



**SIFL/SECT/KK/14-15/53**

July 08, 2014

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 Clause 49 of the Listing Agreement, please find enclosed herewith the quarterly Compliance Report of the Company on Corporate Governance for the Quarter ended on 30th June, 2014.

This is for your information and record.

Thanking you.

Yours faithfully,  
For Srei Infrastructure Finance Limited

**Sandeep Lakhotia**  
**Company Secretary**

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**

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

(CIN) : L29219WB1985PLC055352



**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, 2014

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. The Board comprises of 2 Non-Executive Directors, 1 Executive Director (Chairman and Managing Director) and 6 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 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, has been made in the Annual Report for the Financial

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# SREI

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
			Year 2013-14. 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	Utilisation of proceeds from public issue was placed before the Audit Committee, when such issues were made.
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosures as necessary has been made in the Corporate Governance Report forming part of Annual Report of the Company for Financial Year 2013-14.
(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

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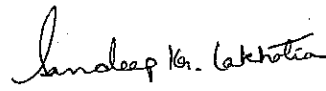
(CIN) : L29219WB1985PLC055352





Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
(G) Shareholders	49 (IV G)	Yes	Financial Year 2013-14. 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 2013-14.
<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 2013-14.
<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 2013-14.
<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 2013-14.

Dated: July 08, 2014

Signature :   
Name : **Sandeep Lakhota**  
Designation : **Company Secretary**

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