



SIFL/SECT/SP/19-20/118

October 15, 2019

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 and Half Year ended on September 30, 2019.

This is for your information and records.

Thanking you.

Yours faithfully,

For **Srei Infrastructure Finance Limited**

Sandeep Lakhota

Company Secretary

FCS 7671

Encl: as above

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLG055352

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

Tel.: +91 33 22850112-15, 61607734 Fax: +91 33 2285 8501/7542

Website: www.srei.com

Email: corporate@srei.com

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: SREI INFRASTRUCTURE FINANCE LIMITED

2. Quarter ending: 30TH SEPTEMBER, 2019

Title (Mr./Ms)	Name of the Director	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)*	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	Number 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)
Mr.	Hemant Kanoria	Chairman- Executive	30.10.1990	01.04.2019	-	-	05.08.1962	3	-	Stakeholder Committee - 2	Stakeholder Committee - 1
Mr.	Sunil Kanoria	Vice Chairman – Non-Executive	05.07.1989	05.07.1989 (as Vice Chairman w.e.f. 20.09.2008)	-	-	04.05.1965	2	-	Audit Committee – 2 Stakeholder Committee - 2	-
Mr.	Srinivasachari Rajagopal	Non-Executive & Independent	25.01.2003	27.07.2019	-	62 months	10.03.1940	2	2	Audit Committee – 6	-
Mr.	Shyamalendu Chatterjee	Non-Executive & Independent	29.04.2009	27.07.2019	-	62 months	24.12.1946	2	2	Audit Committee - 3 Stakeholder Committee – 1	Audit Committee - 2 Stakeholder Committee -1
Dr.	Punita Kumar Sinha	Non-Executive & Independent	20.05.2013	27.07.2019	-	62 months	13.05.1962	5	5	Audit Committee - 5	Audit Committee – 1

										Stakeholder Committee – 4	Stakeholder Committee - 1
Mr.	Ram Krishna Agarwal	Non-Executive & Independent	12.05.2016	21.07.2018	–	14 months	28.08.1952	3	3	Audit Committee - 6 Stakeholder Committee – 1	Audit Committee - 3
Mr.	Malay Mukherjee	Non-Executive & Independent	26.10.2017	21.07.2018	–	14 months	26.07.1955	3	2	Audit Committee - 1	–
Dr.	Tamali Sengupta**	Non-Executive & Independent	04.02.2019	27.07.2019	–	29 months	27.09.1962	4	3	Audit Committee - 2 Stakeholder Committee – 1	Audit Committee - 1
Mr.	Balaji Viswanathan Swaminathan	Non-Executive	05.09.2018	27.07.2019	–	–	19.03.1965	1	–	–	–

Whether regular Chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - No

^SPAN number of any director would not be displayed on the website of Stock Exchange

[&]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

^{*}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.

^{**}Dr. Tamali Sengupta had earlier been associated with the Company as an Independent Director during the period from August 01, 2015 till October 26, 2017.

II. Composition of Committees					
Name of Committee ⁵	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ⁴	Date of Appointment	Date of Cessation
1. Audit Committee					
2. Nomination & Remuneration Committee					
3. Stakeholders Relationship Committee					
4. Risk Management Committee (if applicable)					
		As per Annexure A			
		N.A to the Company since the same is applicable to top 100 listed entities pursuant to Regulation 21(5) of SEBI (LODR) Regulations, 2015			
⁴ 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 ⁵ Apart from the above, there are other Committees which include Risk Committee, Corporate Social Responsibility Committee, Investment Committee, Credit Committee, Asset Liability Management Committee, Committee of Directors Business Responsibility Committee, IT Strategy Committee and Governance Committee.					

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)
20.05.2019 (adjourned and completed on 25.05.2019)	04.07.2019	Yes	9	6	39
	07.08.2019	Yes	8	6	33

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

Note: During the quarter, a resolution was passed by circulation by the Board of Directors of the Company on August 16, 2019.

IV. Meetings of Committees⁵

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)*
04.07.2019	Yes – All Members were present	5	4	20.05.2019 (adjourned and completed on 25.05.2019)	39
07.08.2019	Yes – All Members were present	5	4		33

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)*
-	-	-	-	20.05.2019	-

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)*
17.07.2019	Yes – 2 out of 3 Members were present	2	1	30.04.2019	-
27.07.2019	Yes – All Members were present	3	1		-
23.08.2019	Yes – All Members were present	3	1		-
31.08.2019	Yes – 2 out of 3 Members were present	2	-		-

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

⁵Apart from the above, there are other Committees which include Risk Committee, Corporate Social Responsibility Committee, Investment Committee, Credit Committee, Asset Liability Management Committee, Committee of Directors, Business Responsibility Committee, IT Strategy Committee and Governance Committee

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/N.A)^{refer note below}</i>
Whether prior approval of audit committee obtained	Yes
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
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee - Yes b. Nomination & remuneration committee - Yes c. Stakeholders relationship committee - Yes d. Risk management committee (applicable to the top 100 listed entities) - N.A. 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. - Yes 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. Yes 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes 6. Any comments/observations/advice of Board of Directors may be mentioned here.
<p>Sandeep Lakhotia Company Secretary FCS 7671</p>

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

Annexure A

COMPOSITION OF COMMITTEES						
Sl. No.	Name of the Committee	Name of the Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)	Chairperson / Membership	Date of Appointment	Date of Cessation
1	Audit Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman	14.05.2012	-
		Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member	22.05.2006	-
		Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member	20.06.2003	-
		Mr. Ram Krishna Agarwal	Non-Executive & Independent	Member	05.09.2018	-
		Mr. Malay Mukherjee	Non-Executive & Independent	Member	04.02.2019	-
2	Nomination and Remuneration Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman	01.04.2014	-
		Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member	26.10.2017	-
		Mr. Balaji Viswanathan Swaminathan	Non-Executive	Member	20.05.2019	-
3	Stakeholders Relationship Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman	22.07.2017	-
		Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member	05.04.1993	-
		Mr. Hemant Kanoria	Chairman – Executive	Member	05.04.1993	-

Note:

1. The Company Secretary of the Company is the Secretary to the above Committees.

Annexure-III

**Quarterly Compliance Report on Corporate Governance for the Half Year ended on 30th
September, 2019**

I. 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)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
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.		
Sandeep Lakhotia Company Secretary FCS 7671		