# Adhyatma Commercial Pvt. Ltd.

3, Middle Road, Hastings
Kolkata - 700 022


**Date: 14.09.2012**

To
The Secretary
**Srei Infrastructure Finance Limited**
'Vishwakarma',
86C, Topsia Road (South)
Kolkata – 700 046

**Re. : Disclosure under Regulation 29(1) & 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 & Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992**

Dear Sirs,

1. Adhyatma Commercial Private Limited (hereinafter referred to as "ACPL") is acting in concert with the Promoter (Mr. Hemant Kanoria) of Srei Infrastructure Finance Limited (the Target Company) and hence ACPL is part of the Promoters' Group of the Target Company.

2. ACPL has acquired **110000** Equity Shares of Rs. 10/- each aggregating to **0.0219%** of the total paid up Capital of the Target Company from the open market on **Thursday, the 13th September, 2012.**

3. Post aforesaid acquisition, the shareholding of ACPL is **4,01,88,990** equity shares representing **7.9885%** of the total Paid-up Capital in the Target Company.

4. Post aforesaid acquisition, the aggregate shareholding of Promoters' Group is **23,91,03,306** equity shares representing **47.5273%** of the total Paid-up Capital in the Target Company.

5. The relevant Disclosures under above Regulations of SEBI are enclosed herewith in the prescribed formats for your kind information and record.

Thanking You,

Yours faithfully,

For **Adhyatma Commercial Private Limited**

**Director/Authorised Signatory**

Encl. : as above

cc: The Secretary

1. **The Calcutta Stock Exchange Limited**
   7 Lyons Range
   Kolkata – 700 001
   Fax: 033-2210 4500/4491,2230 3020

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

3. **National Stock Exchange of India Limited**
   Exchange Plaza, 5th Floor, Plot no. C/1, G Block
   Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
   Fax: 022 – 2659 8237/38; 2659 8347/48

**Securities and Exchange Board of India**

**Annexure-A**

**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,2011**

| | | | | |
|---|---|---|---|---|
| 1 | Name of the Target Company (TC) | Srei Infrastructure Finance Limited | | |
| 2 | Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | ADHYATMA COMMERCIAL PRIVATE LIMITED , Alongwith person Acting in Concert Adisri Investment Pvt Ltd, Bharat Connect Pvt Ltd , Deigratia International Pte Ltd, Mr. Sunil Kanoria and Mr. Hemant Kanoria (Promoter) | | |
| 3 | Whether the acquirer belongs to Promoter/Promoter group | YES | | |
| 4 | Name(s) of the Stock Exchange(s) where the shares of TC are Listed | NSE, BSE & CSE | | |
| 5 | Details of the acquisition of shares /voting rights/holding of the Acquirer and PAC | Number | % w.r.t.total share/voting capital wherever applicable | % w.r.t. total diluted share /voting capital of the TC (*) |
| | Before the acquisition under consideration, holding of: | | | |
| a) | Shares carrying voting rights | 238993306 | 47.5054 | 47.5054 |
| b) | Voting rights (VR) otherwise than by equity shares | | | |
| c) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | | | |
| **Total (a+b+c)** | | 238993306 | 47.5054 | 47.5054 |
| | **Details of the acquisition** | | | |
| a) | Shares carrying voting rights acquired | 110000 | 0.0219 | 0.0219 |
| b) | VRs acquired otherwise than by equity shares | | | |
| c) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category )acquired | | | |
| **Total (a+b+c)** | | 110000 | 0.0219 | 0.0219 |
| | **After the acquisition holding of:** | | | |
| a) | Shares carrying voting rights | 239103306 | 47.5273 | 47.5273 |
| b) | VRs otherwise than by equity shares | | | |
| c) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category )after acquisition | | | |
| **Total (a+b+c)** | | 239103306 | 47.5273 | 47.5273 |
| 6 | Mode of acquisition (e.g. open market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.) | OPEN MARKET | | |
| 7 | Date of acquisition of /date of receipt of intimation of allotment of shares / VR/ warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | 13.09.2012 | | |
| 8 | Equity share capital / total voting capital of the TC before the said acquisition | 503086333 Equity shares of Rs. 10 each aggregating to Rs. 5030863330 | | |
| 9 | Equity share capital/ total voting capital of the TC after the said acquisition | 503086333 Equity shares of Rs. 10 each aggregating to Rs. 5030863330 | | |
| 10 | Total diluted share / voting capital of the TC after the said acquisition | 503086333 Equity shares of Rs. 10 each aggregating to Rs. 5030863330 | | |

Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC

For Adhyatma Commercial Pvt. Ltd.

Director / Authorised Signatory

Place: Kolkata

Date: 14.09.2012

**Securities and Exchange Board of India**

**Annexure-B**

**Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,2011**

| | | | | |
|---|---|---|---|---|
| 1 | Name of the Target Company (TC) | Srei Infrastructure Finance Limited | | |
| 2 | Name (s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | ADHYATMA COMMERCIAL PRIVATE LIMITED (Acquirer) | | |
| 3 | Whether the acquirer belongs to Promoter/Promoter group | YES | | |
| 4 | Name(s) of the Stock Exchange(s) where the shares of TC are Listed | NSE, BSE & CSE | | |
| 5 | Details of the acquisition /disposal /holding of shares / voting rights/ holding of the Acquirer and PAC | Number | % w.r.t.total share/voting capital wherever applicable | % w.r.t. total diluted share /voting capital of the TC (*) |
| | Before the acquisition/~~disposal~~ under consideration, holding of: ADHYATMA COMMERCIAL PRIVATE LIMITED (Acquirer) | | | |
| a) | Shares carrying voting rights | 40078990 | 7.9666 | 7.9666 |
| b) | Voting rights (VR) otherwise than by shares | | | |
| c) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | | | |
| **Total (a+b+c)** | | 40078990 | 7.9666 | 7.9666 |
| | **Details of the acquisition /~~Sale~~** | | | |
| a) | Shares carrying voting rights acquired/~~sold~~ | 110000 | 0.0219 | 0.0219 |
| b) | VRs acquired / ~~sold~~ otherwise than by shares | | | |
| c) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category )acquired/sold | | | |
| **Total (a+b+c)** | | 110000 | 0.0219 | 0.0219 |
| | **After the acquisition /~~sale~~, holding of:** | | | |
| a) | Shares carrying voting rights | 40188990 | 7.9885 | 7.9885 |
| b) | VRs otherwise than by shares | | | |
| c) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category )after acquisition | | | |
| Total (a+b+c) | | 40188990 | 7.9885 | 7.9885 |

| | | |
|---|---|---|
| 6 | Mode of acquisition /~~sale~~ (e.g. open market/ off -market /public issue / rights issue / preferential allotment / inter-se transfer, etc.) | OPEN MARKET |
| 7 | Date of acquisition/~~sale of shares/~~ VR or date of receipt of intimation of allotment of shares, whichever is applicable | 13.09.2012 |
| 8 | Equity share capital / total voting capital of the TC before the said acquisition/~~sale~~ | 503086333 Equity shares of Rs. 10 each aggregating to Rs. 5030863330 |
| 9 | Equity share capital/ total voting capital of the TC after the said acquisition/~~sale~~ | 503086333 Equity shares of Rs. 10 each aggregating to Rs. 5030863330 |
| 10 | Total diluted share / voting capital of the TC after the said acquisition/~~sale~~ | 503086333 Equity shares of Rs. 10 each aggregating to Rs. 5030863330 |

Note:
(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC

For Adhyatma Commercial Pvt. Ltd.



Director / Authorised Signatory
Place: Kolkata
Date: 14.09.2012

# FORM D

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(4), 13(4A) and 13(6)]

**Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is a part of Promoter Group of Srei Infrastructure Finance Ltd.**

| Name, PAN No. & Address of ~~Promoter~~/ Person who is a part of Promoter Group/~~Director/ Officer~~ | No. and percent-age of shares / voting rights held by the ~~Promoter~~/ Person who is a part of Promoter Group/ ~~Director/ Officer~~ | Date of receipt of allotment advice / acquisition / ~~sale~~ of Shares/ voting rights | Date of Intima-tion to Company | Mode of acquisi-tion (market purchase/ public / rights / preferential offer etc.)/ ~~Sale~~ | No. & % of shares / voting rights post-Acquisiti-on/ ~~sale~~ | Trading member through whom the trade was executed with SEBI Regn. No. of the TM | Exch-ange on which the trade was execut-ed | Buy quan-tity | Buy Value (Rs.) | Sell quantity | Sell Value (Rs.) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| ADHYATMA COMMERCIAL PVT. LTD.<br><br>3, MIDDLE ROAD, HASTINGS, KOLKATA - 700022<br><br>PAN No. AAHCA5672J | 40078990 (7.9666%) | 13.09.2012 | 14.09.2012 | OPEN MARKET | 40188990 (7.9885%) | AUM CAPITAL MARKET PVT. LTD. INB231276438 | NSE<br><br>BSE | 90000<br><br>20000 | 2050762.00<br><br>456200.00 | NIL<br><br>NIL | NIL<br><br>NIL |

**For Adhyatma Commercial Private Limited**

**Authorised Signatory**

Place: KOLKATA
Date 14.09.2012