



SIFL/SECT/RB/15-16/113
August 21, 2015

The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata - 700 001
Fax: 033-2210 4500/4491; 2230 3020
CSE Scrip Code: 29051

Dear Sir,

Re: Minutes of proceedings of 30th Annual General Meeting (AGM)

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith a certified true copy of the Minutes of the proceedings of the 30th (Thirtieth) Annual General Meeting (AGM) of the Company held on Saturday, August 01, 2015.

Thanking you.

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

Sandeep Lakhotia
Company Secretary
FCS No. 7671

Encl: a/a

cc : The Secretary

1. **BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Fax: 022 - 2272 2037/2039/2041/3121
BSE Scrip Code: 523756
2. **National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
Fax: 022 - 2659 8237/38, 2659 8347/48
NSE Symbol: SREINFRA

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

Registered Office : 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 22850112-15, 61607734 Fax: +91 33 2285 8501/7542

Email: corporate@srei.com Website: www.srei.com

PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF SREI INFRASTRUCTURE FINANCE LIMITED HELD ON SATURDAY, THE 1ST AUGUST, 2015 IN THE 'SCIENCE CITY MAIN AUDITORIUM' AT JBS HALDANE AVENUE, KOLKATA – 700 046 AT 10.30 A.M.

=====

PRESENT

Directors

Mr. Hemant Kanoria
(DIN: 00193015)

Chairman & Managing Director and Member;
Chairman - Corporate Social Responsibility
Committee (CSR)
Vice Chairman & Member

Mr. Sunil Kanoria
(DIN: 00421564)

Mr. Salil K. Gupta
(DIN: 00651223)

Chief Mentor
Chairman - Audit Committee, Nomination &
Remuneration Committee (NRC) and Stakeholders
Relationship Committee (SRC)

Mr. S. Rajagopal
(DIN: 00022609)

Mr. Shyamalendu Chatterjee
(DIN: 00048249)

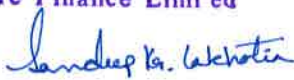
Dr. Punita Kumar Sinha
(DIN: 05229262)

Dr. Tamali Sengupta
(DIN: 00358658)

Mr. T. C. A. Ranganathan
(DIN: 03091352)

Certified To Be True Copy

Srei Infrastructure Finance Limited


Company Secretary

Company Secretary

Mr. Sandeep Lakhotia
(FCS 7671)

Member

Chief Financial Officer

Mr. Kishore Kumar Lodha

Member

Auditors

Mr. Anand K. Jhunjhunwala, Partner (Membership No. 056613), Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W).

Mr. Mohan Ram Goenka, authorized representative of Dr. K. R. Chandratre, Practising Company Secretary (FCS No. 1370, CP No. 5144), was present by invitation in the capacity of the Scrutiniser for voting at the venue of the AGM and also as the representative of the Secretarial Auditor.

Members / Proxies

No. of Members present in the Meeting, either in person or through proxy.

- In person : 2,285 Members representing 29,49,352 Equity Shares were present

at the meeting.

- In Proxy: 219 valid proxies representing 15,32,885 Equity Shares were received and 187 proxies representing 6,059 Equity Shares were present at the meeting.
- 14 representations from Bodies Corporate representing 37,05,42,734 Equity shares under Section 113 of the Companies Act, 2013 were received and present at the meeting.

Inspection Documents

The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, Secretarial Audit Report, Proxy Register with all the valid proxies registered and all other inspection documents as mentioned in the Notice of the AGM were kept at the Meeting and remained accessible and open to inspection by the Members during the continuance of the Meeting.

Chairman : Mr. Hemant Kanoria, Chairman of the Board took the Chair in terms of Article 101 of the Company's Articles of Association.

Quorum : The Chairman presided over the Meeting and after having ascertained that the Audited Accounts, Reports of the Directors' and Auditors' as also the Register of Directors and Key Managerial Personnel (KMP) and their Shareholding along with other inspection documents were on the table and after confirmation from the Company Secretary that Members more than the requisite quorum of 30 (thirty) Members as per Section 103 of Companies Act, 2013 were present, called the Meeting to order and formally commenced the proceedings of the Meeting at 10.30 A.M.

The Chairman extended a warm welcome to the Members present at the 30th Annual General Meeting (AGM) of the Company.

Welcome Address by Chairman : The Chairman thereafter introduced the Directors, the Chief Financial Officer and Company Secretary of the Company sitting on the dais and also acknowledged the presence of the Statutory Auditor and Authorized representative of the Secretarial Auditor present at the Meeting.

The Meeting thereafter commenced with the welcome address by the Chairman.

The Chairman briefed the Members about the Country's Infrastructure sector and its development. He informed the Members that India created a hybrid model with both public-private partnerships and public sector investments in airports, ports, roads, power, telecom and others. Last two and a half decades of enthusiastic investments has thrown open a plethora of opportunities to NBFIs, banks,

concessionaires, construction companies, contractors and service providers which has created large employment and also facilitated the public at large. The Chairman then highlighted some of the major challenges which need to be addressed by the government to put infrastructure sector back on track which includes facilitating investments in infrastructure sector both through equity and debt etc.

The Chairman further shared with the Members some facts which make the Company upbeat about the future such as the capital goods production within the Index of Industrial Production (IIP) averaged a growth rate of over 10% during last three months. Along with this, the sales of commercial vehicles have also picked up in last few months etc. He said that the two sectors where a major pick-up is foreseen are roads and mining sectors. India is truly on a growth path and there is no looking back.

The Chairman stated that unfortunately the banks have been saddled with huge debt in infrastructure sector and they have not been able to find out solutions as yet. At this moment of time, the Company witnesses huge opportunity, as it has both the capacity and capability to address the problems in the sector. The focus and expertise developed over a period of more than 25 years can now be capitalised both through financing and investments in this sector. He announced that there are certain factors which have created unmatched potential for the Company such as the schemes announced by the Government in various infrastructure verticals which will throw up new opportunities for the Company and moving out of some of the players from the infrastructure sector etc.

He further stated that the Company has continued to be on the growth path and remains profitable. Income grew by 3% from Rs. 3,260 crore in 2013-14 to Rs. 3,361 crore in 2014-15. Net profits for 2014-15 stood at Rs. 129 crore and the Company's consolidated disbursements stood at Rs. 12,546 crore. The total assets under management (AUM) were Rs. 35,241 crore during the year under review, while the Net worth was at Rs. 3,174 crore. The Company maintained a capital adequacy ratio of 16.97% as on 31st March, 2015. While average cost of funds during the year under review was at 11.20%, the Company managed a gross interest spread of 2.56%.

The Chairman further stated that the Company has been involved in Corporate Social Responsibility (CSR) activities since long. The Company's consistent efforts towards the betterment of society have been through various initiatives undertaken by Srei Group as well as through Srei Foundation, a public charitable trust

established with the philosophy of 'service to humanity'.

He also apprised the Members on the issuance of Secured Redeemable Non-Convertible Debentures (NCDs) through two public offerings during the year which received good response. He further stated that the public issue of the said Debentures has not only facilitated diversification of Company's sources for mobilising long term resources but has also provided the retail investors an opportunity to participate in India's infrastructure development and progress.

The Chairman further informed the Members that during the last couple of years, the Promoter/Promoters' Group of the Company have increased their shareholding through creeping acquisition from 48.77% to 58.72%, thereby demonstrating the confidence in the business and the Company.

The Chairman thereafter expressed gratitude to all the Members for the faith and unstinted support because of which the Company has grown to be what it is today and looked forward for continued support in all its future endeavors.

A Corporate video of the Company was played at the venue of the AGM.

Voting

- : The Chairman informed the Members that pursuant to the Companies Act, 2013 and various rules and amendments thereof, the format of conducting Annual General Meeting has undergone considerable change. The Chairman brought to the attention of the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company being a listed entity and to ensure wider participation of Members in the decision making process, had extended the facility to vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy), the Registrar and Share Transfer Agents of the Company w.e.f. April 01, 2015, on all resolutions set forth in the Notice for the 30th Annual General Meeting dated May 01, 2015 from a place other than the venue of the Meeting i.e. remote e-voting.

The remote e-voting period commenced on Wednesday, July 29, 2015 (9.00 A.M. IST) and ended on Friday, July 31, 2015 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, July 25, 2015, cast their votes electronically.

He further informed that Dr. K. R. Chandratre, Practising Company Secretary was appointed by the Board of Directors of the Company as the Scrutinizer for conducting the voting process in a fair and transparent manner.

Further, the Chairman added that pursuant to Clause 35B of the Listing Agreement, the Company, had enabled its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of the 30th Annual General Meeting of the Company, through Ballot Forms duly sent to the Members along with the Notice of the 30th AGM of the Company.

Members who had exercised their voting rights through Ballot Forms were required to send the completed Ballot Forms to the Scrutinizer, in a manner as instructed in the Notice of the 30th AGM of the Company before the Cut-off date of Friday, July 31, 2015 (5.00 p.m. IST).

The Members who had not cast their vote either through remote e-voting or through Ballot Form were provided the facility of electronic voting at the AGM venue through tablets/ipads i.e. Instapoll.

Notice : With the consent of the Members present at the Meeting, the Notice convening the 30th Annual General Meeting of the Company was taken as read.

Financial Statements and Auditors' Report : The Chairman stated that copies of the audited Standalone and Consolidated Financial Statements for the year ended March 31, 2015 together with the Directors' Report and the Auditors' Report have been posted and electronically delivered to all the Members through the permitted mode and these have been with the Members for sometime now.

He also stated that originals of these documents along with the Secretarial Audit Report were also available for inspection by the Members.

The Chairman informed the Members that there were no qualifications in the Auditor's Report and then invited Mr. Anand K. Jhunjhunwala, Partner (Membership No. 056613), Haribhakti & Co. LLP, Statutory Auditor of the Company, to read out the Auditors' Report in terms of Section 145 of the Companies Act, 2013. At the request of the Chairman, Mr. Anand K. Jhunjhunwala, Partner Haribhakti & Co. LLP, Statutory Auditor of the Company, read the Auditors' Report on the Accounts of the Company for the financial year ended March 31, 2015.

The Chairman further informed the Members that there were no qualifications in the Secretarial Audit Report

submitted by the Secretarial Auditor for the Financial Year ended March 31, 2015.

Chairman of Audit Committee, Stakeholders Relationship Committee & Nomination and Remuneration Committee : The Chairman informed the Members that Mr. Salil K. Gupta, Chairman of the Audit Committee and also the Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company was present at the Meeting to provide clarifications and answer queries, if any.

Question and Answer round : Thereafter, the Chairman invited the Members to raise questions, offer comments or seek clarifications on the annual report and accounts or any of the items stated in the Notice of the 30th AGM of the Company, if any. The Chairman requested the Members to be brief in their observations and announce their names and holding details before making their submissions.

The Members in general expressed satisfaction at the arrangements made for their reception and greeting at the venue of the AGM. Some of the Members present raised queries and made submissions on the Annual Report and Accounts. Some Members raised queries on the unspent amount of CSR and the low stock prices of the Company in general. Moreover, the Members also observed higher bad debt provision in the balance sheet and enquired about the same. The Members appreciated the e-initiatives of the Company on providing web based Attendance slips to the Members through Web Check - In facility, the e-voting facility provided to the Members at the venue of the AGM through tablets/ipads i.e. Instapoll. The Members also noted and appreciated the Board Diversity which has a noticeable presence of Women Directors and also expressed satisfaction on the quality of presentation and disclosure made in the Annual Report and Accounts of the Company. The Members also complimented the Company Secretary for adopting good corporate governance practices, excellent investor relation practices and for the change in RTA.

Upon the Members completing their submissions, the Chairman answered all the relevant queries to the satisfaction of the Members and also briefed the Members about the current workings and new initiatives of the Company. The Chairman also thanked the Members for their keen interest in the affairs of the Company and expressing kind words of appreciation.

E-voting at the AGM venue through Instapoll

The Chairman informed the Members that as per statutory requirements, voting by show of hands was not permitted at the General Meeting where E-Voting had been offered to

the Members and as per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended thereof, poll being mandatory, Members who had not cast their vote either through remote e-voting or through Ballot Form were provided with the facility of E-Poll that is e-voting at the AGM venue through tablets/ipads i.e. Instapoll. For the purpose of voting at the AGM, the voting rights were reckoned as of Saturday, 25th July, 2015 which was the cut-off date as per the Notice of the AGM and the eligible Members were allowed to cast their votes at the venue of the 30th AGM of the Company.

Members who had cast their votes by remote e-voting prior to the Meeting were entitled to attend the Meeting, but not entitled to cast their vote again at the Meeting.

The Chairman requested the Members present to propose & second all the resolutions as set out in the Notice dated May 01, 2015 so that E-poll through tablets/ipads (Instapoll) can be conducted at one go towards the end for those Members who could not cast their vote through remote e-voting and/or Ballot Form.

However, during the course of the Meeting, on two occasions, the Chairman being interested in respect of Item No. 3 pertaining to the appointment of a Director in place of Mr. Sunil Kanoria, who retires by rotation and being eligible, seeks himself for re-appointment and Item No. 5 pertaining to the appointment and remuneration of the Chairman and Managing Director, entrusted the conduct of the proceedings to Mr. Salil K. Gupta, Disinterested Director, and resumed the Chair after those respective items of business were transacted.

Considering the large number of attendees, a time span of 30 (thirty) minutes was provided for the Instapoll activity.

The Chairman thereafter informed that Mr. Mohan Ram Goenka, Authorized Representative of the scrutinizer appointed by the Company, shall be the scrutinizer for the Instapoll activity to be conducted at the venue. Mr. Mohan Ram Goenka after ensuring that all the Members and Proxies participating and eligible to vote had cast their votes immediately counted the votes cast electronically at the Meeting, and thereafter unblocked the votes cast through the remote e-voting system.

The Chairman authorized Mr. Salil K. Gupta, Chief Mentor & Director and in his absence Mr. Sandeep Lakhota, Company Secretary to declare the voting results (including Remote e-voting, voting by Ballot Form and e-voting at the AGM Venue through Instapoll) within 48 (forty-eight) hours of the conclusion of the AGM i.e. by Monday, August 03, 2015, at the Registered office of the Company at 11.30 A.M.

The Chairman thereafter stated that the voting results would be intimated to the Stock Exchanges in the format as prescribed under Clause 35A of the Listing Agreement and the Scrutinizer's Consolidated Report on voting shall also be uploaded on the Company's website www.srei.com under the Investors' Section and on the Karvy's website <https://evoting.karvy.com> and shall also be put up on the Company's Notice Board at its registered office as well as the corporate office.

The Chairman after informing that all the business of the Meeting having been completed thanked the Members for their active participation, continuous support and encouragement over the years.

The Meeting was concluded at 12.10 P.M with a vote of thanks to the Chair.

The Resolutions as set out in Item No. 1 to 9 in the Notice of the 30th AGM have been duly passed with requisite majority and the voting results (including Remote e-voting, voting by Ballot Form and e-voting at the AGM Venue through Instapoll) have been recorded hereunder as part of the proceedings of the AGM.

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

Adoption of Standalone and Consolidated Financial Statement

“**RESOLVED THAT** the Standalone Financial Statement as at 31st March, 2015 together with the Directors’ Report and Auditor’s Report thereon and the Consolidated Financial Statement together with the Auditor’s Report thereon be and are hereby adopted.”

Resolution No. 2: Ordinary Resolution

Declaration of Dividend for the financial year ended March 31, 2015

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company made in its meeting held on May 01, 2015, dividend @ Re. 0.50 (Fifty paise only) per Equity share of Rs. 10/- each fully paid up of the Company be and is hereby approved and declared for payment to the Equity shareholders of the Company.”

Resolution No. 3: Ordinary Resolution

Appointment of a Director in place of Mr. Sunil Kanoria (holding DIN 00421564), who retires by rotation and being eligible, seeks re-appointment

“**RESOLVED THAT** Mr. Sunil Kanoria, Director, (holding DIN 00421564), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Resolution No. 4: Ordinary Resolution

Re-appointment of Haribhakti & Co. LLP, as Statutory Auditors

“**RESOLVED THAT** Haribhakti & Co. LLP, Chartered Accountants having registration No. 103523W allotted by The Institute of Chartered Accountants of India (ICAI), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (subject to ratification of such appointment by the Members at every AGM) till the conclusion of the Thirty-Fifth 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

Resolution No. 5: Ordinary Resolution

Re-appointment of Mr. Hemant Kanoria (holding DIN 00193015) as Chairman & Managing Director (CMD) of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (Act), if any and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015, Articles of Association of the Company, recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Company be and is hereby accorded to the re-appointment of Mr. Hemant Kanoria (holding DIN 00193015) as Chairman & Managing Director (CMD) of the Company, for a further period of 5 years with effect from April 01, 2015 that is to say, from April 01, 2015 to March 31, 2020, liable to retire by rotation, on terms and conditions as recommended by the Nomination and Remuneration Committee based on the Srei Nomination and Remuneration Policy and other terms and conditions as set out in the draft agreement (“Agreement”) to be entered into between the Company and Mr. Hemant Kanoria, a copy of which is placed before the meeting and the terms of which are set out briefly herein below:

a) Salary:

In the scale of Rs. 15,00,000/- to Rs. 30,00,000/- (Rupees Fifteen Lakhs only to Rupees Thirty Lakhs only) per month with authority to the Board to fix the salary within the abovementioned scale from time to time after taking into account the recommendations of Nomination and Remuneration Committee within a ceiling of Rs. 30,00,000/- (Rupees Thirty Lakhs only) per month. The annual increments will be merit-based and take into account the Company's performance. The present salary of Mr. Kanoria is fixed at Rs. 15,00,000/- (Rupees Fifteen Lakhs only) per month w.e.f. 1st April, 2015.

b) Commission:

1% (One per cent) of the net profits of the Company (as per Audited Financial Statements) per year or such other amount as may be decided by the Board in its absolute discretion upon recommendation of the Nomination and Remuneration Committee, for each financial year (or part thereof), subject, however, that the total remuneration (i.e. Salary, Commission and Perquisites) in any one financial year shall not exceed the limits prescribed from time to time under Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being be in force.

c) Ex-gratia:

Ex-gratia payment of 1 (One) month's salary per annum or such other higher sum as may be decided by the Board of the Company.

d) Perquisites: In addition to the aforesaid, the Chairman & Managing Director (CMD) shall be entitled to the following perquisites:

i) Housing:

1. Fully furnished residential accommodation or house rent allowance at the rate of 60% (sixty per cent) of salary or such other suitable amount as may be decided by the Board of Directors.
2. Expenses pertaining to gas, electricity, water and other utilities will be borne /reimbursed by the Company.
3. Company shall provide such furniture and furnishings as may be required by the Chairman & Managing Director.

ii) Medical Reimbursement:

Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for self and family.

iii) Leave Travel Concession:

Reimbursement of actual travelling expenses, for proceeding on leave, once in a year in respect of self and family.

iv) Club Fees:

Reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.

v) Personal Accident Insurance:

Payment of premium in respect of one Personal Accident Insurance Policy.

vi) Contribution to Provident Fund, Superannuation Fund and Annuity Fund:

The Company's contribution to Provident Fund or Superannuation or Annuity Fund as per the rules of the Company, applicable for senior executives of the Company or such higher contribution as may be decided by the Board.

vii) Gratuity:

Entitled for Gratuity as per the rules of the Company.

viii) Leave:

Entitled for leave with full pay or encashment thereof as per the rules of the Company.

ix) Entertainment Expenses:

Entitled for reimbursement of entertainment and all other expenses incurred for the business of the Company as per the rules of the Company.

x) Other Perquisites:

Subject to overall ceiling on remuneration prescribed in Schedule V to the Companies Act, 2013, the Chairman & Managing Director (CMD) may be given any other allowances, performance incentives, benefits and perquisites as the Board of Directors may from time to time decide.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

Company's contribution to Provident Fund or Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

e) Amenities:

i) Conveyance Facilities:

The Company shall provide suitable conveyance facilities to the Chairman & Managing Director (CMD) as may be required by him.

ii) Telephone, telefax and other communication facilities:

The Company shall provide telephone, telefax and other communication facilities at the Chairman & Managing Director's (CMD's) residence.

f) OVERALL REMUNERATION

The aggregate of salary, commission and perquisites payable to Mr. Hemant Kanoria, Chairman and Managing Director (CMD), in any Financial Year shall not exceed the limits from time to time under Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as may be for the time being in force.

Since Mr. Hemant Kanoria is also Vice Chairman and Managing Director of Srei Equipment Finance Limited, the total remuneration to be drawn from Srei Equipment Finance Limited and the Company shall not exceed the higher maximum limit admissible from any one the Companies of which Mr. Kanoria is a managerial personnel.

g) MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Chairman & Managing Director (CMD), the

payment of salary, commission, perquisites, and other allowances shall be governed by the limits prescribed under Part II of Schedule V to the Companies Act, 2013.

- h) Subject to the superintendence, control and directions of the Board, the Chairman & Managing Director (CMD) shall be in charge of the management of the affairs of the Company and he shall perform such duties and functions as would be commensurate with his position as Chairman & Managing Director (CMD) of the Company and as may be delegated to him from time to time by the Board of Directors and Shareholders, except such matters which are specifically to be done by the Board of Directors under the Articles of Association of the Company or under the Companies Act, 2013 and the rules framed thereunder.
- i) He shall not be paid any sitting fee for attending meetings of the Board of Directors or Committee(s).
- j) Subject to the provisions of Companies Act, 2013, the Chairman & Managing Director (CMD) shall while he continues to hold office of the Chairman & Managing Director (CMD) be subject to retirement by rotation but he shall ipso facto immediately cease to be Chairman & Managing Director (CMD) if he ceases to hold office of Director for any cause. However, the Chairman & Managing Director (CMD) re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of Chairman & Managing Director (CMD) and such re-appointment as such Director shall not be deemed to constitute a break in his appointment / service as Chairman & Managing Director (CMD) of the Company.
- k) The Company will enter into an agreement with Mr. Hemant Kanoria, which will contain, inter alia, the above terms and conditions.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any authorized Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of appointment, at any time(s) and from time to time and in such manner as the Board may deem fit subject to the overall limits of remuneration specified by this resolution and the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the above resolution.”

Resolution No. 6: Ordinary Resolution

Appointment of Dr. Tamali Sengupta (holding DIN 00358658) as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 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, Articles of Association of the Company, Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015, and the applicable provisions of Listing Agreement with the Stock Exchange(s) (including any modification(s) or re-enactment for the time being in

force), Nomination and Remuneration Policy, Policy on Board Diversity and Policy on “Fit and Proper” criteria for Directors, Dr. Tamali Sengupta (holding DIN 00358658), who was appointed as an Additional Director (Category - Independent Director) of the Company with effect from May 01, 2015 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation for a period of 5 (five) consecutive years from the date of the Thirtieth Annual General Meeting of the Company.”

Resolution No. 7: Ordinary Resolution

Appointment of Mr. T. C. A. Ranganathan (holding DIN 03091352) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 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, Articles of Association of the Company, Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 and the applicable provisions of Listing Agreement with the Stock Exchange(s) (including any modification(s) or re-enactment for the time being in force), Nomination and Remuneration Policy, Policy on Board Diversity and Policy on “Fit and Proper” criteria for Directors, Mr. T. C. A. Ranganathan (holding DIN 03091352), who was appointed as an Additional Director (Category - Independent Director) of the Company with effect from May 01, 2015 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation for a period of 5 (five) consecutive years from the date of the Thirtieth Annual General Meeting of the Company.”

Resolution No. 8: Special Resolution

Approval of Related Party Transactions with Sahaj e-Village Limited

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Policy on Related Party Transactions of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members be and is hereby accorded to one or more existing contracts / arrangements / transactions / agreements as set out in the Explanatory Statement to this notice or to be entered into from time to time with Sahaj e-Village Limited (‘Sahaj’), being a related party as defined under the relevant provisions of Companies Act, 2013 and / or Clause 49 of the Listing Agreement, on such terms and conditions as may be mutually agreed upon between the Company and Sahaj, for an aggregate amount exceeding the threshold limit of 10 (ten) per cent of annual consolidated turnover of the Company, however not exceeding a limit of Rs. 500 Crores (Rupees Five Hundred Crores only) during a financial year for the total value of all such transactions with Sahaj;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby authorized to do all such acts, deeds or things, as may be

necessary and expedient, to give effect to the above resolution.”

Resolution No. 9: Special Resolution

Issuance of Non-Convertible Debt Securities upto Rs. 10,000 Crores on private placement basis

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) read with the relevant rules, regulations, guidelines, amendments, 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 1 (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, utilization 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/determine or settle the terms and conditions of the issue of such NCDs within the aggregate limit above, 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.”

Based on the tally of all the votes which were cast through Remote e-voting, voting by Ballot form and e-voting at the AGM venue through tablets/i-pads i.e. Instapoll, Dr. K. R. Chandratre, Practising Company Secretary (Certificate of Practice no. 5144), prepared and submitted the Scrutinizers’ Consolidated Report dated August 03, 2015 to Mr. Salil K. Gupta, duly authorized by the Chairman in this regard, on the voting results as under:

	Number of Votes contained in								
Particulars	Remote e-Voting		Ballot Form		Voting at the AGM (Instapoll)		Total		%
	No.	Votes	No.	Votes	No.	Votes	No.	Votes	
Item No. 1: Ordinary Resolution									
Adoption of -									

a. The Standalone Financial Statement of the Company for the year ended March 31, 2015, and the report of the Directors and Auditors thereon.									
b. The Consolidated Financial Statement of the Company for the year ended March 31, 2015, and the report of the Auditors thereon.									
Assent	233	444666009	94	20393	103	17174	430	444703576	99.9999
Dissent	1	360	0	0	0	0	1	360	0.0001
Total	234	444666369	94	20393	103	17174	431	444703936	100.0000
Abstain / Invalid	0	0	0	0	8	299010880	--	--	--
Item No. 2: Ordinary Resolution									
Declaration of Dividend for the financial year ended March 31, 2015									
Assent	232	444654854	93	20153	103	17174	428	444692181	99.0000
Dissent	1	10	1	50	0	0	2	60	0.0000
Total	233	444654864	94	20203	103	17174	430	444692241	100.0000
Abstain / Invalid	1	11505	0	0	8	299010880	--	--	--
Item No. 3: Ordinary Resolution									
Appointment of a Director in place of Mr. Sunil Kanoria (holding DIN 00421564), who retires by rotation and being eligible, seeks re-appointment.									
Assent	227	441116816	94	20203	102	17049	423	441154068	99.2018
Dissent	7	3549553	0	0	1	125	8	3549678	0.7982
Total	234	444666369	94	20203	103	17174	431	444703746	100.0000
Abstain / Invalid	0	0	0	0	8	299010880	--	--	--
Item No. 4: Ordinary Resolution									
Re-appointment of Haribhakti & Co. LLP, as Statutory Auditors.									
Assent	229	442462755	94	20203	102	17173	425	442500131	99.5047
Dissent	4	2202614	0	0	1	1	5	2202615	0.4953
Total	233	444665369	94	20203	103	17174	430	444702746	100.0000
Abstain / Invalid	1	1000	0	0	8	299010880	--	--	--
Item No. 5: Ordinary Resolution									
Re-Appointment of Mr. Hemant Kanoria (holding DIN 00193015) as the Chairman & Managing Director (CMD)									
Assent	230	442463755	93	20153	102	17169	425	442501077	99.5047
Dissent	4	2202614	1	50	1	5	6	2202669	0.4953
Total	234	444666369	94	20203	103	17174	431	444703746	100.00
Abstain / Invalid	0	0	0	0	8	299010880	--	--	--
Item No. 6: Ordinary Resolution									
Appointment of Dr. Tamali Sengupta (holding DIN 00358658) as an Independent Director									
Assent	231	444665994	94	20178	103	17174	428	444703346	99.9999
Dissent	2	370	0	0	0	0	2	370	0.0001
Total	233	444666364	94	20178	103	17174	430	444703716	100.0000
Abstain / Invalid	1	5	0	0	8	299010880	--	--	--
Item No. 7: Ordinary Resolution									
Appointment of Mr. T. C. A. Ranganathan (holding DIN 03091352) as an Independent Director									
Assent	231	444665994	93	20153	103	16674	427	444702821	99.9998
Dissent	2	370	1	25	1	500	4	895	0.0002
Total	233	444666364	94	20178	104	17174	431	444703716	100.0000

Abstain / Invalid	1	5	0	0	8	299010880	--	--	--
Item No. 8: Special Resolution									
Approval of Related Party Transactions with Sahaj e-Village Limited									
Assent	188	91886638	94	20178	103	17174	385	91923990	91.2762
Dissent	39	8785762	0	0	0	0	39	8785762	8.7238
Total	227	100672400	94	20178	103	17174	424	100709752	100.0000
Abstain / Invalid	7	343993969	0	0	8	299010880	--	--	--
Item No. 9: Special Resolution									
Issuance of Non - Convertible Debt Securities (NCDs) upto Rs. 10,000 Crores on private placement basis									
Assent	229	444426736	94	20178	103	17174	426	444464088	99.9461
Dissent	5	239633	0	0	0	0	5	239633	0.0539
Total	234	444666369	94	20178	103	17174	431	444703721	100.0000
Abstain / Invalid	0	0	0	0	8	299010880	--	--	--

It was noted that based on the consolidated results of Remote e-voting, voting by Ballot form and e-voting at the venue of the AGM through tablets/i-pads i.e. Instapoll, the resolutions from Item No. 1 to 9 as set forth in the Notice of the 30th AGM of the Company have been passed with requisite majority and have been deemed to be passed on the date of the 30th AGM i.e. 1st August, 2015.

Place: Kolkata
Date: August 12, 2015

Sd/-
CHAIRMAN
DIN: 00193015
12.08.2015

Certified To Be True Copy

Srei Infrastructure Finance Limited

Sandeep K. Lakshita
Company Secretary