



SIFL/SECT/KS/18-19/154

October 12, 2018

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, 2018.

This is for your information and records.

Thanking you.

Yours faithfully,

For **Srei Infrastructure Finance Limited**

Sandeep Lakhotia

Company Secretary

FCS 7671



Encl: as above

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



Quarterly Compliance Report on Corporate Governance

1.Name of Listed Entity: SREI INFRASTRUCTURE FINANCE LIMITED

2.Quarter ending: 30TH SEPTEMBER, 2018

I. Composition of Board of Directors							
Title (Mr./Ms)	Name of the Director	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure	No of Directors hip in listed entities including this listed entity (Refer Regulation 25(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 & Managing Director – Executive	01.04.2015	–	3	Stakeholder Committee - 3	Stakeholder Committee - 1
Mr.	Sunil Kanoria	Vice Chairman – Non-Executive	05.07.1989 (as Vice Chairman w.e.f. 20.09.2008)	–	4	Audit Committee - 3 Stakeholder Committee - 2	–
Mr.	Srinivasachari Rajagopal	Non-Executive & Independent	02.08.2014	5 years	2	Audit Committee - 6	Audit Committee - 3
Mr.	Shyamalendu Chatterjee	Non-Executive & Independent	02.08.2014	5 years	2	Audit Committee - 3 Stakeholder Committee - 2	Audit Committee - 3 Stakeholder Committee - 2
Dr.	Punita Kumar Sinha	Non-Executive & Independent	02.08.2014	5 years	6	Audit Committee - 5 Stakeholder Committee - 4	Audit Committee - 1 Stakeholder Committee - 1
Mr.	Ram Krishna Agarwal	Non-Executive & Independent @	21.07.2018	5 years	3	Audit Committee - 6 Stakeholder Committee - 1	Audit Committee - 3



Title (Mr./Ms.)	Name of the Director	Category (Chairperson)/Executive/Non-Executive/Independent/Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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.	Malay Mukherjee	Non-Executive & Independent [§]	21.07.2018	5 years	2	-	-
Mr.	Balaji Viswanathan Swaminathan**	Additional (Category – Non-Executive Non-Independent)	05.09.2018	-	1	-	-

[§]PAN 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.

#Listed entities have been identified from the confirmations / declarations received from the respective Directors and Corporate Identification Number (CIN) as available on the Ministry of Corporate Affairs' (MCA) website for companies.

@ Mr. Ram Krishna Agarwal (holding DIN: 00416964), who was appointed as a Non Executive Director of the Company w.e.f. May 12, 2016 has been re-designated as Non Executive & Independent Director, not liable to retirement by rotation, by the Members of the Company at its 33rd Annual General Meeting (AGM) held on July 21, 2018.

\$ Mr. Malay Mukherjee (holding DIN: 02272425), who was appointed as an Additional Director of the Company w.e.f. October 26, 2017 has been appointed as Non Executive & Independent Director, not liable to retirement by rotation, by the Members of the Company at its 33rd Annual General Meeting (AGM) held on July 21, 2018.

** Mr. Balaji Viswanathan Swaminathan has been appointed as an Additional Director (Category – Non-Executive Non-Independent Director) w.e.f. 5th September, 2018.

II. Composition of Committees		
Name of Committee [§]	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) ^{&}
1. Audit Committee		As per Annexure A
2. Nomination & Remuneration Committee		
3. Stakeholders Relationship Committee		
4. Risk Management Committee (if applicable)	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	



[&]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

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 and IT Strategy 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	Maximum gap between any two consecutive meetings (in number of days)
28.04.2018	05.09.2018	73
23.06.2018		

IV. Meeting of Committees⁵

Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
05.09.2018	Yes - All Members were present	28.04.2018	73
		23.06.2018	

Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
05.09.2018	Yes - All Members were present	28.04.2018	-
		23.06.2018	-

Stakeholders Relationship Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
17.08.2018	Yes - All members were present	12.06.2018	-
			-

*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 and IT Strategy Committee.

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{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

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.

VI. Affirmations

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
 - 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.

Sandeep Lakhotia
Company Secretary
FCS 7671

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
1	Audit Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman
		Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member
		Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member
		Mr. Ram Krishna Agarwal ²	Non-Executive & Independent	Member
2	Nomination and Remuneration Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman
		Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member
		Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member
3	Stakeholders Relationship Committee	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman
		Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member
		Mr. Hemant Kanoria	Chairman & Managing Director – Executive	Member

Note:

1. The Company Secretary of the Company is the Secretary to the above Committees.
2. Mr. Ram Krishna Agarwal has been inducted as a member of the Audit Committee w.e.f. 5th September, 2018.

Srei Infrastructure Finance Limited

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**Quarterly Compliance Report on Corporate Governance for the Half Year ended on 30th
September, 2018**

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
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		