



SIFL/SECT/FA/24-25/06

May 07, 2024

Dear All,

Sub: Extra-Ordinary General Meeting

The Extra-Ordinary General Meeting (01/2024-25) of the Company has been duly convened and held on Tuesday, May 07, 2024 at 11:30 A.M. (IST) at the Board Room, 10th Floor; Plot No. Y-10, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091.

Mr. Manoj Kumar Company Secretary and Chief Compliance Officer of the Company gave an introductory speech and requested Mr. Hardayal Prasad, Managing Director & CEO of the Company, to Chair the proceedings of the Meeting.

The Meeting was attended by 12 Members and 2 Proxies representing 91.72% of the paid up share capital of the Company.

The Chairman introduced the Members of the Board, Company Secretary and Chief Compliance Officer of the Company and the partner of Statutory Auditors of the Company.

The Chairman also informed that the statutory registers and other relevant documents, as mentioned in the Notice of the EGM, which were available for inspection during the business hours have also been made available for inspection by the Members during the EGM.

Thereafter, the Chairman delivered his speech. He gave an overview on the going concern status of the Company and its future outlook. With the consent of the Members present, the EGM Notice was taken as read.

The Chairman thereafter invited the Members to offer comments or seek clarifications on the business matter stated in the notice of the EGM. Upon the Members completing their submissions, the Chairman furnished requisite clarifications to all the relevant queries raised by the Members.

Thereafter, the Poll was conducted smoothly. The Meeting concluded at 12:30 P.M. with a vote of thanks to the Chairman.

Based on the Consolidated Scrutinizer's Report dated May 07, 2024, following resolution have been passed by the Members unanimously:

Special Business	
1.	Adoption of new set of Articles of Association of the Company (Special Resolution)
2.	Sub-division of Equity Shares from face value of Rs. 10/- per share to face value of Re. 1/- per share (Ordinary Resolution)
3.	Alteration of Capital Clause of the Memorandum of Association of the Company (Ordinary Resolution)
4.	Appointment of Mr. Sunil Srivastav (DIN: 00237561) as an Independent Director of the Company

Srei Infrastructure Finance Limited

CIN: U29219WB1985PLC055352

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

Tel: +91 33 2285 0112-15, 6160 7734 Fax: +91 33 2285 8501/7542

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



	(Ordinary Resolution)
5.	Appointment of Ms. Anuradha Mitra (DIN: 00123320) as an Independent Director of the Company (Ordinary Resolution)
6.	Appointment of Mr. Hardayal Prasad (DIN: 08024303) as a Director of the Company (Ordinary Resolution)
7.	Appointment of Mr. Hardayal Prasad as a Managing Director and Chief Executive Officer (MD & CEO) of the Company and fixation of his remuneration (Special Resolution)
8.	Appointment of Mr. Syed Faisal Aquil as Manager of the Company for the period from 30th November, 2023 till 15th April, 2024 and fixation of his remuneration (Special Resolution)

In this regard, please find enclosed the Consolidated Scrutinizer's Report dated May 07, 2024 submitted by Mr. Nilkanta Basak, Advocate, Kolkata, Scrutinizer appointed to scrutinize the Poll.

Pursuant to the Companies Act, 2013 and Rules framed thereunder and Clause 9.5.2 of Secretarial Standard – 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Scrutinizer's Report is available on the Company's website www.srei.com and on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office for information of all concerned.

The same is for information and records.

Thanking you.

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

Manoj Kumar
Company Secretary & CCO
F6698
Encl. a/a

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NILKANTA BASAK
ADVOCATE
HIGH COURT AT CALCUTTA

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]


To,

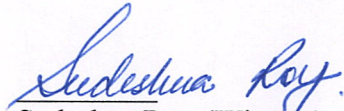
The Chairman of the (01/2024-25) Extra Ordinary General Meeting of the Members of Srei Infrastructure Finance Limited held at the Corporate Office of the Company at Board Room 10th Floor Plot No. Y-10, Block-EP, Sector-V, Salt Lake City, Kolkata- 700091 on Tuesday, the 7th day of May, 2024 at 11.30 a.m

Dear Sir,

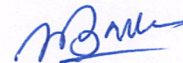
I, Nilkanata Basak, Advocate, at B 3 Bichitralay, 668 Purbachal Road (N) Kolkata - 700078 , appointed as Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 for the purpose of the poll taken on the below mentioned resolution(s), at the (01/2024-25) Extra Ordinary General Meeting of the members of Srei Infrastructure Finance Limited, held on Tuesday, the 7th day of May, 2024 at at the Corporate Office of the Company at Plot No. Y-10, Block-EP, Sector-V, Salt Lake City, Kolkata- 700091 at 11.30 a.m, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses i.e. Ms. Samita Lahiri and Ms. Sudeshna Roy, persons who are not in the employment of the Company and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.


Samita Lahiri (Witness)


Sudeshna Roy (Witness)

3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



B-3, BICHITRALAYA, PURBACHAL ROAD (NORTH) KOLKATA-700078
MOB: +91 09474004349
Email: nilkanta.basak@gmail.com

NILKANTA BASAK
ADVOCATE
HIGH COURT AT CALCUTTA

Resolution No. 1 – Special Resolution

APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	9,17,282	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 2 – Ordinary Resolution

SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF RS. 10/- PER SHARE TO FACE VALUE OF RE. 1/- PER SHARE

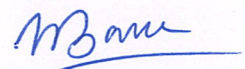
i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	9,17,282	100

ii. Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
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B-3, BICHITRALAYA, PURBACHAL ROAD (NORTH) KOLKATA-700078
MOB: +91 09474004349
Email: nilkanta.basak@gmail.com



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HIGH COURT AT CALCUTTA

(in person or by proxy)		
0	0	0

iii. **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 3 – Ordinary Resolution

**ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION
OF THE COMPANY**

i. **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	9,17,282	100

ii. **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid votes :**

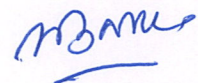
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 4 – Ordinary Resolution

**APPOINTMENT OF MR. SUNIL SRIVASTAV (DIN: 00237561) AS AN INDEPENDENT
DIRECTOR OF THE COMPANY**

i. **Voted in favour of the resolution:**

B-3, BICHITRALAYA, PURBACHAL ROAD (NORTH) KOLKATA-700078
MOB: +91 09474004349
Email: nilkanta.basak@gmail.com



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ADVOCATE
HIGH COURT AT CALCUTTA

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	9,17,282	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 5 – Ordinary Resolution

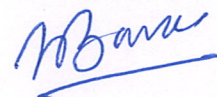
APPOINTMENT OF MS. ANURADHA MITRA (DIN: 00123320) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	9,17,282	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



NILKANTA BASAK
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iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 6 – Ordinary Resolution

APPOINTMENT OF MR. HARDAYAL PRASAD (DIN: 08024303) AS A DIRECTOR OF THE COMPANY

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	9,17,282	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

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NILKANTA BASAK
ADVOCATE
HIGH COURT AT CALCUTTA

Resolution No. 7 – Special Resolution

APPOINTMENT OF MR. HARDAYAL PRASAD AS A MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (MD & CEO) OF THE COMPANY AND FIXATION OF HIS REMUNERATION

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	9,17,282	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

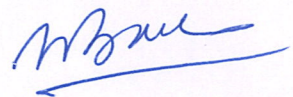
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 8 – Special Resolution

APPOINTMENT OF MR. SYED FAISAL AQUIL AS THE MANAGER OF THE COMPANY FOR THE PERIOD FROM 30TH NOVEMBER, 2023 TILL 15TH APRIL, 2024 AND FIXATION OF HIS REMUNERATION

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	9,17,282	100



NILKANTA BASAK
ADVOCATE
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ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. The list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

Nilkanta Basak

Nilkanta Basak
Scrutinizer

Place: Kolkata
Dated: 07.05.2024

Received by:

Hardayal Prasad
21/5/24

Mr.Hardayal Prasad

(Chairman)

B-3, BICHITRALAYA, PURBACHAL ROAD (NORTH) KOLKATA-700078
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