



SIFL/SECT/RS/23-24/101

October 20, 2023

The Secretary

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

Fax: 022-2272 2037/2039/2041/3121

BSE Scrip Code: 523756

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

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report of the Company on Corporate Governance for the Quarter ended on September 30, 2023.

This is for your information and records.

Thanking you.

Yours faithfully,

For **Srei Infrastructure Finance Limited**

Manoj Kumar

Company Secretary & Chief Financial Officer

FCS 6698

Encl: as above

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

Registered Office: 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700046

Tel.: +91.33.22850112-15, 61607734, Fax: +91.33.2285 7542/8501

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Quarterly Compliance Report on Corporate Governance

1.Name of Listed Entity: SREI INFRASTRUCTURE FINANCE LIMITED

2.Quarter ending:30TH SEPTEMBER, 2023

I. Composition of Board of Directors														
Title (Mr./Ms.)	Name of the Director [@]	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Whether Special Resolution passed? [Refer Regulation 17(1A) of Listing Regulations]	Date of passing Special Resolution	Tenure*	Date of Birth	No. of Directors in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directors in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
N.A.	N.A.	N.A.@	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Whether regular Chairperson appointed – N.A.														
Whether Chairperson is related to Managing Director or CEO – N.A.														
<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p> <p><i>@The Reserve Bank of India (RBI) in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India (RBI) Act, 1934, had issued Press Release on October 04, 2021 w.r.t. the supersession of the Board of Directors of the Company and had appointed Shri Rajneesh Sharma as its Administrator under Section 45-IE (2) of the RBI Act, 1934 with immediate effect. Further, pursuant to the Order dated October 08, 2021 of the National Company Law Tribunal, Kolkata Bench (“NCLT”), corporate insolvency resolution process (“CIRP”) had been initiated against the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“Code”). The Administrator carried out his functions as contemplated by sections 15,17,18,19 and 20 of the Code.</i></p> <p><i>Further, the Hon’ble NCLT vide its Order dated August 11, 2023 approved the Resolution Plan submitted by National Asset Reconstruction Company Limited (NARCL) with respect to the Corporate Insolvency Resolution Process of the Companies under section 31 of the Code. Since then the affairs of the Company are being managed by the implementation and monitoring committee(IMC) and the Administrator is acting as a member of the Committee.</i></p>														

II. Composition of Committees					
Name of Committee ^{s@}	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&}	Date of Appointment	Date of Cessation
1.Audit Committee					
2.Nomination & Remuneration Committee					
3.Stakeholders Relationship Committee					
4. Corporate Social Responsibility Committee					
5. Risk Management Committee (if applicable)					
NA					
N.A to the Company since the same is applicable to top 1,000 listed entities pursuant to Regulation 21(5) of SEBI (LODR) Regulations, 2015					
<p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p>^sApart from the above, there were other Committees which included Risk Committee, Credit and Investment Committee, Asset Liability Management Committee, Committee of Directors, Business Responsibility Committee, IT Strategy Committee and Governance Committee till 03.10.2021.</p> <p>[@]The Reserve Bank of India (RBI) in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India (RBI) Act, 1934, had issued a Press Release on October 04, 2021 w.r.t. the supersession of the Board of Directors of the Company and had appointed Shri Rajneesh Sharma as its Administrator under Section 45-IE (2) of the RBI Act, 1934 with immediate effect, hence all the above mentioned Committees, comprising of the directors of the Company ceased to exist from the same date.</p> <p>Further, the Hon'ble NCLT vide its Order dated August 11, 2023 approved the Resolution Plan submitted by National Asset Reconstruction Company Limited (NARCL) with respect to the Corporate Insolvency Resolution Process of the Companies under section 31 of the Code. Since then the affairs of the Company are being managed by the implementation and monitoring committee(IMC) and the Administrator is acting as a member of the Committee.</p>					

III. Meeting of Board of Directors@					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**to be filled in only for the current quarter meetings*

[@]The Reserve Bank of India (RBI) in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India (RBI) Act, 1934, had issued a Press Release on October 04, 2021 w.r.t. the supersession of the Board of Directors of the Company and had appointed Shri Rajneesh Sharma as its Administrator under Section 45-IE (2) of the RBI Act, 1934 with immediate effect, hence the Board of Directors of the Company stands superseded from the same date. Also, pursuant to the Order dated October 08, 2021 of the National Company Law Tribunal, Kolkata Bench ("NCLT"), corporate insolvency resolution process ("CIRP") had been initiated against the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016.

Further, the Hon'ble NCLT vide its Order dated August 11, 2023 approved the Resolution Plan submitted by National Asset Reconstruction Company Limited (NARCL) with respect to the Corporate Insolvency Resolution Process of the Companies under section 31 of the Code. Since then the affairs of the Company are being managed by the implementation and monitoring committee(IMC) and the Administrator is acting as a member of the Committee.

IV. Meetings of Committees ⁵					
Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
N.A	N.A	N.A	N.A	N.A.	N.A

Nomination & Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings(in number of days)*
N.A	N.A	N.A	N.A	N.A.	-

Stakeholders Relationship Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings(in number of days)*
N.A	N.A	N.A	N.A	NA,	-
				N.A.	


*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

**to be filled in only for the current quarter meetings

⁵ Apart from the above, there were other Committees which included Risk Committee, Credit and Investment Committee, Asset Liability Management Committee, Committee of Directors, Business Responsibility Committee, IT Strategy Committee and Governance Committee till 03.10.2021.

V. Related Party Transactions	
Subject	Compliance status(Yes/No/NA) ^{refer note below}

Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
Note	
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

VI. Affirmations@
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. N.A.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee – N.A.</p> <p>b. Nomination & remuneration committee – N.A.</p> <p>c. Stakeholders relationship committee – N.A.</p> <p>d. Risk management committee (applicable to the top 1,000 listed entities) - N.A.</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – N.A.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. N.A.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - N.A. (However, the report of the previous quarter ended June 30, 2023 was placed before the Administrator.) Any comments/observations/advice of Board of Directors may be mentioned here.</p>
 Manoj Kumar Company Secretary & Chief Financial Officer FCS 6698

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given

@The Reserve Bank of India (RBI) in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India (RBI) Act, 1934, had issued a Press Release on October 04, 2021 w.r.t. the supersession of the Board of Directors of the Company and had appointed Shri Rajneesh Sharma as its Administrator under Section 45-IE (2) of the Reserve Bank of India (RBI) Act, 1934 with immediate effect. Also,, pursuant to the Order dated October 08, 2021 of the National Company Law Tribunal, Kolkata Bench ("NCLT"), corporate insolvency resolution process ("CIRP") had been initiated against the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016. Further, the Hon'ble NCLT vide its Order dated August 11, 2023 approved the Resolution Plan submitted by National Asset Reconstruction Company Limited (NARCL) with respect to the Corporate Insolvency Resolution Process of the Companies under section 31 of the Code. Since then the affairs of the Company are being managed by the implementation and monitoring committee(IMC) and the Administrator is acting as a member of the Committee.

Annexure-III

Quarterly Compliance Report on Corporate Governance for the Half Year ended on 30th September, 2023

Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	NA
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.



Manoj Kumar
Company Secretary and Chief Financial Officer
FCS 6698

Annexure - IV

Half year ending: 30th September, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:*

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity	Nil	Nil	Nil

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
controlled by them			

II. Affirmation:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



Manoj Kumar
Chief Financial Officer

Note:

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

**During the Financial Year 2019-20, the Board of Directors of the Company and its wholly-owned subsidiary, Srei Equipment Finance Limited ("SEFL") at their respective meetings held on 4th July, 2019 approved the transfer of Lending Business, Interest Earning Business & Lease Business of the Company together with associated employees, assets & liabilities (including liabilities towards issued & outstanding non - convertible debentures) (the "Transferred Undertaking"), as a going concern by way of slump exchange to SEFL through a Business Transfer Agreement ("BTA"), in exchange of fully paid up equity shares to be issued and allotted by SEFL, subject to all necessary approvals.*

Pursuant to this, the Company signed BTA on 16th August, 2019 and an amendment to the, aforesaid, BTA on 14th November, 2019 with SEFL, pursuant to which it has entered into various assignment agreements, in connection with the Transferred Undertaking, with SEFL to give effect of the slump exchange and accordingly the Company and SEFL has passed the relevant accounting entries in their respective books of account effective 1st October, 2019, after receiving the approval of the shareholders, debenture trustees, few lenders, stock exchanges and in-principle approval from some of the domestic lenders including lead banks. One of the debenture holders of SEFL holding debentures amounting to Rs. 75 crores has objected to the slump exchange. The consent, or otherwise, of other lenders is still awaited. Pending the approvals as stated above, the Company had accounted for the slump exchange transaction on 1st October, 2019, as stated above. The Company has obtained expert legal and accounting opinions in relation to the accounting of the Slump Exchange Transaction which confirms that the accounting treatment so given is in accordance with the relevant Ind AS and the underlying guidance and frame work.

Further, Receivable towards services is not considered as loan or any other form of debt advanced.