



SREI INFRASTRUCTURE FINANCE LIMITED

CIN : L29219WB1985PLC055352

Registered Office :

'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
Tel No. : 033 6602 2000/6639 4700, Toll Free : 18002667734
Website : www.srei.com, Email : investor.relations@srei.com

NOTICE OF THIRTY - EIGHTH (38TH) ANNUAL GENERAL MEETING

BACKGROUND :

The Reserve Bank of India (RBI) vide its press release dated October 04, 2021, in exercise of the powers conferred under Section 45-IE(1) of the Reserve Bank of India Act, 1934 (RBI Act) had superseded the Board of Directors of Srei Infrastructure Finance Limited (SIFL) with immediate effect, owing to the governance concerns and defaults by your Company in meeting various payment obligations. The RBI appointed Shri Rajneesh Sharma as the Administrator of your Company under Section 45-IE (2) of the RBI Act. Thereafter, RBI vide its press release dated October 04, 2021, in exercise of the powers conferred under Section 45-IE 5(a) of the RBI Act, constituted a three (3) members Advisory Committee to assist the Administrator in discharge of his duties and to advise the Administrator in the operations of your Company during the Corporate Insolvency Resolution Process (CIRP). As per the framework of the Advisory Committee as approved by RBI, primary responsibility of the Advisory Committee is to guide the Administrator to undertake all steps that will maximize the value for all stakeholders of your Company through a successful resolution. Since the Administrator also takes over the responsibility of the Board of Directors of your Company, the Advisory Committee will support the Administrator in fulfillment of his role and responsibilities. The members of the erstwhile Advisory Committee were Shri Venkat Nageswar Chalasani, Former Deputy Managing Director, State Bank of India, Shri T. T. Srinivasaraghavan, Former Managing Director, Sundaram Finance Limited and Shri V. Ramachandra, Former Chief General Manager, Canara Bank.

On October 08, 2021, the RBI filed a petition before the Hon'ble National Company Law Tribunal, Kolkata Bench (Hon'ble NCLT/Adjudicating Authority) under Section 227 read with Section 239(2)(zk) of the Insolvency and Bankruptcy Code, 2016 (IBC/IBC Code/Code) read with Rules 5 and 6 of the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Applications to Adjudication Authority) Rules, 2019 (FSP Rules), to initiate CIRP against your Company. Accordingly, in terms of Rule 5(b)(i) of the FSP Rules, an interim moratorium came into effect on the date of filing of the application to initiate CIRP. Thereafter, CIRP was initiated against your Company by an order dated October 08, 2021 of the Hon'ble NCLT. The Hon'ble NCLT, vide the said order, appointed Mr. Rajneesh Sharma as the Administrator of Srei Infrastructure Finance Limited directing him to carry out his functions as contemplated by Sections 15, 17, 18, 19 & 20 of the Code. The said order also directed commencement of Moratorium in terms of Section 14 of the Code in respect of Srei Infrastructure Finance Limited.

The Administrator has been appointed under Rule 5(a)(iii) of the FSP Rules under the Insolvency and Bankruptcy Code, 2016. The affairs, business and property of Srei Infrastructure Finance Limited are being managed by the Administrator, Shri Rajneesh Sharma, who acts as an agent of the Company only and without any personal liability.

The members of the Committee of Creditors approved the resolution plan provided by National Asset Reconstruction Company Limited (NARCL) and the same was filed with the Reserve Bank of India (RBI) and National Company Law Tribunal (NCLT) for their approval. The NCLT vide its Order dated August 11, 2023 approved the Resolution Plan of the Company and revival of your Company has come into force with immediate effect.

In accordance with the terms of the Approved Resolution Plan, an Implementation and Monitoring Committee (IMC) had been constituted for conducting the affairs of your Company and supervising the implementation of the Resolution Plan until all the steps and actions contemplated therein have been completed.

NOTICE is hereby given that the Thirty-eighth Annual General Meeting (AGM) of the Members of Srei Infrastructure Finance Limited will be held on **Saturday, September 30, 2023 at 3:00 P.M. (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses :

ORDINARY BUSINESS :

- To receive, consider and adopt -
 - The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2023, and the Board's Report (Report of Implementation and Monitoring Committee) and Auditors thereon.
 - The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2023, and the Report of the Auditors thereon.

- To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of the Implementation and Monitoring Committee (IMC), approval of the Members of the Company be and is hereby accorded for appointment of S. K. Agarwal and Co. Chartered Accountants LLP, having Firm Registration No. 306033E/E300272 allotted by the Institute of Chartered Accountants of India (ICAI) as the Statutory Auditors of the Company, in place of the D. K. Chhajer & Co., Chartered Accountants, (Firm Registration No. 304138E), for a term of 1 (one) year, to hold office from the conclusion of the ensuing 38th Annual General Meeting (AGM) till the conclusion of the 39th Annual General Meeting (AGM), at an annual remuneration of ₹ 25,00,000/- (Rupees Twenty Five Lacs only) payable in one or more tranches, plus applicable taxes, and reimbursement of out-of-pocket expenses as may be incurred in connection with the audit of accounts of the Company, with the power of the IMC / Board / Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

**For and on behalf of
Srei Infrastructure Finance Limited**

**sd/-
Manoj Kumar
Company Secretary & Chief Financial Officer
F6698**

Date : September 6, 2023
Place : Kolkata

NOTES :

1. Pursuant to General circular nos. 10/2022 dated December 28, 2022, 2/2022 dated May 05, 2022, 19/2021 dated December 08, 2021 and other Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (SEBI), the 38th Annual General Meeting (AGM) of the Members of the Company shall be held through Video Conferencing (VC) or other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and aforesaid MCA Circulars. The deemed venue for the 38th AGM shall be the Registered Office of the Company.
2. The Company has engaged the services of KFin Technologies Limited (KFintech), Registrar and Share Transfer Agents of the Company to provide VC/OAVM facility for the 38th AGM.
3. The helpline number regarding any query / assistance for participation in the said AGM through VC/OAVM is 1800-309-4001 (toll free).
4. **Proxies :** Since the 38th AGM of the Company will be held through VC/OAVM, physical attendance of the Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act will not be available for the 38th AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the 38th AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

In case of joint holders attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.

5. Members attending the 38th AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. **Instructions to the Members for attending the 38th AGM through Video Conferencing :**
 - i. **Attending the AGM :** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFin Technologies Limited (KFintech). Members may access the same at <https://emeetings.kfintech.com> and login by using the remote e-voting credentials and click on "video conference". The link for AGM will be available in 'members' login where the EVENT and the Name of the Company can be selected.
 - ii. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the other instructions provided in remote e-voting in Note No. 16 below.
 - iii. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and

will be closed on expiry of 15 (fifteen) minutes from the schedule time of the AGM. However, the participation of Members holding 2% (two per cent) or more shareholding of the Company, promoters, institutional investors, Key Managerial Personnel (KMPs), of the Company, Auditors etc. is not restricted on first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

- iv. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- v. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
- vi. Please note that Members using Mobile Devices or Tablets or Laptops and accessing the internet via "Mobile Hotspot" may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wifi or LAN connection to mitigate any kind of aforesaid glitches.
- vii. **Speaker Registration before 38th AGM :** Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during September 27, 2023 (9.00 a.m. IST) to September 29, 2023 (5.00 p.m. IST).

Those Members who have registered themselves as a Speaker will only be allowed to express their views / ask questions during the AGM relating to the business matters being transacted at the 38th AGM. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon the availability of time for smooth conduct of the AGM.

7. **Manner of updation of Email id :** Members holding shares in physical mode and who have not registered / updated their email IDs, are requested to register / update the same with the Company's Registrar & Share Transfer Agents, KFin Technologies Limited (KFintech) by obtaining ISR-1 through following link <https://ris.kfintech.com/clientservices/isc/default.aspx>. Alternatively, Members may send an email request along with signed scanned request letter mentioning their folio no. and the email ID that is to be registered along with the self-attested copy of the PAN card and self-attested copy of any document (i.e. Driving License, Passport, Aadhar card etc.) in support of the address of the Member to the Company's email ID investor.relations@srei.com and/or to the email id of KFintech einward.ris@kfintech.com. Members holding shares in dematerialized mode are requested to register / update their email IDs with the Depository Participant(s) with whom they maintain their demat account.
8. **Registrar & Share Transfer Agents and Depository Participant :** Members holding Shares in physical mode are requested to intimate changes in their address to KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company located at Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda,

Serilingampally Mandal, Hyderabad - 500 032. Members holding Shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

9. **Nomination Facility :** Members holding shares in the physical form and desirous of making / changing nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to obtain ISR - 1 through the link <https://ris.kfintech.com/clientservices/isc/default.aspx>. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

10. **IEPF related Information :**

- I. **Unclaimed Dividend and Shares :** As mentioned above the Company is under CIRP, hence, it has to adhere to the General Circular No. 08/ 2020 issued by the Ministry of Corporate Affairs (MCA) dated 6th March, 2020 which requires the Company to file all the documents with the Registrar through GNL-2 till the company remains under CIRP.

Further, as Section 124(5) of the Companies Act, 2013, the amount lying in the Unpaid Dividend Account of the Company which is unpaid or unclaimed for a period of seven years from the date of transfer along with interest accrued, if any, thereon is mandated to be transferred to the Fund established under sub-section (1) of section 125.

Accordingly, the Company was required to file eform IEPF-1, IEPF-2 and IEPF-4, to initiate the transfer of Rs. 4,84,877/- and the underlying shares pertaining to the Financial Year ended 2014-15 in the Financial Year 2021-22. Further, pursuant to the terms of the abovementioned Circular the Company could only file the eform IEPF-1, IEPF-2 and IEPF-4 as an attachment to the eform GNL-2.

In view of the above technical reasons, the Company could not transfer the unpaid/unclaimed dividend and the underlying shares. However, as an abundant precaution the Company has communicated the above issues to the IEPF authority and has complied with the aforesaid Circular.

The details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link www.iepf.gov.in. The Company shall endure to comply with the provisions of Section 124 of the Companies Act, 2013 w.r.t. to transfer dividends for the financial year ended March 31, 2015, which remain unpaid or unclaimed for a period of 7 (seven) years from the date of its transfer to the unpaid dividend account.

Members who have not en-cashed the dividend warrant(s), so far for the financial year ended March 31, 2015, or any subsequent financial years are requested to make their claim to the Company at its Registered Office.

Further, shares in respect of which dividend will remain unclaimed progressively for 7 (seven) consecutive years, will be reviewed for transfer to the Investor Education and Protection Fund as required by law. The Company will transfer the said shares, adhering to the various requirements set out in the IEPF Rules.

It may please be noted that once the unclaimed dividend and shares are transferred to IEPF, as above, no claims shall lie against the Company. However, claim can be made from IEPF Authority by making an application in Form no. IEPF-5 which is available at www.iepf.gov.in in accordance with the IEPF Rules.

As per Rule 5 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Company on its website at the link <https://www.srei.com/shareholding-ownership> and on the website of the IEPF Authority. The concerned Members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's Registrar and Share Transfer Agent, before the unclaimed dividends are transferred to the IEPF. The Company has in this regard also sent a communication to all the Members whose dividends have remained un-encashed, with a request to send the requisite documents to the Company's Registrar and Share Transfer Agent for claiming the unencashed dividends.

The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2023, March 31, 2022 and March 31, 2021 are uploaded on the website of the Company www.srei.com.

11. **Dematerialisation of Shareholding :** Pursuant to the proviso to Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per the amendment on January 24, 2022, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Provided further that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.
12. **Consolidation of Multiple Folios :** 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, KFin Technologies Limited, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
13. **New Certificates :** 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, KFin Technologies Limited.
14. **Mandatory PAN Submission :** 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, KFin Technologies Limited.
15. **Inspection by Members :** All relevant documents referred to in the Notice of the Companies Act, 2013 are available electronically for

inspection without any fee by the Members from the date of circulation of this Notice upto the date of the 38th AGM. Members seeking to inspect such documents can send an email to investor.relations@srei.com.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the 38th AGM.

Members desirous of obtaining any relevant information with regard to the accounts of the Company or any other matter placed at the Meeting are requested to send their requests in writing at investor.relations@srei.com to the Company at least 7 (seven) days before the 38th AGM, so as to enable the Company to keep the information ready.

16. Voting through electronic means (Electronic Voting) :

Members may cast their votes remotely, using an electronic voting system during the remote e-voting period. In addition, the facility for voting through electronic voting system shall also be made available during the 38th AGM. Members attending the 38th AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM.

- I. **Remote e-voting** : 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 and the provisions

of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Limited (KFinTech) on all resolutions set forth in this Notice.

The Procedure and instructions for remote e-voting facility are as follows :

A. Information and instructions for remote e-voting by an individual shareholder, holding shares in electronic / demat mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/ 242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Members are advised to update their mobile number and email Id with their Depositories in order to access e-voting facility.

The procedure to login and access the remote e-voting, as devised by the Depositories / Depository Participant(s) is given below :

Type of shareholders	Login method
Individual shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility : <ol style="list-style-type: none"> i) Visit URL : https://eservices.nsd.com ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section. iii) On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting”. iv) Click on company name or e-voting service provider (i.e. KFinTech) and you will be re-directed to KFinTech e-voting website for casting the vote during the remote e-voting period. 2. User not registered for IDeAS e-Services : <ol style="list-style-type: none"> i) To register click on link : https://eservices.nsd.com ii) Select “Register Online for IDeAS”) or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) Post registration is completed, follow the process as stated in point no.1 above. 3. First time users can visit the e-voting website directly and follow the process below : <ol style="list-style-type: none"> i) URL : https://www.evoting.nsd.com/ ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii) A new screen will open. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

	<ul style="list-style-type: none"> iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. v) Click on company name or e-voting service provider name (i.e. KFintech) and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.
Individual shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest :</p> <ul style="list-style-type: none"> i) Visit URL : https://web.cdslindia.com/myeasi/home/login or URL : www.cdslindia.com ii) Click on New System Myeasi. iii) Login with user id and password. iv) Option will be made available to reach e-voting page without any further authentication. v) Click on e-voting service provider name (i.e. KFintech) to cast your vote. <p>2. User not registered for Easi / Easiest :</p> <ul style="list-style-type: none"> i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) Post registration is completed, follow the process as stated in point no.1 above. <p>3. First time users can visit the e-Voting website directly and follow the process below :</p> <ul style="list-style-type: none"> i) Visit URL : www.cdslindia.com ii) Provide demat Account Number and PAN No. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv) After successful authentication, user will be provided links for the respective ESP i.e. KFintech where the e-voting is in progress. v) Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.
Individual shareholders (holding securities in demat mode) logging in through their depository participants	<ul style="list-style-type: none"> 1. Individual Shareholders (holding securities in demat mode) can access e-voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL / CDSL for e-voting facility. 2. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication wherein you can see e-voting feature. 3. Click on Company name or e-voting service provider name (i.e. KFintech) and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available on the websites of Depositories / Depository Participants.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off

date may follow steps mentioned above under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode".

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL :

Members facing any technical issue – NSDL website	Members facing any technical issue – CDSL website
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. : 1800 1020 990 and 1800 22 44 30	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Information and instructions for remote e-voting by shareholders other than individual shareholders, holding shares in electronic / demat mode and all shareholders holding shares in physical mode

(A) In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company/Depositories] :

- i. Visit the voting website of KFintech by opening your web browser and typing the URL <https://evoting.kfintech.com>.
- ii. Once the homepage of the voting system is launched, enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Srei Infrastructure Finance Limited'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email sachinpilania22@gmail.com with a copy marked to evoting@kfintech.com and einward.ris@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Srei Infrastructure Finance Limited 38th AGM".

(B) In case of Members who have not registered / updated their email IDs (including Members holding shares in physical form) :

- i. Please follow the steps for registration / updation of email ID and obtaining User ID and Password for e-voting as mentioned in para 9 of the 'Notes' and para (e) under the 'Other Instructions' section below. After due verification, KFintech will forward your login credentials to your registered email address.
- ii. Please follow all steps from Sl. No. (i) to (xii) above mentioned in I(A) to cast your vote by electronic means.

II. Voting during 38th AGM :

- i. The Members, who will be attending the 38th AGM through VC/OAVM and who have not cast their vote through Remote e-voting can exercise their voting rights at the said AGM.
- ii. The facility for voting through electronic voting system ('Insta Poll') shall be made available during the Meeting through e-voting system provided by KFin Technologies Limited in the Video Conferencing Platform.
- iii. The 'Vote Now Thumb sign' on the left hand corner of the video screen shall be activated upon instructions of the Chairperson during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iv. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the AGM.
- v. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting through VC/OAVM; however those Members are not entitled to cast their vote again during the Meeting.
- vi. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting during the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote during the AGM shall be treated as invalid.
- vii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through E-voting on the email id sachinpilania22@gmail.com with a copy marked to evoting@kfintech.com.

Other Instructions :

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. Rajitha.C, Deputy Vice President (Unit : Srei Infrastructure Finance Limited) of KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 or at einward.ris@kfintech.com or KFintech's toll free No. 1800-309-4001 for any further clarifications.
- b. Members are requested to update their mobile numbers and email IDs in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.
- c. The remote e-voting period commences on September 27, 2023 (9.00 a.m. IST) and ends on September 29, 2023 (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 September 22, 2023 may cast their votes electronically through remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. September 22, 2023.
- e. Any non-individual shareholder, who acquires shares of the Company and becomes a Member of the Company after sending of AGM Notice and holding shares as on the cut-off date for e-voting i.e., September 22, 2023, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the Member is registered against Folio No./ DP ID and Client ID, the Member may send SMS : **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID and Client ID to 9212993399

Example for NSDL :

MYEPWD <SPACE> IN12345612345678

Example for CDSL :

MYEPWD <SPACE> 1402345612345678

Example for Physical :

MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the Member is not registered against Folio No. / DP ID and Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID and Client ID and PAN to generate a password.
 - iii. Member may call KFintech's toll free number 1800-309-4001.
 - iv. Member may send an e-mail request to evoting@kfintech.com.

KFintech shall endeavour to send User ID and Password to those new Members whose mail ids are available.

17. **Scrutiniser** : The Company has appointed Mr. Sachin Kumar, Company Secretary, Kolkata (CP No. 14151) as Scrutiniser for conducting the electronic voting process (both remote e-voting and voting at the AGM through Insta Poll) in a fair and transparent manner.

18. **Declaration of Results** : The Scrutiniser shall after the conclusion of voting at the Meeting count the votes cast at the meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or person authorized by the Chairman for counter signature.

The Results shall be declared either by the Chairman of the Meeting or by any person authorized by the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

Further, in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within 48 hours of conclusion of the Annual General Meeting (AGM). The results shall also be uploaded on the Digital Exchange Platform (NSE's digital platform) and BSE Listing Centre. Immediately after declaration of results, the same shall be placed along with the Scrutiniser's Report on the Company's website www.srei.com and on the website of KFin Technologies Limited <https://evoting.kfintech.com> and communicated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed for placing the same on their website. The results shall also be placed on the notice board of the Company at its Registered Office as well as Corporate Office.

19. A copy of Audited Financial Statements of the Company for the financial year ended on March 31, 2023 together with the Board's Report (Report of the Implementation and Monitoring Committee chaired by the Administrator) and Report of the Statutory Auditors thereon is enclosed herewith.

20. **Route Map** : Since the AGM is being held through VC/OAVM, Route Map is not annexed to this Notice.

**For and on behalf of
Srei Infrastructure Finance Limited**

**sd/-
Manoj Kumar
Company Secretary & Chief Financial Officer
F6698**

Date : September 6, 2023

Place : Kolkata



SREI INFRASTRUCTURE FINANCE LIMITED

CIN : L29219WB1985PLC055352

Registered Office :

'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
Tel No. : 033 6602 2000/6639 4700, Toll Free : 18002667734
Website : www.srei.com, Email : investor.relations@srei.com