



SIFL/SECT/KS/18-19/08

April 13, 2018

The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata - 700 001
Fax: 033-2210 4500/4491; 2230 3020
CSE Scrip Code: 29051

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 and Financial Year ended on 31st March, 2018.

This is for your information and record.

Thanking you.

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

Sandeep Lakhota
Company Secretary
FCS 7671

Encl: as above

cc : The Secretary

- 1. BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Fax: 022-2272 2037/2039/2041/3121
BSE Scrip Code: 523756
- 2. National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Fax: 022-2659 8237/38; 2659 8347/48
NSE Symbol: SREINFRA

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

Registered Office : 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 22850112-15, 61607734 Fax: +91 33 2285 8501/7542

Email: corporate@srei.com Website: www.srei.com

Quarterly Compliance Report on Corporate Governance

1.Name of Listed Entity: SREI INFRASTRUCTURE FINANCE LIMITED

2.Quarter ending: 31ST MARCH, 2018

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directors hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) #	Number of memberships 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	00193015	Chairman & Managing Director – Executive	01.04.2015	–	3	Stakeholder Committee - 3	Stakeholder Committee - 1
Mr.	Sunil Kanoria	00421564	Vice Chairman – Non-Executive	05.07.1989 (as Vice Chairman w.e.f. 20.09.2008)	–	4	Audit Committee - 3 Stakeholder Committee - 2	-
Mr.	Srinivasachari Rajagopal	00022609	Non-Executive & Independent	02.08.2014	5 years	2	Audit Committee - 6	Audit Committee - 3
Mr.	Shyamalendu Chatterjee	00048249	Non-Executive & Independent	02.08.2014	5 years	2	Audit Committee - 3 Stakeholder Committee - 2	Audit Committee - 3 Stakeholder Committee - 2
Dr.	Punita Kumar Sinha	05229262	Non-Executive & Independent	02.08.2014	5 years	6	Audit Committee - 4 Stakeholder Committee – 4	Audit Committee – 1 Stakeholder Committee - 1
Mr.	Ram Krishna Agarwal	00416964	Non - Executive	12.05.2016	-	3	Audit Committee - 6 Stakeholder Committee - 2	Audit Committee - 3

Title (Mr./Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson) /Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) #	Number of memberships 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.	Malay Mukherjee**	02272425	Additional (Category - Independent)	26.10.2017	-	2	-	-

[§]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.

#Listed entities have been identified from the confirmations / declarations received from the respective Directors and Corporate Identification Number (CIN) as available on the Ministry of Corporate Affairs' (MCA) website for companies.

** Mr. Malay Mukherjee has been appointed as an Additional Director (Category - Independent Director) w.e.f. 26th October, 2017.

II. Composition of Committees		
Name of Committee [§]	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) ^{&}
1. Audit Committee		As per Annexure A
2. Nomination & Remuneration Committee		
3. Stakeholders Relationship Committee		
4. Risk Management Committee (if applicable)	N.A to the Company since the same is applicable to top 100 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

[§]Apart from the above, there are other Committees which include Risk Committee, Corporate Social Responsibility Committee, Investment Committee, Credit Committee, Asset Liability Management Committee, Committee of Directors and Business Responsibility 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	Maximum gap between any two consecutive meetings (in number of days)
26.10.2017	17.01.2018	82

IV. Meeting of Committees[§]			
Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
17.01.2018	Yes - All Members were present	26.10.2017	82

IV. Meeting of Committees[§] (contd.)			
Nomination & Remuneration Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
17.01.2018	Yes - All Members were present	25.10.2017	-

Stakeholders Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
17.01.2018	Yes – All members were present	16.10.2017	-

*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, Investment Committee, Credit Committee, Asset Liability Management Committee, Committee of Directors and Business Responsibility 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	N.A

omnibus approval have been reviewed by Audit Committee	
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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 100 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.

Sandeep Lakhotia
Company Secretary
FCS 7671

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	Name of the Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)	Chairperson / Membership
1	Audit Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman
		Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member
		Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member
2	Nomination and Remuneration Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman
		Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member
		Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member
3	Stakeholders Relationship Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman
		Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member
		Mr. Hemant Kanoria	Chairman & Managing Director – Executive	Member

Note:

1. The Company Secretary of the Company is the Secretary to the above Committees.

**Compliance Report on Corporate Governance
for the Financial Year ended on 31st March, 2018**

I. Disclosure on website in terms of Listing Regulations

<i>Item</i>	<i>Compliance status</i> (Yes/No/NA) <small>refer note below</small>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their Associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i> (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

II. Annual Affirmations (Contd.)

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i> <small>(Yes/No/NA) refer note below</small>
Approval for material Related Party Transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**

Sandeep Lakhotia
Company Secretary
FCS 7671