



Compliance report with the requirements specified in Part-A of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI Circular")

It is hereby certified that the draft composite scheme of arrangement and amalgamation involving Srei Infrastructure Finance Limited ("SIFL"), Srei Equipment Finance Limited ("SEFL") and Srei Asset Finance Limited ("SAFL") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and SEBI Circular, including the following:

Sl	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of SEBI Circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditor's Certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders to the Scheme through e-voting

Company Secretary  
**Mr. Sandeep Lakhotia**

Managing Director  
**Mr. Hemant Kanoria**

Certified that the transactions / accounting treatment provided in the draft composite scheme of arrangement and amalgamation involving SIFL, SEFL and SAFL are in compliance with all the Accounting Standards applicable to a listed entity.

Chief Financial Officer  
**Mr. Sandeep Kumar Sultania**

Managing Director  
**Mr. Hemant Kanoria**

**DATE:** 11.02.2019

**Srei Infrastructure Finance Limited**

CIN: L29219WB1985PLC055352

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