



SIFL/SECT/KS/18-19/79

July 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 ended on 30th June, 2018.

This is for your information and record.

Thanking you.

Yours faithfully,  
For Srei Infrastructure Finance Limited

**Sandeep Lakhota**  
**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 JUNE, 2018

<b>I. Composition of Board of Directors</b>							
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	12.05.2016	-	3	Audit Committee - 5  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*	Additional (Category - Independent)	26.10.2017	-	2	-	-

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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. Malay Mukherjee has been appointed as an Additional Director (Category - Independent Director) w.e.f. 26th October, 2017.

II. Composition of Committees		
Name of Committee <sup>§</sup>	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) <sup>&amp;</sup>
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

<sup>&</sup>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

<sup>§</sup>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 and Business Responsibility 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)
17.01.2018	28.04.2018	100
	23.06.2018	55



IV. Meeting of Committees <sup>5</sup>			
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*
28.04.2018	Yes - 2 out of 3 Members were present	17.01.2018	100
23.06.2018	Yes - All Members were present		55

IV. Meeting of Committees <sup>5</sup> (contd.)			
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*
28.04.2018	Yes - 2 out of 3 Members were present	17.01.2018	-
23.06.2018	Yes - All Members were present		-

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*
12.06.2018	Yes – All members were present	17.01.2018	-
		29.03.2018	-

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

<sup>5</sup>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 and Business Responsibility Committee.



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
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.

<b>VI. Affirmations</b>
<ol style="list-style-type: none"><li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></li><li>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"><li>a. Audit Committee - <b>Yes</b></li><li>b. Nomination &amp; remuneration committee - <b>Yes</b></li><li>c. Stakeholders relationship committee - <b>Yes</b></li><li>d. Risk management committee (applicable to the top 100 listed entities) - <b>N.A.</b></li></ol></li><li>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. - <b>Yes</b></li><li>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. <b>Yes</b></li><li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - <b>Yes</b></li><li>6. Any comments/observations/advice of Board of Directors may be mentioned here.</li></ol>
<p><b>Sandeep Lakhotia</b> <b>Company Secretary</b> <b>FCS 7671</b></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**

<b>COMPOSITION OF COMMITTEES</b>				
<b>Sl. No.</b>	<b>Name of the Committee</b>	<b>Name of the Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Chairperson / Membership</b>
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
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.

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