



SIFL/SECT/RB/16-17/134

August 24, 2016

The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata - 700 001
Fax: 033-2210 4500/4491; 2230 3020
CSE Scrip Code: 29051

Dear Sir,

Re: Minutes of proceedings of 31st Annual General Meeting (AGM)

Please find enclosed herewith a certified true copy of the Minutes of the proceedings of the 31st (Thirty-First) Annual General Meeting (AGM) of the Company held on Saturday, August 06, 2016.

Thanking you,

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

Sandeep Lakhotia
Company Secretary
FCS No. 7671

Encl: a/a

cc : The Secretary

- 1. BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Fax: 022 - 2272 2037/2039/2041/3121
BSE Scrip Code: 523756
- 2. 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

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

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF SREI INFRASTRUCTURE FINANCE LIMITED HELD ON SATURDAY, THE 6TH AUGUST, 2016 IN THE 'SCIENCE CITY MINI AUDITORIUM' AT JBS HALDANE AVENUE, KOLKATA – 700 046 AT 10.30 A.M.

PRESENT

Directors

Mr. Hemant Kanoria
(DIN: 00193015)

Chairman & Managing Director and Member;
Chairman - Corporate Social Responsibility
Committee (CSR)

Mr. Sunil Kanoria
(DIN: 00421564)

Vice Chairman & Member;
Authorised Representative - Audit Committee,
Nomination and Remuneration Committee (NRC)
and Stakeholders Relationship Committee (SRC)

Mr. S. Rajagopal
(DIN: 00022609)

Mr. Shyamalendu Chatterjee
(DIN: 00048249)

Dr. Punita Kumar Sinha
(DIN: 05229262)

Dr. Tamali Sengupta
(DIN: 00358658)

Mr. T. C. A. Ranganathan
(DIN: 03091352)

Mr. R. K. Agarwal
(DIN: 00416964)

Certified to be True Copy

SREI Infrastructure Finance Limited

Sandeep Kr. Lakhota
Company Secretary

Company Secretary

Mr. Sandeep Lakhota
(FCS 7671)

Member

Chief Financial Officer

Mr. Kishore Lodha

Auditors

Mr. Anand K. Jhunjhunwala, Partner (Membership No. 056613), Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W).

Mr. Mohan Ram Goenka, authorized representative of Dr. K. R. Chandratre, Practising Company Secretary (FCS No. 1370, CP No. 5144), was present by invitation in the capacity of the Scrutiniser for conducting the evoting process at the 31st AGM and also as the representative of the Secretarial Auditor.

Members / Proxies

No. of Members present in the Meeting, either in person or through proxy –

- In aggregate, 2261 Members representing 37,67,039 Equity Shares were present in

person and 164 Members representing 34,39,16,731 Equity Shares were represented by their authorized representatives and proxies.

Inspection Documents

The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, Secretarial Audit Report and all other documents as mentioned in the Notice of the 31st AGM were kept at the Meeting and remained accessible and open for inspection by the Members during the continuance of the Meeting. The Proxy Register with all the valid proxies registered was also made available for inspection by the Members throughout the Meeting pursuant to Clause 6.8.2 of the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

Chairman : Mr. Hemant Kanoria, Chairman of the Board took the Chair in terms of Article 101 of the Company's Articles of Association.

Quorum : The Chairman presided over the Meeting and after having ascertained that the Audited Financial Statements, Reports of the Directors' and Auditors' as also the Register of Directors and Key Managerial Personnel (KMP) and their Shareholding along with other inspection documents were available for inspection and after confirmation from the Company Secretary that Members more than the requisite quorum of 30 (thirty) Members as per Section 103 of Companies Act, 2013 were present, called the Meeting to order and formally commenced the proceedings of the Meeting at 10.30 A.M.

Welcome Address by Chairman : The Chairman extended a warm welcome to the Members present at the 31st Annual General Meeting (AGM) of the Company.

The Chairman introduced the Directors present at the meeting to the Members. The Chairman further informed the Members that Mr. Salil. K. Gupta, Chief Mentor (DIN: 00651223) could not attend the meeting due to ill health.

The Chairman thereafter introduced the Chief Financial Officer and Company Secretary of the Company sitting on the dais and also acknowledged the presence of the Statutory Auditor and Authorized representative of the Secretarial Auditor present at the Meeting.

The Meeting thereafter commenced with the welcome address by the Chairman.

The Chairman stated that the Company despite facing numerous challenges in the global economy has

continued to be profitable. The total Income of the Company stood at Rs. 3,262 crore in 2015-16 in comparison to Rs. 3,361 crore in 2014-15. Net Profit Before Tax for 2015-16 stood at Rs. 106 crore and the Company's consolidated disbursements stood at Rs. 14,533 crore. The total assets under management (AUM) were Rs. 36,702 crore during the year under review, while the Net worth was at Rs. 3231 crore. The Company maintained a capital adequacy ratio of 17.54% as on 31st March, 2016. The Company managed a gross interest spread of 2.49% for 2015-16.

The Chairman further stated that the Company has been involved in Corporate Social Responsibility (CSR) activities since long. The Company's consistent efforts towards the betterment of society have been through various initiatives undertaken by Srei Group as well as through Srei Foundation, a public charitable trust established with the philosophy of 'service to humanity'.

He also informed the Members that in December 2015, the Company, BNP Paribas Lease Group (BPLG), Srei Equipment Finance Limited (SEFL) amongst others, to take advantage of opportunities in the broader infrastructure sector in India had entered into a share purchase agreement ("SPA") on December 29, 2015 pursuant to which BPLG has agreed to sell its entire shareholding of 2,98,30,000 equity shares of SEFL representing 50% of the total paid-up equity share capital to the Company, and BPLG would acquire shares in Srei against its stake in SEFL. The said transaction consummated on June 17, 2016.

The above arrangement has made SEFL a wholly owned subsidiary of the Company w.e.f. June 17, 2016 thereby adding substantial value to the Company's shareholders and enabling them to reap 100% benefit of the equipment finance business. It will further expand Srei's consolidated net worth to about Rs. 4,800 crore, paving the way for multi-fold growth in business, revenue and profits. The Company will also benefit from having BNP Paribas Lease Group as a shareholder.

The Chairman further informed the Members that during the last couple of years, the Promoter/Promoters' Group of the Company have increased their shareholding through creeping acquisition from 58.72% to 60.79%, thereby demonstrating the confidence in the business and the Company.

The Chairman also stated that during the year under review, the Company along with other shareholders of Viom, had entered into a definitive agreement with American Tower Corporation (ATC) on October 21,

2015 and divested its entire stake in Viom Networks Limited. This was a testament to the Company's astute investment management that the Company was not only able to attract a global leader like ATC to become majority shareholder in Viom, but was also able to create significant value for all its shareholders. The stake sale of Viom was consummated on April 21, 2016. This transaction led to substantial cash inflow into the Company, which will lower the debt and reduce interest cost, thereby augmenting capital and improving future profitability. The Company's leverage will also reduce, which will be value accretive for both the Company and its shareholders. The overall transaction amounting to over Rs 7,600 crores is one of the largest foreign direct investments in the Indian telecom sector in the last few years.

The Chairman further informed the Members that in July, 2016, Brickwork Ratings India Private Limited ("Brickwork") upgraded the rating assigned to Company's Non-Convertible Debentures (NCDs) aggregating to Rs. 4,500 Crores from BWR 'AA' (double A) to BWR 'AA+' (double A plus) with stable outlook. The rating indicates that the instruments are considered to have a high degree of safety regarding timely servicing of financial obligations. The upgradation in rating reflects the Company's ability to perform consistently despite a challenging business environment. The upgrade would enable the Company to raise resources from the market and financial institutions at lower interest thereby contributing to enhanced bottom line.

The Members present responded to the address of the Chairman with an applause.

The Chairman thereafter expressed gratitude to all the Members for the faith and unstinted support because of which the Company has grown to be what it is today and looked forward for continued support in all its future endeavors.

Voting

- : The Chairman informed the Members that pursuant to the Companies Act, 2013 and various rules and amendments thereof, the format of conducting Annual General Meeting has undergone considerable change. The Chairman brought to the attention of the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the SEBI Listing Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The remote e-voting period commenced on Wednesday, August 03, 2016 (9.00 A.M. IST) and ended on Friday, August 05, 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, July 30, 2016, casted their votes electronically.

He further informed that Dr. K. R. Chandratre, Practising Company Secretary was appointed by the Board of Directors of the Company as the Scrutinizer for conducting the electronic voting process (both remote e-voting and voting at the AGM through Insta Poll) in a fair and transparent manner.

The Members, who had not cast their vote through Remote e-voting were provided the facility for electronic voting at the AGM venue through tablets/ipads i.e. Insta Poll to cast their vote at the AGM venue.

Notice : With the consent of the Members present at the Meeting, the Notice convening the 31st Annual General Meeting of the Company was taken as read.

Financial Statements and Auditors' Report : The Chairman stated that copies of the Annual Report containing the audited Standalone and Consolidated Financial Statements for the year ended March 31, 2016 together with the Directors' Report, Auditors' Report, AGM Notice along with Proxy form and Attendance Slip have been posted and electronically delivered to all the Members through the permitted mode and these have been with the Members for sometime now.

He also stated that originals of these documents along with the Secretarial Audit Report were also available for inspection by the Members at the Registered Office and copies thereof have also been made available for inspection at the Corporate Office of the Company.

The Chairman informed the Members that there were no qualifications or reservations or adverse remarks or disclaimers in the Auditor's Report and then invited Mr. Anand K. Jhunjhunwala, Partner (Membership No. 056613), Haribhakti & Co. LLP, Statutory Auditor of the Company, to read out the Auditors' Report as a good corporate governance practice. At the request of the Chairman, Mr. Anand K. Jhunjhunwala, Partner Haribhakti & Co. LLP, Statutory Auditor of the Company, read the Auditors' Report on the Accounts of the Company for the financial year ended March 31, 2016.

The Chairman further informed the Members that there

were no qualifications in the Secretarial Audit Report submitted by the Secretarial Auditor for the Financial Year ended March 31, 2016.

- Chairman of Audit Committee, Stakeholders Relationship Committee & Nomination and Remuneration Committee** : The Chairman informed the Members that Mr. Salil K. Gupta, Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company was unable to attend the Meeting due to his ill health and that he had authorized Mr. Sunil Kanoria, Member of the said Committees to attend the meeting on his behalf and to provide clarifications and answer queries, if any.
- Question and Answer round** : Thereafter, the Chairman invited the Members (other than those present by proxy) to raise questions, offer comments or seek clarifications on the Annual Report and accounts or any of the items stated in the Notice of the 31st AGM of the Company, if any. The Chairman requested the Members to be brief in their submissions and announce their names and holding details before making their submissions. He further requested the Members to restrict themselves to the Agenda of the Meeting.

The Members in general expressed satisfaction at the arrangements made for their reception and greeting at the venue of the AGM and also recognized that the Annual Reports were received by them timely. The Members praised the management for sustaining the income level inspite of the global adversities. Some of the Members present raised queries, sought clarifications and made submissions on the Annual Report, Accounts of the Company and various aspects of the Company's operations. The Members also expressed satisfaction on the quality of presentation and disclosure made in the Annual Report and Accounts of the Company. The Members also complimented the Company Secretary for adopting good corporate governance practices and excellent investor relation practices. The Members further appreciated the Secretarial Department of the Company for maintaining cordial relations with Members and for providing excellent services in resolving all their queries in a reasonable time.

Upon the Members completing their submissions, the Chairman answered at length all the relevant queries to the satisfaction of the Members and also briefed the Members about the current workings and new initiatives of the Company. The Chairman informed the Members that in case any specific information was required the Members may contact the Chief Financial Officer and/or the Company Secretary of the Company. The Chairman also thanked the Members for their keen interest in the affairs of the Company and expressing kind words of

appreciation.

E-voting at the AGM venue through Insta Poll

The Chairman informed the Members that as per statutory requirements, voting by show of hands was not permitted at the General Meeting where E-Voting had been offered to the Members and as per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, poll being mandatory, Members who had not cast their vote through remote e-voting were provided with the facility of E-Poll that is e-voting at the AGM venue through tablets/ipads i.e. Insta Poll.

For the purpose of voting at the AGM, the voting rights were reckoned as of Saturday, 30th July, 2016 which was the cut-off date as per the Notice of the AGM and the eligible Members were allowed to cast their votes at the venue of the 31st AGM of the Company.

Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting, however those Members are not entitled to cast their vote again at the Meeting.

The Chairman, after briefly explaining the objective and implications, wherever necessary, requested the Members present to propose & second all the resolutions as set out in the Notice dated May 12, 2016 so that E-poll through tablets/ipads (Insta Poll) can be conducted at one go towards the end for those Members who could not cast their vote through remote e-voting.

However, during the course of the Meeting, the Chairman being interested in respect of Item No. 3 pertaining to his re - appointment as a Director, who retires by rotation and being eligible, seeks himself for re-appointment, entrusted the conduct of the proceedings to Mr. Shyamalendu Chatterjee, disinterested Director, and resumed the Chair after the particular item of business was transacted.

Considering the large number of attendees, a time span of 30 (thirty) minutes was provided for the Insta Poll activity.

The Chairman thereafter informed that Mr. Mohan Ram Goenka, Authorized Representative of the scrutinizer appointed by the Company, shall be the scrutinizer for the Insta Poll activity to be conducted at the venue. Mr. Mohan Ram Goenka, after ensuring that all the Members and Proxies participating and eligible to vote had cast their votes, immediately counted the votes cast electronically through Insta Poll at the Meeting, and thereafter unblocked the votes cast through the remote e-voting system.

The Chairman informed the Members that the Results shall be intimated to the Stock Exchanges in the prescribed format pursuant to Regulation 44(3) of the SEBI Listing Regulations, 2015.

The Chairman further authorized Mr. Shyamalendu Chatterjee, Director of the Company to declare the consolidated voting results (including Remote e-voting and e-voting at the AGM Venue through Insta Poll) on the same day at 6.45 P.M. at the Registered office of the Company.

The Voting results along with the Scrutinizer's Consolidated Report on voting shall be uploaded on the Company's website www.srei.com under the Investors' Section and on the Karvy's website <https://evoting.karvy.com> and the results shall also be put up on the Company's Notice Board at its registered office as well as the corporate office.

The Chairman after informing that all the business of the Meeting having been completed thanked the Members for their active participation, continuous support and encouragement over the years.

The Meeting was concluded at 12.38 P.M with a vote of thanks to the Chair.

The Resolutions as set out in Item No. 1 to 6 in the Notice of the 31st AGM have been duly passed with requisite majority and the consolidated voting results (including Remote e-voting and e-voting at the AGM Venue through Insta Poll) have been recorded hereunder as part of the proceedings of the AGM.

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

Adoption of Standalone and Consolidated Financial Statement

“**RESOLVED THAT** the Standalone Financial Statement as at 31st March, 2016 together with the Directors’ Report and Auditor’s Report thereon and the Consolidated Financial Statement together with the Auditor’s Report thereon be and are hereby adopted.”

Proposed By: Mr. Manoj Kumar Gupta
(Client ID/DP ID – 11218986 / IN300450)

Seconded By: Mr. J. N. Kundu
(Client ID/DP ID: 10567150 / IN301055)

Resolution No. 2: Ordinary Resolution

Declaration of Dividend for the financial year ended March 31, 2016

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company made in its meeting held on May 12, 2016, dividend @ Re. 0.50 (Fifty paise only) per Equity share of Rs. 10/- each fully paid up of the Company be and is hereby approved and declared for payment to the Equity shareholders of the Company.”

Proposed By: Mr. K. L. Mallick
(Client ID/DP ID: 1202650100002667 / 26501)

Seconded By: Mr. Tarak Nath Chakrabarty
(Client ID/DP ID: 10176732 / IN300773)

Resolution No. 3: Ordinary Resolution

Appointment of a Director in place of Mr. Hemant Kanoria (holding DIN 00193015), who retires by rotation and being eligible, seeks re-appointment

“**RESOLVED THAT** Mr. Hemant Kanoria (holding DIN 00193015), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Proposed By: Mr. Binoy Kumar Ghosh

(Client ID/DP ID: 10389712 / IN300327)

Seconded By: Mr. Tapas Kumar Dutta

(Client ID/DP ID: 10051448/ IN301250)

Resolution No. 4: Ordinary Resolution

Ratification of appointment of Haribhakti & Co. LLP as the Statutory Auditors of the Company and to fix their remuneration

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation of the Audit Committee and pursuant to the resolution passed by the members at the Thirtieth Annual General Meeting (AGM) held on August 01, 2015, the appointment of Haribhakti & Co. LLP, Chartered Accountants having Registration No. 103523W allotted by The Institute of Chartered Accountants of India (ICAI), as Statutory Auditors of the Company (for 5 (five) years till the conclusion of the Thirty - Fifth Annual General Meeting (AGM) of the Company) be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

Proposed By: Mr. Om Prakash Gupta
(Folio No: SIF0100109)

Seconded By: Mr. Madhu Sudan Dey
(Client ID/DP ID: 1201910300385560 / 19103)

SPECIAL BUSINESS

Resolution No. 5: Ordinary Resolution

Appointment of Mr. Ram Krishna Agarwal (holding DIN 00416964) as a Non-Executive and Non-Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015, and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof for the time being in force), Nomination and Remuneration Policy, Policy on Board Diversity and Policy on “Fit and Proper” criteria for Directors, Mr. Ram Krishna Agarwal (holding DIN 00416964), who was appointed as an Additional Director (Category: Non-Executive and Non-Independent) of the Company with effect from May 12, 2016, and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retirement by rotation.”

Proposed By: Mr. Sandeep Lakhotia
(Client ID/DP ID: 16863114/ IN300214)

Seconded By: Mr. S. K. Sukhani
(Client ID/DP ID – 10559084 / IN302105)

Resolution No. 6: Special Resolution

Issuance of Non - Convertible Debt Securities upto Rs. 10,000 Crores on private placement basis

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) read with the relevant rules, regulations, guidelines, amendments, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other regulatory authority, the relevant provisions of the Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’) of the Company, to issue on private placement basis, in one or more tranches, Redeemable Non-Convertible Debentures (NCDs) (including secured debentures, unsecured debentures, bonds, subordinated debt securities, covered bonds or other debt securities) for cash, such that the aggregate amount of such non-convertible Debt Securities during the period of 1 (one) year from the date of passing of the Special Resolution by the Members shall not exceed Rs. 10,000 Crores (Rupees Ten Thousand Crores only) and on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange/determine or settle the terms and conditions of the issue of such NCDs within the aggregate limit above, including the nature and type of investors;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its sole discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any Key Managerial Personnel (KMPs) or any other Officer(s) of the Company.”

Proposed By: Mr. Indrajit Roy
(Client ID/DP ID: 17980448/ IN301774)

Seconded By: Mr. S. N. Paul
(Client ID/DP ID: 1201910300072930 / 19103)

Based on the tally of all the votes which were cast through Remote e-voting and e-voting at the AGM venue through tablets/i-pads i.e. Insta Poll, Dr. K. R. Chandratre, Practising Company Secretary (Certificate of Practice no. 5144), submitted the

Scrutinizers' Consolidated Report dated August 06, 2016 to Mr. Shyamalendu Chatterjee, duly authorized by the Chairman in this regard, on the consolidated voting results and the same has been recorded hereunder as part of the proceedings of the AGM.

Number of Votes contained in							
Particulars	Remote e-Voting		Voting at the AGM (Insta Poll)		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Item No. 1: Ordinary Resolution							
Adoption of -							
a. The Standalone Financial Statement of the Company for the year ended March 31, 2016, and the report of the Directors and Auditors thereon.							
b. The Consolidated Financial Statement of the Company for the year ended March 31, 2016, and the report of the Auditors thereon.							
Assent	156	422832325	510	116982	666	422949307	99.9998
Dissent	1	360	7	591	8	951	0.0002
Total	157	422832685	517	117573	674	422950258	100.0000
Abstain / Invalid	0	0	4	1019	--	--	--
Item No. 2: Ordinary Resolution							
Declaration of Dividend for the financial year ended March 31, 2016							
Assent	157	422832685	510	117468	667	422950153	100.0000
Dissent	0	0	7	105	7	105	0.0000
Total	157	422832685	517	117573	674	422950258	100.0000
Abstain / Invalid	0	0	4	1019	--	--	--
Item No. 3: Ordinary Resolution							
Appointment of a Director in place of Mr. Hemant Kanoria (holding DIN 00193015), who retires by rotation and being eligible, seeks re-appointment.							
Assent	154	421491279	506	116977	660	421608256	99.6827
Dissent	3	1341406	11	596	14	1342002	0.3173
Total	157	422832685	517	117573	674	422950258	100.0000
Abstain / Invalid	0	0	4	1019	--	--	--
Item No. 4: Ordinary Resolution							
Ratification of appointment of Haribhakti & Co. LLP as the Statutory Auditors of the Company and to fix their remuneration							
Assent	149	421174639	507	117473	656	421292112	99.6080
Dissent	8	1658046	10	100	18	1658146	0.3920
Total	157	422832685	517	117573	674	422950258	100.0000
Abstain / Invalid	0	0	4	1019	--	--	--
Item No. 5: Ordinary Resolution							
Appointment of Mr. Ram Krishna Agarwal (holding DIN 00416964) as a Non-Executive and Non-Independent Director of the Company							

Assent	120	413242470	502	117147	622	413359617	97.7325
Dissent	37	9590215	13	195	50	9590410	2.2675
Total	157	422832685	515	117342	672	422950027	100.000 0
Abstain / Invalid	0	0	6	1250	--	--	--
Item No. 6: Special Resolution							
Issuance of Non - Convertible Debt Securities upto Rs. 10,000 Crores on private placement basis							
Assent	151	422551760	507	116896	658	422668656	99.9335
Dissent	6	280925	9	447	15	281372	0.0665
Total	157	422832685	516	117343	673	422950028	100.000 0
Abstain/ Invalid	0	0	5	1249	--	--	--

It was noted that based on the Scrutinizers Consolidated Report on the results of Remote e-voting and e-voting at the venue of the AGM through tablets/i-pads i.e. Insta Poll, the resolutions from Item No. 1 to 6 as set forth in the Notice of the 31st AGM of the Company have been passed with requisite majority and have been deemed to be passed on the date of the 31st AGM i.e. 6th August, 2016.

Place: Kolkata
Date: August 24, 2016

Sd/-
CHAIRMAN
DIN: 00193015

Date of entry in the Minutes Book:

Certified to be True Copy

SREI Infrastructure Finance Limited

Sandeep K. Lakhotia
Company Secretary