

DR. K. R. CHANDRATRE

FCS, M Com, LL B, Ph D

PRACTISING COMPANY SECRETARY

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SCRUTINIZER'S REPORT

(Voting through Remote E-Voting, Ballot Form and e-voting at the Annual General Meeting venue through tablets/ipads i.e. Instapoll)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 *as amended*]

To,

The Chairman of the 30th (thirtieth) Annual General Meeting (AGM) of the Members of Srei Infrastructure Finance Limited (CIN: L29219WB1985PLC055352), held on Saturday, 1st day of August, 2015 at the Science City Main Auditorium, JBS Haldane Avenue, Kolkata – 700 046 at 10.30 A.M.

Dear Sir,

1. I, Dr. K. R. Chandratre, a Company Secretary in Practice (FCS No. 1370, CP No. 5144), was duly appointed as a Scrutinizer by the Board of Directors of Srei Infrastructure Finance Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote E-Voting, Ballot Form and e-voting at the Annual General Meeting venue through tablets/ipads i.e. Instapoll under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote

E-Voting, Ballot Form and voting at the Annual General Meeting venue through Instapoll for the resolutions proposed in the Notice of 30th Annual General Meeting of the Members of the Company dated May 01, 2015. My responsibility as a Scrutinizer for the process of voting through Remote E-Voting, Ballot Form and e-voting at the Annual General Meeting venue through tablets/ipads i.e. Instapoll is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 30th AGM of the Company, based on the report provided by Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

3. All the duly completed Ballot Forms as received by the Scrutinizer upto the close of business hours on Friday, July 31, 2015 (5.00 P.M. IST), being the last date fixed for receipt of Ballot Forms, were considered for scrutiny.
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting facility was kept open for three days from Wednesday, July 29, 2015 (9.00 A.M. IST) till Friday July 31, 2015 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.
5. The Members holding equity shares as on the "cut-off date" i.e. July 25, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 30th Annual General Meeting.
6. At the end of the voting period on Friday, July 31, 2015 at 5.00 P.M. IST, the voting portal of the service provider was blocked forthwith.
7. The votes cast were unblocked on the 1st day of August, 2015, in the presence of Ms. Sneha Khaitan and Ms. Tanvee Srivastava who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Karvy Computershare Private Limited (Karvy) i.e. <https://evoting.karvy.com> and based on such reports,

234 Members have cast their votes through remote e-voting;

94 Members have cast their votes through Ballot Form.

104 Members have cast their votes through Instapoll at the AGM venue and

The brief analysis of the results of the voting through Remote E-Voting, Ballot Form and e-voting at the Annual General Meeting venue through tablets/ipads i.e. Instapoll are as under:

Item No. 1 - Ordinary Resolution :

Adoption of –

- a. The Standalone Financial Statement of the Company for the year ended March 31, 2015, and the report of the Directors and Auditors thereon.
- b. The Consolidated Financial Statement of the Company for the year ended March 31, 2015, and the report of the Auditors thereon.

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	233	444666009	94	20393	103	17174	430	444703576	99.9999
Dissent	1	360	0	0	0	0	1	360	0.0001
Total	234	444666369	94	20393	103	17174	431	444703936	100.0000
Abstain / Invalid	0	0	0	0	8	299010880	--	--	--

Item No. 2 - Ordinary Resolution :

Declaration of Dividend for the financial year ended March 31, 2015

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	232	444654854	93	20153	103	17174	428	444692181	99.9999
Dissent	1	10	1	50	0	0	2	60	0.0000
Total	233	444654864	94	20203	103	17174	430	444692241	100.0000
Abstain / Invalid	1	11505	0	0	8	299010880	--	--	--

Item No. 3 - Ordinary Resolution :

Appointment of a Director in place of Mr. Sunil Kanoria (holding DIN 00421564), who retires by rotation and being eligible, seeks re-appointment.

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	227	441116816	94	20203	102	17049	423	441154068	99.2018
Dissent	7	3549553	0	0	1	125	8	3549678	0.7982
Total	234	444666369	94	20203	103	17174	431	444703746	100.0000
Abstain / Invalid	0	0	0	0	8	299010880	--	--	--

Item No. 4 - Ordinary Resolution :

Re-appointment of Haribhakti & Co. LLP as Statutory Auditors.

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	229	442462755	94	20203	102	17173	425	442500131	99.5047
Dissent	4	2202614	0	0	1	1	5	2202615	0.4953
Total	233	444665369	94	20203	103	17174	430	444702746	100.0000
Abstain / Invalid	1	1000	0	0	8	299010880	--	--	--

Item No. 5 - Ordinary Resolution :

Re-Appointment of Mr. Hemant Kanoria (holding DIN 00193015) as the Chairman & Managing Director (CMD).

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	230	442463755	93	20153	102	17169	425	442501077	99.5047
Dissent	4	2202614	1	50	1	5	6	2202669	0.4953
Total	234	444666369	94	20203	103	17174	431	444703746	100.0000
Abstain / Invalid	0	0	0	0	8	299010880	--	--	--

Item No. 6 - Ordinary Resolution :

Appointment of Dr. Tamali Sengupta (holding DIN 00358658) as an Independent Director.

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	231	444665994	94	20178	103	17174	428	444703346	99.9999
Dissent	2	370	0	0	0	0	2	370	0.0001
Total	233	444666364	94	20178	103	17174	430	444703716	100.0000
Abstain / Invalid	1	5	0	0	8	299010880	--	--	--

Item No. 7 - Ordinary Resolution :

Appointment of Mr. T. C. A. Ranganathan (holding DIN 03091352) as an Independent Director.

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	231	444665994	93	20153	103	16674	427	444702821	99.9998
Dissent	2	370	1	25	1	500	4	895	0.0002
Total	233	444666364	94	20178	104	17174	431	444703716	100.0000
Abstain / Invalid	1	5	0	0	8	299010880	--	--	--

Item No. 8 - Special Resolution :

Approval of Related Party Transactions with Sahaj e-Village Limited.

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	188	91886638	94	20178	103	17174	385	91923990	91.2762
Dissent	39	8785762	0	0	0	0	39	8785762	8.7238
Total	227	100672400	94	20178	103	17174	424	100709752	100.0000
Abstain / Invalid	7	343993969	0	0	8	299010880	--	--	--

Item No. 9 - Special Resolution :

Issuance of Non - Convertible Debt Securities (NCDs) upto Rs. 10,000 Crores on private placement basis.

Particulars	No. of votes contained in								Percentage (%)
	Remote E-Voting		Ballot Form		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Assent	229	444426736	94	20178	103	17174	426	444464088	99.9461
Dissent	5	239633	0	0	0	0	5	239633	0.0539
Total	234	444666369	94	20178	103	17174	431	444703721	100.0000
Abstain / Invalid	0	0	0	0	8	299010880	--	--	--

9. Based on the foregoing, the resolution no.(s) 1 to 9 shall be deemed to have been passed with the requisite majority.

10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours sincerely


Dr. K. R. Chandratte

Practicing Company Secretary

C.P. No: 5144

August 03, 2015



Countersigned by:

For Srei Infrastructure Finance Limited



Salil K. Gupta

Chief Mentor & Director

DIN: 00651223