



SIFL/SECT/SP/20-21/92

January 15, 2021

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 December 31, 2020.

This is for your information and records.

Thanking you.

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

SANDEEP
KUMAR
LAKHOTIA

Digitally signed by
SANDEEP KUMAR
LAKHOTIA
Date: 2021.01.15
10:07:20 +05'30'

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 Website: www.srei.com

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: SREI INFRASTRUCTURE FINANCE LIMITED

2. Quarter ending: 31ST DECEMBER, 2020

| I. Composition of Board of Directors | | | | | | | | | | | | | |
|---|--------------------------|--|-----------------------------|---|-------------------|---|------------------------------------|-----------|---------------|---|---|--|---|
| 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 Directors in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations) | No. of Independent Directors 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 | – | – | – |
| 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 | – |
| Mr. | Srinivasachari Rajagopal | Non-Executive & Independent | 25.01.2003 | 27.07.2019 | – | Yes | 21.03.2019 | 77 months | 10.03.1940 | 2 | 2 | Audit Committee – 7 | – |
| Mr. | Shyamalendu Chatterjee** | Non-Executive & Independent | 29.04.2009 | 27.07.2019 | – | Yes | 27.07.2019 | 77 months | 24.12.1946 | 2 | 2 | Audit Committee - 1 Stakeholder Committee – 1 | – |

| | | | | | | | | | | | | | |
|---------------|---------------------|--------------------------------|------------|------------|---|---|---|--------------|------------|---|---|--|--|
| Dr. (Mrs.) | Punita Kumar Sinha | Non-Executive & Independent | 20.05.2013 | 27.07.2019 | - | - | - | 77 months | 13.05.1962 | 5 | 5 | Audit Committee - 6 Stakeholder Committee - 4 | Audit Committee - 1 Stakeholder Committee - 2 |
| Mr. | Ram Krishna Agarwal | Non-Executive & Independent | 12.05.2016 | 21.07.2018 | - | - | - | 29 months | 28.08.1952 | 2 | 2 | Audit Committee - 3 Stakeholder Committee - 2 | Audit Committee - 2 Stakeholder Committee - 1 |
| Mr. | Malay Mukherjee | Non-Executive & Independent | 26.10.2017 | 21.07.2018 | - | - | - | 29 months | 26.07.1955 | 3 | 3 | Audit Committee - 1 Stakeholder Committee - 1 | Audit Committee - 1 |
| Dr. (Mrs.) | Tamali Sengupta*** | Non-Executive & Independent | 04.02.2019 | 27.07.2019 | - | - | - | 44 months | 27.09.1962 | 3 | 3 | Audit Committee - 2 Stakeholder Committee - 2 | Audit Committee - 1 |

Whether regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – No

^sPAN 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.

^{**}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.

^{***}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.

| II. Composition of Committees | | | | | |
|---|---------------------------------------|---------------------------|---|---------------------|-------------------|
| Name of Committee [§] | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&} | 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 | | | | | |
| ^{&} 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 [§] Apart from the above, there are other Committees which include Risk Committee, Credit and Investment Committee, Asset Liability Management Committee, Committee of Directors, Business Responsibility Committee, IT Strategy Committee and Governance 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 | 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) |
| 28.07.2020 | 09.11.2020 | Yes | 8 | 6 | 55 |
| 14.09.2020 | 02.12.2020 | Yes | 8 | 6 | 22 |

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

| IV. Meetings of Committees[§] | | | | | |
|---|---|-------------------------------------|---|--|--|
| Audit Committee | | | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days)* |
| 09.11.2020 | Yes – All Members were present | 4 | 3 | 28.07.2020 | 55 |
| | | | | 14.09.2020 | |
| Nomination & Remuneration Committee | | | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days)* |
| 09.11.2020 | Yes – All Members were present | 3 | 3 | 28.07.2020 | - |
| Stakeholders Relationship Committee | | | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days)* |
| 27.10.2020 | Yes – All Members were present | 3 | 3 | 08.07.2020 | - |
| | | | | 04.09.2020 | |
| <p>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p> <p>[§]Apart from the above, there are other Committees which include Risk Committee, Corporate Social Responsibility Committee, Credit and Investment Committee, Asset Liability Management Committee, Committee of Directors, Business Responsibility Committee, IT Strategy Committee and Governance Committee.</p> | | | | | |

| V. Related Party Transactions | |
|--|--|
| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> <small>refer note below</small> |
| 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 |
| <p>Note</p> <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> | |

| VI. Affirmations |
|---|
| <ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> a. Audit Committee - Yes b. Nomination & remuneration committee - Yes c. Stakeholders relationship committee - Yes d. Risk management committee (applicable to the top 500 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. |
| <p>Sandeep Lakhotia Company Secretary FCS 7671</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

| COMPOSITION OF COMMITTEES | | | | | | | |
|----------------------------------|---|--|--------------------------------------|---|---------------------------------|----------------------------|--------------------------|
| Sl. No. | Name of the Committee | Whether Regular chairperson appointed | Name of the Committee members | Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee) | Chairperson / Membership | Date of Appointment | Date of Cessation |
| 1 | Audit Committee | Yes | Mr. Malay Mukherjee | Non-Executive & Independent | Chairman | 04.02.2019 | - |
| | | | 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 | - |
| 2 | Nomination and Remuneration Committee | Yes | Mr. Srinivasachari Rajagopal | Non-Executive & Independent | Chairman | 26.10.2017 | - |
| | | | Mr. Malay Mukherjee | Non-Executive & Independent | Member | 14.11.2019 | - |
| | | | Dr. (Mrs.) Punita Kumar Sinha | Non-Executive & Independent | Member | 01.08.2020 | - |
| 3 | Stakeholders Relationship Committee | Yes | Mr. Ram Krishna Agarwal | Non-Executive & Independent | Chairman | 01.08.2020 | - |
| | | | Dr. (Mrs.) Tamali Sengupta | Non-Executive & Independent | Member | 01.08.2020 | - |
| | | | Mr. Malay Mukherjee | Non-Executive & Independent | Member | 01.08.2020 | - |
| 4 | Corporate Social Responsibility Committee | Yes | Mr. Hemant Kanoria | Chairman – Executive | Chairman | 23.05.2014 | - |
| | | | Mr. Ram Krishna Agarwal | Non-Executive & Independent | Member | 01.08.2020 | - |
| | | | Dr. (Mrs.) Punita Kumar Sinha | Non-Executive & Independent | Member | 01.08.2020 | - |

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