



**SIFL/SECT/SP/20-21/33**

July 14, 2020

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 June 30, 2020.

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: L29219WB1985PLC055352

Registered Office: 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700046

Tel.: +91.33.22850112-15, 61607734, Fax: +91.33.2285 7542/8501

Email: [corporate@srei.com](mailto:corporate@srei.com) Website: [www.srei.com](http://www.srei.com)

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: SREI INFRASTRUCTURE FINANCE LIMITED

2. Quarter ending: 30TH JUNE, 2020

<b>I. Composition of Board of Directors</b>													
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	Whether Special Resolution passed? [Refer Regulation 17(1A) of Listing Regulations]	Date of passing Special Resolution	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)	No. 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	1	–	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	1	–	Audit Committee – 2 Stakeholder Committee - 2	–
Mr.	Srinivasachari Rajagopal	Non-Executive & Independent	25.01.2003	27.07.2019	–	Yes	21.03.2019	71 months	10.03.1940	2	2	Audit Committee – 6	–
Mr.	Shyamalendu Chatterjee**	Non-Executive & Independent	29.04.2009	27.07.2019	–	Yes	27.07.2019	71 months	24.12.1946	2	2	Audit Committee - 2 Stakeholder Committee - 1	Audit Committee - 1 Stakeholder Committee - 1

Dr. (Mrs.)	Punita Kumar Sinha	Non-Executive & Independent	20.05.2013	27.07.2019	-	-	-	71 months	13.05.1962	4	4	Audit Committee - 4  Stakeholder Committee - 4	Stakeholder Committee - 2
Mr.	Ram Krishna Agarwal	Non-Executive & Independent	12.05.2016	21.07.2018	-	-	-	23 months	28.08.1952	2	2	Audit Committee - 4  Stakeholder Committee - 1	Audit Committee - 2
Mr.	Malay Mukherjee	Non-Executive & Independent	26.10.2017	21.07.2018	-	-	-	23 months	26.07.1955	2	2	Audit Committee - 1	-
Dr. (Mrs.)	Tamali Sengupta***	Non-Executive & Independent	04.02.2019	27.07.2019	-	-	-	38 months	27.09.1962	2	2	Audit Committee - 2  Stakeholder Committee - 1	Audit Committee - 1

Whether regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – No

<sup>s</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.

<sup>\*to</sup>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.

<sup>\*\*</sup>Mr. Shyamalendu Chatterjee will attain 75 years of age in December 2021, therefore, to continue his directorship beyond the age of 75 years; Special Resolution has been passed by the shareholders of the Company at 34th Annual General Meeting of the Company held on July 27, 2019.

<sup>\*\*\*</sup>Dr. (Mrs.) Tamali Sengupta had earlier been associated with the Company as an Independent Director during the period from August 01, 2015 till October 26, 2017. Her tenure comprises of her first term of appointment with the Board from August 01, 2015 till October 26, 2017 and her second term of appointment with effect from July 27, 2019 till date.

<b>II. Composition of Committees</b>					
Name of Committee <sup>§</sup>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	Date of Appointment	Date of Cessation
1. Audit Committee					
2. Nomination & Remuneration Committee					
3. Stakeholders Relationship Committee					
4. Corporate Social Responsibility Committee					
5. Risk Management Committee (if applicable)					
As per Annexure A					
N.A to the Company since the same is applicable to top 500 listed entities pursuant to Regulation 21(5) of SEBI (LODR) Regulations, 2015					
<sup>&amp;</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, Investment Committee, Credit Committee, Asset Liability Management Committee, Committee of Directors, Business Responsibility Committee, IT Strategy Committee and Governance Committee.					

<b>III. Meeting of Board of Directors</b>					
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) <sup>§</sup>
14.02.2020	29.06.2020	Yes	8	6	135

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

<sup>§</sup> SEBI vide its circular dated March 19, 2020 exempted the Board of Directors and Audit Committee of listed entity from observing the maximum stipulated time gap between two meetings for the meetings held or proposed to be held between the period December 1, 2019 and June 30, 2020.

<b>IV. Meetings of Committees<sup>§</sup></b>					
<b>Audit Committee</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)*<sup>§</sup></b>
29.06.2020	Yes – All Members were present	5	4	14.02.2020	135

<sup>§</sup> SEBI vide its circular dated March 19, 2020 exempted the Board of Directors and Audit Committee of listed entity from observing the maximum stipulated time gap between two meetings for the meetings held or proposed to be held between the period December 1, 2019 and June 30, 2020.

<b>Nomination &amp; Remuneration Committee</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)*</b>
29.06.2020	Yes – All Members were present	3	3	-	-

<b>Stakeholders Relationship Committee</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)*</b>
19.06.2020	Yes – All Members were present	3	1	10.01.2020	-
				14.01.2020	-
				14.02.2020	-

*Note: During the quarter, resolutions were passed by circulation by the Stakeholders Relationship Committee of the Company on April 22, 2020, May 05, 2020 and May 28, 2020.*

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

<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, Business Responsibility Committee, IT Strategy Committee and Governance Committee.

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)<sup>refer note below</sup></i>
Whether prior approval of audit committee obtained	N.A
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
<b>Note</b>	
<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>	

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee - <b>Yes</b></p> <p>b. Nomination &amp; remuneration committee - <b>Yes</b></p> <p>c. Stakeholders relationship committee - <b>Yes</b></p> <p>d. Risk management committee (applicable to the top 500 listed entities) - <b>N.A.</b></p> <p>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></p> <p>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></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - <b>Yes</b></p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here.</p>
<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>Whether Regular chairperson appointed</b>	<b>Name of the Committee members</b>	<b>Category(Chairperson/ Executive/ Non Executive/ Independent/ Nominee)</b>	<b>Chairperson / Membership</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Audit Committee	Yes	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	Yes	Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Chairman	01.04.2014	-
			Mr. Srinivasachari Rajagopal	Non-Executive & Independent	Member	26.10.2017	-
			Mr. Malay Mukherjee	Non-Executive & Independent	Member	14.11.2019	-
3	Stakeholders Relationship Committee	Yes	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	-
4	Corporate Social Responsibility Committee	Yes	Mr. Hemant Kanoria	Chairman – Executive	Chairman	23.05.2014	-
			Mr. Shyamalendu Chatterjee	Non-Executive & Independent	Member	23.05.2014	-
			Mr. Sunil Kanoria	Vice Chairman - Non-Executive	Member	23.05.2014	-

Note: 1. The Company Secretary of the Company is the Secretary to the above Committees. However, he is not a member.