



SIFL/SECT/SP/21-22/54

July 19, 2021

The Secretary

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

Fax: 022-2272 2037/2039/2041/3121

BSE Scrip Code: 523756

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot no. C/1, G Block

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400 051

Fax: 022-2659 8237/38; 2659 8347/48

NSE Symbol: SREINFRA

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report of the Company on Corporate Governance for the Quarter ended on June 30, 2021.

This is for your information and records.

Thanking you.

Yours faithfully,

For **Srei Infrastructure Finance Limited**

Manoj Kumar

Company Secretary

FCS 6698

Encl: as above

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

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Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: SREI INFRASTRUCTURE FINANCE LIMITED

2. Quarter ending: 30TH JUNE, 2021

I. Composition of Board of Directors													
Title (Mr./ Ms.)	Name of the Director	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Initial Date of Appointme nt	Date of Re- appointment	Date of Cessation	Whether Special Resolutio n passed? [Refer Regulatio n 17(1A) of Listing Regulatio ns]	Date of passing Special Resolution	Tenure*	Date of Birth	No. of Directors hip in listed entities including this listed entity (in reference to Regulatio n 17A(1) of Listing Regulatio ns)	No. of Independ ent Directors hip in listed entities including this listed entity (in reference to Regulatio n 17A(1) of Listing Regulatio ns)	No. of membershi ps in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Hemant Kanoria	Chairman– Executive	30.10.1990	01.04.2019	–	–	–	–	05.08.1962	1	–	–	–
Mr.	Sunil Kanoria	Vice Chairman – Non-Executive	05.07.1989	05.07.1989 (as Vice Chairman w.e.f. 20.09.2008)	–	–	–	–	04.05.1965	1	–	–	–
Mr.	Srinivasachari Rajagopal #	Non-Executive & Independent	25.01.2003	27.07.2019	30.06.2021	Yes	21.03.2019	83 months	10.03.1940	–	–	–	–
Mr.	Shyamalendu Chatterjee**	Non-Executive & Independent	29.04.2009	27.07.2019	–	Yes	27.07.2019	83 months	24.12.1946	2	2	Audit Committee - 1 Stakeholder Committee – 2	–

Dr. (Mrs.)	Punita Kumar Sinha	Non-Executive & Independent	20.05.2013	27.07.2019	–	–	–	83 months	13.05.1962	4	4	Audit Committee - 5 Stakeholder Committee – 3	Audit Committee - 1 Stakeholder Committee – 2
Mr.	Ram Krishna Agarwal	Non-Executive & Independent	12.05.2016	21.07.2018	–	–	–	35 months	28.08.1952	2	2	Audit Committee - 4 Stakeholder Committee – 2	Audit Committee – 3 Stakeholder Committee – 1
Mr.	Malay Mukherjee	Non-Executive & Independent	26.10.2017	21.07.2018	–	–	–	35 months	26.07.1955	3	3	Audit Committee – 2 Stakeholder Committee – 2	Audit Committee – 1
Dr. (Mrs.)	Tamali Sengupta***	Non-Executive & Independent	04.02.2019	27.07.2019	–	–	–	50 months	27.09.1962	2	2	Audit Committee – 3 Stakeholder Committee – 1	Audit Committee – 1
Dr. (Mrs.)	Deepali Pant Rajeev Joshi ##	Non-Executive & Independent	30.06.2021	–	–	–	–	-	12.12.1957	2	2	–	–

Whether regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – No

*PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive / non-executive/independent / Nominee if a director fits into more than one category write all categories separating them with hyphen.

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**Mr. Shyamalendu Chatterjee will attain 75 years of age in December 2021, therefore, to continue his directorship beyond the age of 75 years; Special Resolution has been passed by the shareholders of the Company at 34th Annual General Meeting of the Company held on July 27, 2019.

***Dr. (Mrs.) Tamali Sengupta had earlier been associated with the Company as an Independent Director during the period from August 01, 2015 till October 26, 2017. Her tenure comprises of her first term of appointment with the Board from August 01, 2015 till October 26, 2017 and her second term of appointment with effect from July 27, 2019.

Mr. Srinivasachari Rajagopal stepped down from the position of Independent Director of the Company with effect from close of business hours of June 30, 2021.

Dr. (Mrs.) Deepali Pant Rajeev Joshi has been appointed as an Additional Director (Category – Independent Director) w.e.f. June 30, 2021. Dr. (Mrs.) Deepali Pant Rajeev Joshi has also been appointed as an Independent Director for a period of 5 (five) consecutive years, subject to approval of the Members at the ensuing 36th Annual General Meeting (AGM) of the Company.

II. Composition of Committees					
Name of Committee ^s	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&}	Date of Appointment	Date of Cessation
1. Audit Committee	As per Annexure A				
2. Nomination & Remuneration Committee					
3. Stakeholders Relationship Committee					
4. Corporate Social Responsibility Committee					
5. Risk Management Committee (if applicable)	N.A to the Company since the same is applicable to top 1,000 listed entities pursuant to Regulation 21(5) of SEBI (LODR) Regulations, 2015				
^{&} Category of directors means executive/non-executive/independent/Nominee if a director fits into more than one category write all categories separating them with hyphen					
^s Apart from the above, there are other Committees which include Risk Committee, Credit and Investment Committee, Asset Liability Management Committee, Committee of Directors, Business Responsibility Committee, IT Strategy Committee and Governance Committee.					

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
07.01.2021	01.04.2021	Yes	7	6	46
	23.04.2021	Yes	8	6	21
13.02.2021	21.05.2021	Yes	8	6	27
	07.06.2021	Yes	8	6	16
	30.06.2021	Yes	9	7	22

**to be filled in only for the current quarter meetings*

Note: During the quarter, 2 (two) resolution were approved through circulation by the Board of Directors of the Company on May 18, 2021 and May 26, 2021.

IV. Meetings of Committees ^{\$}					
Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
30.06.2021	Yes – All Members were present	3	3	13.02.2021	136

Note: During the quarter, 1 (one) resolution was approved through circulation by the Audit Committee of the Company on May 26, 2021.

Nomination & Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
01.04.2021	Yes – All Members were present	3	3	-	-
13.05.2021	Yes – All Members were present	3	3		
30.06.2021	Yes – All Members were present	3	3		

Note: During the quarter, 1 (one) resolution was approved through circulation by the Nomination & Remuneration Committee of the Company on May 25, 2021.

Stakeholders Relationship Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
13.05.2021	Yes – All Members were present	3	3	18.01.2021	-

Note: During the quarter, 2 (two) resolutions were approved through circulation by the Stakeholders Relationship Committee of the Company on June 08, 2021 and June 24, 2021.

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

^{\$}Apart from the above, there are other Committees which include Risk Committee, Corporate Social Responsibility Committee, Credit and Investment Committee, Asset Liability Management Committee, Committee of Directors, Business Responsibility Committee, IT Strategy Committee and Governance Committee.

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{refer note below}</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A
Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee - Yes b. Nomination & remuneration committee - Yes c. Stakeholders relationship committee - Yes d. Risk management committee (applicable to the top 1,000 listed entities) - N.A. 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes 6. Any comments/observations/advice of Board of Directors may be mentioned here.
Manoj Kumar Company Secretary FCS 6698

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given

Annexure A

COMPOSITION OF COMMITTEES							
Sl. No.	Name of the Committee	Whether Regular chairperson appointed	Name of the Committee members	Category(Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Chairperson / Membership	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mr. Malay Mukherjee	Non-Executive & Independent	Chairman	04.02.2019	-
			Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member	22.05.2006	23.04.2021
			Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member	20.06.2003	30.06.2021
			Mr. Ram Krishna Agarwal	Non-Executive & Independent	Member	05.09.2018	-
			Dr. (Mrs.) Tamali Sengupta	Non-Executive & Independent	Member	30.06.2021	-
2	Nomination and Remuneration Committee	Yes	Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Chairman	26.10.2017	30.06.2021
			Mr. Malay Mukherjee	Non-Executive & Independent	Chairman*	14.11.2019	-
			Dr. (Mrs.) Punita Kumar Sinha	Non-Executive & Independent	Member	01.08.2020	-
			Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Member	30.06.2021	-
3	Stakeholders Relationship Committee	Yes	Mr. Ram Krishna Agarwal	Non-Executive & Independent	Chairman	01.08.2020	-
			Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member	21.03.2021	30.06.2021
			Mr. Malay Mukherjee	Non-Executive & Independent	Member	01.08.2020	-
			Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Member	30.06.2021	-
4	Corporate Social Responsibility Committee	Yes	Mr. Hemant Kanoria	Chairman – Executive	Chairman	23.05.2014	23.04.2021
			Mr. Ram Krishna Agarwal	Non-Executive & Independent	Chairman#	01.08.2020	-
			Dr. (Mrs.) Punita Kumar Sinha	Non-Executive & Independent	Member	01.08.2020	-
			Dr. (Mrs.) Tamali Sengupta	Non-Executive & Independent	Member	23.04.2021	-

* Mr. Malay Mukherjee has been designated as the Chairman of the Nomination and Remuneration Committee of the Company w.e.f. 30.06.2021.

#Mr. Ram Krishna Agarwal has been designated as the Chairman of the Corporate Social Responsibility Committee of the Company w.e.f. 23.04.2021.

Note: 1. The Company Secretary of the Company is the Secretary to the above Committees. However, he is not a member.