated marked postal ballot forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.

11. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company and / or furnished to CDSL/NSDL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his/her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies,

trusts, societies etc., the duly completed postal ballot form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies).

12. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company without any fee on all working days between 1100 hours (IST) to 1300 hours (IST) from the date of dispatch of notice upto the date of declaration of results of postal ballot.

13. Members having any queries relevant to voting via postal ballot/ E-Voting may mail to Company Secretary at aman@srfootwears.com or call at 0172-4602888

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with:

i) Our Registrar Link Intime India Private Limited or mail at delhi@linkintime.co.in (If having shares in Physical Form)

ii) their respective depository Participant (If having shares in Demat Form) for receiving all future communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

15. The procedure and instructions for remote e-voting are as under:

A. (i) The voting period begins on Monday, 18th December, 2017 at 0900 hours (IST) and end on Tuesday, 16th January, 2018 at 1700 hours (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e December 01, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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

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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.

- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant Company i.e. **S.R. Industries Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App store or Windows Phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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 linked in the login 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) 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.

B. For members who receive the notice of postal ballot in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes. Please refer instructions below for more details.
 - (a). A member desiring to exercise his/her vote through Postal Ballot shall complete the enclosed Postal Ballot Form with the assent (For) or dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Business reply envelope. Postage will be borne and paid by the company. The Envelopes may also be deposited personally at the address given thereon. The Postal Ballot form, duly completed and signed should be returned in the enclosed self-addressed postage business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer before the closing of working hours on or before 1700 hours on 16th January, 2018.
 - (b). **The 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.**
- ii) **Members may opt for e-voting. Please follow all steps from Sl. No. A (i) To Sl. No. (xx) above, to cast vote.**

In the event, a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the 'Act')

Item No. 1

In view of reflecting the true nature of business the Board of Directors of the Company desired to alter the Main Objects Clause of the Company. Accordingly, it is proposed to insert a new sub-clause as sub-clause 1 in the Main Objects clause of the Memorandum of Association of the Company and renumber the existing sub-clauses 1 to 7 as sub-clauses 2 to 8 of the Clause III (A). The proposed change of objects clause requires the approval of the shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

Item No. 2

The members of the Company had in terms of the Special Resolutions passed in the Annual General Meeting held on 18th September, 2017, approved the preferential issue of up to 60,00,000 (Sixty Lacs) Compulsorily Convertible Debentures (CCDs) of face value of INR 10/- (Rupees Ten Only) each at par, for an aggregate amount of upto INR 6,00,00,000 (Rupees Six Crore only), including the accumulated amount of interest upto the date of conversion on Preferential Allotment basis to Non-Promoters.

Subsequently, the Company made application to the BSE Limited (BSE) for seeking its in-principle approval for the issue of Compulsorily Convertible Debentures on Preferential Allotment basis to Non-Promoters.

BSE has given its in-principle approval by its letter no. DCS/PREF/AC/PRE/2282/2017-18 dated 17th October, 2017 for afore-mentioned issue of Compulsorily Convertible Debentures. In terms of the said letter, BSE has advised the Company to disclose the Identity of ultimate beneficiary of non-promoter allottees (other than individuals), correct relevant date, post % holding of individual allottee, pre & post shareholding pattern, for compliances of chapter VII of SEBI ICDR, 2009 as required under 73(2), as these were left to be disclosed in the previous notice to the shareholders.

The Consent for Ratification of the shareholders is being sought pursuant to the provisions of section 62 and other applicable provisions of the companies Act, 2013, if any, and in terms of the provisions of the Listing Agreements executed by the company with the Stock Exchange in India in which the company's shares are listed. None of the Directors are deemed to be interested in this resolution. The Board recommends the special resolution set out in the notice for approval by the members.

Item No. 3

The members of the Company had in terms of Special Resolutions passed in the Annual General Meeting held on 18th September, 2017, approved the preferential issue 15,00,000 (Fifteen Lakhs) Warrants ("CCW") convertible into 15,00,000 (Fifteen Lakhs) Equity Shares having the face value of Rs. 10/- (Rupees Ten) each, for cash consideration, at a price of Rs.10/- per CCW on Preferential Allotment basis to KDA Corporate Advisors LLP.

Subsequently, the Company made application to the BSE Limited (BSE) for seeking its in-principle approval for the issue of Warrants on Preferential Allotment basis to KDA Corporate Advisors LLP.

BSE has given its in-principle approval by its letter no. DCS/PREF/AC/PRE/2282/2017-18 dated 17th October, 2017 for afore-mentioned issue of Warrants. In terms of the said letter, BSE has advised the Company to disclose correct relevant date, post % holding of allottee, pre & post shareholding pattern, for compliances of chapter VII of SEBI ICDR, 2009 as required under 73(2), as these were left to be disclosed in the previous notice to the shareholders.

The Consent for Ratification of the shareholders is being sought pursuant to the provisions of section 62 and other applicable provisions of the companies Act, 2013, if any, and in terms of the provisions of the Listing Agreements executed by the company with the Stock Exchange in India in which the company's shares are listed. None of the Directors are deemed to be interested in this resolution. The Board recommends the special resolution set out in the notice for approval by the members

For and on behalf of the Board

Place: Mohali
Date: November 30, 2017
Regd. Office:
E-217, Industrial Area,
Phase 8 B, Mohali (Pb.)-160071

Sd/-
(R. C. Mahajan)
Managing Director
DIN : 00038661

S. R. INDUSTRIES LIMITED

(CIN: L29246PB1989PLC009531)

Regd. Office: E- 217, Industrial Area, Phase 8B, Mohali, Punjab- 160071

Ph.: 0172- 4602888 E-mail: info@srfootwears.com Website: www.srfootwears.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this Postal Ballot Form)

Serial No.

1. Name & Address of the Sole/ First named Shareholder as registered with the Company :
2. Name(s) of the joint Shareholders if any, registered with the Company :
3. Registered Folio No./DP ID No/ Client ID NO* :
(*Applicable to shareholders holding shares in electronic form)
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the Business stated in the Notice dated November 30, 2017 of the Company by recording my/our assent or dissent or otherwise to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	No of shares for which votes cast	Mark (✓) for voting	
			Assent	Dissent
1.	Alteration of Objects Clause in the Memorandum of Association of the Company: Special Resolution pursuant to provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013 for alteration of Objects Clause/Main Objects of the Memorandum of Association of the company.			
2.	Rectification of errors in item no. 4 of Notice dated 10th August, 2017 calling Annual General Meeting of the Shareholders of the Company on 18th September, 2017 and its ratification by the Shareholders.			
3.	Rectification of errors in item no. 5 of Notice dated 10th August, 2017 calling Annual General Meeting of the Shareholders of the Company on 18th September, 2017 and its ratification by the Shareholders.			

Place :

Date :

Signature of the Shareholder(s))

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

- Note:
1. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.
 2. Last date for receipt of this Postal Ballot Form is Tuesday, January 16, 2018 until 1700 hours (IST).

INSTRUCTIONS

GENERAL INFORMATION

- a) Members can opt for only one mode of voting i.e. either by physical Postal Ballot Form ("Postal Ballot Form") or through e-voting. In case you are opting for voting by Postal Ballot Form, then please do not cast your vote by e-voting and vice-versa. In case Members cast their 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.
- b) Voting rights in the Postal Ballot (including e-voting) cannot be exercised by Proxy.

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT FORM

- a) There will be one Postal Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members desiring to cast their vote by Postal Ballot Form should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Ramesh Bhatia at SCO 154-155, First Floor, Sector 17C, Chandigarh, in the enclosed postage-prepaid self-addressed business reply envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
- c) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named member and in his absence by the next member.
- d) In respect of shares held by corporate and institutional shareholders (companies, societies, trusts etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e) The signature of the member on this Postal Ballot Form should appear as per the specimen signature furnished by National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- f) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 1700 hours (IST) on Monday, January 16, 2018. Postal Ballot Forms received after this date will be considered invalid.
- g) Postal Ballot Forms which are incomplete, unsigned, defaced, mutilated or incorrectly tick marked or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- h) A member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write/email to the Company(info@srfootwears.com) or S. R. Industries Limited, E-217, Industrial Area, Phase 8B, Mohali, Punjab – 160071.
- i) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for members opting for voting by postal ballot" above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The Company is providing e-voting facility for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. For the procedure to be followed for e-voting, kindly refer to Note No. 15 of the Postal Ballot Notice dated November 30, 2017.