



SREI INFRASTRUCTURE FINANCE LIMITED

CIN: U29219WB1985PLC055352

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 THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-ninth Annual General Meeting (AGM) of the members of Srei Infrastructure Finance Limited will be held on Thursday, September 26, 2024 at 11:30 A.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business(s):

ORDINARY BUSINESS:

- To receive, consider and adopt -
 - The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2024 and the Report of the Directors and Auditors thereon.
 - The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2024, and the Report of the Auditors thereon.
- To elect a Director in place of Mr. Hardayal Prasad (holding DIN: 08024303) who retires by rotation and being eligible, seeks re-appointment.
- To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Guidelines for appointment of Statutory Auditors of Non-Banking Financial Companies issued by the Reserve Bank of India on 27 April, 2021 ('RBI Guidelines') read with the Company's Policy for Appointment of Statutory Auditors and provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any amendment(s), modification(s), variation(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Board of Directors of the Company, M/s. S. K. Agrawal and Co., Chartered Accountants LLP, (Firm Registration No. 306033E/E300272) allotted by the Institute of Chartered Accountants of India (ICAI) who being eligible for appointment

as the Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines be and is appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 39th Annual General Meeting (AGM) till the conclusion of the 41st Annual General Meeting (AGM), at a remuneration as may be mutually agreed between Board of Directors of the Company and the Auditors, with the power of the Board 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.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may deem necessary for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the members of the Company.”

For **Srei Infrastructure Finance Limited**

Date: 07.08.2024

Place: Kolkata

Sd/-
Manoj Kumar
Company Secretary &
Chief Compliance Officer

NOTES:

1. **The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 3/2022 dated May 5, 2022 read with Circular No. 10/2021 dated June 23, 2021, Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2021 dated December 8, 2021 (collectively referred to as MCA Circulars), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC'). In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company is being held through VC via Zoom Conferencing Service on Thursday, September 26, 2024 at 11:30 A.M. (IST).**
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this Annual General Meeting (AGM) will be held pursuant to the MCA Circulars through Video Conferencing facility, physical presence of members has been dispensed with. Accordingly, the facility of appointment of proxies by members will not be available for this meeting. Hence, the proxy form, attendance slip and route map of AGM venue are not annexed to this notice.
3. The attendance of the members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. **Communication:** Electronic copy of the Notice of the Annual General Meeting ("AGM") of the Company being sent to all concerned including the Members whose email IDs are registered with the Company/Depository Participant(s) 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 AGM of the Company is being sent through permitted mode.
5. Corporate Members intending to appoint their authorized representative(s) to attend and vote at this Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send certified true copy of Board Resolution together with their respective specimen signatures authorizing their representative to attend and vote on their behalf at the Annual General Meeting. The said resolution/authorization can be sent to the Company addressing Mr. Manoj Kumar, Company Secretary & CCO at secretarial@srei.com.
6. The Register of Directors and Key Managerial Personnel 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(1) of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.
7. Since, the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, members are requested to convey their vote by e-mail at secretarial@srei.com.
8. All relevant documents referred to in the Notice requiring the approval of the members at the meeting shall be made available for inspection in case of any request from the members. The said request for inspection of documents can be sent to Mr. Manoj Kumar, Company Secretary & CCO at secretarial@srei.com.
9. Members are requested to notify immediately any change in their addresses.
10. During the AGM, members may access the electronic copy of the Register of Directors and Key Managerial Personnel 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, by writing to the Company at secretarial@srei.com.
11. The AGM shall be conducted through Zoom Conferencing Services and any member who need assistance in connection with using the technology during the AGM may reach out to Company officials at secretarial@srei.com.
12. The details for attending the meeting is given hereunder:
Link: <https://us06web.zoom.us/j/85066638021?pwd=YAsCKQKciXfchTCppxouC2G1PGjqk6.1>
Meeting ID: 850 6663 8021
Passcode: 768221
13. The Notice of the Meeting and Annual Report of the Company for the year ended 31st March, 2024 is uploaded on the Company's website at www.srei.com and may be accessed by the Members.

For Srei Infrastructure Finance Limited

Sd/-

Manoj Kumar

Company Secretary &
Chief Compliance Officer

Date: 07.08.2024

Place: Kolkata