



## SREI INFRASTRUCTURE FINANCE LIMITED

CIN: U29219WB1985PLC055352

Registered Office:

'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046

Tel No: +91 33 6160 7734, Toll Free: 18002667734

Website: www.srei.com Email: corporate@srei.com

### NOTICE OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Fortieth Annual General Meeting (AGM) of the members of Srei Infrastructure Finance Limited will be held on Thursday, September 25, 2025 at 03:00 P.M. (IST) through video conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business(s):

#### ORDINARY BUSINESS:

1. To consider and adopt -
  - a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2025 together with the Report of the Directors and Auditors thereon.
  - b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2025 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Hardayal Prasad (DIN: 08024303) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. **TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the resolution passed by the shareholders earlier on July 30, 2011, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), under Section 180(1)(c) and other applicable provisions, if any, of The Companies Act, 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Article 100 of the Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed fit by it to be requisite and proper for the business of the Company but such that the moneys to be borrowed together with the moneys already borrowed by the Company shall not exceed ₹ 1,000 Crores (Rupees One Thousand Crores only), in excess of the aggregate of its Paid up Share Capital, free reserves and securities premium of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business;

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to create such encumbrances, charges, mortgages and hypothecations in addition to the existing encumbrances, charges, mortgages and hypothecations created by the Company, on such movable and immovable properties and/or assets of the Company, both present and future and in such manner as deemed fit in favor of such lenders / creditors of the Company and also to issue covenants for negative pledges / negative liens in such form and manner as the Board may deem fit and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and also to finalise the terms and conditions and execute all such agreements, documents, as may be required with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to sub-delegate all or any of their powers herein conferred to any Committee and/or Director(s) and/or Officer(s) of the Company as may be required / desirable / necessary to give effect to this resolution subject to the limits as aforesaid;

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Board of Directors of the Company (including any committee(s) constituted / to be constituted by the Board, from time to time to exercise its powers conferred by this resolution thereof) to sub-delegate to any Director(s) and/or Officer(s) of the Company, to secure the borrowing from the lender(s) to create charge / security on the present and future assets and rights of the Company in favor of the lender(s) from time to time as may be required."

4. **TO CONSIDER AND APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO THE NATIONAL CAPITAL TERRITORY OF DELHI**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 12 and 13 and other provisions, if any, of The Companies Act 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) and re- enactments(s) thereof for the time being in force and subject to the approval of the Central Government (power delegated to Regional Director) and such other approvals, consents, sanctions and permissions as may be required and/or necessary from any appropriate authority(ies) under the provisions of The Companies Act, 2013 or under any other law for the time being in force, the consent of the Company be and is hereby accorded for shifting the Registered Office of the Company

from the 'State of West Bengal' to the 'National Capital Territory of Delhi' under the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi and Haryana;

**RESOLVED FURTHER THAT** subject to the confirmation of the Regional Director, Eastern Region, West Bengal. The Clause II of the Memorandum of Association of the Company be and is hereby altered for change in the situation of the Registered Office of the Company from the 'State of West Bengal' to the 'National Capital Territory of Delhi' and that Clause II of the Memorandum of Association of the Company be altered to read as follows:

**II. "The Registered Office of the Company will be situated in the National Capital Territory of Delhi"**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or

revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company and are generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

For **Srei Infrastructure Finance Limited**

**Date: August 06, 2025**  
**Place: Mumbai**

**Sd/-**  
**Manoj Kumar**  
**Company Secretary &**  
**Chief Compliance Officer**

**Notes:**

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 9/2024 dated September 19, 2024, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No.09/2023 dated September 25, 2023, Circular No. 207/2020 dated May 5, 2020 (collectively referred to as MCA Circulars), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC'). In compliance with the provisions of The Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company is being held through Audio Visual Means – Zoom Application on Thursday, September 25, 2025 at 03:00 P.M.(IST).
2. Pursuant to the provisions of The Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this Annual General Meeting (AGM) will be held pursuant to the MCA Circulars through Video Conferencing facility, physical presence of members has been dispensed. Accordingly, the facility of appointment of proxies by the members will not be available for this meeting. Hence, the proxy form, attendance slip and route map of AGM venue are not annexed to this notice.
3. The attendance of the members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. **Communication:** Electronic copy of the Notice of the Annual General Meeting ("AGM") of the Company being sent to all concerned including the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the AGM of the Company is being sent through permitted mode.
5. Corporate Members intending to appoint their authorized representative(s) to attend and vote at this Annual General Meeting pursuant to Section 113 of The Companies Act, 2013 are requested to send certified true copy of Board Resolution together with their respective specimen signatures authorizing their representative to attend and vote on their behalf at the Annual General Meeting. The said resolution / authorization can be sent to the Company addressing Mr. Manoj Kumar, Company Secretary & CCO at [secretarial@srei.com](mailto:secretarial@srei.com).
6. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of The Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189(1) of The Companies Act, 2013 will be available for inspection by the Members at the meeting.
7. Since, the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, members are requested to convey their vote by e-mail at [secretarial@srei.com](mailto:secretarial@srei.com).
8. All relevant documents referred to in the Notice requiring the approval of the members at the meeting shall be made available for inspection in case of any request from the members. The said request for inspection of documents can be sent to Mr. Manoj Kumar, Company Secretary & CCO at [secretarial@srei.com](mailto:secretarial@srei.com).
9. Members are requested to notify immediately any change in their addresses.
10. During the AGM, members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of The Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of The Companies Act, 2013, by writing to the Company at [secretarial@srei.com](mailto:secretarial@srei.com).
11. The AGM shall be conducted through Zoom Conferencing Services and any member who need assistance in connection with using the technology during the AGM may reach out to Company officials at [secretarial@srei.com](mailto:secretarial@srei.com).
12. The details for attending the meeting is given hereunder:  
Link: <https://us06web.zoom.us/j/81265195047?pwd=RaEhuH76ZiCMEXrAOCvEigCcsAQ2cA.1>  
Meeting ID: 812 6519 5047  
Passcode: 331335
13. The Notice of the Meeting and Annual Report of the Company for the year ended 31st March, 2025 is uploaded on the Company's website at [www.srei.com](http://www.srei.com) and may be accessed by the Members.

For Srei Infrastructure Finance Limited

Sd/-

Manoj Kumar

Company Secretary &  
Chief Compliance Officer

Date: August 06, 2025

Place: Mumbai

## EXPLANATORY STATEMENT

## (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS)

**Item No. 3**

As per the provisions of Section 180(1)(c) of The Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in the general meeting by passing a special resolution, borrow monies in excess of the aggregate of the Paid-up Share Capital, free reserves and securities premium of the Company.

Further presently, the Board of Directors of the Company has powers to borrow money in line with erstwhile provisions of Section 293(1)(d) of The Companies Act, 1956. However, the Ministry of Corporate Affairs vide its circular dated September 12, 2013 has notified, Section 180 which stipulates the similar powers as per erstwhile Section 293 of The Companies Act, 1956, the powers / discretions shall be exercised by the Board of Directors of the Company only with the assent of the Shareholders by the special resolution passed at the general meeting.

The Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble NCLT') has vide the Order dated August 11, 2023, approved the Resolution Plan submitted by National Asset Reconstruction Company Limited ('NARCL') under Section 31 of the Insolvency and Bankruptcy Code, 2016 ('Code') thus, drawing a curtain on the Corporate Insolvency Resolution Process ('CIRP') of your Company.

Subsequently the Board of Directors of your Company has been re-constituted on February 26, 2024.

The Company has resumed lending operations as a Non-Banking Financial Institution (Type II NBFC-ND), with effect from May 1, 2025, following receipt of the revised Certificate of Registration from the Reserve Bank of India (RBI). As part of our renewed strategic focus post-restructuring, the Company is proposing to diversify and expand its lending operations of equipment financing from the Financial Year 2025-2026.

The Company will target the SME and retail customer segments, offering financing solutions for equipment primarily used in the Infrastructure, Construction, and Mining Sectors.

The funds will be used for on-lending purposes, enhancing our capacity to serve the target sectors and supporting the Company's growth objectives.

Considering the future business growth in the loan book of the Company and to meet the funding requirement of the business in the Company it is proposed to recast the borrowing limits and authorise the Board of Directors to borrow monies and to create such encumbrances, charges, mortgages and hypothecations in addition to the existing encumbrances, charges, mortgages and hypothecations created by the Company, on such movable and immovable properties and/or assets of the Company both present and future and in such manner as deemed fit in favor of the lender(s) from time to time as may be required which may exceed at any time the aggregate of the paid-up capital of the Company, its free reserves and securities premium but that shall not to exceed ₹ 1,000 Crores (Rupees One Thousand Crores Only).

In view of the aforesaid, the Board of Directors at its meeting held on August 6, 2025 has subject to the approval of Members, accorded their approval to increase borrowing limits of the Company pursuant to Section 180(1)(c) of The Companies Act, 2013 from time to time.

The Board of Directors recommends the special resolution as set out in Item No. 3 for approval.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are in any way concerned or interested whether financially or otherwise, to the said Resolution, except to the extent of the director(s) representation on the Board of the Company as nominee of shareholders.

**Item No. 4**

In Financial Year 2024-2025, as per Indian Construction Equipment Manufacturers' Association ('ICEMA') Q4 industry report, annual domestic sale of number of infrastructure equipment was 123660 out of which 84588 was earth moving equipment i.e. 68.4% of the total sales in number terms. In this segment JCB, Tata Hitachi and Sany are the three large players with JCB being headquartered in National Capital Region (NCR), Tata Hitachi in Bangalore and Sany in Pune. NCR has eleven (11) major Original Equipment Manufacturers (OEMs), Mumbai has three (3) major OEMs, Pune area has five (5) major OEMs, Karnataka area has five (5) major OEMs, Andhra area has three (3) major OEMs and Tamil Nadu has two (2) major OEMs.

Presence in NCR will provide locational proximity advantages i.e. advantages of getting data and analysis on market trends (Equipment & Financier) from key OEMs; 'Top of the Mind Recall' owing to close proximity with key OEMs would help in designing products and programs expeditiously especially in a re-start phase; close proximity to policy makers and policy influencers (Associations) will help us be well informed from both business and risk perspectives; Being closer to National Highways Authority of India (NHAI), Border Roads Organisation (BRO) etc. will create higher access to evolving opportunities.

Accordingly, the Board of Directors of your Company at their meeting held on August 06, 2025 has decided to shift the Registered Office of the Company from the Vishwakarma, 86C, Topsia Road (South), Kolkata - 700 046, West Bengal to D-2, Southern Park, 5th Floor, Saket Place, New Delhi - 110017.

As per the Section 12, 110 and other applicable provisions, if any, of The Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 mandates the shifting of registered office from one state to another through Postal Ballot. However Ministry of Corporate Affairs vide its notification dated June 13, 2018 exempts companies having up to 200 members from the said mandate. As the Company has less than 200 members, Item No. 4 is being placed at the Annual General Meeting of the Company.

The Board of Directors recommends the special resolution as set out in Item No. 4 for approval.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are in any way concerned or interested, whether financially or otherwise, to the said Resolution, except to the extent of the director(s) representation on the Board of the Company as nominee of shareholders.

For **Srei Infrastructure Finance Limited**

**Date: August 06, 2025**  
**Place: Mumbai**

**Sd/-**  
**Manoj Kumar**  
**Company Secretary &**  
**Chief Compliance Officer**