



SIFL/SECT/AA/22-23/21

May 30, 2022

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Fax: 022-2272 2037/2039/2041/3121
BSE Scrip Code: 523756

The Secretary
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 Sirs,

**Sub: Compliance under Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report issued by a Practising Company Secretary, for the Financial Year ended on 31st March, 2022.

Request you to take the same on record.

Thanking you.

Yours faithfully,
For **Srei Infrastructure Finance Limited**

Manoj Kumar
Company Secretary
FCS 6698

Encl. as above

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

(A Company under Corporate Insolvency Resolution Process vide NCLT (Kolkata) Order dated October 08, 2021)

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

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

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



SECRETARIAL COMPLIANCE REPORT

For the Financial Year ended 31ST MARCH, 2022

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To,

The Members

M/s SREI INFRASTRUCTURE FINANCE LIMITED

CIN: L29219WB1985PLC055352

"Vishwakarma", 86C, Topsia Road (South), Kolkata 700046, West Bengal

We have examined:

- all the documents and records made available to us and explanation provided by M/s SREI INFRASTRUCTURE FINANCE LIMITED ("the listed entity")
- The filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- Any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

Sr No	Regulations	Applicability during the period under review (Yes/No)
a.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
b.	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	No
c.	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Yes
d.	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018	No





e.	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/ Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	No
f.	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/ Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	No
g.	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013/ Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	No
h.	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Yes
i.	Specify any other regulation applicable to the Company	
1.	Securities and Exchange Board of India (Depository and Participants) Regulations, 2018	Yes
2.	The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009/ The Securities and Exchange Board of India (Delisting of equity Shares) Regulations, 2021	No
3.	The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993	Yes

and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the review Period:

- i. In exercise of the powers conferred under Section 45-IE of the Reserve Bank of India Act, 1934, the Reserve Bank of India has issued a Press Release on 04th October, 2022, (Press Release: 2021-2022/981) w.r.t the supersession of the Board of Directors of the Company and has appointed Shri Rajneesh Sharma as its administrator under Section 45-IE (2) of The Reserve Bank of India (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") has been initiated against the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016.
- ii. The Listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, subject to
 - i. *The listed entity has delayed in the filing of Standalone and Consolidated Financial Results of the Company for the Quarter and Half-Year ended on 30th September, 2021. They have filed Standalone and Consolidated Financial on 24th December, 2021 instead of 14th November, 2021 (Due date).*





- ii. *No Default Statement pursuant to SEBI Circular SEBI/ HO/ MIRSD/ MIRSD4/CIR/ P/ 2017/ 71 dated June 30, 2017 has not been submitted to the Credit Rating Agency during the Financial Year ended March 31, 2022.*
- iii. During the period of report the name of the Registrar and Share Transfer Agent (RTA) of the Company changed from M/s KFin Technologies Private Limited to M/s KFin Technologies Limited.
- iii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- iv. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **NIL**
- v. The listed entity has taken the following actions to comply with the observations made in previous reports: **NIL**
- vi. The Company is presently under Corporate Insolvency Resolution Process ("CIRP"), the management representation in matters required for the purpose of our report. As such, the report disclaims opinion on any aspect which could otherwise have been made depending on management representation, including but not limited to recording, disclose and dissemination of information; record-keeping and preservation; conduct of meetings, identification of related parties and related party transactions; and other compliance systems and procedures in general, as may be required under applicable laws.

Sidharth Baid



Sidharth Baid
Company Secretary in Practice
Membership No.: A17677
Certificate of Practice No.: 13436

Date of Signing: 30th May, 2022
Place: Kolkata

UDIN: A017677D000437250