



SIFL/SECT/EA/16-17/170

October 12, 2016

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 Half-Year ended on September 30, 2016.

This is for your information and records.

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: 30TH SEPTEMBER, 2016

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN ^b & 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 - 2	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	Audit Committee - 1
Mr.	Salil Kumar Gupta	00651223	Independent	02.08.2014	5 years	1	Audit Committee - 1 Stakeholder Committee - 1	Stakeholder Committee - 1
Mr.	Srinivasachari Rajagopal	00022609	Independent	02.08.2014	5 years	2	Audit Committee - 6	Audit Committee - 2
Mr.	Shyamale ndu Chatterjee	00048249	Independent	02.08.2014	5 years	2	Audit Committee - 3 Stakeholder Committee - 1	Audit Committee - 2 Stakeholders Committee - 1

Title (Mr./ Ms.)	Name of the Director	PAN ³ & DIN	Category (Chairperson) /Executive/ Non-Executive/ Independent/ Nominee) ⁴	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)
Dr.	Punita Kumar Sinha	05229262	Independent	02.08.2014	5 years	6	Audit Committee - 4 Stakeholder Committee - 2	Audit Committee - 1 Stakeholder Committee - 1
Dr.	Tamali Sengupta	00358658	Independent	01.08.2015	5 years	2	Audit Committee - 1	Audit Committee - 1
Mr.	Ranganathan Tirumalai Cunnavaikum Anandan pillai	03091352	Independent	01.08.2015	5 years	1	Audit Committee - 1	None
Mr.	Ram Krishna Agarwal	00416964	Non - Executive	12.05.2016	-	2	Audit Committee - 5	None

³PAN number of any director would not be displayed on the website of Stock Exchange
⁴Category 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 Corporate Identification Number (CIN) as available on the Ministry of Corporate Affairs' (MCA) website for companies other than Srei Group companies.

II. Composition of Committees		
Name of Committee ⁵	Name of Committee Members	Category (Chairperson/Executive/Non Executive/independent/Nominee) ⁶
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
⁶ 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 ⁵ 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)
12.05.2016	06.08.2016	85

IV. Meeting of Committees⁵			
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*
06.08.2016	Yes - On 06.08.2016 3 Members out of 4 Members were present	12.05.2016	85

IV. Meeting of Committees⁵ (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*
-	-	12.05.2016	-
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*
01.07.2016 & 06.08.2016	Yes – On 01.07.2016 all members were present Yes – On 06.08.2016 2 Members out of 3 Members were present	04.04.2016 & 12.05.2016	-
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
⁵ 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/N.A)¹refer 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 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)
1	Audit Committee	Mr. Shyamalendu Chatterjee	Chairman – Independent
		Mr. Salil K. Gupta	Independent
		Mr. Sunil Kanoria	Non - Executive
		Mr. S. Rajagopal	Independent
2	Nomination and Remuneration Committee	Mr. Salil K. Gupta	Chairman – Independent
		Mr. Sunil Kanoria	Non - Executive
		Mr. Shyamalendu Chatterjee	Independent
3	Stakeholders Relationship Committee	Mr. Salil K. Gupta	Chairman - Independent
		Mr. Sunil Kanoria	Non - Executive
		Mr. Hemant Kanoria	Executive

Note: The Company Secretary of the Company is the Secretary to the above committees.

**Quarterly Compliance Report on Corporate Governance for the Half Year ended on 30th
September, 2016**

I. Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes*
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No**
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No**
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here. **Mr. Salil K. Gupta, Chairman of the Audit Committee & Nomination & Remuneration Committee of the Company was unable to attend the Annual General Meeting held on August 06, 2016 due to his ill health. Hence, he had authorized a Member of the said Committees to attend the meeting on his behalf and to provide clarifications and answer queries, if any.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here. *Business Responsibility Report (BRR) was not applicable to the Company for the Financial Year 2015-16. Hence, the same is not a part of the Annual Report of the Company for the Financial Year 2015-16. BRR has become applicable to the Company w.e.f. 01.04.2016 vide SEBI (LODR) Amendment Regulations, 2015 & hence shall be published with the Annual Report of the Company for the Financial Year 2016-17.</p>		
<p>Sandeep Lakhotia Company Secretary FCS 7671</p>		