

SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **Srei Infrastructure Finance Limited**, a company incorporated under the Companies Act, 1956 having its registered office at "Vishwakarma", 86 C, Topsis Main Road (South), Kolkata- 700046 (hereinafter referred to as the "Company") on E-voting conducted on matters as set forth in the notice dated May 23, 2014 for 29th Annual General Meeting of the Company to be held on August 2, 2014.

Dear Sir,

1. In terms of Clause 35 B of the Listing Agreement and provisions of section 108 of the Companies Act, 2013 read with rule 20 (ix) of the Companies (Management and Administration) Rules, 2014 I was appointed the Scrutinizer on May 23, 2014 to the E-voting process provided for matters as set forth in the notice dated May 23, 2014.
2. On the basis of the Register of Members and the List of Beneficiary owners made available by the Depositories viz. National Securities Depositories Limited (NSDL) and Central Securities Depositories Limited (CDSL) as on June 20, 2014, the cutoff date for E-voting, the Company completed the dispatch of the notice of E-voting:
 - By e- mail to 30,512 members on July 05, 2014.
 - By Speed Post to 5,612 members on July 9, 2014, by registered post to 19,781 members on July 9, 2014 and to 147 members (whose e-mails bounced back) on July 15, 2014.
3. In terms of the said notice the E-voting was open between July 23, 2014 (9.00 a.m.) to July 25, 2014 (6.00 p.m) and members were required to cast their votes electronically conveying their assent/dissent in respect of the Ordinary/ Special Resolutions on E-voting platform provided by the NSDL.
4. As required by the Rules, I unblocked the E-votes at 6.10 p.m. on E-voting platform provided by the NSDL after the completion of the E-voting process on 25th July 2014 at 6 p.m. in presence of two witnesses Mr.Pankaj Kumar Agrawal and Ms.Anita Prasad.
5. Based on the results made available to me by National Securities Depositories Limited (NSDL), I have annexed to the Report the results for each of the 17 resolutions as set forth in the said notice.



A handwritten signature in blue ink, appearing to be "K.R.", located at the bottom left of the page.

6. The result of the E – voting is as under:

Assent/ Dissent	Number of members who voted through E-voting system	Number of e- votes cast by Them	% of total number of valid votes cast	Remarks
Item No. 1. As Ordinary Resolution: Adoption of Statement of Profit & Loss, Balance Sheet, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.				
(i) Voted in favour of the resolution	188	444451827	100.00	Passed with requisite Majority
(ii) Voted against the resolution	2	11	0.00	
Total	190	444451838	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 2.As Ordinary Resolution: Declaration of Final Dividend for the financial year ended March 31, 2014.				
(i) Voted in favour of the resolution	188	444,452,326	100.00	Passed with requisite Majority
(ii) Voted against the resolution	3	12	0.00	
Total	191	444,452,338	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 3. As 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.				
				Passed with requisite Majority
(i) Voted in favour of the resolution	167	437591388	98.46	
(ii) Voted against the resolution	20	6859938	1.54	
Total	187	444451326	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 4. As Ordinary Resolution: Re-appointment of Haribhakti & Co. as Auditors.				
				Passed with requisite Majority
(i) Voted in favour of the resolution	182	441892943	99.97	
(ii) Voted against the resolution	7	127741	0.03	
Total	189	442020684	100.00	
(iii) Invalid votes:	Nil	Nil		



Assent/ Dissent	Number of members who voted through E-voting system	Number of e- votes cast by Them	% of total number of valid votes cast	Remarks
Item No 5.As Special Resolution: Alteration of Articles of Association				
(i) Voted in favour of the resolution	176	441033488	99.87	Passed with requisite Majority
(ii) Voted against the resolution	9	577277	0.13	
Total	185	441610765	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 6. As Special Resolution. Appointment of Mr. Salil Kumar Gupta (holding DIN 00651223) as an Independent Director.				
(i) Voted in favour of the resolution	171	439015570	98.78	Passed with requisite Majority
(ii) Voted against the resolution	20	5436768	1.22	
Total	191	444452338	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 7. As Special Resolution : Appointment of Mr. Shyamalendu Chatterjee (holding DIN 00048249) as an Independent Director				
(i) Voted in favour of the resolution	188	444451967	100.00	Passed with requisite Majority
(ii) Voted against the resolution	3	371	0.00	
Total	191	444452338	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 8. As Special Resolution Appointment of Mr. Sujitendra Krishna Deb (holding DIN 03524764) as an Independent Director				
(i) Voted in favour of the resolution	183	444051940	99.91	Passed with requisite Majority
(ii) Voted against the resolution	7	400373	0.09	
Total	190	444452313	100.00	
(iii) Invalid votes:	Nil	Nil		
Assent/ Dissent	Number of members who	Number of e- votes cast by	% of total number of	Remarks

FCS No. 1370
CP No. 5144



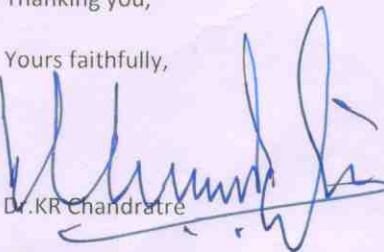
	voted through E-voting system	them	valid votes cast		
Item No 9. As Special Resolution: Appointment of Mr. SrinivasachariRajagopal (holding DIN 00022609) as an Independent Director.					
(i) Voted in favour of the resolution	170	441554752	99.35	Passed with requisite Majority	
(ii) Voted against the resolution	19	2897186	0.65		
Total	189	444451938	100.00		
(iii) Invalid votes:	Nil		Nil		
Item No 10. As Special Resolution : Appointment of Dr. Satish Chandra Jha (holding DIN 00247427) as an Independent Director					
(i) Voted in favour of the resolution	184	444068466	99.92	Passed with requisite Majority	
(ii) Voted against the resolution	6	370372	0.08		
Total	190	444438838	100.00		
(iii) Invalid votes:	Nil		Nil		
Item No 11. As Special Resolution : Appointment of Dr. Punita Kumar Sinha (holding DIN 05229262) as an Independent Director					
(i) Voted in favour of the resolution	182	444258365	99.96	Passed with requisite Majority	
(ii) Voted against the resolution	6	182372	0.04		
Total	188	444440737	100.00		
(iii) Invalid votes:	Nil		Nil		
Item No 12. As Special Resolution: Keeping of the Register of Members etc. at the office in India of Registrars & Share Transfer Agents.					
(i) Voted in favour of the resolution	187	444051768	100.00	Passed with requisite Majority	
(ii) Voted against the resolution	2	370	0.00		
Total	189	444052138	100.00		
(iii) Invalid votes:	Nil		Nil		
Item No 13. As Special Resolution: Authority to the Board to borrow upto Rs.25, 000 Crores.					
(i) Voted in favour of the resolution	179	443729887	99.84	Passed with requisite Majority	
(ii) Voted against the resolution	12	722451	0.16		
Total	191	444452338	100.00		
(iii) Invalid votes:	Nil		Nil		
Assent/ Dissent	Number	of	Number of e-	% of total	Remarks



	members who voted through E-voting system	votes cast by Them	number of valid votes cast	
Item No 14. As Special Resolution: Authority to mortgage and/or create charge.				
(i) Voted in favour of the resolution	182	444146207	99.93	Passed with requisite Majority
(ii) Voted against the resolution	8	305951	0.07	
Total	190	444452158	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 15. As Special Resolution : : Payment of Commission to Non Executive Directors.				
(i) Voted in favour of the resolution	167	443048012	99.69	Passed with requisite Majority
(ii) Voted against the resolution	22	1389926	0.31	
Total	189	444437938	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 16. As Special Resolution: Issuance of Non Convertible Debt Securities upto Rs.10,000Crores on private placement basis.				
(i) Voted in favour of the resolution	179	443534534	99.79	Passed with requisite Majority
(ii) Voted against the resolution	11	917604	0.21	
Total	190	444452138	100.00	
(iii) Invalid votes:	Nil	Nil		
Item No 17. As Special Resolution: Authority to invest/acquire securities etc. upto Rs.7,500Crores.				
(i) Voted in favour of the resolution	163	439526670	98.89	Passed with requisite Majority
(ii) Voted against the resolution	28	4925668	1.11	
Total	191	444452338	100.00	
(iii) Invalid votes:	Nil	Nil		

Thanking you,

Yours faithfully,


Dr. KR Chandratre

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DATE: 31 July 2014
PLACE: Pune