

**Quarterly Compliance Report on Corporate Governance**  
**under Clause 49 of the Listing Agreement**

**Name of the Company** : **SREI INFRASTRUCTURE FINANCE LIMITED**

**Quarter ending on** : **30TH JUNE, 2013**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>49 (I)</b>		
(A) Composition of Board	49 (IA)	Yes	Composition of Srei's Board complies with this Clause. Further, the status of directorship of Mr. Saud Ibne Siddique has changed from being a Executive Director (Joint Managing Director) to a Non-Executive Director w.e.f. May 01, 2013 in accordance with Clause 49I(A)(iii). Consequently, the Board now comprises of 2 Non-Executive Directors, 1 Executive Director (Chairman and Managing Director) and 7 Non-Executive and Independent Directors.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	The Non - Executive Directors do not get any compensation except sitting fees for attending the Board / Board Committee Meetings and annual commission on net profits.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Srei's Board meets atleast 4 times a year and urgent matters are addressed through Circular Resolutions. All the Directors of the Board comply with

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
			Clause C (ii).
(D) Code of Conduct	49 (ID)	Yes	Srei has put in place a Code of Conduct for Directors & Senior Management Personnel and declaration, as necessary, is being made in the Annual Report for the Financial Year 2012-13. The aforesaid Code is also hosted on the website of the Company.
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	Srei has an independent Audit Committee complying with all the requirements.
(B) Meeting of Audit Committee	49 (II B)	Yes	
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of Information by Audit Committee	49 (II E)	Yes	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Yes	The Company does not have any material non-listed Indian subsidiary.
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(A) Basis of related party transactions	49 (IV A)	Yes	Related party transactions are being placed before the Audit Committee.
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	-
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	-
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosures as necessary, are being made in the Corporate Governance Report forming part of Annual Report of the Company for Financial Year 2012-13.

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
(F) Management	49 (IV F)	Yes	Detailed Management Discussion and Analysis Report forms part of the Directors' Report in the Annual Report of the Company for the Financial Year 2012-13.
(G) Shareholders	49 (IV G)	Yes	The requisite information to be provided to the shareholders under Clause 49 (IV G) has been furnished in the Notice of the Annual General Meeting and in the Annual Report of the Company for the Financial Year 2012-13.
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	Certification, as required, has been furnished to the Board of Directors for the Financial Year 2012-13.
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	The 'Report on Corporate Governance' forms part of the Annual Report of the Company for the Financial Year 2012-13.
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	The Certificate from the Statutory Auditors of the Company forms part of the Annual Report of the Company for the Financial Year 2012-13.

Dated: July 04, 2013

Sd/-  
**Sandeep Lakhotia**  
**Company Secretary**