



## SREI INFRASTRUCTURE FINANCE LIMITED

CIN: L29219WB1985PLC055352

Registered Office : 'Vishwakarma'

86C, Topsia Road (South), Kolkata - 700 046

Website : www.srei.com, Email : investor.relations@srei.com

# Notice

**NOTICE** is hereby given that the Twenty-Ninth Annual General Meeting of the Members of Srei Infrastructure Finance Limited will be held on **Saturday, the August 02, 2014 at 10.30 a.m. at the Science City Main Auditorium, JBS Haldane Avenue, Kolkata - 700 046** to transact the following business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Statement of Profit and Loss for the financial year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on the Equity Shares of the Company.
3. To elect a Director in place of Mr. Sunil Kanoria (holding DIN 00421564) who retires by rotation and being eligible, seeks re-appointment.
4. To re-appoint Haribhakti & Co., Chartered Accountants having registration No. 103523W allotted by The Institute of Chartered Accountants of India (ICAI), as Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company 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.

### **SPECIAL BUSINESS :**

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed

thereunder and Schedules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company, by substituting the following for existing 'Article 1' of the Articles of Association of the Company -

1. The following shall be the Articles of Association of the Company.

The Regulations contained in Table F in Schedule I to the Companies Act, 2013 shall apply to the Company, except as provided in the following Articles, which shall be the Regulations for the management of the Company, so however that the Articles shall to the extent to which they are repugnant to and/or at variance with the provisions of the Companies Act, 2013, various Schedules thereto and the Rules framed thereunder (collectively referred to as "Act") be deemed to have been replaced by the relevant provisions/rules in the Act so as to be in consonance and harmony therewith and the relevant provisions/rules in the Act which require inclusion in the Articles shall be deemed to be included in the Articles;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Salil Kumar Gupta (holding DIN 00651223), Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Salil Kumar Gupta be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Shyamalendu Chatterjee (holding DIN 00048249), Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Shyamalendu Chatterjee be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Sujitendra Krishna Deb (holding DIN 03524764), Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Sujitendra Krishna Deb be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

9. To consider and if thought fit, to pass, with or without

modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Srinivasachari Rajagopal (holding DIN 00022609), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Srinivasachari Rajagopal be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

10. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Dr. Satish Chandra Jha (holding DIN 00247427), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation be and is hereby appointed as an Independent Director of the Company to

hold office for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of Listing Agreement with the Stock Exchange(s), Dr. Satish Chandra Jha be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

11. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Dr. Punita Kumar Sinha (holding DIN 05229262), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of Listing Agreement with the Stock Exchange(s), Dr. Punita Kumar Sinha be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to

such limits, prescribed or as may be prescribed from time to time.”

12. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 94 and all other applicable provision, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and in supersession of the earlier Resolution passed at the Annual General Meeting of the Company held on August 30, 2003 on the matter, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’) of the Company to keep the Register of Members together with the Index of Members, Register of Debenture Holders together with the Index of Debenture Holders and Register of any other Security Holders together with the Index of any other Security Holders and/ or any other related documents and returns, as required to be kept at the Registered Office of the Company, at the Office in India of Registrar & Share Transfer Agents (RTA) of the Company, as may be appointed from time to time, for various Securities of the Company;

**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 absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also 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.”

13. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** in supersession of the earlier Resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company

held on August 14, 2013 and pursuant to the provisions of Section 180(1)(c) and all other applicable provision, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’) of the Company, to borrow any sums of money at any time or from time to time as they may deem fit for the purpose of carrying on the business of the Company, so however, that the total amount of such borrowings outstanding at any given point of time shall not exceed Rs. 25,000 Crores (Rupees Twenty Five Thousand Crores only) notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from cash credit arrangements, discounting of bills and other temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which such monies are to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit;

**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 absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also 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.”

14. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** in supersession of the earlier Resolution passed under Section 293(1)(a) of the Companies Act,

1956 at the Annual General Meeting of the Company held on August 14, 2013 and pursuant to the provisions of Section 180(1)(a) and all other applicable provision, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board') of the Company, to mortgage, hypothecate, pledge and/or create charge, security from time to time, in such form, manner and ranking and on such terms and at such time(s) as the Board may deem fit in the interest of the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company, present and/or future, wherever situated, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/investment institution(s) and their subsidiaries, bank(s), mutual fund(s), trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustee(s) for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and/or to the Lending Agencies under their respective Agreements/ Loan Agreements/Debenture Trust Deeds entered or to be entered into by the Company in respect of the said borrowings, upto the limits approved or as may be approved by the Members pursuant to Section 180(1)(c) of the Companies Act, 2013;

**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 absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also 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."

15. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Clause 49(II)(C) of the recently amended Listing Agreement with the Stock Exchange(s) and the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re - enactment thereof, for the time being in force) and in supersession of the earlier Resolution passed at the Annual General Meeting of the Company held on August 14, 2013 on the matter, consent, authority and approval of the Company be and is hereby accorded for payment of commission to the Directors of the Company (other than Directors who are either in wholtime employment of the Company or Managing Director of the Company) annually for each of the five financial years commencing from financial year 2014-15, an amount not exceeding 1% (one per cent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, to be divided amongst the Directors aforesaid in such amounts or proportions and in such manner as the Board of Directors (hereinafter referred as 'Board') of the Company may from time to time determine and in default of such determination equally and further that the above remuneration shall be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings;

**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 absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

16. To consider and if thought fit, to pass, with or without

modification(s), the following Resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the relevant rules / regulations / guidelines, 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 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, utilisation 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 or settle the terms and conditions of such non-convertible Debt Securities 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.”

17. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to such approvals, permissions, sanctions and consents as may be necessary and required under all applicable laws, rules and regulations from various statutory authorities, 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 invest/acquire, from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) and/or associate(s) of the Company as the Board may think fit, to the extent of the following limits in excess of and in addition to the investments already made as at March 31, 2014;

Particulars	Amount (Rs. in Crores)
Subsidiary Companies	2,500
Other Bodies Corporate (including Associates)	5,000
<b>Total</b>	<b>7,500</b>

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to agree, make, accept and finalize all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including the power to transfer / dispose of the investments so made, from time to time;

**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 absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also 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.”

**NOTES:****1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.

3. Electronic copy of the Notice of the aforesaid Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/ Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email

IDs, physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent.

4. If any resolution at the meeting is put to vote on a poll, each equity shareholder shall be entitled to one vote for every equity share held.
5. Members holding Shares in physical mode are requested to intimate changes in their address / bank mandate to the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited, 6 Mangoe Lane, Kolkata - 700 001. Members holding Shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 18, 2014 to Friday, July 25, 2014 (both days inclusive) for the purpose of payment of dividend.
7. Subject to the provisions of Section 126 of the Companies Act, 2013 (corresponding to Section 206A of the Companies Act, 1956), Dividend on Equity Shares for the year ended March 31, 2014 as recommended by the Board, if sanctioned at the Meeting, will be credited/ despatched between August 12, 2014 and August 20, 2014 -
  - a. to those Members, holding Equity Shares in physical form, whose names appear on the Company's Register of Members, at the close of business hours on Friday, July 25, 2014 after giving effect to all valid transfers in physical form lodged on or before Thursday, July 17, 2014 with the Company and/or its Registrar and Share Transfer Agents; and
  - b. in respect of Shares held in electronic form, to all beneficial owners as per details furnished by National Securities Depository Limited (NSDL) and Central

Depository Services (India) Limited (CDSL) for this purpose.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

8. Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited, 6 Mangoe Lane, Kolkata - 700 001, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
9. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.
10. Members who have not yet surrendered their old Share Certificate(s) for exchange with new certificate(s) bearing hologram, logo and barcoding are requested to surrender the same to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited.
12. Dividends for the financial year ended March 31, 2007 and thereafter, which remain unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members who have not encashed the dividend warrant(s), so far for the financial year ended March 31, 2007, or any subsequent financial years are requested to make their claim to the Company at its Registered Office. It may please be noted that once the unclaimed dividend is transferred to the said Fund, as above, no claims shall lie against the Company or the aforesaid Fund in respect of such amount. The Company has already sent reminder letters to Members concerned through physical as well as electronic means on December 27, 2013 and December 28, 2013, respectively at their registered addresses in this regard. Further, the details of dividend unclaimed by the Members for the past years which have not yet been transferred to the Central Government are readily available for view by the Members on the website of the Company [www.srei.com](http://www.srei.com). Further, the Members are advised to glance through the database and lodge their claim for dividend which have remained unclaimed with the Company's Registrar and Share Transfer Agents.
13. All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
14. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
15. In compliance with General Circular No:2/2011 dated February 08, 2011 of Government of India, Ministry of Corporate Affairs, the copy of audited statement of accounts along with the reports of the Board of Directors and Auditors relating to the Company's subsidiaries in India and Overseas have not been attached with the Balance Sheet of the Company. The Company Secretary will make these documents available upon receipt of request from any Member of the Company interested in



obtaining the same. However, as directed by the Ministry of Corporate Affairs, Government of India, the financial data of the subsidiaries have been separately furnished and forms part of the Annual Report. These documents will also be available for inspection at the Registered Office of the Company and the concerned subsidiary companies during business hours on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting. Further, the documents shall be available on the website of the Company [www.srei.com](http://www.srei.com). In addition, in line with the Listing Agreement and in accordance with the Accounting Standard 21 (AS-21), Consolidated Financial Statements prepared by the Company include financial information of its subsidiary companies.

16. The Company is sending periodic communications including Notices for General Meetings, Balance Sheets, Directors' Reports, Auditor's Reports, Financial Results, etc. through email to Members whose email IDs are registered with the Company. While going through the Register of Members, it is noticed that there are Members who have not registered their email IDs with the Company. Consequently, the Company is unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013, Members holding Shares in physical form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents (RTA), M/s. Maheshwari Datamatics Private Limited and Members holding Shares in electronic/demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.

#### 17. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means, as an alternative

to vote physically at the AGM, and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL). It may be noted that this e-voting facility is optional.

The instructions for e-voting are as under:

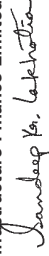
- A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants]:
- (i) Open email and open PDF file viz; "Srei Infrastructure Finance Limited e-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - (iii) Click on Shareholder - Login.
  - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Srei Infrastructure Finance Limited.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [krchandratreoffice@gmail.com](mailto:krchandratreoffice@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Annual Report [for Members whose email IDs are not registered with the Company / Depository Participants]:
- (i) Initial password is provided on the Attendance Slip for the AGM;
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. The e-voting period commences on July 23, 2014 (9:00 a.m.) and ends on July 25, 2014 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 20, 2014, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of June 20, 2014.
- VI. The Company has appointed Dr. K. R. Chandratre, Practising Company Secretary, Pune (FCS No. 1370, CP No. 5144) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.srei.com](http://www.srei.com) and on the website of NSDL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to Stock Exchanges.
18. At the ensuing Meeting of the Company, Mr. Sunil Kanoria, Non-Executive Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules"), and being eligible, seek re-appointment. Moreover, pursuant to the provisions of Section 149 of the Act and the aforesaid Rules and Clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Salil Kumar Gupta, Mr. Shyamalendu Chatterjee, Mr. Sujitendra Krishna Deb, Mr. Srinivasachari Rajagopal, Dr. Satish Chandra Jha and Dr. Punita Kumar Sinha are being proposed to be appointed as Independent Directors of the Company for a period of five consecutive years from the date of the ensuing Annual General Meeting (AGM) of the Company.
- Pursuant to the Clause 49(IV)(G) of the Listing Agreement with the Stock Exchange(s), the particulars of the aforesaid Directors are given below:

Serial No.	(A)	(B)	(C)	(D)
Name of Director	Mr. Sunil Kanoria	Mr. Saiil K. Gupta	Mr. Shyamalendu Chatterjee	Mr. Sujitendra Krishna Deb
Date of Birth	04.05.1965	14.08.1928	24.12.1946	22.10.1947
Date of Appointment	05.07.1989 (Vice Chairman w.e.f. 20.09.2008)	20.04.1991 (Chief Mentor w.e.f. 13.04.2004)	29.04.2009	19.05.2011
Expertise in specific functional areas	Over 26 years of experience in the Financial Service Industry; past President of Merchants' Chamber of Commerce, Federation of Indian Hire Purchase Association (FIHPA) and Hire Purchase & Lease Association (HPLA) and served as a Member on Planning Commission's Working Group on Construction for the Tenth Five Year Plan; presently the Senior Vice President of The Associated Chambers of Commerce & Industry of India (ASSOCHAM), Member of the Central Direct Taxes Advisory Committee and the Governing body member of the Construction Industry Development Council (CIDC)	Over 56 years of experience in the field of corporate management & finance; former Chairman of West Bengal Industrial Development Corporation Limited; former President of The Institute of Chartered Accountants of India	Over 46 years of experience in Commercial and Investment Banking with State Bank of India and Axis Bank Limited (formerly UTI Bank Limited); former Executive Director of Axis Bank Limited (formerly UTI Bank Limited)	Over 43 years of experience in the Assurance and Business Advisory services of a Big Four Firm in India, where he was a partner for little over last two decades; working experience in Due Diligence Review, Valuation and Internal Audits, among others
Qualification	FCA	FCA	B.A. (Hons.)	FCA
List of outside Directorships held (excluding Directorships in foreign companies)	<ul style="list-style-type: none"> <li>■ Upper Ganges Sugar &amp; Industries Limited</li> <li>■ Srei Equipment Finance Limited</li> <li>■ Viom Networks Limited</li> <li>■ India Power Corporation Limited</li> <li>■ Viom Infra Networks (Maharashtra) Limited</li> <li>■ The Associated Chambers of Commerce and Industry of India</li> </ul>	<ul style="list-style-type: none"> <li>■ Jagaran Microfin Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>■ Sahaj e-Village Limited</li> <li>■ Srei Capital Markets Limited</li> <li>■ Srei Equipment Finance Limited</li> </ul>	Nil
Chairman / Member of the Committees of Board of Directors of the Company	<ul style="list-style-type: none"> <li>Member – Audit Committee</li> <li>Member – Stakeholders Relationship Committee</li> <li>Member - Nomination and Remuneration Committee</li> <li>Chairman – Asset Liability Management Committee</li> <li>Member – Credit Committee</li> <li>Member – Investment Committee</li> <li>Member – Committee of Directors</li> <li>Member – Risk Committee</li> <li>Member - Corporate Social Responsibility Committee</li> </ul>	<ul style="list-style-type: none"> <li>Chairman - Audit Committee</li> <li>Chairman - Stakeholders Relationship Committee</li> <li>Chairman - Nomination and Remuneration Committee</li> <li>Member – Committee of Directors</li> </ul>	<ul style="list-style-type: none"> <li>Member – Audit Committee</li> <li>Chairman - Risk Committee</li> <li>Member - Nomination and Remuneration Committee</li> <li>Member - Asset Liability Management Committee</li> <li>Member - Corporate Social Responsibility Committee</li> </ul>	<ul style="list-style-type: none"> <li>Member – Audit Committee</li> <li>Member - Risk Committee</li> <li>Member - Credit Committee</li> </ul>
Chairman / Member of the Committees of Board of Directors of other Public Limited Companies in which he is a Director –	4 (Chairman - 1) (India Power Corporation Limited, Srei Equipment Finance Limited, Viom Networks Limited and Viom Infra Networks (Maharashtra) Limited)	Nil	3 (Chairman - 2) (Sahaj e-Village Limited, Srei Equipment Finance Limited and Srei Capital Markets Limited)	Nil
a) Audit Committee	Nil	Nil	Nil	Nil
b) Shareholders' Grievance Committee/ Stakeholders Relationship Committee	1802714 Equity Shares	Nil	Nil	Nil
Shareholding in the Company	Mr. Hemant Kanoria (Brother)	-	-	-
Relationship with other Directors	-	-	-	-

Serial No.	(E)	(F)	(G)
Name of Director	Mr. Srinivasachari Rajagopal	Dr. Satish Chandra Jha	Dr. Punita Kumar Sinha
Date of Birth	10.03.1940	01.04.1934	13.05.1962
Date of Appointment	25.01.2003	28.01.2010	20.05.2013
Expertise in specific functional areas	Over 41 years of experience in the Banking industry; Past Chairman & Managing Director of Bank of India, Indian Bank	Former Director and Chief Economist of Asian Development Bank, Manila and President of Bihar Economic Association; Member of the Economic Advisory Council to the Prime Minister and Chairman, Special Task Force on Bihar	Over 23 years of experience in asset management in international and emerging markets; served as a Senior Managing Director of The Blackstone Group LP and Chief Investment Officer of Blackstone Asia Advisors L.L.C.; former Chief Investment Officer and Senior Portfolio Manager of the NYSE listed India Fund Inc. and Asia Tigers Fund Inc.; former Managing Director and Senior Portfolio Manager at Oppenheimer & Company and CIBC World Markets; former Portfolio Manager on the emerging markets team at Batterymarch Financial Management Inc. (a Legg Mason Company); former international equity management team member at Standish Ayer (now a part of Bank of NY Mellon)
Qualification	M.A., LLB, CAIIB, Diploma in Industrial Finance & Co-operation of Indian Institute of Bankers	Msc., PHD from Stanford University and University of Illinois	B.Tech, Doctorate in Finance, Chartered Financial Analyst (CFA)
List of outside Directorships held (excluding Directorships in foreign companies)	<ul style="list-style-type: none"> <li>■ GMR Tuni-Anakapalli Expressways Limited</li> <li>■ GMR Tambaram-Tindivanam Expressways Limited</li> <li>■ National Trust Housing Finance Limited</li> <li>■ Srei Alternative Investment Managers Limited</li> <li>■ Wisdomleaf Technologies Private Limited</li> <li>■ GMR Energy Limited</li> <li>■ GMR Kamalanga Energy Limited</li> <li>■ GMR Chhattisgarh Energy Limited</li> <li>■ Careercubicle Technologies Private Limited</li> <li>■ Vivek Limited</li> <li>■ GMR Hyderabad Vijayawada Expressways Private Limited</li> <li>■ GMR Kishangarh Udaipur Ahmedabad Expressways Limited</li> <li>■ GMR Infrastructure Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Srei Alternative Investment Managers Limited</li> <li>■ Watchand Peoplefirst Limited</li> <li>■ SunSuki Trading &amp; Export Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>■ JSW Steel Limited</li> <li>■ Rallis India Limited</li> </ul>
Chairman / Member of the Committees of Board of Directors of the Company	Member – Audit Committee	Nil	Member – Investment Committee
Chairman / Member of the Committees of Board of Directors of other Public Limited Companies in which he is a Director –			
a) Audit Committee	8 (Chairman - 4) (GMR Chhattisgarh Energy Limited, GMR Energy Limited, GMR Kamalanga Energy Limited, Vivek Limited, National Trust Housing Finance Limited, GMR Tambaram-Tindivanam Expressways Limited, GMR Tuni-Anakapalli Expressways Limited and GMR Infrastructure Limited)	1 (Chairman – Nil) (Watchand Peoplefirst Limited)	Nil
b) Shareholders' Grievance Committee/ Stakeholders Relationship Committee	Nil	Nil	1 (Chairman – Nil) (JSW Steel Limited)
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors	-	-	-

By Order of the Board of Directors

For **Srei Infrastructure Finance Limited****Sandeep Lakhota**

Company Secretary

Dated : May 23, 2014

Place : Kolkata

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5

With the promulgation of the Companies Act, 2013, together with various Schedules thereto and the Rules framed thereunder (collectively referred to as "Act"), in replacement of the Companies Act, 1956, it has become necessary to modify the existing 'Article 1' of the Articles of Association of the Company, so as to have the effect of bringing various existing Articles, in consonance with the provisions of the Act, to the extent they are repugnant to and/or at variance with the provisions thereof, with reference to the various Sections of the Companies Act, 1956 being deemed to be and read as reference to corresponding Sections of the Act, wherever appearing and also to have the effect of deemed inclusion of various new provisions of the Act which require inclusion in the Articles.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

A copy of the Articles of Association of the Company together with the proposed alterations would be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

### Item No. 6

Mr. Salil K. Gupta is a Non-Executive & Independent Director of the Company. Mr. Gupta joined the Board of Directors of the Company on April 20, 1991. He has over 56 years of experience in the field of corporate management & finance and has served as the former Chairman of West Bengal Industrial Development Corporation Limited, a leading state financial institution. He has also served as the President of The Institute of Chartered Accountants of India.

Mr. Gupta retires by rotation at the Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and all other applicable provisions of the Companies Act, 2013 and pursuant to

applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Gupta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company.

The Company has received from Mr. Gupta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM and can also be viewed on the website of the Company [www.srei.com](http://www.srei.com).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gupta as an Independent Director of the Company.

Under the Companies Act, 2013 and the Rules framed thereunder, Independent Directors can only receive sitting fees and profit linked commission as may be approved by the Members. Further, the recently amended Listing Agreement with the Stock Exchange(s) provides that all fees / compensation, if any, paid to Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors and shall require prior approval of the Members at General Meeting. Accordingly, approval of the Members is also being sought for the purposes of payment of sitting fees

and profit linked commission, which amount may be decided by the Board / Committee of the Company from time to time, subject to the limits prescribed under the Companies Act, 2013 and the Listing Agreement with Stock Exchange(s).

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Salil K. Gupta and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### **Item No. 7**

Mr. Shyamalendu Chatterjee is a Non-Executive & Independent Director of the Company. Mr. Chatterjee joined the Board of Directors of the Company on April 29, 2009. He has over 46 years of experience in Commercial and Investment Banking. He was the Executive Director of Axis Bank Limited, Mumbai. He has extensive exposure in the area of International Banking having worked in SBI, London for 3 years and in Washington D. C. for 5 years. He has expertise in the areas of Corporate Finance, International Business, Retail Banking, Project Financing and Balance Sheet Management, among others.

Mr. Chatterjee retires by rotation at the Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and all other applicable provisions of the Companies Act, 2013 and pursuant to applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Chatterjee being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company.

The Company has received from Mr. Chatterjee (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Chatterjee fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director

of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Chatterjee as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM and can also be viewed on the website of the Company [www.srei.com](http://www.srei.com).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chatterjee as an Independent Director of the Company.

Under the Companies Act, 2013 and the Rules framed thereunder, Independent Directors can only receive sitting fees and profit linked commission as may be approved by the Members. Further, the recently amended Listing Agreement with the Stock Exchange(s) provides that all fees / compensation, if any, paid to Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors and shall require prior approval of the Members at General Meeting. Accordingly, approval of the Members is also being sought for the purposes of payment of sitting fees and profit linked commission, which amount may be decided by the Board / Committee of the Company from time to time, subject to the limits prescribed under the Companies Act, 2013 and the Listing Agreement with Stock Exchange(s).

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Shyamalendu Chatterjee and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### **Item No. 8**

Mr. Sujitendra Krishna Deb is a Non-Executive & Independent Director of the Company. Mr. Deb joined the Board of Directors of the Company on May 19, 2011. He is a Chartered Accountant with over 43 years of experience in the Assurance and Business Advisory services of a Big Four Firm in India, where he was a partner for little over last two decades; working experience in Due Diligence Review, Valuation and Internal Audits, among others.

Mr. Deb retires by rotation at the Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and all other applicable provisions of the Companies Act, 2013 and pursuant to applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Deb being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company.

The Company has received from Mr. Deb (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Deb fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Deb as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM and can also be viewed on the website of the Company [www.srei.com](http://www.srei.com).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Deb as an Independent Director of the Company.

Under the Companies Act, 2013 and the Rules framed thereunder, Independent Directors can only receive sitting fees and profit linked commission as may be approved by the Members. Further, the recently amended Listing Agreement with the Stock Exchange(s) provides that all fees / compensation, if any, paid to Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors and shall require prior approval of the Members at General Meeting. Accordingly, approval of the Members is also being sought for the purposes of payment of sitting fees and profit linked commission, which amount may be decided by the Board / Committee of the Company from time to time,

subject to the limits prescribed under the Companies Act, 2013 and the Listing Agreement with Stock Exchange(s).

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Sujitendra Krishna Deb and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### **Item No. 9**

Mr. Srinivasachari Rajagopal is a Non-Executive & Independent Director of the Company. Mr. Rajagopal joined the Board of Directors of the Company on January 25, 2003. He has over 41 years of experience in the banking industry. He is the former Chairman & Managing Director of Bank of India and Indian Bank.

Mr. Rajagopal is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and all other applicable provisions of the Companies Act, 2013 and pursuant to applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Rajagopal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company.

The Company has received from Mr. Rajagopal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Rajagopal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Rajagopal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the

Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM and can also be viewed on the website of the Company [www.srei.com](http://www.srei.com).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajagopal as an Independent Director of the Company.

Under the Companies Act, 2013 and the Rules framed thereunder, Independent Directors can only receive sitting fees and profit linked commission as may be approved by the Members. Further, the recently amended Listing Agreement with the Stock Exchange(s) provides that all fees / compensation, if any, paid to Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors and shall require prior approval of the Members at General Meeting. Accordingly, approval of the Members is also being sought for the purposes of payment of sitting fees and profit linked commission, which amount may be decided by the Board / Committee of the Company from time to time, subject to the limits prescribed under the Companies Act, 2013 and the Listing Agreement with Stock Exchange(s).

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Srinivasachari Rajagopal and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### **Item No. 10**

Dr. Satish Chandra Jha is a Non-Executive & Independent Director of the Company. Dr. Jha joined the Board of Directors of the Company on January 28, 2010. He was a Former Director and Chief Economist of Asian Development Bank, Manila and President of Bihar Economic Association. He was also a Member of the Economic Advisory Council to the Prime Minister and Chairman, Special Task Force on Bihar.

Dr. Jha is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and all other applicable provisions

of the Companies Act, 2013 and pursuant to applicable provisions of Listing Agreement with the Stock Exchange(s), Dr. Jha being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company.

The Company has received from Dr. Jha (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Jha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Jha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM and can also be viewed on the website of the Company [www.srei.com](http://www.srei.com).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Jha as an Independent Director of the Company.

Under the Companies Act, 2013 and the Rules framed thereunder, Independent Directors can only receive sitting fees and profit linked commission as may be approved by the Members. Further, the recently amended Listing Agreement with the Stock Exchange(s) provides that all fees / compensation, if any, paid to Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors and shall require prior approval of the Members at General Meeting. Accordingly, approval of the Members is also being sought for the purposes of payment of sitting fees and profit linked commission, which amount may be decided by the Board / Committee of the Company from time to time, subject to the limits prescribed under the Companies Act, 2013 and the Listing Agreement with Stock Exchange(s).



The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Dr. Satish Chandra Jha and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### **Item No. 11**

Dr. Punita Kumar Sinha is a Non-Executive & Independent Director of the Company. Dr. Sinha joined the Board of Directors of the Company on May 20, 2013. She is a Doctorate from the Wharton School, University of Pennsylvania, has over 23 years of experience in asset management in international and emerging markets. Dr. Sinha served as a Senior Managing Director of The Blackstone Group LP and Chief Investment Officer of Blackstone Asia Advisors L.L.C. She was also the CIO and Senior Portfolio Manager of the NYSE listed India Fund Inc. and Asia Tigers Fund Inc. Prior to joining Blackstone, she served as a Managing Director and Senior Portfolio Manager at Oppenheimer & Company and CIBC World Markets, where she was the Senior Portfolio Manager for the NYSE listed India Fund Inc. since 1997 and of the Asia Tigers Fund Inc. since 1999. Her prior experience includes being a Portfolio Manager on the emerging markets team at Batterymarch Financial Management Inc. (a Legg Mason company), and an international equity management team member at Standish Ayer (now a part of Bank of NY Mellon). She did her B.Tech with distinction from IIT Delhi where she has also been awarded the "Distinguished Alumni Award."

Dr. Sinha is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and all other applicable provisions of the Companies Act, 2013 and pursuant to applicable provisions of Listing Agreement with the Stock Exchange(s), Dr. Sinha being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five consecutive years from the date of the Twenty-Ninth Annual General Meeting (AGM) of the Company.

The Company has received from Dr. Sinha (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules,

2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Sinha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Sinha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM and can also be viewed on the website of the Company [www.srei.com](http://www.srei.com).

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Sinha as an Independent Director of the Company.

Under the Companies Act, 2013 and the Rules framed thereunder, Independent Directors can only receive sitting fees and profit linked commission as may be approved by the Members. Further, the recently amended Listing Agreement with the Stock Exchange(s) provides that all fees / compensation, if any, paid to Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors and shall require prior approval of the Members at General Meeting. Accordingly, approval of the Members is also being sought for the purposes of payment of sitting fees and profit linked commission, which amount may be decided by the Board / Committee of the Company from time to time, subject to the limits prescribed under the Companies Act, 2013 and the Listing Agreement with Stock Exchange(s).

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Dr. Punita Kumar Sinha and her relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to her own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**Item No. 12**

At the Annual General Meeting of the Company held on August 30, 2003, a Special Resolution pursuant to the provisions of Section 163 of the Companies Act, 1956 was passed by the Members giving approval to keep the Register of Members and other records and documents connected therewith in the Office of the Registrar & Share Transfer Agents of the Company. However, in view of the notification of certain Sections of the Companies Act, 2013 ("Act"), Section 94 of the said Act stands to have replaced the corresponding provisions of Section 163 of the Companies Act, 1956. Section 94 of the Act provides that, other than at the Registered Office of the Company, the Registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of Members entered in the Register of Members reside, if approved by a Special Resolution passed at the General Meeting of the Company and the Registrar has been given a copy of the proposed Special Resolution in advance.

The resolution already passed by the Company holds good and the validity of the transactions entered into by the Company and all acts done by it pursuant to the said provisions also remains unaffected. However, as a matter of abundant precaution and in order to ensure compliance under the new enactment, it is desirable for the Company to take the approval of Members of the Company by way of a Special Resolution for the aforesaid matter. A copy of the proposed Special Resolution will also be forwarded in advance to the Registrar of Companies, West Bengal.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**Item No. 13**

At the Annual General Meeting of the Company held on August 14, 2013, an Ordinary Resolution pursuant to Section 293(1)(d) of the Companies Act, 1956 was passed by the Members authorising the Board of Directors (hereinafter referred as 'Board') of the Company to borrow any sums of money from time to time as they may deem fit for the purpose of carrying on the business of the Company, so however, that the total amount of such borrowings outstanding at any given point of time shall not exceed Rs. 25,000 Crores.

However, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, which has been made effective from September 12, 2013, the Board can exercise borrowing powers only with the consent of the Members of the Company by way of a Special Resolution, unlike Ordinary Resolution as required under Section 293(1)(d) of the Companies Act, 1956.

Therefore, in order to ensure compliance under the new enactment, it is necessary for the Company to take the approval of Members by way of a Special Resolution for enabling the Board to exercise the powers to borrow any sums of money from time to time as they may deem fit for the purpose of carrying on the business of the Company, so however, that the total amount of such borrowings outstanding at any given point of time shall not exceed Rs. 25,000 Crores.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent that it is proposed to authorise them to borrow moneys as stated in the Resolution.

**Item No. 14**

At the Annual General Meeting of the Company held on August 14, 2013, an Ordinary Resolution pursuant to Section 293(1)(a) read with Section 293(1)(d) of the Companies Act, 1956 was passed by the Members authorising the Board of Directors (hereinafter referred as 'Board') of the Company to mortgage and/or create charge from time to time on the moveable and/or immoveable properties of the Company, in such form and manner as may be deemed fit by the Board of the Company for securing funds raised by the Company.

However, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, which has been made effective from September 12, 2013, it is necessary for the Company to take the approval of Members by way of a Special Resolution, unlike Ordinary Resolution as required under Section 293(1)(a) of the Companies Act, 1956, for enabling the Board to exercise the power to mortgage, hypothecate, pledge and/or create charge, security on the moveable and/or immoveable, tangible and/or intangible properties of the Company, from time to time.

The Company would be borrowing monies from time to time, for the purpose of its business, by way of loans, debentures,

bonds, commercial papers and other financial assistance/ credit facilities from various financial/investment institution(s), banks(s), mutual fund(s), trusts, bodies corporate and other persons/investors apart from the working capital facilities obtained/to be obtained from banks etc. in the ordinary course of business. This, in turn, would necessitate further creation of security by way of suitable mortgages, hypothecation, pledge and/or charges on all or some of the moveable and/or immovable, tangible and/or intangible assets of the Company, both present and/or future, in favour of various lenders/trustees and this may be regarded as disposal of the Company's assets and/or undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent that it is proposed to authorise them to mortgage and/or create charge etc. as stated in the Resolution.

#### **Item No. 15**

The Non-Executive Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, resources, information systems, technology and finance. They also bring an external and wider perspective in Board deliberations and decisions. The role and responsibilities of the Non-Executive Directors have undergone significant changes under Corporate Governance norms and made it more onerous for them, demanding their greater involvement in the supervision of the Company. The Board of Directors of the Company is of the view that it is necessary that adequate remuneration should be given to the Non-Executive Directors so as to compensate them for their time, attention and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

At the Annual General Meeting of the Company held on August 14, 2013 a Special Resolution under Section 309 of the Companies Act, 1956 was passed by the Members approving the payment of commission to the Non-Executive Directors of the Company annually for each of the five financial years commencing from financial year 2013-14, an amount not exceeding 1% (one per cent) of the net profits of the Company.

Clause 49(II)(C) of the recently amended Listing Agreement with the Stock Exchange(s) provides that all fees/ compensation paid to Non-Executive Directors of the Company, including Independent Directors, shall be fixed by the Board of Directors of the Company and shall require prior approval of the Members in General Meeting and that the requirement of obtaining the said prior approval of Members shall not apply to payment of sitting fees to Non-Executive Directors, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

Accordingly, a fresh approval of the Members is sought by way of an Ordinary Resolution under the applicable provisions of the Companies Act, 2013 for payment of commission to the Directors of the Company (other than the Directors who are either in wholetime employment of the Company or Managing Director of the Company) annually for each of the five financial years commencing from financial year 2014-15, an amount not exceeding 1% (one per cent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, to be divided amongst the Directors aforesaid in such amounts or proportions and in such manner as the Board of Directors of the Company may from time to time determine and in default of such determination equally. The payment of commission will be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings.

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

All the Non-Executive Directors of the Company and their relatives (which includes the Chairman and Managing Director) are deemed to be concerned or interested in the proposed Resolution to the extent of the remuneration that may be received by them. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### **Item No. 16**

In order to augment resources, the Company have been issuing various non-convertible Debt Securities on private placement basis from time to time, within the limits approved

by the Members of the Company and they constitute a significant source of borrowings for the Company.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its non-convertible debt securities subject to prior approval of the Members by way of a Special Resolution. The Rules further provides that the said Special Resolution shall be passed only once in a year in respect of all offers / invitations on private placement basis for the non- convertible Debt Securities proposed to be issued during the year.

Accordingly, it is proposed to offer or invite subscriptions for non-convertible Debt Securities on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**Item No. 17**

In terms of Section 186 of the Companies Act, 2013 read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014, no Company shall directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% (sixty per cent) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more, unless

prior approval by means of a Special Resolution is passed by the Members of the Company.

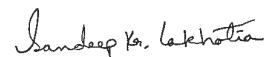
The Company has, in the course of its business, incorporated and/or acquired various subsidiaries and/or associates wherein, the Company is holding shares, either directly or through its subsidiaries. Such companies require continuous support from the Company from time to time in the form of infusion of capital into their businesses for future expansion activities as well as for existing operations. With a view to meet the fund requirements of some of the subsidiaries / associates / bodies corporate, the Company proposes to provide assistance in the form of investment into the securities of the said companies as and when required.

Accordingly, it is necessary to authorise and empower the Board of the Company to invest/acquire, from time to time and in one or more tranches, by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) and/or associates of the Company to the extent of Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) in subsidiary(ies) companies and Rs. 5,000 Crores (Rupees Five Thousand Crores only) in any other bodies corporate (including associate(s) companies), in excess of and in addition to the investments already made by the Company as on March 31, 2014.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent of their directorship and/or shareholding, present and/or future.

By Order of the Board of Directors  
For **Srei Infrastructure Finance Limited**



**Sandeep Lakhota**  
Company Secretary

Dated : May 23, 2014

Place : Kolkata



## SREI INFRASTRUCTURE FINANCE LIMITED

CIN : L29219WB1985PLC055352

Registered Office : 'Vishwakarma'

86C, Topsia Road (South), Kolkata - 700 046

Website : www.srei.com, Email : investor.relations@srei.com

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L29219WB1985PLC055352		
Name of the Company :	Srei Infrastructure Finance Limited		
Registered Office :	'Vishwakarma', 86C, Topsia Road (South), Kolkata – 700 046		
Name of the Member(s) :			
Registered address :			
E-mail Id :			
Folio No./ Client Id :		DP ID :	

I/We, being the Member (s) of ..... shares of the above named Company, hereby appoint

1.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
2.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
3.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twenty-Ninth Annual General Meeting** of the Company, to be held on Saturday, August 02, 2014 at 10:30 a.m. at the Science City Main Auditorium, JBS Haldane Avenue, Kolkata -700 046, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional) (See Note No. 3)	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.		
2.	Declaration of Final Dividend for the financial year ended March 31, 2014.		
3.	Appointment of a Director in place of Mr. Sunil Kanoria (holding DIN 00421564), who retires by rotation and being eligible, seeks re-appointment.		
4.	Re-appointment of Haribhakti & Co. as Auditors.		
<b>Special Business</b>			
5.	Alteration of Articles of Association.		
6.	Appointment of Mr. Salil Kumar Gupta (holding DIN 00651223) as an Independent Director.		
7.	Appointment of Mr. Shyamalendu Chatterjee (holding DIN 00048249) as an Independent Director.		
8.	Appointment of Mr. Sujitendra Krishna Deb (holding DIN 03524764) as an Independent Director.		
9.	Appointment of Mr. Srinivasachari Rajagopal (holding DIN 00022609) as an Independent Director.		
10.	Appointment of Dr. Satish Chandra Jha (holding DIN 00247427) as an Independent Director.		
11.	Appointment of Dr. Punita Kumar Sinha (holding DIN 05229262) as an Independent Director.		
12.	Keeping of the Register of Members etc. at the office in India of Registrar & Share Transfer Agents.		
13.	Authority to the Board to borrow upto Rs. 25,000 Crores.		

14.	Authority to mortgage and/or create charge.		
15.	Payment of Commission to Non Executive Directors.		
16.	Issuance of Non Convertible Debt Securities upto Rs. 10,000 Crores on private placement basis.		
17.	Authority to invest/acquire securities etc. upto Rs. 7,500 Crores.		

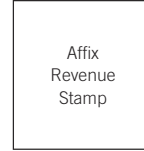
Signed this ..... day of ..... 2014.

Signature of Shareholder: .....

Signature of 1st Proxy holder: .....

Signature of 2nd Proxy holder: .....

Signature of 3rd Proxy holder: .....



Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialled by the signatory/signatories.
3. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.



## SREI INFRASTRUCTURE FINANCE LIMITED

CIN : L29219WB1985PLC055352  
Registered Office : 'Vishwakarma'  
86C, Topsia Road (South), Kolkata - 700 046  
Website : www.srei.com, Email : investor.relations@srei.com

### ATTENDANCE SLIP

DP ID No.*		Regd. Folio No.	
Client ID No.*		No. of Share(s) held	

\* Applicable for shares held in electronic form.

I hereby record my presence at the **Twenty-Ninth Annual General Meeting** of the Company held on Saturday, August 02, 2014 at 10.30 a.m. at the Science City Main Auditorium, JBS Haldane Avenue, Kolkata - 700 046.

Full name of Shareholder / Proxy .....  
(in block letters)

\_\_\_\_\_  
Signature of the Shareholder / Proxy

### ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD