



SIFL/SECT/KJ/14-15/291

April 07, 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 31st March, 2014.

This is for your information and record.

Thanking you.

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

Sandeep Lakhota
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

CIN # L29219WB1985PLC055352

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



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

Name of the Company : SREI INFRASTRUCTURE FINANCE LIMITED

Quarter ending on : 31ST MARCH, 2014

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| I. Board of Directors | 49 (I) | | |
| (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 |

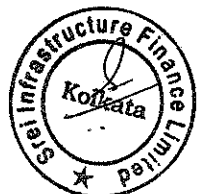
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SREI

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--|
| | | | Year 2012-13. The aforesaid Code is also hosted on the website of the Company. |
| II. Audit Committee | 49 (II) | | |
| (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 | |
| III. Subsidiary Companies | 49 (III) | Yes | The Company does not have any material non-listed Indian subsidiary. |
| IV. Disclosures | 49 (IV) | | |
| (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 | All the disclosure requirements relating to remuneration of Directors have been complied with. |
| (F) Management | 49 (IV F) | Yes | Detailed Management Discussion and Analysis Report forms part of the respective years' Annual Report. |
| (G) Shareholders | 49 (IV G) | Yes | The requisite information to be |

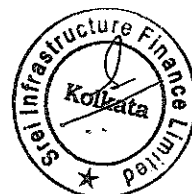
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| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|------------------------------------|-----------------------------|--------------------------|--|
| | | | provided to the shareholders under Clause 49 (IV G) has been furnished in the Notice of the Annual General Meeting and in the Annual Report of the Company for the respective years. |
| V. CEO/CFO Certification | 49 (V) | Yes | - |
| VI. Report on Corporate Governance | 49 (VI) | Yes | - |
| VII. Compliance | 49 (VII) | Yes | - |

Srei Infrastructure Finance Limited

Sandeep K. Lakhota

Dated: April 07, 2014

Signature : _____ **Company Secretary**

Name : **Sandeep Lakhota**

Designation : **Company Secretary**

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