



SIFL/SECT/SB/13-14/007

April 10, 2013

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

Dear Sir,

**Re: Quarterly Compliance Report on Corporate Governance**

Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith the quarterly Compliance Report of the Company on Corporate Governance for the Quarter ended on 31st March, 2013.

This is for your information and record.

Thanking you.

Yours faithfully,  
For Srei Infrastructure Finance Limited

**Sandeep Lakhota**  
**Company Secretary**

Encl.: as above

cc : The Secretary

- Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Fax: 022-2272 2037/2039/2041
- 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

**Srei Infrastructure Finance Limited**

Registered Office : 'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046  
Tel. : +91 33 22850112-15, 61607734 Fax : +91 33 22857542/8501  
Email : corporate@srei.com Website : www.srei.com



**Quarterly Compliance Report on Corporate Governance  
under Clause 49 of the Listing Agreement**

Name of the Company : SREI INFRASTRUCTURE FINANCE LIMITED

Quarter ending on : 31ST MARCH, 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>49 (I)</b>		
(A) Composition of Board	49 (IA)	Yes	Composition of Srei's Board complies with this Clause. The Board comprises of 1 Non-Executive Director, 2 Executive Directors (including Chairman) and 6 Non-Executive and Independent Directors.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	The Non - Executive Directors do not get any compensation except sitting fees for attending the Board / Board Committee Meetings and annual commission on net profits.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Srei's Board meets atleast 4 times a year and urgent matters are addressed through Circular Resolutions. All the Directors of the Board comply with Clause C (ii).
(D) Code of Conduct	49 (ID)	Yes	Srei has put in place a Code of Conduct for Directors & Senior Management Personnel and declaration, as necessary, has been made in the Annual Report for the Financial Year 2011-12.

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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
			The aforesaid Code is also hosted on the website of the Company.
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	Srei has an independent Audit Committee complying with all the requirements.
(B) Meeting of Audit Committee	49 (II B)	Yes	
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of Information by Audit Committee	49 (II E)	Yes	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Yes	The Company does not have any material non-listed Indian subsidiary. The minutes of Board Meetings and investments made by all subsidiary Companies of the Company are regularly placed before the Board / Audit Committee of the Company.
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(A) Basis of related party transactions	49 (IV A)	Yes	Related party transactions are being placed before the Audit Committee.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	-
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	-
(E) Remuneration of Directors	49 (IV E)	Yes	All the disclosure requirements relating to remuneration of Directors have been complied with.
(F) Management	49 (IV F)	Yes	Detailed Management Discussion and Analysis Report forms part of the respective years'

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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
(G) Shareholders	49 (IV G)	Yes	Annual Report. The requisite information to be provided to the shareholders under Clause 49 (IV G) has been furnished in the Notice of the Annual General Meeting and in the Annual Report of the Company for the respective years.
V. CEO/CFO Certification	49 (V)	Yes	-
VI. Report on Corporate Governance	49 (VI)	Yes	-
VII. Compliance	49 (VII)	Yes	-

**Srei Infrastructure Finance Limited**

*Sandeep K. Lakhotia*

Dated: April 10, 2013

Signature : \_\_\_\_\_ **Company Secretary**  
Name : **Sandeep Lakhotia**  
Designation : **Company Secretary**

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