SREI INFRASTRUCTURE FINANCE LIMITED

Our Company was originally incorporated in New Delhi by the name Shri Radha Krishna Export Industries Limited with the Registrar of Companies, New Delhi (in accordance with the Companies Act 1956 as a public limited Company to undertake lease and hire purchase financing, bill discounting and manufacture and export of certain goods. Our Company's name was changed to Srei International Limited on May 29, 1992 and further changed to Srei International Finance Limited with effect from April 12, 1994 to reflect its focus on financial services. The name of our Company was further changed from Srei International Finance Limited to its existing name Srei Infrastructure Finance Limited on August 31, 2004. Our Company is registered as a Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934. For details regarding change in the registered office see "***History and Main Objects***" on page 84 of this Prospectus.

Registered Office: 'Vishwakarma', 86C, Topsia Road (South), Kolkata 700 046; **Tel**: +91 33 6160 7734; **Fax**: +91 33 2285 7542;
Corporate Office: 6A Kiran Shankar Roy Road, Kolkata – 700 001, West Bengal, India; **Tel**: +91 33 6499 0230 / 6499 0243; **Fax**: +91 33 2262 3220;
Website: www.srei.com; **Corporate Identification No**: L29219WB1985PLC055352,
Compliance Officer to the Issue: Mr Samir Kumar Kejriwal, Vice President, Srei Infrastructure Finance Limited, 'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
Phone: +91 33 6160 7734, **Fax:** +91 33 2285 8501, **Email-id:** sreincd1@srei.com

PUBLIC ISSUE BY SREI INFRASTRUCTURE FINANCE LIMITED (THE "COMPANY" OR THE "ISSUER") OF 750,000 SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (THE "DEBENTURES" OR THE "NCDS"), FOR AN AMOUNT UPTO ₹ 750 MILLION ("BASE ISSUE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UPTO ADDITIONAL 750,000 NCDS OF ₹ 1,000/- EACH ,FOR AN AMOUNT UPTO ₹ 750 MILLION, AGGREGATING TO ₹ 1,500 MILLION ("OVERALL ISSUE SIZE") (HEREINAFTER REFERRED TO AS THE "ISSUE")

The Issue is being made pursuant to the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (the "**Debt Regulations**").

PROMOTER: MR HEMANT KANORIA

For details of our Promoter, please see "Our Promoter" on page 97 of this Prospectus.

GENERAL RISK

Investors are advised to read the section titled "*Risk Factors*" carefully before taking an investment decision in this Issue. For the purposes of taking an investment decision, investors must rely on their own examination of the Issuer and of the Issue, including the risks involved. Specific attention of the investors is invited to the section titled "*Risk Factors*" starting on page no. 13 of this Prospectus before making an investment in this Issue. This document has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), any registrar of companies or any stock exchange in India.

COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Maturity Date And Maturity Amount of the NCDs, attention of the investors is invited to the section titled "***Terms of the Issue***" starting on page no. 143 of this Prospectus. For details relating to Eligible Investors please see "***The Issue***" on page 35 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the Issuer and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other material facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

CREDIT RATINGS

The NCDs have been rated 'CARE AA- (Double A Minus)' by Credit Analysis &Research Limited ("CARE") pursuant to letter dated November 8, 2012 and revalidated by letter dated April 14, 2014 and 'BWR AA (BWR Double A)'by Brickwork Ratings India Private Limited ("BRICKWORK") pursuant to letter dated June 19, 2013 and revalidated by letter dated April 30, 2014. Instruments with a rating of 'CARE AA- (Double A Minus)' by CARE and 'BWR AA (BWR Double A)' by BRICKWORK are considered to have high degree of safety regarding timely servicing of financial obligations. The rating provided by CARE and BRICKWORK may be suspended, withdrawn or revised at any time by the assigning rating agency on the basis of new information etc., and should be evaluated independently of any other rating. The rating is not a recommendation to buy, sell or hold securities and investors should take their own investment decisions. Please refer to the Annexure of this Prospectus for the rationale of the above ratings.

PUBLIC COMMENTS

The Draft Prospectus dated March 31, 2014 was filed with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (together "**Stock Exchanges**") pursuant to the provisions of SEBI Debt Regulations and was open for public comments for a period of 7 Working Days till April 9, 2014.

LISTING

The NCDs offered through this Prospectus are proposed to be listed on BSE and NSE. BSE vide letter bearing reference no. DCS/SP/PI-BOND/02/14-15 dated April 9, 2014 and NSE vide letter bearing reference no. NSE/LIST/236004-N dated April 11, 2014 has granted their 'in-principle' approvals for the Issue. For the purposes of this Issue, BSE shall be the Designated Stock Exchange.

LEAD MANAGERS TO THE ISSUE				DEBENTURE TRUSTEE TO THE ISSUE
ICICI Securities Limited **ICICI Centre** H.T. Parekh Marg Churchgate, Mumbai 400 020 Maharashtra, India Tel : +91 22 2288 2460 Fax : +91 22 2282 6580 E-mail : project.srei@icicisecurities.com Investor Grievance Email: customercare@icicisecurities.com Website : www.icicisecurities.com Contact Person: Mr Sumit Agarwal / Ms Neha Verma Compliance Officer : Mr Subir Saha SEBI Registration No: INM000011179	**A. K. Capital Services Limited** 30-39 Free Press House, 3rd Floor, Free Press Journal Marg, 215, Nariman Point, Mumbai 400021 Tel: +91 22 6754 6500/ 6634 9300; Fax: +91 22 6610 0594 Email: sreincd@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akcapindia.com Contact Person: Ms Akshata Tambe / Mr Siddharth Shah Compliance Officer: Mr Vikas Agarwal SEBI Registration No.: INM000010411	**SPA Capital Advisors Limited** 25,C – Block ,Community Centre Janak Puri ,New Delhi -110 058 India Tel : +91 11 4567 5500, 2551 7371 Fax : +91 11 2553 2644 Email: srei.ipo@spagroupindia.com Investor Grievance E mail: grievances.mb@spagroupindia.com Website: www.spacapital.com Contact Person: Mr Nitin Somani / Ms Ashi Sood Compliance Officer: Mr Sanjay Gupta SEBI Registration No.: INM000010825	**Srei Capital Markets Limited*** 'Vishwakarma', 86C, Topsia Road (South) Kolkata – 700 046 West Bengal, India Tel: +91 33 6602 3845 Fax: +91 33 2285 7542 Email: capital@srei.com Investor Grievance E mail: scmlinvestors@srei.com Website: www.srei.com Contact Person: Mr Manoj Agarwal Compliance Officer: Mr Manoj Agarwal SEBI Registration No.: INM000003762	**Axis Trustee Services Limited** Axis House, 2nd Floor Bombay Dyeing Mills Compound Pandurang Budhkar Marg Mumbai 400 025 Tel: +91 22 2425 5206 Fax: +91 22 2425 4200 Email: debenturetrustee@axistrustee.com Investor Grievance Email : complaints@axistrustee.com Website:www.axistrustee.com Contact Person: Mr Neelesh Baheti Compliance Officer: Mr D J Bora SEBI Registration No.: IND000000494

CO-LEAD MANAGERS TO THE ISSUE					REGISTRAR TO THE ISSUE
Karvy Investor Services Limited Hallmark Business Plaza, 7th Floor, Sant Dynaneshwar Marg, Opp: Gurunank Hospital, Bandra - East Mumbai – 400 051 Maharashtra, India Tel: +91 22 6149 1500 Fax: +91 22 6149 1515 Email: Sreincd2013@karvy.com Investor Grievance E mail: igmbd@karvy.com, cmg@karvy.com Website: www.karvy.com Contact Person: Mr Sumit Singh Compliance Officer : Mr V Madhusudhan Rao SEBI Registration No.: INM000008365	**Integrated Enterprises (India) Limited** 15, 1st Floor, Modern House Dr. V.B. Gandhi Marg, (Forbes Street), Fort Mumbai 400 023 Tel :+91 224066 1800 Fax :+91 222287 4676 E-mail : krishnan@integratedindia.in Investor Grievance E-mail ID: mbd@integratedindia.in Website: www.integratedindia.in Contact person: Mr V Krishnan Compliance Officer: Mr Suresh Babu K SEBI Registration No: INM000002640	**RR Investors Capital Services Private Limited** 47, MM, Road Rani Jhansi Marg, Jhandelwalan, New Delhi- 110055, India Tel :+91 11 2363 6362 - 63 Fax :+91 11 2363 6746 E-mail : sreincd2013@rrfcl.com Investor Grievance E-mail ID: investors@rrfcl.com Website: www.rrfcl.com / www.rrfinance.com Contact person: Mr Anurag Awasthi Compliance Officer: Mr Ravi Kant Goyal SEBI Registration No: INM000007508	**SMC Capitals Limited** 302-303, Enterprise Centre, Near Orchid Hotel, Nehru Road, Vile Parle (East), Mumbai-400099 Telephone number: +91 22 66481818 Fax number: +91 22 66481850 E-mail: srei.ncd@smccapitals.com Investor Grievance E-mail ID: investor.grievance@smccapitals.com Website: www.smccapitals.com Compliance Officer: Mr Sanjeev Barnwal Contact person: Mr Sanjeev Barnwal SEBI Registration No.: INM000011427**	**Bajaj Capital Limited** Unit No.941, Building No. 9, 4th Floor, Solitaire Corporate Park, Andheri Kurla Road, Chakala Andheri (East), , Mumbai – 400 093 Telephone No.: +91 22 4009 9999 Fax: +91 22 4009 9911 Email: sreincd@bajajcapital.com Investor Grievance E-mail ID: info@bajajcapital.com Website: www.bajajcapital.com Compliance officer: Mr P. Janardhan Contact person: Sumit Dudani SEBI Reg. No. INM000010544	**Karvy Computershare Private Limited** Plot No. 17 to 24, Vithalrao Nagar Madhapur, Hyderabad 500 081 Toll Free No.1-800-3454001 Tel: +91 40 4465 5000 Fax: +91 40 2343 1551 Investor Grievance Email: srei.ncd2@karvy.com Website: www.karisma.karvy.com Compliance Officer: Mr Rakesh Santalia Contact Person: Mr M. Murali Krishna SEBI Registration No.: INR000000221

**Srei Capital Markets Limited, which is a wholly owned subsidiary of the Company, shall only be involved in marketing of the Issue.*
***The SEBI registration certificate of SMC Capitals Limited one of the Co-Lead Managers as a merchant banker has expired on December 30, 2013. As required under regulation 8A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, an application for renewal was made to SEBI vide application dated September 25, 2013 to SEBI. The approval of SEBI in this regard is awaited.*

ISSUE PROGRAMME

ISSUE OPENS ON:	MAY 9, 2014	ISSUE CLOSES ON:	JUNE 9,2014#

 # The Issue shall remain open for subscription from 10 A.M. to 5 P.M. (Indian Standard Time) during the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board/ Committee of Directors, as the case maybe, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through advertisements in a leading national daily newspaper on or before such earlier date of Issue Closure or initial date of Issue closure, as the case may be.
Axis Trustee Services Limited has, pursuant to regulation 4(4) of SEBI Debt Regulations, by its letter dated March 21, 2014 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.
*A copy of the Prospectus has been delivered for registration with the Registrar of Companies, Kolkata, West Bengal ("**RoC**") in terms of Section 26 of the Companies Act 2013 ("**Companies Act 2013**"), along with the endorsed/certified copies of all requisite consents and documents. For further details please refer to the section titled "**Material Contracts and Documents for Inspection**" beginning on page no. 200 of this Prospectus.*

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SECTION I: GENERAL

DEFINITIONS & ABBREVIATIONS

CONVENTIONAL / GENERAL TERMS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context indicates or implies otherwise, have the meaning as provided below. References to any legislation, act or regulation shall be to such term as amended from time to time.

Term	Description
AGM	Annual General Meeting
AS	Accounting Standard
BRT	Bus Rapid Transport
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
Companies Act 1956 / Act	The Companies Act, 1956, as amended or replaced
Companies Act 2013	The Companies Act, 2013 to the extent notified by the MCA and in force as of the date of this Prospectus
Competition Act	Competition Act, 2002, as amended
CPC	Civil Procedure Code, 1908
CrPC	Code of Criminal Procedure, 1973
Debt Regulations / SEBI Debt Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended
Depositories Act	Depositories Act, 1996, as amended
DIN	Director's Identification Number
DRR	Debenture Redemption Reserve
ECB	External Commercial Borrowings
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended
FERA	Foreign Exchange Regulation Act, 1973
FII (s)	Foreign Institutional Investor(s)
FIPB	Foreign Investment Promotion Board
Financial Year / FY/ Fiscal Year	Financial Year ending March 31
GDP	Gross Domestic Product
GIR	General Index Registration Number
G-Sec	Government Securities
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
IPC	Indian Penal Code, 1860
IPD	Infrastructure Project Development
IRDA	Insurance Regulatory and Development Authority
I.T. Act / Income Tax Act	Income Tax Act, 1961, as amended
Mn/Mio	Million
MCA	Ministry of Corporate Affairs, Government of India
MNC	Multi-National Corporation / Company
MRTS	Mass Rapid Transport System
N.A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NHAI	National Highway Authority of India
NHDP	National Highways Development Programme
N.I. Act	Negotiable Instruments Act, 1881
NII(s)	Non-Institutional Investor(s)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number

Term	Description
PPP	Public Private Partnership
PSSA	Payment and Settlement Systems Act, 2007
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
ROC	Registrar of Companies, Kolkata, West Bengal
₹ / Rs / INR / Rupees	The lawful currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
TDS	Tax Deducted at Source

COMPANY / INDUSTRY RELATED TERMS

Term	Description
"Srei Infra", "Issuer", "SIFL", "the Company", "we", "us", and "our Company"	Srei Infrastructure Finance Limited, a public limited company incorporated under the Companies Act 1956 having its registered office at 'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
AFC	Asset Finance Company
ALM	Asset Liability Management
ATM	Automated Teller Machine
Articles / Articles of Association / AOA	Articles of Association of the Issuer, as amended
Auditors / Statutory Auditors	Haribhakti & Co., Chartered Accountants, the statutory auditors of our Company
Board / Board of Directors	The Board of Directors of the Issuer
CC	Credit Committee
Committee of Directors	The Committee of Directors of the Issuer
CAR	Capital Adequacy Ratio
CIC	Core Investment Company
CP	Commercial Paper
CRAR	Capital-to-Risk-Weighted Assets Ratio
DIN	Director's Identification Number
Exposure	Exposure includes credit exposure (funded and non-funded credit limits) and investment exposure. The sanctioned limit or outstanding, whichever is higher, is our exposure as at that date. In the case of fully drawn term loans, where there is no scope for further drawl of any portion of the sanctioned amount, the committed/outstanding amount, as may be applicable, is equivalent to our exposure.
Equity Shares	Equity shares of face value of ₹10 each of our Company
FIMMDA	Fixed Income, Money Markets and Derivatives Association
IC	Investment Committee
IDF-NBFC	Infrastructure Debt Fund- Non- Banking Financial Company
LC	Loan Company
IFC	'Infrastructure Finance Company', as defined under applicable RBI guidelines
KYC	Know Your Customer
Memorandum / MOA	Memorandum of Association of the Issuer, as amended
Mezzanine Debt	Subordinated debt instruments secured by a charge other than an exclusive charge or a first charge
NBFC	Non-Banking Financial Company as defined under Section 45-I(f) of the RBI Act, 1934
NBFC-MFI	Non-Banking Financial Company - Micro Finance Institution
NBFC-ND-SI	Systemically Important Non-Deposit Taking NBFC
NPA	Non-Performing Asset
NRI	Non Resident Indian
Portfolio	Our aggregate outstanding loans and advances including Senior Debt, Mezzanine Debt, debentures, unsecured loans, and investments by way of equity and preference shares
PFI	Public financial institution as defined under Section 2(72) of the

Term	Description
	Companies Act 2013
Preference Shares	Preference shares of face value of ₹ 100 each of our Company
Promoters / our Promoters	The Promoter of our Company, being Mr Hemant Kanoria
Registered Office	'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
RC	Risk Committee of the Board
Senior Debt/ Senior Loans	Debt secured by exclusive charge or first charge
Srei Group	Means Srei Infra and all its subsidiaries, sub-subsidiaries, associates, joint ventures and group companies
USD	United States Dollar, the official currency of the United States of America
WCDL	Working Capital Demand Loan
WLA	White Label Automated Teller Machines
WLAO	White Label ATM Operator

ISSUE RELATED TERMS

Term	Description
A. K. Capital	A. K. Capital Services Limited
Allotment / Allotted / Allot	Unless the context otherwise requires, the issue and allotment of the NCDs pursuant to the Issue to the Allottees
Allottee	The successful Applicant to whom the NCDs are being / have been Allotted pursuant to the Issue
Allotment Advice	The communication sent to the Allottees conveying the details of NCDs allotted to the Allottees in accordance with the Basis of Allotment
Applicant(s) / Investor(s)	Any prospective Applicant who is eligible to participate in this Issue and makes an Application pursuant to the Prospectus and the Application Form. For more information on eligibility of the prospective Applicant please refer to the chapter titled "***Issue Procedure***" on page no. 160
Application	An application to subscribe to the NCDs offered pursuant to the Issue by submission of a valid Application Form and payment of the Application Amount by any of the modes as prescribed in this Prospectus and the Abridged Prospectus
Application Amount	An amount equal to the aggregate value of NCDs applied for to be paid by an Applicant as indicated in the Application Form
Application Form	Form in terms of which an Applicant shall make an offer to subscribe to NCDs and which will be considered as the application for Allotment of NCDs in terms of the Prospectus
Application Supported by Blocked Amount/ ASBA/ ASBA Application	The Application (whether physical or electronic) used by an ASBA Applicant to make an Application authorizing the SCSB to block the amount payable on Application in its specified bank account maintained with such SCSB
Associate(s)	Associates of our Company as referred to in "***History and Main Objects***" on page 84.
ASBA Account	An account maintained by an ASBA Applicant with a SCSB which will be blocked by such SCSB to the extent of the Application Amount in relation to the Application Form made in ASBA mode.
ASBA Applicant	Any Applicant who applies for the NCDs through the ASBA Process
Bajaj	Bajaj Capital Limited
Banker(s) to the Issue/ Escrow Collection Banks	Collectively the Escrow Collection Banks, Public Issue Account Banks and the Refund Bank
Base Issue	₹750 million
Issue Size	₹750 million with an option to retain oversubscription upto ₹750 million, aggregating to ₹1,500 million
Basis of Allotment	The basis on which NCDs will be allotted to successful Applicants under the Issue and which is described in "***Terms of the Issue – Basis of Allotment***" on page no. 144 of this Prospectus.
BRICKWORK	Brickwork Ratings India Private Limited
CARE	Credit Analysis & Research Limited
Category I Persons	Shall mean persons who are Institutional Investors.
Category II Persons	Shall mean persons who are Non-Institutional Investors.
Category III Persons	Shall mean persons who are Individual Category Investors.

Term	Description
Credit Rating Agencies	CARE and BRICKWORK
Co-Lead Managers	Karvy Investor Services Limited, Integrated Enterprises (India) Limited, RR Investors Capital Services Private Limited, SMC Capitals Limited and Bajaj Capital Limited
Collection Centres	Collection Centres shall mean those branches of the Bankers to the Issue/ Escrow Collection Banks that are authorized to collect the Application Forms (other than ASBA) as per the Escrow Agreement.
Consolidated NCD Certificate	The certificate that shall be issued by the Company to the NCD Holder for the aggregate amount of the NCDs that are allotted to the NCD Holder in physical form for the aggregate amount of NCDs as allotted to the NCD Holder or issued upon rematerialisation of NCDs held in dematerialised form.
Debentures / NCDs	Secured redeemable non-convertible debentures of face value of ₹ 1,000/- each, upto ₹750 million with an option to retain oversubscription upto ₹750 million, aggregating to ₹1,500 million, offered through this Prospectus
Debenture Holder (s) / NCD Holder(s)	The holders of the NCDs whose name appears in the database of the Depository (in case of NCDs in the dematerialized form) and/or the register of NCD Holders maintained by our Company (in case of NCDs held in the physical form)
Debenture Trust Deed	Trust deed to be entered into between the Debenture Trustee and the Company.
Debenture Trusteeship Agreement	Agreement dated March 21, 2014 entered into between the Debenture Trustee and the Company.
Debt Listing Agreement	The listing agreement between our Company and the relevant stock exchange(s) in connection with the listing of debt securities of our Company
Deemed Date of Allotment	The Deemed Date of Allotment for the NCDs shall be the date on which the Board of Directors or duly authorized committee thereof approves the allotment of NCDs or such date as may be determined by the Board of our Company and/or a duly authorized committee thereof and notified to the Stock Exchanges. All benefits under the NCDs including payment of interest will accrue to the NCD Holders from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment.
Demographic Details	Details of the investor such as address, occupation, category, Permanent Account Number and bank account details for printing on refund orders, which are based on the details provided by the Applicant in the Application Form.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository(ies)	National Securities Depository Limited and /or Central Depository Services (India) Limited
DP / Depository Participant	A depository participant as defined under the Depositories Act
Designated Branches	Such branches of the SCSBs which shall collect the Application Forms used by the ASBA Applicants and a list of which is available at http://www.sebi.gov.in or such other website as may be prescribed by the SEBI from time to time.
Designated Date	The date on which the Application Amounts are transferred from the Escrow Account(s) to the Public Issue Account or the Refund Account, as appropriate, the amount blocked by the SCSBs is transferred from the ASBA Accounts specified by the ASBA Applicants to the Public Issue Account, as the case may be, following which the Board approves the Allotment of the NCDs, provided that Application Amounts received will be kept in the Escrow Account(s) up to this date and our Company will have access to such funds only after creation of adequate security for the NCDs.
Designated Stock Exchange / DSE	BSE Limited
Draft Prospectus	The Draft Prospectus dated March 31, 2014 filed by our Company with the Stock Exchanges for receiving public comments, in accordance with the provisions of the Companies Act 1956, the Companies Act 2013 and the SEBI Debt Regulations

Term	Description
Escrow Agreement	Agreement dated April 28, 2014 entered into amongst our Company, the Registrar, the Escrow Collection Bank(s), the Lead Managers and the Co-Lead Managers for collection of the Application Amounts (other than by ASBA Applicants) and for remitting refunds, if any, of the amounts collected, to the Applicants on the terms and conditions contained thereof
Escrow Account(s)	Accounts opened in connection with the Issue with the Escrow Collection Bank(s) and in whose favour the Applicants (other than ASBA Applicants) will issue cheques or bank drafts in respect of the Application Amount while submitting the Application
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 with whom the Escrow Accounts will be opened, in this case being ICICI Bank Limited, HDFC Bank Limited, Yes Bank Limited and Axis Bank Limited
I-Sec	ICICI Securities Limited
India Ratings	India Ratings and Research Private Limited
Individual Category	Category III Persons which includes: • Resident Indian individuals; and • Hindu Undivided Families through the Karta
Interest Payment Date	For NCDs subscribed, in respect to Series I and IV, where the interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till last day of every month during the tenor of such NCDs, and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. For NCDs subscribed, in respect to Series II and V, where the interest is to be paid on an annual basis, relevant interest will be made on April 1st every year for the amount outstanding. The first interest payment will be made on April 1, 2015 for the period commencing from the Deemed Date of Allotment till March 31, 2015. Subject to The last interest payment will be made at the time of maturity of the NCD on a pro rata basis. For NCDs subscribed in respect to Series III and VI, where the interest is to be paid on a cumulative basis and compounding annually, relevant interest will be made on the Maturity Date for the amount outstanding from time to time, commencing from the Deemed Date of Allotment. If any Coupon/Interest Payment Date falls on a day that is not a Working Day, the payment shall be made on the immediately succeeding Working Day along with interest for such additional period. Such additional interest will be deducted from the interest payable on the next date of payment of interest.
Institutional Investor(s)	Category I Persons which includes: • Public Financial Institutions, Statutory Corporations, Commercial Banks, Co-operative Banks and Regional Rural Banks, which are authorized to invest in the NCDs; • Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs; • Venture Capital funds and / or Alternative Investment Funds registered with SEBI; • Insurance Companies registered with the IRDA; • National Investment Fund; • State Industrial Development Corporations; and • Mutual Funds.
Institutional Portion	Portion of Applications received from Category I persons who are eligible to apply grouped together across all Series of NCDs
Issue	Public Issue by Srei Infrastructure Finance Limited of secured redeemable non-convertible debentures of face value of ₹ 1,000/- each upto ₹750 million with an option to retain oversubscription upto ₹750 million, aggregating to ₹1,500 million
Issue Opening Date	May 9, 2014

Term	Description
Issue Closing Date/Issue Closure	June 9, 2014 The Issue may close on such earlier date or extended date as may be decided by the Board/ Committee of Directors, as the case maybe, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through advertisements in a leading national daily newspaper on or before such earlier date of Issue Closure or initial date of Issue closure, as the case may be
Issue Period	Shall mean the period between the Issue Opening Date and Issue Closing Date, both dates inclusive, during which a prospective Applicant may submit their Application Form.
Integrated	Integrated Enterprises (India) Limited
Joint Venture(s)	Our joint venture companies as referred to in "***History and Main Objects***" on page 84
Karvy	Karvy Investor Services Limited
Lead Brokers	A. K. Stockmart Private Limited, AUM Capital Market Private Limited, Axis Capital Ltd, Edelweiss Broking Limited, HDFC Securities Limited, ICICI Securities Limited, IDBI Capital Market Services Limited, India Infoline Limited, Integrated Enterprises (India) Ltd., Just Trade Securities Limited, JM Financial Services Limited, Karvy Stock Broking Limited, Kotak Securities Limited, NJ India Invest Private Limited, RR Equity Brokers Private Limited, SMC Global Securities Limited, SPA Securities Limited and Tipsons Stock Brokers Private Limited.
Lead Managers	ICICI Securities Limited, A. K. Capital Services Limited, SPA Capital Advisors Limited and Srei Capital Markets Limited
Market Lot	One (1) NCD
Maturity Amount or Redemption Amount	Repayment of the Face Value plus any interest that may have accrued at the Maturity Date for Individual and / or Institutional and /or Non-Institutional Investors, as the case may be.
Maturity Date or Redemption Date	Shall mean 3 years from Deemed Date of Allotment for Series I, Series II and Series III NCDs and 5 Years from Deemed Date of Allotment for Series IV, Series V and Series VI NCDs. If the Redemption Date/Maturity Date of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.
Members of Syndicate	Members of Syndicate includes Lead Managers, Co-Lead Managers, Lead Brokers to the Issue and sub brokers.
Non-Institutional Investors	Category II Persons eligible to apply for the issue which includes: • Companies, bodies corporate and societies registered under the applicable laws in India and authorized to invest in the NCDs; • Public/private charitable/religious trusts which are authorized to invest in the NCDs; • Scientific and/or industrial research organizations, which are authorized to invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); and • Any other incorporated and/ or unincorporated body of persons.
Non-Institutional Portion	Portion of Applications received from Category II persons who are eligible to apply grouped together across all Series of NCDs
Prospectus	The Prospectus dated May 5, 2014 issued and filed with the ROC in accordance with the SEBI Debt Regulations containing inter alia the coupon rate for the NCDs and certain other information
Public Issue Account	Account(s) opened with the Bankers to the Issue to receive monies from the Escrow Account(s) and from the ASBA Accounts on the Designated Date
RR	RR Investors Capital Services Private Limited

Term	Description
Record Date	In connection with Series II and Series V NCDs, 15 (Fifteen) Working Days prior to the date on which interest is due and payable, or the Maturity Date, or as may be prescribed by the Stock Exchanges, and in connection with Series I and Series IV NCDs, 7 (Seven) Working Days prior to the date on which interest is due and payable, or the Maturity Date, or as may be prescribed by the Stock Exchanges and in connection with Series III and Series VI NCDs, 15 (Fifteen) Working Days prior to the Maturity Date or as may be prescribed by the Stock Exchanges. If the Record Date falls on falls on a day that is not a Working Day, then immediate subsequent Working Day will be deemed as Record Date.
Refund Account	Account opened with the Refund Bank from which refunds, if any, of the whole or any part of the Application Amount shall be made (excluding Application Amounts from ASBA Applicants)
Refund Bank	The bank which is a clearing member and registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 with whom the Refund Account will be opened, in this case being Axis Bank Limited.
Registrar to the Issue/Registrar	Karvy Computershare Private Limited
Registrar Agreement	Memorandum of understanding dated March 20, 2014entered into between the Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Resident Indian Individuals	Individual who is a person resident in India as defined under the Foreign Exchange Management Act, 1999
Self-Certified Syndicate Banks or SCSB	The banks registered with the SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 offering services in relation to ASBA, a list of which is available at http://www.sebi.gov.in or such other website as may be prescribed by the SEBI from time to time. A list of the branches of the SCSBs where Application Forms will be forwarded by such members of the Syndicate is available at http://www.sebi.gov.in.
Series	Collectively the Series I, Series II, Series III, Series IV, Series V and Series VI NCDs being offered to the Applicants as stated in the section titled '***Issue Related Information***' beginning on page no. 131 of this Prospectus.
SMC	SMC Capitals Limited
SPA	SPA Capital Advisors Limited
Srei Caps	Srei Capital Markets Limited
Stock Exchange/s	BSE Limited and National Stock Exchange of India Limited
Subsidiaries (and each, individually, a Subsidiary)	Subsidiaries of our Company as referred to in "***History and Main Objects***" on page 84.
Specified Cities	Centres at Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat where the Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchange shall accept ASBA Applications in terms of the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011
Syndicate ASBA	ASBA Applications through the Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchange only in the Specified Cities
Trading Member	Intermediaries registered with a Broker or a Sub-Broker under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 and/or with the Stock Exchanges under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchanges from time to time and duly registered with the Stock Exchanges for collection and electronic upload of Application Forms on the electronic application platform provided by Stock Exchanges.
"Transaction Registration Slip" or "TRS"	The acknowledgement slip or document issued by any of the Members of the Syndicate, the SCSBs, or the Trading Members as the case may be, to an Applicant upon demand as proof of registration of his Application for the NCDs.
Tripartite Agreements	Tripartite Agreements both dated February 27, 2013 and February 26, 2013among our Company, the Registrar to the Issue and NSDL and CDSL respectively for offering depository option to the NCD Holders.
Trustees / Debenture Trustee	Trustees for the holders of the NCDs, in this case being Axis Trustee Services Limited

Term	Description
Working Day(s)	All days excluding Sundays and a public holiday in Mumbai or Kolkata or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881,except with reference to Issue Period and Record Date, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881

Notwithstanding the foregoing, terms in "***Main Provisions of the Articles of Association***", "***Statement of Tax Benefits***", "***Regulations and Policies***" on pages 195, 57 and 186 respectively, and "***Financial Information***", shall have the meanings given to such terms in these respective sections.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain forward-looking statements such as "aim", "anticipate", "shall", "will", "will continue", "would pursue", "will likely result", "expected to", "contemplate", "seek to", "target", "propose to", "future", "goal", "project", "could", "may", "in management's judgment", "objective", "plan", "is likely", "intends", "believes", "expects" and other similar expressions or variations of such expressions. These statements are primarily meant to give the investor an overview of our Company's future plans, as they currently stand. Our Company operates in a highly competitive, dynamic and regulated business environment, and a change in any of these variables may necessitate an alteration of our Company's plans. Further, these plans are not static, but are subject to continuous internal review and policies, and may be altered, if the altered plans suit our Company's needs better.

Further, many of the plans may be based on one or more underlying assumptions (all of which may not be contained in this Prospectus) which may not come to fruition. Thus, actual results may differ materially from those suggested by the forward-looking statements. Our Company and all intermediaries associated with this Prospectus do not undertake to inform the investor of any change in any matter in respect of which any forward-looking statements are made.

All statements contained in this Prospectus that are not statements of historical fact constitute "forward-looking statements" and are not forecasts or projections relating to our Company's financial performance. All forward-looking statements are subject to risks, uncertainties and assumptions that may cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that may cause actual results to differ materially from our Company's expectations include, amongst others:

- General economic and business environment in India;
- Our Company's ability to successfully implement its strategy and growth plans;
- Our Company's ability to compete effectively and access funds at competitive cost;
- Effectiveness and accuracy of internal controls and procedures;
- Changes in domestic or international interest rates and liquidity conditions;
- Defaults by end customers resulting in an increase in the level of non-performing assets in its portfolio;
- Rate of growth of its loan assets and ability to maintain concomitant level of capital;
- Downward revision in credit rating(s);
- Performance of the Indian debt and equity markets;
- Potential mergers, acquisitions or restructurings and increased competition;
- Changes in tax benefits and incentives and other applicable regulations, including various tax laws;
- Our Company's ability to retain its management team and skilled personnel;
- Changes in laws and regulations that apply to NBFCs and PFIs in India, including laws that impact its lending rates and its ability to enforce the assets financed/secured to it;
- We are involved in a number of legal proceedings that may be determined against us;
- Changes in political conditions in India; and
- We have incurred significant indebtedness and may incur substantial additional borrowings in connection with our business;

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company nor any of its Directors have any obligation, or intent to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. For further discussion of the factors that could affect our Company's future financial performance, see the section titled "***Risk Factors***" beginning on page no. 13 of this Prospectus.

PRESENTATION OF FINANCIALS & USE OF MARKET DATA

Unless stated otherwise, the financial information used in this Prospectus is derived from our Company's audited financial statements as at March 31, 2009, March 31, 2010, March 31, 2011, March 31, 2012, March 31, 2013 and for the period ended September 30, 2013and limited review for the period ended December 31, 2013 prepared in accordance with Indian GAAP and the Companies Act 2013 and are in accordance with Section 26(1)(b) of the Companies Act 2013, the Debt Regulations, as stated in the report of our Company's Statutory Auditors, Haribhakti & Co., Chartered Accountants, included in this Prospectus.

In this Prospectus, any discrepancies in any table between the total and the sum of the amounts listed are due to rounding-off.

Except as specifically disclosed, all financial / capital ratios and disclosures regarding NPAs in this Prospectus are in accordance with the applicable RBI norms.

Unless stated otherwise, macroeconomic, growth rates, industry data and information regarding market position contained in this Prospectus have been obtained from publications prepared / compiled by professional organisations and analysts, data from other external sources, our knowledge of the markets in which we compete, providers of industry information, government sources and multilateral institutions, with their consent, wherever necessary. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured.

The extent to which the market and industry data used in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. The methodologies and assumptions may vary widely among different industry sources.

While we have compiled, extracted and reproduced data from external sources, including third parties, trade, industry or general publications, we accept responsibility for accurately reproducing such data. However, neither we nor the Lead Managers or the Co-Lead Managers have independently verified this data and neither we nor the Lead Managers or the Co-Lead Managers make any representation regarding the accuracy of such data. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither we nor the Lead Managers or the Co-Lead Managers can assure potential investors as to their accuracy.

Currency and units of Presentation

In this Prospectus, all references to 'Rupees'/ '₹' / 'INR' are to Indian Rupees, the official currency of the Republic of India and to 'U.S. Dollar'/ 'USD' are to the United States dollar, the official currency of the United States.

Except where stated otherwise in this Prospectus, all figures have been expressed in 'Millions'. All references to 'million/Million/Mn/Mio' refer to one million, which is equivalent to 'ten lakhs' or 'ten lacs', the word 'Lakhs/Lacs/Lac' means 'one hundred thousand' and 'Crore' means 'ten million' and 'billion/bn./Billions' means 'one hundred crores'.

Certain of our funding is by way of US Dollar loans. Amounts set out in this Prospectus, and particularly in the section "Disclosure on Existing Financial Indebtedness", in relation to such U. S. Dollar loans have been converted into Indian Rupees for the purposes of the presentation.

Exchange Rates

Exchange Rate in ₹

Currency	March 31, 2014	September 30, 2013	March 28, 2013	March 30, 2012	March 31, 2011	March 31, 2010
1 US$	59.91	62. 78	54.30	50.87	44.65	45.14
1 €	82.38	84.67	69.55	67.87	63.24	60.56

(Source :www.rbi.org.in)

SECTION II: RISK FACTORS

An investment in NCDs involves certain degree of risk. Prospective investors should carefully consider the risks and uncertainties described below, in addition to the other information contained in this Prospectus before making any investment decision relating to the Issue. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the NCDs. If any of the following risks or other risks that are not currently known or are deemed immaterial at this time, actually occur, our business, financial condition and results of operation could suffer, the trading price of the NCDs could decline and you may lose all or part of your maturity amounts and / or interest amounts. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The order of the risk factors appearing hereunder is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Unless the context requires otherwise, the risk factors described below apply to us / our operations only.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus.

Investors are advised to read the following risk factors carefully before making an investment in this Issue. You must rely on your own examination of our Company and this Issue, including the risks and uncertainties involved.

INTERNAL RISKS

1. ***We, our Promoter, subsidiary companies and group companies are subject to certain legal proceedings and we cannot assure you that we will be successful in all of these actions. In the event we are unsuccessful in litigating any or all of the disputes, our business and results of operations may be adversely affected.***

We are subject to a number of legal proceedings. We incur a substantial cost in defending these proceedings before a court of law. Moreover, we are unable to assure you that we shall be successful in any or all of these actions.

For further details of the legal proceedings that we are subject to, see the section titled "***Outstanding Litigation and Statutory Defaults***" on page no. 176 of this Prospectus.

2. ***As an NBFC, the risk of default and non-payment by borrowers and other counterparties may materially and adversely affect our profitability and asset quality. Any such defaults and non-payments would result in write-offs and/or provisions in our financial statements which may materially and adversely affect our profitability and asset quality.***

Our lending activities are exposed to credit risk arising from the risk of default and non-payment by borrowers and other counterparties. Our total outstanding loan (gross of provisions) was ₹105,656.30 million as at December 31, 2013. The size of our loan Portfolio is expected to grow as a result of our expansion strategy in existing as well as new products. Sustained growth may expose us to an increasing risk of defaults as our Portfolio expands. Our gross NPAs as a percentage of total outstanding loans was 3.79%, as of December 31, 2013, while the net NPAs as a percentage of net outstanding loans was 3.31%, as of December 31, 2013.

The borrowers and/or guarantors and/or third parties may default in their repayment obligations due to various reasons including insolvency, lack of liquidity, and operational failure.

We cannot be certain, and cannot assure you, that we will be able to improve our collections and recoveries in relation to the NPAs or otherwise adequately control our level of NPAs in the future. Moreover, as our loan Portfolio matures, we may experience greater defaults in principal and/or interest repayments. Thus, if we are not able to control or reduce our level of NPAs, the overall quality of our loan Portfolio may deteriorate and our results of operations may be adversely affected. Furthermore, our current provisions may not be comparable to those of other financial institutions.

We have made provisions of ₹ 510.10 million in respect of gross NPAs as on December 31, 2013. In addition, we maintain a provision against standard assets, as per RBI Guidelines. As of December 31, 2013, March 31, 2013, March 31, 2012 and March 31, 2011, we have made provisions of ₹ 254.10 million, ₹234.20 million, ₹218.10 million and ₹119.50 million respectively in respect of standard assets. There can be no assurance that there will be a decrease in our NPA provisions as a percentage of assets, or that the percentage of NPAs that we will be able to recover will be similar to our past experience of recoveries of NPAs. In the event of any further deterioration in our Portfolio, there could be a more significant and substantial material and adverse impact on our business, future financial performance and results of operations.

3. ***Private sector infrastructure industry in India is still at a relatively early stage of development and is linked to the continued growth of the Indian economy, the sectors on which we focus and stable regulatory regimes. In the event that central and state government initiatives and regulations in the infrastructure industry do not proceed in the desired direction, or if there is any downturn in the macroeconomic environment in India or***

in specific sectors, our business, future financial performance and results of operations could be materially and adversely affected.

We believe that further development of India's infrastructure is dependent on formulation and effective implementation of state and central government programs and policies that facilitate and encourage private sector investment in infrastructure projects in India. Many of these programs and policies are developing and evolving and their success will depend on whether they are properly designed to address the issues facing infrastructure development in India and are effectively implemented. Additionally, these programs will need continued support from stable and experienced regulatory regimes and tax deductions that not only encourage the continued movement of private capital into infrastructure projects but also lead to increased competition, appropriate allocation of risk, transparency, effective dispute resolution and more efficient and cost effective services to the end consumer.

The availability of private capital and continued growth of the infrastructure industry are also linked to the continued growth of the Indian economy. Specific factors within each industry sector may also influence the success of the projects within those sectors, including changes in policies, regulatory frameworks and market structures. While there has been progress in sectors such as telecommunications, transportation, energy, tourism and industrial and commercial infrastructure, other sectors such as urban infrastructure and healthcare have not progressed to the same degree. Further, since infrastructure services in India have historically been provided by the central and state governments without charge or at a subsidized charge to consumers, the growth of the infrastructure industry will be impacted by consumers' income levels and the extent to which they would be willing to pay or can be induced to pay for infrastructure services. If the central and state governments' initiatives and regulations in the infrastructure industry do not proceed in the desired direction, or if there is any downturn in the macroeconomic environment in India or in specific sectors, our business, our future financial performance and results of operations could be materially and adversely affected.

4. We may be exposed to potential losses due to a decline in value of assets secured in our favour, and due to delays in the enforcement of such security upon default by our borrowers.

Our total loan Portfolio is secured by a mix of movable and immovable assets and/or other collaterals. The value of certain types of assets may decline due to inherent operational risks, the nature of the asset secured in our favour and adverse market and economic conditions (both global and domestic).

The value of the security or collateral, as the case may be, may also decline due to delays in insolvency, winding-up and foreclosure proceedings, defects in title, difficulty in locating movable assets, documentation relevant to the assets and the necessity of obtaining regulatory approvals for the enforcement of our collateral over those assets, and as such, we may not be able to recover the estimated value of the assets which would materially and adversely affect our business, future financial performance and results of operations.

In the event of default by our borrowers, we cannot guarantee that we will be able to realize the full value of our collateral, due to, among other things, delays on our part in taking immediate action and in bankruptcy foreclosure proceedings, stock market downturns, defects in the perfection of collateral, litigation and fraudulent transfers by borrowers. In the event a specialized regulatory agency gains jurisdiction over the borrower, creditor actions can be further delayed.

5. This Prospectus includes certain unaudited financial information, which has been subjected to limited review, in relation to our Company. Reliance on such information should, accordingly, be limited.

This Prospectus includes certain unaudited financial information in relation to our Company, for the nine months ended December 31, 2013, in respect of which the Statutory Auditors of our Company have issued their Limited Review Report dated February 6, 2014. As this financial information has been subject only to limited review and not to an audit, any reliance by prospective investors on such unaudited financial information for the nine months ended December 31, 2013 should, accordingly, be limited. Moreover, our financial results for any given fiscal quarter or period, including the nine months ended December 31, 2013, may not be directly comparable with our financial results for any full fiscal or for any other fiscal quarter or period. Accordingly, prospective investors in the Issue are advised to read such unaudited financial information for the nine months ended December 31, 2013 in conjunction with the audited financial information provided elsewhere in this Prospectus in "***Financial Information***".

6. If we are unable to manage our rapid growth effectively, our business, future financial performance and results of operations could be materially and adversely affected.

The business of our Company has grown rapidly since we began our operations. From March 31, 2009 to March 31, 2013, our total loans outstanding increased by a CAGR of 77.39%. We intend to continue to grow our businesses, which could place significant demands on our operational, credit, financial and other internal risk controls. It may also exert pressure on the adequacy of our capitalization, making management of asset quality increasingly important.

Our future business plan is dependent on our ability to borrow at competitive rate to fund our growth. We may have difficulty obtaining funding on attractive terms. Adverse developments in the Indian credit markets, such as the significant increase in interest rates in the last 18 months, had increase our debt service costs and the overall cost of

our funds. An inability to manage our growth effectively and failure to secure the required funding therefore on favourable terms, or at all, could have a material and adverse effect on our business, future financial performance and results of operations.

7. We face increasing competition in our business which may result in declining margins if we are unable to compete effectively.

Our primary competitors are other NBFCs, public sector banks, private sector banks and other financial institution. Banks have access to low cost funds which enables them to enjoy higher margins and / or offer finance at lower rates. NBFCs do not have access to large quantities of low cost deposits, a factor which may render them less competitive.

All of these factors have resulted in us facing increased competition from other lenders in each of our lines of businesses, including commercial banks and other NBFCs. Our ability to compete effectively will depend, to some extent, on our ability to raise funds at competitive rates or at all. Increasing competition may have an adverse effect on our net interest margin and other income, and, if we are unable to compete successfully, our market share may decline.

8. Infrastructure projects carry certain risks which, to the extent they materialize, could adversely affect our business and result in defaults/ delays in repayment of our loans and investments declining in value which could have a material and adverse effect on our business, future financial performance and results of operations.

Our Company's product offerings include debt, equity and mezzanine financings, and financial advisory services related to infrastructure projects in India. As at December 31, 2013 our outstanding loans were ₹ 105,656.30 million. Infrastructure projects are characterized by project - specific risks as well as general risks. These risks are generally beyond our control, and include:

- political, regulatory and legal actions that may adversely affect project viability;
- interruptions or disruption in domestic or international financial markets, whether for equity or debt funds;
- changes in government and regulatory policies;
- delays in the construction and operation of infrastructure projects;
- adverse changes in market demand or prices for the products or services that the project, when completed, is expected to provide;
- the unwillingness or inability of consumers to pay for infrastructure services;
- shortages of, or adverse price developments in respect of raw materials and key project inputs such as oil and natural gas;
- potential defaults under financing arrangements with lenders and investors;
- failure of third parties to perform on their contractual obligations;
- adverse developments in the overall economic environment in India;
- interest rate or currency exchange rate fluctuations or changes in tax regulations;
- economic, political and social instability or occurrences such as natural disasters, armed conflict and terrorist attacks, particularly where projects are located or in the markets they are intended to serve; and
- Other risks discussed in the sub-section "***External Risks — Risks Relating to India***", on page no. 22 of this Prospectus.

To the extent these or other risks relating to the projects we finance materialize, the quality of our asset Portfolio and our profitability may decline, which would have a material and adverse effect on our business, future financial performance and results of operations.

9. Our Company has significant Exposure to certain sectors and to certain borrowers and if these Exposures become non-performing, such Exposure could increase the level of non-performing assets in our Portfolio and materially affect our business, future financial performance and results of operations and the quality of our asset Portfolio.

As at December 31, 2013, we have exposure in the power, road, infrastructure park and special economic zones (SEZs) sectors. For the foreseeable future, we may have a significant concentration of loans in these four sectors. Any material negative trends or financial difficulties in these sectors could increase the level of non-performing assets in our Portfolio and may adversely affect our business, future financial performance and results of operations. The customers of our Company may default on their obligations to us as a result of their bankruptcy, lack of liquidity, operational failure, breach of contract, government or other regulatory intervention and other reasons such

as their inability to adapt to changes in the macro business environment. Historically, borrowers or borrower groups have been adversely affected by economic conditions in varying degrees. Such adverse impact may limit our ability to recover the dues from the borrowers and predictability of cash flows. Credit losses due to financial difficulties of these borrowers or borrower groups in the future could materially and adversely affect our business, future financial performance and results of operations.

10. Our indebtedness and restrictive covenants imposed by our financing agreements could restrict our ability to conduct our business and operations.

Our financing agreements require us to maintain certain security margins. Should we breach any financial or other covenants contained in any of our financing agreements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. Under the terms of some of the loan agreements, our Company is required to obtain the prior written consent of the concerned lender prior to our Company entering into any scheme of expansion, merger, amalgamation, compromise or reconstruction or selling, leasing, transferring all or a substantial portion of its fixed and other assets; making any change in ownership or control or constitution of our Company, or in the shareholding or management or majority of directors, or in the nature of business of our Company; or making amendments in the Company's Memorandum and Articles of Association. In the event that such lenders, in the future decline to consent or delay in granting the consent to our plans of expansion/modernization/diversification of our business, such declination or delay as the case may be may have adverse bearing on our future growth plan.

11. Our inability to obtain no objections from our lenders for the Issue, in a timely manner or at all could adversely affect raising of funds.

Our Company is required to obtain prior no objection certificates from our consortium banks pursuant to restrictive covenants contained in the loan documents. Our Company has applied for no-objection/consents from the lead bank of the Consortium for this Issue and has obtained the consents thereto. Our inability to obtain such no objection certificate in a timely manner or at all, may adversely affect timely raising of funds.

12. We may experience delays in enforcing collateral when the borrowers who are customers of our Company default on their obligations to us, which may result in failure to recover the expected value of collateral and may materially and adversely affect our business and future financial performance.

As at September 30, 2013, 99.57% of the loans of our Company were secured by project assets and/or other collateral.

Although we seek to maintain a collateral value to loan ratio of at least 100% for our secured loans, an economic downturn or the other project risks could result in a fall in collateral values. Additionally, the realizable value of our collateral in a liquidation may be lower than its book value.

Moreover, foreclosure of such collateral may require court or tribunal intervention that may involve protracted proceedings and the process of enforcing security interests against collateral can be difficult. Additionally, the realizable value of our collateral in liquidation may be lower than its book value, particularly in relation to projects which are not completed when default occurs and lenders initiate action in respect of enforcement of security. In general, most project loans are provided on a limited recourse basis. With respect to disbursements made on a non-recourse basis, only the related project assets are available to repay the loan in the event the borrowers are unable to meet their obligations under the loan agreements due to lower than expected cash flows. With respect to disbursements made on a limited recourse basis, project sponsors generally give undertakings for funding shortfalls and cost overruns.

We cannot guarantee that we will be able to realize the full value of our collateral, due to, among other things, defects in the perfection of collateral, delays on our part in taking immediate action in bankruptcy foreclosure proceedings, stock market downturns, claims of other lenders, legal or judicial restraint and fraudulent transfers by borrowers. In the event a specialized regulatory agency gains jurisdiction over the borrower, creditor actions can be further delayed.

13. Our investments can be particularly volatile and may not be recovered.

As at December 31, 2013, our investments accounted for 19.45% of our total assets. The value of investments depends on the success and continued viability of the projects we have invested. In addition to the project specific risks described in the above risk factors, we have limited control over the operations or management of these projects. Therefore, our ability to realize expected gains as a result of our equity interest in a project is highly dependent on factors outside of our control. Decline in value of our equity Portfolio may materially and adversely affect our business, future financial performance and results of operations.

14. As a consequence of being regulated as an NBFC and IFC, and a PFI, we have to adhere to certain individual and borrower group Exposure limits under the RBI regulations.

Our Company is regulated by the RBI as an NBFC. In terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended (the "Prudential Norms Directions") our Company is required to comply with the prescribed Exposure limits. Further, our Company has been classified as an IFC by the RBI, which classification is subject to certain conditions including a minimum 75% of the total assets of such NBFC being deployed in infrastructure loans (as defined under the Prudential Norms Directions), net owned funds of ₹ 3,000 million or more, a minimum credit rating of "A" or an equivalent credit rating of CRISIL, India Ratings, CARE or ICRA or any other accredited rating agency and a capital to risk weighted asset ratio of 15%. As an IFC, our Company's single borrower limit for lending may exceed the concentration of credit norms applicable to an NBFC that is not an IFC by an additional 10% of its owned fund, and its single group limit for lending may exceed such credit norms by an additional 15% of its owned fund.

The MCA, through its notification dated September 26, 2011, published in the Official Gazette of India notified our Company, as a Public Financial Institution under Section 4A of the Companies Act 1956 (now Section 2(72) of the Companies Act 2013). As a result of the PFI status, we are required to undertake certain continuing compliances such as the main business of our Company should be industrial/infrastructural financing, the financial statement should show that its income from industrial/ infrastructural financing exceeds 50% of its income; and the net-worth of our Company should be at least ₹ 10,000 million.

In the event that our Company is unable to comply with the Exposure norms within the specified time limit, or at all, our Company may be subject to regulatory actions by the RBI including the levy of fines or penalties and/or the cancellation of registration as an NBFC, IFC or PFI. Our Company's inability to continue being classified as an IFC and PFI may impact our growth and expansion plans by affecting our competitiveness in relation to our competitors. We cannot assure you that we may not breach the Exposure norms in the future. Any levy of fines or penalties or the cancellation of our registration as an NBFC or IFC by the RBI due to the breach of Exposure norms may adversely affect our business, prospects, results of operations, financial condition and the trading price of the NCDs.

NBFCs in India are subject to strict regulation and supervision by the RBI. We require certain approvals, licenses, registrations and permissions for operating our business, including registration with the RBI as an NBFC-ND. In addition, the RBI has classified our Company as an IFC. Further, we have been notified as a PFI under section 4A of the Companies Act 1956 (Section 2(72) of Companies Act 2013). Such approvals, licenses, registrations and permissions must be maintained/renewed over time, we may have to comply with certain conditions in relation to these approvals, applicable requirements may change and we may not be aware of or comply with all requirements all of the time. We are required to obtain and maintain a certificate of registration for carrying on business as an NBFC that is subject to numerous conditions. For further details, see the section titled "***Regulations and Policies***" on page no. 186 of this Prospectus.

Given the extensive regulation of the financial services industry, it is possible that we could be found, by a court, arbitration panel or regulatory authority not to have complied with applicable legal or regulatory requirements. Further, we may be subject to lawsuits or arbitration claims by customers, employees or other third parties in the different state jurisdictions in India in which we conduct our business. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims that we have not complied, with any of these conditions, our certificate of registration may be suspended or cancelled and we shall not be able to carry on such activities. We may also incur substantial costs related to litigation if we are subject to significant legal action, which may materially and adversely affect our business, future financial performance and results of operations.

15. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our net interest margin and our business.

The NCDs are rated 'CARE AA- (Double A Minus)' by CARE and 'BWR AA (BWR Double A)' by BRICKWORK. Our on-going short-term debt instruments are rated 'CARE A1+' by CARE and 'ICRA A1+' by ICRA. Our outstanding Unsecured Subordinated NCDs (Tier II Capital) are rated 'CARE AA-' by CARE, 'BWR AA' by BRICKWORK and 'ICRA A+' by ICRA.

Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets and, as a result, would negatively affect our net interest margin and our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any additional financing or refinancing arrangements in the future. Any such adverse development could adversely affect our business, financial condition and results of operations.

16. We have entered into certain related party transactions.

We have entered into certain transactions with related parties as disclosed in the accounts. There can be no assurance that we could not have achieved more favourable terms on such transactions had they not been entered into with related parties as disclosed in the accounts. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. Such transactions we have entered into and any future transactions with our related parties could potentially involve conflicts of interest. For more information regarding our related party transactions, see the section titled "Financial Statements" for "Related Party Disclosure".

17. Any increase in or realization of our contingent liabilities could adversely affect our financial condition.

As at September 30, 2013, our financial statements disclosed and reflected the following contingent liabilities:

(₹ In million)

Particulars	**As at September 30, 2013**
Bank Guarantees	199.10
Corporate Guarantee to Banks	1,041.10
Guarantee in the form of Put Option to Banks against loan facility	1,324.00
Disputed income tax	377.90
Fringe Benefit Tax	22.60

Particulars	As at September 30, 2013
Disputed Service Tax	45.00
Central Sales Tax	21.10
Entry Tax	0.10
Total	**3,030.90**
Commitments	
Estimated amount of Capital contracts remaining to be executed and not provided for (Net of advances)	177.80
On account of Letter of Credit	4,280.30
On account of Derivative Instruments *	

**The Company has entered into Options/Swaps/Forward Contracts (being derivative instruments) which are not intended for trading and speculation, for the purpose of hedging currency and interest rate related risks. Options, Swaps and Forward Contracts outstanding as at year end are as follows:-*

(Amount in million)

Category	Currency	September 30, 2013	
		No. of Contracts	Amount in Foreign Currency
Options / Swaps	USD/INR	8	USD 98.881
Options / Swaps	EUR/INR	1	EUR 15.00
Forwards	USD/INR	-	-
Interest Rate Swaps	USD/INR	7	USD 96.524

If at any time we are compelled to pay all or a material proportion of these contingent liabilities, it would have a material and adverse effect on our business, future financial performance and results of operations.

18. Material changes in the regulations that govern us and our borrowers could cause our business to suffer.

We are regulated by the Companies Act 1956, Companies Act 2013 and some of our activities are subject to supervision and regulation by statutory authorities including the MCA, RBI, SEBI and Stock Exchange. Further, we are subject to changes in Indian law, as well as to changes in regulation and government policies and accounting principles. We also receive certain benefits and take advantage of certain exemptions available to our classification as a public financial institution under section 4A of the Companies Act 1956 (now Section 2(72) of the Companies Act 2013) and as NBFC under the RBI Act, 1934. The laws and regulations governing us could change in the future and any such changes could adversely affect our business, our future financial performance, by requiring a restructuring of our activities, which may impact our results of operations.

19. Our insurance coverage may not adequately protect us against losses, and successful claims against us that exceed our insurance coverage could harm our results of operations and diminish our financial position.

We maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and may be subject to certain deductibles, exclusions and limits on coverage. In addition, there are various types of risks and losses for which we do not maintain insurance, such as losses due to business interruption and natural disasters, because they are either uninsurable or because insurance is not available to us on acceptable terms. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, future financial performance and results of operations.

20. A failure of our operational systems or infrastructure, or those of third parties, could impair our liquidity, disrupt our businesses, cause damage to our reputation and result in losses.

Our business is highly dependent on our ability to process a large number of transactions. Our financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control, adversely affecting our ability to process these transactions. As we grow our business, the inability of our systems to accommodate an increasing volume of transactions could also constrain our ability to expand our businesses. Additionally, shortcomings or failures in our internal processes or systems could lead to an impairment of our financial condition, financial loss, disruption of our business and reputational damage.

Our failure to maintain or improve or upgrade our management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations.

We may also be subject to disruptions of our operating systems, arising from events that are wholly or partially beyond our control including, for example, computer viruses or electrical or telecommunication service disruptions, which may result in a loss or liability to us.

21. Our failure to comply with financial and other restrictions imposed on us under the terms of our borrowings could adversely affect our ability to conduct our business and operations.

In connection with our borrowings from lenders, we have agreed to restrictive covenants that require, among other things, that we maintain certain levels of debt, capital and asset quality. These restrictive covenants require that we either obtain the prior approval of, or provide notice to, our lenders in connection with certain activities, such as undertaking any merger, amalgamation or restructuring or making substantial changes in the composition of our management. Our ability to execute expansion plans, including our ability to obtain additional financing on terms and conditions acceptable to us, could be severely and negatively impacted as a result of these restrictions and limitations. Our failure to comply with any of these covenants could result in an event of default, which could accelerate our need to repay the related borrowings and trigger cross - defaults under other borrowings which could materially and adversely affect our liquidity, financial condition and business operations. An event of default would also affect our ability to raise new funds or renew maturing borrowings as needed to conduct our operations and pursue our growth initiatives.

22. We may be required to increase our capital ratio or amount of reserve funds, which may result in changes to our business and accounting practices that may materially and adversely affect our business and results of operations.

We are subject to the RBI minimum capital to risk weighted assets ratio regulations. Pursuant to Section 45 -IC of the RBI Act, every NBFC is required to create a reserve fund and transfer thereto a sum not less than 20% of its net profit every year, as disclosed in the profit and loss account and before any dividend is declared. Our Company has been designated an Infrastructure Finance Company as from 31st March, 2011 and as such, must maintain a capital to risk-weighted asset ratio of 15%, out of which 10% should be represented by Tier I capital.

As on March 31, 2010, 2011, 2012, 2013 and December 31, 2013 our Company's total capital to risk- asset ratio was 21.99%, 29.36%, 20.17%, 21.68% and 19.77% respectively.

The RBI may also in the future require compliance with other financial ratios and standards and/or may make the existing requirements more stringent. Compliance with such regulatory requirements in the future may require us to alter our business and accounting practices or take other actions that could materially and adversely affect our business and operating results.

23. We are affected by volatility in interest rates for both our lending and treasury operations, which could cause our net interest income to decline and adversely affect our return on assets and profitability.

Our business is dependent on interest income from the loans we disburse. Accordingly, we are affected by volatility in interest rates in our lending operations. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and other factors. Due to these factors, interest rates in India have historically experienced a relatively high degree of volatility.

If interest rates rise we may have greater difficulty in maintaining a low effective cost of funds compared to our competitors which may have access to low-cost deposit funds. Further, in case our borrowings are linked to market rates, we may have to pay interest at a higher rate as compared to other lenders. Fluctuations in interest rates may also adversely affect our treasury operations. In a rising interest rate environment, especially if the rise were sudden or sharp, we could be adversely affected by the decline in the market value of our securities Portfolio and other fixed income securities. In addition, the value of any interest rate hedging instruments we may enter into in the future would be affected by changes in interest rates.

When interest rates decline, we are subject to greater repricing and prepayment risks as borrowers take advantage of the attractive interest rate environment. When assets are repriced, our spread on our loans, which is the difference between our average yield on loans and our average cost of funds, could be affected. During periods of low interest rates and high competition among lenders, borrowers may seek to reduce their borrowing cost by asking lenders to reprice loans. If we reprice loans, our results may be adversely affected in the period in which the repricing occurs. If borrowers prepay loans, the return on our capital may be impaired as any prepayment premium we receive may not fully compensate us for the redeployment of such funds elsewhere.

24. In addition to our Rupee borrowings and financial activities, we currently have foreign currency borrowings as well as financing activities, which are likely to continue or increase in the future, which will expose us to fluctuations in foreign exchange rates, which could adversely affect our financial condition.

As at December 31, 2013, our aggregate foreign currency borrowings amounted to USD 130.55 million and EURO 15 million, comprising 7.40% of our aggregate borrowings as at that date. Out of this USD 38 million was unhedged. We may seek to obtain additional foreign currency borrowings in the future. We are therefore affected by adverse movements in foreign exchange rates. While we seek to hedge foreign currency exposures, there can be no assurance

that our hedging policies and mechanisms will remain effective or that we will enter into effective hedging with respect to any new foreign currency borrowings. To the extent we increase our foreign currency borrowing in the future, we may be further exposed to fluctuations in foreign currency rates. Volatility in foreign exchange rates could adversely affect our business, prospects, results of operations and financial condition. Further, adverse movement of foreign exchange rates may also affect our borrowers negatively, which may in turn adversely affect the quality of our exposure to these borrowers.

25. Our business requires substantial funding, and any disruption in funding sources would have a material and adverse effect on our liquidity and financial condition.

The liquidity and on-going profitability of our business are, in large part, dependent upon our timely access to, and the costs associated with, raising funds. Our funding requirements historically have been met from a combination of shareholder funds, secured and unsecured loan funds in the form of Rupee and foreign currency borrowings from banks and financial institutions, redeemable non- convertible debentures. Thus, our business depends and will continue to depend on our ability to access diversified funding sources. Our ability to raise funds on acceptable terms and at competitive rates continues to depend on various factors including our credit ratings, the regulatory environment and policy initiatives in India, developments in the international markets affecting the Indian economy, investors' and/or lenders' perception of demand for debt and equity securities of NBFCs, and our current and future results of operations and financial condition.

Due to tight monetary policy of the RBI borrowing cost has increased in last 18 months and there are difficulties in accessing funds in a cost - effective manner. Changes in economic and financial conditions or continuing lack of liquidity in the market could make it difficult for us to access funds at competitive rates. Scarcity of long term funds will adversely impact asset/liability profile of the company.

26. Our success depends in large part upon our management team and skilled personnel and our ability to attract and retain such persons.

Our future performance will be affected by the continued service of our management team and skilled personnel. We also face a continuing challenge to recruit and retain a sufficient number of suitably skilled personnel, particularly as we continue to grow. There is significant competition for management and other skilled personnel in the various segments of the financial services industry in which we operate, and it may be difficult to attract and retain the personnel we need in the future. The loss of key personnel may have a material and adverse effect on our business, future financial performance, results of operations and ability to grow in line with our strategy and future plans.

27. Our results of operations could be adversely affected by any disputes with our employees.

As of March 31, 2014, our total employee strength was 241. Currently, none of our employees are members of any labour union. While we believe that we maintain good relationships with our employees, there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

28. We are exposed to various operational risks, including the risk of fraud and other misconduct by employees or outsiders.

As with other financial intermediaries, we are exposed to various operational risks such as fraud or misconduct by our employees or by an outsider, unauthorized transactions by employees or third parties, misreporting of and non-compliance with various statutory and legal requirements and operational errors. It may not always be possible to deter employees from or otherwise prevent misconduct or misappropriation of cash collections, and the precautions we take to detect and prevent these activities may not always be effective. Any instance of employee misconduct, fraud or improper use or disclosure of confidential information could result in regulatory and legal proceedings which if unsuccessfully defended, could materially and adversely affect our business, future financial performance and results of operations.

29. System failures or inadequacy and security breaches in computer systems may adversely affect our business.

Our business is increasingly dependent on our financial accounting and information technology systems. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communications services.

Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of products.

Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security.

Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner or at all could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the localities in which we are located.

30. Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts in India and in some developed countries.

We are exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, currency risk, operational risk and legal risk. The effectiveness of our risk management is limited by the quality and timeliness of available data.

Our risk management techniques may not be fully effective in mitigating our risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon RBI's ALM Guidelines for NBFCs. Other risk management methods depend upon our internal risk management policies and principles evolved by our management. This information may not in all cases be accurate, complete, current, or properly evaluated. Although we have established these policies and procedures, they may not be fully effective.

31. Our business is based on the trust and confidence of our customers; any damage to that trust and confidence may materially and adversely affect our business, future financial performance and results of operations.

We are dedicated to earning and maintaining the trust and confidence of our customers; and we believe that the good reputation created thereby, and inherent in the "Srei" brand name is essential to our business. As such, any damage to our reputation, or that of the "Srei" brand name, could substantially impair our ability to maintain or grow our business. In addition, any action on the part of any of the Srei Group companies that negatively impact the "Srei" brand could have a material and adverse effect on our business, future financial performance and results of operations.

32. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.

Our financial statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of the International Financial Reporting Standards ("IFRS") or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS, U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

However we may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, IFRS announced by the MCA in January, 2010. The convergence of certain Indian Accounting Standards with IFRS was notified by the MCA on February 25, 2011 to be implemented in phases. The date of implementing such converged Indian accounting standards has not yet been determined, and will be notified by the MCA in due course after various tax-related and other issues are resolved.

Because there is significant lack of clarity on the adoption of and convergence with IFRS and there is not yet a significant body of established practice on which to draw in forming judgments regarding its implementation and application, we have not determined with any degree of certainty the impact that such adoption will have on our financial reporting. There can be no assurance that our financial condition, results of operations, cash flows or changes in shareholders' equity will not appear materially worse under IFRS than under Indian GAAP, which could have a material adverse effect on the price of our Equity Shares.

As we transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. Moreover, there is increasing competition for the small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements. There can be no assurance that our adoption of IFRS will not adversely affect our reported results of operations or financial condition and any failure to successfully adopt IFRS by an agreed deadline could have a material adverse effect on our business and operations.

33. As an infrastructure lending institution, notified as a PFI, we will receive certain additional tax benefits in the future as a result of the type of lending operations we conduct. These benefits may become unavailable as

per future regulatory guidelines, which may affect our profits to the extent of the additional tax benefits we are currently availing.

Our Company benefits from certain tax regulations and incentives that accord favourable treatment to infrastructure-related activities in accordance with section 36 (1) (vii c) of the Income Tax Act. Section 36(1) (vii c) permits a PFI to include doubtful debts as an eligible deduction under the Income Tax Act. As a consequence, our operations are subject to relatively low tax liabilities. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits if the same become unavailable to PFIs as per future regulatory guidelines. In addition, it is likely that the Direct Tax Code, once introduced, could significantly alter the taxation regime, including incentives and benefits, applicable to us or other infrastructure development activities. If the laws or regulations regarding the tax benefits applicable to us or the infrastructure sector as a whole were to change, our taxable income and tax liability may increase, which would adversely affect our financial results.

Additionally, if such tax benefits were not available, this could negatively affect us and be detrimental to our business, prospects, results of operations and financial condition.

We have filed tax returns with various tax departments which are pending for assessment. There is a possibility that the tax department may impose additional tax liability on our Company upon completion of these assessments. We cannot assure you that the tax department will not initiate further scrutiny, investigation or regulatory action or reopen assessments for previous years. Any adverse finding by the tax department would have a material adverse effect on our reputation, business, operations and financial conditions.

34. We may not be able to successfully sustain our growth strategy. Inability to effectively manage our growth and related issues could materially and adversely affect our business and impact our future financial performance.

We had applied to the RBI for the grant of a license under the PSSA for acting as a WLAO and have been granted license to set-up, own and operate payment system for WLAs with effect from March 25, 2014. The authorisation issued to set up WLAs shall be valid upto March 31, 2019. On its implementation, we will be able to earn 'interchange' fees from issuing banks, every time a card transaction is undertaken by customers of such issuing banks at an ATM owned and operated by us, in addition to other fee based revenue. In order to continue with this new business we must maintain net worth of at least ₹100 crore at all times. We have little or no operating experience with such businesses, and you should consider the risks and difficulties we may encounter by entering into new lines of business. New businesses may require significant capital investments and commitments of time from our senior management, and there often is little or no prospect of earnings in a new business for several years. Moreover, there is no assurance any new business we develop or enter will commence in accordance with our timelines, if at all, which could result in additional costs and time commitments from our senior management. There also can be no assurance that our management will be able to develop the skills necessary to successfully manage these new business areas. Our inability to effectively manage any of the above issues could materially and adversely affect our business and impact our future financial performance.

35. We have not been able to procure all the consents from all the lenders to our Company.

As required under Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014, our Company is required to disclose that Debenture Trustee, Legal Counsel, Lead Managers and Co-Lead Managers, Registrar, Experts and the lenders of our Company have given their consents. We had duly applied to all the lenders of our Company for their respective consents as required under the said Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014. However, as on the date of this Prospectus, we are yet to receive consents from the following lenders of our Company:

- Allahabad Bank
- Vijaya Bank
- DBS Bank
- NederlandseFinancierings-Maatschappij voor Ontwikkelingslanden N V
- DBS Bank Limited
- Oesterreichische Entwicklungsbank AG
- UPS Capital Business Credit

EXTERNAL RISKS

Risks Relating to India

1. ***Governmental and statutory regulations, including the imposition of an interest rate ceiling, may adversely affect our operating results and financial position.***

As a non-deposit taking NBFC, our Company is subject to regulation by Indian governmental authorities, including the RBI. These laws and regulations impose numerous requirements on us, including asset classifications and prescribed levels of capital adequacy, cash reserves and liquid assets. There may be future changes in the regulatory system or in the enforcement of the laws and regulations that could adversely affect us.

For instance, a number of states in India have enacted laws to regulate money lending transactions. These state laws establish maximum rates of interest that can be charged by a person lending money. For unsecured loans, these maximum rates typically range from 20.0% to 24.0% per annum and are subject change to from time to time. Currently, the RBI requires that the board of all NBFCs adopt an interest rate model taking into account relevant factors such as the cost of funds, margin and risk premium. It is unclear whether NBFCs are required to comply with the provisions of state money lending laws that establish ceilings on interest rates. In October, 2004, the Honourable High Court at Calcutta observed that Bengal Money Lender's Act, 1940 applies to NBFCs. However, in January 2010, the High Court of Gujarat held that the provisions of the RBI Act have an overriding effect upon state money lending laws. The subject matter is pending before the Supreme Court of India in a different case and the final decision has not been passed.

In the event that the Supreme Court of India and/or the government of any state in India requires us to comply with the provisions of their respective state money lending laws, or imposes any penalty against us, our Directors or our officers, including for prior non-compliance, our business, future financial performance and results of operations may be materially and adversely affected.

2. ***Political instability or changes in the Government in India or in the Government of the states where we operate could cause us significant adverse effects.***

We are incorporated in India and all of our operations, assets and personnel are located in India. Consequently, our performance and the market price and liquidity of our NCDs may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The central government has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business is also impacted by regulation and conditions in the various states in India where we operate. Our business, and the market price and liquidity of our NCDs may be affected by interest rates, changes in central government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive central governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that such policies will be continued. A significant change in the central government's policies could adversely affect our business, financial condition and results of operations and could cause the price of our NCDs to decline.

3. ***Regional hostilities, terrorist attacks, civil disturbances or social unrest, regional conflicts could adversely affect the financial markets and the trading price of our NCDs could decrease.***

Certain events that are beyond our control, such as terrorist attacks and other acts of violence or war, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy.

India has also experienced social unrest in some parts of the country. If such tensions occur in other parts of the country leading to overall political and economic instability, it could have a materially adverse effect on our business, future financial performance, results of operations and the trading price of the NCDs.

4. ***Our growth depends on the sustained growth of the Indian economy. An economic slowdown in India and abroad could have a direct impact on our operations and profitability.***

Macroeconomic factors that affect the Indian economy and the global economic scenario have an impact on our business. The growth in our business is primarily driven by the need for financing infrastructure development. Any slowdown in the Indian economy may have a direct impact on the growth in our business and a slowdown in the economy as a whole can increase the level of defaults thereby adversely impacting our Company's profitability and growth plans.

5. ***Any downgrading of India's debt rating by an international rating agency could have a negative impact on the trading price of the NCDs.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, its ability to obtain financing for capital expenditures and the trading price of the NCDs.

6. ***Outbreaks of epidemic diseases may adversely affect our operations.***

Pandemic disease, caused by a virus such as H5N1 (the "**avian flu**" virus), or H1N1 (the "**swine flu**" virus), could have a severe adverse effect on our business. A new and prolonged outbreak of such diseases may have a material adverse effect on our business and financial conditions and results of operations. Although the long - term effect of such diseases cannot currently be predicted, previous occurrences of avian flu and swine flu had an adverse effect on the economies of those countries in which they were most prevalent. In the case of any of such diseases, should the virus mutate and lead to human – to - human transmission of the disease, the consequence for our business could be

severe. An outbreak of a communicable disease in India or in the particular region in which we conduct business operations would adversely affect our business, future financial performance and results of operations.

7. ***Trading of the NCDs may be limited by temporary exchange closures, broker defaults, settlement delays, strikes by brokerage firm employees and disputes.***

The Indian stock exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

8. ***We cannot predict the effect of the proposed notification of the Companies Act, 2013 on our business.***

The Companies Act 2013 has been notified by the Government of India on August 30, 2013 (the "Notification"). Under the Notification, Section 1 of the Act has come into effect and the remaining provisions of the Act have and shall come into force on such dates as the Central Government has notified and shall notify. Section 1 of the Act deals with the commencement and application of the Companies Act 2013 and among others, sets out the types of companies to which the Act applies. Further the Ministry of Corporate Affairs has by their notification dated September 12, 2013 notified 98 sections of the Companies Act 2013 which have come into force from September 12, 2013. Recently, the Ministry of Corporate Affairs has also, by their notification dated March 26, 2014, notified a further 171 new sections, certain un-notified sub – sections under the sections notified in the September 12 Notification and 6 schedules, which have come into effect on April 1, 2014. The Companies Act 2013 provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, requirements for independent directors, director's liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act, 2013 has 470 sections of which now 269 sections are now notified. The Government of India has reserved for itself the power to notify different provisions of the Companies Act 2013 at different points of time. Therefore as on date, it will be difficult to predict with any degree of certainty the impact, adverse or otherwise, of the Companies Act 2013 on the Issue, and on the business, prospects and results of operations of the Company.

Risks Associated with the NCDs

1. There is no guarantee that the NCDs issued pursuant to this Issue will be listed on BSE and NSE in a timely manner, or at all.

In accordance with Indian law and practice, permissions for listing and trading of the NCDs issued pursuant to this Issue will not be granted until after the NCDs have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of NCDs to be submitted. There could be a failure or delay in listing the NCDs on the Stock Exchange. Any failure or delay in obtaining the approval would restrict an investor's ability to trade in the NCDs.

2. You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs.

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors inter-alia including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner, or at all.

3. There is no active market for the NCDs on the stock exchanges. As a result the liquidity and market prices of the NCDs may fail to develop and may accordingly be adversely affected.

There can be no assurance that an active market for the NCDs will develop. If an active market for the NCDs fails to develop or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The market price of the NCDs would depend on various factors inter alia including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country, (ii) the market price of our Equity Shares, (iii) the market for listed debt securities, (iv) general economic conditions, and, (v) our financial performance, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which you purchase the NCDs and/or be relatively illiquid.

4. Debenture Redemption Reserve would be created up to an extent of 50% for the NCDs and if we are unable to generate adequate profits, we may not be able to provide for the DRR even to the extent of the stipulated 50 per cent.

The Department of Company Affairs General Circular No. 4/2013 No. 11/02/2012-CL-V(A) dated February 11, 2013 specified that NBFCs which are registered with the RBI under Section 45-IA of the Reserve Bank of India Act, 1934 shall create DRR to the extent of 25 per cent of the value of the debentures issued through public issue. However,

Section 71 of the Companies Act 2013 replacing the said notification provides that any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures.

The Companies (Share Capital and Debentures) Rules, 2014 inter alia provides as follows:

(a) the Debenture Redemption Reserve shall be created out of the profits of the company available for payment of dividend;

(b) the company shall create Debenture Redemption Reserve equivalent to at least fifty percent of the amount raised through the debenture issue before debenture redemption commences.

The said Companies (Share Capital and Debentures) Rules, 2014 further provides that the amount credited to the Debenture Redemption Reserve shall not be utilised by the company except for the purpose of redemption of debentures.

Therefore our Company will be maintaining debenture redemption reserve to the extent of 50 per cent of the NCDs issued and the NCD Holders may find it difficult to enforce their interests in the event of or to the extent of a default. In the case we are unable to generate adequate profits, we may not be able to provide for the DRR even to the extent of the stipulated 50 per cent.

As per Companies (Share Capital and Debentures) Rules, 2014, every company required to create or maintain DRR shall before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15.00% of the amount of its debentures maturing during the year ending on the 31st day of March, following any one or more of the following methods, namely:(a) in deposits with any scheduled bank, free from charge or lien (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilized for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 3lst day of March of that year. This may have a bearing on the timely redemption of the NCDs by our Company.

5. Any downgrading in credit rating of our NCDs may affect the trading price of the NCDs.

The NCDs proposed to be issued under this Issue have been rated "CARE AA- (Double A Minus)" from CARE and "BWR AA (BWR Double A)" from BRICKWORK. We cannot guarantee that these ratings will not be downgraded. The ratings provided by CARE and BRICKWORK may be suspended, withdrawn or revised at any time. Any revision or downgrading in the above credit ratings may lower the value of the NCDs and may also affect our Company's ability to raise further debt.

6. Changes in interest rates may affect the price of our Company's NCDs.

All securities where a fixed rate of interest is offered, such as our Company's NCDs, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our Company's NCDs.

7. Payments made on the NCDs is subordinated to certain tax and other liabilities preferred by law.

The NCDs will be subordinated to certain liabilities preferred by law such as to claims of the Government on account of taxes. In particular, in the event of bankruptcy, liquidation or winding-up, our Company's assets will be available to pay obligations on the NCDs only after all of those liabilities that rank senior to these NCDs have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the NCDs.

8. There may be a delay in making refunds to Applicants.

We cannot assure you that the monies refundable to you, on account of (a) withdrawal of your Applications, (b) withdrawal of the Issue, or (c) failure to obtain the final approval from the Stock Exchanges for listing of the NCDs, will be refunded to you in a timely manner. We, however, shall refund such monies, with the interest due and payable thereon, as prescribed under applicable statutory and/or regulatory provisions.

SECTION III: INTRODUCTION

GENERAL INFORMATION

Srei Infrastructure Finance Limited

Date of Incorporation: March 29, 1985

A public limited company incorporated under the Companies Act 1956.

Registered Office of the Issuer

'Vishwakarma', 86C Topsia Road (South), Kolkata – 700 046, West Bengal, India

For details on changes in our Registered Office, see "***History and Main Objects***" on page no. 84 of the Prospectus.

Corporate Office of the Issuer

6A Kiran Shankar Roy Road, Kolkata – 700 001, West Bengal, India

Compliance Officer of the Issuer

Name	:	Mr Sandeep Lakhotia
Designation	:	Company Secretary
Address	:	'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
Telephone	:	+91 33 6160 7734
Fax	:	+91 33 2285 8501
E-Mail	:	secretarial@srei.com

Compliance Officer to the Issue

Name	:	Mr Samir Kumar Kejriwal
Address	:	'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
Telephone	:	+91 33 6160 7734
Fax	:	+91 33 2285 8501
E-Mail	:	sreincd1@srei.com

Company Secretary of the Issuer

Name	:	Mr Sandeep Lakhotia
Address	:	'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
Telephone	:	+91 33 6160 7734
Fax	:	+91 33 2285 8501
E-Mail	:	secretarial@srei.com

Chief Financial Officer of the Issuer

Due to the resignation of Mr Anil Agrawal w.e.f. the closure of the working hours on March 31, 2014, the Company presently does not have any full time Chief Financial Officer (CFO), but has appointed Mr Kishore Kumar Lodha, Finance Controller of the Company for the purpose of compliance with the Listing Agreements. The Company is in process of identifying and appointing a CFO of the Company in order to comply with the applicable provisions of the Companies Act 2013.

Debenture Trustee

Axis Trustee Services Limited
Axis House, 2nd Floor
Bombay Dyeing Mills Compound
Pandurang Budhkar Marg
Mumbai 400 025
Tel: +91 22 2425 5206
Fax: +91 22 2425 4200
Email: debenturetrustee@axistrustee.com
Investor Grievance Email: complaints@axistrustee.com
Website: www.axistrustee.com
Contact Person: Mr Neelesh Baheti, Chief Operating Officer
Compliance Officer: Mr D J Bora
SEBI Registration No.: IND000000494

Axis Trustee Services Limited has, pursuant to regulation 4(4) of SEBI Debt Regulations, by its letter dated March 21, 2014 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant

to this Issue.

All the rights and remedies of the Debenture Holders under this Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the Debenture Holders. All investors under this Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the Debenture Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company *pro tanto* from any liability to the Debenture Holders. For details on the terms of the Debenture Trust Deed, please refer to the section titled "***Issue Related Information***" on page no. 131 of this Prospectus.

Registrar of the Issue

Karvy Computershare Private Limited
Plot No. 17 to 24, Vithalrao Nagar
Madhapur, Hyderabad 500 081
Toll Free No.1-800-3454001
Tel: +91 40 4465 5000
Facsimile: +91 40 2343 1551
Investor Grievance Email: srei.ncd2@karvy.com
Website: www.karisma.karvy.com
Compliance Officer: Mr Rakesh Santalia
Contact Person: Mr M. Murali Krishna
SEBI Registration No.: INR000000221

Applicants or prospective investors may contact the Registrar to the Issue or the Compliance Officer to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment Advice, demat credit or Refund Orders.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant ("DP") and the collection centre of the relevant members of the Lead Managers, brokers and sub-brokers appointed in relation to the Issue ("Syndicate") where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for and amount blocked on Application.

All grievances arising out of Applications for the NCDs made through Trading Members of the Stock Exchanges may be addressed directly to the relevant Stock Exchange.

Credit Rating Agencies

Credit Analysis and Research Limited
3rd Floor, Prasad Chambers (Shagun Mall Building)
10A, Shakespeare Sarani, Kolkata 700 071
Tel: (+91 33) 4018 1600 / 1601 / 1602
Fax: (+91 33) 4018 1603
E-mail: care@careratings.com

Brickwork Ratings India Private Limited
3rd Floor, Raj Alkaa Park
29/3 & 32/2 Kalena Agrahara,
Bannerghatta Road, Bengaluru 560076
Tel: (+91 80) 4040 9940
Fax: (+91 80) 4040 9941
E-mail: info@brickworkratings.com

Statutory Auditors

Haribhakti & Co., Chartered Accountants
Usha Kiran Building, Flat No. 4A
4th Floor, 12A, Camac Street,
Kolkata – 700 017
Tel: (+91 33) 3201 6298
Fax: (+91 33) 22264140
Website: www.dhc.co.in

Firm registration no: 103523W

Registration

Corporate Identification Number: L29219WB1985PLC055352 issued by the Registrar of Companies, Kolkata, West Bengal.

Certification of Incorporation dated March 29, 1985 issued by the Registrar of Companies, New Delhi and Certificate for Commencement of Business dated April 9, 1985

Certificate of Registration no. 05.02773 dated August 1, 1998 issued by the RBI allowing our Company to commence/carry on the business as a deposit taking non-banking financial institution, under Section 45-IA of the RBI Act, 1934.

Certificate of Registration no. B- 05.02773 dated March 31, 2011 issued by the RBI reclassifying our Company as a Infrastructure Finance Company – Non - Deposit Taking under Section 45-IA of the RBI Act, 1934.

The MCA through its notification vide G.S.R No. 2223 (E) dated September 26, 2011 published in the Official Gazette of India, notified our Company, as a 'Public Financial Institution' under Section 4A of the Companies Act 1956 (now Section 2(72) of the Companies Act 2013).

Income-Tax Registration

PAN: AAACS1425L

Investors can contact the Registrar or the Compliance Officer to the Issue or the Compliance Officer of the Issuer in case of any pre-issue or post-issue related problems such as non-receipt of letters of allotment, demat credit, refund orders or interest on Application Amount.

Lead Managers

ICICI Securities Limited **ICICI Centre** H.T. Parekh Marg Churchgate, Mumbai 400 020 Maharashtra, India Tel : +91 22 2288 2460 Fax : +91 22 2282 6580 E-mail : project.srei@icicisecurities.com Investor Grievance Email: customercare@icicisecurities.com Website : www.icicisecurities.com Contact Person: Mr Sumit Agarwal / Ms Neha Verma Compliance Officer : Mr Subir Saha SEBI Registration No: INM000011179	**A. K. Capital Services Limited** 30-39 Free Press House, 3rd Floor, Free Press Journal Marg, 215, Nariman Point, Mumbai 400021 Tel: +91 22 6754 6500/ 6634 9300; Fax: +91 22 6610 0594 Email: sreincd@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akcapindia.com Contact Person: Ms Akshata Tambe / Mr Siddharth Shah Compliance Officer: Mr Vikas Agarwal SEBI Registration No.: INM000010411
SPA Capital Advisors Limited 25,C – Block ,Community Centre Janak Puri ,New Delhi -110 058 Tel : +91 11 4567 5500, 2551 7371 Fax : +91 11 2553 2644 Email: srei.ipo@spagroupindia.com Investor Grievance E mail: grievances.mb@spagroupindia.com Website: www.spacapital.com Contact Person: Mr Nitin Somani /Ms Ashi Sood Compliance Officer: Mr Sanjay Gupta SEBI Registration No.: INM000010825	**Srei Capital Markets Limited*** 'Vishwakarma', 86C, Topsia Road (South) Kolkata – 700 046 West Bengal, India Tel: +91 33 6602 3845 Fax: +91 33 2285 7542 Email: capital@srei.com Investor Grievance E mail: scmlinvestors@srei.com Website: www.srei.com Contact Person: Mr Manoj Agarwal Compliance Officer: Mr Manoj Agarwal SEBI Registration No.: INM000003762

***Srei Capital Markets Limited, which is a wholly owned subsidiary of the Company, shall only be involved in marketing of the Issue.*

Co-Lead Managers to the Issue

Karvy Investor Services Limited Hallmark Business Plaza, 7th Floor, Sant Dynaneshwar Marg, Opp: Gurunank Hospital, Bandra - East Mumbai – 400 051	**Integrated Enterprises (India) Limited** 15, 1st Floor, Modern House Dr. V.B. Gandhi Marg, (Forbes Street), Fort Mumbai 400 023

Maharashtra, India Tel: +91 22 6149 1500 Fax: +91 22 6149 1515 Email: Sreincd2013@karvy.com Investor Grievance E mail: igmbd@karvy.com, cmg@karvy.com Website: www.karvy.com Contact Person: Mr Sumit Singh Compliance Officer : Mr V Madhusudhan Rao SEBI Registration No.: INM000008365	Tel :+91 22 4066 1800 Fax :+91 22 2287 4676 E-mail : krishnan@integratedindia.in Investor Grievance E-mail ID: mbd@integratedindia.in Website: www.integratedindia.in Contact person: Mr V Krishnan Compliance Officer: Mr Suresh Babu K SEBI Registration No: INM000002640
RR Investors Capital Services Private Limited 47, MM, Road Rani Jhansi Marg, Jhandelwalan, New Delhi- 110055, India Tel :+91 11 2363 6362 - 63 Fax :+91 11 2363 6746 E-mail : sreincd2013@rrfcl.com Investor Grievance E-mail ID: investors@rrfcl.com Website: www.rrfcl.com / www.rrfinance.com Contact person: Mr Anurag Awasthi Compliance Officer: Mr Ravi Kant Goyal SEBI Registration No: INM000007508	**SMC Capitals Limited** 302-303, Enterprise Centre, Near Orchid Hotel, Nehru Road, Vile Parle (East), Mumbai-400099 Telephone number: +91 22 66481818 Fax number: +91 22 66481850 E-mail: srei.ncd@smccapitals.com Investor Grievance E-mail ID: investor.grievance@smccapitals.com Website: www.smccapitals.com Compliance Officer: Mr Sanjeev Barnwal Contact person: Mr Sanjeev Barnwal SEBI Registration No.: INM000011427**
Bajaj Capital Limited Unit No.941, Building No. 9, 4th Floor, Solitaire Corporate Park, Andheri Kurla Road, Chakala Andheri (East), , Mumbai – 400 093 Telephone No.: +91 22 4009 9999 Fax: +91 22 4009 9911 Email: sreincd@bajajcapital.com Investor Grievance E-mail ID: info@bajajcapital.com Website: www.bajajcapital.com Compliance officer: Mr P. Janardhan Contact person: Sumit Dudani SEBI Reg. No. INM000010544	

***The SEBI registration certificate of SMC Capitals Limited one of the Co-Lead Managers as a merchant banker has expired on December 30, 2013. As required under regulation 8A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, an application for renewal was made to SEBI vide application dated September 25, 2013 to SEBI. The approval of SEBI in this regard is awaited.*

Legal Advisor to the Issue

Khaitan & Co LLP
Emerald House
1B Old Post Office Street, Kolkata 700 001
Tel: (+91 33)2248 7000
Fax: (+91 33) 2248 7656
E-mail: project.srei@khaitanco.com

Escrow Collection Banks / Bankers to the Issue

Axis Bank Limited Kolkata Main Branch 7, Shakespeare Sarani Kolkata - 700071, India Tel: +91 33 2282 9832 /9833/9834/9835/2933 Fax: +91 33 2282 7611 Contact Person: Mr Saurav Bhattacharyya Website: www.axisbank.com SEBI Reg. No. : IN-DP-NSDL-49-98	**HDFC Bank Ltd.** Lodha, I- Think Techno Campus, Office floor 3rd Opp. : Crompton Greaves Ltd. Next to Kanjurmarg Railway Station, Kanjurmarg East Mumbai - 400 042, India Tel: +91 22 3075 2927 Fax: +91 22 2579 9801/809 Contact Person: Mr Uday Dixit Website: www.hdfcbank.com SEBI Reg. No. : INBI00000063	**ICICI Bank Limited** Capital Market Division 1st Floor, 122Mistry Bhavan Backbay Reclamation Churchgate Mumbai - 400 020, India Tel: +91 22 2285 9932 Fax: +91 22 2261 1138 Contact Person: Mr Rishav Bagrecha Website: www.icicibank.com SEBI Reg. No. : INBI00000004
Yes Bank Limited		

3rd Floor, Building No. 8, Tower – A, DLF Cyber City, Gurgaon, Haryana – 122 002 Tel: +91 124 461 9205 Fax: +91 124 414 7193 Contact Person: Alok Srivastava/ Varun Kathuria/ Qumarey Khan Website: yesbank.in SEBI Reg. No. : INBI00000935		

Refund Bank

Axis Bank Limited
Kolkata Main Branch
7, Shakespeare Sarani
Kolkata - 700071, India
Tel: +91 33 2282 2685
Fax: +91 33 2282 7611
Contact Person: Mr Debankan Das Gupta
Website: www.axisbank.com
SEBI Reg. No. : INBI00000017

Bankers to our Company

Australia and New Zealand Banking Limited Cnergy Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 Tel: +91 22 3362 0040	**Axis Bank Limited** Kolkata Main Branch 7 Shakespeare Sarani Kolkata - 700 071 Tel: +91 33 2282 2685	**Andhra Bank** 58, Chowringhee Road, Kolkata – 700 071 Tel: +91 33 2282 3549
Bank of India Kolkata Large Corporate Branch 5 BTM Sarani Kolkata – 700 001 Tel: +91 33 2242 7000	**Bank of Maharashtra** Chowringhee Road Branch 60C, Chowringhee Road, Kolkata – 700 020 Tel: +91 33 2283 2095 Fax: +91 33 2280 4200	**Central Bank of India** Corporate Finance Branch 33, N.S. Road, Kolkata – 700 001 Tel: +91 33 2262 4654
Canara Bank Specialised Prime Corporate Branch, Cuffe Parade 20th Floor Maker Tower F-Wing, Cuffe Parade, Mumbai – 400 005 Tel: +91 22 2215 6015	**Corporation Bank** Corporate Banking Branch 21 H B Sarani, Centre Point 1st Floor, Kolkata – 700001 Tel: +91 33 2262 5442/ 2262 5443 Fax: +91 33 2262 5444	**Dena Bank** Burra Bazar Branch 112, Rabindra Sarani, Kolkata-700 073 Tel : +91 33 2268 5764/5447 Fax : +91 33 2268 5764
Dhanlaxmi Bank Limited Ground Floor, 11/1 Sarat Bose Road, Minto Park, Kolkata - 700 020 Tel: +91 33 2281 5100/2281 5090	**Indian Bank** Strand Road Branch, 3A Hare Street, Kolkata – 700 001 Tel: +91 33 2210 6193 Fax: +91 33 2262 1494	**Indian Overseas Bank** 2, Wood Street, Kolkata – 700 016 Tel: +91 33 2280 4231 Fax: +91 33 2287 2272
IDBI Bank Limited IDBI House, 44, Shakespeare Sarani, Kolkata – 700 017 Tel: +91 33 6655 8830 Fax: +91 33 6655 8812-16	**ICICI Bank Limited** 2B Gorky Terrace, Kolkata - 700 017 Tel: +91 33 2283 2209 Fax: +91 33 2283 2613	**Oriental Bank of Commerce** 6th Floor, OM Tower, 32 Jawaharlal Nehru Road, Kolkata – 700 071 Tel: +91 33 2288 2424/25, 2226 0622
Punjab & Sindh Bank 14/15 Hemanta Basu Sarani, Kolkata – 700 001 Tel: +91 33 2210 4357 / 2248 9313 Fax: +91 33 2248 9576	**Punjab National Bank** Large Corporate Branch 44, Park Street, Kolkata – 700 016 Tel: +91 33 4403 3230/ 4403 3232	**Syndicate Bank** 6, N.S. Road Brach, Kolkata – 700 001 Tel: +91 33 2230 8014/9290/0902 Fax: +91 33 2242 0639
State Bank of India Industrial Finance Branch 11, Dr U N Brahmachari Street, Constantia Building, 1st Floor, Kolkata-700 017 Tel: +91 33 2287 7646	**State Bank of Hyderabad** Commercial Branch Trinity Tower, 83, Topsia Road, Kolkata – 700 046 Tel: +91 33 2285 2061/ 2062	**State Bank of Mysore** Bentinck Street Branch 1&2 Old Court House Corner, Tobacco House, Kolkata – 700 046 Tel: 91 33 2230 0991/ 2230 0987/ 2242 0742
State Bank of Patiala	**State Bank of Bikaner & Jaipur**	**The Karur Vysya Bank Limited**

Commercial Branch 8, Camac Street, Kolkata – 700 017 Tel: +91 33 2282 5281/ 2282 0197 Fax: +91 33 2282 4431	CNW Branch, 20B, Part Street, Kolkata – 700 016 Tel: +91 33 4001 1447	SB Towers, 37, Shakespeare Sarani Branch, Kolkata – 700 017 Tel: +91 33 2283 6387
The South Indian Bank Limited Corporate Branch, Oswal Chambers, No. 2 Church Lane, Kolkata – 700 001 Tel: +91 33 2262 4816	**United Bank of India** 11, Hemanta Basu Sarani, Kolkata – 700 001 Tel: +91 33 2262 4016-18 Fax: +91 33 2262 4017	**Union Bank of India** 1/1, Camac Street, 1st Floor, Kolkata – 700 016 Tel: +91 33 2229 7908
UCO Bank IFB, India Exchange Place, Kolkata – 700 001 Tel: +91 33 6450 4480/6450 4481		

Lead Brokers to the Issue

A. K. Stockmart Private Limited 30-39, Free Press House, Free Press Journal House, 215 Nariman Point, Mumbai – 400 021 Tel No. + 91 22 6754 6500 Fax No. + 91 22 6754 4666 E-mail: ankit@akgroup.co.in, sanjay.shah@akgroup.co.in Contact Person: Mr Ankit Gupta/ Mr Sanjay Shah	**AUM Capital Market Private Limited** 5, Lower Rawdon Street, Akashdeep Building, 1st Floor Kolkata – 700 020 Tel : +91 33 2486 1040-43 Fax: +91 33 2476 0191 E-mail: rajesh@aumcap.com Contact Person: Mr Rajesh Paharia	**Axis Capital Limited** Axis House, Level 1, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai-400 025, India Tel No. +91 22 4325 2525 Fax No. +91 22 4325 3000 Email: Ajay.sheth@axiscap.in /Vinayak.ketkar@axiscap.in Contact Person: Ajay Sheth/Vinayak Ketkar
Edelweiss Broking Limited Edelweiss House, Off C.S.T. Road Kalina, Mumbai 400 098 Tel: +9122 6747 1341/67471342 Fax: +91 22 6747 1347 Email: amit.dalvi@edelweissfin.com/prakash.boricha@ edelweissfin.com Contact Person: Mr Amit Dalvi /Mr Prakash Boricha	**HDFC Securities Limited** I Think Techno Campus Building - B, "Alpha", Office Floor 8, Opp. Crompton Greaves, Near Kanjurmarg Station, Kanjurmarg (East),Mumbai – 400 042 Tel: +91 22 3075 3400 Fax: + 91 22 3075 3435 E-mail: Sunil.raula@hdfcsec.com/ sharmila.kambli@hdfcsec.com Contact Person: Mr Sunil Raula/Ms Sharmila Kambli	**ICICI Securities Limited** ICICI Centre H.T. Parekh Marg Churchgate, Mumbai 400 020 Tel : +91 22 2288 2460 Fax : +91 22 2282 6580 E-mail : project.srei@icicisecurities.com Contact Person: Mr Sumit Agarwal / Ms Neha Verma
IDBI Capital Market Services Limited 3rd Floor, Mafatlal Centre, Nariman Point, Mumbai – 400 021 Tel: + 91 22 4322 1212 Fax: + 91 22 2285 0785 E-mail: prasad.chitnis@idbicapital.com Contact Person: Mr Prasad Chitnis	**India Infoline Limited** IIFL House, Sun Infotech Park, 3rd Floor, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane West – 400 604 Tel : + 91 22 4103 5274/73/4103 0211 Fax : + 91 22 2580 6654 E-mail: ncd@indiainfoline.com Contact Person: Mr Anwar Ahmed	**Integrated Enterprises (India) Limited** 15, 1st Floor, Modern House, Dr. V. B. Gandhi Marg, Fort, Mumbai – 400 023 Tel: +91 22 4066 1800 Fax: +91 22 2287 4676 Email: krishnan@integratedindia.in Contact Person: Mr V Krishnan
JM Financial Services Private Limited 2,3 & 4, Kamanwala Chambers, Sir. P M Road, Fort, Mumbai-400 001 Tel: +91 22 3021 3500 Fax: +91 22 2266 5902 E-mail: rohit.singh@jmfl.com Contact Person: Mr Rohit Singh	**Just Trade Securities Limited (Formerly known as Bajaj Capital Investor Services Ltd)** Bajaj House, 97, Nehru Place, New Delhi-110 019 Tel : +91 11 4169 3000/6616 1111 Fax : +91 11 2647 6638 Email : sumitd@bajajcapital.com Contact Person : Mr Sumit Dudani	**Karvy Stock Broking Limited** "Karvy House", 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500 034 Tel : +91 40 2331 2454 Fax : +91 40 6662 1474 E-mail : ksbldist@karvy.com Contact Person: Mr P.B. Ramapriyan
Kotak Securities Limited 32, Raja Bahadur Compound, Opp Bank of Maharashtra,	**NJ India Invest Private Limited** Block 901 & 902, 6th Floor, 'B' Tower, Udhna Udyog Nagar Sangh	**RR Equity Brokers Private Limited** 47,MM Road, Rani Jhansi Marg,

Samachar Marg, Mumbai-400023 Tel : + 91 22 2265 5074/84/85 Fax : + 91 22 6615 4060 E-mail: sanjeeb.das@kotak.com, Umesh.Gupta@kotak.com, Rakesh. Patel@kotak.com Contact Person: Mr Sanjeeb Kumar Das	Commercial Complex, Central Road No. 10, Udhna, Surat – 394 210 Tel : +91 261 3985 500 Fax : +91 261 3985 880 E-mail : husaini@njgroup.in Contact Person: Mr Husaini Kanchwala	Jhandewalan, New Delhi - 110 055 Tel : +91 11 2363 6362/63 Fax : +91 11 2363 6666 E-mail : manishagrawal@rrfcl.com Contact Person: Mr Manish Agrawal
SMC Global Securities Ltd 17, Netaji Subhash Marg, Opp Golcha Cinema, Daryaganj , New Delhi-110 002 Tel: +91 11 6662 3300 / 9818620470 / 9810059041 Fax: +91 11 2326 3297 E-mail: mkg@smcindiaonline.com, neerajkhanna@smcindisonline.com Contact Person : Mr Mahesh Gupta, Mr Neeraj Khanna	**SPA Securities Limited** 101-A, 10th Floor, Mittal Court, Nariman Point, Mumbai – 400 021 Tel : +91 22 4289 5600/2280 1240-49 Fax : +91 22 2287 1192/2284 6318 E-mail : cms@spacapital.com Contact Person: Mr Rajesh Gandhi	**Tipsons Stock Brokers Private Limited,** Sheraton House, 5th Floor, Opp: Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380 015 Tel: +91 79 3061 1134/35/37/39/45 Fax: +91 79 3061 1134 Email ID: hiren.chandarana@truevalueindia.com Contact Person: Mr Hiren Chandarana/ Mr Avinash Kothari

Self-Certified Syndicate Banks

The banks which are registered with SEBI under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to ASBA Applications submitted to the Lead Managers, Co-Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchanges only in the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of ASBA Applications from such Lead Managers, Co-Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchanges is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting ASBA Applications from Members of the Syndicate or the Trading Members of the Stock Exchanges only in the Specified Cities, see the above mentioned web-link.

Minimum Subscription

If our Company does not receive the minimum subscription of 75% of the Base Issue, i.e. ₹ 562.5 million, prior to Allotment, the entire subscription shall be refunded to the Applicants within fifteen (15) Days from the date of closure of the Issue. If there is delay in the refund of subscription by more than eight (8) days after our Company becomes liable to refund the subscription amount, our Company will pay interest for the delayed period, at the rate of 15 (fifteen) percent per annum to the same bank account from which the Application Money was received by our Company.

Underwriting

The Issue is not underwritten.

Arrangers to the Issue

There are no arrangers to the Issue.

Expert Opinion

Except the following, our Company has not obtained any expert opinions in connection with this Prospectus:

Vide letter dated March 31, 2014, our Company has received consent from Haribhakti & Co., Chartered Accountants, Statutory Auditors of our Company to include their name as an expert under Section 26(5) of the Companies Act 2013 in this Prospectus in relation to the examination report dated March 31, 2014 and statement of tax benefits dated March 31, 2014 included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Credit Ratings and Rationale

By its letter dated November 8, 2012 and revalidation letter dated April 14, 2014, CARE has assigned a rating of 'CARE AA- (Double A Minus)'to the issue of NCDs by the Issuer to the extent of ₹3,326.00 million with a minimum tenure of 1 (one) year & maximum tenure of 10 (ten) years with bullet repayment at the end of tenure. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such

instruments carry very low credit risk. Set out below is an extract of the rating rationale adopted by CARE:

"The above ratings continue to draw strength from the satisfactory track record of the company with "Infrastructure Finance Company" status from RBI, established experience of the promoter group with prominent position in infrastructure financing space, continuing growth in advances, diversified resource mix, comfortable asset-liability maturity profile and satisfactory gearing with adequate capitalisation. The ratings are however, constrained by the risk associated with volatility in interest rates, exchange rate risks in respect of foreign currency borrowings, portfolio concentration risk, challenging operating environment in the infrastructure financing space leading to increase in NPA levels and moderate financial performance. The ratings also factor in SIFL's investment in group companies, majority of which are in infrastructure space and are yet to be divested/diluted to yield commensurate returns. Ability of the company to monetize its strategic investments, improve its asset quality and profitability would remain the key rating sensitivities."

By its letter dated June 19, 2013 and revalidation letter dated April 30, 2014, BRICKWORK has assigned a rating of "BWR AA" (BWR Double A) to the issue of NCDs by the Issuer to the extent of ₹2,000million. The said rating is valid till June 18, 2014. Instruments with AA rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. Set out below is an extract of the rating rationale adopted by BRICKWORK:

"Brickwork Ratings (BWR) has assigned the Rating of BWR AA (BWR Double A)for the long-term secured NCD Issues of ₹ 300 Cr &₹ 200 Cr and for the long-term unsecured NCD Issuance of ₹ 250 Cr of SREI Infrastructure Finance Ltd (SIFL).

The rating, inter alia, factors experience of the Promoter Group in infrastructure financing business, adequate capitalisation and the Infrastructure Finance Company status as per RBI's prescribed norms. However, the rating is constrained by high ticket size of infrastructure loans, portfolio concentration with high exposure to power sector, deteriorating assets quality, high level of strategic investments, mark to market losses on unhedged ECB's and cash flow pressure in overall infrastructure lending industry "

Statement of Inter Se Allocation of Responsibilities for the Issue

The following table sets forth the distribution of responsibility and coordination for various activities amongst the Lead Managers and the Co-Lead Managers:

No	Activities	Responsibility	Coordinator
1.	Structuring of various issuance options with relative components and formalities etc.	I-Sec, AK Capital, SPA, Bajaj, Karvy, RR Investors, Integrated and SMC	I-Sec
2.	Due diligence of Company's operations/ management/ business plans/ legal etc. Drafting and design of the Offering Document and of statutory advertisement including memorandum containing salient features of the Offering Document. (The Merchant Bankers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the BSE and SEBI including finalization of Offering Document and filing)	I-Sec, AK Capital, SPA, Bajaj, Karvy, RR Investors, Integrated and SMC	I-Sec
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (2) above including corporate advertisement, brochure, etc.	I-Sec, AK Capital, SPA, Bajaj, Karvy, RR Investors, Integrated and SMC	AK Capital
4.	Appointment of other intermediaries viz., Registrar(s), Printers, Advertising Agency and Bankers to the Issue	I-Sec, AK Capital, SPA, Bajaj, Karvy, RR Investors, Integrated and SMC	I-Sec
5.	Finalization of agreement with stock exchanges (if any) for using their platform, completing other necessary formalities in this regard and coordination in obtaining user id, password etc. from exchanges	I-Sec, AK Capital, SPA, Bajaj, Karvy, RR Investors, Integrated and SMC	I-Sec
6.	Preparation of road show presentation, FAQs	I-Sec, AK Capital, SPA, Bajaj, Karvy, RR Investors, Integrated and SMC	AK Capital
7.	Marketing Strategy for Institutional and Non-Institutional Investor(s) which will cover inter alia: • Finalize media, marketing and public relation strategy and publicity budget, • Finalize centers for holding conferences for brokers, etc.	I-Sec, AK Capital, SPA, Srei Caps, Bajaj, Karvy, RR Investors, Integrated and SMC	SPA

No	Activities	Responsibility	Coordinator
	• Finalize collection centers, • Follow-up on distribution of publicity and Issue material including form, Prospectus and deciding on the quantum of the Issue material		
8.	Marketing Strategy for Individual Category Investor(s) which will cover inter alia: • Finalize media, marketing and public relation strategy and publicity budget, • Finalize centers for holding conferences for brokers, etc. • Finalize collection centers, • Follow-up on distribution of publicity and Issue material including form, Prospectus and deciding on the quantum of the Issue material	I-Sec, AK Capital, SPA, Srei Caps Bajaj, Karvy, RR Investors, Integrated and SMC	AK Capital
9.	The Post Issue activities for the Issue will involve essential follow up steps, which include the management of escrow accounts, finalization of the basis of allotment, dispatch of refunds, demat and delivery of securities, finalization of listing and trading of instruments with the various agencies connected with the work such as the Registrar(s) to the Issue and Bankers to the Issue and the redressal of investor grievances in relation to post issue activities.	I-Sec, AK Capital, SPA, Bajaj, Karvy, RR Investors, Integrated and SMC	I-Sec

Utilisation of Issue proceeds

Our Board / Committee of Directors, as the case may be, certifies that:

- All monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in section 40(3) of the Companies Act 2013;
- details of all monies utilised out of the Issue referred above shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilised along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue;
- Details of all unutilised monies out of the Issue, if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested;
- We shall utilize the Issue proceeds only upon creation of Security, receipt of the listing and trading approval from the Stock Exchanges as stated in this Prospectus in the section titled "***Issue Structure***" beginning on page no. 131 of this Prospectus; and
- The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property.

Issue Programme

ISSUE OPENS ON	**MAY 9, 2014**
ISSUE CLOSES ON	**JUNE 9, 2014**

The Issue shall remain open for subscription from 10 A.M. to 5 P.M. (Indian Standard Time) during banking hours for the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board/ Committee of Directors, as the case maybe, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through advertisements in a leading national daily newspaper on or before such earlier date of Issue Closure or initial date of Issue closure, as the case may be.

THE ISSUE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the chapter titled "***Issue Related Information***" beginning on page no. 131 of this Prospectus.

Common Terms of NCDs

Issuer	Srei Infrastructure Finance Limited
Issue	Public Issue by our Company of NCDs aggregating upto ₹ 750 million with an option to retain over-subscription upto ₹ 750 million for issuance of additional NCDs aggregating to a total of upto ₹ 1,500 million.
Type of Instrument	Secured redeemable non-convertible debentures
Nature of Instrument	Secured
Seniority	The claims of the NCD Holders shall be superior to the claims of any unsecured creditors of the Company and subject to applicable statutory and/or regulatory requirements, rank pari passu inter se to the claims of other creditors of the Company having the same security.
Mode of Issue	Public Issue
Eligible Investors	The following categories of persons are eligible to apply in the Issue: **Category I (Institutional Category) (Can apply only for Series I, Series II, Series IV and Series V NCDs)** 1. Public Financial Institutions, Statutory Corporations, Commercial Banks, Co-operative Banks and Regional Rural Banks, which are authorized to invest in the NCDs; 2. Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs; 3. Venture Capital funds and / or Alternative Investment Funds registered with SEBI; 4. Insurance Companies registered with the IRDA; 5. National Investment Fund; 6. State Industrial Development Corporations; and 7. Mutual Funds. **Category II (Non-Institutional Category) (Can apply only for Series I, Series II, Series IV and Series V NCDs)** 1. Companies, bodies corporate and societies registered under the applicable laws in India and authorized to invest in the NCDs; 2. Public/private charitable/religious trusts which are authorized to invest in the NCDs; 3. Scientific and/or industrial research organizations, which are authorized to invest in the NCDs; 4. Partnership firms in the name of the partners; 5. Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); and 6. Any other incorporated and/ or unincorporated body of persons. **Category III (Individual Category) (Can apply for all Series)** 1. Resident Indian individuals; and 2. Hindu Undivided Families through the Karta. Please see the section titled "***Who can Apply***" under Issue Procedure at page no. 161 of this Prospectus
Listing	BSE and NSE. The NCDs shall be listed within 12 Working Days from the date of Issue Closure. For more information, see "***Other Regulatory And Statutory Disclosures – Listing***" on page no. 181 of this Prospectus.
Rating of the Instrument	The NCDs have been rated 'CARE AA- (Double A Minus)' by CARE pursuant to letter dated November 8, 2012 and revalidation letter dated April 14, 2014 and 'BWR AA (BWR Double A)' by BRICKWORK pursuant to letter dated June 19, 2013 and revalidation letter dated April 30, 2014. Instruments with a rating of 'CARE AA- (Double A Minus)' by CARE and 'BWR AA (BWR Double A)'by BRICKWORK are considered to have high degree of safety regarding timely servicing of financial obligations. The rating provided by CARE and BRICKWORK may be suspended, withdrawn or revised at any time by the assigning rating agency

	on the basis of new information etc., and should be evaluated independently of any other rating. The rating is not a recommendation to buy, sell or hold securities and investors should take their own investment decisions.
Base Issue	₹ 750 million.
Option to retain Oversubscription Amount	₹ 750 million.
Total Issue Size	₹ 1,500 million.
Objects of the Issue	Please see "***Objects of the Issue***" on page no. 56 of this Prospectus.
Details of the utilization of the Proceeds	Please see "***Objects of the Issue***" on page no. 56 of this Prospectus.
Coupon Rate	Please see the section titled "***Terms of the Issue - Interest and Payment of Interest***" on page no. 148 of this Prospectus
Step Up/Step Down Coupon Rate	N.A.
Coupon Payment Frequency	Please see the section titled "***Terms of the Issue - Interest and Payment of Interest***" on page no. 148 of this Prospectus
Coupon payment dates	Please see the section titled "***Terms of the Issue - Interest and Payment of Interest***" on page no. 148 of this Prospectus
Coupon Type	Fixed Coupon Rates
Coupon Reset Process	N.A.
Day Count Basis	Actual/Actual
Interest on Application Amount	Please see "***Interest on Application & Refund Amount***" on page no. 150 of this Prospectus.
Default Interest Rate	In the event of any default in fulfilment of obligations by our Company under the Debenture Trust Deed, the Default Interest Rate payable to the Applicant shall be as prescribed under the Debenture Trust Deed.
Tenor	Please see the section titled "***Terms of the Issue - Interest and Payment of Interest***" on page no. 148 of this Prospectus
Maturity Date	Shall mean 3 years from Deemed Date of Allotment for Series I, Series II and Series III NCDs and 5 Years from Deemed Date of Allotment for Series IV, Series V and Series VI NCDs. If the Redemption Date/Maturity Date of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.
Maturity Amount	Repayment of the Face Value plus any interest that may have accrued at the Maturity Date for Individual and / or Institutional and /or Non-Institutional Investors, as the case may be.
Maturity Premium/Discount	N.A.
Issue Price (per NCD)	₹ 1,000/-
Face Value (per NCD)	₹ 1,000/-
Discount at which security is issued and the effective yield as a result of such discount	N.A.
Call Option/Put Option	N.A.
Minimum Application and in multiples of 1(one) NCD thereafter	10 (ten) NCDs for all the Series of NCDs, taken individually or collectively.
Issue Opening Date	May 9, 2014
Issue Closing Date	June 9, 2014
Pay-in Date	The date of Application. The entire Application Amount is payable on Application.
Deemed Date of Allotment	The Deemed Date of Allotment for the NCDs shall be the date on which the Board of Directors or duly authorized committee thereof approves the allotment of NCDs or such date as may be determined by the Board of our Company and/or a duly authorized committee thereof and notified to the Stock Exchanges. All benefits under the NCDs including payment of interest will accrue to the NCD Holders from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment.
Issuance mode of the Instrument	Compulsorily in dematerialized form to all categories of investors other than Individual Category Investors who have opted for allotment of NCDs in the physical form in the manner prescribed herein. Only Category III

	Investors can apply for allotment of NCDs in the physical form. However Series I and Series IV NCDs would be allotted compulsorily in dematerialized form to all categories of Investors.
Trading mode of the Instrument	The trading of the NCDs on the floor of the Stock Exchanges shall be in dematerialized form only.
Settlement mode of the Instrument	Through various modes. Please see page no. 151 of this Prospectus
Depository	NSDL and CDSL
Business Day Convention	If any Coupon/Interest Payment Date falls on a day that is not a Working Day, the payment shall be made on the immediately succeeding Working Day along with interest for such additional period. Such additional interest will be deducted from the interest payable on the next date of payment of interest. If the Redemption Date/Maturity Date of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.
Record Date	In connection with Series II and Series V NCDs, 15 (Fifteen) Working Days prior to the date on which interest is due and payable, or the date of redemption, or as may be prescribed by the Stock Exchanges, and in connection with Series I and Series IV NCDs, 7 (Seven) Working Days prior to the date on which interest is due and payable, or the date of redemption, or as may be prescribed by the Stock Exchanges and in connection with Series III and Series VI NCDs, 15 (Fifteen) Working Days prior to the Maturity Date or as may be prescribed by the Stock Exchanges. If the Record Date falls on falls on a day that is not a Working Day, then immediate subsequent Working Day will be deemed as Record Date.
Security	Charge on Specific asset of the Company with an asset cover of 1.0 time of the total outstanding amount of the NCDs and interest thereon, and mortgage on immovable property which is free from all encumbrances.
Transaction Documents	The Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trust Deed and other security documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by the Company with Lead Managers and/or the Co-Lead Managers and/or other intermediaries for the purpose of this Issue including but not limited to the Debenture Trust Deed, the Debenture Trusteeship Agreement, the Escrow Agreement, the Memorandum of Understanding with the Registrar, the Issue Agreement with the Lead Managers and Addendum to Issue Agreement with Co-Lead Managers.
Conditions Precedent to Disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent to disbursement. See "***General Information - Utilisation of Issue Proceeds***" on page no. 34.
Condition Subsequent to Disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions subsequent to disbursement. See "***General Information - Utilisation of Issue Proceeds***" on page no. 34.
Events of Default	See "***Terms of the Issue – Events of Default***" on page no. 155.
Provisions related to Cross Default Clause	As provided in the Debenture Trust Deed.
Debenture Trustee	Axis Trustee Services Limited
Role and Responsibilities of Debenture Trustee	See "***Terms of the Issue - Debenture Trustee***" on page no. 156.
Governing Law	The NCDs are governed by and shall be construed in accordance with the existing Indian laws. Any dispute between the Company and the NCD Holders will be subject to the jurisdiction of competent courts in Kolkata
Jurisdiction	The courts at Kolkata will have exclusive jurisdiction for the purposes of the Issue.

We are offering secured redeemable NCDs which will be issued at a face value of ₹ 1,000/- per NCD. The terms of the NCDs offered pursuant to the Issue are as follows:

Series	**I#**	**II *****	**III**	**IV#**	**V**	**VI**
Frequency of Interest Payment	Monthly	Annually	Cumulative	Monthly	Annually	Cumulative
Category of investor	I,II,III	I,II,III	III	I,II,III	I,II,III	III

Series	I#	II ***	III	IV#	V	VI
who can apply						
Minimum Application	₹ 10000/- (10 NCDs) across all series of NCDs taken individually or collectively					
In Multiples of	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)
Face Value of NCDs (₹ / NCD)	1,000	1,000	1,000	1,000	1,000	1,000
Issue Price (₹ / NCD)	1,000	1,000	1,000	1,000	1,000	1,000
Tenor from Deemed Date of Allotment	3 years	3 years	3 years	5 years	5 years	5 years
Coupon (%) for Institutional & Non Institutional Investor(s)	10.70%	11.25%	N.A.	10.95%	11.50%	N.A.
Coupon (%) for Individual Category	11.40 %	12.00%	N.A.	11.40%	12.00%	N.A.
Effective Yield (per annum) for Institutional & Non Institutional Investor(s)	11.23%	11.25%	N.A.	11.51%	11.50%	N.A.
Effective Yield (per annum) for Individual Category	12.00%	12.00%	12.00%	12.00%	12.00%	12.00 %
Mode of Interest Payment	Through various modes available.					
Amount (₹ / NCD) on Maturity for Institutional & Non Institutional Investor(s)**	1,000/-	1,000/-	N.A.	1,000/-	1,000/-	N.A.
Amount (₹ / NCD) on Maturity for Individual Investor(s) **	1,000/-	1,000/-	1,405.40/-	1,000/-	1,000/-	1,762.90/-
Maturity Date (from Deemed Date of Allotment)	3 years	3 years	3 years	5 years	5 years	5 years

Institutional and Non Institutional Category Investor(s) can subscribe to Series I, Series II, Series IV & Series V NCDs and Individual Category Investor(s) can subscribe to all Series of NCDs.
*** Subject to applicable tax deducted at source, if any.*
**** Our Company shall allocate and allot Series II NCDs wherein the Applicants have not indicated their choice of the relevant NCD Series or have applied for wrong Series.*
#Series I & Series IV NCDs would be allotted compulsorily in dematerialized form to all categories of Investors.

Investors in the proposed NCD who fall under Individual Category and who are holder of NCD(s)/Bond(s) previously issued by the Company in past public issues and/ or are equity shareholder(s) of our Company on the Deemed Date Of Allotment, shall be eligible for additional coupon of 0.25% p.a. provided the proposed NCDs are held by the investors on the relevant record date applicable for payment of respective coupon in respect of Series I, Series II, Series IV and Series V and are NCD holders on the record date for redemption of NCD in case of Series III and Series VI. For Investors applying in Series III and Series VI NCDs, the maturity amount at redemption along with the additional coupon would be ₹1,414.80/- and ₹1,782.70/- respectively. The additional coupon will be maximum of 0.25% p.a., for Investors in the proposed Issue, who are holding NCD(s)/Bond(s) previously issued by the Company in past public issues and/or are also equity shareholder(s) of our Company.

On any relevant Record Date the Registrar and/or our Company shall determine the list of the Primary holders of this issue and identify such Investor/ NCD Holders, (based on their DP identification and /or PAN and/or entries in the Register of NCD Holders), and make applicable coupon/interest payments.

The additional coupon will be given only on the NCDs allotted in this issue i.e. to the original Individual Allottees. In case if any NCD is bought/acquired from secondary market or from open market, additional coupon will not be paid on such bought/acquired NCD.

In case the primary holder sells/gifts/transfer any NCDs allotted in this public issue, additional coupon will not be paid on such sold/gifted/transferred NCD except in case where NCDs are transferred to the Joint holder/Nominee in case of death of the primary holder.

SUMMARY FINANCIAL INFORMATION

Srei Infrastructure Finance Ltd. (Standalone)

Statement of Assets and Liabilities, As Reformatted **(₹ In Million)**

	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009
EQUITY AND LIABILITIES						
Shareholders' Funds						
Share Capital	5,032.40	5,032.40	5,032.40	5,032.40	1,162.90	1,162.90
Reserves and Surplus	21,761.20	21,443.00	20,787.70	20,498.90	6,738.10	5,607.70
Money received against share warrants	-	-	-	-	-	178.00
	26,793.60	**26,475.40**	**25,820.10**	**25,531.30**	**7,901.00**	**6,948.60**
Non-Current Liabilities						
Long-Term Borrowings	49,666.20	44,123.20	31,965.40	16,218.90	19,057.30	7,578.60
Deferred Tax Liabilities (Net)	976.10	948.40	798.80	679.00	344.00	-
Other Long-Term Liabilities	51.40	36.00		100.00	120.60	79.40
Long-Term Provisions	685.00	533.30	207.60	75.20	19.90	25.50
	51,378.70	**45,640.90**	**33,055.00**	**17,073.10**	**19,541.80**	**7,683.50**
Current Liabilities						
Short-Term Borrowings	61,468.10	57,522.70	58,663.30	27,649.90	12,797.60	5,399.70
Trade Payables	26.10	156.40		25.70	1.80	5.60
Other Current Liabilities						
- Current Maturities of Long-Term Borrowings	10,753.50	10,138.20	7,844.50	9,027.60	3,527.30	447.80
- Others	2,555.70	1,933.90	1,162.00	717.10	448.40	132.00
Short-Term Provisions	79.10	390.40	461.20	553.10	179.70	153.00
	74,882.50	**70,141.60**	**68,157.60**	**37,973.40**	**16,954.80**	**6,138.10**
Total	**1,53,054.80**	**1,42,257.90**	**1,27,032.70**	**80,577.80**	**44,397.60**	**20,770.20**
ASSETS						
Non-Current Assets						
Fixed Assets						
- Tangible Assets	4,889.90	4,981.20	4,350.90	3,919.40	829.30	803.00
- Intangible Assets	30.40	6.10		6.20	1.80	0.50
- Capital Work in Progress	652.80	562.70	627.80	91.10	14,003.00	359.40
Non-Current Investments	27,382.20	27,368.70	26,221.30	25,055.10	7,073.30	4,805.10
Long-Term Loans and Advances						
- Loan Assets	71,341.50	60,697.60	26,651.10	19,946.60	14,289.40	5,339.20
- Other Long-Term Advances	2,397.10	1,111.20	1,121.10	303.10	327.40	1,217.20
Other Non-Current Assets	987.90	2,900.50	636.50	838.00	521.30	-
	1,07,681.80	**97,628.00**	**59,617.10**	**50,159.50**	**37,045.50**	**12,524.40**
Current Assets						
Current Investments	3,285.00	3,505.00	220.00	-	-	-
Trade Receivables	1,637.40	1,237.50	335.50	464.10	36.50	72.20
Cash and Bank Balances	2,179.70	221.40	1,493.60	226.50	525.50	2,970.80
Short-Term Loans and Advances						
- Loan Assets	1,331.30	5,424.60	2,766.40	4,370.90	1,376.40	1,552.10
- Other Advances	588.70	1,423.50	1,345.10	1,493.90	1,591.20	166.40
Other Current Assets						
- Current Maturities of Long-Term Loan Assets	28,117.70	31,043.50	58,820.60	23,471.80	3,649.90	2,920.70
- Other Current Assets	8,233.20	1,774.40	2,434.40	391.10	172.60	563.60
	45,373.00	**44,629.90**	**67,415.60**	**30,418.30**	**7,352.10**	**8,245.80**
Total	**1,53,054.80**	**1,42,257.90**	**1,27,032.70**	**80,577.80**	**44,397.60**	**20,770.20**

Srei Infrastructure Finance Ltd (Standalone)
Statement of Profit and Loss, As Reformatted

(₹ in Million)

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
INCOME						
Revenue from Operations	8,789.10	16,612.80	11,765.00	7,346.50	4,569.90	3,195.80
Other Income	64.20	51.90	41.90	115.90	132.40	68.50
Total	**8,853.30**	**16,664.70**	**11,806.90**	**7,462.40**	**4,702.30**	**3,264.30**
EXPENSES						
Finance Costs	7561.10	13,574.10	9,480.00	4,350.50	2,497.60	1,948.10
Employee Benefits Expense	196.50	437.70	412.60	302.20	196.80	143.80
Administrative and Other Expenses	350.10	681.80	455.10	387.80	396.30	583.50
Depreciation and Amortisation Expense	122.50	309.60	154.00	180.80	101.40	76.90
Total	**8,230.20**	**15,003.20**	**10,501.70**	**5,221.30**	**3,192.10**	**2,752.30**
Profit before Bad Debts, Provisions & Tax	**623.10**	**1,661.50**	**1,305.20**	**2,241.10**	**1,510.20**	**512.00**
Bad Debts/Advances written off	0.50	12.00	5.00	0.10	28.90	8.30
Stock for Trade Written-off	-	-	-	-	-	-
Provision for Bad & Doubtful Debts	(7.00)	39.00	3.70	-	-	-
Provision for Non-Performing Assets	133.20	240.30	110.00	-	-	-
Contingent Provisions against Standard Assets	8.70	16.10	98.60	119.60	-	-
	135.40	**307.40**	**217.30**	**119.70**	**28.90**	**8.30**
Profit Before Tax	**487.70**	**1,354.10**	**1,087.90**	**2,121.40**	**1,481.30**	**503.70**
Tax Expense :						
-Current Tax	141.80	262.00	176.00	418.50	219.00	21.10
-Mat Credit Entitlement	-	(7.10)	(4.90)	-	(219.00)	(21.10)
-Deferred Tax	27.70	149.60	119.80	335.00	344.00	-
Total Tax for year/period	**169.50**	**404.50**	**290.90**	**753.50**	**344.00**	**-**
Profit After Tax for year/period	**318.20**	**949.60**	**797.00**	**1,367.90**	**1,137.30**	**503.70**
Income tax in respect of earlier years / periods	-	-	217.40	24.90	22.40	0.10
Profit After Tax	**318.20**	**949.60**	**579.60**	**1,343.00**	**1,114.90**	**503.60**
Earnings per Equity Share (Basic and Diluted) (in ₹) (Par Value ₹ 10/- per Equity Share)	0.63	1.89	1.15	5.80	5.33	2.41

Srei Infrastructure Finance Ltd (Standalone)
Cash Flow Statement, As Reformatted

(₹ in Million)

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
A. Cash Flows from Operating Activities						
Profit Before Tax	487.70	1,354.10	1,087.90	2,121.40	1,481.30	503.70
Adjustment for :						
Depreciation /Amortisation and Impairment	122.50	309.60	154.00	180.80	101.40	76.90
Bad Debts/ Stock for Trade written off	0.50	12.00	5.00	0.10	28.90	8.30
Provision for Non- Performing Assets	133.20	240.30	110.00	-	-	-
Contingent Provisions against Standard Assets	8.70	16.10	98.60	119.60	-	-
Provision for Premium on Unsecured Subordinated Bonds	-	-	8.80	8.80	8.80	8.80
Loss on sale of Fixed Assets(net)	-	3.20	5.30	-	-	-
Profit on sale of Fixed Assets	-	-	-	-	-	(35.40)
Finance Costs	7,561.10	13,574.10	9,471.20	4,341.70	2,488.80	1,939.30
Income from Trade Investments	-	-	-	(2.80)	(118.50)	(245.20)
Profit on sale of Investments(net)	(5.10)	-	-	(7.00)	(112.30)	(9.40)
Liabilities No Longer Required written back	(28.40)	(0.40)	-	(4.40)	-	-
Dividend Income	(3.00)	(3.80)	(2.80)	(4.00)	(14.30)	(6.20)
Provision for Diminution in value of Stock for Trade	1.80	(4.10)	1.60	9.00	0.70	0.50
Provision for diminution in value of Investments	-	-	-	-	13.80	21.60
Provision for Bad & Doubtful Debts	(7.00)	39.00	3.70	-	-	-
Profit on Sale of Stock for Trade (Net)	-	(0.30)	-	-	-	-
Profit on Sale of Long term Trade Investments (Net)	-	(0.70)				
Operating Profit before Working Capital Changes	**8,272.00**	**15,539.10**	**10,943.30**	**6,763.20**	**3,878.60**	**2,262.90**
Adjustments for:						
(Increase) / Decrease in Receivables/Others	(5,326.10)	(2,612.30)	(1,789.50)	13,416.40	(14,163.60)	4,671.50
(Increase) / Decrease in Loan Assets	(3,624.80)	(8,927.60)	(40,448.80)	(28,473.60)	(9,503.70)	(8,115.10)
(Increase) / Decrease in Current Investments / Stock for Trade	225.10	(3,269.20)	(220.00)	(34.10)	2.60	2.50
(Increase) / Decrease in Financial Assets	-	-	-	-	-	-
(Increase) / Decrease in Fixed Deposit (Deposit with original maturity period of more than three months)	0.70	210.30	(47.50)	(154.80)	40.10	39.90
(Decrease) / Increase in Trade Payables	(110.40)	257.30	230.40	57.20	268.90	(657.30)
Cash Generated from Operations	**(563.50)**	**1,197.60**	**(31,332.10)**	**(8,425.70)**	**(19,477.10)**	**(1,795.60)**
Interest Paid	(6922.50)	(12,979.90)	(9,093.40)	(4,174.90)	(2,418.30)	(1,966.00)
Direct Taxes paid	(208.20)	(225.90)	(988.00)	(339.40)	(214.80)	(56.20)
Net Cash (Used in) / Generated from Operating Activities	**(7,694.20)**	**(12,008.20)**	**(41,413.50)**	**(12,940.00)**	**(22,110.20)**	**(3,817.80)**
B. Cash Flows from Investing Activities						
Purchase of Fixed Assets	(145.60)	(993.10)	(1,147.40)	(3,319.10)	(129.00)	(854.00)
Proceeds from Sale of Fixed Assets	-	117.40	17.70	-	-	53.40
Amount received towards transfer of business under Scheme of Arrangement	-	-	-	-	-	3,750.00
(Increase) in Investments (Other than Subsidiary)	(3.50)	(138.00)	(631.60)	(1,341.70)	(2,168.20)	(1,301.50)
(Increase) of Investments in Subsidiary	(10.00)	10.50	(35.50)	(199.00)	(1.50)	(4.50)
Investments in Joint Venture	-	(998.20)	(499.10)	-	-	(229.50)
Income from Trade Investments	-	-	-	2.80	118.50	245.20
Dividend Received	3.00	3.80	2.80	4.00	14.30	6.20
Net Cash (Used) / Generated in Investing Activities	**(156.10)**	**(2,018.60)**	**(2,293.10)**	**(4,853.00)**	**(2,165.90)**	**1,665.30**

C. Cash Flows from Financing Activities						
Issue of Equity Capital (including premium)	-	-	-	-	-	-
Issue of Equity Warrants (Net)	-	-	-	-	-	-
Increase/ (Decrease) in Debentures (net)	4,480.20	8,354.10	9,419.90	(2,100.00)	4,971.00	(79.00)
Increase/ (Decrease) in Working Capital facilities (net)	4,837.20	8,479.60	21,977.60	14,964.90	6,400.70	1,243.20
Increase/ (Decrease) in Other Loans (net)	786.30	(3,522.80)	13,951.80	4,649.30	10,634.90	3,320.00
Dividend Paid	(251.60)	(251.60)	(377.10)	(139.30)	(116.00)	(139.40)
Corporate Dividend Tax Paid	(42.80)	(40.80)	(61.20)	(23.10)	(19.70)	(23.70)
Net Cash (Used) / Generated in Financing Activities	**9,809.30**	**13,018.50**	**44,911.00**	**17,351.80**	**21,870.90**	**4,321.10**
Net Increase / (Decrease) in Cash & Cash Equivalents	**1,959.00**	**(1,008.30)**	**1,204.40**	**(441.20)**	**(2,405.20)**	**2,168.60**
Cash & Cash Equivalents at the beginning of the year/period	217.70	1,226.00	21.60	450.50	2,855.70	687.10
Less: Cash and Bank balance transferred as per Scheme of Arrangement	-	-	-	-	-	-
Add: Cash & Cash Equivalents acquired on Amalgamation	-	-	-	12.30	-	-
Cash & Cash Equivalents at the end of the year/period	**2,176.70**	**217.70**	**1,226.00**	**21.60**	**450.50**	**2,855.70**

Explanation:

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.

2. Previous year's figures have been regrouped/ reclassified wherever necessary to conform to the current period's classification.

Srei Infrastructure Finance Ltd. (Consolidated)
Statement of Assets and Liabilities, As Reformatted
(₹In Million)

	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009
EQUITY AND LIABILITIES						
Shareholders' Funds						
Share Capital	5,032.40	5,032.40	5,032.40	5,032.40	1,162.90	1,162.90
Reserves and Surplus	29,811.50	28,938.00	26,754.30	25,648.20	11,733.80	10,152.90
Money received against share warrants	-	-	-	-	-	178.00
	34,843.90	**33,970.40**	**31,786.70**	**30,680.60**	**12,896.70**	**11,493.80**
Minority Interest	**335.80**	**274.20**	**912.80**	**737.90**	**236.10**	**221.10**
Non-Current Liabilities						
Long-Term Borrowings	72,368.90	67,540.40	57,275.80	42,360.10	36,306.30	18,798.60
Deferred Tax Liabilities	1,796.40	1,743.80	1,405.30	1,015.00	736.30	274.30
Other Long-Term Liabilities	736.00	828.30	714.10	439.70	114.20	49.00
Long-Term Provisions	1,599.90	1,354.60	1,036.90	826.70	530.50	471.10
	76,501.20	**71,467.10**	**60,432.10**	**44,641.50**	**37,687.30**	**19,593.00**
Current Liabilities						
Short-Term Borrowings	1,02,671.40	94,749.10	82,120.20	40,714.90	20,415.40	15,293.20
Trade Payables	2,432.30	2,188.20	4,276.50	2,895.90	2,887.40	1,540.00
Other Current Liabilities						
- Current Maturities of Long-Term Borrowings	20,145.10	20,525.80	19,762.50	16,863.40	8,827.60	8,688.90
- Others	3,497.30	2,915.40	2,212.10	1,739.90	1,062.10	886.00
Short-Term Provisions	200.40	501.10	534.80	899.60	187.70	158.80
	1,28,946.50	**1,20,879.60**	**1,08,906.10**	**63,113.70**	**33,380.20**	**26,566.90**
Total	**2,40,627.40**	**2,26,591.30**	**2,02,037.70**	**1,39,173.70**	**84,200.30**	**57,874.80**
ASSETS						
Non-Current Asset						
Fixed Assets						
- Tangible Assets	12,849.20	13,029.40	18,691.10	14,458.70	3,046.50	3,110.70
- Intangible Assets	214.90	91.40	159.40	159.10	124.30	28.00
- Capital Work in Progress	2,065.30	1,802.40	1,902.10	776.20	14,166.70	471.90
Goodwill	3,874.80	3,874.80	4,398.80	4,253.40	62.20	62.20
Deferred Tax Assets	176.30	132.90	318.30	358.30	8.40	2.20
Non-Current Investments	21,141.00	21,136.80	21,005.10	20,314.40	6,707.40	4,438.20
Long-Term Loans and Advances						
- Financial Assets	42,549.70	42,050.30	30,789.60	24,623.10	19,231.50	17,375.20
- Loan Assets	69,535.30	58,991.20	22,345.70	16,865.50	14,038.40	5,203.30
- Other Long-Term Advances	2,701.90	1,604.90	1,804.30	1,063.60	428.80	1,367.00
Other Non-Current Assets	2,356.80	3,701.70	2,035.20	2,060.00	767.80	376.90
	1,57,465.20	**1,46,415.80**	**1,03,449.60**	**84,932.30**	**58,582.00**	**32,435.60**
Current Assets						
Inventories	65.20	47.40	131.80	169.20	100.70	240.10
Current Investments	3,432.20	3,652.70	220.00	-	-	-
Trade Receivables	2,386.20	1,886.60	3,469.10	2,336.10	1,076.20	737.50
Cash and Bank Balances	6,185.70	5,798.50	6,713.40	2,202.40	2,870.70	4,647.20
Short-Term Loans and Advances						
- Financial Assets	6,668.80	5,171.40	4,054.40	4,656.50	3,928.80	4,234.50
- Loan Assets	3,360.00	7,267.00	4,446.30	5,371.40	1,027.90	1,529.60
- Other Advances	1,205.80	1,994.90	2,074.50	2,106.10	1,857.00	531.30
Other Current Assets						
- Current Maturities of Long-Term Financial Assets	23,644.20	21,385.50	15,880.70	13,639.80	10,815.10	9,318.30
- Current Maturities of Long-Term Loan Assets	27,823.60	30,765.80	58,474.80	23,205.60	3,529.40	2,920.70
- Other Current Assets	8,390.50	2,205.70	3,123.10	554.30	412.50	1,280.00
	83,162.20	**80,175.50**	**98,588.10**	**54,241.40**	**25,618.30**	**25,439.20**
Total	**2,40,627.40**	**2,26,591.30**	**2,02,037.70**	**1,39,173.70**	**84,200.30**	**57,874.80**

Srei Infrastructure Finance Ltd (Consolidated)
Statement of Profit and Loss, As Reformatted

(₹ In Million)

Particulars	**Period ended 30.09.2013**	**Year ended 31.03.2013**	**Year ended 31.03.2012**	**Year ended 31.03.2011**	**Year ended 31.03.2010**	**Year ended 31.03.2009**
INCOME						
Revenue from Operations	15,907.80	30,834.00	24,334.20	16,205.60	9,973.90	8,586.50
Other Income	139.00	265.20	129.10	175.30	156.20	135.30
Total	**16,046.80**	**31,099.20**	**24,463.30**	**16,380.90**	**10130.10**	**8,721.80**
EXPENSES						
Finance Costs	11,674.90	21,392.50	15,650.30	8,300.80	5,343.60	5,268.40
Employee Benefits Expense	581.50	1,614.40	1,713.00	1,234.40	718.40	584.80
Administrative and Other Expenses	1,073.10	2,474.40	2,236.80	1,931.10	907.30	1109..80
Depreciation / Amortization and Impairment Expense	777.40	1,936.20	1,650.30	1,240.90	432.80	365.80
Total	**14,106.90**	**27,417.50**	**21,250.40**	**12,707.20**	**7402.10**	**7,328.80**
Profit before Bad Debts, Provisions &	1,939.90	3,681.70	3,212.90	3,673.70	2728.00	1,393.00
Bad Debts/Advances written off (net of recovery)	293.20	708.30	512.10	350.70	530.40	92.30
Provision for Bad & Doubtful Debts	26.20	64.00	36.70	48.50	-	-
Provision for Non-Performing Assets	174.90	263.10	179.50	161.20	21.00	251.30
Contingent Provisions against Standard Assets	21.30	59.50	116.90	223.60	-	-
	515.60	**1,094.90**	**845.20**	**784.00**	**551.40**	**343.60**
Profit Before Extraordinary Item and	1,424.30	2,586.80	2,367.70	2,889.70	2,176.60	1,049.40
Prior Period items	-	(5.20)	-	-	-	-
Adjustment on disposal/cessation of Subsidiaries, Step Down Subsidiaries and Joint Venture of Subsidiaries	5.10	1,046.20	-	-	-	-
Profit Before Tax	**1,429.40**	**3,627.80**	**2367.70**	**2889.70**	**2176.60**	**1049.40**
Tax Expense :						
-Current Tax	559.90	727.40	546.60	826.70	343.70	70.10
-Mat Credit Entitlement	(0.20)	(7.10)	(18.90)	(9.40)	(219.00)	(71.10)
-Fringe Benefit tax expense	-	-	-	-	-	4.60
-Deferred Tax	1.50	307.20	367.40	(20.30)	461.90	219.90
Total Tax for year/period	**561.20**	**1,027.50**	**895.10**	**797.00**	**586.60**	**223.50**
Profit After Tax for year/period	**868.20**	**2,600.30**	**1,472.60**	**2,092.70**	**1,590.00**	**825.90**
Income tax in respect of earlier years / periods	(0.10)	(0.40)	241.10	130.90	22.00	0.20
Profit After Tax Before Share of results of Associate and Minority Interest	**868.30**	**2,600.70**	**1,231.50**	**1,961.80**	**1,568.00**	**825.70**
Share of Loss of Associates	-	10.00	-	-	-	-
Profit After Tax before Minority Interest	**868.30**	**2,590.70**	**1231.50**	**1961.80**	**1568.00**	**825.70**
Minority Interest	(16.30)	(41.10)	113.40	169.40	9.40	4.90
Net Profit	**884.60**	**2,631.80**	**1118.10**	**1792.40**	**1558.60**	**820.80**
Pre-Acquisition Profit/(Loss)	-	-	-	47.40	-	-
Minority Interest of Pre Acquisition (Profit)/Loss	-	-	(3.90)	(47.40)	-	(0.40)
Profit After Tax after adjustment of Minority Interest	**884.60**	**2,631.80**	**1114.20**	**1792.40**	**1558.60**	**820.40**

Srei Infrastructure Finance Ltd. (Consolidated)
Cash Flow Statement, As Reformatted **(₹ In Million)**

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
A. Cash Flows from Operating						
Profit Before Tax	1,429.40	3,627.80	2,367.70	2,889.70	2,176.60	1,049.40
Adjustment for:						
Depreciation/Amortizations and Impairment	777.40	1,936.20	1,650.30	1,240.90	432.80	365.80
Bad Debts/Advances written off (net of recovery)	293.20	708.30	512.10	350.70	530.40	92.30
Provision for Bad & doubtful debts	26.20	64.00	36.70	48.50	-	-
Provision for Non-Performing Assets	174.90	263.10	179.50	161.20	21.00	251.30
Contingent Provision against Standard Assets	21.30	59.50	116.90	223.60	-	-
Finance Costs	11,674.90	21,392.50	15,650.30	8,300.80	5,343.60	5,268.50
Adjustment on disposal/cessation of Subsidiaries, Step Down Subsidiaries and Joint Venture of Subsidiaries	(5.10)	(1,046.20)	-	-	-	-
Miscellaneous Expenditure written off	2.10	4.20	4.30	-	-	-
Liabilities No Longer Required written back	(28.90)	(79.30)	22.90	(11.30)	(0.40)	-
Investment written off	-	-	1.20	-	-	-
Fixed Assets written off	0.10	-	0.30	-	-	-
Dividend Income	(8.40)	(6.20)	(4.80)	(4.60)	(14.50)	(6.70)
Income from Trade Investments	-	(0.70)	-	(2.80)	(118.50)	(245.20)
Provision for Diminution in value of Stock for Trade	1.80	(4.10)	1.60	9.00	0.70	0.50
Provision for Diminution in value of Investments	-	-	-	4.50	13.80	16.60
(Profit)/ Loss on sale of Fixed Assets(net)	8.30	82.20	55.60	94.30	10.20	(26.10)
Profit on Sale of Current Investments (net)	(5.10)	-	-	-	-	-
Profit on Sale of Stock for Trade	-	(0.30)	-	-	-	-
Foreign Exchange Fluctuation Reserve	(11.10)	(73.90)	-	-	-	-
Operating Profit before Working Capital Changes	**14,351.00**	**26,927.10**	**20,594.60**	**13,304.50**	**8,395.70**	**6,766.40**
Adjustments for:						
(Increase) / Decrease in Receivables/Others	(6,267.10)	(3,298.50)	(4,922.60)	13,515.30	(14,051.90)	4,132.10
(Increase) / Decrease in Financial & Loan Assets	(7,950.40)	(26,559.20)	(47,629.70)	(35,790.80)	(11,989.50)	8,511.80
(Increase) / Decrease in Current Investments/ Stock for Trade	207.80	(3,403.80)	37.40	(58.30)	2.60	2.50
(Increase) / Decrease in Fixed Deposit (Deposit with balance maturity period of more than three months)	1,181.20	672.90	(2,668.80)	(651.60)	62.30	346.00
(Decrease) / Increase in Trade Payables	294.10	(983.60)	1,633.10	(486.60)	1,656.00	(2,522.80)
Cash Generated from Operations	**1,816.60**	**(6,644.60)**	**(32,956.00)**	**(10,167.50)**	**(15,924.80)**	**17,236.00**
Interest Paid	(11,163.60)	(20,439.40)	(15,140.20)	(8,051.50)	(5,575.20)	(5,503.60)
Direct Taxes paid	(378.00)	(778.40)	(1,435.70)	(580.90)	(276.80)	(96.30)

Net Cash (Used in) / Generated from Operating Activities	**(9,725.00)**	**(27,862.40)**	**(49,531.90)**	**(18,799.90)**	**(21,776.80)**	**11,636.10**
B. Cash Flows from Investing Activities						
Purchase of Fixed Assets	(1,040.20)	(2,591.90)	(7,167.10)	(5,698.90)	(562.10)	580.60
Proceeds from Sale of Fixed Assets	48.20	92.40	102.30	94.80	11.30	221.80
(Increase) / Decrease in Non-Current Investments (net)	(4.20)	(46.30)	(842.10)	(1,424.20)	(2,296.80)	(1,235.90)
Income from Trade Investments	-	-	-	2.80	118.50	245.20
Dividend Received	8.40	6.20	4.80	4.60	14.50	6.70
Net Cash (Used) / Generated in Investing Activities	**(987.80)**	**(2,539.60)**	**(7,902.10)**	**(7,020.90)**	**(2,714.60)**	**(181.60)**
C. Cash Flows from Financing Activities						
Issue of Equity Capital (including premium)	-	99.40	-	-	-	3,758.20
(Increase) / Decrease of Goodwill on consolidation	-	(84.90)	-	-	-	-
Adjustment on disposal of Step- down subsidiaries and Joint Venture of Subsidiary	5.10	686.30	-	-	-	-
Increase/(Decrease)in Debentures (net)	2,396.70	8,588.20	12,533.50	296.00	6,505.30	(5,861.40)
Increase / (Decrease) in Working Capital facilities (net)	8,007.60	21,880.80	34,069.20	21,261.20	5,481.90	(1,576.10)
Increase / (Decrease) in Other Loans (net)	2,043.70	(768.60)	12,661.20	3,790.20	10,781.40	(5,228.10)
Dividend Paid	(251.60)	(418.00)	(374.50)	(139.30)	(116.20)	(139.60)
Corporate Dividend Tax Paid	(42.80)	(40.80)	(61.30)	(23.20)	(19.80)	(23.70)
Net Cash (Used) / Generated in Financing Activities	**12,158.70**	**29,942.40**	**58,828.10**	**25,184.90**	**22,632.60**	**(9,070.70)**
Net Increase / (Decrease) in Cash & Cash Equivalents	**1,445.90**	**(459.60)**	**1,394.10**	**(635.90)**	**(1,858.80)**	**2,383.80**
Cash & Cash Equivalents at the beginning of the year/period	1,853.40	2,408.30	1,014.20	1,399.00	3,257.80	874.00
Add: Cash & Cash Equivalents acquired on Amalgamation	-	-	-	251.10	-	-
Less: Adjustment of Cash & Cash Equivalents on disposal/cessation of Subsidiaries	-	(95.30)	-	-	-	-
Cash & Cash Equivalents at the end of the year/period	**3,299.30**	**1,853.40**	**2,408.30**	**1,014.20**	**1,399.00**	**3,257.80**

Explanation:

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.

2. Previous year's figures have been regrouped/ reclassified wherever necessary to conform to the current period's classification.

FINANCIAL HIGHLIGHTS OF OUR COMPANY (ON CONSOLIDATED BASIS)

(₹ In Million)

Particulars	As on/For the period ended 30.09.13 (Audited)	As on/For the year ended 31.03.13 (Audited)	As on/ For the year ended 31.03.12 (Audited)	As on/ For the year ended 31.03.11 (Audited)
Net worth	34,843.90	33,970.40	31,786.70	30,680.60
Total Debt	195,185.40	182,815.30	159,158.50	99,938.40
of which –Long Term Borrowing	72,368.90	67,540.40	57,275.80	42,360.10
- Short Term Borrowing	102,671.40	94,749.10	82,120.20	40,714.90
- Current Maturities of Long Term Borrowing	20,145.10	20,525.80	19,762.50	16,863.40
Fixed Assets(Tangible Assets+ Intangible Assets+ Capital work in Progress)	15,129.40	14,923.20	20,752.60	15,394.00
Non-Current Assets (Excluding Fixed Assets)	142,335.80	131,492.60	82,697.00	69,538.30
Cash and Bank Balances	6,185.70	5,798.50	6,713.40	2,202.40
Current Investments	3,432.20	3,652.70	220.00	0.00
Current Assets (Excluding Cash and Bank Balances & Current Investments)	73,544.30	70,724.30	91,654.70	52,039.00
Current Liabilities (Excluding Short Term Borrowing and Current Maturities of Long Term Borrowings)	6,130.00	5604.70	6,821.20	5,419.80
Asset Under Management	347,541.20	333,296.45	307,643.50	205,052.40
Off Balance Sheet Assets (Securitisation)	20,909.00	28,281.00	45,923.80	21,542.60
Income from Loans/Financial Assets	13,017.70	23,779.40	18,114.10	11,250.50
Finance Cost (Interest expense and other borrowing costs)	11,674.90	21,392.50	15,650.30	8,300.80
Provisioning & Write-offs (Bad Debts/Advances written off (net of recovery) +Stock for Trade Written-off +Provision for Bad & Doubtful Debts+ Provision for Non-Performing Assets+ Contingent Provisions against Standard Assets)	515.60	1,094.90	845.2	784.00
Profit After Tax before Minority Interests	868.30	2,600.70	1,231.50	1,961.80
Gross NPA (%)	2.91	2.77	1.58	1.04
Net NPA (%)	2.37	2.30	1.18	0.65
Tier I Capital Adequacy Ratio (%) *	13.61	14.28	14.59	25.13
Tier II Capital Adequacy Ratio (%) *	7.67	7.40	5.58	4.23

*** Standalone basis**

CAPITAL STRUCTURE

Details of Share Capital

The share capital of our Company as at date of this Prospectus is set forth below:

Share Capital	Amount (in ₹ Mn)
Authorised Capital	
1000,000,000 Equity Shares of ₹ 10/- each	10,000.00
50,000,000 Preference Shares of ₹ 100/- each	5,000.00
Total	**15,000.00**
Issued and Subscribed Capital	
503,559,160 Equity Shares of ₹10/- each	5,035.60
Paid-up Capital	
503,086,333* Equity Shares of ₹10/- each	5,030.90
Add : Share Forfeiture Account	1.50
Total	**5,032.40**

** of the above Equity Shares, the Equity Shares allotted for consideration other than cash are as follows:*

(a) *92,915,839 Equity Shares (previous year 92,915,839) were allotted as Bonus Shares by capitalisation of Securities Premium.*

(b) *294,025,696 Equity Shares (previous year 294,025,696) were allotted pursuant to Scheme of Amalgamation, without payment being received in cash and includes 48,600,000 shares allotted to 'Srei Growth Trust'.*

Details of share capital as on the date of this Prospectus

Share Capital	₹ in Mn
Authorized Share Capital	15,000.00
Issued, Subscribed and Paid-up Share Capital	5,032.40

Changes in the authorised capital of our Company as on the date of this Prospectus is set forth below:

Sl. No.	Date of Shareholders' Resolution	Alteration of authorized share capital of our Company
1.	January 15, 1990	The authorised share capital of our Company was increased from ₹ 2.45 million divided into 0.245 million of Equity Shares of ₹10/- each to ₹7.00 million divided into 0.7 million of Equity Shares of ₹10/- each.
2.	March 19, 1991	The authorised share capital of our Company was increased from ₹ 7.00 million divided into 0.7 million of Equity Shares of ₹10/- each to ₹50.00 million divided into 5 million of Equity Shares of ₹10/- each
3.	June 7, 1991	The authorised share capital of our Company was increased from ₹ 50.00 million divided into 5 million of Equity Shares of ₹10/- each to ₹ 75.00 million divided into 7.5 million of Equity Shares of ₹10/- each.
4.	June 17, 1993	The authorised share capital of our Company was increased from ₹ 75.00 million divided into 7.5 million of Equity Shares of ₹10/- each to ₹ 250.00 million divided into 25 million Equity Shares of ₹10/- each.
5.	January 30, 1995	The authorised share capital of our Company was increased from ₹ 250.00 million divided into 25 million Equity Shares of ₹10/- each into ₹ 4000.00 million divided into 100 million of Equity Shares of ₹10/- each and 15 million Preference shares of ₹ 200/- each.
6.	June 20, 1995	The authorised share capital of our Company was increased from ₹ 4000.00 million divided into 100 million of Equity Shares of ₹10/- each and 15 million Preference shares of ₹ 200/- each to ₹ 7000.00 million divided into 100 million Equity Shares of ₹10/- each, 15 million Preference shares of ₹ 200/- each, 20 million Preference shares of ₹ 100/- each and 20 million Preference shares of ₹ 50/- each.
7.	March 10, 2005	The authorised share capital of our Company was reclassified by converting 15 million Preference shares of ₹ 200/- each into 300 million Equity shares of ₹ 10 each/- and by further conversion of 20 million Preference shares of ₹ 100/- each and 20 million Preference shares of ₹ 50/- each into 30 million Preference shares of ₹100/- each. The revised authorised capital of our Company is divided into 400 million Equity Shares of ₹10/- each and 30 million Preference Shares of ₹ 100 each.
8.	March 4, 2011 (Effective Date)	The authorized share capital of our Company had been enhanced and reclassified from existing ₹ 7000.00 million (divided into 400 million Equity Shares of ₹10/- each and 30 million Preference Shares of ₹ 100 each) to 710 million equity shares of ₹ 10 each and

Sl. No.	Date of Shareholders' Resolution	Alteration of authorized share capital of our Company
		10 million preference shares of ₹ 100 each, pursuant to the Scheme of Amalgamation of Quippo Infrastructure Equipment Limited into and with our Company sanctioned by the Hon'ble High Court at Calcutta vide its Order made on January 18, 2011 and effective w.e.f. March 4, 2011.
9.	August 14, 2013	The authorised share capital of our Company has been increased from ₹ 8100.00 million divided into 710 million of Equity Shares of ₹10/- each and 10 million Preference shares of ₹ 100/- each to ₹ 15000.00 million divided into 1000 million Equity Shares of ₹10/- each and 50 million Preference shares of ₹ 100/- each.

Changes in the issued and subscribed capital (equity capital) of our Company till the date of this Prospectus are set forth below:

Date of Allotment	Number of Equity shares	Face value per Equity Share (in ₹)	Issue price per Equity Share(in ₹)	Consideration (cash or other than cash)	Nature of allotment	Cumulative			Remarks
						No. of Equity Shares	Equity Share Capital	Equity Share Premium (₹.)	
March 30, 1985	2742	10	10	Cash	Subscribers to the Memorandum of Association	2742	27420	-	[Ref Note 1]
June 27, 1986	31,600	10	10	Cash	Preferential Allotment	34,342	343,420	-	[Ref Note 2]
May 24, 1987	16,000	10	10	Cash	Preferential Allotment	50,342	503,420	-	[Ref Note 3]
December 13, 1988	5,000	10	10	Cash	Preferential Allotment	55,342	553,420	-	[Ref Note 4]
May 30, 1990	608,558	10	10	Cash	Preferential Allotment	663,900	6,639,000	-	[Ref Note 5]
April 20, 1991	256,100	10	10	Cash	Preferential Allotment	920,000	9,200,000	-	[Ref Note 6]
August 31, 1992	3,220,000	10	10	Cash	3220000 Equity Shares of ₹10 each allotted under Public Issue.	4,140,000	41,400,000	-	
January 13, 1994	4,140,000	10	20	Cash	Rights Issue of shares in the ratio of one Equity Share for every one Equity share held on the Record Date i.e. October 20, 1993.	8,280,000	82,800,000	41,400,000	
November 21, 1997	45,454,545	10	22	Cash	Conversion of 10 million 17% Compulsorily convertible Preference Shares (CPS) of ₹ 100 each into Equity Shares.	53,734,545	537,345,450	586,854,540	[Ref Note 7]
September 5, 1998	27,688	10	15	Cash	Conversion of optional warrant "A" issued along with 17% Compulsorily Convertible Preference Shares.	53,762,233	537,622,330	586,992,980	[Ref Note 7]
June 1, 1999	5500	10	10	Cash	Conversion of optional warrant "B" issued along with 17% Compulsorily Convertible Preference Shares.	53,767,733	537,677,330	586,992,980	[Ref Note 7]
April 18, 2005	34,594,000	10	44.38	Cash	Being underlying shares to the Global Depositories Receipts issued by our Company.	88,361,733	883,617,330	1,776,334,700	[Ref note 8]
November 22, 2005	21,050,056	10	33	Cash	Issue of fully paid up Equity shares pursuant to exercise of option by the holders of 21050056 detachable tradable warrants between August 25, 2005 to August 24, 2007.	109,411,789	1,094,117,890	2,260,485,988	[Ref note 9]
February 20, 2006	3556	10	37	Cash	Issue of fully paid up Equity shares pursuant to exercise of option by the holders of 3556 detachable tradable	109,415,345	1,094,153,450	2,260,582,000	[Ref note 10]

Date of Allotment	Number of Equity shares	Face value per Equity Share (in ₹)	Issue price per Equity Share(in ₹)	Consideration (cash or other than cash)	Nature of allotment	Cumulative			Remarks
						No. of Equity Shares	Equity Share Capital	Equity Share Premium (₹.)	
					warrants between August 25, 2005 to August 24, 2007.				
May 13,2006	880	10	39	Cash	Issue of fully paid up Equity shares pursuant to exercise of option by the holders of 880 detachable tradable warrants between August 25, 2005 to August 24, 2007.	109,416,225	1,094,162,250	2,260,607,520	[Ref note 10]
February 19, 2007	200	10	28	Cash	Issue of fully paid up Equity shares pursuant to exercise of option by the holders of 200 detachable tradable warrants between August 25, 2005 to August 24, 2007.	109,416,425	1,094,164,250	2,260,611,120	[Ref note 10]
May 11, 2007	400	10	29	Cash	Issue of fully paid up Equity shares pursuant to exercise of option by the holders of 400 detachable tradable warrants between August 25, 2005 to August 24, 2007.	109,416,825	1,094,168,250	2,260,618,720	[Ref note 10]
November 8, 2007	800	10	41	Cash	Issue of fully paid up Equity shares pursuant to exercise of option by the holders of 800 detachable tradable warrants between August 25, 2005 to August 24, 2007.	109,417,625	1,094,176,250	2,260,643,520	[Ref note 10]
March 31, 2008	7,200,000	10	100	Cash	Preferential Allotment.	116,617,625	1,166,176,250	2,908,643,520	[Ref note 10]
March 5, 2011	386,941,535	10	-	Other than Cash	Equity shares issued pursuant to the Scheme of Amalgamation of Quippo Infrastructure Equipment Limited into and with our Company	503,559,160	5,035,591,600	2,908,643,520	[Ref Note 11]
Less : Shares forfeited on March 14, 2000						472,827			
Total						503,086,333			

Notes

1. 2,742 Equity Shares were allotted to Hari Prasad Kanoria, Hemant Kanoria, Bimal Kumar Singhania, Ramotar Agarwal, Anjani Rungata, Devendra Mohan and Pradeep Kumar
2. 31,600 Equity Shares were allotted to Shyam Sunder Jhunjhunwala, Durjan Singh, Radheshyam Periwala, Economic Metals (P) Ltd and Pragya Constructions (P) Ltd.
3. 16,000 Equity Shares were allotted to Saraswati Devi Jalan, Beharilal Jalan, Sajjan Kumar Drolia, Vishnu Kr Gupta, Manoj Kr Jalan and Mahesh Kr Gupta.
4. 5,000 Equity Shares were allotted to Anju Das and Sunita Kanoria.
5. 608,558 Equity Shares were allotted to Sanjeev Kanoria, Sangita Kanoria, Madhulika Kanoria, Manisha Kanoria, Hemant Kanoria, Hari Prasad Kanoria, Sunil Kanoria, Sunita Kanoria, Champa Devi Kanoria, Hari Prasad Kanoria (Karta Hari Prasad Hemant Kumar (HUF) Hanumandas Hari Prasad), Hemant Kanoria (C/o M/s. Kedarnath Hari & Sons), Hari Prasad Kanoria (C/o M/s. Sivasakti), Opulent Fiscal Services Limited, Jyotirmoy Roy, Mahabir Prasad Agarwal, Anil Chandra Das, Paresh Chandra Bose, Suresh Bose, Ajit Haldar, Sudhin Mazumdar and Rahul Bhaduri.
6. 256,100 Equity Shares were allotted to the Sanjeev Kanoria, Anjiya Finance & Housing Ltd, Hari Prasad Kanoria and Sangita Kanoria.
7. There was Public Issue of 10,000,000, 17 % Convertible Preference Shares (CPS) of ₹ 100 each out of which there was Firm allotment of 2,500,000 17 % Convertible Preference Shares and issue to the public to the extent of 7,500,000 17 % Convertible Preference Shares. Every two CPS had two detachable tradable warrants attached to it -Warrant A and Warrant B. The holders of Warrant A had the right to subscribe to one

Equity share of ₹ 10 each of our Company to be exercised within 24 months from the date of allotment of CPS. Such right was exercised on September 5, 1998. The holders of Warrant B had the right to subscribe to one Equity share of ₹ 10 each of our Company to be exercised within 36 months from the date of allotment of CPS. Such right was exercised on June 1, 1999. Each CPS were compulsorily convertible into within 18 months from the date of allotment into 45,454,545 number of Equity shares of ₹ 10 each at ₹22 each (including premium) as decided by the Board of Directors of our Company which was calculated based on the following formula: 75% of the average daily closing price of the Equity shares of our Company at the Regional Stock exchange in Calcutta during the 3 months prior to the date of conversion and to be more than ₹ 10 and not to exceed ₹ 100. The CPS were converted and allotted on November 21, 1997 into 45,454,545 Equity shares, out of which 37,780,454 were fully paid up and 7,674,091 were partly paid up. The Managing Director and the Deputy Secretary were authorized to issue call notices on partly paid up Equity shareholders for payment of call money. 472,827 number of partly paid up Equity shares were forfeited on March 14, 2000 for non-payment of call money.

8. Our Company vide its Letter of Offer dated April 18, 2005 had offered up to 8,648,500 Global Depository Receipts ("GDR"), each representing four equity shares of nominal value ₹10 each, at the offer price of US$ 4.05 per GDR.

9. Our Company issued 5,400,000 Unsecured Subordinated NCDs, non-convertible in nature with an overall tenure of 12 years, of ₹ 100 each for cash at par with four detachable tradable warrants attached thereto to the Equity Shareholders of our Company on Rights basis in the ratio of one NCD for every ten Equity shares held as on the record date i.e. May 9, 2000.

   Vide the Board meeting held on August 25, 2000, our Company allotted 5,266,075 NCDs and 21,064,300 Warrants, and the unsubscribed portion of issue of 133,925 NCDs lapsed. Each warrant entitled the holder to an option to apply for and be allotted one equity share of our Company after the end of 5th year and before completion of the 7th year from the date of the allotment. The conversion rights of balance 8408 Warrant holders who did not exercise their option at the last determination date i.e. August 24, 2007 extinguished and the same were cancelled by our Company.

10. Our Company on October 30, 2007 issued and allotted 25,000,000 warrants of ₹10 each to the Promoter group of our Company by way of preferential allotment. Each warrant was convertible into Equity shares of ₹ 10 each in one or more tranches at a price of ₹ 100 per share (including premium of ₹ 90) within a period of 18 months from the date of allotment of the warrants. Out of 25,000,000 warrants, conversion option for 7,200,000 warrants was exercised in 2007-08. Conversion option for balance warrants were not exercised during the year ended March 31, 2009 and has since expired and hence forfeited on April 29, 2009. The Application Amount is disclosed as 'Equity Warrants Issued and Subscribed' as on March 31, 2009.

11. Pursuant to the Scheme of Amalgamation of Quippo Infrastructure Equipment Limited (Quippo) into and with our Company sanctioned by the Hon'ble High Court at Calcutta, our Company had issued and allotted 294,025,696 Equity Shares of ₹ 10 each fully paid up of our Company to the shareholders of Quippo based on the share exchange ratio of 27:10, in consideration of the transfer and vesting of all assets and liabilities of Quippo into and with our Company. Further, the Company had issued and allotted 9,29,15,839 Equity Shares of ₹ 10/- each fully paid up to the equity shareholders of Srei Infra as bonus shares in the ratio of 4 (four) equity shares of ₹10/- each (fully paid-up) for every 5 (five) equity shares of ₹10/- each of Srei Infra held by them as on the record date, by way of capitalization of free reserves, pursuant to the aforesaid Scheme of Amalgamation.

Preference Share Capital History of our Company

Date of allotment	Number of preference shares	Issue price per preference share (in ₹)	Face value per preference share (in ₹)	Consideration (cash or other than cash)	Reasons for allotment
May 14, 1996	10,000,000	100	100	Cash	Public issue [Ref Note 1]

Note:

1. There was Public Issue of 10,000,000 17 % Convertible Preference Shares ("CPS") of ₹100 each out of which there was Firm allotment of 2,500,000 CPS and issue to the public to the extent of 7,500,000 CPS. Every two CPS had two detachable tradable warrants attached to it -Warrant A and Warrant B. The holders of Warrant A had the right to subscribe to one Equity share of ₹ 10 each of our Company to be exercised within 24 months from the date of allotment of CPS. Such right was exercised on September 5, 1998. The holders of Warrant B had the right to subscribe to one Equity share of ₹ 10 each of our Company to be exercised within 36 months from the date of allotment of CPS. Such right was exercised on June 1, 1999. Each CPS were compulsorily convertible within 18 months from the date of allotment into 45,454,545 number of Equity shares of ₹ 10 each at ₹22 each (including premium) as decided by the Board of Directors of our Company which was calculated based on the formula - 75% of the average daily closing price of the Equity shares of our Company at the Regional Stock exchange in Calcutta during the 3 months prior to the date of conversion and to be more than ₹ 10 and not to exceed ₹ 100. The CPS were converted and allotted on November 21, 1997 into 45,454,545 Equity shares, out of which 37,780,454 were

fully paid up and 7,674,091 were partly paid up. The Managing Director and the Deputy Secretary were authorized to issue call notices on partly paid up Equity shareholders for payment of call money. 472,827 number of partly paid up Equity shares were forfeited on March 14, 2000 for non-payment of call money.741Equity shares, being fractional entitlements arising out of the conversion of the aforesaid CPS, were allotted to Ajay Kumar Agarwal, trustee, with authority to sell the same and distribute the proceeds to the allottees to the extent of their fractional entitlements after meeting necessary charges and expenses of the trustee in this connection.

Details of any Acquisition or Amalgamation in the last 1 year

None

Details of any Reorganization or Reconstruction in the last 1 year

None

Except as set forth below, none of our Directors hold any Equity Shares as on March 31, 2014:-

Sl. No.	Name of the Director	Total No. of Equity Shares	% of total number of Equity Shares
1.	Mr. Hemant Kanoria	3,80,000	0.08
2.	Mr. Sunil Kanoria	18,02,714	0.36
3.	Mr. Saud Ibne Siddique	3,00,000	0.06

As per the Articles of Association of our Company, the Directors are not required to hold any qualification shares in our Company.

Shareholding pattern of our Company as on March 31, 2014 is set forth below:-

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a % of Total No. of Shares
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)=(VII)/(III)*100
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
Individuals / Hindu Undivided Family	2	2182714	2182714	0.43	0.43	0	0.00
Bodies Corporate	3	243181250	243181250	48.34	48.34	0	0.00
Sub Total (A)(1)	**5**	**245363964**	**245363964**	**48.77**	**48.77**	**0**	**0.00**
(2) Foreign							
Bodies Corporate	0	0	0	0.00	0.00	0	0.00
Sub Total (A)(2)	**0**	**0**	**0**	**0.00**	**0.00**	**0**	**0.00**
Total shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	**5**	**245363964**	**245363964**	**48.77**	**48.77**	**0**	**0.00**
(B) Public Shareholding							
(1) Institutions						**N. A.**	**N. A.**
Mutual Funds / UTI	3	1727388	1711268	0.34	0.34		
Financial Institutions / Banks	3	158801	158801	0.03	0.03		
Foreign Institutional Investors	46	58987985	58807985	11.73	11.73		
Sub Total (B)(1)	**52**	**60874174**	**60678054**	**12.10**	**12.10**		
(2) Non-Institutions						**N. A.**	**N. A.**
Bodies Corporate	1090	26404973	26297694	5.25	5.25		
Individuals -							
Individual shareholders holding nominal share capital up to ₹ 1 lakh	55345	29715976	28545708	5.91	5.91		
Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	498	77987974	77966339	15.50	15.50		
Any Others (Specify) -							
Non Resident Individual	730	1836440	1820083	0.37	0.37		
Trusts	5	58019675	58019675	11.53	11.53		
Clearing Members	270	1125840	1125840	0.22	0.22		
Foreign Corporate Bodies	1	1735717	0	0.35	0.35		
Sub Total (B)(2)	**57939**	**196826595**	**193775339**	**39.13**	**39.12**		
Total Public shareholding (B) = (B)(1)+(B)(2)	**57991**	**257700769**	**254453393**	**51.23**	**51.22**	**N. A.**	**N. A.**
Total (A)+(B)	**57996**	**503064733**	**499817357**	**100.00**	**100.00**	**0**	**0.00**
(C) Shares held by Custodians and against which Depository Receipts have been issued				**N. A.**		**N. A.**	**N. A.**
(1) Promoter and Promoter Group	0	0	0		0.00		
(2) Public	1	21600	21600		0.00		

Category of Shareholder	No. of Share holders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a % of Total No. of Shares
Sub Total (C)	**1**	**21600**	**21600**		**0.00**		
GRAND TOTAL (A)+(B)+(C)	**57997**	**503086333**	**499838957**	**N. A.**	**100.00**	**0**	**0.00**

None of the shares held by the Promoter/Promoters' Group is under pledge or otherwise encumbered as on March 31, 2014.

Top 10 Holders of Equity Shares as on March 31, 2014:

Sl.	Name of the Shareholder	Total No. of Shares	No. of Shares in DEMAT Mode	Total Shareholding as a percentage of total number of equity shares
1.	Bharat Connect Private Limited	115589420	115589420	22.98
2.	Adisri Investment Private Limited	86702840	86702840	17.23
3.	Opulent Venture Capital Trust	57974595	57974595	11.52
4.	Salil Kumar Gupta JH – Srinivasachari Rajagopal (Trustee of Srei Growth Trust)	48600000	48600000	9.66
5.	Fidelity Investment Trust Fidelity Series Emerging Markets Fund	47462511	47462511	9.43
6.	Adhyatma Commercial Private Limited	40888990	40888990	8.13
7.	Milan Commercial Private Limited	9714286	9714286	1.93
8.	Subrata Ghosh (Trustee of Shrestha Trust)	8204986	8204986	1.63
9.	Roopchand Bhanshali	3936934	3936934	0.78
10.	Aadi Financial Advisors LLP	1905041	1905041	0.38

Long Term Debt–Equity Ratio:

The long term debt-equity ratio of our Company prior to this Issue is based on a total outstanding debt of ₹ 121,887.80 million and shareholder funds amounting to ₹ 26,793.60 million, which was 2.26 times, as on September 30, 2013. The long term debt-equity ratio post the Issue (assuming subscription of ₹ 1,500 million) will be 2.31 times, assuming total outstanding debt of ₹ 123,387.80 million and shareholders' fund of ₹ 26,793.60 million as on September 30, 2013.

(₹ In million)

Particulars	Pre Issue as at September 30, 2013 (Audited)	Post Issue*
Debt		
Long Term	60,419.70	61,919.70
Short Term	61,468.10	61,468.10
	121,887.80	**123,387.80**
Shareholders Fund		
Share Capital	5,032.40	5,032.40
Reserves & Surplus		
Special Reserve under section 45-IC of Reserve		
Bank of India Act, 1934	1,712.10	1,712.10
General Reserve	13,960.40	13,960.40
Capital Reserve	194.50	194.50
Securities Premium Account	1,975.40	1,975.40
Debenture Redemption Reserve	1,124.00	1,124.00
Surplus in Profit and Loss Account	2,794.80	2,794.80
	21,761.20	21,761.20
Total Shareholders' Fund	**26,793.60**	**26,793.60**
Long Term Debt-Equity Ratio (Number of times)	**2.26**	**2.31**

** The debt-equity ratio post the Issue is indicative on account of the assumed inflow of ₹ 1,500 million from the proposed Issue in the secured debt category as on September 30, 2013 only. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Deemed Date of Allotment.*

Note

1. Our Company has not issued any debt securities issued for consideration other than cash, whether in whole or part, since its incorporation.
2. Our Company has not, since incorporation, issued any debt securities at a premium or at a discount, or in pursuance of an option.
3. For details of the outstanding borrowings of the Company as on December 31, 2013, see "***Disclosure on Existing Financial Indebtedness***" on page no.99of this Prospectus.

OBJECTS OF THE ISSUE

Issue Proceeds

The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for our various financing activities, to repay our existing loans and our business operations including for our capital expenditure and working capital requirements, subject to applicable statutory and/or regulatory requirements.

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through this Issue.

Further, in accordance with the Debt Regulations, our Company will not utilize the proceeds of the Issue for providing loans to or acquisition of shares of any person or company who is a part of the same group as our Company or who is under the same management as our Company or any subsidiary of our Company.

The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any property.

Further, the Company undertakes that Issue proceeds from NCDs allotted to banks shall not be used for any purpose which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.

Interim Use of Proceeds

The management of our Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds out of the Issue for the purposes described above, our Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board. Such investment would be in accordance with the investment policies approved by the Board or any committee thereof from time to time.

Monitoring of Utilization of Funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended. Our Board shall monitor the utilization of the proceeds of the Issue. For the relevant quarters commencing from the financial year ending March 31, 2014, our Company will disclose in our quarterly financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue.

STATEMENT OF TAX BENEFITS

Statement of Possible Tax Benefits available to the Debenture holders of Srei Infrastructure Finance Limited

The Board of Directors
Srei Infrastructure Finance Limited
"Vishwakarma",
86 C Topsia Road (South)
Kolkata 700 046

Dear Sirs,

We hereby report that the enclosed statement states the possible tax benefits available to the debenture holders of Srei Infrastructure Finance Limited ("the Company") under the Income-tax Act, 1961 and the Wealth Tax Act, 1957, presently in force in India. Several of these benefits are dependent on the Company or its debenture holders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the debenture holders to derive the tax benefits is dependent upon fulfilment of such conditions, which, based on business imperatives the Company faces in the future, it may or may not choose to fulfil.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide any assurance as to whether:

- the debenture holders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

No assurance is given that the revenue authorities/ Courts will concur with the views expressed herein. Our views are based on existing provisions of law and their interpretation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We are not liable to any other person in respect of this statement.

This statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

For **Haribhakti & Co.**
Chartered Accountants
(Firm's Registration No. 103523W)

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613
Place: Kolkata
Date: March 31, 2014

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

Under the current tax laws, the following tax benefits, inter alia, will be available to the Debenture Holders. The tax benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto. The Debenture Holder is advised to consider in their own case the tax implications in respect of subscription to the Debentures after consulting their tax advisor as alternate views are possible. We are not liable to the Debenture Holder in any manner for placing reliance upon the contents of this statement of tax benefits.

A. IMPLICATIONS UNDER THE INCOME-TAX ACT, 1961(₹I.T. ACT')

I. To the Resident Debenture Holder

1. Interest on Debenture received by Debenture Holders would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 193 of the I.T. Act. However, no income tax is deductible at source in respect of the following :

   a. In case the payment of interest on debentures to a resident individual or a Hindu Undivided Family ('HUF') Debenture Holder does not or is not likely to exceed ₹ 5,000 in the aggregate during the Financial year and the interest is paid by an account payee cheque.

   b. On any security issued by a company in dematerialized form and listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made there under.

   c. When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture holder justifies no/lower deduction of tax at source as per the provisions of Section 197(1) of the I.T. Act; **and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest.**

   d. (i) When the resident Debenture Holder with Permanent Account Number ('PAN') (not being a company or a firm) submits a declaration as per the provisions of section 197A (1A) of the I.T. Act in the prescribed Form 15G, verified in the prescribed manner, to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be NIL. However, under section 197A (1B) of the I.T. Act, Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in section 194,interest on securities, interest, withdrawal from NSS and income from units of mutual fund or of Unit Trust of India as the case may be or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the Financial year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax.

   To illustrate, as on 01.04.2013,the maximum amount of income not chargeable to tax in case of individuals (other than senior citizens and super senior citizens) and HUFs is ₹ 2,00,000; in the case of every individual being a resident in India, who is of the age of 60 years or more but less than 80 years at any time during the Financial year (Senior Citizen) is ₹ 2,50,000; and in the case of every individual being a resident in India, who is of the age of 80 years or more at any time during the Financial year (Super Senior Citizen) is ₹ 5,00,000 for Financial Year 2013-14. Further, Section 87A of the I.T. Act provides a tax rebate of 100 percent of income-tax or an amount of ₹2,000 whichever is less to a resident individual whose total income does not exceed ₹ 500,000 during the Financial year.

   (ii) Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration in the prescribed Form 15H for non deduction of tax at source in accordance with the provisions of section 197A (1C) of the I.T. Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on total income of the person is NIL.

   (iii) In all other situations, tax would be deducted at source as per prevailing provisions of the I.T. Act. Form No.15G with PAN/Form No. 15H with PAN/Certificate issued u/s 197(1) has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any tax withholding.

2. In case where tax has to be deducted at source while paying debenture interest, the Company is not required to deduct surcharge, education cess and secondary and higher education cess.

3. Under section 2(29A) of the I.T. Act, read with section 2(42A) of the I.T. Act, a listed debenture is treated as a long term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer.

   Under section 112 of the I.T. Act, capital gains arising on the transfer of long term capital assets being listed securities are subject to tax at the rate of 20% of capital gains calculated after reducing indexed cost of acquisition or 10% of capital gains without indexation of the cost of acquisition. The capital gains will be computed by deducting expenditure incurred in connection with such transfer and cost of acquisition/indexed cost of acquisition of the debentures from the sale consideration.

   However, as per the third proviso to section 48 of I.T. Act, benefit of indexation of cost of acquisition under second proviso of section 48 of I.T. Act, is not available in case of bonds and debenture except capital indexed bonds. Thus, long term capital gains arising out of listed debentures would be subject to tax at the rate of 10 % computed without indexation.

   In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, such long-term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

4. Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax described at Para 3 above would also apply to such short term capital gains.

5. In case the debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.

II. To the Non Resident Debenture Holder

1. A non-resident Indian has an option to be governed by Chapter XII-A of the I.T. Act, subject to the provisions contained therein which are given in brief as under :

   (a) Under section 115E of the I.T. Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20%, whereas, long term capital gains on transfer of such Debentures will be taxable at 10% of such capital gains without indexation of cost of acquisition. Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.

   (b) Under section 115F of the I.T. Act, long term capital gains arising to a non-resident Indian from transfer of debentures acquired or purchased with or subscribed to in convertible foreign exchange will be exempt from capital gains tax if the net consideration is invested within six months after the date of transfer of the debentures in any specified asset (as defined under Section 115C of the I.T. Act), in accordance with and subject to the provisions contained therein.

   (c) Under section 115G of the I.T. Act, it shall not be necessary for a non-resident Indian to file a return of income under section 139(1) of the I.T. Act, if his total income consists only of investment income as defined under section 115C and/or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII-B of the I.T. Act in accordance with and subject to the provisions contained therein.

   (d) Under section 115H of the I.T. Act, where a non-resident Indian becomes a resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII-A shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.

2. In accordance with and subject to the provisions of section 115-I of the I.T. Act, a Non-Resident Indian may

opt not to be governed by the provisions of Chapter XII-A of the I.T. Act. In that case,

(a) Long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10%, computed without indexation.

(b) Investment income and Short-term capital gains on the transfer of listed debentures (debentures are held for a period of not more than 12 months preceding the date of transfer) would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act.

(c) Where debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.

3. Under Section 195 of the I.T. Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per section 115E, and at the normal rates for Short Term Capital Gains if the payee Debenture Holder is a Non Resident Indian.

4. The Income tax deducted shall be increased by a surcharge as under :

(i) In the case of a non-resident Indian, surcharge at the rate of 10% of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds ₹1, 00,00,000/- .

(ii) In the case of a non-domestic company, at the rate of 2% of such income tax where the income or the aggregate of such income paid or likely to be paid and subject to deduction exceeds ₹1,00,00,000/- but does not exceed ₹10,00,00,000/-.

(iii) In the case of a non-domestic company, at the rate of 5% of such income tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds ₹10,00,00,000/-

2% education cess and 1% secondary and higher education cess on the total income tax (including surcharge) is also deductible.

5. As per Section 90(2) of the I.T. Act read with Circular no. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes, in the case of a remittance to a country with which a Double Tax Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the Finance Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of tax residency certificate, containing prescribed particulars is a mandatory condition for availing benefits under any DTAA.

In terms of Chapter X-A of the I.T. Act, General Anti-Avoidance Rule may be invoked notwithstanding anything contained in the I.T. Act. By this Rule, an arrangement entered into by an assessee may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be interalia, denial of tax benefit. This Chapter comes into force with effect from 1.4.2016.

6. Alternatively, to ensure non deduction or lower deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate obtained under section 197(1) of the I.T. Act, from the Assessing Officer, before the prescribed date of closure of books for payment of debenture interest. However, an application for the issuance of such certificate would not be entertained in the absence of PAN, as per the provisions of section 206AA of the I.T. Act.

III. To the Foreign Institutional Investors (FIIs)

1. In accordance with and subject to the provisions of section 115AD of the I.T. Act, long term capital gains on transfer of debentures by FIIs are taxable at 10% (plus applicable surcharge and education and secondary and higher education cess) and short-term capital gains are taxable at 30% (plus applicable surcharge and education and secondary and higher education cess). The benefit of cost indexation will not be available. Further, benefit of provisions of the first proviso of section 48 of the I.T. Act will not apply.

2. Income other than capital gains arising out of debentures is taxable at 20% in accordance with and subject to the provisions of Section 115AD.

3. The Finance Act, 2013 (by way of insertion of a new section 194LD in the I.T. Act) provides for lower rate of withholding tax at the rate of 5%(plus applicable surcharge and education and secondary and higher education cess), on payment by way of interest paid by an Indian company to FIIs and Qualified Foreign Investors in respect of rupee denominated bonds of such company, the said interest being payable between June 1, 2013 and May 31, 2015.This benefit is subject to the condition that the rate of interest on the rupee denominated bond shall not exceed the rate as may be notified by the Central Government in this behalf.

4. In accordance with and subject to the provisions of section 196D (2) of the I.T. Act, no deduction of tax at source is applicable in respect of capital gains arising on the transfer of debentures by FIIs.

5. The provisions at Para II (4, 5 and 6) above would also apply to FIIs.

IV. To the Other Eligible Institutions

All mutual funds registered under Securities and Exchange Board of India or set up by public sector banks or public financial institutions or authorised by the Reserve Bank of India are exempt from tax on all their income, including income from investment in Debentures under the provisions of Section 10(23D) of the I.T. Act, subject to and in accordance with the provisions contained therein.

V. Benefits under Section 54EC and Section 54F of the I.T. Act

1. Under section 54EC of the I.T Act, long term capital gains arising to the debenture holders on transfer of their debentures shall not be chargeable to tax to the extent such capital gains are invested in "long-term specified asset", within six months after the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said long-term specified asset is transferred or converted into money within a period of three years from its date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long-term specified asset is transferred or converted into money. However, the benefit is subject to a limit of investment of ₹ 50 Lakhs during any financial year in the long-term specified asset. Where the benefit of section 54EC of the I.T. Act has been availed of, a deduction from the income with reference to such cost shall not be allowed under section 80C of the I.T. Act.

2. As per the provisions of section 54F of the I.T. Act, any long-term capital gains on transfer of a long term capital asset (not being residential house) arising to a Debenture Holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house, or for construction of residential house within three years from the date of transfer. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis.

   This exemption is available, subject to the condition that the Debenture Holder does not own more than one residential house at the time of such transfer. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such residential house is transferred. Similarly, if the Debenture Holder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as capital gains in the year in which the additional residential house is acquired.

VI. Requirement to furnish PAN under the I.T. Act

1. Section 139A (5A) requires every person, from whose income, tax has been deducted at source under chapter XVIIB of the I.T. Act, to furnish his PAN to the person responsible for deduction of tax at source.

2. Sec.206AA:

   a. Section 206AA of the I.T. Act requires every person entitled to receive any sum on which tax is deductible under Chapter XVIIB ('deductee'), to furnish his PAN to the deductor, failing which tax shall be deducted at the higher of the following rates:

      (i) at the rate specified in the relevant provision of the I.T. Act; or

      (ii) at the rate or rates in force; or

      (iii) at the rate of twenty per cent.

   b. A declaration under Section 197A (1A) or 197A(IC) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per Para (a) above in such a case.

   c. Where a wrong PAN is provided, it will be regarded as non furnishing of PAN and Para (a) above will apply.

VII. Taxability of Gifts received for nil or inadequate consideration

As per section 56(2) (vii) of the I.T. Act, where an individual or a Hindu Undivided Family receives debentures from any person on or after 1st October, 2009:

(i) without any consideration, aggregate fair market value of which exceeds fifty thousand rupees, then the whole of the aggregate fair market value of such debentures or;

(ii) for a consideration which is less than the aggregate fair market value of the debenture by an amount exceeding fifty thousand rupees, then the aggregate fair market value of such debentures as exceeds such consideration;

shall be taxable as the income of the recipient at the normal rates of tax.

However, this provision would not apply to any receipt:

(a) from any relative; or

(b) on the occasion of the marriage of the individual; or

(c) under a will or by way of inheritance; or

(d) in contemplation of death of the payer or donor, as the case may be; or

(e) from any local authority as defined in Section 10(20) of the I.T. Act; or

(f) from any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in Section 10(23C) of the I.T. Act ; or

(g) from any trust or institution registered under section 12AA.

B. IMPLICATION UNDER THE WEALTH TAX ACT, 1957

Wealth-tax is not levied on investment in debentures under section 2(ea) of the Wealth-tax Act, 1957.

Notes

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures/bonds.
2. The above statement covers only certain relevant benefits under the Income-tax Act, 1961 and Wealth Tax Act, 1957 (collectively referred to as ₹direct tax laws') and does not cover benefits under any other law.
3. The above statement of possible tax benefits are as per the current direct tax laws relevant for the financial year 2013-14. Several of these benefits are dependent on the Debenture Holder fulfilling the conditions prescribed under the relevant provisions.
4. This statement is intended only to provide general information to the Debenture Holders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each Debenture Holder is advised to consult his/her/its own tax advisor with respect to specific tax consequences of his/her/its holding in the debentures of the Company.
5. The stated benefits will be available only to the sole/ first named holder in case the debenture is held by joint holders.
6. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant tax treaty, if any, between India and the country in which the non-resident has fiscal domicile.
7. In respect of non-residents, taxes paid in India could be claimed as a credit in accordance with the provisions of the relevant tax treaty.
8. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
9. Interest on application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provision of Section 194A of the I.T. Act.

SECTION IV: ABOUT THE ISSUER AND THE INDUSTRY

INDUSTRY

The information in this section has not been independently verified by us, the Lead Managers, the Co-Lead Managers or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and Government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and Government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.

GLOBAL ECONOMY

Global prospects have improved again but the road to recovery in the advanced economies will remain bumpy. World output growth is forecast to reach 3¼ % in 2013 and 4% in 2014. In the major advanced economies, activity is expected to gradually accelerate, following a weak start to 2013, with the United States in the lead. In emerging market and developing economies, activity has already picked up steam. Advanced economy policymakers have successfully defused two of the biggest threats to the global recovery, a breakup of the euro area and a sharp fiscal contraction in the United States caused by a plunge off the "fiscal cliff." However, old dangers remain and new risks have come to the fore. In the short term, risks mainly relate to developments in the euro area, including uncertainty about the fallout from events in Cyprus and politics in Italy as well as vulnerabilities in the periphery. In the medium term, the key risks relate to adjustment fatigue, insufficient institutional reform, and prolonged stagnation in the euro area as well as high fiscal deficits and debt in the United States and Japan. In this setting, policymakers cannot afford to relax their efforts. In advanced economies, the right macroeconomic approach continues to be gradual but sustained fiscal adjustment, built on measures that limit damage to activity and accommodative monetary policy aimed at supporting internal demand. The United States and Japan still need to devise and implement strong medium-term fiscal consolidation plans. The euro area needs to strengthen the Economic and Monetary Union (EMU). In emerging market and developing economies, some tightening of policies appears appropriate in the medium term. This tightening should begin with monetary policy and be supported with prudential measures as needed to rein in budding excesses in financial sectors. Eventually, policymakers should also return fiscal balances to their healthy pre-2008 levels, rebuilding ample room for policy manoeuvring. Some will need to take significant action now; others will need only limited improvements in the medium term.

Overall, the annual growth forecast for advanced economies in 2013—a modest 1¼ per cent—is no better than the outcome for 2012. That said, assuming that policymakers avoid setbacks and deliver on their commitments, the projections in this World Economic Outlook (WEO) build on continued easing of the brakes on real activity. Consequently, in 2013, after a weak first half, real GDP growth in the advanced economies is projected to rise above 2 per cent for the rest of the year and to average 2¼ per cent in 2014, spurred by U.S. growth of about 3 per cent.

There was a noticeable slowdown in the emerging market and developing economies during 2012, a reflection of the sharp deceleration in demand from key advanced economies, domestic policy tightening, and the end of investment booms in some of the major emerging market economies. But with consumer demand resilient, macroeconomic policy on hold, and exports reviving, most economies in Asia and sub-Saharan Africa and many economies in Latin America and the Commonwealth of Independent States are now seeing higher growth. The recovery should again gain speed in emerging Europe as demand from advanced Europe slowly picks up.

However, economies in the Middle East and North Africa continue to struggle with difficult internal transitions. And a couple of economies in South America are facing high inflation and increasing exchange market pressure.

(Source- http://www.imf.org/external/pubs/ft/weo/2013/01/pdf/text.pdf)

THE INDIAN ECONOMY

Overview

The slowdown of growth in GDP in the year 2012-2013 is participated by domestic factors as well as factors emanating from rest of the world, particularly advanced economies and India's major trading partners. The crisis in Euro Zone area and slow growth in many other advanced economies have affected growth in India through dynamic linkages.

Following the slowdown induced by the global financial crisis in 2008-09, the Indian economy responded strongly to fiscal and monetary stimulus and achieved a growth rate of 8.6 per cent and 9.3per cent respectively in 2009-10 and 2010-11. However, with the economy exhibiting inflationary tendencies, the Reserve Bank of India (RBI) started

raising policy rates in March 2010. High rates as well as policy constraints adversely impacted investment, and in the subsequent two years viz. 2011-12 and 2012-13, the growth rate slowed to 6.2 per cent and 5.0 per cent respectively. Nevertheless, despite this slowdown, the compound annual growth rate (CAGR) for gross domestic product (GDP) at factor cost, over the decade ending 2012-13 is 7.9 per cent.

Growth in GDP at Factor Cost at 2004-5 prices (per cent)				
	2009-10[3R]	2010-11[2R]	2011-12[1R]	2012-13[AE]
Agriculture, forestry & fishing	0.8	7.9	3.6	1.8
Mining & quarrying	5.9	4.9	-0.6	0.4
Manufacturing	11.3	9.7	2.7	1.9
Electricity, gas, & water supply	6.2	5.2	6.5	4.9
Construction	6.7	10.2	5.6	5.9
Trade, hotels, & restaurants, transport & communication	10.4	12.3	7	5.2
Financing, insurance, real estate & business services	9.7	10.1	11.7	8.6
Community, social & personal services	11.7	4.3	6	6.8
GDP at factor cost	8.6	9.3	6.2	5

Source : Central Statistics Office (CSO).
Notes: 1R : First Revised Estimate, 2R: Second Revised Estimate, 3R: Third Revised Estimate, AE : Advance Estimate.
http://indiabudget.nic.in/es2012-13/echap-01.pdf

The Salient Features of Indian Economy in May, 2013 are as follows,

(i) The overall growth of GDP at factor cost at constant prices is estimated at 5.0 per cent in 2012-13 (provisional estimates) as compared to the growth of 6.2 per cent during 2011-12 (First Revised Estimates).

(ii) Food grains (rice and wheat) stocks held by FCI and State agencies were 77.46 million tonnes as on May 1, 2013.

(iii) Overall growth in the Index of Industrial Production (IIP) was 2.3 per cent during April 2013 as compared to (-) 1.3 per cent in April 2012. During April- March 2012-13, IIP growth was 1.1 per cent as compared to 2.9 per cent in April- March 2011-12.

(iv) Eight core Infrastructure industries registered 2.3 per cent growth in April 2013 as compared to growth of 5.7 per cent in April 2012. During April- March 2012-13, these sectors grew by 3.2 per cent as compared to 5.0 per cent during April-March 2011-12.

(v) Broad money (M3) for 2013-14 (up to May 31, 2013) increased by 3.0 per cent as compared to 4.1 per cent during the corresponding period of the last year. The year-on year growth, as on May 31, 2013 was 12.1 per cent as compared to 14.3 per cent in the previous year.

(vi) In US Dollar terms, exports decreased by 1.1 per cent while imports increased by 7.0 per cent during May 2013 over May 2012.

(vii) Foreign Currency Assets stood at US$ 259.6 billion in end-May 2013 as compared to US$ 253.9 billion at end-May 2012.

(viii) The Rupee depreciated against US dollar, Pound sterling and Euro and appreciated against Japanese yen in the month of May 2013 over April 2013.

(ix) The WPI inflation for all commodities for the month of May 2013 has declined to 4.70 per cent from 4.89 per cent in the previous month.

(x) Gross tax revenue for the financial year 2012-13 (provisional actuals) was ₹ 1,036,719 crore, recorded a growth of 16.6 per cent over 2011-12.

(xi) Tax revenue (net to Centre) at ₹ 741,062 crore during 2012-13 (provisional) registered a growth of 17.7 per cent.

(xii) As a proportion of budget estimate, fiscal deficit and revenue deficit during April–March 2012-13 (provisional) was 95.4 per cent and 103.7 per cent respectively

(Source -http://finmin.nic.in/stats_data/monthly_economic_report/2013/indmay13.pdf)

STRUCTURE OF INDIA'S FINANCIAL SERVICES INDUSTRY

The RBI is the central regulatory and supervisory authority for the Indian financial system. The Board for Financial Supervision ("**BFS**"), constituted in November 1994, is the principal body responsible for the enforcement of the RBI's statutory regulatory and supervisory functions. SEBI and the Insurance Regulatory Development Authority ("**IRDA**") regulate the capital markets and the insurance sector respectively.

A variety of financial institutions and intermediaries, in both the public and private sector, participate in India's financial services industry. These are:

1. Commercial banks;
2. Non-Banking Finance Companies ("**NBFCs**");
3. Specialized financial institutions, such as the National Bank for Agriculture and Rural Development, the Export-Import Bank of India, the Small Industries development Bank of India and the Tourism Finance Corporation of India;
4. Securities brokers;
5. Investment banks;
6. Insurance companies;
7. Mutual funds;
8. Alternative Investment Funds; and
9. Venture capital funds.

NON-BANKING FINANCE COMPANIES

The structure and operations of NBFCs are regulated by the RBI, within the framework of Chapter III B of the RBI Act and the directions issued by it under the RBI Act. As set out in the RBI Act, a "Non-Banking Financial Company" is defined as:

- a financial institution which is a company;
- a non-banking institution which is a company and which has as its principal business the receiving of deposits, under any scheme or arrangement or in any other manner, or lending in any manner; or
- such other non-banking institution or class of such institutions, as the bank may, with the previous approval of the central Government and by notification in the Official Gazette, specify.

Under the provisions of the RBI Act, it is mandatory for a NBFC to be registered with the RBI. For such registration with the RBI, a company incorporated under the Companies Act 1956 and which wishes to commence business as a NBFC, must have a minimum Net Owned Fund ("**NOF**") of ₹ 20,000,000. A NOF refers to funds (paid-up capital and free reserves, less accumulated losses, deferred revenue expenditure and other intangible assets) less, (i) investments in shares of subsidiaries/companies in the same group or all other NBFCs; and (ii) the book value of debentures/bonds/outstanding loans and advances, including hire-purchase and lease finance made to, and deposits with, subsidiaries/companies in the same group, in excess of 10% of the owned funds.

The registration process involves the submission of an Application by the company in prescribed format along with the necessary documents for the RBI's consideration. If the RBI is satisfied that the conditions set out in the RBI Act are fulfilled, it issues a "Certificate of Registration" to the company. There are two broad categories of NBFCs based on whether they accept public deposits, namely deposit-taking NBFCs (NBFCs-D) and non-deposit-taking NBFCs (NBFCs-ND).Only those NBFCs holding a valid Certificate of Registration with authorization to accept public deposits can accept and hold public deposits. In addition to having the minimum stipulated NOF, NBFCs should also comply with separate prudential norms prescribed for NBFCs-D and NBFCs–ND. The detailed regulations applicable to NBFCs are available at the RBI website of RBI (www.nbfc.rbi.org.in).

NBFCs are required to adhere to the Prudential Norms Directions which, amongst other requirements, prescribe guidelines regarding income recognition, asset classification, provisioning requirements, constitution of audit committee, capital adequacy requirements, concentration of credit/investment and norms relating to infrastructure loans.

NBFCs are also required to put in place appropriate internal principles and procedures in determining interest rates and processing and other charges in terms of the RBI circular dated May 24, 2007. In addition to the aforesaid, NBFCs are required to adopt an interest rate model for regulating the rates of interest charged by the them in accordance with the Master Circular on Fair Practices Code dated July 1, 2010 issued by the RBI to all NBFCs. See the section titled "***Regulations and Policies***" on page no. 186 of this Prospectus.

Initially, NBFCs were classified into the following categories by the RBI:

- *equipment leasing companies* - any financial institution whose principal business is that of leasing equipment or the financing of equipment leasing;

- *hire-purchase companies* - any financial intermediary whose principal business relates to hire-purchase transactions or financing of hire-purchase transactions;
- *loan companies* - any financial institution whose principal business is that of providing finance, whether by making loans or advances or otherwise for any commercial activity other than its own (excluding any equipment leasing or hire-purchase finance activity); and
- *investment companies* - any financial intermediary whose principal business is that of buying and selling securities.

However, with effect from December 6, 2006, these types of NBFCs have been reclassified as follows:

1. *asset finance companies* – NBFCs whose principal business is that of financing the physical assets which support various productive and economic assets in India. "Principal business" for this purpose means that the aggregate of financing real/physical assets supporting economic activity and income arising there from is not less than 60% of total assets and total income respectively;
2. *investment companies* - NBFCs whose principal business is that of the acquisition of securities; and
3. *loan companies* - NBFCs whose principal business is that of providing finance whether by making loans or advances or otherwise for any activity other than its own, but does not include an equipment leasing company or a hire-purchase finance company.

The above mentioned companies may be further classified into those accepting deposits or those not accepting deposits. In addition, and following the *Second Quarter Review of the Monetary Policy for the Year 2009-10*, the RBI introduced a fourth category of NBFCs known as "Infrastructure Finance Companies", which were defined as entities which hold a minimum of 75% of their total assets for the purposes of financing infrastructure projects. NBFCs have been further classified into the following categories w.e.f. December 2, 2011:

- *Asset Finance Company (AFC)*
- *Investment Company (IC)*
- *Loan Company (LC)*
- *Infrastructure Finance Company (IFC)*
- *Core Investment Company (CIC)*
- *Infrastructure Debt Fund- Non- Banking Financial Company (IDF-NBFC)*
- *Non-Banking Financial Company - Micro Finance Institution (NBFC-MFI).*
- *Non-Banking Financial Company – Factor*

Policy Initiatives

Draft Guidelines for NBFCs

The Reserve Bank of India constituted a Working Group (Chairperson: Smt. Usha Thorat) to reflect on the broad principles that underpin the regulatory architecture for NBFCs keeping in view the economic role and heterogeneity of this sector and the recent international experience. Based on the recommendations of the Working Group, the Reserve Bank of India on December 12, 2012 placed on its website draft guidelines to address issues and concerns in the NBFC sector, inviting comments and suggestions thereon till January 10, 2013. The key provisions of the said draft guidelines are as follows:

Corporate Governance- According to the new regulation in line with the Clause 49 of listing agreement now all registered NBFCs both deposit taking and non-deposit taking should take prior approval from the Reserve Bank where there is a change in control and / or increase of shareholding to the extent of 25 per cent or in excess thereof, of the paid up equity capital of the company by individuals or groups, directly or indirectly. Appointment of CEOs of NBFCs with asset size of ₹ 1000 crore and above would require the Reserve Bank's prior approval. All NBFCs-ND-SI and NBFCs-D shall ensure that there is a policy in place for ascertaining the fit and proper criteria for appointment of directors. To ensure continuing due diligence on directors, the Nomination Committee of all NBFCs with asset size ₹ 100 crore and above shall certify annually to RBI on 'fit and proper' status of directors. NBFCs with asset size of ₹ 1000 crore and above will need to comply with mandatory disclosures under Clause 49 of the SEBI listing agreement, irrespective of whether they are listed or not. Additionally, they will need to disclose their provision coverage ratio, liquidity ratio, asset liability profile, extent of financing of parent company products, NPAs and movement of NPAs, details of all off-balance sheet exposures, structured products issued by them as also securitization/assignment transactions and other disclosures.

Entry Point Norms, Principal Business Criteria (PBC), Multiple and Captive NBFCs: According to this particular guidelines now onwards, NBFCs would henceforth be classified under two categories - exempted NBFCs and registered NBFCs. All registered NBFCs would be under RBI regulation. The Bank reserves the right to bring exempted NBFCs under regulation, should the need arise thereof at a later date. (**i)** NBFCs with asset size below ₹ 25 crore whether accepting public funds or not. (**ii)** NBFCs with asset size below ₹ 500 crore and not accepting public

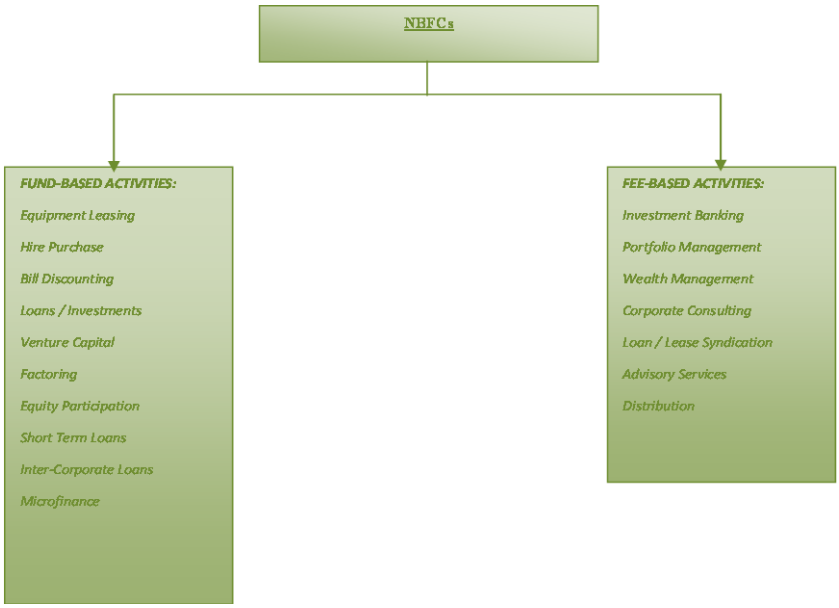
funds, directly or indirectly. Foreign owned companies will however require the CoR from the Bank before commencing any non-banking financial activity. They will also continue to follow the minimum capitalization norm as under FEMA.As per the revised PBC **(i)** A company not accepting deposits, will qualify for registration as NBFC if and when its financial assets1aggregate ₹25 crore and constitute 75 per cent and above of its total assets (net of intangible assets) and financial income constitutes 75 per cent or above of its gross income subject to conditions at para 5 above.**(ii)** Financial entities having asset size of ₹1000 crore or above, holding financial assets which constitute 50% of the total assets OR generate financial income which as a proportion of the gross income is at least 50%, will need to be registered and regulated by the Bank.

Liquidity Management: Henceforth, all registered NBFCs - deposit taking and non-deposit taking, should maintain high quality liquid assets in cash, bank deposits available within 30 days, money market instruments maturing within 30 days, investment in actively traded debt securities (valued at 90 per cent of the quoted price) and carrying a rating not lower than AA or equivalent, equal to the gap between total net cash inflows and outflows over the 1 to 30 day time bucket as a liquidity coverage requirement. In other words, there should not be any liquidity gap in the 1-30 day bucket.

Prudential Regulations: Tier l capital be raised to 12% for all captive NBFCs (90 per cent and above of total assets (net of intangibles) are on financing parent company's products/services), and for NBFCs that are into lending to / investment in sensitive sectors namely, capital market, commodities and real estate, to the extent of 75% or more of their total assets net of intangible assets. Other NBFCs including IFCs, shall maintain Tier l capital at 10%. Existing NBFCs that do not fulfil the requirement would be given a period of three years from the date of this notification to comply, upon which they shall produce a statutory auditor's certificate to the effect. As regards asset classification, the RBI has sought to put NBFCs at par with banks, mandating a 90 day period for classification as an NPA. However, this is proposed in a phased manner, with a 120 day norm from the year commencing April 1, 2014 and a 90 day norm from the subsequent year. Provisioning for all standard assets also stands increased to 0.4% from the former 0.25%. To address concentration, the group recommended Tier I capital to be raised to 12%, introduction of a liquidity ratio and alignment of prudential norms with those of banks. Captive NBFCs, financing parent company's products, may maintain Tier I capital at 12% and supervisory risk assessment of such companies should take into account the risk of the parent company. Further, the risk weights for NBFCs that are not sponsored by banks or that are not part of a group that contains a bank may be raised to 150 per cent for capital market exposures and 125 per cent for CRE exposures. All existing NBFCs-D, including AFCs, should be credit rated and that unrated NBFCs, including AFCs, should not be permitted to accept deposits. Existing unrated NBFCs-D will be given a period of one year to get themselves rated if they wish to continue to accept deposits.

(Source- Review of NBFC Regulatory Framework – Recommendations of the Working Group on Issues and Concerns in the NBFC Sector -http://www.rbi.org.in/scripts/bs_viewcontent.aspx?Id=2620)

The indicative list of commercial activities that NBFCs typically undertake in India are illustrated in the following diagram:



THE INFRASTRUCTURE FINANCE INDUSTRY IN INDIA

Providers of Infrastructure Finance

The primary providers of infrastructure finance in India are financial institutions, public sector banks & other public sector institutions, private banks, foreign banks and multilateral development institutions.

Financial institutions

Financial institutions provide medium and long-term financial assistance across various industries to establish new projects and for the expansion and modernization of existing facilities. These institutions provide both fund-based and non-fund based assistance in the form of loans, underwriting, direct subscription to shares, debentures and guarantees. The primary long-term lending institutions include India Infrastructure Finance Company Limited (IIFCL), IFCI Limited, Industrial Development Bank of India Limited and Small Industries Development Bank of India.

Specialized financial institutions

In addition, there are various specialized financial institutions which cater to the specific needs of various sectors. These include the National Bank for Agricultural and Rural Development, Export-Import Bank of India, IFCI Venture Capital Funds Limited (formerly the Risk Capital and Technology Finance Corporation Limited), Tourism Finance Corporation of India Limited, Housing and Urban Development Corporation Limited, Power Finance Corporation Limited, Infrastructure Leasing & Financial Services Limited, Rural Electrification Corporation Limited and Indian Railway Finance Corporation Limited.

State level financial institutions

State financial corporations, such as Maharashtra State Financial Corporation, Delhi Financial Corporation and Madhya Pradesh Financial Corporation, were set up to finance and promote small and medium term enterprises at a state level and they form an integral part of the institutional financing system. There are also state industrial development corporations operating at state level, which provide finance primarily to medium- to large-sized enterprises. These include Maharashtra Industrial Development Corporation, Gujarat Industrial Development Corporation and Madhya Pradesh Industrial Development Corporation

Public sector banks and other public sector institutions

Public sector banks make up the largest category of banks in the Indian banking system. The primary public sector banks operating in the infrastructure finance sector include IDBI Bank, State Bank of India, Punjab National Bank, Canara Bank and the Bank of Baroda. Other public sector entities, for example, the Life Insurance Corporation of India, also provide financing to the infrastructure sector.

Private sector banks

After completion of the first phase of the bank nationalization in 1969, the majority of Indian banks were public sector banks. Some existing private sector banks, which showed signs of an eventual default, were merged with state-owned banks. In July 1993, as part of the banking reform process and to induce competition in the banking sector, the RBI permitted entry by the private sector into the banking system resulting in the introduction of nine private sector banks which are collectively known as the "new" private sector banks. The primary private sector bank operating in the infrastructure financing sector is ICICI Bank.

Infrastructure Finance Companies ("IFCs")

In February 2010, the RBI introduced IFCs as a new category of infrastructure funding entities. Non-deposit taking NBFCs which satisfy the following conditions are eligible to apply to the RBI to seek IFC status:

- A minimum of 75% of its assets deployed in infrastructure loans;
- Net owned funds of at least ₹ 3,000 million;
- Minimum credit rating "A" or equivalent Credit Rating and Information Services of India Limited, India Ratings and Research Private Limited, Credit Analysis and Research Limited, ICRA Limited or equivalent rating by any other accrediting agencies; and
- Capital to Risk (weighted) Assets Ratio of 15% (with a minimum Tier 1 capital of 10%).

IFCs enjoy benefits which include a lower risk weight on their bank borrowings (from a flat 100% to as low as 20% for AAA-rated borrowers), higher permissible bank borrowing (up to 20% of the bank's net worth compared to 15% for an NBFC that is not an IFC), access to external commercial borrowings (up to 75% of owned funds under the automatic route) and relaxation in their single party and group exposure norms. These benefits should enable a highly rated IFC to raise more funds, of longer tenors and at lower costs, and in turn to lend more to infrastructure companies.

Sectoral Focus

Investments to the tune of ₹55 trillion (USD 1 trillion) are needed during the 12th Five Year Plan (2012-17) to scale up and upgrade India's infrastructure. Even as investment in infrastructure as a percentage of GDP increased over the years, an infrastructure deficit continued. It is noteworthy that the private investment in infrastructure grew faster than public investment. Nearly 47 per cent of the envisaged investment in infrastructure during the Twelfth Five Year Plan was expected to come from the private sector. However, fresh investments were affected by a slowdown in the economy, tardy policy making, and slower clearances pertaining to land and environment.

Initiatives announced in Union Budget, 2013-14

(I) Infrastructure Debt Funds (IDFs) were proposed to mobilise resources and provide long-term low-cost debt for infrastructure projects.

(II) India Infrastructure Finance Corporation Ltd. (IIFCL), in partnership with the Asian Development Bank(ADB), would offer credit enhancement to infrastructure companies intending wish to access the bond market to tap long-term funds.

(III) Floating of tax-free infrastructure bonds of ₹500 billion in FY14.

(IV) Mobilising a corpus of ₹200 billion towards the Rural Infrastructure Development Fund (RIDF)

(V) Making ₹50 billion available to National Bank for Agriculture and Rural Development (NABARD) to finance the construction of warehouses, godowns, silos and cold storage units designed to store agricultural produce. This window will also finance, through State Governments, the construction of godowns by panchayats to store farm produce.

(VI) 15 per cent investment allowance, in addition to normal depreciation benefits, will benefit capital goods and equipment used in the various infrastructure sectors.

Road Sectors

A good road network is a critical infrastructure requirement for rapid growth. It provides connectivity to remote areas; provides accessibility to markets, schools, and hospitals; and opens up backward regions to trade and investment. Roads also play an important role in inter-modal transport development, establishing links with airports, railway stations, and ports. India has the second largest road network in the world. Of this, national highways account for 79,116 km, state highways for 155,716 km, and major district roads, rural and urban roads collectively account for 4.45 million km. India's road density is also among the highest in the world with 1.42 km of roads per sq.km. of area. Around 85 per cent of passenger traffic and 60 per cent of freight traffic is carried by the roads.

Some of the highlights and government policy initiatives for the development of road sector,

A. Road projects totalling route length of 3,000 km to be awarded in the first six months of FY14.
B. ₹217 billion was allocated towards Pradhan Mantri Gram Sadak Yojana (PMGSY). A part of the funds would be used for PMGSY-II aimed at benefitting states like Andhra Pradesh, Haryana, Karnataka, Maharashtra, Punjab and Rajasthan.
C. Full income tax exemption for a period of 10 years including highway widening projects.
D. Investment of ₹9.1 trillion envisaged for the Twelfth Five Year Plan, investments primarily under public-private partnership (PPP) model – both BOT (build-operate transfer) and annuity.
E. IIFCL to provide viability gap funding up to 40 per cent of project cost (entire amount to be made available during construction phase).
F. 100 per cent foreign direct investment (FDI) under the automatic route in all road development projects including support services to land transport like operating highway bridges, toll roads, and vehicular tunnels, services incidental to land transport like cargo handling, construction and maintenance of roads and bridges.

(Source: IBEF, Union Budget 2013-14, Planning Commission, www.infrastructure.gov.in)

The interest of private players towards the Public-Private Partnership (PPP) projects in the sector has waned as evident from the weak bidding response in the offered projects, stated intent of some prominent developers to reduce their Build-Operate-Transfer (BOT) project exposure, lower number of pre-qualified bidders for CY13, and intent to exit or renegotiate some of the projects awarded earlier. While decline in interest may be attributed partly to the subdued macro-economic environment, the weakening of the financial profile of many developers has also led to the lukewarm response to the recent biddings. Given that the sentiment towards the BOT projects in the sector could continue to remain weak in the short to medium term, NHAI's initiatives in awarding projects on Engineering, Procurement and Construction (EPC) and Operate, Maintain and Transfer (OMT) basis is a welcome step, as this would unbundle the execution, funding and traffic risks and could stimulate participation from the private sector.

With strong pipeline of road projects to be awarded by NHAI and State Governments over the next 3-4 years, the opportunities for both developers and contractors would be sizeable, and players with strong balance sheet and ability to raise funds would be better placed to benefit from this. However, with many road developers facing stretched liquidity, the industry is likely to witness both consolidation and exits in the near future. As large investments are planned in this sector, the participation of private sector will be indispensable, and Government is likely to facilitate policies to attract higher interest. Some of the initiatives like creation of Infrastructure Debt Funds (IDFs) and the

active role played by India Infrastructure Finance Company Limited (IIFCL) will assume greater importance in channelizing the much needed long-term debt funds into this sector. Government could also ease norms for stake sale in completed BOT projects and also work towards solving some of the other issues like a quick resolution of the disputed claims which would improve liquidity available to the sector. The proposal to set up an independent regulator would also be a positive for the sector.

(Source-http://www.icra.in/AllTypesOfReports.aspx)

Telecommunications Sector

During 2012, India emerged as the world's second largest telecommunication market. With a subscriber base of 895 million, India's tele-density stood at 73.3 per cent. With the growing trend of internet access through mobile phones, India emerged as the third largest internet market. The Mobile Value-Added Services (MVAS) industry is poised to grow exponentially. Out roll of new value-added 3G and 4G services will determine the next phase of telecom growth in urban India. The bigger spurt in telecom growth is expected from villages and smaller towns where tele-density is at 37.8 per cent. Telecom services in rural markets are projected to grow at 40 per cent annually. With the increasing number of wireless subscribers in India, telecom infrastructure is expected to grow at a CAGR of 20 per cent during FY08-15. Sharing of passive infrastructure reduces operational costs and encourages new players to enter the business and roll out services instantly. Tower sharing business is expected to play a crucial role in increasing rural penetration. By 2015, the number of telecom towers in India is expected to reach 571,000.

Some of the highlights and government policy initiatives for the development of road sector,

- Introduction of a new incentive in the form of additional depreciation for telecom equipment/handset manufacturing companies, where investment in new plant and machinery exceeds ₹1 billion.
- Fund support to IREDA will enable the telecom industry to gradually shift a portion of its energy utilisation from fossil fuels to renewable sources of energy.
- 100 per cent FDI allowed under the automatic route in telecom equipment financing.
- FDI ceiling of 74 per cent for telecom services (automatic up to 49 per cent, FIPB approval needed beyond 49 per cent).
- Investment of ₹9.4 trillion envisaged for the Twelfth Five Year Plan.
- Prescribed limit on spectrum stands increased from 6.2MHz to 2x8 MHz (paired spectrum) for GSM technology in all areas other than Delhi and Mumbai where it will be 2x10MHz (paired spectrum).

(Source: IBEF, Union Budget 2013-14, Planning Commission, Telecom Regulatory Authority of India)

Power Sector:

India is the fifth largest power producer and consumer. India's power generation capacity consists of thermal (67 per cent), hydro (19 per cent), renewable (12 per cent) and nuclear (2 per cent) sources. Over FY09-12, installed capacity has grown at a CAGR of 10.5 per cent. The generation equipment segment of India garnered revenues of around ₹400 billion in FY12. The market expanded at a CAGR of 28.4 per cent over FY08-12. Boilers comprised the major segment, accounting for 67.9 per cent of the total revenues in FY12, turbines accounted for 21.3 per cent and generators accounted for the remaining 10.8 per cent. Power transmission in India, which is currently carried out largely in the 220 kilovolt (KV) and 400 KV range, is expected to move up to a higher range of 765 KV and high-voltage direct current.

Some of the highlights and government policy initiatives for the development of road sector,

- Customs duty on import of coal and natural gas removed.
- Limit of tax-free bonds for power sector increased to ₹100 billion.
- Tax holiday under Sec. 80-IA extended for one year
- Power companies allowed to take recourse to external commercial borrowing (ECB) to part-finance their rupee debt.
- A scheme for the financial restructuring of distribution companies approved by the government to restore the health of the power sector.
- 100 per cent FDI under automatic route allowed for power (except nuclear) in generation, transmission and distribution including renewable energy sector.
- Full income tax exemption for a period of 10 years.
- Fuel supply agreement with Coal India Ltd. (CIL) will ensure the availability of coal for power companies over the long-term.
- Restructured Accelerated Power Development and Reform Programme (R-APDRP) was launched to reduce

aggregate technical and commercial (ATC) losses up to 15 per cent by up gradation of transmission and distribution network.

- Low-cost financing to be made available from Indian Renewable Energy Development Agency (IREDA).

(Source: IBEF, Union Budget 2013-14, Planning Commission, Central Electricity Authority)

Ports:

Ports are key drivers of India's international trade and handle over 90 per cent of the country's total trade in terms of volume and about 70 per cent in terms of value. Currently, the 13 major ports in India handle 63 per cent of the seaborne traffic, while non-major ports handle the rest.

Port traffic at major and non-major ports in India is set to rise at a CAGR of 22 per cent and 5.5 per cent respectively over FY12-14. The total cargo traffic in India stood at 930.2 MT during FY12 and is expected to touch 1,225 MT by FY14. The major ports are operating at a capacity utilisation of more than 90 per cent with some experiencing even more than 100 per cent capacity utilisation, resulting in congestion, high berth occupancy and vessel turn-around time. For efficient port operations, 70 per cent capacity utilisation is considered to be optimum. To make that possible, major and non major ports have formulated plans for the development of new terminals, up gradation of existing berths and modernisation of operations by inducting state-of-the-art cargo handling equipment.

Some of the highlights and government policy initiatives for the development of road sector,

- Two new major ports are to be built in Sagar (West Bengal) and Andhra Pradesh entailing a capacity addition of 104 MT with an investment of about ₹160 billion.
- A new outer harbour will be developed in Thoothukkudi, Tamil Nadu, through the PPP route for an estimated ₹75 billion. When completed, this will add 42 MT of capacity.
- 100 per cent FDI permitted for port projects (all areas of operation) under the automatic route.
- Full income tax exemption for a period of 10 years.
- Model concession agreements were standardised and simplified.
- Autonomy given to non-major ports to set their own tariffs led to healthy traffic growth and attracts greater private sector investment.
- Investment of ₹2 trillion envisaged for the Twelfth Five Year Plan (including inland waterways transport)
- To meet the rapidly rising demand, the Indian Shipping Ministry envisaged a National Maritime Agenda 2010-20 which aims to increase the total port capacity to 3,300 MT by FY20 from the current 1,200 MT.

(Source: IBEF, Union Budget 2013-14, Planning Commission, Ministry of Shipping)

BUSINESS

OVERVIEW

When Srei Infra entered the segment of infrastructure financing in 1989 even before the country's economy was liberalised, its role was limited to that of construction equipment financier. This was also the environment when the country's infrastructure segment was dominated by few players with negligible role for private sector players.

As the country opened up following economic liberalisation in 1991, opportunity widened for Srei Infra to mobilise resource and fund a larger number of customers. Srei Infra persisted and persevered through the ups and downs of the business cycles and today the Company is one of the players in the infrastructure space with a 24 year track record of past performance and credentials.

Our Company was originally incorporated by the name Shri Radha Krishna Export Industries Limited on March 29, 1985 with the Registrar of Companies, New Delhi (Registration No. 21-55352) in accordance with the Companies Act 1956 as a public limited company to undertake lease and hire purchase financing, bill discounting and manufacture and export of certain goods. Our Company obtained its certificate of commencement of business on April 9, 1985. Our Company's name was changed to Srei International Limited on May 29, 1992 and further changed to Srei International Finance Limited with effect from April 12, 1994 to reflect its focus on financial services. The name of our Company was further changed from Srei International Finance Limited to its existing name of Srei Infrastructure Finance Limited on August 31, 2004.

Our Company was initially registered with Reserve Bank of India on August 1, 1998 as a deposit taking Non-Banking Financial Company (Registration No. 05.02773). Our Company used to accept public deposits and was classified as Asset Finance Company (NBFC-D-SI). In April 2010, the Company decided to convert itself in to Non-Deposit Taking NBFC in order to qualify for registration as an 'Infrastructure Finance Company' and hence the Company decided not to accept or renew public deposits w.e.f April 20, 2010. Currently, our Company has been classified as Infrastructure Finance Company (NBFC-ND-SI) w.e.f March 31, 2011. On September 26, 2011 our Company was notified as a Public Financial Institution by the MCA vide notification bearing reference no. G.S.R. No. 2223(E), dated September 26, 2011 issued under Section 4A of the Companies Act 1956 (now Section 2(72) of the Companies Act 2013).

With a chequered history of over 25 (twenty five) years in the infrastructure sector, Srei Infra has been a holistic infrastructure institution. Our Company's equity shares are listed on the NSE, the BSE and the Calcutta Stock Exchange Limited ('CSE'). Our Company made a GDR issue (of USD 35 million) in 2005 and the GDR are listed on the London Stock Exchange ('LSE').

The business model of our Company encompasses providing financial products and services for our customers engaged in infrastructure development and construction, with particular focus on power, road, telecom, port, oil and gas &special economic zone sectors in India with a medium to long term perspective. Our Company being an IFC, by accessing long term funding resources, can optimise its funding structure by way of issuing long term infrastructure NCDs, raising external commercial borrowings and issuing of debentures to Foreign Institutional Investors thereby expanding its financing operations while maintaining its competitive cost of funds.

We are among the few Indian NBFCs to have accessed the international market for funds and get listed on the London Stock Exchange. Many multilateral funding institutions including KfW & DEG Germany (Financial Institutions owned by the Government of Germany), FMO (Financial Institution owned by the Government of Netherlands), BIO (Financial Institution owned by the Government of Belgium), FINFUND (Financial Institution owned by the Government of Finland), Nordic Investment Bank, UPS Capital Business Credit, PROPARCO, etc. are among the lenders in Srei Group.

With a large customer base and over ₹344,528.50 million of Consolidated Assets Under Management as at December 31, 2013, Srei Group has a pan-India presence with a network of 198 offices.

In over 25 (twenty five) years of operation, we have empowered large number of entrepreneurs through our bouquet of services in the infrastructure sector: infrastructure project finance, advisory and development, infrastructure equipment finance, venture capital, capital market, equipment rental, integrated rural network of Common Services Centres (CSCs), and insurance broking.

We have also formed QUIPPO - equipment rental company which is today one of the largest infrastructure equipment rental company in India with a focus on verticals like Construction, Oil & Gas, Telecom and Energy and Sahaj e-Village for harnessing new age technologies and thereby creating India's largest integrated rural network of Common Services Centres (CSCs), touching the lives of millions people across India.

We have also partnered with the TATAs in the Shared Passive Telecom Infrastructure industry in India to create Viom Networks which has become one of the world's largest independent telecom infrastructure company.

We currently operate one office in Russia involved in leasing of construction equipment in that market and one in Germany involved in financial advisory services

Our standalone disbursements have grown at a CAGR of 43.87% between fiscal 2009 and 2013. The total income of our Company on a standalone basis for the period ended December 31, 2013 and year ended March 31, 2013 was ₹ 13,275.70 million and ₹ 16,664.70 million, respectively and the loans outstanding (gross of provisions) as at December 31, 2013 were ₹ 105,656.30 million and total disbursements for the period ended December 31, 2013 and year ended March 31 2013 were ₹ 26,456.24 million and ₹ 47,174.76 million, respectively. Srei Group has registered disbursement for ₹ 94,633.00 million and ₹ 156,670.58 million for period ended December 31, 2013 and year ended March 31, 2013.

OPERATIONS OF SREI GROUP

Srei Group is involved in the following businesses which are categorised as fund based, fee based and strategic investments.

FUND BASED BUSINESS

Infrastructure Equipment Finance - Srei Equipment Finance Limited (Srei BNP Paribas)

Srei BNP Paribas, 50:50 joint venture between Srei Infrastructure Finance Limited – India's only private sector NBFC in the infrastructure space and BNP Paribas Lease Group, entered into in the year 2007, is registered with the RBI as a Non-Deposit Taking NBFC (Category - Asset Finance) and is in the business of equipment financing.

Srei BNP Paribas has emerged as one of the major construction equipment financiers in India by specialising in the infrastructure and construction equipment space and continues to grow with consistency and follows prudent credit practises. It has long relationships with its customers and manufacturer partners. Srei BNP Paribas has also expanded its business in technology equipment like IT infrastructure, healthcare, logistic equipment and pre-owned equipment.

Srei BNP Paribas caters to customers ranging from first time users and buyers to large corporate construction houses and project developers. Srei BNP Paribas provides finance for infrastructure and construction equipment. Some of the equipment and machineries that Srei BNP Paribas finances include excavators, compactors, dozers, cranes, heavy dumpers, compressors, surface miners, motor graders, backhoe loaders, tool carriers, road building equipment, mechanical and sensor pavers, etc.

Catering to the equipment finance requirements of the infrastructure and mining industries, today we are the largest construction equipment financier in India with close to 30% market share, having offices over 84 locations with an employee base of over 1000, covering almost the entire geography of India.

Project Financing

The project finance segment of our Company provides customized financing to infrastructure projects and their sponsor companies. We seek to distinguish the products and services of our project finance segment from those of our competitors by customizing each of our offerings to the specific requirements of our customers and their projects, provide efficient transaction processing and management capabilities and act as a single point of contact for all of our customers' project financing requirements.

The company offers a wide range of financial services for infrastructure projects and is a niche player in the infrastructure space leveraging on its core expertise of asset-financing. SIFL's financing approach and ability to offer a package of fund and non-fund facilities enables sponsors to procure key equipment in the early stages of project development and substantially reduce implementation time and risks. SIFL has financed bridges, approach roads, bypasses and roads, independent power projects, captive power projects and small-to-medium sized power projects, renewable energy projects and equipment in the power sector; port equipment, private berths and container handling jetties in the port sector, SEZs, industrial parks and hotels in the social and commercial infrastructure sector.

As at December 31, 2013, our total loans were ₹105,656.30 million. As at March 31, 2013, our total outstanding loans were ₹ 97,165.70 million, and for the year ended March 31, 2013, we recorded total loan disbursements of ₹ 47,174.76 million, compared to total loans of ₹ 88,238.10 million as at March 31, 2012 and total disbursements of ₹ 62,608.50 million in fiscal 2012. From April 2008 to December 31, 2013, we made cumulative loan disbursements of ₹244,878.11 million.

Infrastructure Project Development:

The Infrastructure Project Development (IPD) vertical at Srei Infra sponsors PPP ventures and / or business in road sector in our country. These projects are a diversified mix of annuity and toll-based projects and have been awarded by the National Highway Authority of India (NHAI) under National Highways Development Programme (NHDP), Ministry of Road Transport & Highways and various State Governments.

Currently IPD is managing Projects under joint management with various partners. The projects are situated across the states of Orissa, Haryana, Rajasthan, Maharashtra, Madhya Pradesh, Uttar Pradesh, Tamil Nadu, Arunachal Pradesh and Kerala.

IPD is determined to expand its business from road and highways infrastructure concessions to other core infrastructure verticals of port development, urban infrastructure, railways, power transmission & distribution and water infrastructure projects in PPP space and are participating in several biding in these areas.

International Business Operations

The Company has leasing operations in Russia.

The Company's Russian business, ZAO Srei Leasing, has been operational for over eight years and is involved in leasing of infrastructure equipment in that market. ZAO Srei Leasing has started to scale up business with access to funding lines from various financial institutions.

The Company will continue to enhance its Russian operations and develop its advisory services in various other countries. The Company has also come across various business opportunities in various African countries in the Infrastructure and Infrastructure enabling sectors which the Company is in the process of exploring.

FEE BASED BUSINESS

As part of our products and services, we provide a variety of infrastructure advisory services to the Government and private organisations. The technical and financial advisory services segment was started in order to complement the business of our project development, strategic investment segments and to diversify the revenue portfolio of our Company to include fee-based income. Owing to our specialized sector-specific knowledge and experience, our technical and financial advisory services segment is able to leverage the existing relationships in the industry, while advising our customers on project structuring capabilities. The infrastructure project advisory services segment of our Company provides the following services:

Project Advisory

The infrastructure project advisory division of the Company ("Infrastructure Project Advisory Division") helps development agencies in Government and private sector to identify and implement the infrastructure projects through planning, engineering, project structuring, transaction advisory and project management consultancy. The Infrastructure Project Advisory Division through successful implementation of a number of projects, has gained professional strength in all major areas of Infrastructure like power & non-conventional energy; urban transport particularly mass rapid transport system (MRTS) including bus rapid transport (BRT), metro rail, monorail & comprehensive transportation mobility plans for cities; urban development like integrated city development including roads, water supply, sewerage treatment, etc. The Division has also diversified its portfolio of advisory services in the domain of social infrastructure segments, with a bouquet of consultancy services in education, skill development, as well as, healthcare sectors.

The said Infrastructure Project Advisory Division specializes and continues to provide advisory services to various clienteles in various States across the country, as well as, to the international clients in project conceptualization, feasibility studies and detailed reports, detail designs, social and environmental aspects, economic appraisal, and financial planning and structuring including PPP. The advisory division has specialised, competent and world class team of professionals for evaluating and advising on infrastructure projects.

Investment Banking

Srei Capital Markets Limited is one of the merchant bankers in India to provide a wide gamut of services from IPOs, Delisting, Buy-Back, Open Offers, NCD / NCD Placement to private placements of Equity, Debt Syndication and M&A Advisory.

Private Equity & Venture Capital

As a player in the infrastructure financing space and to complete the value chain for our clients, we decided to offer our services in the equity space as well. Srei Alternative Investment Managers Limited the wholly owned subsidiary of Srei Infrastructure Finance Limited, is currently managing six Equity Funds and one Private Equity Fund. It has significant industry experience and deep domain knowledge of investment in project SPV's. The funds have invested mainly in equity shares of various infrastructure companies. The Fund Manager has an established investment team consisting of seasoned professionals with strong track record and extensive relevant experience.

Insurance Broking

Srei Insurance Broking Private Limited ("**SIBPL**") is IRDA approved insurance broker with a composite broking license (it can sell both Life Insurance & General Insurance product plus it is also into reinsurance business). SIBPLis one of the insurance broking companies of India that facilitates insurance services for corporates and individuals. We believe that we have expertise in assessing the insurance requirements of large and medium enterprises as well as individuals; recommending to them optimal products available in the market; and ensuring faster settlement of claims.

STRATEGIC INVESTMENTS

Our Company's focus on infrastructure funding has given it a deep understanding of this sector, arising from its involvement in a range of projects spanning the infrastructure space and its close association with companies operating in this segment. In the process, it has added to its intellectual capital, created a range of relationships in local and international financial markets, and developed a customer base of small and medium sized businesses that it has supported over the years. All of these, taken together, provide opportunities for investment that add value both to our Company and the investee companies, and provides our Company with building blocks for future growth.

Since Our Company focuses on the long term core business of its strategic investment, it believes that the value embedded in these investments will be unlocked from time to time opportunistically and reflected in its enterprise valuation over a period of time as the infrastructure story in India unfolds.

OUR FUNDING STRUCTURE

Our Company is an NBFC-ND-SI. Accordingly, our Company does not accept deposits, and as such, we rely on equity (in the form of shareholders' funds) and loan funds (in the form of various secured and unsecured borrowings) in order to meet our capital and funding requirements. Of these funding sources, secured loans remain the most significant source of funding across all three of our core finance business groups. Secured loans of the total source of funds of our Company as at September 30, 2013, March 31, 2013, 2012, 2011, 2010 and 2009 stood at 71.79%, 70.06%, 66.15%, 57.61%, 65.63% and 56.52% respectively.

As a general principle, we prefer to borrow long-term funds from a diversified lender base and we accordingly aim to develop our balance sheet by matching such funds with the maturities of our assets and interest rate structure. We believe that a diversified lender profile ensures that we are not overly dependent on any one source or a few financial institutions. In light of this, and our growing funding requirements, we have made conscious efforts to diversify our lender base to include a larger number of different types of banks (public sector banks, domestic private banks and foreign banks) and financial institutions (principally in the form of debt placed through retail and institutional participation).

The following table sets out the standalone funding structure of our Company as at September 30, 2013, March 31, 2013, 2012, 2011, 2010 and 2009 respectively:

(₹ In million, except percentages)

Source of Funding	As at September 30		As at March 31		As at March 31		As at March 31		As at March 31		As at March 31	
	2013	**% of Total Funding**	**2013**	**% of Total Funding**	**2012**		**2011**	**% of Total Funding**	**2010**	**% of Total Funding**	**2009**	**% of Total Funding**
SHARE HOLDERS' FUNDS	**26793.60**	**18.02%**	**26475.40**	**19.15%**	**25,820.10**	**20.77%**	**25,531.30**	**32.55%**	**7,901.00**	**18.25%**	**6,948.60**	**34.10%**
Secured Loan Funds:	**106744.00**	**71.79%**	**96860.40**	**70.06%**	**82,220.00**	**66.15%**	**45,185.60**	**57.61%**	**28,407.10**	**65.63%**	**11,516.10**	**56.52%**
Debentures	14766.00	9.93%	11438.80	**8.27%**	6,948.90	**5.59%**	170.00	**0.22%**	-	**0.00%**	-	**0.00%**
Term Loans	34074.90	22.92%	32355.70	**23.40%**	30,683.20	**24.69%**	22,402.20	**28.56%**	20,716.40	**47.86%**	10,227.60	**50.20%**
-Domestic Banks	24236.20	16.30%	23233.70	**16.80%**	20,801.10	**16.74%**	12,192.50	**15.55%**	13,170.20	**30.43%**	3,000.00	**14.72%**
-Foreign Banks	3774.00	2.54%	3215.30	**2.33%**	3,816.00	**3.07%**	4,459.00	**5.69%**	4,489.00	**10.37%**	5,072.00	**24.89%**
-Foreign Financial Institutions	6064.70	4.08%	5906.70	**4.27%**	6,066.10	**4.88%**	5,750.70	**7.33%**	3,057.20	**7.06%**	2,155.60	**10.58%**
Working Capital Facilities from Banks	57903.10	38.94%	53065.90	**38.39%**	44,586.30	**35.87%**	22,608.80	**28.83%**	7,643.90	**17.66%**	1,243.20	**6.10%**
Public Deposits	-	-	0.00	**0.00%**	1.60	**0.00%**	4.60	**0.01%**	46.8	**0.11%**	45.30	**0.22%**
Unsecured Loan Funds:	**15143.80**	**10.19%**	**14923.70**	**10.79%**	**16,253.20**	**13.08%**	**7,710.80**	**9.83%**	**6,975.10**	**16.12%**	**1,910.00**	**9.37%**
Debentures	-	-	-	-	-	-	780.00	**0.99%**	3,050.00	**7.05%**	-	**0.00%**
Subordinated NCDs	11569.90	7.78%	10416.90	**7.53%**	6,552.70	**5.27%**	3,131.70	**3.99%**	2,710.60	**6.26%**	789.60	**3.88%**
Short Term Loans and Advances	**3573.90**	**2.40%**	**4506.80**	**3.26%**	**9,700.50**	**7.80%**	**3,799.10**	**4.84%**	**1,214.50**	**2.81%**	**1,120.40**	**5.50%**
-Domestic Financial Institution	-	-	-	-	-	-	500.00	**0.64%**	-	**0.00%**	-	**0.00%**
-Domestic Bank	1950.00	1.31%	900.00	**0.65%**	1,500.00	**1.21%**	-	**0.00%**	-	**0.00%**	1,000.00	**4.91%**
-Commercial Paper	-	-	1986.30	**1.44%**	6,575.80	**5.29%**	2,497.30	**3.18%**	1,199.50	**2.77%**	-	**0.00%**
-Others	1623.90	1.09%	1620.50	**1.17%**	1,624.70	**1.31%**	801.80	**1.02%**	15.00	**0.03%**	120.40	**0.59%**
TOTAL SOURCE OF FUNDS	148681.40	**100.00%**	**138259.50**	**100.00%**	**124,293.30**	**100.00%**	**78,427.70**	**100.00%**	**43,283.20**	**100.00%**	**20,374.70**	**100.00%**

OUR LOAN PORTFOLIO AND POLICIES

Our Company is currently an NBFC with the classification of IFC. By nature of its business, our Company is primarily exposed to industries related to infrastructure development. Our Company has in place a proper and elaborate credit policy manual and guidance manual for credit appraisal, processing, operations, disbursement, accounting, recovery and risk management. The objectives of the said policies are:

- Improve the risk adjusted returns of our Company from lending operations thereby improving profitability by its professional and pragmatic approach
- Improve the quality of the loan assets
- Achieve credit growth, while complying with all statutory and regulatory framework and guidelines
- Expand the clientele base
- Minimize and mitigate the magnitude of credit and market risks
- Diversify the credit risk
- Developing a thorough and complete understanding of the markets, products and clients it serves

The policy is formally reviewed & updated at least on an annual basis by the credit department of our Company and approved by the Credit Committee (CC) of our Company.

Lending Policies

As such, our Company maintains its own internal credit policies and approval processes, which, at a holistic level is an embodiment of our Company's approach to sanctioning, managing and monitoring credit risk and aims at making the systems and controls effective. The policies apply to all credit facilities within our Company. The policy is guided by the best practices of commercial prudence and the highest standards of ethical norms including the RBI's directives on 'Fair Practices Code for Lenders'.

Investment and Credit Approval Process

Credit authority has the power to approve new credit limits as well as increase or extend the existing credit limits. The authority for approval of credit proposals (including investments), within limits stipulated, is delegated by the Board of Directors to committees such as the CC. The authorities would exercise their powers within the framework of the norms prescribed by the Board of Directors from time to time. Before a credit facility (both secured as well unsecured) is provided, various approvals are required to be obtained at different stages of the credit sanctioning and disbursement process, keeping in view the specific requirements of the transactions. The approval process is done by adhering to separate stages which are pre-sanction and post-sanction. It is only after obtaining the approval of CC, the sanction letter is prepared for verification by the legal department before disbursement. It is always ensured that the prospective borrower has fulfilled all the pre disbursement and pre commitment conditions. At this stage, compliance to KYC and Anti-Money Laundering ('AML') Policy of the Company is also ensured.

Eligibility

Public sector and private sector companies, public-private sector SPVs under PPP initiatives, partnership firms, unincorporated joint ventures (but only where the joint venture partners are incorporated entities) and trusts and societies (aimed at establishing educational or medical facilities, or for commercial purposes) are eligible borrowers from our Company.

Repayment Schedule

The repayment of loans and facilities is normally fixed on a case-by-case basis, depending on the nature of the project, its projected cash flows and the maturity profile of our Company's own funding mix. A pre-payment premium may be charged in case of early repayment of the facility.

Security

The project assets typically form the security for the credit facilities we provide. The details of the security to be charged in favour of our Company, are stipulated by the CC and suitably reflected in the security documents in the credit approval process. The security package for each facility is structured in such a manner so as to adequately cover the risks associated with the facility.

Appropriate processes to create enforceable security in the form of a mortgage and / or hypothecation are rigorously followed. The margin requirements for different types of security are decided by the CC from time to time, and exceptions, if any, will be handled in accordance with the policies of our Company. The main security agreements are the hypothecation deed and / or the indenture of mortgage.

Documentation

Legal documents increase the clarity and predictability of our Company's rights in the event of litigation or bankruptcy. Key credit mitigants are often incorporated in the legal documents, such as loan agreements, collateral agreements, etc. Documentation standards vary by product. Terms and conditions are influenced by market convention as well as creditworthiness of the counterpart. The legal department along with business team is responsible for the negotiation, preparation and execution of loan agreements, collateral agreements and other agreements/documents (if any). Business group is involved in the process of establishing and communicating credit terms to the legal department. In addition, the legal department performs an analysis regarding the legal enforceability of netting rights under the document. This analysis takes into consideration the legal structure of the counterpart, jurisdictional issues of the counterpart country and governing laws of the agreement. Legal department endorses the level of risk mitigation provided by the terms in the document and the level of legal certainty. The process attempts to ensure that:

- The borrower's / guarantor's obligation to the Company is clearly established by the documents
- The charge created on the borrower's / third party's assets as security for the debt is maintained and enforceable
- The Company's right to enforce recovery of the debt through court of law is not allowed to become time-barred under the Law of Limitation

In addition, we also ensure that comprehensive insurance of the secured assets is in place, and that such insurance policies are kept updated and valid. The insurance policies are typically issued to our infrastructure customers, and assigned in favour of our Company and any co-financiers sharing the security on a pari passu basis, where applicable, as the loss-payees.

Concentration of Total Exposure

As an NBFC, and in accordance with RBI norms, our policy is to limit our Exposure to a single "group" of borrowers (based on a commonality of management and effective control) and a single "borrower" to the prescribed percentages of our owned funds (which comprises share capital and free reserves), respectively.

As a result of our Company being classified as an IFC by the RBI, (i) in lending to (a) our single borrower limit for loans has been increased by an additional 10% of our Company's owned fund and (b) our single group limit for loans has been increased by an additional 15% of our Company's owned fund; (ii) in lending and investing (loans/investments taken together) by (a) 5% of our owned fund to a single party; and (b) 10% of our owned fund to a single group of parties

Classification of Assets

Our Company classifies its assets (including leases) in accordance with RBI guidelines. In accordance with these guidelines, assets are regarded as "non-performing" if any amount of interest or principal remains overdue for more than 180 days.

Accordingly, the assets of our Company are classified as follows:

Class of Asset	Definition
Standard Assets:	Assets that do not display any problems or which do not carry more than the normal risk attached to the business of the borrower.
Sub-standard Assets:	(a) Assets that are non-performing for a period not exceeding 18 months. (b) An asset where the terms of the agreement regarding interest and/or principal have been renegotiated or rescheduled or restructured after commencement of operations, until the expiry of one year of satisfactory performance under the renegotiated or rescheduled or restructured terms
Doubtful Assets:	Assets which remains a sub-standard asset for a period exceeding 18 months.
Loss Assets:	Assets where loss has been identified and the amount has been written off, wholly or partly. Such an asset is considered "not recoverable" and of such little value that its continuance as a bankable asset is not warranted, although there may be some salvage or recovery value.

Provisioning and Write-off Policies

The Company makes provision for standard and non-performing assets ('NPA') as per the Non-Banking Financial (Non-Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate. Provision for doubtful debtors towards fee based income is also made on similar basis.

Loan assets overdue for more than four years, as well as those, which, as per the management are not likely to be recovered, are considered as bad debts and written off.

Our Company categorizes its assets based on the classification prescribed by the RBI. The table below sets out the provisioning requirements applied for loans, advances and other credit facilities provided by our Company:

Class of Asset	Provisioning Requirement
Sub-standard Assets:	A general provision of 10% of the total outstanding amount.
Doubtful Assets:	• 100% provision to the extent to which the loan is not covered by the realizable value of the security to which we have valid recourse.

	• For the secured portion, depending upon the period for which the asset has remained doubtful, provision is made at the following rates:
	• Up to one year: 20%
	• Up to three years: 30%
	• More than three years: 50%
Loss Assets:	The entire asset is written-off. If the assets are permitted to remain on our books for any reason, 100% of the outstanding amount.

The Company also maintains a provision of 0.25% on standard assets as per applicable RBI guidelines.

Non-Performing Assets

The following table sets out information about the non-performing assets Portfolio of our Company as at December 31, 2013, March 31, 2013, 2012, 2011, 2010 and 2009 respectively:

	As at December 31,	**As at March 31,**				
	2013	**2013**	**2012**	**2011**	**2010**	**2009**
		(in ₹ million)				
Total Loans:						
Gross NPAs	4008.90	3502.30	1099.70	-	-	-
Less: Provision for NPAs	510.10	350.30	110.00	-	-	-
Net NPAs	3498.80	3152.00	989.70	-	-	-
Gross NPA Ratio * (%)	**2.55%**	**2.46%**	**0.87%**	-	-	-
Net NPA Ratio * (%)	**2.22%**	**2.22%**	**0.78%**	-	-	-

*On total assets

RISK MANAGEMENT

Our Company being in the financing industry, has always been cautious and focused to keep its risks well under manageable levels. While doing business, our Company is exposed to various risks and endeavours to identify and manage them effectively by adopting best industry and regulatory practices, as inability to manage them may have serious repercussions. Our Company promotes a high degree of awareness in identifying its business risks and adopting internal control measures to reduce them to an acceptable level.

A robust risk management framework is in place to manage and mitigate risks present at all levels and across all aspects of its functioning, including business, strategic, operational, market, credit, liquidity, reputation and processes, among others. Gaining knowledge and experience of the various micro and macro operating fundamentals and situations under which the Company operates is the first step of risk management. With this knowledge, the Company identifies various factors that are affecting its operations or may be a potential threat in the future. Risk quantification, integration and assessment are the next steps of risk management at Srei Infra. Based on these, strategic decisions are taken and implemented to mitigate risks and maintain the required risk-return profile.

Post decision making, the management continuously monitors these risks to determine the effectiveness of the risk management framework. An overview of some of the major risks to the Company has been evaluated below.

Credit Risk

Risk explanation
This is the financial risk that results in a loss to the Company owing to non-payment of financial obligation by its borrowers in accordance with agreed terms. The Company's direct lending, leasing business and derivatives transactions are subject to these risks.

Risk mitigation
Equipment financing – The Company undertakes a stringent credit appraisal system for financing, as its customers belong to micro, small and medium enterprise (MSME) category. Its multi-check credit appraisal system analyses the transaction in details along with tracking the entrepreneur's credit worthiness. Also, the Company maintains a close relationship with the borrower, which helps in closely tracking their business operations and providing timely assistance to address the business uncertainties.

Project finance – Srei Infra provides finance to various infrastructure projects as both sole lender and consortium lender. Each project / transaction is analysed in great detail by a team of highly qualified and experienced professional

to understand the various risk attached with it. After understanding the risk profile, suitable mitigants are identified and then lending decision is taken on the basis of risk return analysis and our risk appetite.

The Company has a documented Credit Risk Management Policy which is formally reviewed and updated at least annually by the Risk Committee of the Board (RC).

Liquidity & Funding Risk

Risk explanation
The Company's ability to meet its financial obligations in a timely manner and have adequate funding options, whenever required, are critical for maintaining a constant business cycle.

Risk mitigation
Srei Infra regularly maps its assets and liabilities position, cash-flow situation and market conditions, which help it determine the average liquidity position that the Company needs to maintain at any given point. It also aligns the various payment dates with receipts to achieve the maximum possible liquidity. Strong credit worthiness and relationship with a large number of domestic and international banks ensure adequate funding arrangement for the Company. The Company's excellent track record with zero default and sound lending practices make it a preferred borrower. Post-merger with Quippo, additional equity base has resulted in improved capital adequacy and increased borrowing ability.

Market Risk

Risk explanation
Financing business is strongly driven by market factors such as interest rates, foreign exchange rates, market prices, equity prices and credit spreads which are highly fluctuating in nature. Inability to control these factors can lead to reduced profitability for the Company.

Risk mitigation
Majority of Company's assets and liabilities are floating in nature. Any mismatch in the form of a basis risk between the benchmark used on the liabilities against the ones on the assets is continuously monitored by Asset Liability Management (ALM) Committee and strategies are made to manage them. For foreign currency exposure, proper hedging strategies are in place and if required, open position is kept on the basis of our view on interest rate movement. A cap for the open position is also defined and it is regularly monitored, so that appropriate action for hedging can be taken, if required.

Residual Value Risk

Risk explanation
If the amount realized on disposing of leased assets or re-letting them at the end of the leased term is less than the amount projected at the lease inception, then it may lead to losses to the firm.

Risk mitigation
An experienced and knowledgeable team, along with a robust operating process, ensures that lease period is less than economic life of the leased equipment in lease transactions. The team regularly scrutinizes the residual value exposure by evaluating the recoverability of the residual value of the leased equipment at the lease inception. This provides opportunity of re-letting the leased assets and also evaluating their projected disposal value at the end of the period. The company makes impairment provisions if and when required. The Company also has options to use the leased assets in-house, should there be erosion in its market value.

Legal and Compliance Risk

Risk explanation
The inability of the Company to meet rules and regulations of the jurisdiction in which Srei Infra operates, involvement in illegal contractual agreements resulting in disputes, illegal infringement of assets or any other legal matter may lead to losses.

Risk mitigation
The Company has competent teams, who are conversant with the local regulatory environment. These teams keep themselves updated of all relevant regulations, makes sure that the Company adheres to them and in case of any change in the regulatory environment, appropriate steps are taken in the Company. Srei Infra's qualified and experienced legal team is involved in each transaction from the documentation to the final closure. The team makes sure that all documents are properly reviewed. The legal team works closely with the business teams to ensure that the transactions

are based on unambiguous legal opinions; it provides legal support in cases of customer default, facilitating faster resolution.

Business Processing Risk

Risk explanation
The Company may incur monetary and productive time loss on account of an operational error or breakdowns or any kind of malfunction in the corporate systems.

Risk mitigation
Srei, over the years, has developed a very systematic, defined and stringent operating processes and policies that direct functioning of all the departments within the organization. The process also has a proper operations control mechanism whereby all the transactions and events are cross-checked to mitigate business processing risk.

Information Security Risk

Risk explanation
Business loss for the Company owing to unauthorized access, use, disclosure, disruption or modification of information and data systems.

Risk mitigation
The Company believes that it has a robust information technology set-up with adequate security measures being adopted to prevent any unauthorized use of information and its disclosure. The system also has features like off-site disaster recovery system that minimises any loss of data. Standard globally accepted security features covering firewalls, encryption technologies and spam-guards are also in place. All the documentation and processes in the system are password-protected with appropriate document back-up management systems. The system is also capable of generating reports on deviations and / or irregularities which is checked by the internal audit team and necessary actions are being taken.

Reputation Risk

Risk explanation
Any misconduct by Srei Infra's stakeholders or negligence by the Company to follow environmental norms, undertake social responsibility and follow proper governance may hamper goodwill and reputation.

Risk mitigation
Srei Infra has a stringent policy to mitigate the risk arising from this issue. Regular reviews are conducted to improve its policies and procedures to safeguard itself against reputation and operational risks. Srei has a clean credit history with not a single instance of the Company failing to meet any of its financial obligations.

Sustainability Risk

Risk explanation
Srei Infra's financing activities make it highly susceptible to this risk. Inability of the Company to identify a business model whereby the economic benefits are always higher than the environmental and social benefits may lead to huge losses and even termination of the business in the long run.

Risk mitigation
Srei Infra's risk management framework assesses the environmental and social impact of projects financed by it. Srei Infra's environmental and social management system screens all medium and large projects for categorization based on the sensitivity of the environmental issues involved. Small projects, which mainly involve individual financing, are assessed informally by verbal questioning for environmental impact. Srei Infra's environment policy is based on the guidelines and norms of best international practices, also referred to as IFC standards and incorporates requirements under Indian environmental rules and regulations. The Company regularly reviews its environmental and social policies.

The following table sets out an analysis of the maturity profile of certain of our Company's interest-bearing assets and interest-bearing liabilities across time buckets as at March 31, 2013:

(₹ In Million)

Particulars	1 day to 30/31 days (one month)	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities									

Borrowings from Banks	50,09.10	7,59.20	32,00.90	75,99.90	121,90.60	255,42.60	206,95.20	54,17.50	804,15.00
Market Borrowings	23,43.30	1,25.00	3.50	8,02.20	21,64.20	57,74.50	96,16.30	105,40.10	313,69.10
Assets									
Advances (refer note-1 below)	84,34.60	4,22.60	21,73.30	101,04.50	156,78.90	277,28.40	267,95.00	92,73.90	1,006,11.20
Investments (including Current Investments & Stock for trade)	2,33.20	-	32,85.00	-	-	-	-	273,68.70	308,86.90

Notes:

1 Advances represent the maturity pattern of loan assets and rentals on operating lease assets.

2 The maturity pattern of working capital facilities sanctioned by the banks has been apportioned in ratio to the maturity pattern of Advances.

OUR BUSINESS SUPPORT SERVICES

We believe that the commercial success of our diverse finance operations is largely dependent upon strong and seamless business support services. As such, the following are the key elements of business support to our Company:

Credit Analysis & Risk Management

Our Company has evolved and adopted comprehensive Investment & Credit Policy as well Risk Management Policy that guide our credit analysis and risk management processes. While preliminary screening is done by the executive management, all the credit and investment decisions are taken by the Credit Committee ("**CC**"). The Risk Committee ("**RC**") periodically reviews the various risk parameters that could affect our assets Portfolio quality. RC is being headed by an independent director and CCI is being headed by the Chairman and Managing Director of the Company.

Further, we have a dedicated credit risk team that evaluates credit proposals at pre-approval stage, and suggest due risk mitigation measures in consultation with business groups so as to strengthen the credit proposals. Our Company has evolved an internal rating model, which is akin to that in usage with the external rating agencies in terms of both methodology and rating scales. Accordingly, all credit proposals are duly evaluated and their internal ratings presented to the CC as an input for its decision-making process. Also, these internal ratings are periodically reviewed, based on operational performance and external developments, if any. We have a dedicated Asset Management Group for regular assessment and review of the Portfolio.

Legal

We have an in-house legal department, with a dedicated team of well qualified law graduates and experienced panel of advocates, lawyers and consultants who specialize in various aspects of a NBFCs' operations. The legal department extends its services to all the operational and business heads and others of our Company, and provides advice on all legal issues on various aspects including commercial and in the drafting of various agreements and legal documents which we may enter into from time to time. The legal department is also responsible for monitoring and advising management with respect to changes in legislation, statutory rules and regulations, judicial precedent set by courts, updates of current legal practices, and news, journals and reviews regarding the industry. The legal department also provides advice on the means and modes of recovery of outstanding loans, and initiating recovery proceedings and also filing and defending the cases either civil and/or criminal in nature for and against the company in order to facilitate to recover the legitimate dues of the company

Internal Audit and Compliance

Our audit and compliance department is responsible for evaluating the effectiveness of governance, risk management and controls within the organization as a whole, as well as ensuring compliance with respect to RBI and other Indian statutory guidelines and regulations. Our audit team carries out various types of audits, such as concurrent audits, operational and management audits, compliance audits and special assurance audits. Reports are disseminated by the audit team to the business departments directly or indirectly related to the audit. The audit team provides suggestions to the audit committee on the composition of the panel of external audit firms for conducting audits.

Treasury

Treasury performs the functions of procurement, deployment, disbursement, collection and disposal of funds. The responsibility of treasury department is classified into borrowing and underlying research; money market research; ratings, compliance with RBI directives, contractual obligations agreed with the Debenture Trustees, management information systems and compliance documentation.

Secretarial Department

The Secretarial department is responsible for the compliances with the provisions of Companies Act, Listing Agreements, laws governing NBFCs in India and other applicable laws. With a view to meet the applicable regulatory compliances, the Secretarial department interacts regularly with the Registrar and Share Transfer Agents (RTA), Debenture Trustees and external regulatory agencies like RBI, MCA, SEBI, Stock Exchanges, Depositories and others.

Corporate Accounts Department

The corporate accounts department is responsible for accounts and assessing and computing direct and indirect taxation in respect of our Company. Our office administration is managed by a dedicated administration department.

Information Technology

We believe that the Information Technology ("IT") department performs a crucial function in creating and maintaining scalable, cost-effective and sustainable operating models for our business. We have built, and continue to enhance, our IT systems in order to create competitive advantages for our organization, and enable us to achieve and maintain optimum levels of customer service and operational efficiency.

We have appropriate systems and processes to manage the timeliness, accuracy and reliability of our operational data and information Our IT department is responsible for the efficient functioning and maintenance of our systems, and IT hardware requirements. In addition, our IT department is also responsible for the maintenance and management of our networking technologies and various business Applications including data management systems which we believe will enhance service delivery to our customers and meet our operational requirements.

COMPETITION

We face competition from the full spectrum of public sector banks, private sector banks (including foreign banks), financial institutions and other NBFCs who are active in infrastructure.

LITIGATION

There are legal proceedings and claims pending against us which have arisen in the ordinary course of business. A brief discussion of such litigation is set in the section titled "***Outstanding Litigation and Statutory Defaults***" on page no. 176 of this Prospectus.

HISTORY AND MAIN OBJECTS

Our Company was originally incorporated by the name Shri Radha Krishna Export Industries Limited on March 29, 1985 with the Registrar of Companies, New Delhi (Registration No. 21-55352) in accordance with the Companies Act 1956 as a public limited Company to undertake lease and hire purchase financing, bill discounting and manufacture and export of certain goods. Our Company obtained its Certificate of Commencement of Business on April 9, 1985. Our Company's name was changed to Srei International Limited on May 29, 1992 and further changed to Srei International Finance Limited with effect from April 12, 1994 to reflect its focus on financial services. The name of our Company was further changed from Srei International Finance Limited to its existing name Srei Infrastructure Finance Limited on August 31, 2004.

Our Company had its registered office at New Delhi on its incorporation and subsequently the registered office of the Company was shifted from New Delhi to the State of West Bengal as confirmed by Company Law Board vide Company Petition No. 153/17/91-CLB and Order dated March 17, 1992 and vide special resolution dated July 25, 1990, in order to envisage the smooth running of our Company and convenience of the Board. The history of shifting of our registered office is as under:

Date	Original Office Location	New Office Location
September 14, 1985	2881 Hardhiyan Singh Road, Karol Bagh, New Delhi 110 005	19 B.D.D.A Market, Jhandelwalan, New Delhi 110 055
November 16, 1987	19 B.D.D.A Market, Jhandelwalan, New Delhi 110 055	G-8 Lawrance Road, New Delhi
May 5, 1992	G-8 Lawrance Road, New Delhi	Shree Ganesh Centre, 216 AJC Bose Road, Kolkata 700 017
March 28, 1998	Shree Ganesh Centre, 216 AJC Bose Road, Kolkata 700 017	'Vishwakarma', 86C, Topsia Road (South), Kolkata 700 046

Our Company was registered with Reserve Bank of India on August 1, 1998 as a Deposit taking Non-Banking Financial Company (Registration No. 05.02773). Our Company used to accept public deposits and was engaged in the business of asset financing in the infrastructure sector. Subsequently vide Registration Certificate no. A-05.02773 dated May 15, 2007, RBI reclassified our Company as an Asset Finance Company Deposit Taking under Section 45-IA of the RBI Act, 1934. Vide registration certificate no. B-05.02773 dated May 11, 2010 our Company was reclassified as an Asset Finance Company Non - Deposit Taking under Section 45-IA of the RBI Act, 1934. Subsequently on March 31, 2011, our Company was accorded the Infrastructure Finance Company – Non Deposit Taking ("**IFC**") status by RBI. With this, our Company became the fifth institution of India to get this status. On September 26, 2011 we were notified as a public financial institution by the MCA vide notification bearing reference no. G.S.R. 2223 (E), dated September 26, 2011 issued under Section 4A of the Companies Act 1956 (now Section 2(72) of the Companies Act 2013). Currently our Company is a non-deposit accepting systematically important Non-Banking Financial Company ("NBFC-ND-SI") more particularly being an IFC and PFI.

In July 1992, our Company came out with an initial public offering of equity shares of ₹ 10 each for cash at par aggregating to ₹ 22.40 million. Subsequently, our Company also came out with a Rights issue of equity shares of ₹ 10 each in the ratio of 1:1 at a premium of ₹ 10 per share aggregating to ₹ 82.8 million in November, 1993. Thereafter, our Company entered the capital market again with a public issue of 17% Convertible Preference Shares aggregating to ₹ 1,000 million with warrants attached in March-April, 1996 wherein Convertible Preference Shares aggregating to ₹ 250 million were issued to the promoter and the friends, relatives and associates of the promoter. In July, 2000, our Company came out with an issue of Unsecured Subordinated NCDs with Detachable tradable Warrants aggregating to ₹ 540 million on Rights Basis in the ratio of 1:10. Further, in December 2011, our Company came out with the first tranche of an issue of long term infrastructure bonds aggregating upto ₹ 3,000 million.

In 2010-11, Quippo Infrastructure Equipment Limited ('Quippo') was amalgamated into and with our Company with the objective to enhance its net worth and reinforce its books with Quippo's investments. Our Company's equity shares are listed on NSE, BSE and CSE and the GDR are listed on the LSE. The Srei Group has registered ₹ 144,000 million in disbursements in the year 2010-11. We are among the few Indian NBFCs to have accessed the international market for funds and get listed on the London Stock Exchange.

Pursuant to a Scheme of Arrangement ('**the Scheme**') approved by the shareholders and sanctioned by the Hon'ble High Court at Calcutta on January 28, 2008, all business, assets and liabilities pertaining to the project finance business and asset based financing business of our Company, including its shareholding in Srei Insurance Broking Private Limited (formerly Srei Insurance Services Limited), were transferred to Srei Equipment Finance Limited (formerly Srei Equipment Finance Private Limited) ('**SEFL'**), a 50:50 joint venture company between our Company and BNP Paribas Lease Group (a group company of BNP Paribas S.A.) in accordance with Sections 391 to 394 and other relevant provisions of the Companies Act 1956 with effect from January 1, 2008 ('**Appointed Date**'). The Scheme became operative from April 2, 2008 ('**Effective Date**') and the transfer in terms of the Scheme took place on and from the Effective Date.

Following the Scheme our Company is now into a strategic equipment financing business (i.e. equipment of more than ₹ 150 million), project financing, advisory, venture capital and investment banking business.

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

1. *To Carry on and undertake the business of financing industrial enterprises including those engaged in and providing infrastructure facility and setting up of projects and also to provide by way of lease, leave and license, or hire purchase basis or on deferred payment basis or on any other basis, all types of plant, equipments, machinery, vehicles, vessels, ships, all electrical and electronic equipments and any other movable and immovable equipment and/or properties whether in India or abroad, for industrial, commercial or other uses, to acquire or assist in acquisition or transfer or assist in transfer of receivables of all description, to set up, run, manage or provide services in connection with one or more securitisation transactions or vehicles, to sponsor mutual fund, asset reconstruction company, or any other vehicles for financial activities in accordance with the applicable laws, rules and regulations for the time being in force, and generally to carry on the business as financiers, to originate, transfer, manage, arbitrage or otherwise deal in loans or any other financial instrument or asset in any form or manner and to form. Promote and assist companies, syndicates and partnerships to promote and finance industrial enterprises, projects of all kinds and descriptions and to carry on the business of factoring, bills discounting, cross border leasing, consultancy services of all kinds and descriptions and to undertake any business, transactions or operations carried or undertaken by a financial company or institution.*

Subsidiaries, Sub-Subsidiaries, Joint Ventures & Associates

A list of subsidiaries, sub-subsidiaries, joint ventures of subsidiaries, joint ventures, associates and joint ventures of associates of the Company as on March 31, 2014 is as follows:

Sl. No.	Name of the Entity	Equity Holding (%)	Registered Address	Activity undertaken by the entity
Subsidiaries				
1	Srei Capital Markets Limited	100	'Vishwakarma', 86C, Topsia Road (S), Kolkata - 700 046	Merchant Banking
2	Srei Alternative Investment Managers Limited (Formerly Srei Venture Capital Limited)	100	'Vishwakarma', 86C, Topsia Road (S), Kolkata - 700 046	Asset Management
3	Srei Forex Limited	100	'Mirania Gardens', 10B, Topsia Road (E), Kolkata - 700046	
4	Srei Infrastructure Advisors Limited	100	'Vishwakarma', 86C, Topsia Road (S), Kolkata – 700 046	Infrastructure Advisory Services
5	Global Investment Trust Limited	100	'Vishwakarma', 86C, Topsia Road (S), Kolkata - 700 046	Trusteeship Functions
6	Srei Insurance Broking Private Limited	51	'Vishwakarma', 86C, Topsia Road (S), Kolkata - 700 046	Composite Insurance Broking
7	Controlla Electrotech Private Limited	100	Y 10/EP, Sector - V, Salt Lake Electronics Complex, Kolkata -700 091	
8	Quippo Oil & Gas Infrastructure Limited	99.90	D-2, 5th Floor, Southern Park, Saket Place, Saket, New Delhi – 110 017	Onshore / offshore drilling services and renting of oil work-over / land drilling rigs / oil field equipment and also engaged in exploration, production and related activities of oil and gas business
9	Quippo Energy Private Limited	100	D-2, 5th Floor, Southern Park, Saket Place, Saket, New Delhi – 110 017	Gas based integrated Energy solutions on rental basis

Sl. No.	Name of the Entity	Equity Holding (%)	Registered Address	Activity undertaken by the entity
10	Srei Mutual Fund Asset Management Private Limited	100	'Vishwakarma', 86C, Topsia Road (S), Kolkata – 700 046	Asset Management
11	Srei Mutual Fund Trust Private Limited	100	'Vishwakarma', 86C, Topsia Road (S), Kolkata – 700 046	Trusteeship Functions
12	Srei International Infrastructure Services GmbH (Formerly IIS International Infrastructure Services GmbH)	92.54	Rostocker Str. 1, 50374 Erftstadt, Germany	Leasing and renting of movable assets used for Infrastructure Projects
13	Attivo Economic Zone (Mumbai) Private Limited (Formerly Mumbai Futuristic Economic Zone Private Limited, name changed w.e.f. July 23, 2013)	100	D-2, 5th Floor, Southern Park, Saket Place, Saket, New Delhi – 110 017	Special Economic Zones
14	Goldensons Construction Private Limited	100	207, Maharshi Devendra Road, 3rd Floor, Room No. 64, Kolkata 700 007	Real Estate
Sub-Subsidiaries				
15	Srei Advisors PTE. Limited (Subsidiary of Srei International Infrastructure Services GmbH)	100	9, Battery Road, #25 - 01,Straits Trading Building, Singapore – 049910	Capital Market Advisory Services
16	Zao Srei Leasing (Subsidiary of Srei International Infrastructure Services GmbH)	64.20	Russian Federation, 121087, Moscow, Barklaya Str., Bld. 6, Constr 3	Lease Financing
17	Cyberabad Trustee Company Private Limited (Subsidiary of Srei Alternative Investment Managers Limited)	51	5-9-58/B, Parisrama Bhavan, Basheerbagh, Hyderabad – 500 004	Trusteeship Functions
18	Hyderabad Information Technology Venture Enterprises Limited (Subsidiary of Srei Alternative Investment Managers Limited)	51	5-9-58/B, Parisrama Bhavan, Basheerbagh, Hyderabad – 500 004	Venture Capital Fund
19	Bengal Srei Infrastructure Development Limited (Subsidiary of Srei Infrastructure Advisors Limited)	51	'Vishwakarma', 86C, Topsia Road (S), Kolkata – 700 046	Advisory services for development of Infrastructure Projects
20	Quippo Mauritius Private Limited (Subsidiary of Quippo Energy Private Limited)	100	C/o. Port Louis Management Services Ltd., 3rd Floor, Harbour Front Building, President John Kennedy Street, Port Louis, Republic of Mauritius	To engage in global business as permitted under the Financial Services Act, 2007, and any other laws for the time being in force in the Republic of Mauritius
21	Quippo Energy Nigeria Private Limited (Subsidiary of Quippo Mauritius Private Limited)	100	6, Broad Street, 6th Floor, NCR Building, Lagos, Nigeria	Power Generation
22	Quippo CJ Exploration & Production Private Limited (Subsidiary of Quippo Oil & Gas Infrastructure Limited)	51	'Vishwakarma', 86C, Topsia Road (S) Kolkata – 700 046	Exploration, production and related activities of oil and gas business
	Joint Venture of SIFL			
23	Srei Equipment Finance Limited (Formerly Srei Equipment Finance Private Limited, name changed w.e.f. November 1, 2013)(Joint	50	'Vishwakarma', 86C, Topsia Road (S), Kolkata - 700 046	Asset Financing

Sl. No.	Name of the Entity	Equity Holding (%)	Registered Address	Activity undertaken by the entity
	Venture between SIFL and BNP Paribas Lease Group)			
Associates				
24	Sahaj e-Village Limited	48.32	‘’Mirania Garden’, Plot No. 43, 10B/1 Topsia Road (East), Kolkata - 700 046	IT Enabled Services
25	Quippo Construction Equipment Limited	45.45	NAC Campus, NAC Road, Cyberabad Kondapur Post, Hyderabad, Andhra Pradesh – 500 032	Rental services of equipment with operator and other allied services
Joint Venture of Associates				
26	NAC Infrastructure Equipment Limited (Joint Venture between Quippo Construction Equipment Limited, L&T Finance Holdings Limited, NCC Limited (Formerly Nagarjuna Construction Company Limited) and National Academy of Construction)	50	NAC Campus, NAC Road, Cyberabad, Kondapur Post, Hyderabad, Andhra Pradesh – 500 032	Rental services of equipment with operator and other allied services

Material Agreements

Other than the agreements in relation to this Issue, the Company has not entered into material agreements, more than two years before the date of this Prospectus, which are not in the ordinary course of business.

OUR MANAGEMENT

Board of Directors

The general control, superintendence, direction and management of the affairs and business of our Company is vested in the Board of Directors which exercises all powers and does all acts and things which may be done by us under the Memorandum and Articles of Association of our Company.

The details of Board of Directors as on the date of filing of this Prospectus are as follows:

Name of Directors & Designation	DIN	Director since	D.O.B. Age	Occupation	Residential Address	Other Directorships
Salil Kumar Gupta Chief Mentor, Non-Executive & Independent Director	00651223	April 20, 1991(Chief Mentor w.e.f. April 13, 2004)	August 14, 1928 85 years	Chartered Accountant	538, Jodhpur Park, Kolkata – 700 068	1. Corporate Health Check Services Private Limited 2. Jagaran Microfin Private Limited
Hemant Kanoria Chairman & Managing Director	00193015	October 30, 1990 (Managing Director w.e.f. May 7, 1994 & as Chairman w.e.f. May 14, 2008)	August 05, 1962 51 years	Industrialist	'Kanoria House', 3 Middle Road, Hastings, Kolkata – 700 022	1. Srei Capital Markets Limited 2. Texmaco Rail & Engineering Limited 3. Srei Equipment Finance Limited 4. Viom Networks Limited 5. India Power Corporation Limited 6. Zao Srei Leasing, Russia
Sunil Kanoria Vice Chairman	00421564	July 5, 1989 (Vice Chairman w.e.f. September 20, 2008)	May 04, 1965 49 years	Industrialist	'Kanoria House', 3 Middle Road, Hastings, Kolkata – 700 022	1. Srei Equipment Finance Limited 2. India Power Corporation Limited 3. Viom Networks Limited 4. Upper Ganges Sugar & Industries Limited 5. Viom Infra Networks (Maharashtra) Limited 6. The Associated Chambers of Commerce and Industry of India 7. Zao Srei Leasing, Russia 8. Viom International Singapore Pte. Limited 9. Viom International (Myanmar) Company Limited
Saud Ibne Siddique Non-Executive Director	01873293	October 29,2007 (Director) April 1, 2009 to April 30, 2013 (Joint Managing Director) May 1, 2013 (Non-Executive Director)	May 02, 1958 56 years	Professional	9 Ardmore Park, # 7-01, Singapore 259 955	1. Emerging Africa Infrastructure Fund (EAIF), Africa
Srinivasachari Rajagopal Non-Executive	00022609	January 25, 2003	March 10, 1940	Banker/Company Director	VARENYA", 1043, 10th Main Road,	1. Srei Alternative Investment Managers Limited

Name of Directors & Designation	DIN	Director since	D.O.B. Age	Occupation	Residential Address	Other Directorships
& Independent Director			74 years		Judicial Officers Layout, GKVK Post, Bangalore – 560 065	2. GMR Tambaram Tindivanam Expressways Limited 3. GMR Tuni - Anakapalli Expressways Limited 4. National Trust Housing Finance Limited 5. GMR Energy Limited 6. Vivek Limited 7. GMR Kamalanga Energy Limited 8. GMR Hyderabad Vijayawada Expressways Private Limited 9. Wisdomleaf Technologies Private Limited 10. GMR Chattisgarh Energy Limited 11. Careercubicle Technologies Private Limited 12. GMR Kishangarh Udaipur Ahmedabad Expressways Limited 13. GMR Infrastructure Limited
Dr Satish Chandra Jha Non-Executive & Independent Director	00247427	January 28, 2010	April 1, 1934 80 years	Economist	G-61, P.O. Palam Vihar, Gurgaon – 122 017, Haryana	1. Walchand Peoplefirst Limited 2. Srei Alternative Investment Managers Limited 3. SunSuki Trading & Export Private Limited
Sujitendra Krishna Deb Non-Executive & Independent Director	03524764	May 19, 2011	October 22, 1947 66 years	Chartered Accountant	43-B, Jatindra Mohan Avenue, Kolkata - 700 005	Nil
Shyamalendu Chatterjee Non-Executive & Independent Director	00048249	April 29, 2009	December 24, 1946 67 years	Banker	South City Apartments 17K, Tower - 1, SVC – 2 375, Prince Anwar Shah Road Kolkata - 700 068	1. Sahaj e-Village Limited 2. Srei Capital Markets Limited 3. Srei Equipment Finance Limited
Dr Punita Kumar Sinha Non-Executive & Independent Director	05229262	May 20, 2013	May 13, 1962 51 years	Investment Management	51 Gate House Road, Newton MA, Massachusetts, USA, 024671320	1. JSW Steel Limited 2. The Asia Opportunities Offshore Fund Limited 3. The Asia Opportunities Offshore Master Fund Limited 4. Rallis India Limited

None of the names of our existing and current directors are appearing in the RBI defaulter list and/or ECGC default list.

Profile of Directors

Salil Kumar Gupta, Chief Mentor, Independent Director

He has more than fifty six years of experience. He is the former Chairman of West Bengal Industrial Development Corporation Limited, a leading state financial institution. He was also the former President of The Institute of Chartered Accountants of India.

Hemant Kanoria, Chairman & Managing Director

He has over thirty four years of experience in industry, trade and financial services. He has held the position of Chairman of National Committee on Infrastructure of Federation of Indian Chambers of Commerce and Industry ("FICCI") and is also Council Member of Indo-German Chamber of Commerce. He is the former President of the Calcutta Chamber of Commerce and former member of Board of Governors of Indian Institute of Management (IIM), Calcutta and Member of Regional Direct Taxes Advisory Committee, Government of India.

Sunil Kanoria, Vice Chairman, Non-Executive Director,

A Chartered Accountant, he has more than twenty six years of experience in the financial services industry. He is presently the Director of The Associated Chambers of Commerce & Industry of India (ASSOCHAM), Member of the Central Direct Taxes Advisory Committee and a Governing body member of the Construction Industry Development Council (CIDC).

Saud Ibne Siddique, Non-Executive Director

He has over thirty years of global infrastructure financing experience. He has worked with the International Finance Corporation (IFC), the private sector arm of the World Bank, for more than 16 years based out of Washington DC. During 2004-2007, he was based out of Hong Kong, and was the head of business development for infrastructure projects in the East Asia and Pacific region for IFC. He has also served as the CEO and Board Member of a publicly listed water infrastructure fund in Singapore.

Srinivasachari Rajagopal, Independent Director

He has more than forty one years of experience in the banking industry. He is the former Chairman & Managing Director of Bank of India and Indian Bank.

Satish Chandra Jha, Independent Director

He was a Former Director and Chief Economist of Asian Development Bank, Manila and President of Bihar Economic Association. He was also a Member of the Economic Advisory Council to the Prime Minister and Chairman, Special Task Force on Bihar.

Shyamalendu Chatterjee, Independent Director

He has over forty six years of experience in Commercial and Investment Banking. He was the Executive Director of Axis Bank Limited, Mumbai. He has extensive exposure in the area of International Banking having worked in SBI, London for three years and in Washington D. C. for five years. He has expertise in the areas of Corporate Finance, International Business, Retail Banking, Project Financing and Balance Sheet Management, among others.

Sujitendra Krishna Deb, Independent Director

He is a Chartered Accountant with over forty three years of experience in the Assurance and Business Advisory services of a Big Four Firm in India, where he was a partner for little over last two decades; working experience in Due Diligence Review, Valuation and Internal Audits, among others.

Punita Kumar Sinha, Independent Director

Dr Punita Kumar Sinha, a Doctorate from the Wharton School, University of Pennsylvania, has over twenty three years of experience in asset management in international and emerging markets. Dr Sinha served as a Senior Managing Director of The Blackstone Group LP and Chief Investment Officer (CIO) of Blackstone Asia Advisors L.L.C. She was also the CIO and Senior Portfolio Manager of the NYSE listed India Fund Inc. and Asia Tigers Fund Inc.

Relationship between the Directors

None of our present Directors are related to each other except Hemant Kanoria and Sunil Kanoria, who are brothers.

Remuneration of the Directors

Each of the Non-Executive Independent Director is paid ₹ 20,000 as sitting fees for attending each meeting of the Board of Directors of our Company, and ₹ 15,000 as sitting fees for attending each meeting of the Audit Committee and ₹ 10,000 for attending each meeting of the other committees of our Company thereof. The Non-Executive Directors of our Company are also paid remuneration by way of commission on the net profits of our Company. Details of remuneration paid to our Directors during the financial year ended March 31, 2014 by our Company and our subsidiaries and associates are as follows:

Sl.	Name of the Director	By our Company		By our subsidiaries			By our associates			Total Remuneration (₹)
		Remuneration (₹)	Nature	Name of the Subsidiary Company	Remuneration (₹)	Nature	Name of the Associate Company	Remuneration (₹)	Nature	
1.	Salil Kumar Gupta	5,70,000/-	Sitting Fees	-	-	-	-	-	-	5,70,000/-
2.	Hemant Kanoria	1,64,40,000/-	Salary & Perquisites	Srei Capital Markets Limited	25,000/-	Sitting Fees	-	-	-	2,24,65,000/-
		60,00,000/-	Commission							
3.	Sunil Kanoria	7,60,000	Sitting Fees	-	-	-	-	-	-	7,60,000/-
4.	Saud Ibne Siddique*	54,91,772/-#	Salary & Perquisites	Srei Alternative Investment Managers Limited	10,000/-	Sitting Fees	-	-	-	55,81,772/-#
		80,000/-	Sitting Fees							
5.	Srinivasachari Rajagopal	1,60,000/-	Sitting Fees	Srei Alternative Investment Managers Limited	40,000/-	Sitting Fees	-	-	-	2,00,000/-
6.	Dr. Satish Chandra Jha	1,00,000/-	Sitting Fees	Srei Alternative Investment Managers Limited	40,000/-	Sitting Fees	-	-	-	1,40,000/-
7.	Shyamalendu Chatterjee	2,20,000/-	Sitting Fees	Srei Capital Markets Limited	20,000/-	Sitting Fees	Sahaj e-Village Limited	32,500/-	Sitting Fees	2,72,500/-
8.	Sujitendra Krishna Deb	3,25,000/-	Sitting Fees	-	-	-	-	-	-	3,25,000/-
9.	Dr. Punita Kumar Sinha**	1,10,000/-	Sitting Fees	-	-	-	-	-	-	1,10,000/-
10.	Dr. Martin Czurda***	60,000/-	Sitting Fees	-	-	-	-	-	-	60,000/-

**Resigned as the Joint Managing Director w.e.f. close of business hours on April 30, 2013 and continues as a Director (Category – Non-Executive) w.e.f. May 01, 2013*
***Appointed w.e.f. May 20, 2013*
****Resigned w.e.f. December 24, 2013*
#Upto April 30, 2013.

The Shareholders of the Company at the Annual General Meeting held on August 14, 2013 has approved payment of commission to the Non - Executive Directors of the Company annually for each of the five financial years of the Company commencing from Financial Year (FY) 2013-14, an amount not exceeding one per cent of the net profits of the Company as provided under Section 309(4) of the Companies Act, 1956. Therefore, at the ensuing Board Meeting of the Company scheduled to be held in May 2014, the matter relating to ascertainment of Commission to be paid to the Non - Executive Directors of the Company for the FY 2013-14 shall be taken up by the Board.

Further, Mr. Anant Raj Kanoria, relative of Mr. Hemant Kanoria & Mr. Sunil Kanoria, Directors of our Company is in employment of our Company & draws a monthly remuneration of less than ₹ 50,000/-.

Terms of Appointment of Managing Director and Compensation payable to him

Mr Hemant Kanoria was reappointed as Chairman & Managing Director of our Company for a further period of five (5) years w.e.f April 1, 2010 and his remuneration was fixed vide a resolution of the Board of Directors of our Company dated January 28, 2010 and an agreement dated August 9, 2010. The agreement may be terminated by either party by giving clear three months' notice. Salient features of his remuneration inter alia include:

1. Salary: In the scale of ₹ 1,000,000/- to ₹ 3,000,000/- (Rupees One Million only to Rupees Three Million only) per month with authority to the Board to fix the salary within the abovementioned scale from time to time. The annual increments will be merit-based and take into account the Company's performance. (The present salary of Mr Kanoria is fixed at ₹ 1,000,000/- (Rupees One Million only) per month w.e.f. April 1, 2010.)
2. Commission: 1 % (One per cent) of the net profits of the Company as per Audited Profit and Loss Account per year or such other amount as may be decided by the Board in its absolute discretion for each financial year (or part thereof), restricted to 50% of annual basic salary, 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 198, 269, 309, 310 & 311 and other applicable provisions of the Companies Act 1956 read with Schedule XIII to the said Companies Act 1956, as may for the time being be in force.
3. Ex-gratia: Ex-gratia payment of l (One) month's salary per annum or such other higher sum as may be decided by the Board of the Company.

4. Perquisites: In addition to the aforesaid, the Chairman & Managing Director shall be entitled to the following perquisites:
   i) Housing: 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
   ii) Expenses pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company.
   iii) Company shall provide such furniture and furnishings as may be required by the Chairman & Managing Director.
   iv) 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.
   v) Leave Travel Concession: Reimbursement of actual travelling expenses, for proceeding on leave, once in a year in respect of self and family.
   vi) Club Fees: Reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.
   vii) Personal Accident Insurance: Payment of premium in respect of one Personal Accident Insurance Policy.
   viii) Contribution to Provident Fund, Superannuation Fund and Annuity Fund: The Company's contribution to Provident Fund or Superannuation Fund 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.
   ix) Gratuity: Entitled for Gratuity as per the rules of the Company.
   x) Leave: Entitled for leave with full pay or encashment thereof as per the rules of the Company.
   xi) Other Perquisites: Subject to overall ceiling on remuneration prescribed in Schedule XIII to the Companies Act 1956, the Chairman & Managing Director may be given any other allowances, performance incentives, benefits and perquisites as the Board of Directors may from time to time decide.

Borrowing Powers of the Board of Directors

Subject to the Memorandum and Articles of Association of our Company, the Shareholders at the Annual General Meeting held on August 14, 2013, have passed a resolution under Section 293(1) (d) of the Companies Act 1956 which prescribed the maximum monetary limit for the purpose of borrowing by the Board of Directors of our Company. The aggregate value of the NCDs offered under this Prospectus, together with the existing borrowings of our Company, is within the approved borrowing limits of ₹ 2,50,000 million.

Our Company in accordance with General Circular No. 4 of 2014 (bearing reference no. 1/32/2013-CLV (Pt. File) as issued by the Ministry of Corporate Affairs) dated March 25, 2014 shall pass due resolutions under Section 180 of the Companies Act 2013 within one year from the date of notification of Section 180 of the Companies Act 2013 i.e. September 12, 2013.

The Issue of NCDs offered under this Prospectus is being made pursuant to the resolution passed by the Board of Directors at its meeting held on May 20, 2013.

Nature of interest of the Directors

No Director of our Company has any interest in the appointment of the Debenture Trustee to the Issue. No Director of our Company has any interest in any property acquired by our Company within preceding two years of the date of this Prospectus or proposed to be acquired by it.

All Directors may be deemed to be interested in the contracts, agreements / arrangements entered into or to be entered into by us with any company in which they hold directorships or any partnership in which they are a partner. Directors with an interest in other companies are mentioned in this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any contract, agreement or arrangement during the preceding two years from the date of this Prospectus in which the Directors are interested, directly or indirectly, and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Shareholding details of Director of Srei in Subsidiaries, Associates & Joint Ventures as on March 31, 2014:

Sl.	Name of Director	Beneficiary	Name of the Company	Nature of Entity	Equity/ Preference Shares	No. of Shares	% to Total Capital
1	Hemant Kanoria	SIFL	Srei Capital Markets Limited	Subsidiary	Equity	100	0.002
		SIFL	Srei Alternative Investment Managers Limited	Subsidiary	Equity	100	0.04
		SIFL	Srei Equipment Finance Limited	Joint Venture	Equity	1	0.0033
		SIFL	Controlla Electrotech Private Limited	Subsidiary	Equity	500	1.42
		SIFL	Quippo Oil and Gas Infrastructure Limited	Subsidiary	Equity	500	0.0017
		SIFL	Quippo Construction Equipment Limited	Associate	Equity	1	0.0009
		SIFL	Global Investment Trust Limited	Subsidiary	Equity	100	0.2

		Srei Infrastructure Advisors Limited	Bengal Srei Infrastructure Development Limited	Subsidiary	Equity	100	0.2
2	Sunil Kanoria	SIFL	Srei Capital Markets Limited	Subsidiary	Equity	100	0.002
		SIFL	Srei Alternative Investment Managers Limited	Subsidiary	Equity	100	0.04
		SIFL	Srei Equipment Finance Limited	Joint Venture	Equity	1	0.0033
		SIFL	Controlla Electrotech Private Limited	Subsidiary	Equity	500	1.42
		SIFL	Global Investment Trust Limited	Subsidiary	Equity	100	0.2
		SIFL	Attivo Economic Zone (Mumbai) Private Ltd.	Subsidiary	Equity	1	0.01
		Sunil Kanoria	Quippo Energy Private Limited	Subsidiary	Preference	84	0.60
		Sunil Kanoria	Quippo Construction Equipment Limited	Associate	Preference	356	0.60
3	Salil Kumar Gupta	SIFL	Srei Alternative Investment Managers Limited	Subsidiary	Equity	100	0.04
		SIFL	Global Investment Trust Limited	Subsidiary	Equity	100	0.2

Changes in the Board of Directors in the last three years

Name, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
Dr Martin Czurda Non-Executive & Independent **DIN: 6412755**	Resigned w.e.f December 24, 2013	November 09, 2012	
Dr Punita Kumar Sinha Non-Executive &Independent **DIN: 05229262**	Appointed w.e.f. May 20, 2013	-	
Mr Saud Ibne Siddique Non-Executive **DIN: 1873293**	Resigned as Joint Managing Director w.e.f close of business hours on April 30, 2013 & continues to act as a Director (category - Non-Executive) w.e.f May 01, 2013	-	Change of designation to Non-Executive Director w.e.f. May 01, 2013
Mr V. H. Pandya Non-Executive & Independent **DIN: 31857**	Resigned w.e.f November 10, 2012	July 22, 1994	
Dr Martin Czurda Non-Executive & Independent **DIN: 6412755**	Appointed w.e.f November 09, 2012	-	
Mr Avinder Singh Bindra Non-Executive & Independent **DIN: 669199**	Resigned w.e.f February 07, 2012	January 25, 2011	
Mr K. K. Mohanty Non-Executive **DIN: 80498**	Resigned w.e.f June 07, 2011	June 23, 2001	
Mr Sujitendra Krishna Deb Non-Executive & Independent **DIN: 3524764**	Appointed w.e.f May 19, 2011	-	
Mr S. Chatterjee Non-Executive & Independent **DIN: 48249**	Appointed as Additional Director w.e.f April 29, 2009 and then continued as Director w.e.f September 12, 2009	-	Change of designation to Independent Director w.e.f. April 01, 2012

Name, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
Mr Saud Ibne Siddique Joint Managing Director **DIN: 1873293**	Appointed as Joint Managing Director w.e.f April 01, 2009	-	Reappointed as Joint Managing Director w.e.f April 01, 2012

Details of various committees of our Company as on March 31, 2014

The Board has constituted committees of Directors, each of which functions in accordance with the relevant provisions of the Companies Act 1956, the RBI Directions for NBFCs and the Equity Listing Agreements. These are (i) Audit Committee (ii) Committee of Directors (iii) Asset Liability Management Committee (iv) Credit Committee (v) Investment Committee (vi) Compensation Committee (vii) Risk Committee (viii) Share Transfer and Investors' Relations Committee and (ix) Nomination Committee.

Our Company will change the nomenclature of its existing committees and shall further constitute the corporate social responsibility committee under Section 135 of the Companies Act 2013 as applicable to the Company, either by way of Circular Resolutions before its ensuing Board Meeting scheduled to be held in May 2014 or on the date of the Board Meeting.

The details of these committees are as follows:

AUDIT COMMITTEE

Purpose

1. Review of adequacy of internal control systems
2. Review of annual financial statements
3. Ensuring proper disclosure in the Financial Statements
4. Recommending the re-appointment of external auditors, fixation of their remuneration and other related matters.

Members

1. Mr Salil Kumar Gupta – Chairman
2. Mr Sunil Kanoria
3. Mr Srinivasachari Rajagopal
4. Mr Sujitendra Krishna Deb
5. Mr Shyamalendu Chatterjee
6. Mr Sandeep Lakhotia - Secretary

COMMITTEE OF DIRECTORS

Purpose

1. To carry out functions delegated by the Board from time to time regarding day-to-day general management of the Company.

Members

1. Mr Hemant Kanoria - Chairman
2. Mr Sunil Kanoria
3. Mr Salil K. Gupta
4. Mr Sandeep Lakhotia – Secretary

ASSET LIABILITY MANAGEMENT (ALM) COMMITTEE

Purpose

1. For ensuring adherence to the limits set by the Board as well as for deciding the Business strategy of the Company (on the assets and liabilities side), in line with the Company's budget and decided risk management objectives.

Members

1. Mr Sunil Kanoria - Chairman
2. Mr Shyamalendu Chatterjee
3. Mr Sanjeev Sancheti
4. Mr P. C. Patni
5. Mr Sandeep Lakhotia
6. Mr J. Moses Harding

7. Mr S. B. Tiwari - Secretary

CREDIT COMMITTEE

Purpose

1. To consider, evaluate, approve and sanction all credit related matters.

Members

1. Mr Hemant Kanoria – Chairman
2. Mr Sunil Kanoria
3. Mr Sujitendra Krishna Deb
4. Mr S. B. Tiwari– Secretary

INVESTMENT COMMITTEE

Purpose

1. To consider, authorise, approve and sanction all investment related matters.

Members

1. Mr. Hemant Kanoria – Chairman
2. Mr Sunil Kanoria
3. Dr Punita Kumar Sinha
4. Mr Sanjeev Sancheti - Secretary

COMPENSATION COMMITTEE

Purpose

1. To formulate, administer and superintend the Company's Stock option schemes, if any, in accordance with relevant laws and also to review, on a periodical basis, the effectiveness thereof.
2. To review the structure, design and implementation of the Compensation policy of the Company.
3. To review and recommend compensation payable including pension rights, to the executive directors and other senior management members, including pension rights.

Members

1. Mr Salil Kumar Gupta –Chairman
2. Mr Sunil Kanoria
3. Mr Shyamalendu Chatterjee
4. Mr Sujitendra Krishna Deb
5. Mr Sandeep Lakhotia – Secretary

RISK COMMITTEE

Purpose

1. To identify and assess various risks across all entities in the Srei Group and suggest measures to minimize and/or mitigate the significant risks.

Members

1. Mr Shyamalendu Chatterjee- Chairman
2. Mr Sunil Kanoria
3. Mr Sujitendra Krishna Deb
4. Mr S. B. Tiwari- Secretary

SHARE TRANSFER AND INVESTORS' RELATIONS COMMITTEE

Purpose

1. To attend to all the formalities relating to share transfer and redressal of shareholder and investors complaints of any nature.

Members

1. Mr Salil K. Gupta – Chairman
2. Mr Hemant Kanoria

3. Mr Sunil Kanoria
4. Mr Sandeep Lakhotia - Secretary

NOMINATION COMMITTEE

Purpose

1. Ensuring "fit and proper" status of existing/proposed Directors of the Company in terms of RBI Circular on Corporate Governance.

Members

1. Mr Salil Kumar Gupta – Chairman
2. Mr Sunil Kanoria
3. Mr Shyamalendu Chatterjee
4. Mr Sandeep Lakhotia - Secretary

OUR PROMOTER

The Promoter of our Company is Mr Hemant Kanoria

Name of the Promoter	Mr Hemant Kanoria
Photo of the promoter	
Designation	Chairman & Managing Director
PAN No.	AKSPK3708R
Voter Id No	H2G3787363
Driving License No.	WB – 012009716492

He has over thirty four years of experience in industry, trade and financial services. He has held the position of Chairman of National Committee on Infrastructure of Federation of Indian Chambers of Commerce and Industry ("FICCI") and is also Council Member of Indo-German Chamber of Commerce. He is the former President of the Calcutta Chamber of Commerce and former member of Board of Governors of Indian Institute of Management (IIM), Calcutta and Member of Regional Direct Taxes Advisory Committee, Government of India.

Details of Promoter holding in the Company as on March 31, 2014:

Sl. No.	Name of the shareholders	Total No of Equity Shares	No of shares in demat form	Total shareholding as % of total no of equity shares	No of Shares Pledged	% of Shares Pledged with respect to shares owned.
1	Hemant Kanoria	3,80,000	3,80,000	0.08	0.00	0.00

Statement of the aggregate number of securities of the Issuer and its subsidiary companies purchased or sold by the Promoter Group and by the Directors of the company which is a promoter of the Issuer and by the Directors of the Issuer and their relatives within six months immediately preceding the date of this Prospectus:

Save and except as disclosed herein, none of the Directors of the Company including their relatives as defined under Section 2(77) of the Companies Act, 2013 and the Promoter/Promoters' Group of the Company have undertaken purchase and/or sale of the securities of the Company and its subsidiaries during the preceding 6 (six) months from the date of this Prospectus:

A. Mr. Hemant Kanoria (Promoter and Chairman & Managing Director)

Sl. No.	Nature of Security	Security of SIFL/Subsidiary Company	No. of Shares held pre-transaction	No. of Securities		No. of Shares held as on date	Date of Transaction
				Purchased	Sold		
1.	Equity Shares	SIFL	4,00,000	Nil	20,000 (Off Market)	3,80,000	28.11.2013

Note: Mr. Hemant Kanoria is the brother of Mr. Sunil Kanoria, Vice Chairman & Person Acting in concert with the Promoter of the Company and being the part of the Promoter/Promoters' Group of the Company.

B. Promoter Group Companies

Sl. No.	Name of the Promoter Group	Nature of Security	Security of SIFL/Subsidiary Company	No. of Shares held pre-transaction	No. of Securities		No. of Shares held as on date	Date of Transaction
					Purchased	Sold		
1.	Adisri Investment Private Limited	Equity Shares	SIFL	3,89,92,840	4,77,10,000 (Off Market)	Nil	8,67,02,840	28.11.2013

2.	Bharat Connect Private Limited	Equity Shares	SIFL	4,42,81,732	7,13,07,688 (Off Market)	Nil	11,55,89,420	28.11.2013

Deigratia International Pte. Limited has ceased to be the part of the Promoter/Promoters' Group of our Company w.e.f. November 28, 2013 by virtue of sale of its entire shareholding.

Details of Promoter's contribution in our Company:

Transaction*	Date*	Shares				Source of Funds
		No.	Paid Up (₹)	Face Value (₹)	Cumulative Shareholding	
Subscription to Memorandum of Association	March 30, 1985	1,121	11,210	10.00	1,121	Own
Subscription to Public Issue	May 30, 1990	43,300	433,000	10.00	44,421	Own
Subscription to Rights Issue	January 13, 1994	44,421	444,210	10.00	88,842	Own
Allotment of Equity shares upon conversion of Cumulative Convertible Preference Shares	November 14, 1997	45,454	454,540	10.00	134,296	Own
Shares issued against Detachable Tradable Warrants	November 22, 2005	100,000	1,000,000	10.00	234,296	Own
Subscription to Bonus shares	March 05, 2011	187,437	1,874,370	10.00	421,732	Own
Sale	June 26, 2013	(21,732)	(217,320)	10.00	400,000	Own
Off Market Sale	November 28, 2013	(20,000)	(200,000)	10.00	380,000	Own
	Net Shares	**380,000**	**3,800,000**	**10.00**	**380,000**	

**For details, please refer to page no. 50 of this Prospectus.*

Details of Promoter's shareholding in our Company's subsidiaries:

Other than as referred herein below, our Promoter does not hold any shares in any of our subsidiary companies.

Name of Nominee Shareholder	Beneficiary	Name of the Company	No. of Shares	% to Total Capital
Hemant Kanoria	Srei Infrastructure Finance Limited*	Srei Capital Markets Limited	100	0.002
		Srei Alternative Investment Managers Limited	100	0.04
		Controlla Electrotech Private Limited	500	1.42
		Quippo Oil & Gas Infrastructure Limited	500	0.0017
		Global Investment Trust Limited	100	0.2
	Srei Infrastructure Advisors Limited	Bengal Srei Infrastructure Development Limited (Subsidiary of Srei Infrastructure Advisors Limited)	100	0.2

**The Promoter holds shares in the Company as a registered shareholder.*

Our Promoter has not sold any shares held by him in the subsidiary companies (referred hereinabove), during the preceding 5(five) years.

DISCLOSURES ON EXISTING FINANCIAL INDEBTEDNESS

The outstanding borrowings of the Company as at December 31, 2013 are as follows:

Sl. No.	Nature of Borrowing	Amount*(₹ in Million)*
1.	Secured Borrowings	111,538.81
2.	Unsecured Borrowings	14,638.20

Set forth below, is a brief summary of the borrowings by our Company as at December 31, 2013 together with a brief description of certain significant terms of such financing arrangements.

For details of the lenders from whom we have not received any consent as required under Rule 3 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, please see page no. 22 of this Prospectus.

(I) Details of Secured Loan Facilities:

A. Domestic Term Loan

1. Andhra Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	833.33	• **Purpose of the Loan:** Financing of infrastructure equipments • **Tenure:** 5 Years • **Repayment:**18 equal quarterly instalments with an initial moratorium of 6 months from date of disbursement • **Interest Rate :** BR+1.50%+0.25% with monthly rests • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of specific assets for operating lease, Lease rentals and hire purchase/loan instalments for assets acquired/financed and /or to be acquired /to be financed out of the loan proceeds. • **Prepayment:** NIL • **Penalty:** NIL • **Events of Default**: Some of the material events of default are: – Non-payment of interest due or instalments due on time – Non-performance/breach of any sanctioned term – Misrepresentation of statements or facts – Insolvency/winding up/appointment of receiver • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Outstanding amounts become payable – Enforcement of security or appointment of receiver – Bank and/or RBI or any other authorised agency will publish the name of directors/promoters and/or firm as defaulters

2. Bank of India

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	275.00	• **Purpose of the Loan:** Borrower undertakes lease and hire purchase, financing of infrastructure equipments, projects financing etc. • **Tenure:** 42 months • **Repayment:** 40 equal monthly instalments commencing after 2 months from the date of disbursement. • **Interest Rate :** BR+1.50% with reset clause after 6 months • **Rescheduling:** NIL • **Security:** Hypothecation/assignment of specific assets covered by loan assets/HP and operating Lease agreement and receivables arising there from. • **Prepayment:** 2% or at the rate may be specified by the bank on the amount of outstanding for unexpired period as pre closure charges • **Penalty:**

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		- 2% p.a. will be levied on the overdue amount for the period account remains overdrawn due to irregularities such as non-payment of interest immediately on application, non-payment of instalments within one month of their falling due. - 1% p.a. in case of default in term and conditions • **Events of Default**: Some of the material events of default are: – Non payment – misrepresentation, non-performance/breach/violation of terms of sanction – Amalgamation/ reorganization, nationalization, etc. – RBI defaults or action by RBI against Borrower – insolvency/winding up/apprehension of insolvency – jeopardizing/prejudicial to security – inadequate insurance of lease assets, hire purchase assets and other assets/receivables offered as security • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Take possession of security and appoint receiver, enforce security – Sell security by public auction or otherwise and appropriate proceeds

3. Bank of Maharashtra

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	833.32	• **Purpose of the Loan:** For onward lending towards financing to companies engaged in infrastructure activity, permissible as per RBI Guidelines to banks on financing to NBFC (IFC) • **Tenure:** 60 months • **Repayment:** 54 equal monthly instalments after a moratorium of 6 months from the date of first disbursement. • **Interest Rate :** BR+1.50% with monthly rest and annual reset clause • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of specific assets for operating lease, Lease rentals and hire purchase/loan instalments for assets acquired/financed and /or to be acquired /to be financed out of the loan proceeds with value of 1.18 times(minimum) of the outstanding term loan amount. • **Prepayment:** - Company is allowed to prepay the term loan within 15 days from The date of interest reset without prepayment charges. - 1% of the amount pre-paid as per repayment schedule. • **Penalty:** - Submission of annual accounts within a period not exceeding 6 months from the close of previous accounting year or else penal Interest of 1% shall be levied for default period. • **Events of Default:** Some of the material events of default are: – Non repayment of any loan instalments and /or servicing of interest on due date – Breach/default in any term and conditions sanctioned – Violation of purpose • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – In case of payment default, the bank shall and or the RBI/CIBIL will have an unqualified right to disclose or publish the name of firms and its directors as defaulters in such manner and through medium as the bank or RBI/CIIL in their absolute discretion may deem fit. – Adverse effect on credit rating with higher interest rate. – Adverse effect on assets class of the borrower

		– In case of violation of the purpose clause, lender may recall the loan

4. Canara Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
2,000.00	2,000.00	• **Purpose of the Loan:** For ongoing business requirement for Onward lending for acquiring new/used equipment • **Tenure:** 66 months • **Repayment:** 20 equal quarterly instalments with 6 months of moratorium • **Interest Rate :** BR+1.75% p.a. (floating), payable monthly compounded at the end of each month • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of specific assets acquired/financed and /or to be acquired /to be financed out of the loan proceeds and charge over the entire rentals/instalments receivables against such assets. • **Prepayment:** - 2% prepayment penalty on the outstanding exposure at the time of prepayment - No prepayment charges if it is effected at the insistence of the Lenders or prepayment made from internal accruals/equity raise with prior notice of 30 days. • **Penalty:** - Non compliance of sanction terms/conditions. In this case 2% penal interests over and above applicable ROI. - Non submission of periodical information like Book debt Statement or financial statements before 31st October every year will attract 2% penal interest on outstanding liability. - For payment default, 2% p.a. on the total outstanding for the period of default. • **Events of Default**: Some of the material events of default are: – Non repayment of any loan instalments and /or servicing of interest on due date – Breach of default in performance or observance of any provisions and /or security documents and/ or terms and conditions of sanctioned and/ or compliance of any other instructions • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – – Whole advance become forthwith due and payable on demand and enforcement of security.

5. Corporation Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
500.00	35.90	• **Purpose of the Loan:** To finance assets utilized in infrastructure development to be given on lease/HP/loan • **Tenure:** 48 months • **Repayment:** 42 equal monthly instalments of Rs 11.90 million each and last instalments being Rs 12.10 million with 6 months of moratorium • **Interest Rate:** BR+2.75% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of assets financed /to be financed and assignment of entire rentals and instalments receivable against such assets acquired out of our bank finance. • **Prepayment:** 2% prepayment penalty on the amount prepaid for the balance tenure of the loan. • **Penalty:** • In case of non submission of periodical information like Book debt Statement or financial statements. Bank will charge 1% penal interest above the ROI as

Amount Sanctioned (₹ in Million)	Amount Outstanding (₹ in Million)	Terms and Conditions
		applicable • **Events of Default**: Some of the material events of default are: – Non repayment of any loan instalments and /or servicing of interest on due date – Breach of default in performance or observance of any provisions and /or security documents and/ or terms and conditions of sanctioned and/ or compliance of any other instructions – Committing an act of insolvency and /or going into liquidation – Appointment of receive/winding of business • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Entire outstanding amount being due for payable – Bank and/or RBI has the unqualified right to publish the name of firm and its directors as defaulters. – Enforcement of security

6. Corporation Bank

Amount Sanctioned (₹ in Million)	Amount Outstanding (₹ in Million)	Terms and Conditions
650.00	391.60	• **Purpose of the Loan:** To finance assets utilized in infrastructure development to be given on lease/HP/loan • **Tenure:** 54 months • **Repayment:** 48 equal instalments with 6 months of moratorium • **Interest Rate:** BR+2.75% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of assets financed /to be financed and assignment of entire rentals and instalments receivable against such assets acquired out of our bank finance. • **Prepayment:** 2% prepayment penalty on the amount prepaid for the balance tenure of the loan. • **Penalty:** • In case of non submission of periodical information like Book debt Statement or financial statements. Bank will charge 1% penal interest above the ROI as applicable • **Events of Default**: Some of the material events of default are: – Non repayment of any loan instalments and /or servicing of interest on due date – Breach of default in performance or observance of any provisions and /or security documents and/ or terms and conditions of sanctioned and/ or compliance of any other instructions – Committing an act of insolvency and /or going into liquidation – Appointment of receive/winding of business • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Entire outstanding amount being due for payable – Bank and/or RBI has the unqualified right to publish the name of firm and its directors as defaulters. – Enforcement of security/

7. DBS Bank Ltd

Amount Sanctioned (₹ in Million)	Amount Outstanding (₹ in Million)	Terms and Conditions
1,000.00	770.00	• **Purpose of the Loan:** The loan proceeds will be used for on-lending to

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		infrastructure projects and for financing purchase of equipments to be used in infrastructure projects. • **Tenure:** 5yr • **Repayment:** 1st year-nil, 2nd year-4% of facility amount payable at the end of each quarter, 3rd year to 5th year (final maturity) - 7% of facility amount payable at the end of each quarter. • **Interest rate:** Fixed 11.25% p.a. • **Rescheduling:** NIL • **Security:** First pari-passu charge on the receivables from project finance and equipment finance funded by the loan Facility. The charge will also extend to equipments and all other rights and security obtained by the Borrower under the project finance or equipment finance funded by the loan facility. • **Prepayment:** prepayment will be with prior arrangement with the Bank and upon agreed prepayment penalty if any. • **Penalty:** 3% over the respective ROI on the overdue amount from due date upto of actual payment • **Events of Default**: Some of the material events of default are: – Default in payment due – Misrepresentation of facts/undertaking/security etc. – Security documents found invalid or unenforceable – Default to furnish any financial information – Amalgamation/ compromise or reconstruction without prior notice – Winding up/insolvency/material adverse change/material litigation – Compulsory acquisition/ nationalization or expropriation – Revocation or withdrawal of permission for financial facility • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – The entire balance amount along with interest and principle become due and payable – Enforcement of security and public auction of such security .

8. ICICI Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,500.00	1218.75	• **Purpose of the Loan:** For on lending to companies engaged in infrastructure activity, permissible as per RBI Guidelines to Banks on the financing to NBFC (IFC) • **Tenure:** 60 months • **Repayment:** 16 equal quarterly instalments, first instalment commencing after end of 12th month from the date of disbursement. • **Interest rate:** BR+2.50% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation of specific pool of assets and receivables with beneficial interest on underlying assets • **Prepayment:** Prepayment premium of 1.00% on the principal amount of loan prepaid with 15 days prior notice to the Bank. • **Penalty:** documented rate 6 % p.a. payable monthly from due date till overdue amount is paid • **Events of Default**: Some of the material events of default are: – Default of interest payment – Default in repayment of any loan instalments and /or servicing of interest on due date

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		– Default in security creation or charge – Non performance of its obligations or any terms and conditions or security become enforceable for any reasons etc. • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Appointment and retention of nominees/ observers on the Board of Directors – Appointment of concurrent auditors – Acceleration of loan – Enforcement of security

9. ICICI Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,500.00	1,250.00	• **Purpose of the Loan:** For on lending to companies engaged in infrastructure activity, permissible as per RBI Guidelines to Banks on the financing to NBFC (IFC) • **Tenure:** 48 months • **Repayment:** 12 quarterly instalments after a 1 year moratorium from the date of first disbursement. • **Interest rate:** BR+2.50% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation of specific pool of assets and receivables with beneficial interest on underlying assets. • **Prepayment:** Prepayment premium of 1.00% on the principal amount of loan prepaid with 15 days prior notice to the Bank. • **Penalty:** Documented rate 6 % p.a. payable monthly from due date till overdue amount is paid • **Events of Default**: Some of the material events of default are: – Default of interest payment – Default in repayment of any loan instalments and /or servicing of interest on due date – Default in security creation or charge – Non-performance of its obligations or any terms and conditions or security become enforceable for any reasons etc. • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Appointment and retention of nominees/ observers on the Board of Directors – Appointment of concurrent auditors – Acceleration of loan, enforcement of security

10. ICICI Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,250.00	312.50	• **Purpose of the Loan:** For on lending to companies engaged in infrastructure activity, permissible as per RBI Guidelines to Banks on the financing to NBFC (IFC) • **Tenure:** 1yr 2 months • **Repayment:** 4 equal repayment starting from 15.06.2013. Next repayment dates being 15.09.2013, 15.12.2013 and 15.02.2014. • **Interest rate:** BR+2.00% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation of specific pool of assets and

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		receivables with beneficial interest on underlying assets. • **Prepayment:** Prepayment premium of 1.00% on the principal amount of loan prepaid with 15 days prior notice to the Bank. • **Penalty:** Documented rate 6 % p.a. payable monthly from due date till overdue amount is paid • **Events of Default**: Some of the material events of default are: – Default of interest payment – Default in repayment of any loan instalments and /or servicing of interest on due date – Default in security creation or charge – Non-performance of its obligations or any terms and conditions or security become enforceable for any reasons etc. • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Appointment and retention of nominees/ observers on the Board of Directors – Appointment of concurrent auditors. – Acceleration of loan, enforcement of security

11. IDBI Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,500.00	71.43	• **Purpose of the Loan:** To part finance purchase of assets • **Tenure:** 48 months • **Repayment:** 42 equal monthly instalments after a moratorium period of 6 months from the date of first disbursement. • **Interest Rate:** @225 bps below BPLR p.a. payable monthly with annual reset • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation of specific assets for operating lease, lease rentals and hire purchase/loan instalments for assets acquired/financed and /or to be acquired/financed out of the loan proceeds. • **Prepayment:** NIL Prepayment premium in case the interest levied on reset is not acceptable. However, the outstanding principal amount of the financial assistance shall not be repaid on any other date without prior consent of the Bank(which may be granted subject to such conditions as Bank may deem fit including payment of premia for such payment) • **Penalty:** - Non creation of security 30 days from the date of disbursement, 1% additional interest p.a. on disbursement amount till creation of such security. - Diversion of facilities like inter corporate deposits, debentures, stocks and shares, real estate etc., 2% p.a. over and above the rate charged till repayment - In case of non submission of Balance Confirmation and such other information/ documents to Bank on stipulated time, will attract penal interest of 1% p.a. - 2% p.a. for the period of default in case of payment default • **Events of Default**: Some of the material events of default are: – Default in repayment of any loan instalments and /or servicing of interest on due date – Non-performance of any representation, warranty and other covenants for a period of 30 days – Attachment or distraint levied on the assets or any part thereof – Appointment of receiver – Misrepresentation of information • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Appointment of nominee director – Conversion right

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		– Principal and all accrued interest on loan become due for payment – Enforcement of security

12. Indian Overseas Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
500.00	178.57	• **Purpose of the Loan:** To acquire-finance specific infrastructure assets for operational lease/hire purchase etc. • **Tenure:** 48 months • **Repayment:** 14 quarterly instalments after a moratorium of 6 months. • **Interest Rate:** BR+2.00% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation of assets financed and assignment of entire rentals and instalments receivable against such assets. • **Prepayment:** Company is liable for prepayment charges @1% of prepaid amount as per banks' guidelines. • **Penalty:** As per the extent guidelines of the Bank i.e. present at 2.00%. • **Events of Default**: Some of the material events of default are: – Non-payment of instalment of principal or interest for a period of 15 days – Misrepresentation of statements or facts – Breach or default in non-performance or observances – Act of insolvency/winding up/distress on borrower assets/liquidation etc. – Appointment of receiver for any part of the borrower – Adverse effect on capacity of borrower's payment • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Enforcement of security – Public auction of the security

13. Karur Vysya Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
500.00	62.50	• **Purpose of the Loan:** To purchase infrastructure equipment for leasing and hire purchase activities to infrastructure projects and renewable energy-under multiple banking arrangement. **Tenure:** 48 month**s** • **Repayment:** 48 equal monthly instalments without holiday period. • **Interest Rate:** BR+1.50% p.a. (floating) at monthly reset with an option to reset every one year • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation of specific assets for operating lease, lease rentals and hire purchase/loan instalments for assets acquired/financed and /or to be acquired/to be financed out of the loan proceeds. • **Prepayment:** 2% prepayment charges for the amount so prepaid and for the unexpired repayment period. • **Penalty:** - In case of default/delay in repayment of instalment, 3% penal interest over and above the applicable interest rate will be charged. - Non submission of annual accounts or any other control statements on stipulated time will attract penal interest. • **Events of Default**: Some of the material events of default are: – Non repayment of principal remaining for a period of 15 days – Non-payment of interest remaining unpaid for a period of one month

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		– Misrepresentation of statement – Breach or default of non-performance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc – Adverse effect in any manner to repay the loan\ – Jeopardise of security given • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank reserves the right to recall the facility. – Enforcement and liquidation of security

14. Karur Vysya Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
500.00	416.67	• **Purpose of the Loan:** To purchase infrastructure equipment for leasing and hire purchase activities to infrastructure projects and renewable energy-under multiple banking arrangement • **Tenure:** 5 years • **Repayment:** 18 equal quarterly instalments with an initial moratorium of 6 months from date of disbursement. • **Interest Rate:** BR+1.50% p.a. floating with interest rest after one year • **Rescheduling:** NIL • **Security:** Exclusive Charge on assets acquired/ to be acquired out of the term loan and outstanding HP/lease/loan receivables. • **Prepayment:** 2%. • **Penalty:** - In case of default of instalment/interest dues, 3% p.a. penal interest rate will be charged on overdue amount for overdue period. - Non adherence of sanctioned terms and conditions, also such penal interest will be charged • **Events of Default**: Some of the material events of default are: – Non repayment of principal remaining for a period of 15 days – Nonpayment of interest remaining unpaid for a period of one month – Misrepresentation of statement – Breach or default of nonperformance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc. – Adverse effect in any manner to repay the loan\ - Jeopardise of security given • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank reserves the right to recall the facility. – Enforcement and liquidation of security.

15. Oriental Bank of Commerce

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
2,500.00	2,268.52	• **Purpose of the Loan:** For onward lending and general business propose • **Tenure:** 5 years • **Repayment:** 54 equal monthly instalments starting from the first month after the date of disbursement.

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		• **Interest Rate:** BR+2.10% p.a. at present with monthly rests • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of entire rentals and instalments receivable against such assets to be acquired out of our Bank finance. • **Prepayment:** 2%. • **Penalty:** NIL • **Events of Default**: Some of the material events of default are: – Non repayment of principal remaining for a period of 15 days – Non-payment of interest remaining unpaid for a period of one month – Misrepresentation of statement – Breach or default of nonperformance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc – Adverse effect in any manner to repay the loan\ – Jeopardise of security given • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank reserves the right to recall the facility. – Enforcement and liquidation of security.

16. Punjab & Sind Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	650.00	• **Purpose of the Loan:** For on lending to companies engaged in infrastructure activity • **Tenure:** 5 yrs • **Repayment:** 20 quarterly instalments after a moratorium of 3 months from the date of first disbursement • **Interest Rate:** BR+2.00% p.a. with monthly rests • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of specific assets for operating lease, lease rentals/loan assets and hire purchase/loan instalments for assets acquired/financed and /or to be acquired/to be financed out of the loan. • **Prepayment:** - Prepayment as per Bank's guidelines • **Penalty:** - Penal Interest of 2% p.a. will be charged on the overdue amount for the period account remains overdrawn. - Penal Interest of 2% will be charged, in case of non compliance of terms and conditions of sanction • **Events of Default**: Some of the material events of default are: – default in payment – default of covenants – Any act of insolvency/event of distress/appointment of receiver/winding up etc • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank and/or RBI has the unqualified right to publish the name of firm and its directors as defaulters. – Bank reserves the right to recall the facility. – Enforcement and liquidation of security.

17. State Bank of Bikaner &Jaipur

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
500.00	100.40	• **Purpose of the Loan:** For on lending to infrastructure projects • **Tenure:** 4 Yrs • **Repayment:** 46 monthly instalments, first 45 instalments of ₹10.80 million & last instalment of ₹14.00 million with re-payment to start after 2 months from the date of first disbursement. • **Interest Rate:** BR+1.25% p.a. with annual reset clause • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation of specific assets for operating lease, lease rentals and hire purchase/loan instalments for asset acquired/financed and/or to be acquired/to be financed out of the loan proceeds. • **Prepayment:** As prescribed except in case prepayment is made by the Company on interest reset due date or at the instance of the Bank • **Penalty:** - Penal Interest at 1% p.a. on the total outstanding in the event of deviation upto 20% in financial covenants • **Events of Default**: Some of the material events of default are: – Non repayment of principal remaining for a period of 15 days – Non payment of interest remaining unpaid for a period of one month – Misrepresentation of statement – Breach or default of non performance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc – Adverse affect in any manner to repay the loan\ – Jeopardise of security given • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank reserves the right to recall the facility. – Enforcement and liquidation of security.

18. State Bank of Bikaner &Jaipur

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	1,000.00	• **Purpose of the Loan:** For on lending to infrastructure projects • **Tenure:** 5 Yrs • **Repayment:** 60 equal monthly instalments after a moratorium of 6 months from the date of first disbursement • **Interest Rate:** BR+1.60% p.a. with annual reset clause • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation of specific assets for operating lease, lease rentals and hire purchase/loan instalments for asset acquired/financed and/or to be acquired/to be financed out of the loan proceeds. • **Prepayment:** 2% prepayment charge on prepaid amount. However no prepayment will be charged in case of the following conditions, - In case the interest rate spread is not acceptable by borrower. - In case the pre payment being effected at the insistence of Lender. • **Penalty:** - Penal Interest at 1% p.a. on the total outstanding in the event of non payment of interest/instalment/cross default - Additional interest of 2% p.a. over and above the applicable rate for payment default • **Events of Default**: Some of the material events of default are: – Default in payment of interest, additional interest and/or Principal – Non repayment of principal remaining for a period of 15 days – Non payment of interest remaining unpaid for a period of one month

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		– Misrepresentation of statement – Breach or default of non performance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc – Adverse effect in any manner to repay the loan – Jeopardy/depreciation of security given • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank reserves the right to recall the facility. – Enforcement and liquidation of security

19. State Bank of Hyderabad

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	62.50	• **Purpose of the Loan:** For onward lending and general business propose • **Tenure:** 4 Yrs and 6 months • **Repayment:** 48 equal monthly instalments, first instalment commencing after 6 months from the date of first disbursement. • **Interest Rate:** BR+2.00%p.a.(floating) with yearly reset • **Rescheduling:** NIL • **Security:** Exclusive Charge over lease and hire purchase assets acquired/ to be acquired out if the term loan as well as receivable arising out of such assets. • **Prepayment:** As per Bank's guidelines • **Penalty: NIL** • **Events of Default**: Some of the material events of default are: – Non repayment of principal/interest remaining for a period of 30 days – Misrepresentation of statement – Breach or default of non performance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc – Adverse affect in any manner to repay the loan\ - Jeopardise of security given • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank reserves the right to recall the facility. – Enforcement and liquidation of security.

20. State Bank of Hyderabad

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
500.00	250.00	• **Purpose of the Loan:** For onward lending and general business propose • **Tenure:** 5 Yrs • **Repayment:** 54 equal monthly instalments, first instalment commencing after 6 months from the date of first disbursement. • **Interest Rate:** BR+3% (floating) with annual reset • **Rescheduling:** NIL • **Security:** Exclusive Charge over lease and hire purchase assets acquired/ to be acquired out if the term loan as well as receivable arising out of such assets. • **Prepayment:** As per Bank's guidelines • **Penalty: NIL**

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		• **Events of Default**: Some of the material events of default are: – Non repayment of principal/interest remaining for a period of 30 days – Misrepresentation of statement – Breach or default of non performance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc – Adverse affect in any manner to repay the loan\ – Jeopardise of security given • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank reserves the right to recall the facility. – Enforcement and liquidation of security.

21. State Bank of Hyderabad

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
750.00	453.13	• **Purpose of the Loan:** To finance for acquiring assets for onward lending of retail assets on hire purchase/lease basis. • **Tenure:** 4 Yrs and 6 months • **Repayment:** 4 years and 6 months including the moratorium of 6 months from date of first disbursement. • **Interest Rate:** BR+2.50% (floating) with yearly reset • **Rescheduling:** NIL • **Security:** Exclusive Charge over lease and hire purchase assets acquired/ to be acquired out if the term loan as well as receivable arising out of such assets. • **Prepayment:** As per Bank's guidelines • **Penalty:** • **Events of Default**: Some of the material events of default are: – Non repayment of principal/interest remaining for a period of 30 days – Misrepresentation of statement – Breach or default of non performance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc – Adverse affect in any manner to repay the loan\ • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank reserves the right to recall the facility. – Enforcement and liquidation of security.

22. State Bank of Patiala

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	729.17	• **Purpose of the Loan:** For onward lending towards financing infrastructure projects and acquiring infrastructure equipment/machineries for lending on Hire-purchase/ Lease basis. • **Tenure:** 4 Yrs and 6 month**s** • **Repayment:** 48 equal monthly instalments after a moratorium of 6 months from the date of first disbursement. • **Interest Rate:** BR+2.00% p.a. with yearly reset • **Rescheduling:** NIL

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		• **Security:** Exclusive Charge by way of hypothecation of specific assets, receivables arising there from, with beneficial interest on underlying assets covered by specific Hire Purchase/ Lease / Loan agreements. • **Prepayment:** - No Prepayment if demanded by Bank - Prepayment penalty of 2% p.a. on the amount pre paid within 24 months from date of disbursement - No prepayment penalty if repaid after 24 months from the date of disbursement • **Penalty: Penal interest over and above the normal interest rate will be charged in following cases,** - Delay in servicing of interest and instalments - Non submission of balance sheet and P & L account within 6 months from due date of balance sheet - Non compliance of terms of sanction - Penal interest of 2% above applicable ROI in case of overdue for non-payment of interest and instalments for default period • **Events of Default**: Some of the material events of default are: – payment default/breach – Insolvency/winding up/appointment of receiver – Execution/distress/depreciation of security – adverse effect on the Borrower's ability to repay loan • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Acceleration of loan – Enforcement of security

23. South Indian Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	816.30	• **Purpose of the Loan:** For lending to companies engaged in infrastructure activity, permissible as per RBI guidelines to Banks on financing to NBFC(IFCs) • **Tenure:** 5 yrs • **Repayment:** 60 equal monthly instalments of ₹16.70 million after a moratorium of 6 months from the date of first disbursement. • **Interest Rate:** BR+2.25% p.a. with monthly rest • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of specific assets financed-HP and operating lease agreement and assignment of the rentals and instalments receivable against such assets. • **Prepayment:** - No Prepayment if closed after 2 yrs - 1% of prepaid amount, if closed before 2 yrs - 2% of the pre paid amount if closed through take over by other banks • **Penalty:** Penal interest over and above the normal interest rate will be charged in following cases, - Penal Interest 2% p.a. will be charged as per rules for default and non compliance of any sanctioned terms - Limit renewed/ reviewed within 12 months lest 2 % to be charged - In case the account becomes NPA, penal interest of 2% will be charged • **Events of Default**: Some of the material events of default are: – Non payment of amount – Non performance of covenants and conditions – Misrepresentation of information and statements – Inadequate security and insurance

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		– Proceeding against or dissolution of borrower – Cessation or charge in business – Jeopardize of security – Expropriation events – Change in control – Illegality or cross default – Deterioration of credit worthiness – Material adverse effect • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Outstanding amount become due and payable forthwith – Enforcement and liquidation of security – Appointment of whole time directors – Review of management – Conversion right – Revenue recovery proceeding – Assignment of debt and security – Suspension and termination

24. Syndicate Bank

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	963.00	• **Purpose of the Loan:** For meeting the onward lending requirement of the company. • **Tenure:** 60 months • **Repayment:** 54 equal monthly instalments, of ₹18.50 million after the moratorium of 6 months from the date of first disbursement. • **Interest Rate:** BR+1.75% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge on assets financed (including lease rentals, receivables) financed out of the term loan. • **Prepayment:** - If closed without prior intimation of 7 days, penal interest of 1% p.a. shall be charged • **Penalty:** Penal interest of 1% on the amount outstanding in the following cases, - Non Compliance of sanction terms - Non submission of stock statement - Non submission of CA certified book debt - Non submission of CCR 1/CCR II/ external ratings • **Events of Default**: Some of the material events of default are: – Non repayment of principal/interest – Misrepresentation of statement – Breach or default of non performance/observance of any sanctioned terms or security documents – Any act of insolvency/event of distress/appointment of receiver/winding up etc – Adverse affect in any manner to repay the loan • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Recall of credit facilities and all outstanding become due and payable forthwith – Enforcement and liquidation of security

25. Union Bank of India

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1,000.00	62.50	• **Purpose of the Loan:** For onward lending in infrastructure activities • **Tenure:** 4 Yrs • **Repayment:** 48 equal monthly instalments of ₹20.83 million after 1 month from the date of disbursement. • **Interest Rate:** BR+3.00% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of assets financed and assignment of the rentals and instalments receivable against such assets. • **Prepayment:** NIL • **Penalty:** NIL • **Events of Default**: Some of the material events of default are: – Nonpayment of interest and instalments – Any act of insolvency – Breach and default of observance or terms & conditions – Execution of decree or any legal initiation on any part or entire property – Material adverse effect/winding up • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Outstanding amount become due and payable forthwith along with additional penal interest and other charges

26. Union Bank of India

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
2,000.00	1,222.22	• **Purpose of the Loan:** For onward lending in infrastructure activities • **Tenure:** 5 Yrs • **Repayment:** 18 equal quarterly instalments of ₹111.11 million, after a moratorium of 6 months from the date of disbursement. • **Interest Rate:** BR+3.00% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of assets financed and assignment of the rentals and instalments receivable against such assets. • **Prepayment:** NIL • **Penalty:** NIL • **Events of Default**: Some of the material events of default are: – Non payment of interest and instalments – Any act of insolvency – Breach and default of observance or terms & conditions – Execution of decree or any legal initiation on any part or entire property – Material adverse effect/winding up • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Outstanding amount become due and payable forthwith along with additional penal interest and other charges

27. Union Bank of India

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
2,000.00	1,777.78	• **Purpose of the Loan:** For onward lending in infrastructure activities • **Tenure:** 5 Yrs

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		• **Repayment:** 18 equal quarterly instalments, first instalment commencing after 6 months from the date of first disbursement • **Interest Rate:** BR+1.50% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of assets financed and assignment of the rentals and instalments receivable against such assets. • **Prepayment:** NIL • **Penalty:** NIL • **Events of Default**: Some of the material events of default are: – Nonpayment of interest and instalments – Any act of insolvency – Breach and default of observance or terms & conditions – Execution of decree or any legal initiation on any part or entire property – Material adverse effect/winding up • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Outstanding amount become due and payable forthwith along with additional penal interest and other charges.

28. United Bank of India

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
2,000.00	1,125.00	• **Purpose of the Loan:** For on lending to companies engaged in infrastructure activity, permissible as per RBI guidelines • **Tenure:** 4 Yrs and 6 months • **Repayment:** 16 equal quarterly instalments of ₹125.00 million after a moratorium of 6 months. • **Interest Rate:** BR+1.40% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of assets financed and assignment of the rentals and instalments receivable against such assets. • **Prepayment:** 1% of the amount pre paid for the residual period as per repayment schedule. • **Penalty:** Penal interest of 1% on the amount outstanding in the following cases, - Delay in servicing of interest and instalment - Non Compliance of sanction terms - Non submission of stock statement - Non submission of requisite data for review within one year from last sanction date • **Events of Default**: Some of the material events of default are: – Non payment of interest and instalments – Non performance of any covenants – Misrepresentation of information – Any act of insolvency/ liquidation/winding up – Execution or distress or attachment or receiver or other process being enforced on whole or part of property – Nationalization or management undertaking – Jeopardise of security – Adverse effect on the status or constitution of the company which impact the borrower's performance – Breach or default of any terms and conditions of the sanction • **Consequences of Events of Default:** Some of the consequences on the

Amount Sanctioned (₹ in Million)	Amount Outstanding (₹ in Million)	Terms and Conditions
		happening of any event of default are as follows: – Bank take all or any action with or without intervention of the courts to recover the monies due and payable – Enforcement and liquidation of the security

29. United Bank of India

Amount Sanctioned (₹ in Million)	Amount Outstanding (₹ in Million)	Terms and Conditions
2,000.00	2,000.00	• **Purpose of the Loan:** For on lending to companies engaged in infrastructure activity, permissible as per RBI guidelines • **Tenure:** 5 Yrs • **Repayment:** 18 equal quarterly instalments after a moratorium of 6 months from the date of first disbursement. • **Interest Rate:** BR+2.00% p.a. • **Rescheduling:** NIL • **Security:** Exclusive Charge by way of hypothecation/assignment of assets financed and assignment of the rentals and instalments receivable against such assets. • **Prepayment:** 1.13% of the amount pre paid for the residual period as per repayment schedule. • **Penalty:** Penal interest of 1% on the amount outstanding in the following cases, - Delay in servicing of interest and instalment - Non Compliance of sanction terms - Non submission of stock statement - Non submission of requisite data for review within one year from last sanction date • **Events of Default**: Some of the material events of default are: – Non payment of interest and instalments – Non performance of any covenants – Misrepresentation of information – Any act of insolvency/ liquidation/winding up – Execution or distress or attachment or receiver or other process being enforced on whole or part of property – Nationalization or management undertaking – Jeopardise of security – Adverse effect on the status or constitution of the company which impact the borrower's performance – Breach or default of any terms and conditions of the sanction • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Bank take all or any action with or without intervention of the courts to recover the monies due and payable – Enforcement and liquidation of the security.

B. Foreign Term Loan-

1. Oesterreichische EntwicklungsBank AG ("OeEB")

Amount Sanctioned (₹ in Million)	Amount Outstanding (₹ in Million)	Terms and Conditions
1275.18	1275.18	• **Purpose of the Loan:** On-lending Contracts towards on-lending to any entity (other than an individual) for the purpose of financing projects in the infrastructure sectors in India. • **Tenure:** 8 Years

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		• **Repayment:** 10 equal & consecutive semi-annually installments. • **Interest Rate :** 6 Months EURIBOR + 350 bps p.a. payable semi-annually in arrears • **Rescheduling:** NIL • **Security:** Exclusive first charge over (i) all amounts, present, future, receivable by the borrower as payment to the borrower under the On-Lending Contracts (ii) all the rights & security in respect of all On-lending Contracts & all of the rights of the borrower in respect of any security created under the security documents granted from time to time in favor of the borrower pursuant to the On-Lending Contracts, (iii) other movables or receivables requested by the lender. • **Prepayment:** the Borrower may, if it gives the Lender not less than thirty (30) Business Days' prior notice (or such shorter notice as the Lender agrees), prepay the whole or any part of any Loan on a Repayment Date (but if in part, being an amount that reduces the amount of such Loan by a minimum amount of EUR 2,000,000 and being integral amounts of EUR 1,000,00 • **Penalty: :** In case of default/delay in payment of interest, 2% higher than the rate which would have applied if the Unpaid Sum had not become due. • **Events of Default**: Some of the material events of default are: – Non-payment of interest due or instalments due on time – Non-performance/breach of any term – Misrepresentation of statements or facts/cross default – Insolvency/winding up/creditor's process – Unlawfulness/repudiation/governmental intervention/embargo/ illicit origin of funds/corruption – Material adverse change/deterioration in financial situation or business relationship – Monetary judgments/ cessation or suspension of trading/moratorium on external indebtedness • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Unpaid amount or balance amount become liable to be paid/acceleration – Enforcement of security or appointment of receiver

2. DBS Bank Limited(Singapore)

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
618.00	618.00	• **Purpose of the Loan:** (i) On-lending to any person (other than an individual) for the purpose of financing projects in the infrastructure projects in India.(ii) the financing of all or part of the purchase price of equipment to be used in infrastructure projects in India. • **Tenure:** 6 Years • **Repayment:** 7 unequal half yearly installments after 36 months of grace period. • **Interest Rate :** 6 Months LIBOR+330BPS • **Rescheduling:** NIL • **Security:** First Pari Passu hypothecation and floating charge over the Company's present & future book debts, outstanding monies receivables, claims, bills, contracts, engagements, securities, investments, rights and assets from project finance/equipment finance funded by DBS facility. • **Prepayment:** the Borrower may, if it gives the Lender not less than fifteen (15) Business Days' prior notice (or such shorter notice as the Lender agrees), prepay the whole or any part of any Loan on a Repayment Date (but if in part, being an amount that reduces the amount of such Loan by a minimum amount of USD 5,000,000 and being integral amounts of USD 1,000,000). • **Penalty:** In case of default/delay in payment of interest, 2% higher than the rate which would have applied if the Unpaid Sum had not become due.

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		• **Events of Default**: Some of the material events of default are: – Non payment of interest due or instalments due on time – Non performance/breach of any sanctioned term/financial covenants – Misrepresentation of statements or facts/cross default – Insolvency/winding up/creditor's process – Unlawfulness/litigation/ /nationalisation/ exchange controls – Material adverse change/cessation or suspension of trading/security in jeopardy – Moratorium om external indebtedness/expropriation – Change of control/cessation of business/repudiation or rescission of agreements – Loss of authorisations/environmental matters • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Unpaid amount or balance amount become liable to be paid/cancellation of commitment/acceleration of loan – Enforcement of security or appointment of receiver

3. Australia and New Zealand Banking Group Limited & DBS Bank Limited.

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1854.00	1854.00	• **Purpose of the Loan: :** (i) On-lending to any person (other than an individual) for the purpose of financing projects in the infrastructure projects in India.(ii) the financing of all or part of the purchase price of equipment to be used in infrastructure projects in India. • **Tenure:** 6 Years • **Repayment:** 7 unequal half yearly installments after 36 months of grace period. • **Interest Rate :** 6 Months LIBOR+330BPS • **Rescheduling:** NIL • **Security:** Exclusive first charge over (i) assets acquired by the borrower using the proceeds of the facility and all documents pertaining thereto (ii) all receivables due to the borrower pursuant to the On-Lending Contracts (iii) all the rights & security granted in favor of the borrower in each case pursuant to each On-Lending Contracts. • **Prepayment:** The Borrower may, if it gives the Agent not less than 30 Business Days (or such shorter period as the Majority Lenders may agree) prior notice, prepay on the last day of an Interest Period applicable thereto the whole or any part of any Loan (but, if in part, being an amount that reduces the amount of the Loan by a minimum amount of US$5,000,000 (and thereafter, in integral multiples of US$1 000,000). • **Penalty:** In case of default/delay in payment of interest, 2% higher than the rate which would have applied if the Unpaid Sum had not become due. • **Events of Default**: Some of the material events of default are: – Nonpayment of interest due or instalments due on time – Non performance/breach of any sanctioned term/financial covenants – Misrepresentation of statements or facts/cross default – Insolvency/winding up/creditor's process – Unlawfulness/litigation/ /nationalisation/ exchange controls – Material adverse change/cessation or suspension of trading/security in jeopardy – Moratorium om external indebtedness/expropriation – Change of control/cessation of business/repudiation or recession of agreements – Loss of authorizations/environmental matters – Insolvency/winding up

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		• **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Unpaid amount or balance amount become liable to be paid/acceleration/ cancellation of commitment – Enforcement of security or appointment of receiver

4. Nederlanse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. ("FMO")

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
A-927 B-1854	A-331.07 B-309.00	• **Purpose of the Loan:** Financing the operating lease and financial lease activities of the Borrower to commercial SME enterprises and infrastructure projects operating in India. • **Tenure:** For A-9 years For B-8.5 years • **Repayment:** For A-14 semi-annually installments For B-12 semi-annual installments • **Interest Rate :** 6 Months LIBOR+2.10% for A loan and 6 Months LIBOR + 1.85% (for B loan) • **Rescheduling:** NIL • **Security:** first charge on assets acquired from proceeds of facility and receivables under lease and hire purchase agreements in respect of such assets. • **Prepayment:** the Borrower may, if it gives FMO not less than fifteen (15) Business Days' (or such shorter period as FMO may agree) prior notice, prepay the whole or any part of any Loan on a Repayment Date (but if in part, being an amount that reduces the amount of such Loan by a minimum amount of USD 3,000,000). • **Penalty:** In case of default/delay in payment of interest, 2% higher than the rate which would have applied if the Unpaid Sum had not become due. • **Events of Default**: Some of the material events of default are: – Non payment of interest due or instalments due on time – Any financial covenant not satisfied. – Non performance/breach of any sanctioned term – Misrepresentation of statements or facts – Insolvency/winding up/creditor's process – Unlawfulness/repudiation/governmental intervention – Material adverse change/deterioration in financial situation • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Unpaid amount or balance amount become liable to be paid/acceleration of loan – Enforcement of security or appointment of receiver

5. Nederlanse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. ("FMO")

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
A1-1236 A2-1236 B-1854	A1-1030 A2-1030 B-1483.20	• **Purpose of the Loan:** Financing of Infrastructure projects in India and/ or equipment pertaining thereto (the "Projects"). • **Tenure:** For A1 & A2 – 9 years , For B-8 years • **Repayment:** 12 semi-annual installments for A1 and A2, 10 semi-annual instalments for B • **Interest Rate :** 6 Months LIBOR+4.60% (for A1 and A2) and 6 Months LIBOR + 4.50% (for B) • **Rescheduling:** NIL • **Security:** first charge on assets acquired out of proceeds of the loan, receivables

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		under any investment agreement/transaction funded using the loan, rights under investment agreements. • **Prepayment:** The Borrower may, if it gives the Agent not less than thirty (30) Business Days' prior notice, prepay the whole or any part of any Loan on a Repayment Date (but if in part, being an amount that reduces the amount of such Loan by a minimum amount of USD 3,000,000 and being integral amounts of USD 1,000,000) with a prepayment fee of 2%. • **Penalty:** In case of default/delay in payment of interest, 2% higher than the rate which would have applied if the Unpaid Sum had not become due. • **Events of Default**: Some of the material events of default are: – Non payment of interest due or instalments due on time – Any financial covenant not satisfied. – Non performance/breach of any sanctioned term/cross default – Misrepresentation of statements or facts – Insolvency/winding up/creditor's process – Unlawfulness/repudiation/governmental intervention/embargo/ illicit origin of funds/corruption – Material adverse change/deterioration in financial situation or business relationship • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Unpaid amount or balance amount become liable to be paid/acceleration of loan – Enforcement of security or appointment of receiver

6. UPS Capital Business Credit

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
734.30	504.83	• **Purpose of the Loan:** Financing of Infrastructure projects in India and/ or equipment pertaining thereto (the "Projects"). • **Tenure:** 8 Years • **Repayment:** 16 half-yearly unequal installments. • **Interest Rate :** 6 Months LIBOR+115BPS • **Rescheduling:** NIL • **Security:** charge on one new onshore diesel electric rig with 1000 HP capacity – FOB USD 13,445,000. • **Prepayment:** (a) any partial prepayment shall be in a minimum principal amount ofU.S.$742,622; (b) the Borrower shall have given the Lender and Ex-Im Bank at least ten (10)days' prior written notice of the prepayment (which notice shall be irrevocable); (c) the Borrower shall have paid in full all amounts due under the Credit as of the date of such prepayment, including interest which has accrued to the date of prepayment on the amount prepaid. • **Penalty:** NIL. • **Events of Default**: Some of the material events of default are: – Non-payment of interest due or instalments due on time – failure to comply with obligations/breach – Misrepresentation of statements or facts – Insolvency/winding up – Lien (not permitted lien) on Borrower's property – Judgment against Borrower not covered by insurance – Government seizure/expropriation – Revocation of authorizations – Repudiation of credit agreement – Illegality of supply contract

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
		– Material adverse effect on borrow affecting its obligations • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Unpaid amount or balance amount become liable to be paid/acceleration – Enforcement of security or appointment of receiver

7. UPS Capital Business Credit

Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Terms and Conditions
1320.30	907.73	• **Purpose of the Loan:** Establishment of export financing credit for purchase of goods and services and payment of related exposure fee to facilitate exports from United States. • **Tenure:** 8 Years • **Repayment:** 16 half-yearly unequal installments. • **Interest Rate :** 6 Months LIBOR+115BPS • **Rescheduling:** NIL • **Security:** charge on one S&S 1000 mechanical trailer mounted drilling rig FOB USD 8.575.000 and one drilling rig package LTI 2000 HP land rig FOB USD 15,600,000. • **Prepayment:** (a) any partial prepayment shall be in a minimum principal amount of U.S.$1,335,283,44; (b) the Borrower shall have given the Lender and Ex-Im Bank at least ten (10) days' prior written notice of the prepayment (which notice shall be irrevocable); (c) the Borrower shall have paid in full all amounts due under the Credit as of the date of such prepayment, including interest which has accrued to the date of prepayment on the amount prepaid. • **Penalty:** NIL • **Events of Default**: Some of the material events of default are: – Non payment – failure to comply with obligations – Misrepresentation of statements or facts – Insolvency/winding up – Lien (not permitted lien) on Borrower's property – Judgment against Borrower not covered by insurance – Government seizure/expropriation – Revocation of authorizations – Repudiation of credit agreement – Illegality of supply contract – Material adverse effect on borrow affecting its obligations • **Consequences of Events of Default:** Some of the consequences on the happening of any event of default are as follows: – Unpaid amount or balance amount become liable to be paid/ acceleration – Enforcement of security or appointment of receiver

C. Working Capital under consortium*

Sl. No.	Name of Lender	Type of Facility	Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Repayment Schedule	Security
1	Various Banks, Axis Bank being the Lead Bank under	Cash Credit	67,897.50	40,109.76	One year with renewable clause every year.	First charge by way of hypothecation of all assets for operating lease , lease rentals ,hire

Sl. No.	Name of Lender	Type of Facility	Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Repayment Schedule	Security
	consortium*	WCDL		24,475.00		purchase / loan assets and hypothecation & assignment of receivables on pari passu basis(excluding assets specifically charged to others) with all members of consortium.

***Note: Name of Consortium members banks for Cash Credit facility as on December 31, 2013:**

Sl. No.	Name of lender	Sl. No.	Name of lender
1	Axis Bank Limited	15	State Bank of Mysore
2	UCO Bank	16	Central Bank of India
3	ICICI Bank Ltd	17	State Bank of Bikaner & Jaipur
4	Allahabad Bank	18	Indian Overseas Bank
5	Andhra Bank	19	State Bank of India
6	Punjab National Bank	20	United Bank of India
7	State Bank of Hyderabad	21	Karur Vysya Bank
8	Bank of India	22	Oriental Bank of Commerce
9	IDBI Bank Ltd	23	Vijaya Bank
10	Union Bank of India	24	Dena Bank
11	Punjab & Sind Bank	25	Syndicate Bank
12	Corporation Bank	26	Canara Bank
13	Indian Bank	27	The South Indian Bank
14	Dhanalaxmi Bank		

(xiii) **Details of Unsecured Loan Facilities:**

Sl. No.	Name of Lender	Type of Facility	Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Repayment Schedule
1	ICICI Bank	Short Term Loan	750	750	March 20, 2014
	ICICI Bank	Short Term Loan	700	700	January 20, 2014
2	Various Lenders	Inter Corporate Deposit	1,618.27	1,618.27	On maturity, repayable within one year

(II) Details of NCD's:

- **<u>Secured Redeemable Non-convertible Debentures:</u>**

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured	Security
1	N.A	5 Years	11.75%	500.00	4-Nov-11	4-Nov-16	CARE AA-	Secured	Receivables/assets of the Company & Immovable Property
2	N.A	5 Years	11.75%	550.00	9-Sep-11	9-Sep-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
3	N.A	10 Years	11.90%	100.00	9-Sep-11	9-Sep-21	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
4	N.A	5 Years	11.75%	130.00	10-Oct-11	10-Oct-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
5	N.A	3 Years	11.40%	270.00	10-Oct-11	10-Oct-14	CARE AA- &	Secured	Receivables/assets of the Company &

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured	Security
							BWR AA		Immovable Property
6	N.A	5 Years	11.75%	150.00	29-Oct-11	29-Oct-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
7	N.A	10 Years	11.90%	300.00	29-Oct-11	29-Oct-21	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
8	N.A	3 Years	11.40%	400.00	21-Nov-11	21-Nov-14	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
9	N.A	5 Years	11.75%	634.00	21-Nov-11	21-Nov-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
10	N.A	5 Years	11.75%	464.00	16-Dec-11	16-Dec-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
11	N.A	5 Years	11.75%	250.00	23-Dec-11	23-Dec-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
12	N.A	5 Years	11.75%	252.00	12-Jan-12	12-Jan-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
13	N.A	5 Years Redeemable in 3 equal instalments at the end of 3rd, 4th&5th year.	10.80%	2000.00	15-Feb-12	15-Feb-17	CARE AA-	Secured	Receivables/assets of the Company & Immovable Property
14	N.A	5 Years	11.30%	750.00	24-May-12	24-May-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
15	N.A	10 Years	11.40%	7.00	8-Jun-12	8-Jun-22	CARE AA- & BWR AA	Secured	Specific Immovable Property
16	N.A	5 Years: Put /call option after 3 years from the date of allotment.	11.25%	150.00	8-Jun-12	8-Jun-15	CARE AA- & BWR AA	Secured	Specific Immovable Property
17	N.A	5 Years	11.50%	250.00	8-Jun-12	8-Jun-17	CARE AA- & BWR AA	Secured	Specific Immovable Property
18	N.A	3 Years	11.40%	910.00	8-Jun-12	8-Jun-15	CARE AA- & BWR AA	Secured	Specific Immovable Property
19	N.A	3 Years	11.40%	150.00	25-Jun-12	25-Jun-15	CARE AA- & BWR AA	Secured	Specific Immovable Property
20	N.A	5 Years	11.30%	200.00	25-Jun-12	25-Jun-17	CARE AA- & BWR AA	Secured	Specific Immovable Property
21	Series I	10 Years; buy back options after	8.90%	34.10	22-Mar-12	22-Mar-17	CARE AA-	Secured	Receivables/assets of the Company &

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured	Security
		the expiry of 5 years from date of allotment							Immovable Property
22	Series II	10 Years; buy back options after the expiry of 5 years from date of allotment	8.90%	95.00	22-Mar-12	22-Mar-17	CARE AA-	Secured	Receivables/assets of the Company & Immovable Property
23	Series III	15 Years; buy back options after the expiry of 5 years from date of allotment	9.15%	26.10	22-Mar-12	22-Mar-17	CARE AA-	Secured	Receivables/assets of the Company & Immovable Property
24	Series IV	15 Years; buy back options after the expiry of 5 years from date of allotment	9.15%	93.70	22-Mar-12	22-Mar-17	CARE AA-	Secured	Receivables/assets of the Company & Immovable Property
25	N.A	3 Years	11.20%	62.00	31-Jul-12	31-Jul-15	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
26	N.A	10 Years	11.40%	13.00	31-Jul-12	31-Jul-22	CARE AA- &BW R AA	Secured	Receivables/assets of the Company & Immovable Property
27	N.A	5 Years	11.30%	427.00	31-Jul-12	31-Jul-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
28	N.A	5 Years	11.55%	200.00	16-Jul-12	16-Jul-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
29	N.A	3 Years	11.40%	100.00	22-Aug-12	22-Aug-15	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
30	N.A	5 Years	11.48%	17.00	17-Sep-12	17-Sep-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
31	N.A	3 Years	11.45%	100.00	17-Sep-12	17-Sep-15	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
32	N.A	7 Years	11.55%	14.00	17-Sep-12	17-Sep-19	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
33	N.A	10 Years	11.35%	200.00	05-Oct-12	05-Oct-22	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
34	N.A	5 Years	11.30%	100.00	31-Oct-12	31-Oct-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
35	Series I	7 Years; with put option after 60 months from date of allotment	9.84%	4.62	05-Nov-12	05-Nov-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured	Security
36	Series II	7 Years; with put option after 60 months from date of allotment	9.92%	0.98	05-Nov-12	05-Nov-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
37	Series III	7 Years; with put option after 60 months from date of allotment	10.30%	112.13	05-Nov-12	05-Nov-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
38	Series III	7 Years from date of allotment	10.25%	630.00	05-Nov-12	05-Nov-19	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
39	Series IV	7 Years; with put option after 60 months from date of allotment	N.A	5.17	05-Nov-12	05-Nov-17	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
40	Series IV	7 Years from date of allotment	N.A	15.00	05-Nov-12	05-Nov-19	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
41	N.A	5 Years from date of allotment	11.35%	150.00	2-Jan-13	2-Jan-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
42	N.A	7 Years from date of allotment	11.45%	20.00	2-Jan-13	2-Jan-20	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
43	N.A	10 Years from date of allotment	11.50%	4.00	24-Jan-13	24-Jan-23	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
44	N.A	10 Years from date of allotment	11.50%	7.00	24-Jan-13	24-Jan-23	BWR AA	Secured	Receivables/assets of the Company & Immovable Property
45	N.A	5 Years from date of allotment	11.40%	61.00	24-Jan-13	24-Jan-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
46	N.A	15 Months from date of allotment	11.00%	1,375.00	26-Apr-13	26-Jul-14	CARE AA-	Secured	Receivables/assets of the Company & Immovable Property
47	Series I	3 Years from date of allotment	10.35%	43.87	06-May-13	06-May-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
48	Series II	3 Years from date of allotment	10.75%	55.95	06-May-13	06-May-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
49	Series III	3 Years from date of allotment	10.76%	19.47	06-May-13	06-May-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
50	Series IV	3 Years from date of allotment	11.00%	1,121.39	06-May-13	06-May-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
51	Series V	5 Years from date of allotment	11.00%	15.48	06-May-13	06-May-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
52	Series VI	6 Years 6 Months	11.24%	80.87	06-May-13	06-May-16	CARE AA- &	Secured	Receivables/assets of the Company &

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured	Security
		from date of allotment					BWR AA		Immovable Property
53	N.A	3 Years from date of allotment	10.65%	89.70	11-Jun-13	11-Jun-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
54	N.A	18 months from date of Allotment	10.35%	4.00	02-Jul-13	02-Jan-15	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
55	N.A	3 Years from date of allotment	10.65%	25.00	02-Jul-13	02-Jul-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
56	Series I	3 Years from date of allotment	10.75%	9.00	26-Sep-13	26-Sep-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
57	Series I	3 Years from date of allotment	10.90%	4.40	26-Sep-13	26-Sep-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
58	Series I	3 Years from date of allotment	11.50%	166.12	26-Sep-13	26-Sep-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
59	Series II	3 Years from date of allotment	N.A.	73.58	26-Sep-13	26-Sep-16	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
60	Series III	5 Years from date of allotment	11.16%	151.09	26-Sep-13	26-Sep-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
61	Series IV	5 Years from date of allotment	10.85%	33.20	26-Sep-13	26-Sep-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
62	Series IV	5 Years from date of allotment	11.00%	350.25	26-Sep-13	26-Sep-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
63	Series IV	5 Years from date of allotment	11.75%	150.76	26-Sep-13	26-Sep-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
64	Series V	6 Years 6 Months from date of allotment	N.A.	88.08	26-Sep-13	26-Dec-19	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
65	N.A.	5 Years from date of allotment	11.00%	170.00	29-Nov-13	29-Nov-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
66	N.A.	10 Years from date of allotment	11.10%	45.00	29-Nov-13	29-Nov-23	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property
67	N.A.	5 Years from date of allotment	11.00%	500.00	27-Dec-13	27-Dec-18	CARE AA- & BWR AA	Secured	Receivables/assets of the Company & Immovable Property

- **<u>Unsecured Subordinate Debentures:</u>**

Sl. No.	Debenture Series	Tenor/ Period of Maturity	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Secured/ Unsecured	Credit Rating
1	N.A	10 years	12.00%	500.00	30-Mar-07	30-Mar-17	Unsecured	CARE AA- & ICRA A+

Sl. No.	Debenture Series	Tenor/ Period of Maturity	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Secured/ Unsecured	Credit Rating
2	N.A	10 years	10.20%	2,000.00	23-Mar-10	23-Mar-20	Unsecured	CARE AA- & BWR AA
3	N.A	10 years	10.50%	500.00	10-Nov-10	10-Nov-20	Unsecured	CARE AA- & BWR AA
4	N.A	5 years 3 months	11.85%	200.00	30-Nov-11	28-Feb-17	Unsecured	BWR AA
5	N.A	10 years	11.90%	690.50	23-Dec-11	23-Dec-21	Unsecured	CARE AA- & BWR AA
6	N.A	5 years 3 months	11.75%	8.50	23-Dec-11	23-Mar-17	Unsecured	CARE AA- & BWR AA
7	N.A	10 years	11.90%	660.00	11-Jan-12	11-Jan-22	Unsecured	CARE AA- & BWR AA
8	N.A	5 years 3 months	11.75%	100.00	11-Jan-12	11-Apr-17	Unsecured	CARE AA- & BWR AA
9	N.A	10 years	11.90%	841.00	12-Jan-12	12-Jan-22	Unsecured	CARE AA- & BWR AA
10	N.A	10 years	11.40%	1,000.00	30-Mar-12	30-Mar-22	Unsecured	CARE AA- & BWR AA
11	N.A	5 years 3 months	11.50%	3.50	1-Jun-12	1-Sep-17	Unsecured	CARE AA- & BWR AA
12	N.A	10 years	11.50%	113.00	1-Jun-12	1-Jun-22	Unsecured	CARE AA- & BWR AA
13	N.A	5 years 3 months	11.50%	130.80	31-Jul-12	31-Oct-17	Unsecured	CARE AA- & BWR AA
14	N.A	10 years	11.50%	120.60	31-Jul-12	31-Jul-22	Unsecured	CARE AA- & BWR AA
15	N.A	5 years 3 months	11.50%	294.00	28-Sep-12	28-Dec-17	Unsecured	CARE AA- & BWR AA
16	N.A	10 years	11.70%	289.00	28-Sep-12	28-Sep-22	Unsecured	CARE AA- & BWR AA
17	N.A	10 years	11.70%	106.00	18-Oct-12	18-Jan-22	Unsecured	CARE AA- & BWR AA
18	N.A	10 years	11.70%	49.00	31-Oct-12	31-Oct-22	Unsecured	CARE AA- & BWR AA
19	N.A	5 years 3 months	11.50%	202.00	18-Oct-12	18-Jan-18	Unsecured	CARE AA- & BWR AA
20	N.A	5 years 3 months	11.50%	110.00	31-Oct-12	31-Jan-18	Unsecured	CARE AA- & BWR AA
21	N.A	5 Years 3 Months	11.50%	155.00	1-Jan-13	1-Apr-18	Unsecured	BWR AA
22	N.A	10 Years	11.85%	700.00	16-Jan-13	16-Jan-23	Unsecured	CARE AA- & BWR AA
23	N.A	5 Years 3 Months	11.50%	132.00	16-Jan-13	16-Apr-18	Unsecured	CARE AA- & BWR AA
24	N.A	10 Years	11.70%	25.00	16-Jan-13	16-Jan-23	Unsecured	CARE AA- & BWR AA
25	N.A	10 Years	11.80%	607.00	24-Jan-13	24-Jan-23	Unsecured	CARE AA- & BWR AA

Sl. No.	Debenture Series	Tenor/ Period of Maturity	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Secured/ Unsecured	Credit Rating
26	N.A	5 Years 3 Months	11.50%	62.00	24-Jan-13	24-Apr-18	Unsecured	CARE AA- & BWR AA
27	N.A	5 Years 3 Months	11.50%	250.00	24-Jan-13	24-Apr-18	Unsecured	BWR AA
28	N.A	10 Years	11.80%	70.00	28-Jan-13	28-Jan-23	Unsecured	CARE AA- & BWR AA
29	N.A	5 Years 3 Months	11.50%	14.00	28-Jan-13	28-Apr-18	Unsecured	CARE AA- & BWR AA
30	N.A	10 Years	11.25%	175.00	1-Mar-13	1-Mar-23	Unsecured	CARE AA- & BWR AA
31	N.A	5 Years 3 Months	11.10%	114.00	1-Mar-13	1-Jun-18	Unsecured	CARE AA- & BWR AA
32	N.A	5 Years 3 Months	11.10%	30.00	22-Mar-13	22-Jun-18	Unsecured	CARE AA- & BWR AA
33	N.A	10 Years	11.25%	165.00	28-Mar-13	28-Mar-23	Unsecured	CARE AA- & BWR AA
34	N.A	7 Years	10.75%	116.00	29-Jun-13	29-Jun-20	Unsecured	CARE AA- & BWR AA
35	N.A	10 Years	10.75%	250.00	29-Jun-13	29-Jun-23	Unsecured	BWR AA
36	N.A	10 Years	10.75%	104.00	29-Jun-13	29-Jun-23	Unsecured	CARE AA- & BWR AA
37	N.A	5 Years 10 Months	10.60%	250.00	29-Jun-13	29-Apr-19	Unsecured	CARE AA- & BWR AA
38	N.A	5 Years 10 Months	10.60%	100.00	29-Jun-13	29-Apr-19	Unsecured	BWR AA
39	N.A	10 Years	10.75%	230.00	17-Jul-13	17-Jul-23	Unsecured	CARE AA- & BWR AA
40	N.A	5 Years 10 Months	10.60%	3.00	17-Jul-13	17-May-19	Unsecured	CARE AA- & BWR AA
41	N.A	5 Years 10 Months	10.60%	50.00	17-Jul-13	17-May-19	Unsecured	BWR AA
42	N.A	7 Years	10.75%	50.00	17-Jul-13	17-Jul-20	Unsecured	CARE AA- & BWR AA

(III) Non-Convertible Debentures issued on private placement basis during the last five years:

Year/Period ended	Amount Issued (₹ in Million)
31st December, 2013	2,208.70
31st March, 2013	3,892.00
31st March, 2012	6,530.00
31st March, 2011	82,050.00
31st March, 2010	63,730.00
31st March, 2009	4,350.00

(IV) List of Top 10 Debenture Holders as on March 31, 2014:

- **<u>Top 10 Debenture Holders- Secured NCDs:</u>**

Sl. No.	Name of Debenture Holders	Amount (₹ in Million)
1	Life Insurance Corporation Of India	2000.00
2	Standard Chartered Bank (Mauritius) Limited –Debt	1375.00
3	The Ratnakar Bank Ltd	920.00
4	United India Insurance Company Limited	800.00

Sl. No.	Name of Debenture Holders	Amount (₹ in Million)
5	Indian Overseas Bank	750.00
6	The South Indian Bank Ltd	500.00
	Union Bank Of India	500.00
7	A P S R T C Employees Provident Fund Trust	480.00
8	NPS Trust- A/C LIC Pension Fund Scheme - Central Government	235.00
9	Food Corporation Of India CPF Trust	230.00
10	Trustees Hindustan Steel Limited Contributory provident Fund, Rourkela	210.00

- **Top-10 Debenture Holders-Unsecured NCDs:**

Sl. No.	Name of Debenture Holders	Amount (₹ in Million)
1	KSRTC Employees Contributory Provident Fund Trust	1,948.00
2	Bank Of India	750.00
	Central Bank Of India	750.00
3	Axis Bank Limited	633.00
4	Rajasthan Rajya Vidyut Karamchari Contributory Provident Fund	515.00
5	Food Corporation Of India CPF Trust	500.00
6	Syndicate Bank	450.00
7	RSRTC Contributory Provident Fund Trust	330.00
	Trustees Hindustan Steel Limited Contributory Provident Fund, Rourkela	330.00
8	Yes Bank Limited	279.00
9	Powergrid Employee Provident Fund Trust	274.00
10	Rajasthan Rajya Vidyut Karamchari General Provident Fund	250.00

(V) Details of Corporate Guarantee issued by the Issuer:

Sl. No.	Counterparty	Amount (₹ in Million)
1	Quippo Oil and Gas Infrastructure Limited	345.10
2	Quippo Energy Private Limited	475.10
3	Ghaziabad Aligarh Expressway Pvt Ltd	880.30
4	Sahaj e Village Private Limited Formerly Srei Sahaj e Village Pvt Ltd)	550.00
	Total	**2,250.50**

(VI) Details of Commercial Paper:

Sl. No.	Maturity Date	Amount Outstanding (₹ in Million)
1	NIL	**NIL**

Restrictive Covenants

Many of our financing agreement includes various restrictive conditions and covenants restricting certain corporate actions, and our Company may be required to take the prior approval of the lender before carrying out such activities. For instance, our Company is required, inter alia, to obtain the prior written consent of the lenders in the following instances:

- Change in the capital structure of our Company;
- Substantial changes in the management set up;
- Make any fundamental changes such as the financial year of our Company;
- Formulate any scheme for merger, amalgamation or re-organization;
- Implement any scheme of expansion or diversification or capital expenditure except normal replacement;
- Approaching the capital markets for mobilising additional resources either in the form of debt or equity;
- Create or form a subsidiary of our Company;
- Undertake guarantee obligations on behalf of any other company, firm or person, other than in ordinary course of business;

Our Company has from time to time, obtained the consent of its lenders to undertake certain corporate actions and enter into various transactions. Our Company has obtained the requisite consents from its lenders in order to undertake the present Issue. For further information on restrictive covenants, please see "***Risk Factors***" on page no. 13 of this Prospectus.

Servicing behaviour on existing debt securities, payment of due interest on due dates on term loans and debt securities

As on the date of this Prospectus, there have been no defaults in payment of principal or interest on any term loan or debt securities issued by our Company in the past.

SECTION VI: ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the chapters titled "***Terms of the Issue***" beginning on page no. 143and "***Issue Procedure***" on page no. 160 of this Prospectus.

The key common terms and conditions of the Public Issue of NCDs are as follows:

Common Terms of NCDs

Issuer	Srei Infrastructure Finance Limited
Issue	Public Issue by our Company of NCDs aggregating upto ₹ 750 million with an option to retain over-subscription upto ₹ 750 million for issuance of additional NCDs aggregating to a total of upto ₹ 1,500 million.
Type of Instrument	Secured redeemable non-convertible debentures
Nature of Instrument	Secured
Seniority	The claims of the NCD Holders shall be superior to the claims of any unsecured creditors of the Company and subject to applicable statutory and/or regulatory requirements, rank pari passu inter se to the claims of other creditors of the Company having the same security.
Mode of Issue	Public Issue
Eligible Investors	The following categories of persons are eligible to apply in the Issue: **Category I (Institutional Category) (Can apply only for Series I, Series II, Series IV and Series V NCDs)** 1. Public Financial Institutions, Statutory Corporations, Commercial Banks, Co-operative Banks and Regional Rural Banks, which are authorized to invest in the NCDs; 2. Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs; 3. Venture Capital funds and / or Alternative Investment Funds registered with SEBI; 4. Insurance Companies registered with the IRDA; 5. National Investment Fund; 6. State Industrial Development Corporations; and 7. Mutual Funds. **Category II (Non-Institutional Category) (Can apply only for Series I, Series II, Series IV and Series V NCDs)** 1. Companies, bodies corporate and societies registered under the applicable laws in India and authorized to invest in the NCDs; 2. Public/private charitable/religious trusts which are authorized to invest in the NCDs; 3. Scientific and/or industrial research organizations, which are authorized to invest in the NCDs; 4. Partnership firms in the name of the partners; 5. Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); and 6. Any other incorporated and/ or unincorporated body of persons. **Category III (Individual Category) (Can apply for all Series)** 1. Resident Indian individuals; and 2. Hindu Undivided Families through the Karta. Please see the section titled "***Who can Apply***" under Issue Procedure at page no. 161 of this Prospectus
Listing	BSE and NSE. The NCDs shall be listed within 12 Working Days from the Issue Closure Date. For more information, see "***Other Regulatory And Statutory Disclosures – Listing***" on page no. 181 of this Prospectus.
Rating of the Instrument	The NCDs have been rated 'CARE AA- (Double A Minus)' by CARE pursuant to letter dated November 8, 2012 and revalidation letter dated April 14, 2014 and 'BWR AA (BWR Double A)' by BRICKWORK pursuant to letter dated June 19, 2013 and revalidation letter dated April 30, 2014. Instruments with a rating of 'CARE AA- (Double A Minus)' by

	CARE and 'BWR AA (BWR Double A)'by BRICKWORK are considered to have high degree of safety regarding timely servicing of financial obligations. The rating provided by CARE and BRICKWORK may be suspended, withdrawn or revised at any time by the assigning rating agency on the basis of new information etc., and should be evaluated independently of any other rating. The rating is not a recommendation to buy, sell or hold securities and investors should take their own investment decisions.
Base Issue	₹ 750 million.
Option to retain Oversubscription Amount	₹ 750 million.
Total Issue Size	₹ 1,500 million.
Objects of the Issue	Please see "***Objects of the Issue***" on page no. 56 of this Prospectus.
Details of the utilization of the Proceeds	Please see "***Objects of the Issue***" on page no. 56 of this Prospectus.
Coupon Rate	Please see the section titled "***Terms of the Issue - Interest and Payment of Interest***" on page no. 148 of this Prospectus
Step Up/Step Down Coupon Rate	N.A.
Coupon Payment Frequency	Please see the section titled "***Terms of the Issue - Interest and Payment of Interest***" on page no. 148 of this Prospectus
Coupon payment dates	Please see the section titled "***Terms of the Issue - Interest and Payment of Interest***" on page no. 148 of this Prospectus
Coupon Type	Fixed Coupon Rates
Coupon Reset Process	N.A.
Day Count Basis	Actual/Actual
Interest on Application Amount	Please see "***Interest on Application & Refund Amount***" on page no. 150 of this Prospectus.
Default Interest Rate	In the event of any default in fulfilment of obligations by our Company under the Debenture Trust Deed, the Default Interest Rate payable to the Applicant shall be as prescribed under the Debenture Trust Deed.
Tenor	Please see the section titled "***Terms of the Issue - Interest and Payment of Interest***" on page no. 148 of this Prospectus
Maturity Date	Shall mean 3 years from Deemed Date of Allotment for Series I, Series II and Series III NCDs and 5 Years from Deemed Date of Allotment for Series IV, Series V and Series VI NCDs. If the Redemption Date/Maturity Date of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.
Maturity Amount	Repayment of the Face Value plus any interest that may have accrued at the Maturity Date for Individual and / or Institutional and /or Non-Institutional Investors, as the case may be.
Maturity Premium/Discount	N.A.
Issue Price (per NCD)	₹ 1,000/-
Face Value (per NCD)	₹ 1,000/-
Discount at which security is issued and the effective yield as a result of such discount	N.A.
Call Option/Put Option	N.A.
Minimum Application and in multiples of 1(one) NCD thereafter	10 (ten) NCDs for all the Series of NCDs, taken individually or collectively.
Issue Opening Date	May 9, 2014
Issue Closing Date	June 9, 2014
Pay-in Date	The date of Application. The entire Application Amount is payable on Application.
Deemed Date of Allotment	The Deemed Date of Allotment for the NCDs shall be the date on which the Board of Directors or duly authorized committee thereof approves the allotment of NCDs or such date as may be determined by the Board of our Company and/or a duly authorized committee thereof and notified to the Stock Exchanges. All benefits under the NCDs including payment of interest will accrue to the NCD Holders from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other

	than the Deemed Date of Allotment.
Issuance mode of the Instrument	Compulsorily in dematerialized form to all categories of investors other than Individual Category Investors who have opted for allotment of NCDs in the physical form in the manner prescribed herein. Only Category III Investors can apply for allotment of NCDs in the physical form. However Series I and Series IV NCDs would be allotted compulsorily in dematerialized form to all categories of Investors.
Trading mode of the Instrument	The trading of the NCDs on the floor of the Stock Exchanges shall be in dematerialized form only.
Settlement mode of the Instrument	Through various modes. Please see page no. 151 of this Prospectus
Depository	NSDL and CDSL
Business Day Convention	If any Coupon/Interest Payment Date falls on a day that is not a Working Day, the payment shall be made on the immediately succeeding Working Day along with interest for such additional period. Such additional interest will be deducted from the interest payable on the next date of payment of interest. If the Redemption Date/Maturity Date of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.
Record Date	In connection with Series II and Series V NCDs, 15 (Fifteen) Working Days prior to the date on which interest is due and payable, or the date of redemption, or as may be prescribed by the Stock Exchanges, and in connection with Series I and Series IV NCDs, 7 (Seven) Working Days prior to the date on which interest is due and payable, or the date of redemption, or as may be prescribed by the Stock Exchanges and in connection with Series III and Series VI NCDs, 15 (Fifteen) Working Days prior to the date of redemption or as may be prescribed by the Stock Exchanges. If the Record Date falls on falls on a day that is not a Working Day, then immediate subsequent Working Day will be deemed as Record Date.
Security	Charge on Specific asset of the Company with an asset cover of 1.0 time of the total outstanding amount of the NCDs and interest thereon, and mortgage on immovable property which is free from all encumbrances.
Transaction Documents	The Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trust Deed and other security documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by the Company with Lead Managers and/or the Co-Lead Managers and/or other intermediaries for the purpose of this Issue including but not limited to the Debenture Trust Deed, the Debenture Trusteeship Agreement, the Escrow Agreement, the Memorandum of Understanding with the Registrar, the Issue Agreement with the Lead Managers and Addendum to Issue Agreement with Co-Lead Managers.
Conditions Precedent to Disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent to disbursement. See "***General Information - Utilisation of Issue Proceeds***" on page no. 34.
Condition Subsequent to Disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions subsequent to disbursement. See "***General Information - Utilisation of Issue Proceeds***" on page no. 34.
Events of Default	See "***Terms of the Issue – Events of Default***" on page no. 155.
Provisions related to Cross Default Clause	As provided in the Debenture Trust Deed.
Debenture Trustee	Axis Trustee Services Limited
Role and Responsibilities of Debenture Trustee	See "***Terms of the Issue - Debenture Trustee***" on page no. 156.
Governing Law	The NCDs are governed by and shall be construed in accordance with the existing Indian laws. Any dispute between the Company and the NCD Holders will be subject to the jurisdiction of competent courts in Kolkata
Jurisdiction	The courts at Kolkata will have exclusive jurisdiction for the purposes of the Issue.

Participation by any of the above-mentioned investor classes in this Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.

In case of Application Form being submitted in joint names, the Applicants should ensure that the demat account is also held in the same joint names, and the names are in the same sequence in which they appear in the Application Form.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Issue.

For further details, please see "***Issue Procedure***" on page no.160 of this Prospectus.

Principal Terms and Conditions of the Issue

TERMS AND CONDITIONS IN CONNECTION WITH THE NCDs

Nature of the NCDs

We are offering NCDs which shall have a fixed rate of interest. The NCDs will be issued at a face value of ₹ 1,000/- per NCD. Interest on the NCDs shall be payable as set out hereinafter. The terms of the NCDs offered pursuant to the Issue are as follows:

Series	**I#**	**II *****	**III**	**IV#**	**V**	**VI**
Frequency of Interest Payment	Monthly	Annually	Cumulative	Monthly	Annually	Cumulative
Category of investor who can apply	I,II,III	I,II,III	III	I,II,III	I,II,III	III
Minimum Application	₹ 10000/- (10 NCDs) across all series of NCDs taken individually or collectively					
In Multiples of	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)	₹ 1000/- (1 NCD)
Face Value of NCDs (₹ / NCD)	1,000	1,000	1,000	1,000	1,000	1,000
Issue Price (₹ / NCD)	1,000	1,000	1,000	1,000	1,000	1,000
Tenor from Deemed Date of Allotment	3 years	3 years	3 years	5 years	5 years	5 years
Coupon (%) for Institutional & Non Institutional Investor(s)	10.70%	11.25%	N.A.	10.95%	11.50%	N.A.
Coupon (%) for Individual Category	11.40 %	12.00%	N.A.	11.40%	12.00%	N.A.
Effective Yield (per annum) for Institutional & Non Institutional Investor(s)	11.23%	11.25%	N.A.	11.51%	11.50%	N.A.
Effective Yield (per annum) for Individual Category	12.00%	12.00%	12.00%	12.00%	12.00%	12.00 %
Mode of Interest Payment	Through various modes available.					
Amount (₹ / NCD) on Maturity for Institutional & Non Institutional Investor(s)**	1,000/-	1,000/-	N.A.	1,000/-	1,000/-	N.A.
Amount (₹ / NCD) on Maturity for Individual Investor(s) **	1,000/-	1,000/-	1,405.40/-	1,000/-	1,000/-	1,762.90/-

Series	I#	II ***	III	IV#	V	VI
Maturity Date (from Deemed Date of Allotment)	3 years	3 years	3 years	5 years	5 years	5 years

Institutional and Non Institutional Category Investor(s) can subscribe to Series I, Series II, Series IV & Series V NCDs, and Individual Category Investor(s) can subscribe to all Series of NCDs.
*** Subject to applicable tax deducted at source, if any.*
**** Our Company shall allocate and allot Series II NCDs wherein the Applicants have not indicated their choice of the relevant NCD Series or have applied for wrong Series.*
#Series I & Series IV NCDs would be allotted compulsorily in dematerialized form to all categories of Investors.

Investors in the proposed NCD who fall under Individual Category and who are holder of NCD(s)/Bond(s) previously issued by the Company in past public issues and/ or are equity shareholder(s) of our Company on the Deemed Date Of Allotment, shall be eligible for additional coupon of 0.25% p.a. provided the proposed NCDs are held by the investors on the relevant record date applicable for payment of respective coupon in respect of Series I, Series II, Series IV and Series V and are NCD holders on the record date for redemption of NCD in case of Series III and Series VI. For Investors applying in Series III and Series VI NCDs, the maturity amount at redemption along with the additional coupon would be ₹1,414.80/- and ₹1,782.70/- respectively. The additional coupon will be maximum of 0.25% p.a., for Investors in the proposed Issue, who are holding NCD(s)/Bond(s) previously issued by the Company in past public issues and/or are also equity shareholder(s) of our Company.

On any relevant Record Date the Registrar and/or our Company shall determine the list of the Primary holders of this issue and identity such Investor/ NCD Holders, (based on their DP identification and /or PAN and/or entries in the Register of NCD Holders), and make applicable coupon/interest payments.

The additional coupon will be given only on the NCDs allotted in this issue i.e. to the original Individual Allottees. In case if any NCD is bought/acquired from secondary market or from open market, additional coupon will not be paid on such bought/acquired NCD.

In case the primary holder sells/gifts/transfer any NCDs allotted in this public issue, additional coupon will not be paid on such sold/gifted/transferred NCD except in case where NCDs are transferred to the Joint holder/Nominee in case of death of the primary holder.

Effect of holidays on payments

If any Coupon/Interest Payment Date falls on a day that is not a Working Day, the payment shall be made on the immediately succeeding Working Day along with interest for such additional period. Further, interest for such additional period so paid, shall be deducted out of the interest payable on the next Coupon/Interest Payment Date. If the Redemption Date/Maturity Date (also being the last Coupon/Interest Payment Date) of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.

Set forth below is an illustration for guidance in respect of the day count convention and effect of holidays on payments.

Series I NCDs:

Particulars	Details
Company	Srei Infrastructure Finance Limited
Face value (per NCD)	₹1,000/-
Investment Amount (Rs.) (Assumed)	₹10,000/-
Issue Opening date/ Date of allotment (tentative)	May 9, 2014/June 18, 2014*
Redemption Date	June 20, 2017
Interest rate for Categories I	10.70%
Interest rate for Categories II	10.70%
Interest rate for Categories III	11.40%
Interest rate for Categories III- eligible for additional coupon of 0.25%	11.65%
Frequency of interest payment with specified dates	For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month
Day count convention	Actual/Actual

* Based on current Issue Closing Date and post Issue timelines. Subject to further change.

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I & II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
1 Coupon	Aug 01, 2014 (Friday)	Aug 01, 2014 (Friday)	42	123.00	131.00	134.00
2 Coupon	Sep 01, 2014 (Monday)	Sep 01, 2014 (Monday)	31	91.00	97.00	99.00
3 Coupon	Oct 01, 2014 (Wednesday)	Oct 01, 2014 (Wednesday)	30	88.00	94.00	96.00
4 Coupon	Nov 01, 2014 (Saturday)	Nov 01, 2014 (Saturday)	31	91.00	97.00	99.00
5 Coupon	Dec 01, 2014 (Monday)	Dec 01, 2014 (Monday)	30	88.00	94.00	96.00
6 Coupon	Jan 01, 2015 (Thursday)	Jan 01, 2015 (Thursday)	31	91.00	97.00	99.00
7 Coupon	Feb 01, 2015 (Sunday)	Feb 02, 2015 (Monday)	32	94.00	100.00	102.00
8 Coupon	Mar 01, 2015 (Sunday)	Mar 02, 2015 (Monday)	28	82.00	87.00	89.00
9 Coupon	Apr 01, 2015 (Wednesday)	Apr 01, 2015 (Wednesday)	30	88.00	94.00	96.00
10 Coupon	May 01, 2015 (Friday)	May 01, 2015 (Friday)	30	88.00	94.00	96.00
11 Coupon	Jun 01, 2015 (Monday)	Jun 01, 2015 (Monday)	31	91.00	97.00	99.00
12 Coupon	Jul 01, 2015 (Wednesday)	Jul 01, 2015 (Wednesday)	30	88.00	94.00	96.00
13 Coupon	Aug 01, 2015 (Saturday)	Aug 01, 2015 (Saturday)	31	91.00	97.00	99.00
14 Coupon	Sep 01, 2015 (Tuesday)	Sep 01, 2015 (Tuesday)	31	91.00	97.00	99.00
15 Coupon	Oct 01, 2015 (Thursday)	Oct 01, 2015 (Thursday)	30	88.00	94.00	96.00
16 Coupon	Nov 01, 2015 (Sunday)	Nov 02, 2015 (Monday)	32	94.00	100.00	102.00
17 Coupon	Dec 01, 2015 (Tuesday)	Dec 01, 2015 (Tuesday)	29	85.00	91.00	93.00
18 Coupon	Jan 01, 2016 (Friday)	Jan 01, 2016 (Friday)	31	91.00	97.00	99.00
19 Coupon	Feb 01, 2016 (Monday)	Feb 01, 2016 (Monday)	31	91.00	97.00	99.00
20 Coupon	Mar 01, 2016 (Tuesday)	Mar 01, 2016 (Tuesday)	29	85.00	90.00	92.00
21 Coupon	Apr 01, 2016 (Friday)	Apr 01, 2016 (Friday)	31	91.00	97.00	99.00
22 Coupon	May 01, 2016 (Sunday)	May 02, 2016 (Monday)	31	91.00	97.00	99.00
23 Coupon	Jun 01, 2016 (Wednesday)	Jun 01, 2016 (Wednesday)	30	88.00	93.00	95.00
24 Coupon	Jul 01, 2016 (Friday)	Jul 01, 2016 (Friday)	30	88.00	93.00	95.00
25 Coupon	Aug 01, 2016 (Monday)	Aug 01, 2016 (Monday)	31	91.00	97.00	99.00
26 Coupon	Sep 01, 2016 (Thursday)	Sep 01, 2016 (Thursday)	31	91.00	97.00	99.00
27 Coupon	Oct 01, 2016 (Saturday)	Oct 01, 2016 (Saturday)	30	88.00	93.00	95.00
28 Coupon	Nov 01, 2016 (Tuesday)	Nov 01, 2016 (Tuesday)	31	91.00	97.00	99.00
29 Coupon	Dec 01, 2016 (Thursday)	Dec 01, 2016 (Thursday)	30	88.00	93.00	95.00
30 Coupon	Jan 01, 2017 (Sunday)	Jan 02, 2017 (Monday)	32	94.00	100.00	102.00

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I & II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
31 Coupon	Feb 01, 2017 (Wednesday)	Feb 01, 2017 (Wednesday)	30	88.00	94.00	96.00
32 Coupon	Mar 01, 2017 (Wednesday)	Mar 01, 2017 (Wednesday)	28	82.00	87.00	89.00
33 Coupon	Apr 01, 2017 (Saturday)	Apr 01, 2017 (Saturday)	31	91.00	97.00	99.00
34 Coupon	May 01, 2017 (Monday)	May 01, 2017 (Monday)	30	88.00	94.00	96.00
35 Coupon	Jun 01, 2017 (Thursday)	Jun 01, 2017 (Thursday)	31	91.00	97.00	99.00
36 Coupon	Jun 20, 2017 (Tuesday)	Jun 20, 2017 (Tuesday)	19	56.00	59.00	61.00
Principal	Jun 20, 2017 (Tuesday)	Jun 20, 2017 (Tuesday)		10000.00	10000.00	10000.00
Total				**13,216.00**	**13,424.00**	**13,497.00**

Series II NCDs:

Particulars	Details
Company	Srei Infrastructure Finance Limited
Face value (per NCD)	₹1,000/-
Investment Amount (Rs.) (Assumed)	₹10,000/-
Issue Opening date/ Date of allotment (tentative)	May 9, 2014/June 18, 2014*
Redemption Date	June 20, 2017
Interest rate for Categories I	11.25%
Interest rate for Categories II	11.25%
Interest rate for Categories III	12.00%
Interest rate for Categories III- eligible for additional coupon of 0.25%	12.25%
Frequency of interest payment with specified dates	Interest is to be paid on an annual basis, relevant interest will be made on April 1, 2015 for the period commencing from the Deemed Date of Allotment till March 31, 2015. The last interest payment will be made at the time of redemption of the NCD on a pro rata basis
Day count convention	Actual/Actual

* Based on current Issue Closing Date and post Issue timelines. Subject to further change.

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I & II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
First coupon	Apr 01, 2015 (Wednesday)	Apr 01, 2015 (Wednesday)	285	878.00	937.00	957.00
Second coupon	April 01, 2016 (Friday,)	Apr 01, 2016 (Friday)	366	1125.00	1200.00	1225.00
Third coupon	Apr 01, 2017 (Saturday)	Apr 01, 2017 (Saturday)	365	1125.00	1200.00	1225.00
Fourth Coupon	June 20, 2017 (Tuesday,)	Jun 20, 2017 (Tuesday)	80	247.00	263.00	268.00
Principal	June 20, 2017 (Tuesday,)	Jun 20, 2017 (Tuesday)		10000.00	10000.00	10000.00
Total				**13,375.00**	**13,600.00**	**13,675.00**

Series III NCDs:

Particulars	Details
Company	Srei Infrastructure Finance Limited

Particulars	Details
Face value (per NCD)	₹1,000
Investment Amount (Rs.) (Assumed)	₹10,000/-
Issue Opening date/ Date of allotment (tentative)	May 9, 2014/June 18, 2014*
Redemption Date	June 20, 2017
Interest rate for Categories I	N.A.
Interest rate for Categories II	N.A.
Interest rate for Categories III	N.A.
Interest rate for Categories III- eligible for additional coupon of 0.25%	N.A.
Frequency of interest payment with specified dates	N.A.
Day count convention	Actual/Actual

* Based on current Issue Closing Date and post Issue timelines. Subject to further change

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I & II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
Principal/Maturity Value	June 20, 2017 (Tuesday)	June 20, 2017 (Tuesday)	1096	N.A.	14,054.00	14,148.00
Total				**N.A.**	**14,054.00**	**14,148.00**

Series IV NCDs:

Particulars	Details
Company	Srei Infrastructure Finance Limited
Face value (per NCD)	₹1,000/-
Investment Amount (Rs.) (Assumed)	₹10,000/-
Issue Opening date/ Date of allotment (tentative)	May 9, 2014/June 18, 2014*
Redemption Date	June 20, 2017
Interest rate for Categories I	10.95%
Interest rate for Categories II	10.95%
Interest rate for Categories III	11.40%
Interest rate for Categories III- eligible for additional coupon of 0.25%	11.65%
Frequency of interest payment with specified dates	For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month
Day count convention	Actual/Actual

* Based on current Issue Closing Date and post Issue timelines. Subject to further change.

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I & II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
1 Coupon	Aug 01, 2014 (Friday)	Aug 01, 2014 (Friday)	42	126.00	131.00	134.00
2 Coupon	Sep 01, 2014 (Monday)	Sep 01, 2014 (Monday)	31	93.00	97.00	99.00
3 Coupon	Oct 01, 2014 (Wednesday)	Oct 01, 2014 (Wednesday)	30	90.00	94.00	96.00
4 Coupon	Nov 01, 2014 (Saturday)	Nov 01, 2014 (Saturday)	31	93.00	97.00	99.00
5 Coupon	Dec 01, 2014 (Monday)	Dec 01, 2014 (Monday)	30	90.00	94.00	96.00

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I & II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
6 Coupon	Jan 01, 2015 (Thursday)	Jan 01, 2015 (Thursday)	31	93.00	97.00	99.00
7 Coupon	Feb 01, 2015 (Sunday)	Feb 02, 2015 (Monday)	32	96.00	100.00	102.00
8 Coupon	Mar 01, 2015 (Sunday)	Mar 02, 2015 (Monday)	28	84.00	87.00	89.00
9 Coupon	Apr 01, 2015 (Wednesday)	Apr 01, 2015 (Wednesday)	30	90.00	94.00	96.00
10 Coupon	May 01, 2015 (Friday)	May 01, 2015 (Friday)	30	90.00	94.00	96.00
11 Coupon	Jun 01, 2015 (Monday)	Jun 01, 2015 (Monday)	31	93.00	97.00	99.00
12 Coupon	Jul 01, 2015 (Wednesday)	Jul 01, 2015 (Wednesday)	30	90.00	94.00	96.00
13 Coupon	Aug 01, 2015 (Saturday)	Aug 01, 2015 (Saturday)	31	93.00	97.00	99.00
14 Coupon	Sep 01, 2015 (Tuesday)	Sep 01, 2015 (Tuesday)	31	93.00	97.00	99.00
15 Coupon	Oct 01, 2015 (Thursday)	Oct 01, 2015 (Thursday)	30	90.00	94.00	96.00
16 Coupon	Nov 01, 2015 (Sunday)	Nov 02, 2015 (Monday)	32	96.00	100.00	102.00
17 Coupon	Dec 01, 2015 (Tuesday)	Dec 01, 2015 (Tuesday)	29	87.00	91.00	93.00
18 Coupon	Jan 01, 2016 (Friday)	Jan 01, 2016 (Friday)	31	93.00	97.00	99.00
19 Coupon	Feb 01, 2016 (Monday)	Feb 01, 2016 (Monday)	31	93.00	97.00	99.00
20 Coupon	Mar 01, 2016 (Tuesday)	Mar 01, 2016 (Tuesday)	29	87.00	90.00	92.00
21 Coupon	Apr 01, 2016 (Friday)	Apr 01, 2016 (Friday)	31	93.00	97.00	99.00
22 Coupon	May 01, 2016 (Sunday)	May 02, 2016 (Monday)	31	93.00	97.00	99.00
23 Coupon	Jun 01, 2016 (Wednesday)	Jun 01, 2016 (Wednesday)	30	90.00	93.00	95.00
24 Coupon	Jul 01, 2016 (Friday)	Jul 01, 2016 (Friday)	30	90.00	93.00	95.00
25 Coupon	Aug 01, 2016 (Monday)	Aug 01, 2016 (Monday)	31	93.00	97.00	99.00
26 Coupon	Sep 01, 2016 (Thursday)	Sep 01, 2016 (Thursday)	31	93.00	97.00	99.00
27 Coupon	Oct 01, 2016 (Saturday)	Oct 01, 2016 (Saturday)	30	90.00	93.00	95.00
28 Coupon	Nov 01, 2016 (Tuesday)	Nov 01, 2016 (Tuesday)	31	93.00	97.00	99.00
29 Coupon	Dec 01, 2016 (Thursday)	Dec 01, 2016 (Thursday)	30	90.00	93.00	95.00
30 Coupon	Jan 01, 2017 (Sunday)	Jan 02, 2017 (Monday)	32	96.00	100.00	102.00
31 Coupon	Feb 01, 2017 (Wednesday)	Feb 01, 2017 (Wednesday)	30	90.00	94.00	96.00
32 Coupon	Mar 01, 2017 (Wednesday)	Mar 01, 2017 (Wednesday)	28	84.00	87.00	89.00
33 Coupon	Apr 01, 2017 (Saturday)	Apr 01, 2017 (Saturday)	31	93.00	97.00	99.00
34 Coupon	May 01, 2017 (Monday)	May 01, 2017 (Monday)	30	90.00	94.00	96.00
35 Coupon	Jun 01, 2017 (Thursday)	Jun 01, 2017 (Thursday)	31	93.00	97.00	99.00

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I & II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
36 Coupon	Jul 01, 2017 (Saturday)	Jul 01, 2017 (Saturday)	30	90.00	94.00	96.00
37 Coupon	Aug 01, 2017 (Tuesday)	Aug 01, 2017 (Tuesday)	31	93.00	97.00	99.00
38 Coupon	Sep 01, 2017 (Friday)	Sep 01, 2017 (Friday)	31	93.00	97.00	99.00
39 Coupon	Oct 01, 2017 (Sunday)	Oct 02, 2017 (Monday)	31	93.00	97.00	99.00
40 Coupon	Nov 01, 2017 (Wednesday)	Nov 01, 2017 (Wednesday)	30	90.00	94.00	96.00
41 Coupon	Dec 01, 2017 (Friday)	Dec 01, 2017 (Friday)	30	90.00	94.00	96.00
42 Coupon	Jan 01, 2018 (Monday)	Jan 01, 2018 (Monday)	31	93.00	97.00	99.00
43 Coupon	Feb 01, 2018 (Thursday)	Feb 01, 2018 (Thursday)	31	93.00	97.00	99.00
44 Coupon	Mar 01, 2018 (Thursday)	Mar 01, 2018 (Thursday)	28	84.00	87.00	89.00
45 Coupon	Apr 01, 2018 (Sunday)	Apr 02, 2018 (Monday)	32	96.00	100.00	102.00
46 Coupon	May 01, 2018 (Tuesday)	May 01, 2018 (Tuesday)	29	87.00	91.00	93.00
47 Coupon	Jun 01, 2018 (Friday)	Jun 01, 2018 (Friday)	31	93.00	97.00	99.00
48 Coupon	Jul 01, 2018 (Sunday)	Jul 02, 2018 (Monday)	31	93.00	97.00	99.00
49 Coupon	Aug 01, 2018 (Wednesday)	Aug 01, 2018 (Wednesday)	30	90.00	94.00	96.00
50 Coupon	Sep 01, 2018 (Saturday)	Sep 01, 2018 (Saturday)	31	93.00	97.00	99.00
51 Coupon	Oct 01, 2018 (Monday)	Oct 01, 2018 (Monday)	30	90.00	94.00	96.00
52 Coupon	Nov 01, 2018 (Thursday)	Nov 01, 2018 (Thursday)	31	93.00	97.00	99.00
53 Coupon	Dec 01, 2018 (Saturday)	Dec 01, 2018 (Saturday)	30	90.00	94.00	96.00
54 Coupon	Jan 01, 2019 (Tuesday)	Jan 01, 2019 (Tuesday)	31	93.00	97.00	99.00
55 Coupon	Feb 01, 2019 (Friday)	Feb 01, 2019 (Friday)	31	93.00	97.00	99.00
56 Coupon	Mar 01, 2019 (Friday)	Mar 01, 2019 (Friday)	28	84.00	87.00	89.00
57 Coupon	Apr 01, 2019 (Monday)	Apr 01, 2019 (Monday)	31	93.00	97.00	99.00
58 Coupon	May 01, 2019 (Wednesday)	May 01, 2019 (Wednesday)	30	90.00	94.00	96.00
59 Coupon	Jun 01, 2019 (Saturday)	Jun 01, 2019 (Saturday)	31	93.00	97.00	99.00
60 Coupon	Jun 20, 2019 (Thursday)	Jun 20, 2019 (Thursday)	19	57.00	59.00	61.00
Principal	Jun 20, 2019 (Thursday)	Jun 20, 2019 (Thursday)		10,000.00	10,000.00	10,000.00
Total				**15,478.00**	**15,700.00**	**15,825.00**

Series V NCDs:

Particulars	Details
Company	Srei Infrastructure Finance Limited
Face value (per NCD)	₹1,000/-
Investment Amount (Rs.) (Assumed)	₹10,000/-
Issue Opening date/ Date of allotment (tentative)	May 9, 2014/June 18, 2014*

Redemption Date	June 20, 2017
Interest rate for Categories I	11.50%
Interest rate for Categories II	11.50%
Interest rate for Categories III	12.00%
Interest rate for Categories III- eligible for additional coupon of 0.25%	12.25%
Frequency of interest payment with specified dates	Interest is to be paid on an annual basis, relevant interest will be made on April 1, 2015 for the period commencing from the Deemed Date of Allotment till March 31, 2015. The last interest payment will be made at the time of redemption of the NCD on a pro rata basis
Day count convention	Actual/Actual

* Based on current Issue Closing Date and post Issue timelines. Subject to further change

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I &II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
First coupon	Apr 01, 2015 (Wednesday)	Apr 01, 2015 (Wednesday)	285	898.00	937.00	957.00
Second coupon	April 01, 2016 (Friday,)	Apr 01, 2016 (Friday)	366	1150.00	1200.00	1225.00
Third coupon	Apr 01, 2017 (Saturday)	Apr 01, 2017 (Saturday)	365	1150.00	1200.00	1225.00
Fourth coupon	April 01, 2018 (Sunday,)	Apr 02, 2018 (Monday)	366	1153.00	1203.00	1228.00
Fifth coupon	Apr 01, 2019 (Monday)	Apr 01, 2019 (Monday)	364	1147.00	1197.00	1222.00
Sixth Coupon	Jun 20, 2019 (Thursday)	Jun 20, 2019 (Thursday)	80	252.00	263.00	268.00
Principal	Jun 20, 2019 (Thursday)	Jun 20, 2019 (Thursday)		10,000.00	10,000.00	10,000.00
Total				**15,750.00**	**16,000.00**	**16,125.00**

Series VI NCDs:

Particulars	Details
Company	Srei Infrastructure Finance Limited
Face value (per NCD)	₹1,000
Investment Amount (Rs.) (Assumed)	₹10,000/-
Issue Opening date/ Date of allotment (tentative)	May 9, 2014/June 18, 2014*
Redemption Date	June 20, 2017
Interest rate for Categories II	N.A.
Interest rate for Categories II	N.A.
Interest rate for Categories III	N.A.
Interest rate for Categories III- eligible for additional coupon of 0.25%	N.A.
Frequency of interest payment with specified dates	N.A.
Day count convention	Actual/Actual

* Based on current Issue Closing Date and post Issue timelines. Subject to further change

Cash flows (event)	Due date	Date of payment	Payment period (days)	Amount Payable per NCD for Category I & II (₹)	Amount Payable per NCD for Category III (₹)	Amount Payable per NCD for Category III eligible for additional 0.25% (₹)
Principal	June 20, 2019 (Thursday)	Jun 20, 2019 (Thursday)	1826	N.A.	17,629.00	17,827.00
Total				**N.A.**	**17,629.00**	**17,827.00**

Assumptions:

1. For the purposes of the above-mentioned illustrations, that none of the Interest Payment Dates and Redemption Dates/Maturity Dates detailed in such illustrations fall on public holidays; accordingly, only such dates that fall on Sundays have been considered non-Working Days.
2. The Deemed Date of Allotment is assumed to be June 18, 2014.

Notes:

1. Fiscal 2016 being leap year, Coupon/Interest Payment Dates have been calculated for 366 days-a-year basis, on the principal outstanding on the NCDs. .
2. Interest on the NCDs shall be computed on an actual/ actual basis for the broken period, if any.
3. The amounts in the above illustration of cash flows are rounded to nearest rupee for coupon and redemption pay-out for a single NCD. At the time of actual Coupon Payment / Redemption, if the total Coupon / Redemption Amount to be paid is a fraction and not an integer, such amount will be rounded off to the nearest integer.
4. Please refer to page 148 of the Prospectus for determining the eligibility for 0.25 % additional coupon for Category III Investors.

COUPON/INTEREST PAYMENT SHALL BE ROUNDED TO THE NEAREST RUPEE AS PER THE FIXED INCOME MONEY MARKET AND DERIVATIVES ASSOCIATION HANDBOOK ON MARKET PRACTICES.

Application Size

Each Application should be for a minimum of 10 NCDs and multiples of 1 NCD thereof. The minimum Application size for each Application for NCDs would be ₹10,000/- (for any Series of NCDs taken individually or collectively) and in multiples of ₹1,000/- thereafter.

Institutional Category Investor(s) and Non Institutional Category Investor(s) can only subscribe to Series I, Series II, Series IV and Series V NCDs whereas Individual Category Investor(s) can subscribe to Series I, Series II, Series III, Series IV, Series V and Series VI NCDs.

Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

Application in the Issue

Individual Category Investors shall have the option to apply for NCDs in the physical form through a valid Application Form filled in by the Applicant along with attachment, as applicable. For all other categories of applicants, NCDs being issued through the Prospectus can be applied for in the dematerialized form only through a valid Application Form filled in by the Applicant along with attachment, as applicable. However Series I and Series IV NCDs would be allotted compulsorily in dematerialized form to all categories of Investors.

Minimum Subscription

If our Company does not receive the minimum subscription of 75% of the Base Issue, i.e. ₹ 562.5 million, prior to Allotment, the entire subscription shall be refunded to the Applicants within fifteen (15) Days from the date of closure of the Issue. If there is delay in the refund of subscription by more than eight (8) days after our Company becomes liable to refund the subscription amount, our Company will pay interest for the delayed period, at the rate of 15 (fifteen) percent per annum to the same bank account from which the Application Money was received by our Company.

Listing

For information, see "***Other Regulatory and Statutory Disclosures – Listing***" on page 181 of this Prospectus.

Market Lot and Trading Lot

As per the Debt Regulations, since trading in the NCDs will be in dematerialized form only, the tradable lot is one Bond. Our Company has made depository arrangements with CDSL and NSDL ("Depositories") for trading of the NCDs in dematerialized form, pursuant to the tripartite agreement dated February 26, 2013 between our Company, CDSL and the Registrar to the Issue and the tripartite agreement dated February 27, 2013 between our Company, NSDL and the Registrar to the Issue.

TERMS OF THE ISSUE

Authority for the Issue

The Board of Directors, at their meeting held on May 20, 2013 have approved the public issue of secured, redeemable, non-convertible debentures of face value of ₹ 1,000/- each, (the "Debentures" or "NCDs"), for an amount up to ₹750 million with an option to retain oversubscription up to ₹ 750 million , aggregating to ₹ 1,500 million (the " Issue")

Principal Terms & Conditions of this Issue

The NCDs being offered as part of the Issue are subject to the provisions of the Debt Regulations, the Companies Act 2013, the Memorandum and Articles of Association of our Company, the terms of the Prospectus, the Application Forms, the terms and conditions of the Debenture Trust Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI / the Government of India / BSE / RBI and / or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

For more information, see "***Issue Structure***" on page 131 of this Prospectus.

Face Value

The face value of each NCD shall be ₹ 1,000/-.

Security

Charge on Specific asset of the Company with an asset cover of 1.0 time of the total outstanding amount of the NCDs and interest thereon, and mortgage on immovable property which is free from all encumbrances.

However the Company reserves the right to create second/pari passu charge on the said immovable property without seeking NOC from the NCD holders/ bond holders and the Trustee is empowered to Issue NOC to create second/ pari passu Charge on the said immovable property.

Credit Rating

The NCDs have been rated 'CARE AA- (Double A Minus)'by CARE pursuant to letter dated November 8, 2012 and revalidated by letter dated April 14, 2014 and 'BWR AA (BWR Double A) 'by BRICKWORK pursuant to letter dated June 19, 2013 and revalidated by letter dated April 30, 2014. Instruments with a rating of 'CARE AA- (Double A Minus)'by CARE and 'BWR AA (BWR Double A)' by BRICKWORK are considered to have high degree of safety regarding timely servicing of financial obligations.

Issue Period

The subscription list shall remain open for a period as indicated below, with an option for early closure or extension by such period, as may be decided by the Board/ Committee of Directors, as the case maybe, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through advertisements in a leading national daily newspaper on or before such earlier date of Issue Closure or initial date of Issue closure, as the case may be.

Issue Opens on	**May 9, 2014**
Closing Date*	**June 9, 2014**

**The subscription list shall remain open for a period as indicated above, with an option for early closure or extension by such period, as may be decided by the Board/ Committee of Directors, as the case maybe, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through advertisements in a leading national daily newspaper on or before such earlier date of Issue Closure or initial date of Issue closure, as the case may be.*

*Further please note that Application shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "IST") ("**Bidding Period**") during the Issue Period as mentioned above by the Members of the Syndicate, Trading Members and designated branches of SCSBs as mentioned on the Application Form, except that on the Issue Closing Date when Applications shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by Stock Exchanges. It is clarified that the Applications not uploaded in the Stock Exchanges Platform would be rejected.*

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time.

Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor any Member of the Syndicate, Trading Members or designated branches of SCSBs is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

Application Amount

10 NCDs and in multiples of 1 NCD thereafter (for all Series of NCDs, either taken individually or collectively).

Escrow Mechanism

Please refer "***Issue Procedure – Escrow Mechanism***" on page 164 of this Prospectus.

Allotment of NCDs

Deemed Date of Allotment

The Deemed Date of Allotment for the NCDs shall be the date on which the Board of Directors or duly authorized committee thereof approves the allotment of NCDs or such date as may be determined by the Board of our Company and/or a duly authorized committee thereof and notified to the Stock Exchanges. All benefits under the NCDs including payment of interest will accrue to the NCD Holders from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment.

Grouping of Applications and Allocation Ratio

For the purposes of the basis of allotment:

A. *Applications received from Category I Applicants:* Applications received from Category I, shall be grouped together,**(" Institutional Portion");**

B. *Applications received from Category II Applicants:* Applications received from Category II, shall be grouped together,**("Non-Institutional Portion");**

C. *Applications received from Category III Applicants:* Further with respect to Applications received from Category III applicants*)*, shall be grouped together, **("Individual Category Portion")**.

For removal of doubt, "***Institutional Portion***", "***Non-Institutional Portion***" and "***Individual Category Portion***" are individually referred to as "***Portion***" and collectively referred to as **"*Portions*"**.

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Issue upto ₹ 750 million. The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in the Issue), and/or the aggregate value of NCDs upto the Base Issue Size shall be collectively termed as the **"*Overall Issue Size*".**

Allocation Ratio

Institutional Portion	***Non-Institutional Portion***	***Individual Category Portion***
20% of Overall Issue Size	20% of Overall Issue Size	60% of Overall Issue Size

Retention of Oversubscription

Our Company is making a public Issue of NCDs aggregating upto ₹750 million with an option to retain oversubscription of NCDs up to ₹750 million.

Basis of Allotment for NCDs

(a) Allotments in the first instance:

(i) Applicants belonging to the Institutional Portion, in the first instance, will be allocated NCDs upto 20 % of Issue Size on first come first served basis which would be determined on the basis of upload of their Applications in to the electronic book with Stock Exchanges;

(ii) Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated NCDs upto 20 % of Issue Size on first come first served basis which would be determined on the basis of upload of their Applications in to the electronic book with Stock Exchanges;

(iii) Applicants belonging to the Individual Category Portion, in the first instance, will be allocated NCDs upto 60 % of Issue Size on first come first served basis which would be determined on the basis of upload of their Applications in to the electronic book with Stock Exchanges;

(b) Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the Electronic Book with

Stock Exchange, in each Portion subject to the Allocation Ratio. However, on the date of oversubscription, the allotments would be made to the applicants on proportionate basis.

Specific attention is drawn to the circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI, which amends the provisions of circular (No. CIR./IMD/DF-1/20/2012) dated July 27, 2012 to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges, as opposed to the date and time of upload of each such application. In the event of, and on the date of oversubscription, however, allotments in public issues of debt securities is to be made on a proportionate basis.

(c) Under Subscription:

Under subscription, if any, in any Portion, priority in allotments will be given in the following order (decreasing order of priority):

i. Individual Category Portion

ii. Non-Institutional Portion

iii. Institutional Portion

Within each Portion, priority in Allotments will be given on a first-come-first-serve basis, based on the date of upload of each Application into the electronic system of the Stock Exchanges.

(d) For each Portion, all Applications uploaded on the same day in to the Electronic Book with Stock Exchanges would be treated at par with each other. Allotment would be on proportionate basis, where NCDs uploaded into the Platform of the Stock Exchanges on a particular date exceeds NCDs to be allotted for each Portion respectively.

(e) Minimum allotments of 1 (one) NCD and in multiples of 1 (one) NCD thereafter would be made in case of each valid Application.

(f) Allotments in case of oversubscription:

In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription (i.e. where in the number of NCDs available for allotment in the respective Category is less than the demand for NCDs by the applicants in the respective Category) and proportionate allotment of NCDs to the Applicants on the date of oversubscription (based on the date of upload of each Application into the Electronic Book with Stock Exchanges, in each Category).

However for the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application and re-categorised based on their total application amount. This re- categorization of investor categories may result in proportionate allotment on the date of oversubscription in the respective categories. Pursuant to re-categorization, each of the applications (based on the date of upload of each Application into the Electronic Book with Stock Exchanges, in each Category) made by the applicant, will compete for allocation with other applications made by the applicants in that respective Category on that respective date.

(g) Proportionate Allotments: For each Portion, on the date of oversubscription:

i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer,

ii) If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Issue size, not all Applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose allotment size, prior to rounding off, had the highest decimal point would be given preference,

iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the basis of allotment is finalized by draw of lots in a fair and equitable manner.

(h) Applicant applying for more than one Series of NCDs:

If an Applicant has applied for more than one Series of NCDs, and in case such Applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for, the Series-wise allocation of NCDs to such Applicants shall be in proportion to the number of NCDs with respect to each Series, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with Lead Managers, the Co-Lead Managers and Designated Stock Exchange.

All decisions pertaining to the basis of allotment of NCDs pursuant to the Issue shall be taken by our Company in consultation with the Lead Managers, Co-Lead Managers and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Prospectus. Any other queries / issues in connection with the Applications will be appropriately dealt with and decided upon by our Company in consultation with the Lead Managers and Co-Lead Managers.

Our Company shall allocate and allot Series II NCDs wherein the Applicants have not indicated their choice of the relevant NCD Series or have applied for wrong Series. If any Institutional investor applies for III and/or VI NCDS by inadvertence, then such Institutional investor shall be allotted Series II NCDs if the Application is otherwise found to be valid.

Please note in case KYC documents are not proper, Registrar shall hold back physical certificate allotted to the Applicant pending receipt of complete KYC documents from Applicant and the Company shall keep in abeyance the payment of interest or other benefits, till such time. The Company shall also not be liable to pay interest for delay in despatch of the certificate in case of delay caused due to non-receipt of proper KYC documents to the satisfaction of the Registrar.

Additional/Multiple Applications

Please refer "***Issue Procedure – Additional/Multiple Applications***" on page 172 of this Prospectus.

Form of Allotment & Denomination

As per the Debt Regulations, the trading of the NCDs shall be in dematerialized form only. Irrespective of whether the NCDs are held in dematerialized or physical form, the trading of the NCDs on the Stock Exchanges shall be in dematerialized form only in multiples of one (1) NCD ("**Market Lot**").

Individual Category Investors shall have the option to apply for NCDs in the physical form. Such NCDs which are allotted in the physical form shall not be eligible for being traded on the floor of the Stock Exchanges unless such NCDs are converted into the dematerialized form, but shall be freely transferable otherwise, subject to applicable statutory and/or regulatory requirements. Allotment in the Issue to all Allottees (other than Individual Category Investors who have opted for allotment of NCDs in the physical form), will be in electronic form in multiples of one NCD. For details of allotment refer to chapter titled "***Issue Procedure***" under section titled "***Issue Related Information***" beginning on page no. 160 of this Prospectus.

In case of NCDs held in physical form, a Consolidated NCD Certificate will be issued to the NCD Holder for the aggregate amount for each type of NCDs. The Applicant can also request for the issue of NCD certificates in denomination of one NCD ("**Market Lot**").

In respect of Consolidated NCD Certificates, we will, only upon receipt of a request from the NCD Holder, split such Consolidated NCD Certificates into smaller denominations subject to the minimum of Market Lot. No fees would be charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the NCD Holder. The request for splitting should be accompanied by the original NCD certificate which would then be treated as cancelled by us.

Payment of Refunds

Allotment Advice / Refund orders

The unutilised portion of the Application Amount will be refunded to the Applicant no later than twelve (12) Working Days from the Issue Closing Date in the manner as provided below:

A. In case of Applications made on the Stock Exchanges through the Members of the Syndicate/ Trading Members of the Stock Exchanges by making payment though cheques, the unutilised portion of the Application Amount (includes refund amounts payable to unsuccessful Applicants and also the excess amount paid on Application) will be credited to the Bank Account of the Applicant as per the banking account details as provided with the demat details of the Applicant by way of any of the following modes:

i. Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by us.

ii. NECS – Payment of refund would be done through NECS for Investors having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as available from the Depositories. The payment of refunds through this mode will be done for Applicants having a bank account at any centre where NECS facility has been made available (subject to availability of all information for crediting the refund through NECS).

iii. NEFT – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been

assigned the Indian Financial System Code (IFSC), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. In case of online payment or wherever the Investors have registered their nine digit MICR number and their bank account number with the depository participant while opening and operating the demat account, the MICR number and their bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

iv. RTGS – If the refund amount exceeds ₹ 200,000, the Investors have the option to receive refund through RTGS. Charges, if any, levied by the refund bank(s) for the same would be borne by us. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

v. For all other Investors (non-ASBA) the refund orders will be despatched through Speed Post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/ first Investor and payable at par.

vi. Credit of refunds to Investors in any other electronic manner permissible under the banking laws, which are in force and are permitted by the SEBI from time to time.

B. In case of ASBA Applications, the unutilised portion of the Application Amount shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue to the respective SCSBs.

Further,

- Allotment of NCDs offered to the public shall be made within a time period of twelve (12) Working Days from the date of closure of the Issue;
- Credit to demat account will be given no later than twelve (12) Working Days from the date of the closure of the Issue;
- Our Company shall pay interest at 15% (fifteen) per annum if Allotment is not made and refund orders are not dispatched and/or demat credits are not made to investors within twelve (12) Working Days of the Issue Closing Date or date of refusal of the Stock Exchange(s), whichever is earlier. In case listing permission is not granted by the Stock Exchanges to our Company and if such money is not repaid within 8 (eight) days from the day our Company becomes liable to repay it on such account, our Company and every officer in default shall, on and from expiry of 8 (eight) days, be liable to repay the money with interest at the rate of 15% as prescribed under Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 26 of the Companies Act 2013, provided that the beneficiary particulars relating to such Applicants as given by the Applicants is valid at the time of the upload of the demat credit.

Our Company will provide adequate funds to the Registrars to the Issue, for this purpose.

Interest on NCDs

In case of Series I NCDs, interest would be paid monthly at 10.70 % per annum to Category I & II Investors and at 11.40% per annum to Category III Investors on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series I NCD.

Series I NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 3 years from the Deemed Date of Allotment.

In case of Series II NCDs, interest would be paid annually at 11.25 % per annum to Category I & II Investors and at 12.00% per annum to Category III Investors on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series II NCD.

Series II NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 3 years from the Deemed Date of Allotment.

Series III NCDs shall be shall be redeemed at the end of 3 years from the Deemed Date of Allotment at ₹ 1,405.40/- (Face Value per NCD plus Premium per NCD) subject to applicable tax deducted at source if any.

In case of Series IV NCDs, interest would be paid monthly at 10.95 % per annum to Category I & II Investors and at 11.40% per annum to Category III Investors on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series IV NCD.

Series IV NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 5 years from the Deemed Date of Allotment.

In case of Series V NCDs, interest would be paid annually at 11.50 % per annum to Category I & II Investors and at 12.00% per annum to Category III Investors on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series V NCD.

Series V NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 5 years from the Deemed Date of Allotment.

Series VI NCDs shall be shall be redeemed at the end of 5 years from the Deemed Date of Allotment at ₹ 1,762.90/- (Face Value per NCD plus Premium per NCD) subject to applicable tax deducted at source if any.

Investors in the proposed NCD who fall under Individual Category and who are holder of NCD(s)/Bond(s) previously issued by the Company in past public issues and/ or are equity shareholder(s) of our Company on the Deemed Date Of Allotment, shall be eligible for additional coupon of 0.25% p.a. provided the proposed NCDs are held by the investors on the relevant record date applicable for payment of respective coupon in respect of Series I, Series II, Series IV and Series V and are NCD holders on the record date for redemption of NCD in case of Series III and Series VI. For Investors applying in Series III and Series VI NCDs, the maturity amount at redemption along with the additional coupon would be ₹1,414.80/- and ₹1,782.70/- respectively. The additional coupon will be maximum of 0.25% p.a., for Investors in the proposed Issue, who are holding NCD(s)/Bond(s) previously issued by the Company in past public issues and/or are also equity shareholder(s) of our Company.

On any relevant Record Date the Registrar and/or our Company shall determine the list of the Primary holders of this issue and identity such Investor/ NCD Holders, (based on their DP identification and /or PAN and/or entries in the Register of NCD Holders), and make applicable coupon/interest payments.

The additional coupon will be given only on the NCDs allotted in this issue i.e. to the original Individual Allottees. In case if any NCD is bought/acquired from secondary market or from open market, additional coupon will not be paid on such bought/acquired NCD.

In case the primary holder sell/gifts/transfer any NCDs allotted in this public issue, additional coupon will not be paid on such sold/gifted/transferred NCD except in case where NCDs are transferred to the Joint holder/Nominee in case of death of the primary holder.

In the event, the interest / pay-out of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 1,762.90/-, then the amount shall be rounded off to ₹ 1,763.00/-.

Subject to the terms and conditions in connection with computation of applicable interest on the Record Date as stated on page no. 148, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs. Payment of Interest will be made to those NCD Holders whose names appear in the register of NCD Holders (or to first holder in case of joint-holders) as on Record Date.

Please note that the determination and relevance of investor categories is only at the time of Application for and allotment of NCDs. NCDs once allotted with respective ISIN will continue to bear the applicable tenor, coupon and maturity amount as at the time of original allotment, and such tenor, coupon and Maturity Amount as at the time of original allotment will not be impacted by trading of such NCDs between investor categories in the secondary market.

Interest and Payment of Interest

Payment of Interest will be made to those NCD Holders whose names appear in the register of NCD Holders (or to first holder in case of joint-holders) as on Record Date.

For NCDs subscribed, in respect to Series I and IV, where the interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till last day of every month during the tenor of such NCDs, and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

For NCDs subscribed, in respect to Series II and V, where the interest is to be paid on an annual basis, relevant interest will be made on April 1st every year for the amount outstanding. The first interest payment will be made on April 1, 2015 for the period commencing from the Deemed Date of Allotment till March 31, 2015. Subject to The last interest payment will be made at the time of maturity of the NCD on a pro rata basis.

For NCDs subscribed in respect to Series III and VI, where the interest is to be paid on a cumulative basis and compounding annually, relevant interest will be made on the date of redemption for the amount outstanding from time to time, commencing from the Deemed Date of Allotment.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the investors. In such cases, interest, on the Interest Payment Date, would be directly credited to the account of those investors who have given their bank mandate.

We may offer the facility of NECS, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Refer to the paragraph on "***Manner of Payment of Interest / Refund / Maturity Amount***" at page no. 151 in this Prospectus.

Tax exemption certificate/document, if any, must be lodged at the office of the Registrar at least 7(seven) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

Any tax exemption certificate/document must be lodged at the office of the Registrar at least 7(seven) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

As per clause (ix) of Section 193 of the I.T. Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialized form.

However in case of NCDs held in physical form, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such NCDs held by the investor (in case of resident Individuals and HUFs), if such interest does not exceed ₹ 5,000 in any financial year. If interest exceeds the prescribed limit of ₹ 5,000 on account of interest on the NCDs, then the tax will be deducted at applicable rate. However in case of NCD Holders claiming non-deduction or lower deduction of tax at source, as the case may be, the NCD Holder should furnish either (a) a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by Individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all Applicants (other than companies, and firms), or (b) a certificate, from the Assessing Officer which can be obtained by all Applicants (including companies and firms) by making an Application in the prescribed form i.e. Form No. 13. The aforesaid documents, as may be applicable, should be submitted to our Company quoting the name of the sole/ first NCD Holder, NCD folio number and the distinctive number(s) of the NCD held, prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the NCD. The investors need to submit Form 15H/ 15G/certificate in original from Assessing Officer for each financial year during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

If any Coupon/Interest Payment Date falls on a day that is not a Working Day, the payment shall be made on the immediately succeeding Working Day. If the Redemption Date/Maturity Date (also being the last Coupon/Interest Payment Date) of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.

Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

Title

In case of:

(i) NCDs held in the dematerialised form, the person for the time being appearing in the Register of Debenture holders (as defined below) maintained by the Depository; and

(ii) The NCDs held in physical form, the person for the time being appearing in the Register of Debenture holders (as defined below) maintained by the Company,

shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the NCD Certificate issued in respect of the NCDs and no person will be liable for so treating the Debenture holder.

No transfer of title of a NCD will be valid unless and until entered on the Register of Debenture holders prior to the Record Date. In the absence of transfer being registered, interest, and/or Maturity Amount, as the case may be, will be paid to the person, whose name appears first in the Register of Debenture holders. In such cases, claims, if any, by the transferees of the NCDs will need to be settled with the transferors of the NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the Companies Act 1956 and the Companies Act 2013 shall apply, mutatis mutandis (to the extent applicable) to the NCDs as well.

Interest on Application Amount & Refund Amount

Interest on Application Amounts received, which are used towards Allotment of NCDs

The Company shall pay to the successful Applicants, interest at the rate of 10 (ten) % p.a. on the Application Amount allotted, for the period commencing from 3 (three) days from the date of upload of the Application Form on the electronic book of the Stock Exchanges, or the date of realization of the Application Amount, whichever is later, up to 1 (one) day prior to the Deemed Date of Allotment, subject to deductions under the provisions of the Income Tax Act or any other statutory modification or re-enactment thereof, as applicable.

Interest on Application Amount as mentioned above shall be paid within 7 (Seven) Working Days from the Deemed Date of Allotment for all the Series of NCDs.

However no interest is to be paid on Application Amount(s) to the ASBA Applicants.

Our Company may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the applicants. Alternatively, the interest warrant will be dispatched along with the Letter(s) of Allotment at the sole risk of the applicant, to the sole/first applicant.

TDS on Interest on Application Amount

Interest on Application Amount is subject to deduction of income tax under the provisions of the Income Tax Act or any other statutory modification or re-enactment thereof, as applicable. Tax exemption certificate/declaration of non-deduction of tax at source on interest on Application Amount, if any, should be submitted along with the Application Form.

Interest on Application Amounts received, which are liable to be refunded

a) We shall pay interest on Application Amounts which is liable to be refunded to the Applicants (other than ASBA Applicants) subject to deduction of income tax under the provision of Section 172 of the Income Tax Act, as applicable, from the date of realization of the cheque(s)/demand draft(s) or three days from the date of upload of the Application on the electronic bidding platform of BSE and NSE, whichever is later upto one day prior to the Deemed Date of Allotment, at the rate of 7 (seven) % p.a. Such interest shall be paid along with the monies liable to be refunded. Interest warrants will be dispatched/credited (in case of electronic payment) along with the letter(s) of refund at the sole risk of the Applicant, to the sole/first Applicant.

b) A tax deduction certificate will be issued for the amount of income tax so deducted.

   Provided that, notwithstanding anything contained hereinabove, our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid Applications or Applications liable to be rejected, and/or (b) applications which are withdrawn by the applicant and/or (c) monies paid in excess of the amount of NCDs applied for in the Application Form. Please see section titled "***Rejection of Application***" on page 173.

Terms of Payment

The entire issue price of ₹1000/- per NCD is payable on Application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall refund/unblock the excess amount paid on Application to the Applicant in accordance with the terms of this Prospectus. For further details please refer to the paragraph on "***Interest on Application & Refund Amount***" beginning on page no. 150 of this Prospectus.

Maturity

The NCDs issued pursuant to this Prospectus have a fixed Maturity Date. The date of maturity for NCDs subscribed under Series I, Series II and Series III is 3 (Three) years from the Deemed Date of Allotment, for NCDs subscribed under Series IV, Series V and Series VI NCDs is 5 (Five) years from the Deemed Date of Allotment.

Procedure upon Maturity by NCD Holders

The procedure upon Maturity is set out below:

NCDs held in physical form:

No action would ordinarily be required on the part of the Individual category holder at the time of Maturity of the NCDs and the Maturity Amount(s) would be paid to those Individual category holders whose names stand in the

register of NCD Holders maintained by us on the Maturity Date fixed for the purpose of payment of Maturity Amount(s). However, our Company may require that the NCD certificate(s), duly discharged by the sole holder/all the joint holders (signed on the reverse of the NCD certificate(s)) be surrendered upon maturity and should be sent by the Individual category holder(s) by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. Individual category holder (s) may be requested to surrender the NCD certificate(s) in the manner as stated above, not more than three months and not less than one month prior to the Maturity Date so as to facilitate timely payment.

We may at our discretion pay the Maturity Amount(s) without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the Maturity Amount(s) would be paid to those NCD Holders whose names stand in the register of NCD Holders maintained by us on the Maturity Date fixed for the purpose of payment of Maturity Amounts. In such case, the NCD certificates would be deemed to have been cancelled. Also see the paragraph on *"Payment on Maturity"* given below.

NCDs held in electronic form:

No action is required on the part of NCD Holder(s) at the time of payment of Maturity Amounts.

Payment on Maturity

The manner of payment of Maturity Amounts is set out below:

NCDs held in physical form:

The Maturity Amounts will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificate(s), duly discharged by the sole holder / all the joint-holders (signed on the reverse of the NCD certificate(s)). Despatch of cheques/pay order, etc. in respect of such payment will be made on the Maturity Date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate. The transferees, if any, should ensure lodgement of the transfer documents with us at least 7 (seven) days prior to the Maturity Date. In case the transfer documents are not lodged with us at least 7 (seven) days prior to the Maturity Date and we dispatch the Maturity Amount(s) to the transferor, claims in respect of the maturity proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrars.

Our liability to holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the Maturity Date in all events and when we dispatch the Maturity Amounts to the NCD Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of payment of Maturity Amounts of the NCD(s).

We may at our discretion pay the Maturity Amounts without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the maturity proceeds would be paid to those NCD Holders whose names stand in the register of NCD Holders maintained by us on the Maturity Date fixed for the purpose of payment of Maturity Amounts. In such case, the NCD certificates would be deemed to have been cancelled.

NCDs held in electronic form:

On the Maturity Date, Maturity Amounts would be paid by cheque /pay order / electronic mode to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Maturity Date fixed for the purpose of payment of Maturity Amounts.

These NCDs may be simultaneously extinguished to the extent of the Maturity Amounts paid through appropriate debit corporate action upon payment of the corresponding Maturity Amounts of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of NCD Holders.

Our liability to NCD Holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the Maturity Date in all events and when we dispatch the Maturity Amounts to the NCD Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of payment of Maturity Amounts of the NCD(s).

Effect of holidays on payments

If any Coupon/Interest Payment Date falls on a day that is not a Working Day, the payment shall be made on the immediately succeeding Working Day. If the Redemption Date/Maturity Date (also being the last Coupon/Interest Payment Date) of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.

Manner of Payment of Interest / Refund / Maturity Amount

The manner of payment of interest / refund / Maturity Amount in connection with the NCDs is set out below:

For NCDs applied / held in electronic form:

The bank details will be obtained from the Depositories for payment of Interest / refund / Maturity Amount as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of refunds to the Applicant at the Applicant's sole risk, and the Lead Managers, Co-Lead Managers, our Company or the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

For NCDs held in physical form:

The bank details will be obtained from the Registrar to the Issue as available to them for payment of interest / refund / Maturity Amount as the case may be.

The mode of interest / refund / Maturity Amount payments shall be undertaken in the following order of preference:

1. **Direct Credit**

   Investors having their bank account with the Refund Banks, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

2. **NECS**

   Payment of interest / refund / Maturity Amount shall be undertaken through NECS for Applicants having an account at the centres mentioned in NECS MICR list.

   This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code, IFSC code, bank account number, bank name and branch name as appearing on a cheque leaf, from the Depositories.

3. **RTGS**

   Applicants having a bank account with a participating bank and whose interest payment / refund / Maturity Amount exceeds ₹ 2 lacs, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment / refund / Maturity Amount through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrars to the Issue at least 7 (seven) days before the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment / refund / Maturity Amount shall be made through NECS subject to availability of complete bank account details for the same as stated above.

4. **NEFT**

   Payment of interest / refund / Maturity Amount shall be undertaken through NEFT wherever the Applicants' bank has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to a Magnetic Ink Character Recognition ("**MICR**"), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the de-mat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/refund/ Maturity Amount will be made to the Applicants through this method.

5. **Speed Post**

   For all other Applicants, including those who have not updated their bank particulars with the MICR code and if the interest payment through NECS to such Applicants is unsuccessful the interest payment shall be dispatched by ordinary post for value up to ₹ 1,500/- and through Speed Post for interest payment of value above ₹ 1,500/-. The refund orders shall be dispatched through Speed Post.

   Please note that Applicants are eligible to receive payments through the modes detailed in (1), (2) (3), (4) and (5) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed / available.

   Please note that our Company shall not be responsible to the holder of NCD, for any delay in receiving credit of interest / refund / Maturity Amount so long as our Company has initiated the process of such request in time.

Printing of Bank Particulars on Interest Warrants

As a matter of precaution against possible fraudulent encashment of refund orders and interest warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the

orders/ warrants. In relation to NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form either on account of allotment (to Individual Category) or rematerialisation or transfer, the investors are advised to submit their bank account details with our Company / Registrar at least 7 (seven) days prior to the Record Date failing which the orders / warrants will be dispatched to the postal address of the holder of the NCD as available in the records of our Company.

Bank account particulars will be printed on the orders/ warrants which can then be deposited only in the account specified.

Record Date

In connection with Series II and Series V NCDs, 15 (Fifteen) Working Days prior to the date on which interest is due and payable, or the date of redemption, or as may be prescribed by the Stock Exchanges, and in connection with Series I and Series IV NCDs, 7 (Seven) Working Days prior to the date on which interest is due and payable, or the date of redemption, or as may be prescribed by the Stock Exchanges and in connection with Series III and Series VI NCDs, 15 (Fifteen) Working Days prior to the date of redemption or as may be prescribed by the Stock Exchanges. If the Record Date falls on falls on a day that is not a Working Day, then immediate subsequent Working Day will be deemed as Record Date.

Transfer/Transmission of NCD (s)

The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Companies, 1956 (to the extent applicable)/ Companies Act, 2013, as the case may be and the Company's Articles of Association will apply, mutatis mutandis (to the extent applicable to debentures) to the NCDs.

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act 2013. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles and the Companies Act 2013 shall apply, mutatis mutandis (to the extent applicable to debentures) to the NCD(s) as well. In respect of the NCDs held in physical form, a suitable instrument of transfer as may be prescribed by the Issuer may be used for the same. The NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer or Registrar.

For NCDs held in electronic form:

The normal procedure followed for transfer of securities held in dematerialised form shall be followed for transfer of the NCDs held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

In case the transferee does not have a DP account, the seller can re-materialise the NCDs and thereby convert his dematerialised holding into physical holding. Thereafter the NCDs can be transferred in the manner as stated above.

In case the buyer of the NCDs in physical form wants to hold the NCDs in dematerialised form, he can choose to dematerialise the securities through his DP.

Restriction on transfer of NCDs

There are no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under RBI requirements and as provided in our Articles of Association. Please refer to the chapter titled "***Summary of Main Provisions of the Articles of Association***" beginning on page no. 195 of this Prospectus.

Taxation

For details, please see "***Statement of Tax Benefits***" on page 57 of this Prospectus.

NCD Holder not a Shareholder

The NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company.

Rights of NCD Holders

Some of the significant rights available to the NCD Holders are as follows:

1. The NCDs shall not, except as provided in the Companies Act 2013, confer upon the holders thereof any rights or privileges available to our members including the right to receive notices or annual reports of, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the

NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered NCD Holders for their consideration. In terms of Section 136 of the Companies Act 2013, holders of NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to us.

2. Subject to applicable statutory/regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.

3. The registered NCD Holder or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD Holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the NCD Holders shall be in proportion to the outstanding nominal value of NCDs held by him/her.

4. The NCDs are subject to the provisions of the Debt Regulations, the Companies Act 2013, the Memorandum and Articles of Association of our Company, the terms of this Prospectus, the Application Forms, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.

5. A register of NCD Holders ("**Register of Debenture holders**") will be maintained in accordance with Section 88 of the Companies Act 2013 and all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of NCD Holders as on the Record Date. Further as the NCDs issued are also being issued in Demat form, the Depositories shall also maintain the updated register of holders of the NCDs in Demat Form. In terms of Section 88 of the Companies Act 2013, the register of beneficial owners maintained by a Depository for any NCD in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of Debenture holders for this purpose.

6. Subject to compliance with RBI requirements, NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing at least 21 days prior notice for such roll over and in accordance with the Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

7. The aforementioned rights of the NCD Holders are merely indicative. The final rights of the NCD Holders will be as per the terms of the Prospectus and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee.

Joint-holders

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Nomination facility to NCD Holder

In accordance with Section 72 of the Companies Act 2013, Any NCD Holder may, at any time, nominate, in Form No. SH.13, any person as his nominee in whom the NCDs hall vest in the event of his death. On the receipt of the said nomination form being Form No. SH.13, a corresponding entry shall forthwith be made in the relevant register of securities holders, maintained under Section 88 of the Companies Act, 2013.

Where the NCDs are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the NCDs shall vest in the event of death of all the joint holders. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate in Form No.SH.13 any person as nominee.

The request for nomination should be recorded by the Company within a period of two months from the date of receipt of the duly filled and signed nomination form. In the event of death of the NCD Holder or where the NCDs are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee may upon the production of such evidence as may be required by the Board, elect, either-

(a) to register himself as holder of the NCDs ; or

(b) to transfer the NCDs as the deceased holder could have done.

If the person being a nominee, so becoming entitled, elects to be registered as holder of the NCDs himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased NCD Holder(s).

Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the NCDs, where a nomination made in the prescribed manner purports to confer on any person the right to vest the NCDs. the nominee shall, on the death of the holder of NCDs or, as the case may be, on the death of the joint holders, become entitled to all the rights in the NCDs, of the NCD Holder or, as the case may be, of all the joint holders, in relation to the said NCDs, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

All the limitations, restrictions and provisions of the Companies Act 2013 relating to the right to transfer and the registration of transfers of the NCDs shall be applicable to any such notice or transfer as aforesaid as if the death of the NCD Holder had not occurred and the notice or transfer were a transfer signed by that NCD Holder.

Where the nominee is a minor, it shall be lawful for the NCD Holder, making the nomination to appoint, in the prescribed manner, any person to become entitled to the NCDs, in the event of the death of the nominee during his minority. Where the nominee is a minor, NCD Holder making the nomination, may appoint a person in Form No. SH.14 specified under sub-rule (1) of Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, who shall become entitled to the NCDs, in the event of death of the nominee during his minority.

A person, being a nominee, becoming entitled to NCDs by reason of the death of the NCD Holder shall be entitled to the same interests and other advantages to which he would have been entitled to if he were the registered NCD Holder except that he shall not, before being registered as a NCD Holder in respect of such NCDs, be entitled in respect of these NCDs to exercise any right conferred by subscription to the same in relation to meetings of the NCD Holders convened by the Company. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the NCDs, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of interests, bonuses or other moneys payable in respect of the said NCDs, until the requirements of the notice have been complied with.

A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the NCD Holder who has made the nomination, by giving a notice of such cancellation or variation, to the Company in Form No. SH.14. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the Company.

For nominations made in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.

Succession

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the Debenture holder(s). It will be sufficient for our Company to delete the name of the deceased Debenture holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased Debenture holder after obtaining evidence such as probate of a will for the purpose of proving his title to the NCDs. In the event of demise of the sole or first holder of the NCDs, our Company will recognize the executors or administrator of the deceased Debenture holders, or the holder of the succession certificate or other legal representative as having title to the NCDs only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of our Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

(a) Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased Debenture holder.

(b) Proof that the non-resident Indian is an Indian national or is of Indian origin. Such holding by a non-resident Indian will be on a non-repatriation basis.

Events of Default

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a Special Resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or secured by the NCD Holders

to its satisfaction), give notice to the Company specifying that the NCDs and/or any particular Series of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice inter alia if any of the events listed below occurs. The description below is indicative and a complete list of events of default and its consequences is specified in the Debenture Trust Deed:

(i) Default in any payment of the principal amount due in respect of any Series of the NCDs and such failure continues for a period of 30 days;

(ii) Default in any payment of any instalment of interest in respect of any Series of the NCDs and such failure continues for a period of 15 days;

(iii) Default in any payment of any other sum due in respect of any Series of the NCDs and such failure continues for a period of 15 days;

(iv) The Company is (in the reasonable opinion of the Debenture Trustee or as notified by the Company to the Debenture Trustee), or is deemed by a court of competent jurisdiction under applicable law to be, insolvent or bankrupt or unable to pay a material part of its debts, or stops, suspends or threatens to stop or suspend payment of all or a material part (in the reasonable opinion of the Debenture Trustee) of, or of a particular type of, its debts;

(v) The Company does not perform or comply with one or more of its other material obligations in relation to the NCDs and/or under the Debenture Trust Deed and/or Security Documents, which default is incapable of remedy or, if in the reasonable opinion of the Debenture Trustee is capable of remedy, is not remedied within 30 days of written notice of such default being provided to the Company by the Debenture Trustee; or

(vi) Any encumbrancer takes possession, or an administrative or other receiver or an administrator is appointed, of the whole or (in the reasonable opinion of the Debenture Trustee) any substantial part of the property, assets or revenues of the Company, and is not discharged within 45 days.

The amount(s) so payable by the Company on the occurrence of one or more Event(s) of Default shall be as detailed in the Debenture Trust Deed. If an Event of Default occurs, which is continuing, the Debenture Trustee may, with the consent of the NCD Holders, obtained in accordance with the Debenture Trust Deed, and with prior written notice to the Company, take action in terms of the Debenture Trust Deed. In the event of a conflict between the terms mentioned here and those in the Debenture Trust Deed, the Bond Trust Deed shall prevail.

Trustees for the NCD Holders

We have appointed Axis Trustee Services Limited to act as the Debenture Trustees for the NCD Holders. We and the Debenture Trustee will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us *pro tanto* to the NCD Holder(s).

The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will issue a statutory advertisement on or before the Issue Opening Date. This advertisement will contain the information as prescribed under Debt Regulations. Material updates, if any, between the date of filing of the Prospectus with ROC and the date of release of this statutory advertisement will be included in the statutory advertisement.

Impersonation

Attention of the Applicants is specifically drawn to sub-section (1) of Section 38 of the Companies Act 2013, reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

Listing

The NCDs offered through this Prospectus are proposed to be listed on the Stock Exchanges. Our Company had made an application to BSE and NSE for in-principle approval and the same was received vide BSE's letter bearing reference no. DCS/SP/PI-BOND/02/14-15 dated April 9, 2014 and NSE's letter bearing reference no. NSE/LIST/236004-N dated April 11, 2014. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

If permissions to deal in and for an official quotation of our NCDs are not granted by BSE and NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at Stock Exchanges are taken within twelve (12) Working Days from the date of closure of the Issue.

For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the Series, such NCDs with Series(s) shall not be listed.

Utilization of Issue Proceeds

i. All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013.

ii. Details of all monies utilized out of Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised;

iii. Details of all unutilized monies out of issue of NCDs, if any, referred to in sub-item (i) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.

iv. We shall utilize the Issue proceeds only upon allotment of NCDs as stated in this Prospectus and on receipt of the minimum subscription of 75% of the Issue; and

v. The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property; however the Issue Proceeds may be used for issuing Loans against securities.

Monitoring & Reporting of Utilisation of Issue Proceeds

There is no requirement for appointment of a monitoring agency in terms of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended. Our Board shall monitor the utilization of the proceeds of the Issue. For the relevant quarters commencing from the financial year ending March 31, 2014, our Company will disclose in our quarterly financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue.

Ranking of NCDs

The NCDs would constitute direct and secured obligations of ours and shall rank pari passu inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of exclusive charge on Specific asset of the Company with an asset cover of 1.0 time of the total outstanding amount of the NCDs and mortgage on immovable property which is free from all encumbrances. The claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements.

Debenture Redemption Reserve

Regulation 16 of the Debt Regulations and Section 71 of the Companies Act 2013 states that any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures.

The Companies (Share Capital and Debentures) Rules, 2014 inter alia provides as follows:

(a) the Debenture Redemption Reserve shall be created out of the profits of the company available for payment of dividend;

(b) the company shall create Debenture Redemption Reserve equivalent to at least fifty percent of the amount raised through the debenture issue before debenture redemption commences.

(c) every company required to create Debenture Redemption Reserve shall on or before the 30th day of April in each year, invest or deposit, as the case may be, a sum which shall not be less than fifteen percent, of the amount of its debentures maturing during the year ending on the 31st day of March of the next year, in any one or more of the following methods, namely:-

(i) in deposits with any scheduled bank, free from any charge or lien;

(ii) in unencumbered securities of the Central Government or of any State Government;

(iii) in unencumbered securities mentioned in sub-clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882;

(iv) in unencumbered bonds issued by any other company which is notified under sub-clause (f) of Section 20 of the Indian Trusts Act, 1882;

(v) the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above: Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below fifteen percent of the amount of the debentures maturing during the year ending on the 31st day of March of that year;

The said Companies (Share Capital and Debentures) Rules, 2014 further provides that the amount credited to the Debenture Redemption Reserve shall not be utilised by the company except for the purpose of redemption of debentures.

Guarantee/Letter of Comfort

The Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

Issue of Duplicate NCD Certificate(s)

If any NCD certificate(s) is/are mutilated or defaced or the cages for recording transfers of NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

Call Option/Put Option

There is no put or call option for the NCDs.

Buy Back of NCDs

Our Company may, from time to time, consider, subject to applicable statutory and / or regulatory requirements, buy-back of NCDs, upon such terms and conditions, as may be decided by our Company.

Right to Reissue NCD(s)

Subject to the provisions of the Companies Act 2013, where we have repurchased any NCD(s), we shall have and shall be deemed always to have had the right to keep such NCDs in effect without extinguishment thereof, for the purpose of resale or reissue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such NCDs either by reselling or reissuing the same NCDs or by issuing other NCDs in their place. The aforementioned right includes the right to reissue original NCDs.

Future Borrowings

We will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, pari passu or otherwise, subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement, and change the capital structure including the issue of shares of any class, on such terms and conditions as we may think appropriate, without the consent of, or intimation to, the NCD Holders or the Debenture Trustee in this connection.

Lien

Our Company will have the right of set-off and lien, present as well as future on the moneys due and payable to the NCD Holder, to the extent of all outstanding dues, if any by the NCD Holder to our Company.

Lien on Pledge of NCDs

Subject to applicable laws, our Company, at its discretion, may note a lien on pledge of NCDs if such pledge of NCDs is accepted by any bank or institution for any loan provided to the NCD Holder against pledge of such NCDs as part of the funding.

Procedure for Rematerialisation of NCDs

NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time.

Sharing of Information

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with us, with our subsidiaries, if any and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

Notices

All notices to the NCD Holder(s) required to be given by us or the Debenture Trustee will be sent by post/ courier or through email or other electronic media to the Registered Holders of the NCD(s) from time to time.

Jurisdiction

Our Company has in the Debenture Trust Deed agreed, for the exclusive benefit of the Debenture Trustee and the Debenture holders, that the courts in Kolkata are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Debenture Trust or the NCDs and that accordingly any suit, action or proceedings (together referred to as "Proceedings") arising out of or in connection with the Debenture Trust Deed and the NCDs may be brought only in the courts in Kolkata.

ISSUE PROCEDURE

This section applies to all Applicants. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involves Application procedures that are different from the procedure applicable to all other Applicants. Please note that all Applicants are required to pay the full Application Amount or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs in the relevant ASBA Accounts.

ASBA Applicants should note that they may submit their ASBA Applications to the Members of the Syndicate or Trading Members only at the Syndicate ASBA Application Locations, or directly to the Designated Branches of the SCSBs. Applicants other than direct ASBA Applicants are required to submit their Applications to the Members of the Syndicate or Trading Members (at the Application centres of the Members of the Syndicate will be mentioned in the Application Form) or make online Applications using the online payment gateway of the Stock Exchanges.

*Please note that this section has been prepared based on the circular no. CIR./IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI ("**Debt Application Circular**"). The procedure mentioned in this section is subject to the Stock Exchanges putting in place the necessary systems and infrastructure for implementation of the provisions of the abovementioned circular, including the systems and infrastructure required in relation to Applications made through the Direct Online Application Mechanism and the online payment gateways to be offered by Stock Exchanges and accordingly is subject to any further clarifications, notification, modification, direction, instructions and/or correspondence that may be issued by the Stock Exchanges and/or SEBI.*

Specific attention is drawn to the circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI, which amends the provisions of the Debt Application Circular to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges, as opposed to the date and time of upload of each such application. In the event of, and on the date of oversubscription, however, allotments in public issues of debt securities is to be made on a proportionate basis.

PLEASE NOTE THAT ALL TRADING MEMBERS OF THE STOCK EXCHANGES WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES WILL NEED TO APPROACH THE STOCK EXCHANGES AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE STOCK EXCHANGES.

Please note that as per Para 4 of SEBI Circular No. CIR/CFD/DIL/12/2012 dated September 13, 2012, for making Applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB/s. Such account shall be used solely for the purpose of making Application in public issues and clear demarcated funds should be available in such account for ASBA Applications.

The Members of the Syndicate and the Company shall not be responsible or liable for any errors or omissions on the part of trading members in connection with the responsibility of Trading Members in relation to collection and upload of Applications in this issue on the electronic application platform provided by the Stock Exchanges. Further Stock Exchanges will be responsible for addressing investor grievances arising from Applications through Trading Members.

1. How to Apply?

i. Applicants may use any of the following facilities for making Applications:

(a) ASBA Applications through the Lead Managers, Co-Lead Managers, Brokers to the Issue and trading members of the Stock Exchanges for Applicants who intend to hold the NCDs in demat form; ("**Syndicate ASBA**");

(b) ASBA Applications through SCSBs for Applicants who intend to hold the NCDs in demat form;

(c) Non ASBA Applications through the Lead Managers, Co-Lead Managers, Brokers to the Issue and trading members of the Stock Exchanges for Applicants who intend to hold the NCDs in demat form; and

(d) Non ASBA Applications through the Lead Managers, Co-Lead Managers, Brokers to the Issue and trading members of the Stock Exchanges for Applicants who intend to hold the NCDs in physical form.

Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct Application by investors to a public issue of their debt securities with an online payment facility ("Direct Online Application Mechanism"). In this regard, SEBI has, through the Debt Application Circular, directed recognized stock exchanges in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. In the event

that the Stock Exchange put in necessary systems, infrastructure and processes in place so as to enable the adoption of the Direct Online Application Mechanism prior to the Issue Opening Date, we shall offer eligible investors desirous of applying in the Issue the option to make Applications through the Direct Online Application Mechanism.

ii. Availability of Prospectus and Application Forms

The Abridged Prospectus containing the salient features of the Prospectus together with Application Forms and copies of the Prospectus may be obtained from our Registered Office, Lead Manager(s) to the Issue, Co-Lead Managers to the Issue, Registrar to the Issue, Brokers to the Issue and designated branches of the SCSB. Additionally, the Prospectus and the Application Form are available for download on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com and the websites of the Lead Managers at: www.icicisecurities.com, www.akcapindia.com, www.spacapital.com and www.srei.com and at the websites of the Co-Lead Managers at www.karvy.com, www.integratedindia.in, www.rrfcl.com, www.smccapitals.com and www.bajajcapital.com.

For ASBA Applicants the physical Application Forms and the Abridged Prospectus will be available with the designated branches of the SCSB, Members of the Syndicate (in specified cities) and at our Registered Office. Further, for ASBA Applicants, electronic Application Forms will also be available on the website of the Stock Exchanges.

iii. Who can Apply

The following categories of persons are eligible to apply in the Issue:

Category I (Institutional Category) (Can apply only for Series I, Series II, Series IV and Series V NCDs)

1. Public Financial Institutions, Statutory Corporations, Commercial Banks, Co-operative Banks and Regional Rural Banks, which are authorized to invest in the NCDs;
2. Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs;
3. Venture Capital funds and / or Alternative Investment Funds registered with SEBI;
4. Insurance Companies registered with the IRDA;
5. National Investment Fund;
6. State Industrial Development Corporations; and
7. Mutual Funds.

Category II (Non-Institutional Category) (Can apply only for Series I, Series II, Series IV and Series V NCDs)

1. Companies, bodies corporate and societies registered under the applicable laws in India and authorized to invest in the NCDs;
2. Public/private charitable/religious trusts which are authorized to invest in the NCDs;
3. Scientific and/or industrial research organizations, which are authorized to invest in the NCDs;
4. Partnership firms in the name of the partners;
5. Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); and
6. Any other incorporated and/ or unincorporated body of persons.

Category III (Individual Category) (Can apply for all Series)

1. Resident Indian individuals; and
2. Hindu Undivided Families through the Karta.

Please see the section titled "***Who can Apply***" under Issue Procedure at page no. 161 of this Prospectus

Note: *Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/ or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.*

Applications cannot be made by:

- Minors without a guardian name;
- Foreign nationals;
- Persons resident outside India including without limitation Foreign Institutional Investors, Non Resident Indians, Qualified Foreign Investors and Overseas Corporate Bodies.

Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Issue.

The Lead Managers, Co-Lead Managers and their respective associates and affiliates are permitted to subscribe in the Issue.

The information below is given for the benefit of the investors. Our Company and/or the Lead Managers and/or the Co-Lead Managers are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus.

Applications by certain categories of Applicants

Applications by Mutual Funds

No mutual fund scheme shall invest more than 15% of its NAV in debt instruments issued by a single Company which are rated not below investment grade by a credit rating agency authorised to carry out such activity. Such investment limit may be extended to 20% of the NAV of the scheme with the prior approval of the Board of Trustees and the Board of Asset Management Company.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which Application is being made. In case of Applications made by Mutual Fund registered with SEBI, a certified copy of their SEBI registration certificate must be submitted with the Application Form. The Applications must be also accompanied by certified true copies of (i) SEBI Registration Certificate and trust deed (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason there for.

Application by Scheduled Banks, Co-operative Banks and Regional Rural Banks

Scheduled Banks, Co-operative banks and Regional Rural Banks can apply in this public issue based upon their own investment limits and approvals. The Application must be accompanied by certified true copies of (i) Board Resolution authorising investments; (ii) Letter of Authorisation. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason there for.

Application by Insurance Companies

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions (iv) Specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason there for.

Applications by Indian venture capital funds registered with SEBI

Applications made by an existing Venture Capital Fund eligible to invest in accordance with the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, for Allotment of the NCDs must be accompanied by certified true copies of (i) the SEBI registration certificate of such Venture Capital Fund; (ii) a resolution authorising the investment and containing operating instructions; and (iii) specimen signatures of authorised persons. Failing this, our Company reserves the right to accept or reject any Applications from an Venture Capital Fund in whole or in part, in either case, without assigning any reason thereof.

Venture Capital Funds applying for Allotment of the NCDs shall at all times comply with the conditions for categories as per their SEBI registration certificate and the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.

Applications by Alternative Investments Funds

Applications made by an Alternative Investments Fund eligible to invest in accordance with the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012, for Allotment of the NCDs must be accompanied by certified true copies of: (i) the SEBI registration certificate of such Alternative Investment Fund; (ii) a resolution authorising the investment and containing operating instructions; and (iii) specimen signatures of authorised persons. Failing this, our Company reserves the right to accept or reject any Applications from an Alternative Investment Fund in whole or in part, in either case, without assigning any reason thereof.

Alternative Investment Funds applying for Allotment of the NCDs shall at all times comply with the conditions

for categories as per their SEBI registration certificate and the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012.

Applications by State Industrial Development Corporations

Applications made by state industrial development corporations for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which the such state industrial development corporation is incorporated and its constitutional documents; (ii) a resolution of the board of directors of such state industrial development corporation authorising investments; and (iii) specimen signature of authorized persons. Failing this, our Company reserves the right to accept or reject any Applications from such state industrial development corporation for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Applications by Trusts

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Issue must ensure that (a) they are authorised under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason there for. As per the CBDT notification dated 20th September, 2012 read as Income -Tax (13th Amendment) Rules, 2012- Notification No. 40/2012 where by Central Government has inserted a the new clause (viii) in Rule 17C Income-tax Rules, 1962 to provide that "Investment in debt instruments issued by infrastructure finance company registered with Reserve Bank of India is also a prescribed mode of investment or deposits by charitable/religious trust under Section 11(5)(xii) of the Income Tax Act, 1961.

Applications by Public Financial Institutions, Statutory Corporations, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person.

Companies, bodies corporate and societies registered under the applicable laws in India

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person.

Indian Scientific and/or industrial research organizations, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person.

Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)

The Application must be accompanied by certified true copies of: (i) Partnership Deed; (ii) Any documents evidencing registration thereof under applicable statutory/regulatory requirements; (iii) Resolution authorizing investment and containing operating instructions (Resolution); (iv) Specimen signature of authorized person.

Applications under Power of Attorney or by limited companies, corporate, trust etc.

In case of Applications made pursuant to a power of attorney by Category I and Category II Applicants being Institutional and Non Institutional Category Applicants, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/or bye laws must be lodged along with the Application Form, failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason there for.

In case of Investments made pursuant to a power of attorney by Category III Applicants being Individual Category Applicants, a certified copy of the power of attorney must be lodged along with the Application Form.

In case of an ASBA Application pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form. Failing this, our Company, in consultation with the Lead Managers and Co-Lead Managers reserves the right to reject such Applications.

Brokers having online demat account portals may also provide a facility of submitting the Application Forms (ASBA as well as Non-ASBA Applications) virtually online to their account holders. Under this facility, a broker receives an online instruction through its portal from the Applicant for making an Application on his/ her behalf. Based on such instruction, and a Power of Attorney granted by the Applicant to authorise the broker, the broker makes an Application on behalf of the Applicant.

Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Form subject to such terms and conditions that our Company and the Lead Managers and the Co-Lead Managers may deem fit.

2. Escrow Mechanism

We shall open Escrow Account(s) with Escrow Collection Bank(s) to the Issue, in whose favour the non-ASBA Applicants, applying through cheques shall make out the cheque or demand draft in respect of their Application. Cheques or demand drafts for the Application amount received from Applicants would be deposited in the Escrow Account.

Details of the branches of the Escrow Banks where the Application Form along with the cheque/ demand draft submitted by a Non ASBA Applicant shall be deposited by the Members of the Syndicate and Trading Members are available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. A link shall also be provided to the above mentioned websites in the Application Form as well.

Upon receipt of necessary communication from the Registrar, as per the provisions of the Escrow Agreement, the Bankers to the Issue shall transfer the monies from the Escrow Accounts to a separate bank account **("*Public Issue Account*"),** as per the terms of the Escrow Agreement**.**

The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the relevant Applicants shall also be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus.

The Banker(s) to the Issue will act in terms of the Prospectus and the Escrow Agreement. The Banker(s) to the Issue shall not exercise any lien whatsoever over the monies deposited therein.

3. Filing of the Prospectus with ROC

A copy of the Prospectus has been delivered for registration with the Registrar of Companies, Kolkata, West in terms of Section 26 of the Companies Act 2013, along with the endorsed/certified copies of all requisite consents and documents.

4. Procedure for Application

A. Non-ASBA Applications

i. Applications through the Members of the Syndicate/ Trading Members of the Stock Exchanges through Collecting Banks without using ASBA Facility

All Application Forms (available for download on the website of the Stock Exchanges, the Lead Managers, and the Co-Lead Managers and available in physical form as mentioned above) duly completed and accompanied by account payee cheques / drafts shall be submitted with the Members of the Syndicate, Trading Members of the Stock Exchanges before the closure of the Issue. The Applications are to be submitted to the Members of the Syndicate and Trading Members on a timely manner so that the details can be uploaded on to the platform of the Stock Exchanges during the Bidding Period. The cheque/bank draft can be drawn on any bank, including a co-operative bank which is situated at and is member or sub-member of the Bankers' clearing-house located at the place where the Application Form is submitted, i.e. at designated collection centres of the Banker to the Issue. Outstation cheques /bank drafts drawn on banks not participating in the clearing process will not be accepted and Applications accompanied by such cheques or bank drafts are liable to be rejected and the collecting bank shall not be responsible for such rejections. Payment though Stockinvest would also not be allowed as the same has been discontinued by the RBI *vide* notification No. DBOD.NO.FSC.BC. 42/24.47.001/2003-04 dated November 5, 2003. Cash/Stockinvest/Money Orders/Postal Orders will not be accepted. In case payment is effected in contravention of conditions mentioned herein, the Application is liable to be rejected and Application Amount will be refunded and no interest will be paid thereon. A separate cheque / bank draft must accompany each Application Form. No cash payments shall be accepted.

All cheques / bank drafts accompanying the Applications made by eligible Applicants should be crossed "A/c Payee only" and must be made payable to "SIFL - NCD V Public Issue Escrow Account".

The Members of the Syndicate/ Trading Members of the Stock Exchanges, upon receipt of the Non-ASBA Applications, shall upload all the details of the Applications on the online platform of the Stock Exchanges. The Members of the Syndicate/ Trading Members of the Stock Exchanges shall thereafter submit the physical Application Form along with the cheque/ bank draft to the Escrow Collection Banks. The Members of the

Syndicate/ Trading Members of the Stock Exchanges are requested to note that all Applications are required to be banked with only the designated branches of Escrow Collection Banks.

Applicant's Bank Account Details

The Registrar to the Issue will obtain the Applicant's bank account details from the Depository. The Applicant should note that on the basis of the name of the applicant, PAN details, Depository Participant's (DP) name, Depository Participants identification number and beneficiary account number provided by them in the Application Form and uploaded in Platform of the Stock Exchanges, the Registrar to the Issue will obtain the Applicant's bank account details from the Depositories. The Applicants are advised to ensure that bank account details are updated in their respective DP Accounts as these bank account details would be printed on the refund order(s) or used for refunding through electronic mode, as applicable. Please note that failure to do so could result in delays in credit of refunds to Applicants at the Applicant's sole risk and neither the Lead Managers and / or the Co-Lead Managers, our Company, the Refund Banker(s) nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

Applicant's Depository Account Details

ALL APPLICANTS WHO HAVE A DEMAT ACCOUNT SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, PAN DETAILS, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM.

Applicant should note that on the basis of name of the applicant, PAN details, Depository Participant's name, Depository Participant-Identification number and Beneficiary Account Number provided by them in the Application Form and uploaded in the Platform of the Stock Exchanges, the Registrar to the Issue will obtain from the Depository, demographic details of the Applicant such as address, PAN, bank account details for printing on refund orders or used for refunding through electronic mode, as applicable **("*Demographic Details*").** Hence, Applicants should carefully fill in their Depository Account details in the Application Form. Applicants are advised to update their Demographic Details such as address, PAN and bank account details such as account number, ISFC, MICR code etc. with their Depository Participants and ensure that they are true and correct.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the refund orders/ Allotment Advice and printing of bank particulars on the refund/interest order and the Category. PAN of Applicants and the Demographic Details given by Applicant in the Application Form would not be used for these purposes by the Registrar.

Refund orders/Allotment Advice would be mailed at the address of the Applicant as per the Demographic Details received from the Depositories. Applicant may note that delivery of Refund orders/Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Applicant's sole risk and neither we nor the Lead Managers or the Co-Lead Managers or the Registrars shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

However in case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of Power of Attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of Refund orders /Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used.

In case no corresponding record is available with the Depositories that matches three parameters, (a) names of the Applicants (including the order of names of joint holders), (b) the DP ID and (c) the beneficiary account number, then such Applications are liable to be rejected.

ii. Applications for allotment of physical NCDs by Applicants who do not have a Demat Account

All Applicants who intend to apply for NCDs in physical form, should submit the Application Forms duly completed and accompanied by account payee cheques / drafts and the Know Your Customer ("KYC") documents shall be submitted with the Members of the Syndicate, Trading Members of the Stock Exchanges. The cheque/bank draft can be drawn on any bank, including a co-operative bank which is situated at and is member or sub-member of the Bankers' clearing-house located at the place where the Application Form is submitted, i.e. at designated collection centres of the Banker to the Issue. Outstation cheques /bank drafts drawn on banks not participating in the clearing process will not be accepted and Applications accompanied by such cheques or bank drafts are liable to be rejected and the Escrow Collection Banks shall not be responsible for such rejections. Payment though Stockinvest would also not be allowed as the same has been discontinued by the RBI *vide* notification No. DBOD.NO.FSC.BC. 42/24.47.001/2003-04 dated November 5, 2003.

Cash/Stockinvest/Money Orders/Postal Orders will not be accepted. In case payment is effected in contravention of conditions mentioned herein, the Application is liable to be rejected and Application Amount will be refunded and no interest will be paid thereon. A separate cheque / bank draft must accompany each Application Form. No cash payments shall be accepted.

Any Applicant who provides Depository Participant details in the Application Form shall be Allotted the NCDs in dematerialised form only, irrespective of whether such Applicant has provided the details required for Allotment in physical form. Such Applicant shall not be Allotted NCDs in physical form.

All cheques / bank drafts accompanying the Applications made by eligible Applicants should be crossed "A/c Payee only" and must be made payable to "SIFL - NCD V Public Issue Escrow Account ".

KYC Documents to be submitted by Applicants who do not have a Demat account and are applying for NCDs in the Physical Form

a. Self-attested copy of the proof of identification (for individuals);

Any of the following documents shall be considered as a verifiable proof of identification:

- Passport;
- Voter's ID;
- Driving Licence;
- Government ID Card;
- Defence ID Card;
- Photo PAN Card
- Photo Ration Card.

b. Self-attested copy of the PAN card;

c. Self-attested copy of the proof of residence;

Any of the following documents shall be considered as a verifiable proof of residence:

- ration card issued by the GoI;
- valid driving license issued by any transport authority of the Republic of India;
- electricity bill (not older than three months);
- landline telephone bill (not older than three months);
- valid passport issued by the GoI;
- AADHAR Card / Letter issued by Unique Identification Authority of India ("UIDAI");
- voter's Identity Card issued by the GoI;
- passbook or latest bank statement issued by a bank operating in India;
- registered leave and license agreement or registered agreement for sale or rent agreement or flat maintenance bill;
- self-attested copy of Registered Office address in case of Applicants under Category I or Category II; or
- Life insurance policy.

d. Self-attested copy of a cancelled cheque of the bank account to which the amounts pertaining to payment of refunds, interest, as applicable, should be credited.

The Applicant shall be responsible for providing the above information accurately. Delays or failure in credit of the payments due to inaccurate details shall be at the sole risk of the Applicants and neither the Lead Managers and / or the Co-Lead Managers nor our Company shall have any responsibility and undertake any liability for the same.

Applications for Allotment of the NCDs in physical form, which are not accompanied with the aforestated documents, may be rejected at the sole discretion of our Company.

The Members of the Syndicate/ Trading Members of the Stock Exchanges shall on receipt of the completed Application Form along with the KYC Documents and the cheque/ draft, provide an acknowledgment of the Application to the Applicant. After verification of the KYC documents submitted by the Applicant along with the Application, the Members of the Syndicate/ Trading Members of the Stock Exchanges shall upload all such details of the Applicant that is required for the purpose of allotment based on the Application Form on the online platform of the Stock Exchanges. The Members of the Syndicate/ Trading Members of the Stock Exchange shall thereafter submit the physical Application Form (duly stamped by such Members of the Syndicate/ Trading Members of the Stock Exchanges) along with the cheque/ bank draft and the KYC Documents to the Escrow Collecting Bank(s).

The Members of the Syndicate/ Trading Members of the Stock Exchanges are required to ensure that the Applicants are competent to contract under the Indian Contract Act, 1872 including minors applying through guardian.

In absence of the cancelled cheque, the Issuer may reject the Application or it may consider the bank details as given on the Application Form at its sole discretion. In such case the Issuer, Lead Managers, Co-Lead Managers and Registrar shall not be liable for any delays / errors in payment of refund and/or interests.

The Registrar shall dispatch the physical certificate to the Applicant as per address provided in the Application. In case KYC documents are not proper, Registrar shall hold back physical certificate pending receipt of complete KYC documents from the Applicant.

The Members of the Syndicate and the Trading Members of the Stock Exchanges shall ensure they shall accept Application Forms only in such cities/ towns where the banking branches (Escrow Banks) are available. Details of the branches of the Escrow Banks where the Application Form along with the cheque/ demand draft submitted by a Non ASBA Applicant shall be deposited by the Members of the Syndicate and Trading Members are available on the websites of the Lead Managers at www.icicisecurities.com, www.akcapindia.com,www.spacapital.com and www.srei.com and on the websites of the Co-Lead Managers at www.karvy.com, www.integratedindia.in, www.rrfcl.com, www.smccapitals.com and www.bajajcapital.com. A link to the said web pages shall also be available on the website of the Stock Exchanges at www.bseindia.comand www.nseindia.com. A link shall also be provided to the above mentioned websites in the Application Form as well.

B. ASBA Applications

Procedure for Application through the Members of the Syndicate/ Trading Members of the Stock Exchanges using the Applications Supported by Blocked Amount ("ASBA") facility and Applications through SCSBs using ASBA facility

This section is for the information of the Applicants proposing to subscribe to the Issue through the ASBA Process ("**ASBA Investors**"). Please note that Application through ASBA is optional for all categories of Applicants. The Lead Managers, the Co-Lead Managers and our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Investors are advised to make their independent investigations and to ensure that the Application Form is correctly filled up.

Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Managers, Co-Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the amount payable on Application has been blocked in the relevant ASBA Account.

The list of banks which have been notified by SEBI to act as SCSBs for the ASBA Process is provided on http://www.sebi.gov.in. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above mentioned SEBI link.

ASBA Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only in the Specified Cities. ASBA Applicants should also ensure that Application Forms submitted to the Syndicate in the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Syndicate to deposit the Application Form from ASBA Applicants (A list of such branches is available at http://www.sebi.gov.in. ASBA Applicants Applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch, of a SCSB where the ASBA Account is maintained (A list of such branches is available at http://www.sebi.gov.in).

Those Applicants who wish to apply through the ASBA process by filling in physical Application Form will have to select the ASBA mechanism in Application Form and provide necessary details. The filled in Application Form containing instructions to SCSB to block the Application Amount shall be submitted to the designated branches of the SCSBs. The ASBA Applications can also be submitted with the Member of the Syndicate at the Syndicate ASBA Centres (only in Specified Centres) or with the Trading Members of the Stock Exchanges, who shall in turn upload all such details of the Applicant that is required for the purpose of allotment based on the ASBA Application Form on the Platform of the Stock Exchanges and forward the same to the SCSBs, in accordance with the circulars issued by SEBI in this regard from time to time. The Members of Syndicate and Trading Members of the Stock Exchanges shall accept ASBA Applications only at the Syndicate ASBA Centres and should ensure that they verify the details about the ASBA Account and relevant SCSB prior to accepting the Application Form.

Care should be taken that such Application Forms should bear the stamp of the relevant SCSB, Members of the Syndicate or trading members of the Stock Exchanges, otherwise they will be rejected.

ASBA Application in electronic mode will only be available with such SCSBs who provide such facility. In case

of Application in such electronic form, the ASBA Applicant shall submit the Application Form with instruction to block the Application amount either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA Account held with SCSB, as would be made available by the concerned SCSB.

Applications are liable to be rejected, wherein the SCSBs are not able to block the funds for Application Forms which have been uploaded by the Member of the Syndicate or Trading Members of the Stock Exchanges due to any reason.

Mode of payment

The Applicant applying under the ASBA Process agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in an ASBA Account.

After verifying that sufficient funds are available in the ASBA Account, details of which are provided in the Application Form or through which the Application is being made in case of electronic ASBA Application, the SCSB shall block an amount equivalent to the amount payable on Application mentioned in the Application Form until it receives instructions from the Registrar. Upon receipt of intimation from the Registrar, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account. This amount will be transferred into the Public Issue Account maintained by us as per the provisions of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue to the respective SCSBs.

The SCSB may reject the Application at the time of acceptance of Application Form if the ASBA Account with the SCSB, details of which have been provided by the Applicant in the Application Form, does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, the Registrar would have a right to reject the Application only on technical grounds.

In the event of withdrawal or rejection of Application Form or for unsuccessful Application Forms, the Registrar shall give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within twelve (12) Working Days of receipt of such instruction.

Depository account and bank details for Applicants applying under the ASBA Process

IT IS MANDATORY FOR ALL THE APPLICANTS APPLYING UNDER THE ASBA PROCESS TO RECEIVE THEIR NCDS IN DEMATERIALISED FORM. ALL APPLICANTS APPLYING UNDER THE ASBA PROCESS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, PAN DETAILS, BANK ACCOUNT DETAILS, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM.

Applicants applying under the ASBA Process should note that on the basis of name of these Applicants, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository demographic details of these Applicants such as PAN, address for printing on Allotment advice and occupation ("Demographic Details"). Hence, Applicants applying under the ASBA Process should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with such Applicants including mailing of the letters intimating unblocking of their respective ASBA Accounts. The Demographic Details given by the Applicants in the Application Form would not be used for any other purposes by the Registrar. Hence, Applicants are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Applicants applying under the ASBA Process would be deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Letters intimating Allotment and unblocking the funds would be mailed at the address of the ASBA Applicant as per the Demographic Details received from the Depositories. The Registrar to the Issue will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent NCDs are not allotted to such ASBA Applicants. ASBA Applicants may note that delivery of letters intimating unblocking of the funds may get delayed if the same once sent to the address obtained from the Depositories are returned/undelivered.

Note that any such delay shall be at the sole risk of the ASBA Applicants and none of us, the SCSBs or the Lead Managers or the Co-Lead Managers shall be liable to compensate the Applicant applying under the ASBA Process for any losses caused due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that matches three parameters, (a) names of the Applicants (including the order of names of joint holders), (b) the DP ID and (c) the beneficiary account number, then such Applications are liable to be rejected.

5. Instructions for completing the Application Form

A. Submission of Application Form

General Instructions

- Applications to be made in prescribed form only;
- The forms to be completed in block letters in English;
- Ensure that the details about Depository Participant and Beneficiary Account in the Applications for seeking allotment of NCDs in dematerialised mode are correct, as allotment of NCDs to these Applicants will be in the dematerialized form only;
- In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta;
- Information provided by the Applicants in the Application Form will be uploaded on to the Platform of the Stock Exchanges by the Members of the Syndicate, Trading Members of the Stock Exchanges as the case may be, and the electronic data will be used to make allocation/ Allotment. The Applicants should ensure that the details are correct and legible;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- Ensure that the Applications are submitted to the Members of the Syndicate and Trading Members on a timely manner on the Issue Closing Date so that the details can be uploaded before the closure of the bidding period;
- Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. In case of Applications for Allotment in physical form, Applicants should submit a self-certified copy of their PAN card as part of the KYC documents. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;;
- Applicants (other than those applying for Allotment of NCDs in physical form) should correctly mention their DP ID and Client ID in the Application Form. For the purpose of evaluating the validity of Applications, the Demographic Details of Applicants shall be derived from the DP ID and Client ID mentioned in the Application Form;
- Applicants applying for Allotment of NCDs in physical form should submit the KYC documents as mentioned above;
- Ensure that you request for and receive a TRS for all your Applications and an acknowledgement as a proof of having been accepted;
- All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form;
- All Applicants are required to tick the relevant box of the "Mode of Application" in the Application Form choosing either ASBA or Non-ASBA mechanism;
- All Applicants applying through Non-ASBA mechanism shall mention the Application Number, Sole/ first Applicant's name and the phone number on the reverse side of the cheque and demand draft;
- Ensure that you select the correct option while filling in the Application Form.;
- All Application Forms (except in case of Application Forms through ASBA mechanism) duly completed together with cheque/bank draft for the amount payable on Application must be delivered before the closing of the subscription list to any of the Members of the Syndicate and Trading Members of the Stock Exchanges, who shall upload the same on the Platform of the Stock Exchanges before the closure of the Issue; and
- No receipt will be issued for the Application Amount. However, Bankers to the Issue and/or their branches receiving the Applications will acknowledge the same;

Further Instructions for ASBA Applicants

- ASBA Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch, otherwise the concerned SCSB shall reject the Application;
- If the ASBA Account holder is different from the ASBA Applicant, the Application Form should be signed by the ASBA Account holder, in accordance with the instructions provided in the Application Form. Not more than five Applications can be made from one single ASBA Account;
- For ASBA Applicants, the Applications in physical mode should be submitted to the SCSBs or a member of the Syndicate or to the Trading Members of the Stock Exchange on the prescribed Application Form. SCSBs may provide the electronic mode for making Application either through an internet enabled banking facility or such other secured, electronically enabled mechanism for Application and blocking funds in the ASBA Account;
- Application Forms should bear the stamp of the Member of the Syndicate, Trading Member of the Stock Exchanges and/or Designated Branch of the SCSB. Application Forms which do not bear the stamp will be rejected.

An Applicant should apply for one or more Series of NCDs, as applicable to such Applicant in a single Application Form only.

Our Company shall allocate and allot Series II NCDs wherein the Applicants have not indicated their choice of the relevant NCD Series or have applied for wrong Series.

B. Permanent Account Number

The Applicant should mention his or her Permanent Account Number (PAN) allotted under the IT Act (Except for Applications on behalf of the Central or State Government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market). In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount o**f** transaction. For minor Applicants applying through the guardian, it is mandatory to mention the PAN of minor Applicant. Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

C. Terms of Payment

The entire face value for the NCDs is payable on Application only. In case of allotment of lesser number of NCDs than the number applied, our Company shall refund / unblock the excess amount paid on Application to the applicant.

6. General Instructions

Do's

- Check if eligible to apply;
- Read all the instructions carefully and complete the Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account in the Applications for seeking allotment of NCDs in dematerialised mode are correct, as allotment of NCDs to these Applicants will be in the dematerialized form only;
- In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta;
- Ensure that the Applications are submitted to the Members of the Syndicate and Trading Members on a timely manner on the Issue Closing Date so that the details can be uploaded before the closure of the Bidding Period;
- Ensure that the Applicant's name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant;
- Ensure that you mention your PAN allotted under the IT Act;
- Ensure the use of an Application Form bearing the stamp of the relevant SCSB, Trading Members of the Stock Exchanges or the Members of the Syndicate (except in case of electronic ASBA Applications) to whom the Application is submitted;
- Ensure that you receive an acknowledgement from the Designated Branch, the Trading Member of the Stock

Exchanges or from the Members of the Syndicate, as the case may be, for the submission and upload of your Application Form;

- Ensure that the Demographic Details are updated, true and correct in all respects (except in case where the Application is for NCDs in physical form);
- If applying for NCDs in physical form ensure the KYC documents are submitted along with the Application Form;
- Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities, as applicable to each category of investor, to apply for, subscribe to and/or seek allotment of NCDs pursuant to the Issue;
- Ensure the use of an Application Form bearing the stamp of the relevant SCSB, Trading Members of the Stock Exchanges or the Members of the Syndicate (except in case of electronic ASBA Applications) to whom the Application is submitted;
- Ensure that you select the correct option while filling in the Application Form;
- In case you are submitting an Application Form to a trading member ensure that he is located in a town / city that has an escrow banking facility (a list of such locations are available on the websites of Stock Exchanges, and at www.sebi.gov.in); and
- Ensure that you receive an acknowledgement from the Designated Branch, the Trading Member of the Stock Exchanges or from the Members of the Syndicate, as the case may be, for the submission and upload of your Application Form;

Do's for ASBA Applicants in addition to the above mentioned general instructions

- Ensure that you specify ASBA as the 'Mode of Application' and use the Application Form bearing the stamp of the relevant SCSB, Trading Members of the Stock Exchanges or the members of the Syndicate (except in case of electronic Application Forms) to whom the Application is submitted;
- Ensure that your Application Form is submitted either at a Designated Branch of an SCSB, with a Trading Member of the Stock Exchanges or with the members of the Syndicate at the Syndicate ASBA Centres (in Specified Cities) where the ASBA Account is maintained and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- ASBA Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only in the Specified Cities. ASBA Applicants should also ensure that Application Forms submitted to the Syndicate in the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has named at least one branch at that location for the Syndicate to deposit the Application Form from ASBA Applicants Bidders (A list of such branches is available at http://www.sebi.gov.in). ASBA Applicants Applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch, of a SCSB where the ASBA Account is maintained.
- Ensure that the Application Form is also signed by the ASBA Account holder in case the ASBA Applicant is not the account holder;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- Ensure that you have funds equal to or more than the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch, with a Trading Member of the Stock Exchange or to the members of the Syndicate;
- Ensure that you have correctly checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the Designated Branch, the Trading Member of the Stock Exchanges or from the members of the Syndicate, as the case may be, for the submission of your Application Form; and
- In case you are submitting the Application Form to a member of the Syndicate, please ensure that the SCSBs with whom the ASBA Account specified in the Application Form is maintained, has a branch specified for collecting such Application Forms in the location where the Application Form is being submitted.

Don'ts:

- Do not apply for lower than the minimum Application size;

- Do not pay the Application amount in cash or by money order or by postal order or by Stockinvest;
- Do not fill up the Application Form such that the NCDs applied for exceeds the issue size and/or investment limit applicable to such investor under laws or regulations applicable to such investor or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground; and
- Do not submit the Application Forms without the full Application Amount;
- Do not submit Application Forms in non-ASBA mode to any of the Collection Centres of the Bankers to the Issue/Registrar/Company;
- Do not submit Application accompanied with Stockinvest.

Don'ts for ASBA Applicants in addition to the above mentioned general instructions

- Payment of Application Amounts in any mode other than through blocking of the Application Amounts in the ASBA Accounts shall not be accepted under the ASBA;
- Do not send your physical Application Form by post. Instead submit the same to a Designated Branch, a Trading Member of the Stock Exchanges or to a member of the Syndicate, as the case may be;
- Do not submit more than five Application Forms per ASBA Account;
- Do not submit the Application Form with a member of the Syndicate, at a location other than where the Syndicate ASBA Centres are located; and
- Do not submit ASBA Applications to a member of the Syndicate or the Trading Members of the Stock Exchanges unless the SCSB where the ASBA Account is maintained as specified in the Application Form, has named at-least one branch, as displayed on the SEBI website (*http://www.sebi.gov.in*) in the relevant area for the Syndicate or the Trading Members of the Stock Exchanges to deposit the Application Forms.

7. Other Instructions

A. Joint Applications

Applications may be made in single or joint names (not exceeding three). If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form. In the case of joint Applications, all payments will be made out in favour of the first applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

B. Additional / Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs for the same or other Series of NCDs (as applicable to the category of investors he/she/it belongs), subject to a minimum Application size of ₹ 10,000, and in multiples of ₹ 1,000 thereafter, for each Application. Any Application for an amount below the aforesaid minimum Application size will be deemed as an invalid Application and shall be rejected. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a karta of a Hindu Undivided family and/or as joint applicant, shall not be deemed to be a multiple Application.

For the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more Applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

C. Depository Arrangements

As per the provisions of Section 29 of the Companies Act 2013 read with Section 8 of Depositories Act, 1996, the allotment of NCDs of our Company can be made in both dematerialised form (i.e. not in the form of physical certificates but be fungible and be represented by the Statement issued through electronic mode) as well as physical form.

We have made depository arrangements with NSDL and CDSL for issue and holding of the NCDs in dematerialised form. Please note that Tripartite Agreements have been executed between our Company, the Registrar and both the Depositories.

As per the provisions of the Depositories Act, 1996, the NCDs issued by us can be held in a dematerialized form. In this context:

i. Tripartite Agreement dated February 27, 2013 between us, the Registrar to the Issue and NSDL, respectively for offering depository option to the Investors,

ii. Tripartite Agreement dated February 26, 2013 between us, the Registrar to the Issue and CDSL, respectively for offering depository option to the Investors,

iii. An Applicant who wishes to apply for NCDs in the electronic form must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application,

iv. The Applicant seeking allotment of NCDs in the Electronic Form must necessarily fill in the details (including the beneficiary account number and DP's ID) appearing in the Application Form under the heading 'Request for NCDs in Electronic Form',

v. NCDs allotted to an Applicant in the Electronic Account Form will be credited directly to the Applicant's respective beneficiary account(s) with the DP,

vi. For subscription in electronic form, names in the Application Form should be identical to those appearing in the account details in the depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the depository,

vii. Non-transferable Allotment Advice/refund orders will be directly sent to the Applicant by the Registrars to this Issue,

viii. If incomplete/incorrect details are given under the heading 'Request for NCDs in electronic form' in the Application Form, it will be deemed to be an Application for NCDs in physical form and thus will be rejected.

ix. For allotment of NCDs in electronic form, the address, nomination details and other details of the Applicant as registered with his/her DP shall be used for all correspondence with the applicant. The Applicant is therefore responsible for the correctness of his/her demographic details given in the Application Form vis-à-vis those with his/her DP. In case the information is incorrect or insufficient, our Company would not be liable for losses, if any,

x. It may be noted that NCDs in electronic form can be traded only on the Stock Exchanges having electronic connectivity with NSDL or CDSL. The Stock Exchanges have connectivity with NSDL and CDSL,

xi. The trading of the NCDs shall be in dematerialized form only.

D. Communications

- All future Communications in connection with Applications made in the Issue should be addressed to the Registrar to the Issue quoting all relevant details as regards the Applicant and its Application.
- Applicants can contact the Compliance Officer to the Issue/Compliance Officer of our Company/Lead Managers/Co-Lead Managers or the Registrar to the Issue in case of any Pre-Issue related problems. In case of Post-Issue related problems such as non- receipt of Allotment Advice / credit of NCDs in depository's beneficiary account / refund orders, etc.

8. Rejection of Application

The Board of Directors and/or any committee of our Company reserves it's full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

- Amount paid doesn't tally with the amount payable for the NCDs applied for. However, our Company may allot NCDs up to the value of application monies paid, if such Application Monies exceed the minimum Application Size as prescribed hereunder;
- PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants;
- GIR number furnished instead of PAN;
- Date of Birth for First/ Sole Applicant for persons applying for allotment of NCDs in physical form not mentioned in the Application Form;
- Bank account details not given, for Applicants seeking allotment in physical mode;
- Applications for amounts greater than the maximum permissible amounts prescribed by applicable

regulations;

- Applications by persons/entities who have been debarred from accessing the capital markets by SEBI;
- Applications by any persons outside India, including Applications by OCBs;
- Any Application for an amount below the minimum Application size;
- Application for number of NCDs, which are not in multiples of one;
- Category not ticked;
- Payment option not ticked;
- Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Application Form does not have Applicant's depository account details and has not opted for Allotment of NCDs in physical form;
- Applications accompanied by Stockinvest/money order/postal order;
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Prospectus and as per the instructions in the Prospectus and the Application Form;
- In case the subscription amount is paid in cash;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the applicant, the Depository Participant's Identity and the beneficiary's account number;
- Applications submitted directly to the Escrow Collection Banks, if such bank is not the SCSB;
- Application Form accompanied with more than one cheque;
- Application not uploaded in to the Platform of the Stock Exchanges.
- Applications submitted directly to the Escrow Collection Banks, if such bank is not the SCSB;
- Application Form accompanied with more than one cheque;
- Applications not being signed by the sole/joint Applicants;
- For Applications in demat mode, DP ID/Client ID/PAN as per Electronic file does not match with depository records
- Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- ASBA Application Forms not being signed by the ASBA Account holder;
- ASBA Applications not having details of the ASBA Account to be blocked;
- With respect to ASBA Applications, inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the ASBA Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- Applications where clear funds are not available in the Applicant's bank account as per final certificates from Escrow Collection Banks;
- Applications by persons not competent to contract under the Indian Contract Act, 1872 including a minor without the name of a guardian;
- Copy of KYC documents not provided in case of option to hold NCDs in physical form;
- Authorization to the SCSB for blocking funds in the ASBA Account not provided;
- Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchanges, as applicable;
- Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- ASBA Applications submitted to the Members of Syndicate or Trading Members of the Stock Exchanges at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and ASBA Applications submitted directly to an Escrow Collecting Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- Application for allotment in physical form for Series I and Series IV NCDs;

Kindly note that The ASBA Applications being submitted with the Member of the Syndicate or with the Trading Members of the Stock Exchanges should be submitted at the Syndicate ASBA Centres (only in Specified Cities). Further, ASBA Applications submitted to the Members of the Syndicate or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one Designated Branch at that Specified City for the Members of the Syndicate or Trading Members of the Stock Exchanges, as the case may be, to deposit ASBA Applications (A list of such branches is available at http://www.sebi.gov.in).

For further instructions regarding Application for the NCDs, investors are requested to read the Application Form.

9. Retention of oversubscription

Our Company is making a public Issue of NCDs aggregating upto ₹750 million with an option to retain oversubscription upto ₹ 750 million, aggregating to ₹ 1,500 million.

10. Investor Withdrawals and Pre-closure

Investor Withdrawal: Applicants are allowed to withdraw their Applications at any time prior to the Issue Closing Date.

Pre-closure: Our Company, in consultation with the Lead Managers and/or Co-Lead Managers reserves the right to close the Issue at any time prior to the Closing Date, subject to receipt of minimum subscription for NCDs aggregating to 75% of the Issue. Our Company shall allot NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

If our Company does not receive the minimum subscription of 75% of the Base Issue, i.e. ₹ 562.5 million, prior to Allotment, the entire subscription shall be refunded to the Applicants within fifteen (15) Days from the date of closure of the Issue. If there is delay in the refund of subscription by more than eight (8) days after our Company becomes liable to refund the subscription amount, our Company will pay interest for the delayed period, at the rate of 15 (fifteen) percent per annum to the same bank account from which the Application Money was received by our Company.

11. Utilization of Application Amount

The sum received in respect of the Issue will be kept in separate bank accounts and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND STATUTORY DEFAULTS

Except as described below, there are no outstanding litigations against our Company that may have an adverse effect on our business. Further, there are no defaults, non-payment of statutory dues including institutional / bank dues and dues payable to holders of any debentures, bonds and fixed deposits that would have a material adverse effect on our business other than unclaimed liabilities against our Company as on the date of this Prospectus.

Save and except as disclosed herein below, there are no pending proceedings/litigations pertaining to:

- *legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoter during the last five years and any direction;*
- *economic offences;*
- *default and non-payment of statutory dues;*
- *Material regulatory proceedings pending against the Promoter of our Company; and*
- *Any inquiry, inspections or investigations initiated or conducted under the Companies Act 2013 or any previous companies' law in the last five years in the case of our Company and all of its subsidiaries.*

Save and except as disclosed herein below:

- *There are no directions/orders issued by any Ministry or Department or statutory authority upon conclusion of any litigation or legal action against our Promoter;*
- *No other prosecutions were filed under the Companies Act 2013 or any previous companies' law in the last five years in the case of our Company and all of its subsidiaries;*
- *No other prosecutions are pending under the Companies Act 2013 or any previous companies' law in the case of our Company and all of its subsidiaries*
- *No other fines were imposed under the Companies Act 2013 or any previous companies' law in the last five years in the case of our Company and all of its subsidiaries; and*
- *No other compounding of offences was done in the last five years under the Companies Act 2013 or any previous companies' law in the last five years in the case of our Company and all of its subsidiaries.*

Further, save and except as disclosed herein there are no matters likely to affect operation and finances of our Company including disputed tax liabilities of any nature and there are no such litigation whose outcome could have material adverse effect on our position and involves our Company, our Promoter, our Directors, our Subsidiaries, our group companies or any other person.

Further from time to time, we have been and continue to be involved in legal proceedings filed by and against us, arising in the ordinary course of our business. These legal proceedings are both in the nature of civil and criminal proceedings. We believe that the number of proceedings in which we are / were involved is not unusual for a company of our size doing business in India.

Litigation involving our Promoter:

(I) Mr Hemant Kanoria, Promoter of our Company and Mr Sunil Kanoria, non-executive director of our Company are also directors of India Power Corporation Limited (erstwhile DPSC Limited), a listed public company. SEBI, by its interim ex-parte order No. WTM/PS/OS/CFD/JUNE/2013 dated June 04, 2013 ('Interim Order') has, inter alia, prohibited the directors of India Power Corporation Limited till such time, India Power Corporation Limited complies with the MPSR, from (i) buying, selling or otherwise dealing in securities of India Power Corporation Limited, either directly or indirectly, in any manner whatsoever, except for the purpose of complying with MPSR, and (ii) holding any new position as director in any listed company. SEBI has further clarified that the Interim Order is without prejudice to its right to take any other action morefully mentioned in the said Order. The final order of SEBI in the matter is awaited as on the date of this Prospectus. However, the shareholding pattern of India Power Corporation Limited as on June 30, 2013, September 30, 2013 and December 31, 2013 available on the website of NSE and MCX Stock Exchange Limited (where shares of India Power Corporation Limited are listed) shows prima facie compliance by India Power Corporation Limited of the MPSR.

(II) Hope Hall Co-operative Housing Society Limited had filed WP No. 1719 of 2013 before the Hon'ble High Court at Bombay praying for directions to be issued to Municipal Corporation of Greater Mumbai to take necessary action on alleged commercial use of premises of Avantika Building Plot no. 46, Dr. Gopalrao Deshmukh Marg, (Pedder Road), Mumbai – 400026. at which has been Occupied our Company. The Hon'ble

High Court at Bombay vide order dated August 8, 2013 had directed Municipal Corporation of Greater Mumbai to take necessary and appropriate action, in the absence of any stay.

Thereafter, Birhanmumbai Municipal Corporation has lodged a FIR bearing no. 2 of 2013 against our Promoter, amongst others under section 53(7) of Maharastra Regional and Town planning Act 1966 for preventing commercial use of the basement and for vacating the premises, which has been leased to First Fitness (India) Pvt. Ltd. at Avantika Building, being basement portion of 46, Dr. Gopalrao Deshmukh Marg, (Pedder Road), Mumbai – 400026. Our Promoter and others have filed quashing proceedings under Section 482 of CrPC at Hon'ble High Court at Bombay being Criminal Writ Petition No. 288 (L) of 2014.

In CS No 558 of 2014, we have approached the Hon'ble High Court at Bombay seeking relief from unauthorized use of pathway leading to our premises at Avantika Building, 46, Dr. Gopalrao Deshmukh Marg, (Pedder Road), Mumbai – 400026 by Hope Hall Co-operative Housing Society Limited. The matter is pending as on date.

(III) The Enforcement Directorate, Kolkata had conducted proceedings vide show cause notice(s) dated April 12, 2001 bearing reference no. T-3/ FE /85 /CAL /2000 /DNP /1247 against our Company for certain alleged irregularities in foreign exchange transactions during the year 2000 and held our Company and its officials guilty of contravening the relevant provisions of FERA and imposed a personal penalty of ₹20,00,000/- on our Company, ₹10,00,000/- on our Promoter (being the Chairman and Managing Director of our Company) & ₹5,00,000/- each on two of our employees. Our Company thereafter filed an appeal being Appeal no. 447,445 & 449 of 2004 before the Appellate Tribunal for Foreign Exchange at New Delhi. The Learned Tribunal has imposed the precondition of paying penalty as pre-deposit before deciding the appeal on merits vide order dated March 26, 2008.

The Hon'ble High Court at Calcutta in Writ Petition no. 10091 of 2008 vide order dated June 23, 2008 has modified the order of the Learned Tribunal to the effect of reducing the pre-deposit to ₹10,00,000/- which was to be furnished by way of a Bank Guarantee of equivalent amount, which was further confirmed by order dared May 06, 2009 of the Learned Tribunal. The matter was last listed before the Learned Tribunal on April 6, 2011, when the case was adjourned. The matter is pending and due to be listed for hearing in due course.

(IV) Based on an inspection of the books of accounts and other records of the Company pursuant to Section 209A of the Companies Act 1956, the Regional Director (Eastern Region) (RD), Ministry of Corporate Affairs, Government of India, Kolkata had sent a Preliminary Finding Report to our Company dated 30.08.2008 observing violation of various provisions of the Companies Act 1956. The Company had thereafter submitted its explanations to the aforesaid observations. However, the Registrar of Companies, West Bengal issued a notice dated 21.10.2008 to launch prosecution proceedings against our Company and / or its directors and officers in default alleging violation of certain provisions of the Companies Act 1956 like Sections 125, 153, 205, 209, 211, 212, 217, 269 and 292 and also advised them to file application seeking to compound the alleged offences, if they desire to do so. The Directors and Company Secretary of the Company thereafter filed a petition before the Hon'ble High Court at Calcutta seeking relief under Section 633 of the Companies Act 1956.

An Ad-interim order of injunction in C.A no. 654 of 2008 / C.P. No. 385 of 2008 restraining the Regional Director and the Registrar of Companies, West Bengal (jointly referred to as Respondents) from instituting or causing to be instituted any criminal proceeding against the Directors and Company Secretary of the Company pursuant to notices dated August 30, 2008 and October 21, 2008 was passed by the Hon'ble High Court at Calcutta on November 28, 2008. The injunction is operative till further orders of the Hon'ble High Court at Calcutta.

Tax Matters

1. By a Show-Cause-cum-Demand-Notice bearing C No. V (8) 57 / ST / Audit / A. Cell / Srei Infra / Kol / 12 / 8808 dated April 20, 2012 ("SCN") issued by the Commissioner of Service Tax, Kolkata, Cenvat Credit to the tune of ₹ 45,046,750 availed by us during the period 2006-2007 to 2010-2011 has been sought to be disallowed by invoking the longer period of limitation of 5 years under proviso to Section 73(1) of the Finance Act, 1994. The SCN proposes to recover from us the above service tax amount of ₹ 45,046,750 along with applicable interest and penalty. We are contesting the matter and department is asking for further details from us. The matter is pending as on date. The next date of hearing is yet to be fixed.

2. The West Bengal Commercial Tax Authorities have rejected our claim of High Sea Sales in Transfer of Right to use transaction. Thereby raising a basic demand of ₹ 1,60,46,922/- &₹ 50,96,381/- as interest. The total demand in the matter is ₹ 2,11,43,303/-. We have filed an Appeal in October 2013. The matter is fixed for hearing on May 20, 2014.

3. We are involved in a number of disputed income tax demand amounting to ₹ 377.90 Million as on December 31, 2013.

4. Our Company has challenged the constitutional validity of Fringe Benefit Tax ("FBT") before the Hon'ble High Court at Calcutta. The Hon'ble Court has granted an interim stay on levy of such FBT on the Company. In view of this the Company has not provided for any liability against FBT since the inception of the levy up to the date of its abolition, i.e. March 31, 2009.

Litigation against our Company

(I) M/s DHV India Private Limited ('DHV'), has instituted arbitration proceeding against our Company claiming an amount of ₹ 69,189,451.00 along with an interest @ 18%. We have disputed the claim and the matter is still pending. The next date of hearing is on July 28, 2014.

(II) Mr Vijay Gopal Jindal, an ex-employee of Srei Alternative Investment Managers Limited (Formerly Srei Venture Capital Limited), has filed a suit for recovery and an Application for mandatory and permanent injunction being C.S. (OS) no. 1575 of 2008 along with I.A. No. 9448 of 2008 before the Hon'ble High Court of Delhi, at New Delhi against our Company and Srei Alternative Investment Managers Limited (Formerly Srei Venture Capital Limited) alleging that he was promised 500,000 equity shares at the rate of ₹ 100/- per share of our Company. The objection to the injunction Application has been filed by our Company and the written statement has also been filed by our Company. An Objection to the said injunction and the written statement has been filed by your Company & SVCL and the matter has been slated for filing the list of witnesses and evidences by Mr Vijay Gopal Jindal. The matter is still pending. The amount involved is not ascertainable. The next date of hearing is on July 28, 2014.

(III) Mr Vijay Gopal Jindal ('Plaintiff') has also filed a suit bearing no. C.S. (O.S) 2478 of 2011 before the Hon'ble High Court at Delhi ('Delhi High Court') against our Company and Srei Alternative Investment Managers Limited (Formerly Srei Venture Capital Limited) (collectively referred to as 'Defendants') alleging that he was appointed as the managing director of SVCL and the terms of such appointment comprised of payment of ₹ 24,000,000 per annum, entitlement to 10% of the net profit of SVCL, entitlement to 25% equity stake in proposed media/entertainment funds, payment of ₹ 50,000,000 as an advance against security of properties/shares/other assets and 500,000 equity shares at ₹ 100 each of our Company and further alleging that the Defendants did not honour their commitments. In the said Suit, the Plaintiff, has inter alia, prayed for decree directing the Defendants to make payment of ₹ 17,875,000 to the Plaintiff, allegedly being the Plaintiff's salary in lieu of compensation for the period July 2008 to July 2009 including interest thereon @ 18% for the period August 2009 to August 2011 and interest @ 18% per annum on the claimed amount. The Defendants have filed their respective written statements with the Court Registry. The matter is pending. The amount involved in the matter is ₹ 17,875,000 and interest thereon @18% per annum. The next date of hearing is on May 5, 2014.

(IV) Dr Syed Sabahat Azim, ex-chief executive officer of Sahaj e-village Ltd. (erstwhile Srei Sahaj E-village Ltd.), has filed a company petition being No. 259 of 2011 before the Company Law Board, Eastern Region Bench, Kolkata against our Company, erstwhile Srei Sahaj e-village Ltd. and others making various claims. The said Petition is currently pending. The amount involved in the matter is not ascertainable. The next date of hearing is on June 6, 2014.

(V) Our Company extended by way of loan a sum of ₹ 1,000 million to one K. S. Oil Limited ("defendant") vide Rupee Loan Agreement dated August 23, 2010. The above loan amount was secured by way of hypothecation of the defendant's 92 wind turbines in the States of Madhya Pradesh, Rajasthan, Tamil Nadu and Gujarat vide Deed of Hypothecation dated August 23, 2010. The above charge was subservient to the charges created by the defendant in favour of its other consortium of lenders with State Bank of India as the lead bank ("Consortium"). The defendant defaulted in payment of the loan amount and interests accrued. We have instituted a criminal case being Case No. 10440 of 2012 before the Learned Chief Metropolitan Magistrate, Calcutta against K.S. Oil (hereinafter referred to as "Accused Company"), its Directors and its Company Secretary under Sections 406, 420, 467, 468, 471, 477 read with 120B of the IPC for failure by the Accused Company to register the charges with the Registrar of Companies and for dishonour of cheques issued by the Accused Company with respect to the rupee loan of ₹ 1,000 million extended by us to the Accused Company. The opposite party (accused) has filed application being CRR 1891 of 2013 under 482 of Cr. PC 1973, in the Hon'ble High Court at Calcutta and in this case the Hon'ble Court has granted a stay on the proceeding in the criminal case being Case No. 10440 of 2012 and this matter is appearing in the monthly list of Hon'ble High Court at Calcutta for hearing. .

(VI) Our Company has filed a recovery Application bearing No.O.A.No.393 of 2012 before the Hon'ble Debts Recovery Tribunal-1, Kolkata against Deccan Chronicle Holdings Limited and its Vice Chairman cum Managing Director Mr T.Vinayak Ravi Reddy (collectively referred to "Defendants") for recovery of principal amount of loan of ₹ 240 Crores provided to Defendants from time to time by the Company under various loan agreements along with applicable interests aggregating to ₹ 3,017,024,829/- . The matter is pending as on date. The next date of hearing is on July 23, 2014.

(VII) Our Company has filed a recovery Application bearing no. 477 for 2012 before the Hon'ble Debts Recovery Tribunal-I, Kolkata against (1) Gujarat Hydro Carbons and Power SEZ Limited (Defendant No.1), (2) Mr

Aditya Kumar Jajodia (Defendant No.2), (3) Assam Company Limited (Defendant No.3) and (4) Link Holdings Private Limited (Defendant No.4) for recovery of principal amount of loan of ₹ 100 Crores provided to Defendant No 1 by the Company under loan agreement dated 5 January 2011 along with applicable interests aggregating to ₹ 1,21,41,39,813/-. The matter is pending as on date and next dates for hearing of two interim applications I.A. No. 831 of 2013 and I.A. No. No. 1027 of 2013 and date of hearing for all Interim application is June 10, 2014. The opposite party had filed an appeal, at the Debts Recovery Appellate Tribunal, being Appeal no. 417 of 2013, against one order of Hon'ble Debts Recovery Tribunal-I, Kolkata passed in the application being OA no. 477 of 2012. The appeal has been dismissed in favour of our Company. The Defendant No. 1 has filed an application to recalling the order of making Gujarat Industrial Development Corporation a party to the current proceeding in this case.

Litigation against our Director

One of our Non-Executive & Independent Directors, Mr Sujitendra Krishna Deb is involved in certain legal proceedings under Section 233 of the Companies Act 1956 which are currently pending before relevant courts. In case the default in one or more such cases is proved to be wilful, the said Director shall be liable to punishment by way of a maximum fine of ₹ 10,000/- per such concluded proceeding.

Regulatory proceedings against our Company and subsidiaries

The Company and its subsidiaries in the normal course of business receives or has received from various statutory authorities including the Ministry of Corporate Affairs calling for various information and explanations from time to time and the same has been duly replied to.

Regulatory proceedings against our Company's subsidiaries

Insurance Regulatory and Development Authority vide letter dated June 8, 2010 bearing reference no. IRDA / CB 183 / 03 has levied a penalty of ₹ 25,000/- on Srei Insurance Broking Private Limited for violating the provisions of Regulation 18 of Insurance Regulatory and Development Authority (Insurance Brokers) Regulations, 2002. Srei Insurance Broking Private Limited has duly paid the same.

Material Development since the last Balance Sheet as on September 30, 2013

In the opinion of the Board, other than as disclosed in this Prospectus, there has not arisen, since the date of the last financial statements, any circumstance that materially or adversely affects the profitability of our Company or the value of our assets or our ability to pay our material liabilities over the next 12 months.

Pursuant to meeting of the Board of Directors of the Company on June 24, 2013, the Company has submitted an application dated June 27, 2013 to the Reserve Bank of India (RBI) for obtaining a banking license, based on the Guidelines for Licensing of New Banks in the Private Sector dated February 22, 2013 and the associated clarifications issued by RBI on June 03, 2013.

Reserve Bank of India (RBI) has granted Certificate of Authorisation to the Company to set-up, own and operate payment system for White Label ATMs ("WLAs") with effect from March 25, 2014. The authorisation issued to set up WLAs shall be valid upto March 31, 2019.

Further due to the resignation of Mr Anil Agrawal w.e.f. the closure of the working hours on March 31, 2014, the Company presently does not have any full time Chief Financial Officer (CFO), but has appointed Mr Kishore Kumar Lodha, Finance Controller of the Company for the purpose of compliance with the Listing Agreements. The Company is in process of identifying and appointing a CFO of the Company in order to comply with the applicable provisions of the Companies Act 2013.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the present Issue

The shareholders of our Company, subject to the Memorandum and Articles of Association, have passed a resolution under Section 293(1) (d) of the Companies Act 1956, at the general meeting held on August 14, 2013 which prescribes the maximum monetary limit for the purpose of borrowing. The aggregate value of the Debentures offered under the Prospectus, together with the existing borrowings of our Company, is within the approved borrowing limits of ₹ 2,50,000 million.

Our Company in accordance with General Circular No. 4 of 2014 (bearing reference no. 1/32/2013-CLV(Pt. File) as issued by the Ministry of Corporate Affairs) dated March 25, 2014 shall pass due resolutions under Section 180 of the Companies Act 2013 within one year from the date of notification of Section 180 of the Companies Act 2013 i.e. September 12, 2013.

The Issue of Debentures offered under the Prospectus is being made pursuant to resolution passed by the Board of Directors of our Company at its meeting held on May 20, 2013.

Prohibition by SEBI / Eligibility of our Company to come out with the Issue

Our Company and our Promoters have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

Disclaimer clause of the BSE

BSE LIMITED ("THE EXCHANGE") HAS GIVEN VIDE ITS LETTER DATED APRIL 09, 2014 PERMISSION TO THIS COMPANY TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS COMPANY'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER: -

a) WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; OR

b) WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR

c) TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;

AND IT SHOULD NOT FOR ANY REASON BE DEEMED OR CONSTRUED THAT THIS OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE EXCHANGE. EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRES ANY SECURITIES OF THIS COMPANY MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR FOR ANY OTHER REASON WHATSOEVER.

Disclaimer clause of the NSE

AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN VIDE ITS LETTER REF.: NSE/LIST/236004-N DATED APRIL 11, 2014 PERMISSION TO THE ISSUER TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS ISSUER'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS DRAFT OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS ISSUER. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; NOR DOES IT WARRANT THAT THIS ISSUER'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS ISSUER, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS ISSUER.

EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRE ANY SECURITIES OF THIS ISSUER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION /ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER.

Disclaimer clause of the RBI

RBI HAS ISSUED CERTIFICATE OF REGISTRATION DATED 1 AUGUST 1998 AND A FRESH CERTIFICATE OF REGISTRATION DATED 30 MARCH 2011 RE-CLASSIFYING OUR COMPANY UNDER THE CATEGORY "INFRASTRUCTURE FINANCE COMPANY – NON DEPOSIT ACCEPTING". IT MUST BE DISTINCTLY UNDERSTOOD THAT THE ISSUING OF THIS CERTIFICATE AND GRANTING A LICENSE AND APPROVAL BY RBI IN ANY OTHER MATTER SHOULD NOT IN ANY WAY, BE DEEMED OR CONSTRUED TO BE AN APPROVAL BY RBI TO THIS PROSPECTUS NOR SHOULD IT BE DEEMED THAT RBI HAS APPROVED IT AND THE RBI DOES NOT TAKE ANY RESPONSIBILITY OR GUARANTEE THE FINANCIAL SOUNDNESS OF OUR COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINIONS EXPRESSED BY OUR COMPANY IN THIS CONNECTION AND FOR REPAYMENT OF DEPOSITS / DISCHARGE OF LIABILITIES BY OUR COMPANY.

Statement by the Board:

(i) All monies received pursuant to the Issue shall be transferred to a bank account other than the bank account referred to in Section 40 of the Companies Act 2013;

(ii) Details of all monies utilized out of the Issue shall be disclosed under an appropriate separate head in our Company's financial results, indicating the purpose for which such monies were utilized; and

(iii) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in our Company's financial results, indicating the form in which such unutilized monies have been invested.

Listing

The NCDs proposed to be offered through this Prospectus are proposed to be listed on the Stock Exchanges. We had applied for obtaining in-principle approval for the Issue and the same has been obtained from BSE vide BSE's letter ref no. DCS/SP/PI-Bond/02/14-15 dated April 9, 2014 and from NSE vide NSE's letter ref no. NSE/LIST/236004-N dated April 11, 2014. If permissions to deal in and for an official quotation of our NCDs are not granted by BSE and NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges mentioned above are taken within twelve (12) Working Days from the date of Issue Closing Date.

For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the Series, such NCDs with Series(s) shall not be listed.

Consents

Consents in writing of: (a) the Directors, (b) the Compliance Officer to the Issue, (c) the Compliance Officer of the Company, (d) the Statutory Auditors, (e) Bankers to our Company, (f) Lead Managers & Co-Lead Managers, (g) Registrar, (h) Legal Advisor to the Issue, (i) Credit Rating Agencies, (j) Lead Brokers, (k) Bankers to the Issue and (l) the Debenture Trustee, to act in their respective capacities, have been obtained and filed along with a copy of this Prospectus with the Stock Exchange.

Expert Opinion

Except for the auditor's report dated March 31, 2014 and the statement of tax benefits dated March 31, 2014 issued by Haribhakti & Co, Chartered Accountants, our Company has not obtained any expert opinions.

Common Form of Transfer

The Issuer undertakes that there shall be a common form of transfer for the NCDs held in physical form and the provisions of SCRA / Act and all applicable laws shall be duly complied with in respect of all transfer of NCDs and registration thereof.

Minimum Subscription

If our Company does not receive the minimum subscription of 75% of the Base Issue, i.e. ₹562.5million, prior to Allotment, the entire subscription shall be refunded to the Applicants within twelve (12) Working Days or 15 (fifteen) days, (whichever is less) from the date of closure of the Issue. If there is delay in the refund of subscription by more than eight (8) days after our Company becomes liable to refund the subscription amount, our Company will pay interest for the delayed period, at statutorily prescribed rates.

Filing of Prospectus

The Prospectus shall be filed with Stock Exchange in terms of Regulation 7 of the Debt Regulations, for dissemination on their website(s).

Issue Related Expenses

The expenses of this Issue include, among others, fees for the Lead Managers and / or the Co-Lead Managers, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The estimated Issue expenses for the Total Issue Size of ₹1,500 million (assuming the full subscription) are as follows:

(₹ In million)

Activity	Expenses	% of Issue Size of ₹1,500 million
Fees paid to the Lead Managers and the Co-Lead Managers	8.00	0.53%
Advertising and Marketing Expenses	40.00	2.67%
Printing and Stationery	5.00	0.33%
Others (Debenture Trustee Fees, Registrar Fee, Credit Rating Fee, Legal Fees, Stamp Duty & Registration expense etc.)	4.00	0.27%
Total	57.00	3.80%

The above expenses are indicative and are subject to change depending on the actual level of subscription to the Issue and the number of Allottees, market conditions and other relevant factors

Underwriting

This Issue has not been underwritten.

Commission or Brokerage on Previous Public Issues

(i) In December 2011, our Company came out with first tranche of an issue of long term infrastructure bonds of face value of ₹ 1,000 each, in the nature of secured, redeemable, non-convertible debentures, having benefits under Section 80 CCF of the Income Tax Act, 1961 aggregating upto ₹ 3,000 million. The company raised ₹248.90 million. The commission or brokerage paid in the said issue was 2.42%.

(ii) In September 2012, our Company came out with an issue of secured redeemable non-convertible debentures of face value of ₹ 1,000 each aggregating upto ₹ 1,500 million. The company raised 767.90 million. The commission or brokerage paid in the said issue was 1.60% %.

(iii) In March 2013, our Company came out with an issue of secured redeemable non-convertible debentures of face value of ₹ 1,000 each aggregating upto ₹ 1,500 million. The company raised ₹1337.03 million. The commission or brokerage paid in the said issue was 1.55% %.

(iv) In August 2013, our Company came out with an issue of secured redeemable non-convertible debentures of face value of ₹ 1,000 each aggregating upto ₹ 2,000 million. The company raised ₹1026.49 million. The commission or brokerage paid in the said issue was 2.07 %.

(v) In December 2013, our Company came out with an issue of secured redeemable non-convertible debentures of face value of ₹ 1,000 each aggregating upto ₹ 1,000 million. The company raised ₹ 1,000 million. The commission or brokerage paid in the said issue was 2 %.

Previous issues of shares otherwise than for cash

Pursuant to the Scheme of Amalgamation of Quippo Infrastructure Equipment Limited (Quippo) into and with our Company sanctioned by the Honourable High Court at Calcutta vide order dated March 3, 2011, our Company had issued and allotted 294,025,696 Equity Shares of ₹ 10 each fully paid up of our Company to the shareholders of Quippo based on the share exchange ratio of 27:10, in consideration of the transfer and vesting of all assets and liabilities of Quippo into and with our Company. Further, our Company had issued and allotted 92,915,839 Equity Shares of ₹10 each fully paid up to the equity shareholders of Srei Infra as bonus shares in the ratio of 4 (four) equity shares of ₹10 each (fully paid-up) for every 5 (five) equity shares of ₹10/- each of Srei Infra held by them as on the record date, by way of capitalisation of free reserves, pursuant to the aforesaid Scheme of Amalgamation.

Dividend

The details of dividend by our Company in the previous six years are as follows:

Financial Year ended	Dividend Per Share (₹)	Total Dividend* (₹ in Mn)
31.03.2013	0.50	294.30
31.03.2012	0.50	292.30
31.03.2011	0.75	438.50
31.03.2010	1.20	162.50

31.03.2009	1.00	135.90
31.03.2008	1.20	163.10

**inclusive of dividend distribution tax*

Revaluation of assets

Our Company has not re-valued its assets in the last five years.

Debentures or NCDs and redeemable preference shares and other instruments outstanding by our Company

As at December 31, 2013 our Company had outstanding listed / rated / unrated, secured / unsecured, non-convertible redeemable debentures and commercial papers aggregating to ₹ 27050.90 million. Apart from the above, there are no outstanding debentures, NCDs, redeemable preference shares or other instruments issued by our Company that are outstanding.

Mechanism for redressal of investor grievances

Karvy Computershare Private Limited has been appointed as the Registrar to ensure that investor grievances are handled expeditiously and satisfactorily and to effectively deal with investor complaints. The MoU between the Registrar and our Company will provide for retention of records with the Registrar for a period of at least three years from the last date of despatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar for redressal of their grievances. All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, Series of NCDs applied for, amount paid on Application, Depository Participant and the collection centre of the Members of the Syndicate where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a)the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, Series applied for number of NCDs applied for, amount blocked on Application.

All grievances arising out of Applications for the NCDs made through Trading Members may be addressed directly to the relevant Stock Exchanges.

Details of Registrar to the Issue

Karvy Computershare Private Limited
Plot No. 17 to 24, Vithalrao Nagar
Madhapur, Hyderabad 500 081
Toll Free No.1-800-3454001
Tel: +91 40 4465 5000
Fax: +91 40 2343 1551
Investor Grievance Email: einward.ris@karvy.com
Website: www.karisma.karvy.com
Compliance Officer: Mr Rakesh Santalia
Contact Person: Mr M. Murali Krishna
SEBI Registration No.: INR000000221

In addition, the Compliance Officer to the Issue would also handle all investors' grievances:

Name	:	**Mr Samir Kumar Kejriwal**
Address	:	'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046
Telephone	:	(033) 6160 7734
Fax	:	(033) 2285 8501
E-Mail	:	sreincd1@srei.com

We estimate that the average time required by the Registrar for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Change in auditors of our Company during the last three years

The changes in statutory auditors of our Company during the preceding three years are:

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)	Remarks

Deloitte Haskins & Sells, Chartered Accountants	Bengal Intelligent Park, Building Alpha, 1st Floor, Block- EP & GP, Sector V, Salt Lake Electronic Complex, Kolkata – 700 091	Retired from the conclusion of the 25th Annual General Meeting held on August 9, 2010. (Board of Directors of the Company approved the said resignation at the meeting held on June 28, 2010)	From the conclusion of the 6th Annual General Meeting held on September 28, 1991	None
Haribhakti & Co, Chartered Accountants	Usha Kiran Building, Flat No. 4A, 4th Floor, 12A, Camac Street, Kolkata – 700 017	Appointed from the conclusion of the 25th Annual General Meeting held on August 9, 2010. (Board of Directors of the Company recommended for the said appointment at the meeting held on June 28, 2010)	-	None

Details of Auditor of the Company

The current statutory auditor of our Company, Haribhakti & Co, Chartered Accountants having registration No. 103523Wallotted by The Institute of Chartered Accountants of India (ICAI) were appointed as the statutory auditor of our Company pursuant to the resolution passed at the 25th AGM of our Company held on August 9, 2010. The details of our statutory auditors are as under:

Name	Address	Auditor Since
Haribhakti & Co, Chartered Accountants	Usha Kiran Building, Flat No. 4A, 4th Floor, 12A, Camac Street, Kolkata – 700 017	From the conclusion of the 25th Annual General Meeting held on August 9, 2010.

Trading

Debt securities issued by our Company, which are listed on BSE Wholesale Debt Market are infrequently traded with limited or no volumes. Consequently, there has been no material fluctuation in prices or volumes of such listed debt securities.

Caution

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

a. makes or abets making of an application in a fictitious name to a company for acquiring or subscribing for, its securities; or

b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c. otherwise induces directly or indirectly a company to allot, or register any transfer of securities to him, or any other person in a fictitious name

shall be liable for action under section 447.".

Disclaimer in respect of Jurisdiction

ISSUE OF THE DEBENTURES HAVE BEEN / WILL BE MADE IN INDIA TO INVESTORS AS SPECIFIED UNDER SECTION "WHO CAN APPLY" ON PAGE NO. 161 OF THIS PROSPECTUS. THE DEBENTURES ARE GOVERNED BY AND SHALL BE CONSTRUED IN ACCORDANCE WITH THE EXISTING INDIAN LAWS AS APPLICABLE IN THE STATE OF WEST BENGAL. ANY DISPUTE ARISING IN RESPECT THEREOF WILL BE SUBJECT TO THE EXCLUSIVE JURISDICTION OF THE COURTS AND TRIBUNALS OF KOLKATA.

Disclaimer Statement from the Issuer

THE ISSUER ACCEPTS NO RESPONSIBILITY FOR STATEMENTS MADE OTHER THAN IN THIS PROSPECTUS ISSUED BY OUR COMPANY IN CONNECTION WITH THE ISSUE OF THE DEBENTURES AND ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT HIS / HER OWN RISK.

REGULATIONS AND POLICIES

The regulations set out below are not exhaustive and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. Taxation statutes such as the Income Tax Act, 1961 and applicable local sales tax statutes, labour regulations such as the Employees State Insurance Act, 1948 and the Employees Provident Fund and Miscellaneous Act, 1952, and other miscellaneous regulations such as the Trade and Merchandise Marks Act, 1958 and applicable shops and establishments statutes apply to us as they do to any other Indian company and therefore have not been detailed below. The statements below are based on the current provisions of Indian law and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

The Reserve Bank of India Act, 1934

The RBI is entrusted with the responsibility of regulating and supervising activities of NBFCs by virtue of powers vested to it through Chapter III B of the RBI Act. Section 45-I (f) of the RBI Act defines a NBFC as:

(i) a financial institution which is a company;

(ii) a non-banking institution which is a company and which has as its principal business the receiving of deposits, under any scheme or arrangement or in any other manner, or lending in any manner; or

(iii) such other non-banking institution or class of such institutions as the RBI may, with the previous approval of the Central Government and by notification in the Official Gazette, specify.

As per the RBI Act, a financial institution has been defined as a non-banking institution carrying on as its business or part of its business, amongst other activities, the financing, whether by way of making loans or advances or otherwise, of any activity, other than its own, or the carrying on of any class of insurance business.

Any company which carries on the business of a non-banking financial institution as its principal business is to be treated as an NBFC. The RBI, pursuant to a press release dated April 8, 1999, has further indicated that in order to identify a particular company as an NBFC, it will consider both the assets and the income pattern as evidenced from the last audited balance sheet of our Company to determine its principal business. A company would be categorized as an NBFC if its financial assets were more than 50% of its total assets (netted off by intangible assets) and income from financial assets is more than 50% of the gross income. Both these tests are required to be satisfied as the determinant factor for classifying the principal business of a company as that of an NBFC.

With effect from January 9, 1997, NBFCs were not permitted to commence or carry on the business of a non-banking financial institution without obtaining a Certificate of Registration (CoR). Further, with a view to imparting greater financial soundness and achieving the economies of scale in terms of efficiency of operations and higher managerial skills, the RBI raised the requirement of minimum net owned fund from ₹ 2.5 million to ₹ 20 million for an NBFC commencing business on or after April 21, 1999. Further, every NBFC was required to submit to the RBI a certificate, from its statutory auditor within one month from the date of finalization of the balance sheet and in any case not later than December 30 of that year, stating that it was engaged in the business of non-banking financial institution and it held a CoR.

Capital Reserve fund

Pursuant to Section 45 IC of the RBI Act, every NBFC is required to create a reserve fund and transfer thereto a sum not less than 20% of its net profit every year, as disclosed in the profit and loss account and before any dividend is declared. Such a fund is to be created by every NBFC including an NBFC not accepting/holding public deposit. Further, no appropriation can be made from such fund by the NBFC except for the purposes specified by the RBI from time to time and every such appropriation shall be reported to the RBI within 21 days from the date of such withdrawal.

Prudential Norms Directions

The RBI has issued the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended ("**Prudential Norms Directions**"), which contain detailed directions on prudential norms for an NBFC-ND. The Prudential Norms Directions, amongst other requirements prescribe guidelines regarding income recognition, asset classification, provisioning requirements, constitution of audit committee, capital adequacy requirements, concentration of credit/investment and norms relating to infrastructure loans. In terms of the Prudential Norms Directions, all NBFCs - ND with an asset size of ₹1,000 million or more as per their last audited balance sheet will be considered as a systemically important NBFC-ND-SI.

Asset Classification

The Prudential Norms Directions require that every NBFC shall, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/hire purchase assets, loans and advances and any other forms of credit into the following classes:

(i) Standard assets;

(ii) Sub-standard assets;
(iii) Doubtful assets; and
(iv) Loss assets.

Further, such class of assets would not be entitled to be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for such up-gradation.

Provisioning Requirements

An NBFC-ND, after taking into account the time lag between an account becoming non-performing, its recognition, the realization of the security and erosion overtime in the value of the security charged, shall make provisions against sub-standard assets, doubtful assets and loss assets in the manner provided for in the Prudential Norms Directions.

Disclosure Requirements

An NBFC-ND is required to separately disclose in its balance sheet the provisions made in terms of the provisioning requirements without netting them from the income or against the value of the assets. These provisions shall be distinctly indicated under separate heads of accounts and shall not be appropriated from the general provisions and loss reserves held, if any, by it. Further every systemically important NBFC (NBFC-ND-SI) shall disclose the following particulars in its balance sheet (i) capital to risk assets ratio (CRAR), (ii) exposure to real estate sector, both direct and indirect, and (iii) maturity pattern of assets and liabilities.

Exposure Norms

The Prudential Norms Directions prescribe credit exposure limits for financial institutions in respect of the loans granted and investments undertaken by a NBFC-ND-SI. An NBFC-ND-SI shall not lend money exceeding 15% of its owned fund to any single borrower and the lending to any single group of borrowers shall not exceed 25% of the NBFC-ND-SI's owned fund. As regards investments, an NBFC-ND- SI shall not invest in the shares of a company exceeding 15% of its owned fund, while the investment in the shares of a single group of companies shall not exceed 25% of its owned fund.

The loans and investments of NBFC-ND-SI taken together should not exceed 25% of its owned fund to or in a single party and 40% of its owned fund to or in a single group of parties. However, this prescribed ceiling shall not be applicable on an NBFC-ND-SI for investments in the equity capital of an insurance company to the extent specifically permitted by the RBI. Further, an NBFC-ND-SI, which is classified as Asset Finance Company, may in exceptional circumstances, exceed the above ceilings on credit / investment concentration to a single party or a single group of parties by 5% of its owned fund, with the approval of its board of directors Any NBFC-ND-SI not accessing public funds, either directly or indirectly may make an Application to the RBI for modifications in the prescribed ceilings. Further, every NBFC-ND-SI is required to formulate a policy in respect of exposures to a single party/a single group of parties.

NBFCs-ND-SI may exceed the concentration of credit and investment norms, as specified above, by 5% for any single party and by 10% for a single group of parties, if the additional exposure is on account of infrastructure loan (as defined in the Prudential Norms Directions) and/ or investment. IFCs may exceed the concentration of credit norms specified above for NBFCs-ND-SI in lending to any single borrower by an additional 10% of their owned fund and any single group of borrowers by 15% of their owned fund. The loans and investments of IFCs taken together may exceed the credit concentration norms specified above by an additional 5% of their owned fund to a single party and an additional 10% of their owned fund to a single group of parties.

Pursuant to the RBI notification RBI/2010-11/453 dated March 30, 2011 NBFCs have been prohibited from contributing capital to any partnership firm or to be partners in any partnership firm. In case of existing partnerships NBFCs may seek early retirement from partnership firms.

Capital Adequacy Norms

As per the Prudential Norms Directions, every NBFC-ND-SI is subject to capital adequacy requirements. A minimum capital ratio consisting of Tier I and Tier II capital of not less than 15% of its aggregate risk weighted assets on balance sheet and of risk adjusted value of off balance sheet items is required to be maintained. "Tier I" capital means owned fund as reduced by investment in shares of other Non-Banking Financial Companies and in shares, debentures, NCDs, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, 10% of the owned fund and perpetual debt instruments issued by an NBFC-ND-SI in each year to the extent it does not exceed 15% of the aggregate Tier I capital of such company as on March 31 of the previous accounting year; and "Tier II" capital includes, (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth per cent of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt to the extent the aggregate does not exceed Tier I capital; and (f) perpetual debt instruments issued by a NBFC-ND-SI in each year to the extent it does not exceed 15% of its aggregate Tier I capital, as on March 31 of the previous fiscal year.

The RBI required that such ratio should not be less than 15% by March 31, 2011. Also, the total of Tier II capital of a NBFC–ND-SI at any point of time shall not exceed 100% of Tier I capital.

Information to be furnished in relation to certain changes

As per the Prudential Norms Directions, an NBFC-ND is required to furnish the following information to the Regional Office of the Department of Non-Banking Supervision of the RBI within one month of the occurrence of any change: (i) complete postal address, telephone/fax number of the registered/corporate office, (ii) name and residential address of the directors of our Company, (iii) names and official designations of its principal officers, (iv) names and office address of its auditors, and (v) specimen signatures of the officers authorized to sign on behalf of our Company.

Norms applicable to NBFCs classified as Infrastructure Finance Companies

On February 12, 2010, the RBI introduced a new classification of NBFCs termed as 'Infrastructure Finance Companies' ("**IFC**"), with a view to encouraging a greater flow of capital into infrastructure development.

To qualify and maintain its status as an IFC, among other conditions, an NBFC must satisfy the following:

- At least 75 % of the NBFC's total assets should be deployed in infrastructure loans;
- The NBFC must have net owned funds of at least ₹ 3.0 billion;
- The NBFC must have a minimum credit rating of "A" or its equivalent from any of CRISIL, CARE, India Ratings or ICRA or a comparable rating from any other accrediting rating agency;
- The NBFC must have a minimum CRAR of 15.0% (with a minimum Tier 1 capital of 10.0%); and
- The NBFC must not accept deposits.

IFCs are entitled to various benefits such as:

- A lower risk weight on their bank borrowings, from 100.0% to as low as 20.0% for AAA rated borrowers;
- Higher permissible bank borrowings (both lending and investment, including off balance sheet expenses), increased from 15.0% of its capital funds that a bank may lend to an NBFC to 20.0% of capital funds as per its last audited balance sheet that it may lend to an IFC, provided that such increased bank exposure to the IFC is used for on - lending to the infrastructure sector;
- They are permitted to raise external commercial borrowings (ECBs) (the total outstanding ECBs including the proposed ECB) for on lending to the infrastructure sector under the automatic route (subject to compliance with the applicable prudential guidelines and hedging of the currency risk in full) up to 50% of their owned funds; and
- They are permitted to have loan exposure to the extent of 25.0% (as compared to 20.0% for an NBFC) of net owned funds to a single borrower and loan exposure to the extent of 40.0% (as compared to 35.0% for an NBFC) of net owned funds to a single business group.
- The risk weight for assets covering PPP and post commercial operations date (COD) projects which have completed at least one year of satisfactory commercial operations is at 50 per cent".

Other Regulations

Monthly Return

As per the RBI circulars dated September 6, 2005 and June 4, 2009, all NBFC–ND-SIs with an asset size of ₹ 1,000 million and above are required to submit a monthly return on the important financial parameters to the RBI. It has been clarified by the RBI that the asset size as stated aforesaid may be less than ₹ 1,000 million as on the balance sheet date but may subsequently add on assets before the next balance sheet due to several reasons, including business expansion. Once the asset size of the NBFC reaches ₹ 1,000 million or above, it shall come under the regulatory requirement of the NBFC-ND-SI despite not having such assets as on the last balance sheet.

It has been further clarified by the RBI that if the asset size of the NBFC falls below ₹ 1,000 million in any given month (which may be due to temporary fluctuations and not due to actual downsizing), then such an NBFC shall continue to submit the monthly returns on the important financial parameters to the RBI until the submission of the next audited balance sheet to the RBI and a specific dispensation is received in this regard.

Asset Liability Management

The RBI has prescribed the Guidelines for Asset Liability Management ("**ALM**") System in relation to NBFCs ("**ALM Guidelines**") that are applicable to all NBFCs. As per this Guidelines, the NBFCs (engaged in and classified as equipment leasing, hire purchase finance, loan, investment and residuary non-banking companies) meeting certain criteria, including, an asset base of ₹ 1,000 million, irrespective of whether they are accepting / holding public deposits or not, are required to put in place an ALM system. The ALM system rests on the functioning of ALM information systems within the NBFC, ALM organization including an Asset Liability Management (ALM) Committee and ALM support groups, and the ALM process includes liquidity risk management, management of marketing risk, funding and capital planning, profit planning and growth projection, and forecasting/ preparation of contingency plans. It has been provided that the management committee of the board of directors or any other specific committee constituted by the board of directors should oversee the implementation of the system and review its functioning periodically. The

ALM Guidelines mainly address liquidity and interest rate risks. In case of structural liquidity, the negative gap (i.e. where outflows exceed inflows) in the 1 to 30/31 days' time bucket should not exceed the prudential limit of 15% of outflows of each time bucket and the cumulative gap of up to one year should not exceed 15% of the cumulative cash outflows of up to one year. In case these limits are exceeded, the measures proposed for bringing the gaps within the limit should be shown by a footnote in the relevant statement.

For further details, please refer to the section titled "***Business***" on page no. 72 of this Prospectus.

Concentration of Credit

With effect from April 1, 2007, no NBFC-ND-SI is permitted to lend more than 15% of its owned fund to any single borrower or more than 25% of its owned fund to a single group of borrowers

Fair Practices Code

On September 28, 2006 the RBI prescribed broad guidelines towards a fair practices code that was required to be framed and approved by the Board of Directors of all NBFCs. On 1 July 2013 the RBI issued a Master Circular No DNBS (PD) CC No. 340/03.10.042/2013-14 on fair practices and has required that the Fair Practices Code of each NBFC is to, be published and disseminated on its website. Among others, the code prescribes the following requirements, to be adhered to by NBFCs:

(i) Inclusion of necessary information affecting the interest of the borrower in the loan Application Form.
(ii) Devising a mechanism to acknowledge receipt of loan Applications and establishing a time frame within which such loan Applications are to be disposed.
(iii) Conveying, in writing, to the borrower the loan sanctioned and terms thereof. The acceptance of such terms should be kept on record by the NBFC.
(iv) Giving notice to the borrower of any change in the terms and conditions and ensuring that changes are effected prospectively.
(v) Refraining from interfering in the affairs of the borrowers except for the purposes provided in the terms and conditions of the loan agreement.
(vi) Not resorting to undue harassment in the matter of recovery of loans, and an appropriate grievance redressal mechanism for resolving disputes in this regard is to be established.
(vii) Periodical review of the compliance of the fair practices code and the functioning of the grievances redressal mechanism at various levels of management, a consolidated report whereof may be submitted to the board of directors

KYC Guidelines

The RBI has issued a Master Circular on Know Your Customer ("**KYC**") guidelines dated July 1, 2012 and advised all NBFCs to adopt such guidelines with suitable modifications depending upon the activity undertaken by them and ensure that a proper policy framework on KYC and anti-money laundering measures is put in place. The KYC policies are required to have certain key elements such as customer acceptance policy, customer identification procedures, monitoring of transactions and risk management, adherence to KYC guidelines by the persons authorized by the NBFCs' and including brokers/ agents, due diligence of persons authorized by the NBFCs and customer service in terms of identifiable contact with persons authorized by NBFCs.

Corporate Governance Guidelines

In order to enable NBFCs to adopt best practices and greater transparency in their operations, the RBI introduced corporate governance guidelines on May 8, 2007. The RBI consolidated the corporate governance guidelines issued by it from time to time in the Master Circular dated July 1, 2012. As per this Master Circular, all NBFCs-ND-SI are required to adhere to certain corporate governance norms, including:

(i) Constitution of an audit committee;
(ii) Constitution of a nomination committee to ensure fit and proper status of the proposed and existing Directors;
(iii) Constitution of risk management committee;
(iv) Constitution of asset liability management committee to monitor the asset gap and strategize actions to mitigate the associated risk. Further a risk management committee may also be formed to manage the integrated risk;
(v) Informing the Board of Directors, at regular intervals, the progress made in having a progressive risk management system, a risk management policy and the strategy being followed. The Board of Directors also needs to be informed about compliance with corporate governance standards, including in relation to the composition of various committees and their meetings; and
(vi) Frame internal guidelines on corporate governance for enhancing the scope of the guidelines.

Rating of Financial Product

Pursuant to the RBI circular dated February 4, 2009, all NBFCs with an asset size of ₹ 1,000 million and above are required to furnish at the relevant regional office of the RBI, within whose jurisdiction the registered office of the

NBFC is functioning, information relating to the downgrading and upgrading of assigned rating of any financial products issued by them within 15 days of such change.

Norms for Excessive Interest Rates

The RBI, through its circular dated May 24, 2007, directed all NBFCs to put in place appropriate internal principles and procedures in determining interest rates and processing and other charges. In addition to the aforesaid instruction, the RBI has issued a Master Circular on Fair Practices Code dated July 1, 2012 for regulating the rates of interest charged by the NBFCs. These circulars stipulate that the board of each NBFC is required to adopt an interest rate model taking into account the various relevant factors including cost of funds, margin and risk premium. The rate of interest and the approach for gradation of risk and the rationale for charging different rates of interest for different categories of borrowers are required to be disclosed to the borrowers in the Application Form and expressly communicated in the sanction letter. Further, this is also required to be made available on the NBFCs website or published in newspapers and is required to be updated in the event of any change therein. Further, the rate of interest would have to be an annualized rate so that the borrower is aware of the exact rates that would be charged to the account.

Enhancement of Capital funds Raising Option

Pursuant to the RBI circular on Enhancement of NBFCs' Capital Raising Option for Capital Adequacy Purposes dated October 29, 2008, NBFCs-ND-SI have been permitted to augment their capital funds by issuing perpetual debt instruments ("**PDI**") in accordance with the prescribed guidelines provided under the circular. Such PDI will be eligible for inclusion as Tier I capital to the extent of 15% of the total Tier I capital as on March 31 of the previous accounting year. Any amount in excess of the amount admissible as Tier I capital will qualify as Tier II capital within the eligible limits. The minimum investment in each issue/tranche by any single investor shall not be less than ₹ 500,000. It has been clarified that the amount of funds so raised shall not be treated as public deposit within the meaning of clause 2 (1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

Supervisory Framework

In order to ensure adherence to the regulatory framework by NBFCs-ND-SI, the RBI has directed such NBFCs to put in place a system for submission of an annual statement of capital funds, and risk asset ratio etc. as at the end of March every year, in a prescribed format. This return is to be submitted electronically within a period of three months from the close of every financial year. Further, a NBFC is required to submit a certificate from its statutory auditor that it is engaged in the business of non-banking financial institution requiring to hold a CoR under the RBI Act. This certificate is required to be submitted within one month of the date of finalization of the balance sheet and in any other case not later than December 30 of that particular year. Further, in addition to the auditor's report under Section 227 of the Companies Act 1956 (now Section 143 of the Companies Act 2013), the auditors are also required to make a separate report to the Board of Directors on certain matters, including correctness of the capital adequacy ratio as disclosed in the return NBS-7 to be filed with the RBI and its compliance with the minimum CRAR, as may be prescribed by the RBI.

Private Placement of Securities

RBI vide its circular no RBI/2012-13/560 dated June 27, 2013 has put in place a minimum set of guidelines for compliance by all NBFCs. The guidelines require NBFCs to space out such issuances and also aim to bring NBFCs at par with other financial entities as far as private placement is concerned. The guidelines can be summarised as under:

i. The offer document for private placement should be issued within a maximum period of 6 months from the date of the Board Resolution authorizing the issue. The offer document should include the names and designations of the officials who are authorised to issue the offer document. The Board Resolution and the offer document must contain information on purpose for which the resources are being raised.

ii. The offer document may be printed or typed "For Private Circulation Only". General information including the address of the registered office of the NBFC, date of opening / closing of the issue etc. shall be clearly mentioned in the offer document.

iii. An NBFC shall only issue debentures for deployment of funds on its own balance sheet and not to facilitate resource requests of group entities/ parent company / associates.

iv. Private placement by all NBFCs shall be restricted to not more than 49 investors, identified upfront by the NBFC.

v. Minimum subscription amount for a single investor shall be ₹ 25 lakh and in multiples of ₹10 lakh thereafter.

vi. There should be a minimum time gap of at least six months between two private placements.

vii. An NBFC shall not extend loans against the security of its own debentures (issued either by way of private placement or public issue).

viii. NBFCs shall ensure that at all points of time the debentures issued, including short term NCDs, are fully secured. Therefore in case, at the stage of issue, the security cover is insufficient /not created, the issue proceeds shall be placed under escrow until creation of security, which in any case should be within one month from the date of issue.

Reporting of frauds

By its Master Circular no. DNBS.PD.CC. No. 337 / 03.10.042 / 2013-14 dated 1 July 2013 the RBI has introduced a comprehensive mechanism for NBFCs (including RNBCs) and NBFCs-ND-SI for reporting frauds. Further, by Circular NoDNBS.PD.CC. No. 256 /03.10.042 / 2011-12 dated 2 March, 2012, all NBFCs-ND-SI and deposit taking NBFCs are required to disclose the amount related to fraud, reported in the company for the year in their balance sheets. NBFCs failing to report fraud cases to the Reserve Bank would be liable for penal action prescribed under the provisions of Chapter V of the RBI Act, 1934.

Recovery of Debts Due to Banks and Financial Institutions Act, 1993

The Recovery of Debts Due to Banks and Financial Institutions Act, 1993 ("Debts Recovery Act") provides for establishment of Debt Recovery Tribunals for expeditious adjudication and recovery of debts due to any bank or public financial institution or to a consortium of banks and public financial institutions. Under the Debts Recovery Act, the procedures for recoveries of debt have been simplified and time frames been fixed for speedy disposal of cases. Upon establishment of the Debts Recovery Tribunal, no court or other authority can exercise jurisdiction in relation to matters covered by the Debts Recovery Act, except the higher courts in India in certain circumstances.

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**Securitisation Act**")

The Securitisation Act provides the powers of seize and desist to banks and financial institutions including PFIs, and grants certain special rights to them to enforce their security interests. Further, the Securitisation Act provides that a secured creditor may, in respect of non-performing loans, give notice in writing to the borrower requiring it to discharge its liabilities within 60 days, failing which the secured creditor may take possession of the assets constituting the security for the loan, and exercise management rights in relation thereto, including the right to sell or otherwise dispose of the assets.

Anti-Money Laundering

The Prevention of Money Laundering Act, 2002 ("**PMLA**") was enacted to prevent money laundering and to provide for confiscation of property derived from or involved in, money laundering and for matters connected therewith or incidental thereto. The Government of India under PMLA has issued the Prevention of Money laundering (Maintenance of Records of the Nature and Value of Transactions, the Procedure and Manner of Maintaining and Time for Furnishing Information and Verification and Maintenance of Records of the Identity of the Clients of the Banking Companies, Financial Institutions and Intermediaries) Rules, 2005, as amended ("**PML Rules**"). PMLA & PML Rules extends to all banking companies, financial institutions, including NBFCs and intermediaries.

The RBI has issued a Master Circular DNBS (PD) CC No. 339 /03.10.42/ 2013-14 dated 1 July 2013 to ensure that a proper policy frame work for the PMLA and PML Rules is put into place. Pursuant to the provisions of PMLA, PML Rules and the RBI guidelines, all NBFCs are advised to appoint a principal officer for internal reporting of suspicious transactions and cash transactions and to maintain a system of proper record (i) for all cash transactions of value of more than ₹ 1 million; (ii) all series of cash transactions integrally connected to each other which have been valued below ₹ 1 million where such series of transactions have taken place within one month and the aggregate value of such transaction exceeds ₹ 1 million.

All NBFCs are required to take appropriate steps to evolve a system for proper maintenance and preservation of account information in a manner that allows data to be retrieved easily and quickly whenever required or when requested by the competent authorities. Further, NBFCs are also required to maintain for at least ten years from the date of transaction between the NBFCs and the client, all necessary records of transactions, both domestic or international, which will permit reconstruction of individual transactions (including the amounts and types of currency involved if any) so as to provide, if necessary, evidence for prosecution of persons involved in criminal activity. Further, NBFCs shall exercise on-going due diligence with respect to the business relationship with every client and closely examine the transactions in order to ensure that they are consistent with their knowledge of the client, his business and risk profile and where necessary, the source of funds.

Additionally, NBFCs should ensure that records pertaining to the identification of their customers and their address are obtained while opening the account and during the course of business relationship, and that the same are properly preserved for at least ten years after the business relationship is ended. The identification records and transaction data is to be made available to the competent authorities upon request.

Public Financial Institutions

Section 2(72) of the Companies Act 2013 defines "public financial institutions" in the following manner:

(72) "public financial institution" means

(i) the Life Insurance Corporation of India, established under section 3 of the Life Insurance Corporation Act, 1956;

(ii) the Infrastructure Development Finance Company Limited, referred to in clause (vi) of sub-section (1) of section 4A of the Companies Act, 1956 so repealed under section 465 of this Act;

(iii) specified company referred to in the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002;

(iv) institutions notified by the Central Government under sub-section (2) of section 4A of the Companies Act, 1956 so repealed under section 465 of this Act;

(v) such other institution as may be notified by the Central Government in consultation with the Reserve Bank of India:

Provided that no institution shall be so notified unless—

(A) it has been established or constituted by or under any Central or State Act; or

(B) not less than fifty-one per cent. of the paid-up share capital is held or controlled by the Central Government or by any State Government or Governments or partly by the Central Government and partly by one or more State Governments;"

White Label ATMs

On June 20, 2012 the RBI issued the guidelines on "White Label Automated Teller Machines (WLAs) in India". White Label ATMs are ATMs set up, owned and operated by non-bank entities incorporated in India under the Companies Act, 1956. Till then, only banks were permitted to set up ATMs as extended delivery channels. Under the guidelines, non-bank entities incorporated in India under the Companies Act 1956 will be permitted to set up, own and operate ATMs in India. Prospective operators/applicants would need to seek authorisation from the Reserve Bank under the PSSA. For setting up WLAs, entities should have a minimum net worth of ₹ 100 crore as per the latest financial year's audited balance sheet. The authorisation can be sought from RBI under three distinct schemes as specified in the guidelines. The guidelines, among others, further provide that:

1. The authorization issued to a WLAO cannot be assigned/transferred without prior approval of the RBI.
2. Only cards issued by banks in India (domestic cards) would be permitted to be used at the WLAs in the initial stage.
3. Acceptance of deposits at the WLAs, by the WLAO would not be permitted.
4. The WLAO would be permitted to display advertisements and offer value added services as per the regulations in force from time to time.
5. The extant guidelines on five free transactions in a month as applicable to bank customers for using other bank ATMs would be inclusive of the transactions effected at the WLAs.
6. The WLA Operator would not be entitled to any fee from the card issuer-bank other than the "Interchange" fee payable to "acquirer" bank under the bank owned ATM scenario.
7. While the WLA operator is entitled to receive a fee from the banks for the use of ATM resources by the banks customers, WLAs are not permitted to charge bank customer directly for the use of WLAs.
8. Regulatory guidelines relating to compensation for failed transactions at bank ATMs would, mutatis mutandis, apply to the transactions effected at such WLAs. General guidelines governing the operations of the bank operated ATMs would also apply, mutatis mutandis, to WLAs.

Applicable Foreign Investment Regime

FEMA Regulations

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications thereunder, and the policy prescribed by the Department of Industrial Policy and Promotion, GoI, ("**FDI Policy**") and the FDI Policy issued by the DIPP (circular 1 of 2013, with effect from 5 April 2013as amended by Press Note No. 1 (2013 series), dated 3-6-2013; Press Note no.2 (2013 series) dated 3-06-2013 Press Note no. 3 (2013 series), dated 4-7-2013 and Press Note nos. 4 to 6 (2013 series), all dated 22-08-2013).

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, as amended ("**FEMA Regulations**") to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India. As specified by the FEMA Regulations, no prior consent and approval is required from the FIPB or the RBI, for FDI under the "automatic route" within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. NBFCs set up under the automatic route will be permitted to undertake only those 18 activities which are permitted under the automatic route. Diversification into any other activity would require the prior

approval of FIPB. It has been clarified by the above Circular No 1 of 2013 that the activity of 'leasing and finance', which is one among the eighteen NBFC activities, where induction of FDI is permitted, covers only 'financial leases' and not 'operating leases'

Foreign Direct Investment

FDI is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which FDI is sought to be made. Investors are required to file the required documentation with the RBI within 30 days of such issue/ acquisition of securities. Under the approval route, prior approval of the FIPB and/or RBI is required. FDI for the items/activities not under the automatic route (other than in prohibited sectors) may depend upon the activity be brought in through the approval route. Further:

(a) As per the sector specific guidelines of the Government of India, 100% FDI/ NRI investments are allowed under the automatic route in certain NBFC activities subject to compliance with guidelines of the RBI in this regard.

(b) Minimum Capitalisation Norms for fund based NBFCs are the following:
   - (i) For FDI up to 51% - US$ 0.5 million to be brought upfront
   - (ii) For FDI above 51% and up to 75% - US $ 5 million to be brought upfront
   - (iii) For FDI above 75% and up to 100% - US $ 50 million out of which US $ 7.5 million to be brought up front and the balance in 24 months

(c) Minimum capitalization norm of US$0.5 million is applicable in respect of all permitted non-fund based NBFCs with foreign investment

(d) Foreign investors can set up 100% operating subsidiaries without the condition to disinvest a minimum of 25% of its equity to Indian entities, subject to bringing in US$ 50 million specified in (b) (iii) above (without any restriction on number of operating subsidiaries without bringing in additional capital)

(e) Joint ventures operating NBFC's that have 75% or less than 75% foreign investment will also be allowed to set up subsidiaries for undertaking other NBFC activities, subject to the subsidiaries also complying with the applicable minimum capital inflow, i.e., (b) (i) and (b) (ii) above.

Where FDI is allowed on an automatic basis without FIPB approval, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where FIPB approval is obtained, the prior approval of the RBI may not be required other than in certain circumstances although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. Every Indian company issuing shares or convertible debentures in accordance with the RBI regulations is required to submit a report to the RBI within 30 days of receipt of the consideration and another report within 30 days from the date of issue of the shares to the non-resident purchaser.

NBFC's having FDI are required to submit a certificate from the statutory auditors on half yearly basis certifying compliance with the terms and conditions of the FDI regulations. Such certificate should be submitted not later than one month from the close of the half year to which the certificates pertains to the regional office of the RBI in whose jurisdiction the head office of our Company is registered.

Calculation of Total Foreign Investment in Indian Companies

On February 13, 2009, the Indian Government issued two press notes setting out guidelines for foreign investment in India. Press Note 2 of 2009 prescribes the guidelines for the calculation of total foreign investment (direct and indirect) in Indian companies. Press Note 3 of 2009 prescribes the transfer of ownership or control of Indian companies in sectors with caps from resident Indian citizens to non-resident entities. Additionally, Press Note 4 of 2009 issued on February 25, 2009 clarifies the guidelines on downstream investments by Indian companies. These press notes have been consolidated by the Government of India an FDI Policy issued by the Department of Industrial Policy & Promotion (circular 1 of 2013, with effect from 5 April 2013 as amended by Press Note No. 1 (2013 series), dated 3-6-2013; Press Note no. 2 (2013 series) dated 3-06-2013 Press Note no. 3 (2013 series), dated 4-7-2013 and Press Note nos. 4 to 6 (2013 series), all dated 22-08-2013). The FDI Policy is reviewed every one year.

External Commercial borrowing (ECB)

The current policy of the RBI directly relating to external commercial borrowings ("ECB") is consolidated in the Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2000, as amended from time to time and the Master Circular on External Commercial Borrowings and Trade Credits (Master Circular No. 12/2013-14) dated 1 July 2013 issued by the RBI ("**ECB Guidelines**"). The ECB Guidelines state that ECB refers to commercial loans in the form of bank loans, buyers' credit, suppliers' credit and securitized instruments, such as, floating rate notes and fixed rate bonds, availed from non-resident lenders with a minimum average maturity of three years. Funds received by an Indian company from the issue of preference shares, whether non-convertible, optionally convertible or partially convertible, or the issue of debentures that are not mandatorily and compulsorily convertible into equity shares, are considered debt, and, accordingly, all norms applicable to ECB (including those relating to eligible borrowers, recognised lenders, amount and maturity and end-use stipulations) apply to such issues. ECB can be accessed under two routes: (i) the automatic route, and (ii) the approval route. The automatic route does not require

a borrower to obtain any RBI approvals, whereas the approval route refers to circumstances where prior RBI approval is mandatory before raising an ECB. The ECB Guidelines are subject to amendment from time to time.

Pursuant to the circular dated January 7, 2013 issued by the RBI, NBFCs categorized as IFCs RBI have been permitted to avail of ECB, including their outstanding ECBs, not exceeding 75% of their owned funds, under the automatic route subject to compliance with RBI prescribed prudential norms. However, ECBs availed by IFCs above 75% of their owned funds would require the approval of RBI and will, therefore, be considered under the approval route.

Revisions to guidelines for securitization timelines.

The RBI, vide a notification dated August 21, 2012 extended the guidelines on securitisation of standard assets (loans), which had earlier been issued to banks, to NBFCs, stipulating that originating NBFCs can securitise loans/assets only after the same had been held by them for a minimum period in their books. The notification further clarified that trade receivables with tenor up to 12 months discounted/purchased by NBFCs from their borrowers will be eligible for securitisation. Further, the RBI has stipulated a minimum retention requirement to ensure that the originating NBFCs have a continuing stake in the performance of securitised assets so as to ensure that they carry out due diligence of loans to be securitised. Where the repayment is at more than quarterly intervals, loans can be securitised after repayment of at-least two instalments. The originating NBFCs should ensure that prospective investors have easily available access to all materially relevant data on the credit quality and performance of the individual underlying exposures, cash flows and collateral supporting a securitisation exposure.

SUMMARY OF KEY PROVISIONS OF ARTICLES OF ASSOCIATION

Article 6 states that the Directors may issue shares, bonds , debentures, stocks, warrants & all such securities, with full, differential or without voting rights attached thereto, upon such terms and conditions and with such rights and privileges attached thereto as thought fit and as may be permitted by law for the time being in force.

Article 8 states that the Company shall cause to be kept a Register of Members, an Index of Members, a Register of Debenture holders and an Index of Debenture holders in accordance with Sections 150, 151, 152 and other applicable provisions of the Act

Article 9 states that the Register of Members, the Index of Members, the Register and Index of Debenture-holders, copies of all Annual Returns prepared in accordance with the Act, together with the copies of certificates and documents required to be annexed thereto as provided by the Act shall, except when the Register of Members or Debenture holders is closed under the provisions of the Act or these presents, be open during business hours to inspection of any Member or Debenture holder without fee and to inspection of any other person on payment of such sum as may be prescribed by the Act for each inspection. Any such member or debenture holder or any other person may make extracts there from or require a copy thereof on payment of such sum as may be prescribed.

Article 10 states that the Company shall send to any Member, Debenture holder or other person on request, a copy of the Register of Members, the Index of Members, the Register and Index of Debenture holders or any part thereof required to be kept under the Act or copies of certificates required to be annexed thereto as per the Act, on payment of such sum as may be prescribed by the Act. The copy sought shall be sent within the time prescribed under the Act.

Article 22 states that except as ordered by a Court of Competent Jurisdiction or as provided by the Act, no notice of any trust, expressed or implied or constructive, shall be entered on the Register of Members or of debenture-holders of the Company.

Article 24 states that the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or any other security of the Company or for procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture stock or any other security of the Company, so that if the commission in respect of shares shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed the rates prescribed by the Act. The Commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company.

Article 27 states that every Member shall be entitled without payment to one certificate in his name for all the shares of each class or denomination registered in his name or, if the Directors so approve (upon paying such fee or fees or at the discretion of the Directors without payment of fees as the Directors may from time to time determine) to several certificates each for one or more shares of each class. Every certificate of shares shall specify the number of the shares in respect of which it is issued and the amount paid thereon and shall be in such form as the Directors shall prescribe or approve. Where a Member has transferred a part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge.

Notwithstanding anything contained hereinabove, the Board may in its absolute discretion refuse applications for the sub-division or consolidation of share certificates, debenture or bond certificates, into denomination of less than the marketable lot except when such sub-division or consolidation is required to be made to comply with the statutory provision or on order of a competent Court of law or listing requirements of a Stock Exchange on which the Company's shares are or may be listed.

Article 55 states that the Company shall not register a transfer of shares in, or debentures of, the Company, unless in accordance with the provisions of the Act a proper instrument of transfer duly, stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate relating to the shares or debentures, or if no such certificates is in existence, along with the letter of allotment of shares or debentures within the prescribed time.

Provided that where on an Application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is approved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnify the Company from all consequences of such transfer as the Board may think fit.

Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder or debenture holder any person to whom the right to any shares in, or debentures of the company has been transmitted by operation of law.

Article 58 states that nothing in these presents shall prejudice the powers of the Company to refuse to register the transfer of any shares subject to the provisions of the Act.

Article 59 states that the instrument of transfer of any shares shall be in writing in prescribed form and in accordance with the Act.

Article 61 states that notwithstanding anything contained in the aforesaid Articles but, subject to the provisions of the Act, the Directors may at their absolute and uncontrolled discretion decline to register or acknowledge any transfer of shares and in particular shall not be bound to give any reason for such refusal and in particular may so decline in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a Member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transferee.

Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.

Article 73 states that the provision of these Articles shall mutatis mutandis, apply the transfer of or the transformation by law of right to debentures or any other bond of the Company.

Article 74 states that notwithstanding anything contained in these Articles, the provisions of the Depositories Act, 1996 including any re-enactment or modification thereof, and the relevant rules, regulations and guidelines as farmed from time to time by the Securities and Exchange Board of India shall apply in respect of the securities of the Company held in dematerialized form.

Article 78 states that in addition to and without derogating from the powers for the purpose conferred on the Director under these Articles, the Company in General Meeting may in accordance with the provisions of Section 81 of the Act determine that any shares (whether forming part of the original capital of the Company or not) shall be offered to such persons (whether members or holders of Debentures of the Company or not) in such proportion and on such terms and conditions and either at a premium or at par or subject to compliance with the provisions of Section 79 of the Act) at a discount, as such General Meeting shall determine. Any General Meeting may resolve to capitalize any part of the amount standing to the credit of any of the Company's Reserve account or to the credit of the Profit and Loss Account or otherwise available for distribution or standing to the credit of the share premium account for issue and distribution of fully paid up shares or paying up any money for the time being remaining unpaid on any shares remaining unpaid by any members.

Article 84 states that subject to the provisions of the Act, the Board of Directors may from time to time, by a resolution passed at a Meeting of the Board accept deposits or borrow moneys from members or elsewhere, either in advance of calls or otherwise or elsewhere, and may generally raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by issue of bonds or redeemable debenture stock, or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

The Company may also, as per the applicable laws and regulations, raise monies from any Indian, foreign or non – resident Investor by way of issue or private placement of its securities, acceptance of deposits or otherwise as may be permitted by the rules and regulations applicable for the time being in force.

Article 85 states that any bonds, debentures, or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Article 86 states that debentures, bonds or other securities may be made assignable free from any equities between the Company and the persons to whom the same may be issued.

Article 87 states that any bonds, debentures, debenture stock or other securities may be issued at a discount, premium, or otherwise and with any special privilege as to redemption, surrender, drawing, allotment of shares, attending at General Meeting of the Company appointment of Directors and otherwise, provided that any debenture with a right to allotment or conversion into shares not be issued without the consent of the General Meeting.

Article 90 states that the Directors shall cause a proper register to be kept in accordance with the Act of all mortgages, debentures and charges specifically affecting the property of the Company; and shall duly comply with the requirements of the said Act in regard to registration of mortgages and charges and in regard to inspection to be given to creditors or Member of the Register of Charges and of copies of instruments creating charges. Such sum as may be prescribed by the Act shall be payable by any person other than a creditor or Member of the Company for each inspection of the Register of Charges.

Article 115.1 states that upon a show of hands every Member entitled to vote and present in person or proxy shall have one vote.

Article 115.2 states that upon a poll every Member who being an individual is present in person or by attorney or by proxy or being a Corporation is present by a representative or proxy shall have a voting right in proportion to his share of the paid up equity capital of the Company.

Provided that in the event of the Company issuing Preference Shares, the holders of such Preference Shares shall have no right to vote either in person or by proxy, at any General Meeting by virtue or in respect of their holdings of Preference Shares, unless the preferential dividend due on such Preference Shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than 2 years preceding the date of commencement of the Meeting or unless a resolution is proposed directly affecting the rights or privileges attached to such Preference Shares;

For the purpose of this Article:-

(a) Any resolution for winding-up the Company or for the repayment or reduction of its shares capital shall be deemed directly to affect the rights attached to Preference Share.

(b) Dividend shall be deemed to be due on Preference Shares in respect of any period whether a dividend has been declared by the Company on such shares for such period or not -

(i) On the last day specified for the payment of such dividend for such period in the Article or other instrument executed by the Company in that behalf; or

(ii) In case no day has been specified, on the day immediately following such period.

Article 116 states that any Member who is a Corporate Body present by a representative duly authorised by a resolution of the Directors or other governing body of such Corporation in accordance with the provisions of the Act may vote on a show of hands as if it was a Member of the Company. The production at the Meeting of a copy of such resolution duly signed by one Director of such Corporation or by a Member of its governing body and certified by him as being a true copy of the resolution shall on production at the Meeting be accepted by the Company as sufficient evidence of the validity of his appointment.

Article 117 states that subject to the provisions of the Act no Member shall be entitled to present or to vote at any General Meeting either personally or by proxy if call or other sum shall be overdue and payable to the Company in respect of any of the shares of such Members.

Article 118 states that any person entitled under the transmission clause for transfer of any shares may vote at General Meetings in respect thereof as if he was the registered holder of such shares provided that at least 48 hours before the time of holding the Meeting ,or adjourned Meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Article 119 (a) states that any Member of the Company entitled to attend and vote at a meeting of the. Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting.

Article 119 (b) states that in every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself and that a proxy need not be a Member.

Article 120 states that votes maybe given either personally or by proxy or in case of a Corporation also by a representative duly authorised as aforesaid.

Article 121 states that every instrument of proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointee or his attorney authorised in writing or if such appointer, is a Corporation, under its Common Seal or the hand of an officer or attorney duly authorised by it in the form specified by the Act and shall be deposited at the office not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote.

Article 122 states that a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed to the transfer of the shares in respect of which the vote is given provided that no intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

Article 123 states that no objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy not disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or poll whatsoever.

Article 124 states that the Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

In the case of an equality of vote, the Chairman shall both on a show of hands and a poll have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

Article 125 states that any Member whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other Members holding shares of the same class.

Article 129 states that any trust deed covering the issue of debentures of the Company may provide for the appointment of a Director (In these presents referred to as "the Debenture Director") for and on behalf of the debenture holders for such period as is therein provided not exceeding the period for which the debentures or any of them shall remain outstanding and for the removal from office of such Debenture Director and on a vacancy being caused by resignation, death, removal or otherwise for appointment of a Debenture Director in the vacant place.

Article 153 states that the Directors may subject to the provisions of the Act delegate any of their powers to Committees consisting of such member or members of their Board or to managers, secretary, officers and other employees and persons including any firm or body corporate as they think fit, and they may from time to time revoke such delegation. Any such delegatee shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors.

Article 162 states that the Board shall not, except with the consent of the Company in General Meetings:-

d. Borrow moneys, where the moneys to be borrowed together with the moneys already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.

Article 167 states that the profits of the Company subject to any special rights relating thereto created or authorised to be created by the Memorandum or these presents and subject to the provisions of the Act and these presents, shall be divisible among the members of each class in proportion to the amount of capital paid-up on the shares held by them of such class respectively.

Article 168 states that the Company in General Meeting may declare a dividend to be paid to the Members according to their respective rights and interests in the profits and may fix the time for payment.

Article 169 states that the Company may pay dividends in proportion to the amount paid-up or credited as paid-up on each share, where a larger amount is paid-up or credited as paid-up on some shares then on others.

Article 170 states that no larger dividend shall be declared in General Meeting than is recommended by the Directors but the Company in General Meeting may declare a smaller dividend, subject to the provisions of Section 205 of the Act, and no dividend shall carry interest.

Article 171 states that the Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.

Article 172 states that the Directors may retain the dividends payable upon shares in respect of which any person is entitled to become a Member of which may any person under that Article is entitled to transfer until such person shall become a Member in respect of such shares or duly transfer the same.

Article 173 states that subject to the provisions of the Act no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever either alone or jointly with any other person or persons and may deduct from the interest or dividend payable to any Member all sums of money so due from him to the Company.

Article 174 states that a transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Article 175 states that unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled or in case of joint holders to that one of them first named in the Register in respect of the joint holding. Every such cheque or warrant shall be made payable, to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.

Article 176 states that the unpaid or unclaimed dividends will be dealt with in accordance with the provisions of Sections 205A, 205C and other applicable provisions of the Act.

Article 177 states that no dividend shall be payable except in cash; provided that nothing in this Article shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the Members of the Company.

Article 186 states that if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid-up, or which ought to have been paid-up, at the commencement of the winding up, on the shares held by them respectively, and if in a winding up the assets available for the distribution among the Members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up paid-up or which ought to have been paid-up on the shares held

by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Article 187 states that if the Company is wound up whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, and any other sanction required by the Act divide amongst the contributories in specie or kind, the whole or any part of the assets of the Company and may, with the like sanction, vest the whole or any part of assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the Liquidators with the like sanction shall think fit.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and documents which are or may be deemed material have been entered or are to be entered into by our Company. Copies of these contracts and the other documents referred to hereunder, may be inspected at the Registered Office of our Company at 'Vishwakarma', 86C, Topsia Road (South), Kolkata - 700 046 from 10.00 a.m. to 5.00 p.m. on any business days from the date of this Prospectus until the date of closure of the Issue.

A. Material Contracts

1. Engagement letter dated March 21, 2014 for appointing the Lead Managers to the Issue.
2. Engagement letter dated March 21, 2014 for appointing the Co-Lead Managers to the Issue.
3. The Issue Agreement dated March 28, 2014 executed between our Company, the Lead Managers and the Co-Lead Managers.
4. Memorandum of Understanding dated March 20, 2014 executed between our Company and the Registrar to the Issue.
5. Debenture Trusteeship Agreement dated March 21, 2014 entered into between our Company and Axis Trustee Services Limited, the Debenture Trustee.
6. Escrow Agreement dated April 28, 2014 executed between our Company, the Registrar, the Escrow Collection Bank(s), Lead Managers and Co-Lead Managers in relation to the NCDs.
7. Tripartite Agreement dated February 27, 2013 among our Company, the Registrar to the Issue and NSDL for offering depository option to the NCD Holders.
8. Tripartite Agreement dated February 26, 2013 among our Company, the Registrar to the Issue and CDSL for offering depository option to the NCD Holders.

B. Documents

1. Memorandum and Articles of Association of our Company.
2. Certificate of Incorporation of our Company dated March 29, 1985 issued by Registrar of Companies, Delhi & Haryana.
3. Certificate of Registration No. 05.02773 dated August 1, 1998 issued by RBI, under Section 45-IA of the RBI Act.
4. Certificate of Registration No. B-05.02773 dated March 31, 2011 issued by RBI, classifying our Company under the category "Infrastructure Finance Company – Non - Deposit Taking".
5. Certified True Copy of Resolution passed by the Shareholders at the general meeting held on August 14, 2013, granting authority to the Board of Directors to borrow monies under Section 293(1)(d) of the Companies Act 1956, from time to time.
6. Certified True Copy of the Resolution passed by the Board of Directors at its Meeting held May 20, 2013 authorising the Issue.
7. Certified True Copy of the Resolution passed by the Committee of Directors at its Meeting held on March 31, 2014 approving the Draft Prospectus
8. Certified True Copy of the Resolution passed by the Committee of Directors at its Meeting held on May 5, 2014 approving the Prospectus.
9. Certified True Copy of the Resolution passed by the Board of Directors at its Meeting held on May 20, 2013 appointing Mr Samir Kumar Kejriwal as the Compliance Officer to the Issue.
10. Annual Reports of our Company for FY2009 to FY2013.
11. The Examination Report of the Statutory Auditors dated March 31, 2014 in relation to the Reformatted Consolidated and Unconsolidated Summary Financial Statements included herein.
12. In-principle listing approval obtained from BSE vide letter no. DCS/SP/PI-BOND/02/14-15 dated April 9, 2014.
13. In-principle listing approval obtained from NSE vide letter no. NSE/LIST/236004-N dated April 11, 2014.
14. Certified True Copy of Board Resolution dated January 28, 2010 relating to the terms of appointment of the Chairman & Managing Director of our Company.
15. Credit rating letter dated November 8, 2012 and revalidation letter dated April 14, 2014 from CARE granting credit rating to the NCDs to be issued in pursuance of the Prospectus.

16. Credit rating letter dated June 19, 2013 and revalidation letter dated April 30, 2014 from BRICKWORK granting credit rating to the NCDs to be issued in pursuance of the Prospectus.

17. Consents of the (a) the Directors, (b) the Compliance Officer to the Issue, (c) the Compliance Officer of the Company, (d) the Statutory Auditors, (e) Bankers to our Company, (f) Lead Managers and Co-Lead Managers, (g) Registrar, (h) Legal Advisor to the Issue, (i) Credit Rating Agencies, (j) Lead Brokers, (k) Bankers to the Issue and (l) the Debenture Trustee to include their names in this Prospectus and to act in their respective capacities.

18. Consents of the lenders of our Company as required under Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014. We have not received consents from certain lenders details of which have been provided on page 22 of this Prospectus.

19. Due Diligence Certificate dated May 2, 2014 filed by the Lead Managers and Co-Lead Managers.

Any of the contracts or documents mentioned above may be amended or modified any time without reference to the holders in the interest of the Company in compliance with the applicable laws.

DECLARATION

We, the Directors of Srei Infrastructure Finance Limited, certify that all relevant guidelines issued by the Government of India, SEBI, applicable provisions under the SCRA, SCRR, the Companies Act and the Debt Regulations have been complied with. We further certify that the disclosures made in this Prospectus are true, fair and correct and adequate and in conformity with the Companies Act, Schedule I of the Debt Regulations and the Listing Agreement executed with the Stock Exchanges, to the extent applicable.

Yours faithfully,

Salil K. Gupta
Chief Mentor & Director, Non-Executive & Independent Director

Hemant Kanoria
Chairman & Managing Director

Sunil Kanoria
Vice Chairman, Non-Executive Director

S. Chatterjee
Non-Executive & Independent Director

S. Rajagopal
Non-Executive & Independent Director

Satish C. Jha
Non-Executive & Independent Director

Punita Kumar Sinha
Non-Executive & Independent Director

S. K. Deb
Non-Executive & Independent Director

Saud Ibne Siddique
Non-Executive Director

Place: Kolkata
Date: May 5, 2014

ANNEXURE A: FINANCIAL INFORMATION

Sl. No.	Particulars	Page Nos.
1	Limited Review Report on Standalone and Consolidated Financial Results for the quarter and nine months ended December 31, 2013	204
2	Examination report on Reformatted Unconsolidated and Consolidated Summary Financial Statements as at and for the financial years ended March 31, 2009, 2010, 2011, 2012, 2013 and period ended September 30, 2013 as issued by the Statutory Auditors	210
3	Reformatted Unconsolidated Summary Financial Statements as at and for the financial years ended March 31, 2009, 2010, 2011, 2012, 2013 and period ended September 30, 2013	F-1
4	Reformatted Consolidated Summary Financial Statements as at and for the financial years ended March 31, 2009, 2010, 2011, 2012, 2013 and period ended September 30, 2013	F-75

HARIBHAKTI & CO.
Chartered Accountants

Limited Review Report on Standalone Financial Results

Review Report to,
The Board of Directors,
Srei Infrastructure Finance Limited

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results ('the Statement') of **Srei Infrastructure Finance Limited** ('the Company'), for the quarter & nine months ended December 31,2013, except for the disclosures in Part II with respect to 'Particulars of Shareholding' &'Investor Complaints', which have been traced from the details furnished by the Company's management. This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Financial Results are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable Accounting Standards [Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, which continue to be applicable in respect of Section 133 of the Companies Act,2013 as per General Circular 15/2013 dated September 13,2013 issued by the Ministry of Corporate Affairs] and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Haribhakti & Co.
Chartered Accountants
[Firm's Registration No.103523W]

Haribhakti & Co. Kolkata Chartered Accountants

Anand Kumar Jhunjhunwala
Partner
Membership No.:056613

Kolkata
February 06, 2014

HARIBHAKTI & CO.
Chartered Accountants

Limited Review Report on Consolidated Financial Results

Review Report to,
The Board of Directors,
Srei Infrastructure Finance Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results ('the Statement') of **Srei Infrastructure Finance Limited** ('the Company'), it's subsidiaries (including their subsidiaries and joint venture), associates , trusts and a jointly controlled entity [the Company , it's subsidiaries, associates ,trusts and the jointly controlled entity collectively referred to as "the Group"] for the quarter & nine months ended December 31,2013, except for the disclosures in Part II with respect to 'Particulars of Shareholding' & 'Investor Complaints', which have been traced from the details furnished by the Company's management. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Financial Results are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. We have reviewed the financial results of only the Company. We have not reviewed the financial results of the subsidiaries (including their subsidiaries and joint venture), associates and trusts. The financial results of such subsidiaries (including their subsidiaries and joint venture), associates and trusts not reviewed by us reflect revenues of ₹ 11,597 lakhs and Loss after tax (net) of ₹ 1,809 lakhs for the nine months ended December 31, 2013.We have also not reviewed the financial results of the jointly controlled entity, whose results for the nine months ended December 31, 2013 reflect revenues of ₹ 193,559 lakhs and profit after tax of ₹ 20,276 lakhs. The financial results of these subsidiaries (including their subsidiaries and joint venture), jointly controlled entity, associates and trusts are based on management accounts and have not been subjected to a review by their auditors.

Haribhakti & Co. Kolkata Chartered Accountants

HARIBHAKTI & CO.
Chartered Accountants

4. The financial results of a foreign subsidiary (including it's subsidiaries) and two foreign step down subsidiaries have been prepared as per IFRS, generally followed in the country of their incorporation. As explained by the Company's management in note no.5 of the accompanying Statement, since there are no material differences between such financial results as per IFRS and as per Indian GAPP, no adjustments have been considered necessary and it has been relied upon by us.

5. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable Accounting Standards [Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, which continue to be applicable in respect of Section 133 of the Companies Act,2013 as per General Circular 15/2013 dated September 13, 2013 issued by the Ministry of Corporate Affairs] and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Haribhakti & Co.
Chartered Accountants
[Firm's Registration No.103523W]

Haribhakti & Co. Kolkata Chartered Accountants

Anand Kumar Jhunjhunwala
Partner
Membership No.: 056613

Kolkata
February 06, 2014

SREI INFRASTRUCTURE FINANCE LIMITED

Regd Office: 'Vishwakarma', 86C Topsia Road (South), Kolkata - 700 046, Website: www.srei.com, Email for Investors: investor.relations@srei.com

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2013

Part I

(₹ in Lakh)

Particulars	Quarter ended			Nine Months ended		Year ended
	31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)
1. Income						
(a) Income from Operations	44164	44291	41423	131858	122865	157936
(b) Other Operating Income	18	155	72	215	1764	8192
Total Income from Operations	**44182**	**44446**	**41495**	**132073**	**124629**	**166128**
2. Expenses						
(a) Employee Benefits Expense	1291	931	996	3256	3368	4377
(b) Legal and Professional Fees	790	989	671	2443	1669	2849
(c) Operating and Other Expenses	1247	894	1449	3095	3164	3969
(d) Bad Debts/Advances written off	60	10	23	65	23	120
(e) Provision for Bad and Doubtful Debts & NPAs	618	1245	313	1880	390	2793
(f) Contingent Provisions against Standard Assets	112	(53)	(54)	199	129	161
(g) Depreciation / Amortisation and Impairment	631	622	490	1856	2526	3096
Total Expenses	**4749**	**4638**	**3888**	**12794**	**11269**	**17365**
3. Profit from operations before other income, finance costs & exceptional items (1-2)	**39433**	**39808**	**37607**	**119279**	**113360**	**148763**
4. Other Income	42	568	164	684	422	519
5. Profit from ordinary activities before finance costs & exceptional items (3+4)	**39475**	**40376**	**37771**	**119963**	**113782**	**149282**
6. Finance Costs	36522	38674	34760	112133	102365	135741
7. Profit from ordinary activities before exceptional items (5-6)	**2953**	**1702**	**3011**	**7830**	**11417**	**13541**
8. Exceptional Items	-	-	-	-	-	-
9. Profit from ordinary activities before tax (7-8)	**2953**	**1702**	**3011**	**7830**	**11417**	**13541**
10. Current tax expense	1062	593	1092	2757	3630	4045
11. Income Tax in respect of earlier years	-	-	-	-	-	-
12. Net Profit from ordinary activities after tax (9-10-11)	**1891**	**1109**	**1919**	**5073**	**7787**	**9496**
13. Extraordinary items	-	-	-	-	-	-
14. Net Profit for the Period/Year (12-13)	**1891**	**1109**	**1919**	**5073**	**7787**	**9496**
15. Paid-up Equity Share Capital (Face Value ₹ 10/- each)	50324	50324	50324	50324	50324	50324
16. Reserves excluding Revaluation Reserves						214430
17. Earnings per share- Basic & Diluted (₹) (* Not annualised)	*0.38	*0.22	*0.38	*1.01	*1.55	1.89

Part II

A. Particulars of Shareholding						
1. Public shareholding (including Global Depository Receipts)						
- Number of Shares	257722369	257722369	258422369	257722369	258422369	257722369
- Percentage of Shareholding	51.23	51.23	51.37	51.23	51.37	51.23
2. Promoters and Promoter Group Shareholding						
(a) Pledged/Encumbered						
- Number of Shares	101158543	101158543	77858543	101158543	77858543	82858543
- % of Shares (to total shareholding of promoters and promoter group)	41.23	41.23	31.82	41.23	31.82	33.77
- % of Shares (to total share capital of the company)	20.11	20.11	15.48	20.11	15.48	16.47
(b) Non-encumbered						
- Number of Shares	144205421	144205421	166805421	144205421	166805421	162505421
- % of Shares (to total shareholding of promoters and promoter group)	58.77	58.77	68.18	58.77	68.18	66.23
- % of Shares (to total share capital of the company)	28.66	28.66	33.15	28.66	33.15	32.30

B. Information on investor complaints pursuant to Clause 41 of the Listing Agreement for the quarter ended 31st December, 2013

Particulars	Opening balance	Additions	Disposal	Closing balance
Number of complaints received - equity	Nil	1	1	Nil

Notes:

1. The above unaudited financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 6th February, 2014. The Statutory Auditors of the Company have reviewed the said results.
2. The business of the Company falls within a single primary segment viz., 'Financial Services' and hence, the disclosure requirement of Accounting Standard-17 'Segment Reporting' notified by the Central Government under Companies (Accounting Standards) Rules, 2006 is not applicable.
3. Earnings per share (Basic & Diluted) have been calculated as per Accounting Standard - 20 'Earnings Per Share' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.
4. Due to the fluctuation in foreign exchange rates, the applicable gain on foreign exchange transactions and translations is ₹ 304 Lakh for the quarter ended 31st December, 2013 as against loss of ₹ 1,189 Lakh for the quarter ended 31st December, 2012 and loss of ₹ 3,678 Lakh for the nine months ended 31st December, 2013 as against loss of ₹ 4,365 Lakh for the nine months ended 31st December, 2012, charged under "Finance Costs".
5. Figures pertaining to the previous year/period have been rearranged/regrouped, reclassified and restated, wherever considered necessary, to make them comparable with those of current period.

For and on behalf of the Board of Directors

Chairman and Managing Director

Place: Kolkata
Date: 6th February, 2014

Haribhakti & Co. Kolkata Chartered Accountants

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SREI INFRASTRUCTURE FINANCE LIMITED

Regd Office: 'Vishwakarma', B6C, Topsia Road (South), Kolkata - 700 046, Website: www.srei.com, Email for Investors: investor.relations@srei.com

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2013

Part I

(₹ in Lakh)

Particulars	Quarter ended			Nine Months ended		Year ended
	31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)
1. Income						
(a) Income from Operations	79433	79853	76060	236561	225485	295932
(b) Other Operating Income	651	951	1084	2601	4856	12408
Total Income from Operations	**80084**	**80804**	**77144**	**239162**	**230341**	**308340**
2. Expenses						
(a) Employee Benefits Expense	3737	2542	3261	9552	11979	16144
(b) Legal and Professional Fees	1434	1850	1283	4534	3729	5794
(c) Operating and Other Expenses	4239	3689	5437	11870	14262	18950
(d) Bad Debts/Advances written off	1305	1598	1745	4237	4561	7083
(e) Provision for Bad and Doubtful Debts & NPAs	1681	1725	461	3692	613	3271
(f) Contingent Provisions against Standard Assets	97	(23)	106	310	589	595
(g) Depreciation / Amortisation and Impairment	4008	3929	3966	11782	14896	19362
Total Expenses	**16501**	**15310**	**16259**	**45977**	**50629**	**71199**
3. Profit from Operations before Other Income, Finance Costs & Exceptional Items (1-2)	**63583**	**65494**	**60885**	**193185**	**179712**	**237141**
4. Other Income	581	997	389	1971	2176	2652
5. Profit from ordinary activities before Finance Costs & Exceptional Items (3+4)	**64164**	**66491**	**61274**	**195156**	**181888**	**239793**
6. Finance Costs	56772	60271	54698	173521	161448	213925
7. Profit from ordinary activities after Finance Costs but before Tax & Exceptional Items (5-6)	**7392**	**6220**	**6576**	**21635**	**20440**	**25868**
8. Exceptional Items	(45)	51	763	6	7422	10410
9. Profit from ordinary activities before Tax (7+8)	**7347**	**6271**	**7339**	**21641**	**27862**	**36278**
10. Current tax expense	2628	2299	2692	8240	8881	10275
11. Income Tax in respect of earlier years	-	(1)	(3)	(1)	(4)	(4)
12. Net Profit from ordinary activities after Tax (9-10-11)	**4719**	**3973**	**4650**	**13402**	**18985**	**26007**
13. Extraordinary Items	-	-	-	-	-	-
14. Net Profit for the period/year (before adjustment for Minority Interest & profit / (loss) of Associate) (12-13)	**4719**	**3973**	**4650**	**13402**	**18985**	**26007**
15. Share of loss of Associate	-	-	-	-	-	100
16. Share of Profit / (Loss) of Minority Interest	89	(151)	22	(74)	(405)	(411)
17. Net Profit after taxes (14-15-16)	**4630**	**4124**	**4628**	**13476**	**19390**	**26318**
18. Paid-up Equity Share Capital (Face Value ₹ 10/- each)	50324	50324	50324	50324	50324	50324
19. Reserves excluding Revaluation Reserves						289380
20. Earnings per share - Basic & Diluted (₹) (* Not annualised)	*0.92	*0.82	*0.92	*2.68	*3.85	5.23

Part II

A. Particulars of Shareholding						
1. Public shareholding (including Global Depository Receipts)						
- Number of Shares	257722369	257722369	258422369	257722369	258422369	257722369
- Percentage of Shareholding	51.23	51.23	51.37	51.23	51.37	51.23
2. Promoters and promoter group shareholding						
(a) Pledged / Encumbered						
- Number of Shares	101158543	101158543	77858543	101158543	77858543	82858543
- % of Shares (to total shareholding of promoters and promoter group)	41.23	41.23	31.82	41.23	31.82	33.77
- % of Shares (to total share capital of the company)	20.11	20.11	15.48	20.11	15.48	16.47
(b) Non-encumbered						
- Number of Shares	144205421	144205421	166805421	144205421	166805421	162505421
- % of Shares (to total shareholding of promoters and promoter group)	58.77	58.77	68.18	58.77	68.18	66.23
- % of Shares (to total share capital of the company)	28.66	28.66	33.15	28.66	33.15	32.3

B. Information on investor complaints pursuant to Clause 41 of the Listing Agreement for the quarter ended 31st December, 2013

Particulars	Opening balance	Additions	Disposal	Closing balance
Number of complaints received - equity	Nil	1	1	Nil

Segment wise Revenue, Results and Capital Employed as per Clause 41 of Listing Agreement

(₹ in Lakh)

Particulars	Quarter ended			Nine Months ended		Year ended
	31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)
1. Segment Revenue						
(a) Financial Services	78216	79582	74033	234553	216056	291856
(b) Infrastructure Equipment Services	3699	3401	3983	10151	17859	21217
(c) Others	63	158	654	324	3121	4056
Total	81978	83141	78670	245028	237036	317129
Less: Inter Segment Revenue	1313	1340	1137	3895	4519	6137
Net Income from Operations	**80665**	**81801**	**77533**	**241133**	**232517**	**310992**
2. Segment Results						
(a) Financial Services	6581	5508	5782	19870	19694	27608
(b) Infrastructure Equipment Services	821	666	1096	1741	5,429	4365
(c) Others	(55)	97	461	30	3134	4717
Total	7347	6271	7339	21641	28257	36690
Less: Interest & Finance Charges	-	-	-	-	395	412
Other Un-allocable Expenditure (Net)	-	-	-	-	-	-
Un-allocable Income	-	-	-	-	-	-
Total Profit Before Tax	**7347**	**6271**	**7339**	**21641**	**27862**	**36278**
3. Capital Employed						
(Segment Assets-Segment Liabilities)						
(a) Financial Services	321848	332087	312152	321848	312152	319529
(b) Infrastructure Equipment Services	12371	11433	14733	12371	14733	7822
(c) Others	33074	19340	22629	33074	22629	28188
(d) Un-allocable	(11003)	(11063)	(10718)	(11003)	(10718)	(13093)
Total	**356290**	**351797**	**338796**	**356290**	**338796**	**342446**

Haribhakti & Co. Kolkata Chartered Accountants

Notes:

1. In accordance with clause 41 of the Listing Agreement, the Company has published unaudited consolidated financial results. The unaudited standalone financial results of the Company will, however, be available on the Company's website www.srei.com and on the websites of BSE (www.bseindia.com) and / or NSE (www.nseindia.com).
2. The above unaudited consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 6th February, 2014. The Statutory Auditors have reviewed the standalone results of the Company. The results of the subsidiaries (including their subsidiaries and joint venture), associates, trusts and the jointly controlled entity of the Company are based on management accounts and have not been reviewed by their auditors.
3. The above unaudited consolidated financial results have been prepared in accordance with the principles and procedures as set out in Accounting Standard-21 on 'Consolidated Financial Statements', Accounting Standard-23 on 'Accounting for Investments in Associates in Consolidated Financial Statements' and Accounding Standard-27 on 'Financial Reporting of Interests in Joint Ventures' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.
4. Earnings per share (Basic & Diluted) have been calculated as per Accounting Standard - 20 'Earnings Per Share' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.
5. The financial results of a foreign subsidiary (including its subsidiaries) and two foreign step down subsidiaries have been prepared as per IFRS, generally followed in the country of their incorporation. As there are no material differences between such financial results as per IFRS and as per Indian GAAP, no adjustments have been considered necessary.
6. Due to the fluctuation in foreign exchange rates, the applicable gain on foreign exchange transactions and translations is ₹ 481 Lakh for the quarter ended 31st December, 2013 as against loss of ₹ 1,666 Lakh for the quarter ended 31st December, 2012 and loss of ₹ 3,907 Lakh for the nine months ended 31st December, 2013 as against loss of ₹ 5,289 Lakh for the nine months ended 31st December, 2012, charged under "Finance Costs".
7. Company's standalone financial information (₹ in Lakh) is as below:

Particulars	Quarter ended			Nine Months ended		Year ended
	31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)
Turnover	44224	45014	41659	132757	125051	166647
Profit Before Tax	2953	1702	3011	7830	11417	13541
Profit After Tax	1891	1109	1919	5073	7787	9496

8. Figures pertaining to the previous year/period have been rearranged/regrouped, reclassified and restated, wherever considered necessary, to make them comparable with those of current period.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 6th February, 2014

Haribhakti & Co. Kolkata Chartered Accountants

Chairman and Managing Director

AUDITORS' REPORT

The Board of Directors,
Srei Infrastructure Finance Limited,
"Vishwakarma",
86C, Topsia Road (South),
Kolkata-700 046

Dear Sir,

Re: ***Proposed Public Issue by SREI Infrastructure Finance Limited ("the Company") of Secured, Redeemable, Non-Convertible Debentures ("the Debentures") of face value of ₹1000/- each for an amount upto ₹ 750 million ("Base Issue") with an option to retain oversubscription upto ₹ 750 million aggregating to ₹ 1, 500 Million ("Overall Issue Size") (hereinafter referred to as the "Issue")***

1. We, Haribhakti & Co., have examined the Reformatted Financial Information (the "Reformatted Statements") of Srei Infrastructure Finance Limited ("the Company") as at September 30, 2013, March 31, 2013, 2012, 2011, 2010 and 2009 and for the six months ended September 30, 2013, financial years ended March 31, 2013, 2012, 2011, 2010 and 2009 annexed to this report and initialed by us for identification purposes only. These Reformatted Statements has been prepared by the Company in accordance with the requirements of paragraph B(1) of Part II of Schedule II to the Companies Act, 1956 ("the Act") and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ("SEBI Regulations") as amended from time to time, issued by the Securities and Exchange Board of India, in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992, and related clarifications and in terms of our engagement with you in accordance with our engagement letter dated 03rd March,2014 in connection with the Company's Proposed Issue of Secured, Redeemable, Non-Convertible Debentures. The preparation of such Reformatted Statements is the responsibility of the Company's management. Our responsibility is to report on such statements based on our procedures.

2. **Financial Information as per Audited Financial Statements**

We have examined the attached 'Statements of Assets and Liabilities, As Reformatted' of the Company as at September 30, 2013, March 31, 2013, 2012, 2011, 2010 and 2009 (Annexure I), 'Statement of Profit and Loss, As Reformatted' of the Company for the six months ended September 30, 2013 and for each of the financial years ended March 31,2013, 2012, 2011, 2010 and 2009 (Annexure II), and 'Cash Flow Statement, As Reformatted' of the Company for the six months ended September 30, 2013 and for each of the financial years ended March 31,2013, 2012, 2011, 2010 and 2009 (Annexure III), collectively referred to as 'Standalone Financial Information - Reformatted'. We report that the Standalone Financial Information - Reformatted have been prepared by the Management from the audited financial statements of the Company for the six months ended September 30,2013, for the financial years ended March 31,2013;March 31,2012; March 31,2011; March 31,2010 and March 31,2009 and from the books of accounts underlying such audited financial statements of the Company, which were approved by the Board of Directors on November 08,2013, May 20, 2013, May 14,2012, May 19,2011,May 11,2010 and June 12,2009 respectively. The financial statements of the Company for the six months ended September 30, 2013, for the financial year ended March 31, 2013, March 31, 2012 and March 31, 2011 respectively have been audited by us and in respect of which we have issued audit opinion dated November 08, 2013, May 20, 2013, May 14, 2012 and May 19, 2011 respectively to the Board of Directors/Members of the Company. The financial statements of the Company for the financial years ended March 31, 2010 and 2009 were audited by Deloitte Haskins & Sells, Chartered Accountants in respect of which they have issued audit opinion dated May 11, 2010 and June 12, 2009 respectively to the Board of Directors of the Company and adopted by the members. Based on our examination of these Standalone Financial Information - Reformatted, we state that:

i. These have to be read in conjunction with the Significant Accounting Policies and Notes to Financial Statements given in Annexure IV and V respectively to this report.

ii. The figures of earlier years have been regrouped (but not restated retrospectively for change in any accounting policy), wherever necessary, to conform to the classification adopted for the Standalone Financial Information - Reformatted.

iii. There are no extraordinary items that need to be disclosed separately in the Standalone Financial Information - Reformatted.

iv. There is no qualification in the auditor's report on the Audited Standalone financial statements for the six months ended September 30, 2013 and for each of the financial years ended March 31, 2013, 2012, 2011, 2010 and 2009 that requires adjustments to the Standalone Financial Information - Reformatted.

3. We have also examined the consolidated "Statements of Assets and Liabilities, As Reformatted' of the Company as at September 30, 2013, March 31,2013, 2012, 2011, 2010 and 2009 (Annexure VI),consolidated 'Statement of Profit and Loss, As Reformatted' of the Company for the six months ended September 30, 2013 and for each of the financial years ended March 31,2013, 2012, 2011, 2010 and 2009(Annexure VII), and the consolidated 'Cash Flow Statement - Reformatted' of the Company for the six months ended September 30, 2013 and for each of the financial years ended March 31, 2013,2012, 2011, 2010and 2009 (Annexure VIII), collectively referred to as 'Consolidated Financial Information - Reformatted'. We report that the Consolidated Financial Information - Reformatted have been prepared by the Management from the audited consolidated financial statements of the Company for the six months ended September 30, 2013 and for the financial years ended March 31,2013;March 31,2012; March 31,2011; March 31,2010 and March 31,2009 and from the books of accounts underlying such audited consolidated financial statements of the Company, which were approved by the Board of Directors on November 08, 2013, May 20, 2013; May 14, 2012; May 19, 2011; May 11, 2010 and June 12, 2009 respectively. The Consolidated financial statements for the six months ended September 30, 2013 and for the financial years March 31, 2013, March 31, 2012 and March 31, 2011 respectively have been audited by us and in respect of which we have issued audit opinion dated November 08, 2013, May 20, 2013, May 14, 2012 and May 19, 2011 respectively to the Board of Directors/Members of the Company. The consolidated financial statements of the Company for the financial years ended March 31, 2010 and 2009 were audited by Deloitte Haskins & Sells, Chartered Accountants in respect of which they have issued audit opinion dated May 11, 2010 and June 12, 2009 respectively to the Board of Directors of the Company and adopted by the members. Based on our examination of these Consolidated Financial Information - Reformatted, we state that:

   i. These have to be read in conjunction with the Significant Accounting Policies and Notes to Financial Statements given in Annexure IX and X respectively to this report.

   ii. The figures of earlier years have been regrouped (but not restated retrospectively for change in any accounting policy), wherever necessary, to conform to the classification adopted for the Consolidated Financial Information - Reformatted.

   iii. There are no extraordinary items that need to be disclosed separately in the Consolidated Financial Information - Reformatted.

   iv. There are no qualification in the auditor's report on the Consolidated Financial Statements for the six months ended September 30, 2013 and for each of the financial years ended March 31, 2013, 2012, 2011, 2010 and 2009 that requires adjustments to the Consolidated Financial Information - Reformatted.

4. We have examined these Standalone Financial Information - Reformatted and Consolidated Financial Information - Reformatted ,prepared by the Company and approved by the Committee of Directors of the Company, in accordance with the Guidance Note on "Reports in Company Prospectuses (Revised)" issued by the Institute of Chartered Accountants of India, except that these financial information have not been adjusted for changes in accounting policies, retrospectively in the respective financial years to reflect the same accounting policies for all the reporting periods and for adjustments of amounts pertaining to previous years in the respective financial years to which they relate.

5. In the preparation and presentation of the Standalone Financial Information - Reformatted and Consolidated Financial Information - Reformatted based on the audited Financial Statements as referred to in paragraph 2, 3 and 4 above, no adjustments have been made for any events occurring subsequent to the dates of the audit reports specified in paragraph 2 & 3 above.

6. We have not audited any standalone and consolidated financial statements of the Company as of any date or for any period subsequent to September 30, 2013. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to September 30, 2013.

7. Other Financial Information of the Company:

   At the Company's request, we have also examined the following information relating to the Company as at September 30, 2013, March 31, 2013, 2012, 2011, 2010 and 2009 and for the six months ended September 30, 2013 and for the financial years ended March 31, 2013, 2012, 2011, 2010 and 2009 proposed to be included in the Draft Prospectus as approved by the Board of Directors annexed to this report:

   i. Statements of Accounting Ratios (Standalone) as at September 30, 2013, March 31, 2013, 2012, 2011, 2010 and 2009 and for the six months ended September 30, 2013 and for the financial years ended March 31, 2013, 2012, 2011, 2010 and 2009 (Annexure XI)

   ii. Disclosure on Existing Financial Indebtedness as at December 31,2013 (Annexure XII)

   iii. Statement of Dividends as at March 31, 2013, 2012, 2011, 2010 and 2009 and for the financial

years ended March 31, 2013, 2012, 2011, 2010 and 2009 (Annexure XIII)

iv. Statement of Tax Shelter as at September 30, 2013, March 31,2013, 2012, 2011, 2010 and 2009 and for the six months ended September 30, 2013 and for the financial years ended March 31, 2013, 2012, 2011, 2010 and 2009 (Annexure XIV)

v. Capitalisation Statement as at September 30, 2013 (Annexure XV)

vi. Statements of Accounting Ratios (Consolidated) as at September 30, 2013, March 31, 2013, 2012, 2011, 2010 and 2009 and for the six months ended September 30, 2013 and for the financial years ended March 31, 2013, 2012, 2011, 2010 and 2009 (Annexure XVI).

8. Based on our examination of the Standalone Financial Information - Reformatted and Consolidated Financial Information - Reformatted, we state that in our opinion, the 'Standalone Financial Information - Reformatted and Consolidated Financial Information – Reformatted' and 'Other Financial Information' of the Company mentioned above, as at September 30, 2013, March 31,2013,2012, 2011, 2010 and 2009 and for the six months ended September 30, 2013 and for the financial years ended March 31, 2013, 2012, 2011, 2010 and 2009 have been prepared in accordance with Paragraph B(1) of Part II of Schedule II of the Act and the SEBI Regulations.

9. This report should not, in any way, be construed as a re-issuance or redating of any of the previous audit reports nor should this be construed as a new opinion on any of the financial statements referred to herein.

10. This report is intended solely for your information and for inclusion in the Letter of Offer, in connection with the Proposed Issue of Secured, Redeemable, Non-Convertible Debentures and is not to be used, referred to or distributed for any other purpose without our prior written consent.

11. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

For **Haribhakti & Co.**
Chartered Accountants
(Firm's Registration No.103523W)

Anand Kumar Jhunjhunwala
Partner
Membership No.056613

Place: Kolkata
Date: March 31, 2014

Srei Infrastructure Finance Ltd (Standalone)

Statement of Assets and Liabilities, As Reformatted

Annexure - I

₹ In Mio

	Note	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009
EQUITY AND LIABILITIES							
Shareholders' Funds							
Share Capital	2	5,032.40	5,032.40	5,032.40	5,032.40	1,162.90	1,162.90
Reserves and Surplus	3	21,761.20	21,443.00	20,787.70	20,498.90	6,738.10	5,607.70
Money received against share warrants		-	-	-	-	-	178.00
		26,793.60	**26,475.40**	**25,820.10**	**25,531.30**	**7,901.00**	**6,948.60**
Non-Current Liabilities							
Long-Term Borrowings	4	49,666.20	44,123.20	31,965.40	16,218.90	19,057.30	7,578.60
Deferred Tax Liabilities (Net)	5	976.10	948.40	798.80	679.00	344.00	-
Other Long-Term Liabilities	6	51.40	36.00	83.20	100.00	120.60	79.40
Long-Term Provisions	7	685.00	533.30	207.60	75.20	19.90	25.50
		51,378.70	**45,640.90**	**33,055.00**	**17,073.10**	**19,541.80**	**7,683.50**
Current Liabilities							
Short-Term Borrowings	8	61,468.10	57,522.70	58,663.30	27,649.90	12,797.60	5,399.70
Trade Payables	9	26.10	156.40	26.60	25.70	1.80	5.60
Other Current Liabilities							
- Current Maturities of Long-Term Borrowings	4	10,753.50	10,138.20	7,844.50	9,027.60	3,527.30	447.80
- Others	10	2,555.70	1,933.90	1,162.00	717.10	448.40	132.00
Short-Term Provisions	11	79.10	390.40	461.20	553.10	179.70	153.00
		74,882.50	**70,141.60**	**68,157.60**	**37,973.40**	**16,954.80**	**6,138.10**
Total		**153,054.80**	**142,257.90**	**127,032.70**	**80,577.80**	**44,397.60**	**20,770.20**
ASSETS							
Non-Current Assets							
Fixed Assets							
- Tangible Assets	12	4,889.90	4,981.20	4,350.90	3,919.40	829.30	803.00
- Intangible Assets	12	30.40	6.10	8.40	6.20	1.80	0.50
- Capital Work in Progress		652.80	562.70	627.80	91.10	14,003.00	359.40
Non-Current Investments	13.1	27,382.20	27,368.70	26,221.30	25,055.10	7,073.30	4,805.10
Long-Term Loans and Advances							
- Loan Assets	14	71,341.50	60,697.60	26,651.10	19,946.60	14,289.40	5,339.20
- Other Long-Term Advances	15	2,397.10	1,111.20	1,121.10	303.10	327.40	1,217.20
Other Non-Current Assets	16	987.90	2,900.50	636.50	838.00	521.30	-
		107,681.80	**97,628.00**	**59,617.10**	**50,159.50**	**37,045.50**	**12,524.40**
Current Assets							
Current Investments	13.2	3,285.00	3,505.00	220.00	-	-	-
Trade Receivables	17	1,637.40	1,237.50	335.50	464.10	36.50	72.20
Cash and Bank Balances	18	2,179.70	221.40	1,493.60	226.50	525.50	2,970.80
Short-Term Loans and Advances							
- Loan Assets	14	1,331.30	5,424.60	2,766.40	4,370.90	1,376.40	1,552.10
- Other Advances	19	588.70	1,423.50	1,345.10	1,493.90	1,591.20	166.40
Other Current Assets							
- Current Maturities of Long-Term Loan Assets	14	28,117.70	31,043.50	58,820.60	23,471.80	3,649.90	2,920.70
- Other Current Assets	20	8,233.20	1,774.40	2,434.40	391.10	172.60	563.60
		45,373.00	**44,629.90**	**67,415.60**	**30,418.30**	**7,352.10**	**8,245.80**
Total		**153,054.80**	**142,257.90**	**127,032.70**	**80,577.80**	**44,397.60**	**20,770.20**

Srei Infrastructure Finance Ltd(Standalone)

Statement of Profit and Loss, As Reformatted

Annexure - II
₹ In Mio

Particulars	Note	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
INCOME							
Revenue from Operations	21	8,789.10	16,612.80	11,765.00	7,346.50	4,569.90	3,195.80
Other Income	22	64.20	51.90	41.90	115.90	132.40	68.50
Total		**8,853.30**	**16,664.70**	**11,806.90**	**7,462.40**	**4,702.30**	**3,264.30**
EXPENSES							
Finance Costs	23	7,561.10	13,574.10	9,480.00	4,350.50	2,497.60	1,948.10
Employee Benefits Expense	24	196.50	437.70	412.60	302.20	196.80	143.80
Administrative and Other Expenses	25	350.10	681.80	455.10	387.80	396.30	583.50
Depreciation / Amortisation and Impairment	12	122.50	309.60	154.00	180.80	101.40	76.90
Total		**8,230.20**	**15,003.20**	**10,501.70**	**5,221.30**	**3,192.10**	**2,752.30**
Profit before Bad Debts, Provisions & Tax		623.10	1,661.50	1,305.20	2,241.10	1,510.20	512.00
Bad Debts/Advances written off (net of recovery)		0.50	12.00	5.00	0.10	28.90	8.30
Provision for Bad & Doubtful Debts		(7.00)	39.00	3.70	-	-	-
Provision for Non-Performing Assets		133.20	240.30	110.00	-	-	-
Contingent Provisions against Standard Assets		8.70	16.10	98.60	119.60	-	-
		135.40	**307.40**	**217.30**	**119.70**	**28.90**	**8.30**
Profit Before Tax		487.70	1,354.10	1,087.90	2,121.40	1,481.30	503.70
Tax Expense :							
-Current Tax		141.80	262.00	176.00	418.50	219.00	21.10
-Mat Credit Entitlement		-	(7.10)	(4.90)	-	(219.00)	(21.10)
-Deferred Tax		27.70	149.60	119.80	335.00	344.00	-
Total Tax for current year / period		169.50	404.50	290.90	753.50	344.00	-
Profit After Tax for current year / period		**318.20**	**949.60**	**797.00**	**1,367.90**	**1,137.30**	**503.70**
Income tax in respect of earlier years / periods		-	-	217.40	24.90	22.40	0.10
Profit After Tax		**318.20**	**949.60**	**579.60**	**1,343.00**	**1,114.90**	**503.60**
Earnings per Equity Share (Basic and Diluted) (in ₹) (Par Value ₹ 10/- per Equity Share)	26	0.63	1.89	1.15	5.80	5.33	2.41

Srei Infrastructure Finance Ltd (Standalone)

Cash Flow Statement, As Reformatted

Annexure - III

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
A. Cash Flow from Operating Activities						
Profit Before Tax	487.70	1,354.10	1,087.90	2,121.40	1,481.30	503.70
Adjustment for :						
Depreciation /Amortisation and Impairment	122.50	309.60	154.00	180.80	101.40	76.90
Bad Debts/ Advances/ Stock for Trade written off	0.50	12.00	5.00	0.10	28.90	8.30
Provision for Non- Performing Assets	133.20	240.30	110.00	-	-	-
Contingent Provisions against Standard Assets	8.70	16.10	98.60	119.60	-	-
Provision for Premium on Unsecured Subordinated Bonds	-	-	8.80	8.80	8.80	8.80
Loss on sale of Fixed Assets(net)	-	3.20	5.30	-	-	-
Profit on sale of Fixed Assets	-	-	-	-	-	(35.40)
Finance Costs	7,561.10	13,574.10	9,471.20	4,341.70	2,488.80	1,939.30
Income from Trade Investments	-	-	-	(2.80)	(118.50)	(245.20)
Profit on Sale of Investments(net)	(5.10)	-	-	(7.00)	(112.30)	(9.40)
Liabilities No Longer Required written back	(28.40)	(0.40)	-	(4.40)	-	-
Dividend Income	(3.00)	(3.80)	(2.80)	(4.00)	(14.30)	(6.20)
Provision for Diminution in value of Stock for Trade	1.80	(4.10)	1.60	9.00	0.70	0.50
Provision for diminution in value of Investments	-	-	-	-	13.80	21.60
Provision for Bad & Doubtful Debts	(7.00)	39.00	3.70	-	-	-
Profit on Sale of Stock for Trade (Net)	-	(0.30)	-	-	-	-
Profit on Sale of Long term Trade Investments (Net)	-	(0.70)	-	-	-	-
Operating Profit before Working Capital Changes	**8,272.00**	**15,539.10**	**10,943.30**	**6,763.20**	**3,878.60**	**2,262.90**
Adjustments for:						
(Increase) / Decrease in Receivables/Others	(5,326.10)	(2,612.30)	(1,789.50)	13,416.40	(14,163.60)	4,671.50
(Increase) / Decrease in Loan Assets	(3,624.80)	(8,927.60)	(40,448.80)	(28,473.60)	(9,503.70)	(8,115.10)
(Increase) / Decrease in Current Investments / Stock for Trade	225.10	(3,269.20)	(220.00)	(34.10)	2.60	2.50
(Increase) / Decrease in Fixed Deposit (Deposit with balance maturity period of more than three months)	0.70	210.30	(47.50)	(154.80)	40.10	39.90
(Decrease) / Increase in Trade Payables/ Others	(110.40)	257.30	230.40	57.20	268.90	(657.30)
Cash Generated from Operations	**(563.50)**	**1,197.60**	**(31,332.10)**	**(8,425.70)**	**(19,477.10)**	**(1,795.60)**
Interest Paid	(6,922.50)	(12,979.90)	(9,093.40)	(4,174.90)	(2,418.30)	(1,966.00)
Direct Taxes paid	(208.20)	(225.90)	(988.00)	(339.40)	(214.80)	(56.20)
Net Cash (Used in) / Generated from Operating Activities	**(7,694.20)**	**(12,008.20)**	**(41,413.50)**	**(12,940.00)**	**(22,110.20)**	**(3,817.80)**
B. Cash Flow from Investing Activities						
Purchase of Fixed Assets	(145.60)	(993.10)	(1,147.40)	(3,319.10)	(129.00)	(854.00)
Proceeds from Sale of Fixed Assets	-	117.40	17.70	-	-	53.40
Amount received towards transfer of business under Scheme of Arrangement	-	-	-	-	-	3,750.00
(Increase) in Investments (Other than Subsidiaries)	(3.50)	(138.00)	(631.60)	(1,341.70)	(2,168.20)	(1,301.50)
(Increase) of Investments in Subsidiaries	(10.00)	(10.50)	(35.50)	(199.00)	(1.50)	(4.50)
Investments in Joint Venture	-	(998.20)	(499.10)	-	-	(229.50)
Income from Trade Investments	-	-	-	2.80	118.50	245.20
Dividend Received	3.00	3.80	2.80	4.00	14.30	6.20
Net Cash (Used) / Generated in Investing Activities	**(156.10)**	**(2,018.60)**	**(2,293.10)**	**(4,853.00)**	**(2,165.90)**	**1,665.30**
C. Cash Flow from Financing Activities						
Increase/ (Decrease) in Debentures (net)	4,480.20	8,354.10	9,419.90	(2,100.00)	4,971.00	(79.00)
Increase/ (Decrease) in Working Capital facilities (net)	4,837.20	8,479.60	21,977.60	14,964.90	6,400.70	1,243.20
Increase/ (Decrease) in Other Loans (net)	786.30	(3,522.80)	13,951.80	4,649.30	10,634.90	3,320.00
Dividend Paid	(251.60)	(251.60)	(377.10)	(139.30)	(116.00)	(139.40)
Corporate Dividend Tax Paid	(42.80)	(40.80)	(61.20)	(23.10)	(19.70)	(23.70)
Net Cash (Used) / Generated in Financing Activities	**9,809.30**	**13,018.50**	**44,911.00**	**17,351.80**	**21,870.90**	**4,321.10**
Net Increase / (Decrease) in Cash & Cash Equivalents	**1,959.00**	**(1,008.30)**	**1,204.40**	**(441.20)**	**(2,405.20)**	**2,168.60**
Cash & Cash Equivalents at the beginning of the year/period	217.70	1,226.00	21.60	450.50	2,855.70	687.10
Add: Cash & Cash Equivalents acquired on Amalgamation	-	-	-	12.30	-	-
Cash & Cash Equivalents at the end of the year/period	**2,176.70**	**217.70**	**1,226.00**	**21.60**	**450.50**	**2,855.70**

Explanations:

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006

2. Previous year's figures have been regrouped/ reclassified wherever necessary to conform to the current period's classification.

1 Significant Accounting Policies

1.1 Basis of Preparation

Period Ended 30th Sept, 2013

The financial statements of the company have been prepared in conformity with Generally Accepted Accounting Principles in India, to comply in all material respects with the notified Accounting Standards ('AS') under the Companies (Accounting Standards) Rules, 2006, the relevant provisions of the Companies Act, 1956 and Companies Act, 2013 ('the Act') and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to an 'Infrastructure Finance Company – Non Deposit Taking' Non-Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

Financial Year 2012-13 & 2011-12

The financial statements have been prepared in conformity with Generally Accepted Accounting Principles in India, to comply in all material respects with the notified Accounting Standards ('AS') under the Companies Accounting Standard Rules, 2006, the relevant provisions of the Companies Act, 1956 ('the Act') and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to an 'Infrastructure Finance Company – Non Deposit Taking' Non-Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

Financial Year: 2010-11, 2009-10 & 2008-09

The financial statements have been prepared in conformity with Generally Accepted Accounting Principles in India, to comply in all material respects with the notified Accounting Standards ('AS') under the Companies Accounting Standard Rules, 2006, the relevant provisions of the Companies Act, 1956 ('the Act') and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to an Non-Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

Period Ended 30th Sept, 2013 & Financial Year: 2012-2013

Presentation and disclosure in Financial Statements

From the year ended 31st March, 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company for preparation and presentation of its financial statements. Except accounting for dividend on investment in subsidiary, the adoption of new Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements.

Financial Year: 2011-12

Presentation and disclosure in Financial Statements

During the year ended 31st March, 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company for preparation and presentation of its financial statements. Except accounting for dividend on investment in subsidiary, the adoption of new Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous years figures in accordance with the requirements applicable in the current year.

Operating Cycle

As per the revised Schedule VI, *"An operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents".*

For the company, there is generally no clearly identifiable normal operating cycle and hence the normal operating cycle for the company is assumed to have a duration of 12 months.

Current and Non-Current Asset

An asset is classified as 'current' when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is expected to be realised within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as 'non-current'.

Current and Non-Current Liability

A liability is classified as 'current' when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycles; or
- it is held primarily for the purpose of being traded; or
- it is due to be settled within twelve months after the reporting date; or
- the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as 'non-current'.

1.2 Use of estimates

Period Ended 30th Sept, 2013 & Financial Year: 2012-13

The preparation of financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting period/year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to the accounting estimates are recognised prospectively in the current and future accounting period/years.

Financial Year: 2011-12, 2010-11, 2009-10, 2008-09

The preparation of financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to the accounting estimates are recognised prospectively in the current and future accounting years.

1.3 Fixed Assets, Depreciation/Amortisation and Impairment

i) Fixed Assets

Tangible fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets, which take substantial period of time to get ready for their intended use, are also capitalised to the extent they relate to the period till such assets are ready to put to use.

Period Ended 30th Sept, 2013 & Financial Year: 2012-13

Intangible Assets comprising of computer software and licenses expected to provide future enduring economic benefits are carried at cost less accumulated amortisation and impairment losses, if any. Cost comprises of purchase price and directly attributable expenditure on making the asset ready for its intended use. Any technology support cost or annual maintenance cost for such software is charged to the Statement of Profit or Loss.

Financial Year: 2011-12, 2010-11, 2009-10, 2008-09

Intangible Assets expected to provide future enduring economic benefits are carried at cost less accumulated amortisation and impairment losses, if any. Cost comprises of purchase price and directly attributable expenditure on making the asset ready for its intended use.

ii) Depreciation/Amortisation

Depreciation/Amortisation is provided on Straight Line Method ('SLM'), which reflects the management's estimate of the useful lives of the respective fixed assets and the rates derived from such useful lives thereof are greater than or equal to the corresponding rates prescribed in Schedule XIV of the Act. The details of estimated useful life for each category of assets are as under:

Period Ended 30th Sept, 2013

	Asset category	Estimated Useful Life
I	**Assets for Own Use**	
i)	Buildings	45 - 61 years
ii)	Furniture & Fixtures	16 years
iii)	Motor Vehicles	11 years
iv)	Computers	3 - 6 years
v)	Office Equipment	21 years
vi)	Intangible Assets	2 - 6 years
II	**Assets for Operating Lease**	
vii)	Plant and Machinery	10 - 30 years
viii)	Aircrafts	9 years

Financial Year: 2012-13 & 2011-12

	Asset category	Estimated Useful Life
I	**Assets for Own Use**	
i)	Buildings	45 - 61 years
ii)	Furniture & Fixtures	16 years
iii)	Motor Vehicles	11 years
iv)	Computers	4 - 6 years
v)	Office Equipment	21 years
vi)	Intangible Assets	3 - 6 years
II	**Assets for Operating Lease**	
vii)	Plant and Machinery	10 - 30 years
viii)	Aircrafts	9 years

Financial Year: 2010-11

	Asset category	Estimated Useful Life
I	**Assets for Own Use**	
i)	Buildings	45-61 years
ii)	Furniture & Fixtures	16 years
iii)	Computers	4-6 years
iv)	General Plant & Machinery	21 years
v)	Motor Vehicles	11 years
vi)	Intangible Assets	3-6 years
II	**Assets for Operating Lease**	
vii)	Aeroplane / Aircraft	9 years
viii)	Oil Rig	9 years
ix)	Gas Genset	10 years

Financial Year: 2009-10

	Asset category	Estimated Useful Life
I	**Assets for Own Use**	
i)	Buildings	61 years
ii)	Furniture & Fixtures	16 years
iii)	Computers	6 years
iv)	General Plant & Machinery	21 years
v)	Intangible Assets	6 years
II	**Assets for Operating Lease**	
vi)	Aeroplanes / Aircraft	9 years
vii)	Oil Rig	9 years
viii)	Gas Gensets	10 years
ix)	Intangible Assets	3-6 years

Financial Year: 2008-09

	Asset category	
I	**Assets for Own Use**	
i)	Buildings	1.63%
ii)	Furniture & Fixtures	6.33%
iii)	Motor Vehicles	9.50%
iv)	Computers	16.21%
v)	General Plant & Machinery	4.75%
vi)	Intangible Assets	upto 6 years
II	**Assets for Operating Lease**	
vii)	Aeroplanes / Aircraft	11.11% (based on estimated useful life of 9 years)
viii)	Oil Rig	11.31%

Fixed Assets costing up to ₹ 5,000/- are depreciated fully over a period of 12 months from the date of purchase.

Depreciation/ Amortisation on assets purchased / sold during the reporting period is recognised on pro-rata basis.

Lease-hold assets including improvements are amortised over the period of the lease or the estimated useful life of the asset, whichever is lower.

iii) Impairment of Fixed Assets

The carrying amount of assets is reviewed at each Balance Sheet date to determine if there is any indication of impairment, based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

1.4 Capital Work in Progress

Capital work in progress is stated at cost and includes development and other expenses, including interest during construction period.

1.5 Borrowing Costs

Borrowing costs relating to the acquisition / construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

The ancillary costs incurred in connection with the arrangement of borrowings are amortised over the life of underlying borrowings. Premium payable on redemption of bonds is amortised over the tenure of the bonds. These form part of the

Borrowing costs also include exchange differences arising from Foreign currency borrowings, to the extent they are regarded as an adjustment to the borrowing costs.

All other costs related to borrowings are recognised as expense in the period in which they are incurred.

1.6 Operating Leases

Period Ended 30th Sept, 2013 & Financial Year: 2012-13

Where the Company is lessee

Leases under which all the risks and benefit of ownership are effectively retained by the lessor are classified as operating leases. Amount due under the operating leases are charged to the Statement of Profit and Loss, on a straight - line method over the lease term in accordance with Accounting Standard 19 on 'Leases' as notified under the Companies (Accounting Standards) Rules, 2006.

Where the Company is lessor

Leases under which the company does not transfer substantially all the risks and benefit of ownership of the asset to the Lessee are classified as operating leases. Assets subject to operating leases are included in fixed assets. Initial direct costs incurred before the asset is ready to be put to use, are included in the cost of the asset and those incurred afterwards, are recognised in the Statement of Profit and Loss as they are incurred. Lease income in respect of operating leases is recognised in the statement of Profit and Loss on a straight-line method over the lease term in accordance with Accounting Standard 19 on 'Leases' as notified under the Companies (Accounting Standards) Rules, 2006. Maintenance cost including depreciation are recognised as an expense in the Statement of Profit and Loss.

Financial Year: 2011-12, 2010-11, 2009-10, 2008-09

Assets given on operating leases are included in fixed assets. Initial direct costs incurred before the asset is ready to be put to use, are included in the cost of the asset and those incurred afterwards, are recognised in the Statement of Profit and Loss as they are incurred.

1.7 Investments

Period Ended 30th Sept, 2013

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified under the Companies (Accounting Standards) Rules, 2006. Current investments also include current maturities of long-term investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and market price determined category-wise. All non-current investments, including investments in Subsidiaries, are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognise a decline, on an individual basis. The cost of Investments acquired on amalgamations is determined as per the terms of the scheme of amalgamation.

Cost is arrived at on weighted average method for the purpose of valuation of investment.

Financial Year: 2012-13, 2011-12, 2010-11, 2009-10, 2008-09

Investments that are intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and market price determined category-wise. All non-current investments, including investments in Subsidiary Companies, are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognise a decline, on an individual basis. The cost of Investments acquired on amalgamations is determined as per the terms of the scheme of amalgamation.

Cost is arrived at on weighted average method for the purpose of valuation of investment.

1.8 Stock for Trade

Stock for Trade is carried at lower of cost and market price, determined category-wise.

1.9 Loan Assets

Period Ended 30th Sept, 2013 & Financial Year: 2012-13

Loan Assets include loans advanced by the Company, secured by collateral offered by the customers, if applicable.

Loan assets are carried at net investment amount including instalments fallen due and are net of unmatured / unearned finance charges, amounts received, assets not paid for, etc. and include assets acquired in satisfaction of debt.

Financial Year: 2011-12, 2010-11, 2009-10 & 2008-09

Loan Assets include loans advanced by the Company, secured by collateral offered by the customers, if applicable.

Loan assets are carried at net investment amount including instalments fallen due and are net of unmatured / unearned finance charges, amounts received, assets not paid for, etc.

1.10 Provisioning / Write-off of assets

Period Ended 30th Sept 2013 & Financial Year: 2012-13 & 2011-12

The Company makes provision for Standard and Non-Performing Assets as per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate. Provision for doubtful debtors towards fee based income is also made on similar basis.

Financial Year: 2010-11

The Company makes provision for Standard and Non-Performing Assets as per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate. Provision for doubtful debtors towards fee based income is provided based on management's best estimate.

Financial Year: 2009-10 & 2008-09

Provisions for non performing assets are considered in the financial statements according to Prudential Norms prescribed by the Reserve Bank of India (RBI) for Non-Banking Financial Companies. Additional provision as per the norms of Foreign Financial Institutions (FFI) has also been made as follows:

Loan Assets:

Asset Classification	Arrear period	Provision as per RBI	Provision as per FFI	Provision adopted by the Company
		% of Portfolio	% of Portfolio	% of Portfolio
Standard	Upto 90 days	Nil	Nil	Nil
	91 to 180 days	Nil	20	20
Sub-Standard	181 to 360 days	10	50	50
	361 to 365 days	10	100	100
	More than 12 months to 24 months	10	100	100
Doubtful (Unsecured)	More than 24 months	100	100	100
Doubtful (Secured)	More than 24 months to 36 months	20	100	100
	More than 36 months to 60 months	30	100	100
	Above 60 months	50	100	100
Loss	As per Management discretion	100	100	100

Operating Lease Assets:

Asset Classification	Arrear period	Provision as per RBI	Provision as per FFI	Provision adopted by the Company
		% of Portfolio	% of Portfolio	% of Portfolio
Standard	Upto 90 days	Nil	Nil	Nil
	91 to 180 days	Nil	20	20
	181 to 360 days	Nil	50	50
	361 to 365 days	Nil	100	100
Sub- Standard	More than 12 months to 24 months	10	100	100
	More than 24 months to 30 months	40	100	100
Doubtful	More than 30 months to 36 months	40	100	100
	More than 36 months to 48 months	70	100	100
	More than 48 months	100	100	100
Loss	As per Management discretion	100	100	100

Financial Year: 2009-10 & 2008-09

Provision for other debts arising from services is considered in the financial statements according to the Prudential Norms prescribed by the Reserve Bank of India for Non-Banking Financial Companies.

Period Ended 30th Sept, 2013 & Financial Year: 2012-13, 2011-12, 2010-11, 2009-10 & 2008-09

Loan assets overdue for more than four years, as well as those, which, as per the management are not likely to be recovered, are considered as bad debts and written off.

1.11 Foreign Currency Transactions, Translations & Derivative Contracts

The reporting currency of the Company is the Indian Rupee (₹).

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the prevailing exchange rate between the reporting currency and the foreign currency, as on the date of the transaction.

ii) Conversion

Year/Period end foreign currency monetary items are reported using the year/period end rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates prevailing at the date when the values were determined.

iii) Exchange Differences

Exchange differences arising on the settlement or reporting of monetary items, at rates different from those at which they were initially recorded during the year/period or reported in previous financial statements and / or on conversion of monetary items, are recognised as income or expense in the year/period in which they arise. Exchange differences arising out of foreign currency borrowings are considered as an adjustment to interest cost and recognised in accordance to para 1.5 above.

iv) Forward Exchange Contracts (not intended for trading or speculation purpose)

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the respective contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year/period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense in the year/period in which it is cancelled or renewed.

v) Derivatives and Hedges

Period Ended 30th Sept, 2013 & Financial Year: 2012-13, 2011-12 & 2010-11

In terms of the announcement made by The Institute of Chartered Accountants of India, the accounting for derivative contracts (other than those covered under AS-11) is done based on the "marked to market" principle, on a portfolio basis and the net loss, after considering the offsetting effect on the underlying hedged item, is charged to the Statement of Profit and Loss. Net gains are ignored as a matter of prudence.

Financial Year: 2009-10 & 2008-09

In respect of Derivative contracts, premium paid, gains/losses on settlement and provisions for losses determined in accordance with principles of prudence, on category wise basis, are recognised in the Profit & Loss account.

1.12 Revenue Recognition

Period Ended 30th September:

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection.

Financial Year: 2012-13, 2011-12, 2010-11, 2009-10 & 2008-09:

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i) Income from Loans and Leases:

Income from Loans and Leases is recognised in the Statement of Profit and Loss on accrual basis as stated herein below, except in the case of non-performing assets where it is recognised, upon realisation, as per the Prudential Norms / Directions of RBI, applicable to NBFCs.

A) Loans:

a) Interest income from loan assets is recognised based on the internal rate of return, to provide a constant periodic rate of return on the net investment outstanding over the period of the contract, or as per the terms of the contract.

b) Fees on processing of loans are recognised when a binding obligation for granting loan has been entered into.

c) Delayed-payment interest/ incremental interest pursuant to upward revision in benchmark interest rate is accrued, only to the extent of probable recovery, as per the best estimate of the management.

d) Gains arising on securitisation/assignment of assets, if any, are recognised over the tenure of agreements as per guideline on securitisation of standard assets issued by RBI, while loss, if any is recognised upfront. These are considered as income from loans under the head 'Revenue from Operations'.

B) Leases:

Period Ended 30th Sept, 2013 & Financial Year: 2012-13, 2011-12 & 2010-11
Income from operating lease is recognised on straight line basis over the lease term or other systematic basis which is more representative of the time pattern of the users benefit.

Financial Year: 2009-10 & 2008-09
It is recognised as rentals, as accrued over the period of lease, net of value added tax, if applicable.

ii) Fee Based Income

Fees for advisory services are accounted based on the stage of completion of assignments, when there is reasonable certainty of its ultimate realisation/ collection.

Other fee based income is accounted for on accrual basis.

iii) Other Operating Income

a) Income from Dividend of shares of corporate bodies is accounted when the Company's right to receive the dividend is established.
b) Income from investment in units of Funds is recognised on cash basis as per the Prudential Norms of RBI.
c) Interest income on fixed deposits/margin money is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.
d) Profit or Loss on sale of non-current and current investments are recognised when a binding obligation has been entered into.
e) All other operating income is accounted for on accrual basis.

1.13 Retirement and Other Employee Benefits

a) Retirement and employee benefits in the form of Provident Fund and Employee State Insurance are defined contribution plans and the Company’s contributions, paid or payable during the reporting period, are charged to the Statement of Profit and Loss.

b) Gratuity liability is a defined benefit plan and is provided for on the basis of actuarial valuation on projected unit credit method at the Balance Sheet date.

c) **Period Ended 30th Sept, 2013 & Financial Year:2012-13, 2011-12 & 2010-11**
Long-Term compensated absences are provided for based on actuarial valuation as per projected unit credit method at the Balance Sheet date.

Financial Year: 2009-10 & 2008-09
Short term employee benefits based on expected obligation on undiscounted basis are recognised as expense in the Profit and Loss account of the period in which the related service is rendered.

d) Actuarial gains/losses are charged to the Statement of Profit and Loss and are not deferred.

1.14 Taxes on Income

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year/reporting period determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year/period and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year/period in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.15 Segment Reporting

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the Company is predominantly engaged in a single reportable segment of 'Financial Services'.

1.16 Provision, Contingent Liabilities and Contingent Assets

A provision is recognised when the company has a present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognised but are disclosed in the notes to financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

Provision for Income Tax for the assessments completed which are pending under appeals and for the current year/period have been made to the extent considered necessary by the management.

1.17 Cash and Cash Equivalents

Financial Year:2012-13, 2011-12, 2010-11, 2009-10 & 2008-09

Cash and cash equivalents in the Cash Flow Statement comprises of cash on hand, cash at Bank, demand deposits with banks, cheques on hand, remittances in transit and short-term highly liquid investments with an original maturity of three months or less.

1.18 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/period.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.19 Assets under Management

Contracts securitised, assigned or co-branded are derecognised from the books of accounts. Contingent liabilities thereof, if any, are disclosed separately in the notes to financial statements.

1.20 Prior Period and Extra Ordinary Items

Prior Period and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately.

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Schedules to the Statement of Assets & Liabilities, As Reformatted

2. SHARE CAPITAL

Particulars	As at 30th Sept, 2013		As at 31st March, 2013		As at 31st March, 2012		As at 31st March, 2011		As at 31st March, 2010		As at 31st March, 2009	
	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)
Authorised												
Equity Shares, ₹ 10/- par value per share	1000000000	10,000.00	710000000	7,100.00	710000000	7,100.00	710000000	7,100.00	400000000	4,000.00	400000000	4,000.00
Preference Shares, ₹ 100/- par value per share	50000000	5,000.00	10000000	1,000.00	10000000	1,000.00	10000000	1,000.00	30000000	3,000.00	30000000	3,000.00
Issued and subscribed												
Equity Shares, ₹ 10/- par value per share	503559160	5,035.60	503559160	5,035.60	503559160	5,035.60	503559160	5,035.60	116617625	1,166.20	116617625	1,166.20
Fully Paid-up												
Equity Shares, ₹ 10/- par value per share	503086333	5,030.90	503086333	5,030.90	503086333	5,030.90	503086333	5,030.90	116144798	1,161.40	116144798	1,161.40
Forfeited Shares	472827	1.50	472827	1.50	472827	1.50	472827	1.50	472827	1.50	472827	1.50
Total		5,032.40		5,032.40		5,032.40		5,032.40		1,162.90		1,162.90

2.1 Reconciliation of Equity Shares outstanding

The reconciliation of the number of equity shares outstanding and the corresponding amount thereof,as at the Balance Sheet date is set out below:

Equity Shares	As at 30th September, 2013		As at 31st March, 2013		As at 31st March, 2012		As at 31st March, 2011		As at 31st March, 2010		As at 31st March, 2009	
	No. of Shares	₹ in lakh	No. of Shares	₹ in lakh	No. of Shares	₹ in lakh	No. of Shares	₹ in lakh	No. of Shares	₹ in lakh	No. of Shares	₹ in lakh
At the beginning of the financial year/period	503086333	50,309	503086333	50,309	503086333	50,309	116144798	11,614	116144798	11,614	116144798	11,614
Add: Issued as fully paid-up bonus shares by capitalisation of Securities Premium	-	-	-	-	-	-	92915839	9,292	-	-	-	-
Add: Allotment pursuant to Scheme of Amalgamation, without payment being received in Cash	-	-	-	-	-	-	294025696	29,403	-	-	-	-
At the end of the financial year/period	503086333	50,309	503086333	50,309	503086333	50,309	503086333	50,309	116144798	11,614	116144798	11,614

2.2 Rights, preferences and restrictions in respect of each class of Shares

The Company's authorised capital consists of two classes of shares, referred to as equity shares and preference shares, having par value of ₹ 10/- and ₹ 100/- each respectively. Each holder of equity shares is entitled to one vote per share. The preference shareholders have a preferential right over equity share holders, in respect of repayment of capital and payment of dividend. However, no such preference shares have been issued by the Company during the period ended 30th Sept, 2013 and year ended 31st March, 2013, 31st March, 2012, 31st March, 2011,31st March, 2010 & 31st March, 2009.

The Company declares and pays dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Dividend per equity share proposed for the Current Period is₹ Nil (Financial Year- 2012-13:₹ 0.50, 2011-12:₹ 0.50, 2010-11:₹ 0.75, 2009-10:₹ 1.20 & 2008-09:₹ 1.00).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Shares allotted as fully paid-up without payment being received in cash/by way of bonus shares (during 5 years preceding 31st March, 2013)

Pursuant to amalgamation of Quippo Infrastructure Equipment Limited (Transferor Company) into and with the Company, approved by the Equity Shareholders of the Company and sanctioned by the Hon'ble High Court of Calcutta on 18th January, 2011, the Company issued and allotted 92,915,839 equity shares of ₹ 10/- par value, as fully paid up bonus shares, to the pre-amalgamation equity shareholders of the Company on 5th March, 2011.

Further, the Company issued and allotted 294,025,696 equity shares of ₹ 10/- par value, as fully paid-up, towards consideration for the aforesaid amalgamation, to the shareholders of the Transferor Company on 5th March, 2011. This includes 48,600,000 equity shares allotted to Srei Growth Trust, a Trust settled by the Company on 4th March, 2011, to receive equity shares of the Company in exchange of the Company's shareholding in the Transferor Company. The beneficial interest in the Trust amounting to₹ 1,851.50 lakh, representing the cost of shares of the Transferor Company, is shown under 'Non-Current Investments' in the Balance Sheet.

2.4 Shareholders holding more than 5% of the equity shares each, are set out below:

Name of the Shareholders	As at 30th Sept, 2013		As at 31st March, 2013		As at 31st March, 2012		As at 31st March, 2011		As at 31st March, 2010		As at 31st March, 2009	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Deigratia International Pte Limited	118997688	23.65	150297688	29.88	147937030	29.41	167937030	33.38	N.A.	N.A.	N.A.	N.A.
Opulent Venture Capital Trust	57974595	11.52	57974595	11.52	57974595	11.52	57974595	11.52	N.A.	N.A.	N.A.	N.A.
Srei Growth Trust *	48600000	9.66	48600000	9.66	48600000	9.66	48600000	9.66	N.A.	N.A.	N.A.	N.A.
Adisri Investment Private Limited (formerly Adisri Investment Limited)	38992840	7.75	38992840	7.75	38992840	7.75	38992840	7.75	21662689	18.65	21662689	18.65
Adhyatma Commercial Private Limited	40888990	8.13	40888990	8.13	34705703	6.90	10395000	2.07	5775000	4.97	5775000	4.97
Fidelity Investment Trust Fidelity Series Emerging Markets Fund	43522475	8.65	39204363	7.79	31414121	6.24	12098588	2.40	-	-	-	-
Bharat Connect Limited	44281732	8.80	12960000	2.58	12960000	2.58	12960000	2.58	7200000	6.20	7200000	6.20
Sanlam Asset Management (Ireland) Limited A/C Sanlam Universal Funds Plc	-	-	-	-	-	-	-	-	3665521	3.16	9677279	8.33
T Rowe Price International Inc A/C T Rowe Price International New Asia Fund	-	-	-	-	-	-	-	-	-	-	9577473	8.25
Arisaig Partners (Asia) Pte Ltd. A/C Arisaig India Fund Limited	-	-	-	-	-	-	-	-	-	-	2146704	1.85

*Held in the name of Trustees

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

3. RESERVES AND SURPLUS

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Capital Reserves						
Opening balance	194.50	194.50	194.50	194.50	16.50	16.50
Add :- Addition during the year/period	-	-	-	-	178.00	-
Closing balance	194.50	194.50	194.50	194.50	194.50	16.50
Securities Premium Reserve						
Opening balance	1,975.40	1,975.40	1,975.40	2,904.60	2,904.60	2,904.60
Add :- Addition during the year/period	-	-	-	-	-	-
Less: Issuance of Bonus shares	-	-	-	(929.20)	-	-
Closing balance	1,975.40	1,975.40	1,975.40	1,975.40	2,904.60	2,904.60
Bond/Debt Redemption Reserve						
Opening balance	1,068.80	950.40	647.80	425.00	430.00	219.20
Add: Transfer from Surplus in the Statement of Profit and Loss*(refer note 3.1)*	55.20	211.10	381.80	302.00	74.20	290.00
Less: Transfer to Surplus, on repayment of Bond/Debt	-	(92.70)	(79.20)	(79.20)	(79.20)	(79.20)
Closing balance	1,124.00	1,068.80	950.40	647.80	425.00	430.00
Special Reserve (Reserve Fund as per Section 45-IC of the Reserve Bank of India Act, 1934)						
Opening balance	1,648.40	1,458.40	1,341.70	1,072.70	844.70	742.70
Add: Addition during the year/period	63.70	190.00	116.70	269.00	228.00	102.00
Closing balance	1,712.10	1,648.40	1,458.40	1,341.70	1,072.70	844.70
General Reserve						
Opening balance	13,960.40	13,960.40	13,960.40	173.40	143.40	143.40
Add: Addition on account of Amalgamation	-	-	-	13,787.00	30.00	-
Closing balance	13,960.40	13,960.40	13,960.40	13,960.40	173.40	143.40
Surplus						
Opening balance	2,595.50	2,248.60	2,379.10	1,967.90	1,268.50	1,213.50
Add: Net profit after tax transfer from Statement of Profit and Loss	318.20	949.60	579.60	1,343.00	1,114.90	503.60
Amount available for appropriation	2,913.70	3,198.20	2,958.70	3,310.90	2,383.40	1,717.10
Appropriations:						
Proposed Equity dividend	-	251.50	251.50	377.30	139.40	116.10
Corporate dividend tax on proposed dividend	-	42.80	39.30	62.70	23.10	19.70
Transferred to General Reserve	-	-	-	-	30.00	-
Transferred to Special Reserve	63.70	190.00	116.70	269.00	228.00	102.00
Transferred to Bond/Debt Redemption Reserve (net)	55.20	118.40	302.60	222.80	(5.00)	210.80
Closing balance	2,794.80	2,595.50	2,248.60	2,379.10	1,967.90	1,268.50
Total Reserves and Surplus	**21,761.20**	**21,443.00**	**20,787.70**	**20,498.90**	**6,738.10**	**5,607.70**

3.1 Bond / Debt Redemption Reserve

As per terms of Issue, the Company has created Bond / Debt Redemption Reserve (For the period ended 30th Sept, 2013: ₹ Nil Lakh, FY 2012-13: ₹ 1,717 lakh, FY 2011-12 : ₹ 3,797 lakh, FY 2010-11 : ₹ 3,020 lakh, FY 2009-10 : ₹ 742 lakh, FY 2008-09 : ₹ 2900 lakh) towards redemption of Unsecured Subordinated Bonds / Debentures / Debt (Tier II Capital). Debt Redemption Reserve of (For the period ended 30th Sept, 2013: ₹ Nil Lakh, FY 2012-13: ₹ 927 lakh, FY 2011-12 : ₹ 792 lakh, FY 2010-11 : ₹ 792 lakh, FY 2009-10 : ₹ 792 lakh, FY 2008-09 : ₹ 792 lakh) has been reversed due to repayment of Bond / Debt during the year/period.

The Company has also created Bond / Debt Redemption Reserve of (For the period ended 30th Sept, 2013: ₹ 63 Lakh, FY 2012-13: ₹ 221 lakh, FY 2011-12 : ₹ 21 lakh) towards redemption of Long-Term Infrastructure Bonds, which were raised during the Financial Year 2011-12 and of (For the period ended 30th Sept, 2013: ₹ 489 Lakh, FY 2012-13: ₹ 173 lakh, FY 2011-12 :Nil) towards redemption of Non-Convertible Debenture issued through public Issue.

4. LONG-TERM BORROWINGS (Non- Current Maturities)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Secured						
Bonds/Debentures						
Long-Term Infrastructure Bonds (refer note 4.1)	248.90	248.90	248.90	-	-	-
Non-Convertible Debentures *(refer note 4.2 & 8.5)*	13,142.10	10,659.90	6,530.00	170.00	-	-
Term Loans *(refer note 4.3)*						
From Banks						
- Rupee Loans	16,389.10	14,976.90	10,599.80	6,454.50	9,184.50	-
- Foreign Currency Loans	3,774.00	3,215.30	2,544.20	1,114.70	4,489.00	5,072.00
From Financial Institutions						
- Foreign Currency Loans	4,533.30	4,596.40	5,533.60	5,317.30	2,647.00	1,793.30
Deposits						
Public Deposits *(refer note 4.4)*	-	-	-	1.60	5.20	2.70
Other Loans						
Buyer's Credit from Banks - Foreign Currency Loans *(refer note 4.5)*	-	-	-	108.10	-	-
(A)	38,087.40	33,697.40	25,456.50	13,166.20	16,325.70	6,868.00
B. Unsecured						
Bonds/Debentures						
Non-Convertible Debentures (refer note 4.7 & 8.5)	-	-	-	-	100.00	-
Subordinated bonds/debentures (Tier II Capital) *(refer note 4.6)*	11,569.90	10,416.90	6,500.00	3,052.70	2,631.60	710.60
Deposits						
Inter-Corporate Deposits	8.90	8.90	8.90	-	-	-
(B)	11,578.80	10,425.80	6,508.90	3,052.70	2,731.60	710.60
Total (A+B)	49,666.20	44,123.20	31,965.40	16,218.90	19,057.30	7,578.60

4. LONG-TERM BORROWINGS (Current Maturities)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Secured						
Bonds/Debentures						
Non-Convertible Debentures *(refer note 4.2 & 8.5)*	1,375.00	530.00	170.00	-	-	-
Term Loans *(refer note 4.3)*						
From Banks						
- Rupee Loans	7,847.10	8,256.80	5,692.60	4,238.00	3,035.70	-
- Foreign Currency Loans	-	-	1,271.80	3,344.30	-	-
From Financial Institutions						
- Foreign Currency Loans	1,531.40	1,310.30	532.50	433.40	410.20	362.30
Deposits						
Public Deposits *(refer note 4.4)*	-	-	1.60	2.90	2.40	6.50
Other Loans						
Buyer's Credit from Banks - Foreign Currency Loans *(refer note 4.5)*	-	41.10	123.30	-	-	-
(A)	10,753.50	10,138.20	7,791.80	8,018.60	3,448.30	368.80
B. Unsecured						
Bonds/Debentures						
Non-Convertible Debentures (refer note 4.7 & 8.5)	-	-	-	430.00	-	-
Subordinated bonds/debentures (Tier II Capital) *(refer note 4.6)*	-	-	52.70	79.00	79.00	79.00
Term Loans						
From Financial Institutions (refer note 4.8)	-	-	-	500.00	-	-
(B)	-	-	52.70	1,009.00	79.00	79.00
Total (A+B)	10,753.50	10,138.20	7,844.50	9,027.60	3,527.30	447.80

4.1 Long-Term Infrastructure Bonds – Secured, Redeemable, Non-convertible Debentures

Period Ended 30th Sept 2013

During the financial year 2011-12, the Company had raised fund through Pulic issue of Long-Term Infrastructure Bonds in the nature of Secured, Redeemable Non-Convertible Debentures, eligible for deduction under section 80 CCF of the Income-Tax Act, 1961. Fund raised has been utilised for the purposes of infrastructure lending as per terms in the year of the issue.

Maturity profile and rate of interest of these Bonds are as set out below:

(₹ in Lakh)

Rate of Interest	Maturity Profile		Total
	2016-17	2013-16	
8.90%	1,291	-	1,291
9.15%	1,198	-	1,198
Total	**2,489**	**-**	**2,489**

Bonds with interest rate of 8.90% have an overall tenure of 10 years and those with 9.15%, 15 years. Buyback option is available for all bonds at the end of 5 years i.e. on 22.03.2017. Bonds are secured by exclusive charge on specific receivables of the Company & pari-passu mortgage/charge on immovable property.

Financial Year: 2012-13

During the current period, the Company has raised ₹ Nil (Previous year: ₹ 2,489) through public issue of Long-Term Infrastructure Bonds in the nature of Secured, Redeemable Non-Convertible Debentures, eligible for deduction under section 80 CCF of the Income-Tax Act, 1961. Fund raised has been utilised for the purposes of infrastructure lending as per the terms in the year of the issue.

Maturity profile and rate of interest of these Bonds are as set out below:

(₹ in Lakh)

Rate of Interest	Maturity Profile		Total
	2016-17	2012-16	
8.90%	1,291	-	1,291
9.15%	1,198	-	1,198
Total	**2,489**	**-**	**2,489**

Bonds with interest rate of 8.90% have an overall tenure of 10 years and those with 9.15%, 15 years. Buyback option is available for all bonds at the end of 5 years i.e. on 22.03.2017. Bonds are secured by exclusive charge on specific receivables of the Company & pari-passu mortgage/charge on immovable property.

Financial Year: 2011-12

During the year, the Company has raised ₹ 2489 lakh (Previous year: ₹ Nil) through public issue of Long-Term Infrastructure Bonds in the nature of Secured, Redeemable Non-Convertible Debentures, eligible for deduction under section 80 CCF of the Income-Tax Act, 1961. Fund raised has been utilised for the purposes of infrastructure lending as per the terms of the issue.

Maturity profile and rate of interest of these Bonds are as set out below:

(₹ in Lakh)

Rate of Interest	Maturity Profile		Total
	2016-17	2012-16	
8.90%	1,291	-	1,291
9.15%	1,198	-	1,198
Total	**2,489**	**-**	**2,489**

Bonds with interest rate of 8.90% have an overall tenure of 10 years and those with 9.15%, 15 years. Buyback option is available for all bonds at the end of 5 years i.e. on 22.03.2017. Bonds are secured by exclusive charge on specific receivables of the Company & pari-passu mortgage/charge on immovable property.

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

4.2 Non-Convertible Debentures

As at 30th Sept, 2013 (₹ in Lakh)

Rate of Interest	Maturity Profile*								Total
	2022-23	2021-22	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	
9.84%[3]	-	-	-	-	46	-	-	-	46
9.92%[3]	-	-	-	-	10	-	-	-	10
10.25%[4]	-	-	6,450	-	-	-	-	-	6,450
10.30%[3]	-	-	-	-	1,121	-	-	-	1,121
10.35%[3]	-	-	-	-	-	439	-	40	479
10.41%[5]	-	-	-	-	52	-	-	-	52
10.65%[1]	-	-	-	-	-	1,147	-	-	1,147
10.75%[1]	-	-	-	-	-	649	-	-	649
10.76%[4]	-	-	-	-	-	195	-	-	195
10.80%[1]	-	-	-	-	-	6,668	6,666	6,666	20,000
10.85%[1]	-	-	-	332	-	-	-	-	332
10.90%[1]	-	-	-	-	-	44	-	-	44
11.00%[1]	-	-	-	14,716	-	-	-	13,750	28,466
11.00%[4]	-	-	-	155	-	-	-	-	155
11.20%[1]	-	-	-	1,511	-	-	-	-	1,511
11.20%[1]	-	-	-	-	-	-	620	-	620
11.24%[4]	-	-	808	-	-	-	-	-	808
11.25%[6]	-	-	-	-	-	-	1,500	-	1,500
11.30%[2]	-	-	-	-	2,000	-	-	-	2,000
11.30%[1]	-	-	-	-	12,770	-	-	-	12,770
11.35%[1]	2,000	-	-	-	1,500	-	-	-	3,500
11.40%[2]	70	-	-	-	-	-	10,600	-	10,670
11.40%[1]	130	-	-	-	610	-	1,000	6,700	8,440
11.45%[1]	-	-	200	-	-	-	1,000	-	1,200
11.48%[1]	-	-	-	-	170	-	-	-	170
11.50%[2]	-	-	-	-	2,500	-	-	-	2,500
11.50%[1]	110	-	-	-	-	1,661	-	-	1,771
11.51%[4]	-	-	-	-	-	736	-	-	736
11.55%[1]	-	-	140	-	2,000	-	-	-	2,140
11.72%[4]	-	-	881	-	-	-	-	-	881
11.75%[1]	-	-	-	1,508	-	29,300	-	-	30,808
11.90%[1]	-	4,000	-	-	-	-	-	-	4,000
Total	**2,310**	**4,000**	**8,479**	**18,222**	**22,779**	**40,839**	**21,386**	**27,156**	**145,171**

***** Includes current maturities

[1] Secured against Receivables / Assets of the Company and mortgage of immovable property.

[2] Secured against Mortgage of immovable property.

[3] Secured against Receivables / Assets of the Company and mortgage of immovable property. NCD's have an overall tenure of 7 years and having put/ call option at the end of 5 years i.e. on 05-11-2017

[4] Secured against Receivables / Assets of the Company and mortgage of immovable property. Due to cumulative Interest bonds wherein interest is payable on maturity, yield has been considered as rate of interest.

[5] Secured against Receivables / Assets of the Company and mortgage of immovable property. Due to cumulative Interest bonds wherein interest is payable on maturity, yield has been considered as rate of interest. NCD's have an overall tenure of 7 years and having put/ call option at the end of 5 years i.e. on 05-11-2017.

[6] Secured against Mortgage of immovable property. NCD's have an overall tenure of 5 years and having put/ call option at the end of 3 years i.e. on 08-06-2015.

Funds raised ₹ 23,635 Lakh through public issue of Secured, Redeemable Non-Convertible Debentures have been utilised for the purposes as per the terms of the issue.

All the above debentures are redeemable at par.

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**
Financial Year: 2012-13

(₹ in Lakh)

Rate of Interest	Maturity Profile*								Total
	2022-23	2021-22	2019-20	2017-18	2016-17	2015-16	2014-15	2013-14	
9.84%[3]	-	-	-	46	-	-	-	-	46
9.92%[3]	-	-	-	10	-	-	-	-	10
10.25%[4]	-	-	6,450	-	-	-	-	-	6,450
10.30%[3]	-	-	-	1,121	-	-	-	-	1,121
10.41%[5]	-	-	-	52	-	-	-	-	52
10.80%[1]	-	-	-	-	6,668	6,666	6,666	-	20,000
10.90%[1]	-	-	-	-	-	-	-	5,000	5,000
11.00%[1]	-	-	-	-	-	-	-	300	300
11.20%[1]	-	-	-	-	-	620	-	-	620
11.25%[6]	-	-	-	-	-	1,500	-	-	1,500
11.30%[2]	-	-	-	2,000	-	-	-	-	2,000
11.30%[1]	-	-	-	12,770	-	-	-	-	12,770
11.35%[1]	2,000	-	-	1,500	-	-	-	-	3,500
11.40%[2]	70	-	-	-	-	10,600	-	-	10,670
11.40%[1]	130	-	-	610	-	1,000	6,700	-	8,440
11.45%[1]	-	-	200	-	-	1,000	-	-	1,200
11.48%[1]	-	-	-	170	-	-	-	-	170
11.50%[2]	-	-	-	2,500	-	-	-	-	2,500
11.50%[1]	110	-	-	-	-	-	-	-	110
11.55%[1]	-	-	140	2,000	-	-	-	-	2,140
11.75%[1]	-	-	-	-	29,300	-	-	-	29,300
11.90%[1]	-	4,000	-	-	-	-	-	-	4,000
Total	**2,310**	**4,000**	**6,790**	**22,779**	**35,968**	**21,386**	**13,366**	**5,300**	**111,899**

***** Includes current maturities

[1] Secured against Receivables / Assets of the Company and mortgage of immovable property.

[2] Secured against Mortgage of immovable property.

[3] Secured against Receivables / Assets of the Company and mortgage of immovable property. NCD's have an overall tenure of 7 years and having put/ call option at the end of 5 years i.e. on 05-11-2017

[4] Secured against Receivables / Assets of the Company and mortgage of immovable property. Due to cumulative Interest bonds wherein interest is payable on maturity, yield has been considered as rate of interest.

[5] Secured against Receivables / Assets of the Company and mortgage of immovable property. Due to cumulative Interest bonds wherein interest is payable on maturity, yield has been considered as rate of interest. NCD's have an overall tenure of 7 years and having put/ call option at the end of 5 years i.e. on 05-11-2017.

[6] Secured against Mortgage of immovable property. NCD's have an overall tenure of 5 years and having put/ call option at the end of 3 years i.e. on 08-06-2015.

Funds raised ₹ 7,679 Lakh through public issue of Secured, Redeemable Non-Convertible Debentures have been utilised for the purposes as per the terms of the issue.

All the above debentures are redeemable at par.

Financial Year: 2011-12

(₹ in Lakh)

Rate of Interest	Maturity Profile*						Total
	2021-22	2016-17	2015-16	2014-15	2013-14	2012-13	
9.75% [1]	-	-	-	-	-	1,700	1,700
10.80% [2]	-	6,668	6,666	6,666	-	-	20,000
10.90% [2]	-	-	-	-	5,000	-	5,000
11.00% [2]	-	-	-	-	30	-	30
11.40% [2]	-	-	-	670	-	-	670
11.75% [2]	-	29,300	-	-	-	-	29,300
11.90% [2]	4,000	-	-	-	-	-	4,000
Total	**4,000**	**35,968**	**6,666**	**7,336**	**5,030**	**1,700**	**60,700**

* Includes current maturities

[1] Secured against Receivables of the Company.

[2] Secured against Receivables of the Company and mortgage of immovable property.

All the above debentures are redeemable at par.

Financial Year: 2010-11

(₹ in Lakh)

Rate of Interest	Maturity Profile					Total
	2016-17	2015-16	2014-15	2012-13	2011-12	
9.75% [1]	-	-	-	1,700	-	1,700
Total	**-**	**-**	**-**	**1,700**	**-**	**1,700**

[1] Secured against Receivables of the Company and redeemable at par.

4.3 Term Loans

As at 30th Sept, 2013 (₹ in Lakh)

Particular	Maturity Profile*				Total
	Beyond 5 years	3-5 years	1-3 years	0-1 years	
From Banks - Rupee Loans (Floating)	1,500	46,007	110,784	75,671	233,962
From Banks - Rupee Loans (Fixed)	-	-	5,600	2,800	8,400
From Banks - Foreign Currency Loans	3,810	23,234	10,696	-	37,740
From Financial Institutions - Foreign Currency Loans[1]	2,087	18,507	24,739	15,314	60,647
Total	**7,397**	**87,748**	**151,819**	**93,785**	**340,749**

* Includes current maturities

The above Term Loans are secured by charge on specific assets covered by loan / lease agreements with customers and / or receivables arising therefrom.

[1] Includes loans of ₹ 14,308 Lakh (Previous year: ₹ 13,494 Lakh) guaranteed by Export Import Bank of the United States.

Financial Year: 2012-13

(₹ in Lakh)

Particular	Maturity Profile*				Total
	Beyond 5 years	3-5 years	1-3 years	0-1 years	
From Banks - Rupee Loans (Floating)	-	44,271	98,498	80,368	223,137
From Banks - Rupee Loans (Fixed)	-	1,400	5,600	2,200	9,200
From Banks - Foreign Currency Loans	5,531	20,735	5,887	-	32,153
From Financial Institutions - Foreign Currency Loans[1]	3,620	19,352	22,992	13,103	59,067
Total	**9,151**	**85,758**	**132,977**	**95,671**	**323,557**

* Includes current maturities

The above Term Loans are secured by charge on specific assets covered by loan/ lease agreements with customers and/ or receivables arising therefrom.

[1] Includes ₹ Nil (Previous year: ₹ 2,111 lakh) guaranteed by subsidiary company.

[2] Includes loans of ₹ 13,494 lakh (Previous year: ₹ 14,333 lakh) guaranteed by Export Import Bank of the United States.

Financial Year: 2011-12

(₹ in Lakh)

Particular	Maturity Profile*				Total
	Beyond 5 years	3-5 years	1-3 years	0-1 years	
From Banks - Rupee Loans[1]	259	33,425	72,314	56,926	162,924
From Banks - Foreign Currency Loans	13,739	10,940	763	12,718	38,160
From Financial Institutions - Foreign Currency Loans[2]	11,737	20,066	23,533	5,325	60,661
Total	**25,735**	**64,431**	**96,610**	**74,969**	**261,745**

* Includes current maturities

The above Term Loans are secured by charge on specific assets covered by loan / lease agreements with customers and / or receivables arising therefrom.

[1] Includes ₹ 2111 lakh (Previous year ₹ 2372 lakh) guaranteed by subsidiary company.

[2] Includes loans of ₹ 14,333 lakh (Previous year ₹ 13,713 lakh) guaranteed by Export Import Bank of the United States.

Financial Year: 2010-11

(₹ in Lakh)

Particular	Maturity Profile*				Total
	Beyond 5 years	3-5 years	1-3 years	0-1 years	
From Banks - Rupee Loans[1]	691	5,310	58,544	42,380	106,925
From Banks - Foreign Currency Loans	-	-	11,147	33,443	44,590
From Financial Institutions - Foreign Currency Loans[2]	18,864	18,881	15,428	4,334	57,507
Total	**19,555**	**24,191**	**85,119**	**80,157**	**209,022**

* Includes current maturities

The above Term Loans are secured by charge on specific assets covered by loan / lease agreements with customers and / or receivables arising therefrom.

[1] Includes ₹ 2372 lakh (Previous year ₹ Nil) guaranteed by subsidiary company.

[2] Includes loans of ₹ 13,713 lakh million (Previous year ₹ 14,700 lakh) guaranteed by Export Import Bank of the United States.

Financial Year: 2009-10

(₹ in Lakh)

Particular	Maturity Profile*				Total
	Beyond 5 years	3-5 years	1-3 years	0-1 years	
From Banks - Rupee Loans	-	17,798	74,047	30,357	122,202
From Banks - Foreign Currency Loans	-	-	44,890	-	44,890
From Financial Institutions - Foreign Currency Loans[1]	8,013	9,395	9,062	4,102	30,572
Total	**8,013**	**27,193**	**127,999**	**34,459**	**197,664**

* Includes current maturities

The above Term Loans are secured by charge on specific assets covered by loan / lease agreements with customers and / or receivables arising therefrom.

[1] Includes loans of ₹ 14,700 lakh (Previous year ₹ Nil) guaranteed by Export Import Bank of the United States.

Financial Year: 2008-09

(₹ in Lakh)

Particular	Maturity Profile*				Total
	Beyond 5 years	3-5 years	1-3 years	0-1 years	
From Banks - Foreign Currency Loans	-	12,680	38,040	-	50,720
From Financial Institutions - Foreign Currency Loans	3,441	7,246	7,246	3,623	21,556
Total	**3,441**	**19,926**	**45,286**	**3,623**	**72,276**

* Includes current maturities

The above Term Loans are secured by charge on specific assets covered by loan/ lease agreements with customers and/ or receivables arising therefrom.

4.4 Public Deposits

Financial Year 2012-13, 2011-12 & 2010-11
In order to qualify for registration as an 'Infrastructure Finance Company', the Company decided not to accept or renew public deposits w.e.f. 20th April, 2010. The amount of public deposits outstanding as on 19th April, 2010 (including matured and unclaimed deposits) along with accrued and future interest thereof is kept in the form of a Fixed Deposit, under lien, with Axis Bank Limited, a scheduled commercial bank, for the purpose of making payment to the depositors. The outstanding balance of the Fixed Deposit as at 31st March, 2013 is ₹ 36 lakh (₹ 88 Lakh as at 31st March, 2012, ₹ 250 Lakh as at 31st March, 2011 and ₹ Nil as at 31st March, 2010).

Financial Year: 2009-10, 2008-09
Public Deposits are secured by pledge of certain Government Securities as per RBI Circular dated 04.01.2007.

4.5 Buyer's credit from Banks (Foreign Currency Loan)

Period Ended 30th Sept 2013 & Financial Year 2012-13, 2011-12 & 2010-11
These foreign currency loans from banks are repayable by bullet payment and have tenures ranging from 1-3 years. These loans are secured by import documents covering title to capital goods and extension of pari passu charge towards working capital facilities.

4.6 Unsecured Subordinated bonds / debentures (Tier II Capital)

During the half-year ended 30th Sept, 2013, the Company raised subordinated debt qualifying for Tier II capital amounting to ₹ 11,530 Lakh (Previous year: ₹ 39,169 Lakh). The following table sets forth the details of the outstanding:

As at 30th Sept, 2013 (₹ in Lakh)

Rate of Interest	Maturity Profile								Total
	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	
10.20%	-	-	-	-	20,000	-	-	-	20,000
10.50%	-	-	-	5,000	-	-	-	-	5,000
10.60%	-	-	-	-	4,030	-	-	-	4,030
10.75%	5,840	-	-	1,660	-	-	-	-	7,500
11.10%	-	-	-	-	-	1,440	-	-	1,440
11.25%	-	3,400	-	-	-	-	-	-	3,400
11.40%	-	-	10,000	-	-	-	-	-	10,000
11.50%	-	2,336	-	-	-	6,130	7,403	-	15,869
11.70%	-	4,690	-	-	-	-	-	-	4,690
11.75%	-	-	-	-	-	-	1,000	85	1,085
11.80%	-	6,770	-	-	-	-	-	-	6,770
11.85%	-	7,000	-	-	-	-	-	2,000	9,000
11.90%	-	-	21,915	-	-	-	-	-	21,915
12.00%	-	-	-	-	-	-	-	5,000	5,000
Total	**5,840**	**24,196**	**31,915**	**6,660**	**24,030**	**7,570**	**8,403**	**7,085**	**115,699**

All the above bonds are redeemable at par.

Financial Year: 2012-13

During the year, the Company raised subordinated debt qualifying for Tier II capital amounting to ₹ 39,169 lakh (31st March, 2012: ₹ 35,000 lakh). The following table sets forth the details of the outstanding as at 31st March, 2013

(₹ in Lakh)

Rate of Interest	Maturity Profile							Total
	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	
10.20%	-	-	-	20,000	-	-	-	20,000
10.50%	-	-	5,000	-	-	-	-	5,000
11.10%	-	-	-	-	1,440	-	-	1,440
11.25%	3,400	-	-	-	-	-	-	3,400
11.40%	-	10,000	-	-	-	-	-	10,000
11.50%	2,336	-	-	-	6,130	7,403	-	15,869
11.70%	4,690	-	-	-	-	-	-	4,690
11.75%	-	-	-	-	-	1,000	85	1,085
11.80%	6,770	-	-	-	-	-	-	6,770
11.85%	7,000	-	-	-	-	-	2,000	9,000
11.90%	-	21,915	-	-	-	-	-	21,915
12.00%	-	-	-	-	-	-	5,000	5,000
Total	**24,196**	**31,915**	**5,000**	**20,000**	**7,570**	**8,403**	**7,085**	**104,169**

All the above bonds are redeemable at par.

Financial Year: 2011-12

During the year ended 31st March, 2012, the Company raised subordinated debt qualifying for Tier II capital amounting to ₹ 35,000 lakh (31st March, 2011: ₹ 5,000 lakh). The following table sets forth the details of the outstanding as at 31st March, 2012:

(₹ in Lakh)

Rate of Interest	Maturity Profile						Total
	2021-22	2020-21	2019-20	2017-18	2016-17	2012-13	
10.20%	-	-	20,000	-	-	-	20,000
10.50%	-	5,000	-	-	-	527★	5,527
11.40%	10,000	-	-	-	-	-	10,000
11.75%	-	-	-	1,000	85	-	1,085
11.85%	-	-	-	-	2,000	-	2,000
11.90%	21,915	-	-	-	-	-	21,915
12.00%	-	-	-	-	5,000	-	5,000
Total	**31,915**	**5,000**	**20,000**	**1,000**	**7,085**	**527**	**65,527**

★The interest rate is floating and is computed based on average yield to maturity (YTM) calculated from the balance maturity of 12 year Government of India (GOI) security paper for the remaining tenure of the Bonds.

★Each bond is having an overall tenure of 12 years, reckoned from the date of allotment. The bonds shall be redeemed at a premium of 20% of the original face value.

Financial Year: 2010-11

During the year ended 31st March, 2011, the Company raised subordinated debt qualifying for Tier II capital amounting to ₹ 5,000 lakh (31st March, 2010: ₹ 20,000 lakh). The following table sets forth the details of the outstanding as at 31st March, 2011:

(₹ in Lakh)

Rate of Interest	Maturity Profile						Total
	2021-22	2020-21	2019-20	2016-17	2012-13	2011-12	
10.20%	-	-	20,000	-	-	-	20,000
10.50%	-	5,000	-	-	527★	789	6,316
12.00%	-	-	-	5,000	-	-	5,000
Total	**-**	**5,000**	**20,000**	**5,000**	**527**	**789**	**31,316**

★The interest rate is floating and is computed based on average yield to maturity (YTM) calculated from the balance maturity of 12 year Government of India (GOI) security paper for the remaining tenure of the Bonds.

★Each bond is having an overall tenure of 12 years, reckoned from the date of allotment. The bonds shall be redeemed at a premium of 20% of the original face value.

Financial Year: 2009-10

During the year ended 31st March, 2010, the Company raised subordinated debt qualifying for Tier II capital amounting to ₹ 20,000 lakh (31st March, 2009: Nil). The following table sets forth the details of the outstanding as at 31st March, 2010:

(₹ in Lakh)

Rate of Interest	Maturity Profile*					Total
	2019-20	2016-17	2012-13	2011-12	2010-11	
10.50%[1]	-	-	527	789	790	2,106
10.20%	20,000	-	-	-	-	20,000
12.00%	-	5,000	-	-	-	5,000
Total	**20,000**	**5,000**	**527**	**789**	**790**	**27,106**

***** Includes current maturities

[1] The interest rate is floating and is computed based on average yield to maturity (YTM) calculated from the balance maturity of 12 year Government of India (GOI) security paper for the remaining tenure of the Bonds.

Each bond is having an overall tenure of 12 years, reckoned from the date of allotment. The bonds shall be redeemed at a premium of 20% of the original face value.

Financial Year: 2008-09

Following table sets forth the details of the outstanding as at 31st March, 2009:

(₹ in Lakh)

Rate of Interest	Maturity Profile*					Total
	2016-17	2012-13	2011-12	2010-11	2009-10	
10.50%[1]	-	527	789	790	790	2,896
12.00%	5,000	-	-	-	-	5,000
Total	**5,000**	**527**	**789**	**790**	**790**	**7,896**

***** Includes current maturities

[1] The interest rate is floating and is computed based on average yield to maturity (YTM) calculated from the balance maturity of 12 year Government of India (GOI) security paper for the remaining tenure of the Bonds.

Each bond is having an overall tenure of 12 years, reckoned from the date of allotment. The bonds shall be redeemed at a premium of 20% of the original face value.

4.7 Non-Convertible Debentures - Unsecured

Financial Year: 2010-11

(₹ in Lakh)

Rate of Interest	Maturity Profile					Total
	2016-17	2015-16	2014-15	2012-13	2011-12	
7.60%	-	-	-	-	1,000	1,000
7.75%	-	-	-	-	2,300	2,300
8.10%	-	-	-	-	1,000	1,000
Total	**-**	**-**	**-**	**-**	**4,300**	**4,300**

All the above debentures are redeemable at par.

Financial Year: 2009-10

(₹ in Lakh)

Rate of Interest	Maturity Profile				Total
	2016-17	2012-13	2011-12	2010-11	
8.10%	-	-	1,000	-	1,000
Total	**-**	**-**	**1,000**	**-**	**1,000**

All the above debentures are redeemable at par.

4.8 Term Loans - Unsecured

Financial Year: 2010-11

(₹ in Lakh)

Category	Maturity Profile				Total
	Beyond 5 years	3-5 years	1-3 years	0-1 years	
From Financial Institutions - Foreign Currency Loans	-	-	-	5,000	5,000
Total	**-**	**-**	**-**	**5,000**	**5,000**

5. DEFERRED TAX LIABILITIES (Net)

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Deferred Tax Liability						
Depreciation on Fixed Assets	1,049.90	827.80	659.80	522.20	168.80	134.10
Deferred Revenue Expenditure	280.80	304.20	269.50	205.90	228.90	1.40
Others	28.70	19.50	-	-	-	-
(A)	**1,359.40**	**1,151.50**	**929.30**	**728.10**	**397.70**	**135.50**
Deferred Tax Asset						
Provisions	(383.30)	(203.10)	(117.80)	(49.10)	(2.30)	-
Others	-	-	(12.70)	-	(51.40)	(135.50)
(B)	**(383.30)**	**(203.10)**	**(130.50)**	**(49.10)**	**(53.70)**	**(135.50)**
Total (A+B)	**976.10**	**948.40**	**798.80**	**679.00**	**344.00**	**-**

6. OTHER LONG-TERM LIABILITIES

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Interest Accrued but not due on Borrowings	33.50	19.60	0.50	0.20	0.40	0.20
Capital Advances	-	-	-	7.50	7.50	7.50
Security Deposits & Retentions	17.90	16.40	82.70	92.30	112.70	71.70
Total	51.40	36.00	83.20	100.00	120.60	79.40

7. LONG-TERM PROVISIONS

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Provision for Employee Benefits (Non-Current Portion)*(refer note 37)*						
Gratuity	9.60	14.90	12.00	8.90	3.10	1.80
Unavailed Leave	22.70	25.10	21.60	14.40	7.80	7.70
(A)	32.30	40.00	33.60	23.30	10.90	9.50
Others Provisions						
Provision for Non-Performing Assets*(refer note 7.1)*	483.50	350.30	110.00	-	-	-
Contingent Provisions against Standard Assets*(refer note 7.1)*	169.20	143.00	64.00	49.90	-	-
Provision for Premium on Unsecured Subordinated Bonds	-	-	-	2.00	9.00	16.00
(B)	652.70	493.30	174.00	51.90	9.00	16.00
Total (A+B)	685.00	533.30	207.60	75.20	19.90	25.50

7.1 Nature of certain provisions and their movement year-on-year.

Provision for non-performing assets (NPAs) is made in the financial statements according to the Prudential Norms prescribed by RBI for NBFCs. The Company also makes additional provision based on the management's best estimate, to the extent considered necessary.

The Company creates a general provision at 0.25% of the standard assets outstanding on the balance sheet date, as per the RBI Prudential Norms w.e.f Financial Year 2010-11.

The following table sets forth the movement of aforesaid Provisions year-on-year:

(₹ in lakh)

Particulars	Provisions for NPAs			Contingent Provisions against Standard Assets		
	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012
Opening balance	3,503	1,100	-	2,342	2,181	1,195
Provision made during the year/period	1,332	2,403	1,100	87	161	986
Closing balance	**4,835**	**3,503**	**1,100**	**2,429**	**2,342**	**2,181**

8. SHORT-TERM BORROWINGS

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Secured						
Loans repayable on demand						
Working Capital Facilities from banks (Rupee Loan) *(refer note 8.1)*	38,825.00	32,175.00	14,900.00	14,300.00	3,950.00	-
Other Loans						
Working Capital Facilities from banks (Rupee Loan) *(refer note 8.1)*	19,078.10	20,597.70	29,364.60	8,200.60	3,307.80	1,198.20
Short-Term Loans from Banks *(refer note 8.2)*						
- Rupee Loans	-	-	4,000.00	1,500.00	950.00	3,000.00
- Foreign Currency Loans	-	-	508.70	-	-	-
Buyer's credit from Banks - Foreign Currency Loan *(refer note 4.5)*	-	252.10	198.40	-	386.10	45.00
Deposits						
Public Deposits *(refer note 4.4)*	-	-	-	0.10	39.20	36.10
(A)	57,903.10	53,024.80	48,971.70	24,000.70	8,633.10	4,279.30
B. Unsecured						
Deposits						
Inter Corporate Deposits						
- From Related Parties	108.20	104.80	109.00	177.50	-	-
- From Others	1,506.80	1,506.80	1,506.80	624.40	15.00	120.40
Other Loans :						
Non-Convertible Debentures *(refer note 8.4 & 8.5)*	-	-	-	350.00	2,950.00	-
Rupee Loan from Banks	1,950.00	900.00	1,500.00	-	-	1,000.00
Commercial Papers *(refer note 8.3)*						
- From Banks	-	-	-	96.50	-	-
- From Others	-	1,986.30	6,575.80	2,400.80	1,199.50	-
(B)	3,565.00	4,497.90	9,691.60	3,649.20	4,164.50	1,120.40
Total (A+B)	61,468.10	57,522.70	58,663.30	27,649.90	12,797.60	5,399.70

8.1 Working capital facilities

Period Ended 30th Sept, 2013 & Financial Year: 2012-13 & 2011-12
Working capital facilities from banks, including working capital demand loans earmarked against such facilities, are secured by hypothecation of underlying assets (short-term as well as long-term loan assets) covered by hypothecation loan of agreements and operating lease agreements with customers and receivables arising therefrom, ranking pari passu (excluding assets specifically charged to others). As per the prevalent practice, these facilities are renewed on a year-to-year basis and therefore, are revolving in nature.

Financial Year: 2010-11, 2009-10 and 2008-09
Working Capital facilities from banks are secured by hypothecation of assets covered by loan assets/ hypothecation/ Operating Lease agreements and receivables arising therefrom ranking pari passu (excluding assets which are specifically charged to others).

8.2 Short-Term Loans

Financial Year: 2012-13 & 2011-12
Short-Term Loans from banks are secured by charge on specific assets covered by loan/ facility agreements with customers and/ or receivables arising therefrom.

Financial Year: 2010-11
Short-Term Rupee Loans from banks are secured by charge on specific assets covered by loan / facility agreements with customers and / or receivables arising therefrom.

Financial Year: 2009-10 & 2008-09
Short-Term Rupee Loans from banks are secured by charge on specific assets covered by loan/ facility agreements with customers and/ or receivables arising therefrom.
Short term Rupee Loan from Banks include ₹ Nil (as at 31st March 2010: ₹ 30,000 lakh, as at 31st March 2009: Nil) guaranteed by the directors.

8.3 Commercial Papers

Period Ended 30th Sept, 2013

Face value of Commercial Paper outstanding as at 30th Sept, 2013 is ₹ Nil Lakh (Previous year ₹ 20,000 Lakh). Face value of maximum outstanding at any time during the current half-year was ₹ 60,000 Lakh (Previous half-year ₹ 172,850 Lakh). Face value of Commercial Paper repayable within one year is ₹ Nil Lakh (Previous year ₹ 20,000 Lakh).

Financial Year: 2012-13

Face value of Commercial Paper outstanding as at 31st March, 2013 is ₹ 20,000 lakh (as at 31st March 2012: ₹ 67,850 lakh). Face value of maximum outstanding at any time during the current period ended 31st March, 2013 was ₹ 172,850 lakh (Previous period: ₹ 207,850 lakh). Face value of Commercial Paper repayable within one year from 31st March, 2013 is ₹ 26,000 lakh (₹ 67,850 lakh within one year from 31st March 2012).

Financial Year: 2011-12

Face value of Commercial Paper outstanding as at 31st March, 2012 is ₹ 67,850 lakh (as at 31st March 2011 ₹ 26,120 lakh). Face value of maximum outstanding at any time during the year ended 31st March, 2012 was ₹ 207,850 lakh (Previous year ₹ 63,500 lakh). Face value of Commercial Paper repayable within one year is ₹ 67,850 lakh (Previous year ₹ 2,6120 lakh).

Financial Year: 2010-11

Face value of Commercial Paper outstanding as at 31st March, 2011 amounts to ₹ 26,120 lakh (as at 31st March 2010 ₹ 12,500 lakh). Face value of Maximum outstanding at any time during the year ended 31st March, 2011 was ₹ 63,500 Million (Previous year: ₹ 18,000 lakh).

Financial Year: 2009-10

Face value of Commercial Paper outstanding as at 31st March, 2010 amounts to ₹ 12,500 lakh (as at 31st March 2009 Rs. Nil). Face value of Maximum outstanding at any time during the year ended 31st March, 2010 was ₹ 18,000 lakh (Previous year: Rs. Nil).

8.4 Non-Convertible Debentures - Unsecured

Financial Year: 2010-11

(₹ in Lakh)

Rate of Interest	Maturity Profile	Total
	2011-12	
7.60%	1,000	1,000
8.55%	1,000	1,000
9.50%	1,500	1,500
Total	**3,500**	**3,500**

Financial Year: 2009-10

(₹ in Lakh)

Rate of Interest	Maturity Profile				Total
	2016-17	2012-13	2011-12	2010-11	
6.15%	-	-	-	5,000.00	5,000.00
6.20%	-	-	-	1,500.00	1,500.00
6.90%	-	-	-	17,000.00	17,000.00
7.50%	-	-	-	1,000.00	1,000.00
8.15%	-	-	-	5,000.00	5,000.00
Total	**-**	**-**	**-**	**29,500.00**	**29,500.00**

All the above debentures are redeemable at par.

8.5 Non-Convertible Debentures - Private Placement

Financial Year: 2009-10

Company has issued on private placement basis Non-Convertible debentures (NCDs) aggregating to ₹ 637,300 lakh (Previous Year: ₹ 43,500 lakh) during the year.

Financial Year: 2008-09

Company has issued on private placement basis Non-Convertible debentures aggregating to ₹ 43,500 lakh (Previous Year Rs. NIL). There is no outstanding position as on 31.03.09.

9. TRADE PAYABLES

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Due to Micro, Small and Medium Enterprises[1]	-	-	-	-	-	-
For Services	4.70	34.20	26.60	25.70	1.80	5.60
Operating Lease	21.40	122.20	-	-	-	-
Total	26.10	156.40	26.60	25.70	1.80	5.60

[1]The Company has not received any memorandum from 'Suppliers' (as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 30th September, 2013, 31st March, 2013, 31st March, 2012, 31st March, 2011, 31st March, 2010 and 31st March, 2009 as micro, small or medium enterprises. Consequently, the interest paid/ payable by the company to such Suppliers, during the period & previous financial year 2012-13, 2011-12, 2010-11, 2009-10 & 2008-09 was Nil.

10. OTHER CURRENT LIABILITIES - OTHERS

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Interest Accrued but not due on Borrowings	1,866.50	1,018.20	686.80	308.10	125.30	39.20
Interest Accrued but not due on Others	11.50	14.50	-	-	-	-
Interest Accrued and due on Borrowings	9.10	229.50	-	-	-	-
Advance from Customers	20.20	32.70	31.20	-	138.20	-
Statutory Liabilities	77.40	43.70	60.00	91.50	37.80	35.60
Security Deposits & Retentions	274.40	260.80	172.30	149.00	0.60	-
Payable to Employees	23.80	32.20	23.40	13.50	8.20	10.80
Commission Payable to Directors	5.50	11.00	11.00	11.00	7.10	7.10
Unclaimed Dividend (refer note 10.1)	3.70	3.80	3.90	3.70	3.60	3.50
Unclaimed Matured Public Deposits and Interest Accrued thereon (refer note 10.1 & 10.2)	3.20	3.50	3.80	5.00	6.60	7.70
Liability for Operating Expenses	260.30	284.00	169.60	134.30	119.50	28.10
Loss payable on Forward Exchange Contracts	-	-	-	1.00	1.50	-
Unclaimed Interest on Bonds & Debentures (refer note 10.1)	0.10	-	-	-	-	-
Total	2,555.70	1,933.90	1,162.00	717.10	448.40	132.00

10.1 To be credited to Investor Education and Protection Fund as and when due.

10.2 In order to qualify for registration as an 'Infrastructure Finance Company', the Company decided not to accept or renew public deposits w.e.f. 20th April, 2010. The amount of public deposits outstanding as on 19th April, 2010 (including matured and unclaimed deposits) along with accrued and future interest thereof is kept in the form of a Fixed Deposit, under lien, with Axis Bank Limited, a scheduled commercial bank, for the purpose of making payment to the depositors. The outstanding balance of the Fixed Deposit as at 30th Sept, 2013 is ₹ 29 Lakh (Previous year: ₹ 36 Lakh).

11. SHORT-TERM PROVISIONS

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Provision for Employee Benefits (Current Portion) *(refer note 37)*						
Unavailed leave	5.40	4.90	4.00	2.00	1.40	1.40
(A)	5.40	4.90	4.00	2.00	1.40	1.40
Other Provisions						
Proposed Equity Dividend	-	251.50	251.50	377.30	139.40	116.10
Provision for Corporate Dividend Tax	-	42.80	40.80	62.70	23.10	19.70
Provision for Premium on Unsecured Subordinated Bonds	-	-	10.80	15.80	15.80	15.80
Provision for Taxation (net of Advance tax/Tax deducted at source)	-	-	-	25.70	-	-
Contingent Provisions against Standard Assets *(refer note 7.1)*	73.70	91.20	154.10	69.60	-	-
(B)	73.70	385.50	457.20	551.10	178.30	151.60
Total (A+B)	79.10	390.40	461.20	553.10	179.70	153.00

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements

Annexure - V

Schedule 12
Fixed Assets

₹ In Mio

Particulars	Gross Block						Accumulated Depreciation/Amortisation and Impairment						Net Block					
	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009
I. Tangible Assets:																		
Assets for Own use:																		
Land-Freehold	-	-	215.80	238.20	22.40	22.40	-	-	-	-	-	-	-	-	215.80	238.20	22.40	22.40
Buildings	1,208.90	1,208.90	1,215.80	1,199.00	4.90	4.90	67.80	56.60	34.40	12.20	1.10	1.00	1,141.10	1,152.30	1,181.40	1,186.80	3.80	3.90
Leasehold Improvements	306.40	288.80	203.20	110.10	2.10	-	59.60	43.00	13.80	2.60	-	-	246.80	245.80	189.40	107.50	2.10	-
Furniture and Fixtures	94.90	85.30	85.30	60.70	7.60	1.90	13.20	10.00	7.40	3.30	1.00	0.20	81.70	75.30	77.90	57.40	6.60	1.70
Computers	16.90	15.20	15.30	9.40	4.50	3.30	9.60	7.90	5.40	2.70	1.00	0.30	7.30	7.30	9.90	6.70	3.50	3.00
Office Equipment	65.50	63.40	60.80	34.40	9.50	1.00	7.60	6.10	5.40	1.60	0.50	0.10	57.90	57.30	55.40	32.80	9.00	0.90
Motor Vehicles	5.90	5.90	4.30	2.30	-	-	1.10	0.80	0.30	-	-	-	4.80	5.10	4.00	2.30	-	-
Total A	**1,698.50**	**1,667.50**	**1,800.50**	**1,654.10**	**51.00**	**33.50**	**158.90**	**124.40**	**66.70**	**22.40**	**3.60**	**1.60**	**1,539.60**	**1,543.10**	**1,733.80**	**1,631.70**	**47.40**	**31.90**
Assets given on Operating Lease:																		
Aeroplane/Aircrafts	198.70	198.70	198.70	198.70	198.70	198.70	123.60	112.70	90.30	67.90	43.60	21.20	75.10	86.00	108.40	130.80	155.10	177.50
Plant & Machinery	3,817.80	3,821.10	2,859.90	2,425.40	758.70	648.70	542.60	469.00	351.20	268.50	131.90	55.10	3,275.20	3,352.10	2,508.70	2,156.90	626.80	593.60
Total B	**4,016.50**	**4,019.80**	**3,058.60**	**2,624.10**	**957.40**	**847.40**	**666.20**	**581.70**	**441.50**	**336.40**	**175.50**	**76.30**	**3,350.30**	**3,438.10**	**2,617.10**	**2,287.70**	**781.90**	**771.10**
Total I (A+B)	**5,715.00**	**5,687.30**	**4,859.10**	**4,278.20**	**1,008.40**	**880.90**	**825.10**	**706.10**	**508.20**	**358.80**	**179.10**	**77.90**	**4,889.90**	**4,981.20**	**4,350.90**	**3,919.40**	**829.30**	**803.00**
II. Intangible Assets:																		
Computer Software	41.80	14.00	12.90	7.50	2.00	0.50	11.40	7.90	4.50	1.30	0.20	-	30.40	6.10	8.40	6.20	1.80	0.50
Total II	**41.80**	**14.00**	**12.90**	**7.50**	**2.00**	**0.50**	**11.40**	**7.90**	**4.50**	**1.30**	**0.20**	**-**	**30.40**	**6.10**	**8.40**	**6.20**	**1.80**	**0.50**
Total Fixed Assets = (I+II)	**5,756.80**	**5,701.30**	**4,872.00**	**4,285.70**	**1,010.40**	**881.40**	**836.50**	**714.00**	**512.70**	**360.10**	**179.30**	**77.90**	**4,920.30**	**4,987.30**	**4,359.30**	**3,925.60**	**831.10**	**803.50**

13.1 NON-CURRENT INVESTMENTS

Particulars	Face value (₹)	Quantity						₹ in Mio					
		As at 30th Septmber, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009	As at 30th Septmber, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Trade Investments - at cost unless otherwise stated													
I. In Equity Instruments (Unquoted)													
(a) In Subsidiaries													
Srei Capital Markets Ltd.	10	5050000	5050000	5050000	5050000	5050000	5050000	50.50	50.50	50.50	50.50	50.50	50.50
Srei Forex Ltd.	10	500000	500000	500000	500000	500000	500000	-	-	-	-	-	-
(Net of provision for other than temporary diminution aggregating (31st March,2012 : ₹ 50 lakh 31st March, 2011: ₹ 50 lakh, 31st March, 2010: ₹ 50 lakh, 31st March, 2009: ₹ 50 lakh)													
Srei Insurance Broking Pvt. Limited (subsidiary w.e.f. 31st March, 2012)	10	1275000	1275000	1275000	-	-	-	14.37	14.37	14.37	-	-	-
Srei Venture Capital Ltd.	10	250000	250000	250000	250000	250000	250000	2.50	2.50	2.50	2.50	2.50	2.50
Global Investment Trust Ltd.	10	50000	50000	50000	50000	50000	50000	0.50	0.50	0.50	0.50	0.50	0.50
Srei Infrastructure Advisors Ltd.	10	500000	500000	500000	500000	500000	500000	5.00	5.00	5.00	5.00	5.00	5.00
Sahaj e-Village Ltd. (Formerly Srei Sahaj e-Village Limited)	10	-	-	9510000	9510000	510000	510000	-	-	95.10	95.10	5.10	5.10
Srei Equipment Finance Pvt. Ltd. (formerly Srei Infrastructure Development Finance Limited)	10	-	-	-	-	-	-	-	-	-	-	-	-
Controlla Electrotech Pvt. Ltd.	10	35305	35305	35305	35305	35305	35305	70.79	70.79	70.79	70.79	70.79	70.79
Srei International Infrastructure Services GmbH, Germany (formerly IIS International Infrastructure Services GmbH, Germany)	**	**	**	**	**	**	**	339.00	339.00	339.00	339.00	339.00	339.00
Srei Mutual Fund Asset Management Pvt. Ltd.	10	15000000	14000000	13000000	11000000	100000	-	150.00	140.00	130.00	110.00	1.00	-
Srei Mutual Fund Trust Pvt. Ltd.	10	100000	100000	50000	50000	50000	-	1.00	1.00	0.50	0.50	0.50	-
Quippo Oil & Gas Infrastructure Ltd.	10	29970000	29970000	29970000	29940000	-	-	1,042.00	1,042.00	1,042.00	1,040.91	-	-
Quippo Construction Equipment Ltd.	10	-	-	50000	50000	-	-	-	-	9.60	9.60	-	-
Quippo Energy Pvt. Ltd.	10	1000000	1000000	1000000	1000000	-	-	2,018.97	2,018.97	2,018.97	2,018.97	-	-
Mumbai Futuristic Economic Zone Pvt. Ltd.	10	10000	10000	10000	10000	-	-	804.66	804.66	804.66	804.66	-	-
Quippo Valuers & Auctioneers Pvt. Ltd.	10	200000	200000	200000	200000	-	-	23.21	23.21	23.21	23.21	-	-
Subtotal- (a)								**4522.50**	**4512.50**	**4606.70**	**4571.24**	**474.89**	**473.39**
(b) In Joint Ventures													
Srei Equipment Finance Pvt. Ltd.	10	29830000	29830000	26610000	25000000	25000000	25000000	1,747.30	1,747.30	749.10	250.00	250.00	250.00
Subtotal- (b)								**1747.30**	**1747.30**	**749.10**	**250.00**	**250.00**	**250.00**
(c) In Associates													
Sahaj e-Village Ltd. (Formerly Srei Sahaj e-Village Limited) w.e.f. 13.08.2012 *(refer note 13.3)*	10	10510000	10510000	-	-	-	-	105.10	105.10	-	-	-	-
Quippo Construction Equipment Limited w.e.f. 31.03.2013		50000	50000					9.60	9.60				
Subtotal- (c)								**114.70**	**114.70**	**0.00**	**0.00**	**0.00**	**0.00**
(d) Others													
TN (DK) Expressways Ltd.	10	13000	13000	13000	13000	13000	13000	0.13	0.13	0.13	0.13	0.13	0.13
Madurai Tuticorin Expressways Ltd.	10	19500	19500	19500	19500	19500	19500	0.20	0.20	0.20	0.20	0.20	0.20
Guruvayoor Infrastructure Pvt. Ltd.	10	20010000	20010000	20010000	20010000	20010000	20010000	200.10	200.10	200.10	200.10	200.10	200.10
Jaora-Nayagaon Toll Road Co. Pvt. Ltd.	10	2800	2800	2800	2800	2800	2800	0.03	0.03	0.03	0.03	0.03	0.03
Mahakaleshwar Tollways Pvt. Ltd.	10	5000	5000	5000	5000	5000	-	0.05	0.05	0.05	0.05	0.05	-
Diana Capital Ltd.	10	-	-	-	-	87500	-	-	-	-	-	17.50	-
Viom Networks Ltd.	10	61075688	61075688	61075688	60734888	6451613	-	13,847.72	13,847.72	13,847.72	13,782.37	1,000.00	-
Orbis Power Venture Private Limited	10	-	-	-	-	8500	-	-	-	-	-	0.09	-
Nagpur Seoni Expressway Ltd.	10	4800000	4800000	4800000	4800000	4800000	4800000	48.00	48.00	48.00	48.00	48.00	48.00
India Power Corporation Ltd.	1	959310000	959310000	959310000	959310000	-	-	0.09	0.09	0.09	0.09	-	-
Maharashtra Border Check Post Network Ltd.	10	2500	2500	2500	2500	-	-	0.03	0.03	0.03	0.03	-	-
Kurukshetra Expressway Pvt. Ltd.	10	4900	4900	4900	4900	-	-	0.05	0.05	0.05	0.05	-	-
Shree Jagannath Expressways Pvt. Ltd.	10	4800	4800	4800	4800	-	-	0.05	0.05	0.05	0.05	-	-
Orissa Steel Expressways Pvt. Ltd.	10	5000	5000	5000	5000	-	-	0.05	0.05	0.05	0.05	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd.	10	5000	5000	5000	5000	-	-	0.05	0.05	0.05	0.05	-	-
Potin Pangin Highway Pvt. Ltd.	10	5000	5000	5000	-	-	-	0.05	0.05	0.05	-	-	-
Suratgarh Bikaner Toll Road Company Pvt. Ltd.	10	17750	17750	5000	-	-	-	0.18	0.18	0.05	-	-	-
Solapur Tollways Pvt. Ltd.	10	4900	4900	4900	-	-	-	0.05	0.05	0.05	-	-	-
Royal Infrasoft Pvt. Ltd.	10	100000	100000	100000	100000	-	-	1.00	1.00	1.00	1.00	-	-
Quippo Infrastructure Equipment Ltd.	10	-	-	-	-	14000000	14000000	-	-	-	-	185.15	185.15
Quippo Telecom Infrastructure Ltd.	10	77550000	77550000	77550000	77550000	-	-	-	-	-	-	-	-
Subtotal- (d)								**14097.83**	**14097.83**	**14097.70**	**14032.20**	**1451.25**	**433.61**
Total I (Subtotal a+b+c+d)								**20482.33**	**20472.33**	**19453.50**	**18853.44**	**2176.14**	**1157.00**

13.1 NON-CURRENT INVESTMENTS

Particulars	Face value (₹)	Quantity						₹ in Mio					
		As at 30th Septmber, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009	As at 30th Septmber, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
II. In Preference Shares (Unquoted)													
(a) In Subsidiaries													
Quippo Construction Equipment Ltd., 0.1% Non-convertible Cumulative Redeemable Preference Shares, 2019 (Ceased to be a subsidiary w.e.f. 31.03.2013)	100	-	-	9961	9961	9961	9961	-	-	-	-	-	-
Quippo Energy Pvt. Ltd., 0.1% Non-convertible Cumulative Redeemable Preference Shares, 2019	100	2353	2353	2353	2353	2353	2353	-	-	-	-	-	-
Subtotal- (a)								-	-	-	-	-	-
(b) In Associates													
Quippo Construction Equipment Limited 0.1% Non-convertible Cumulative Redeemable Preference Shares, 2019 (Associate w.e.f. 31.03.2013)	100	9961	9961	-	-	-	-	-	-	-	-	-	-
Subtotal- (b)								-	-	-	-	-	-
Total II (Subtotal a+b)								-	-	-	-	-	-
III. Interest in a Beneficiary Trust													
Srei Growth Trust (represented by Trustees)	-	-	-	-	-	-	-	185.15	185.15	185.15	185.15	-	-
Total III								**185.15**	**185.15**	**185.15**	**185.15**	**-**	**-**
IV. In Units of Trusts and Schemes of Venture Funds													
India Global Competitive Fund	100	3875000	3875000	3875000	3875000	3875000	3375000	387.50	387.50	387.50	387.50	387.50	337.50
Infrastructure Project Development Fund	100	13589900	13589900	13589900	13319900	13219900	13219900	1,358.99	1,358.99	1,358.99	1,331.99	1,321.99	1,321.99
Infrastructure Project Development Capital	100	23338130	23338130	22208130	17182130	9987800	6247800	2,333.81	2,333.81	2,220.81	1,718.21	998.78	624.78
Medium and Small Infrastructure Fund	100	280000	280000	280000	280000	700000	700000	28.00	28.00	28.00	28.00	70.00	70.00
Bharat Oppurtunity Fund	100	-	-	-	-	-	770000	-	-	-	-	-	77.00
Prithvi Infrastructure Fund	100	11874910	11874910	11705910	11499000	9999000	-	1,187.49	1,187.49	1,170.59	1,149.90	999.90	-
Sunshine Fund	100	-	-	-	-	2250500	2250500	-	-	-	-	225.05	225.05
Infra Construction Fund	100	11750800	11715800	11615800	11456800	5898800	-	1,175.08	1,171.58	1,161.58	1,145.68	589.88	-
Total IV								**6470.87**	**6467.37**	**6327.47**	**5761.28**	**4593.10**	**2656.32**
Total A (Trade Investments) (I+II+III+IV)								**27138.35**	**27124.85**	**25966.12**	**24799.87**	**6769.24**	**3813.32**
B. Other Investments - at cost unless otherwise stated													
V. In Equity Instruments (Quoted)													
New Era Urban Amenities Ltd. (Net of provision for other than temporary diminution aggregating (31st March,2012 : ₹ 0.01 lakh ,31st March, 2011: ₹ 0.01 lakh, 31st March, 2010: ₹ 0.01 lakh)	10	100	100	100	100	100	100	-	-	-	-	-	-
Alpic Finance Ltd. (Net of provision for other than temporary diminution aggregating (31st March,2012 : ₹ 0.01 lakh ,31st March, 2011: ₹ 0.01 lakh, 31st March, 2010: ₹ 0.01 lakh , 31st March, 2009: ₹ 0.01 lakh)	10	100	100	100	100	100	100	-	-	-	-	-	-
Apple Finance Ltd. (Net of provision for other than temporary diminution aggregating (31st March,2012 : ₹ 0.02 lakh ,31st March, 2011: ₹ 0.02 lakh, 31st March, 2010: ₹ 0.02 lakh, 31st March, 2009: ₹ 0.02 lakh)	10	100	100	100	100	100	100	-	-	-	-	-	-
HDFC Bank Ltd.	2	10	10	402	402	402	402	-	-	0.10	0.10	0.10	0.10
CRISIL Ltd.	1	2000	2000	200	200	200	200	0.01	0.01	0.01	0.01	0.01	0.01
GAIL India Ltd.	10	-	-	-	-	-	66000	-	-	-	-	-	18.86
Hotline Glass Ltd. (Net of provision for other than temporary diminution aggregating (31st March,2012 : ₹ 218.35 lakh ,31st March, 2011: ₹ 218.35 lakh, 31st March, 2010: ₹ 218.35 lakh, 31st March, 2009: ₹ 166.31 lakh)	10	8006030	8006030	8006030	8006030	8006030	8006030	-	-	-	-	-	5.20
Indian Metal & Ferro Alloys Ltd.	10	119615	119615	119615	119615	165596	642182	16.74	16.74	16.74	16.74	23.18	107.61
ICICI Bank Ltd.(net of provision for diminution(31st March, 2011: ₹ 86.01 lakh , 31st March, 2010: ₹ 86.01 lakh)	10	-	-	-	-	10000	445419	-	-	-	-	9.53	449.13
IDFC Ltd.	10	91000	91000	91000	91000	91000	91000	18.34	18.34	18.34	18.34	18.34	18.34
Kotak Mahindra Bank Ltd.	10	500	500	500	500	500	500	-	-	-	-	-	-
Mahanagar Telephone Nigam Ltd.	10	-	-	-	-	140000	140000	-	-	-	-	18.28	18.28
Century Plyboards (India) Ltd.	10	-	-	-	-	-	1725000	-	-	-	-	-	98.45
Mahindra & Mahindra Ltd.	10	-	-	-	-	-	10000	-	-	-	-	-	6.52
Power Grid Corporation of India Ltd.	10	-	-	8000	8000	14000	16000	-	-	0.94	0.94	1.65	18.04
Steel Authority of India Ltd.	10	-	-	-	-	-	85000	-	-	-	-	-	18.29
Tata Steel Ltd.	10	3500	3500	3500	3500	4000	4000	2.48	2.48	2.48	2.48	2.83	2.83
Total V								**37.57**	**37.57**	**38.61**	**38.61**	**73.92**	**761.66**

13.1 NON-CURRENT INVESTMENTS

Particulars	Face value (₹)	Quantity						₹ in Mio					
		As at 30th Septmber, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009	As at 30th Septmber, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
VI. In Equity Instruments (Unquoted)													
New India Co-operative Bank Ltd.	10	573	573	573	573	573	573	0.01	0.01	0.01	0.01	0.01	0.01
National Stock Exchange of India Ltd.	10	57200	57200	57200	57200	57200	57200	206.21	206.21	206.21	206.21	206.21	206.21
ABG Kolkata Container Terminal Pvt. Ltd.	10	1200	1200	1200	1200	-	-	0.01	0.01	0.01	0.01	-	-
Total VI								**206.23**	**206.23**	**206.23**	**206.23**	**206.22**	**206.22**
VII. In Government or Trust securities (Quoted)													
10.65% Andhra Pradesh Power Finance Corporation Loan, 2013	100000	-	-	-	-	120	120	-	-	-	-	12.10	12.10
7.77% Karnataka State Development Loan, 2015	100	-	-	57500	57500	57500	57500	-	-	5.84	5.84	5.84	5.84
7.77% Tamilnadu State Development Loan, 2015	100	-	-	16020	16020	16020	16020	-	-	1.63	1.63	1.63	1.63
11.50% Tamilnadu Industrial Investment Corporation, 2008	1000	-	-	-	-	-	-	-	-	-	-	-	-
8.40% Transmission Corporation of Andhra Pradesh Ltd., 2014	1000000	-	-	1	1	1	1	-	-	0.99	0.99	0.99	0.99
11.50% West Bengal Finance Corporation, 2011	100	-	-	-	-	6066	6066	-	-	-	-	0.67	0.67
11.50% West Bengal Finance Corporation, 2010	100	-	-	-	-	9099	9099	-	-	-	-	1.00	1.00
9.10% West Bengal Infrastructure Development Finance Corporation Ltd., 2016	1000000	-	-	2	2	2	2	-	-	2.05	2.05	2.05	2.05
								-	-	10.51	10.51	24.28	24.28
Less: Amortisation of premium/discount on Government securities								-	-	- 0.15	- 0.15	- 0.40	- 0.40
Total VII								-	-	**10.36**	**10.36**	**23.88**	**23.88**
VIII. In Government or Trust securities (Unquoted)													
National Savings Certificate (Lodged with Sales Tax authorities)	15000							0.02	0.02	0.02	0.02	0.02	0.02
Total VIII								**0.02**	**0.02**	**0.02**	**0.02**	**0.02**	**0.02**
IX. In Mutual Funds (Quoted)													
Morgan Stanley Mutual Fund	10	2000	2000	2000	2000	2000	2000	0.02	0.02	0.02	0.02	0.02	0.02
Unit Trust of India	10	400	400	400	400	400	400	-	-	-	-	-	-
Total IX								**0.02**	**0.02**	**0.02**	**0.02**	**0.02**	**0.02**
Total B (Other Investments) (V+VI+VII+VIII+IX)								**243.84**	**243.84**	**255.24**	**255.24**	**304.06**	**991.80**
Total Non-current Investments (A+B)								**27382.19**	**27368.69**	**26221.36**	**25055.11**	**7073.30**	**4805.12**
Aggregate amount of quoted non-current investments								37.60	37.60	48.99	48.99	97.82	785.56
Aggregate market value of quoted non-current investments								36.78	43.26	65.89	100.94	187.15	387.65
Aggregate amount of unquoted non-current investments								**27344.59**	**27331.09**	**26172.37**	**25006.12**	**6975.48**	**4019.56**
Aggregate provision for diminution in value of non-current investments								26.84	26.84	26.84	26.84	35.44	21.63

** There is no system of issuance of distinctive shares in the country of registration.
All the Investments mentioned above are fully paid-up
Face Value are based on status as on 30th September, 2013

13.2 CURRENT INVESTMENTS

Particulars	Face value (₹)	Quantity						₹ in Mio					
		As at 30th Septmber, 2013	As at 31st Dec, 2012	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009	As at 30th Septmber, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Other Investments (fully paid-up)													
I. In Bonds and Debentures (Unquoted)													
9.9% YES Bank Limited Unsecured Redeemable NCD Tier II, 2022	1000000	0	220	220	-	-	-	-	220.00	220.00	-	-	-
Total I								**0.00**	**220.00**	**220.00**	**-**	**-**	**-**
II. In Units of Trusts and Schemes of Venture Funds													
India Global Competitive Fund	100	32850000	32850000	-	-	-	-	3,285.00	3,285.00	-	-	-	-
Total II								**3285.00**	**3285.00**	**-**	**-**	**-**	**-**
Total Current Investments								**3285.00**	**3505.00**	**220.00**	**-**	**-**	**-**
Aggregate amount of unquoted current investments								**3285.00**	**3505.00**	**220.00**	**-**	**-**	**-**

13.3

Period Ended 30th Sept, 2013

The Company has an investment of ₹ 1,051 Lakh (Previous year ₹ 1,051 Lakh) in the shares of Sahaj e-village Limited ("Sahaj"), an Associate of the Company in terms of Accounting Standard 23, "Accounting for Investments in Associates in Consolidated Financial Statements". Further, the Company has advanced loans amounting to ₹ 23,553 Lakh (Previous year ₹ 21,072 Lakh) to Sahaj.

Sahaj is a long-gestation rural e-governance initiative and due to the accumulated losses, it's net worth has eroded as at 30th Sept, 2013. However, Sahaj has informed the Company that it is in the process of implementing a revamped business plan, based upon detailed study on the present and future business model, operations and financial plan, as being suggested by a renowned consultant and that it shall continue to be a going concern in the foreseeable future.

Considering the long-term strategic nature of investment and also in view of the revamped business plan of Sahaj as enumerated above, no provision is considered necessary by the Company at present, for any diminution in the value of investments and against loans advanced to Sahaj.

Financial Year: 2012-13

The Company has an investment of ₹ 1,051 Lakh (Previous year ₹ 951 Lakh) in the shares of Sahaj e-village Limited ("Sahaj"), an Associate of the Company in terms of Accounting Standard 23, "Accounting for Investments in Associates in Consolidated Financial Statements". Further, the Company has advanced loans amounting to ₹ 23,553 Lakh (Financial Year 2012-13 21,072 Lakh, Financial Year 2011-12₹ 13,753 Lakh) to Sahaj.

Sahaj is a long-gestation rural e-governance initiative and due to the accumulated losses, it's net worth has eroded as at 31st March, 2013. However, Sahaj has informed the Company that it is in the process of implementing a revamped business plan, based upon detailed study on the present and future business model, operations and financial plan, as being suggested by a renowned consultant and that it shall continue to be a going concern in the foreseeable future.

Considering the long-term strategic nature of investment and also in view of the revamped business plan of Sahaj as enumerated above, no provision is considered necessary by the Company at present, for any diminution in the value of investments and against loans advanced to Sahaj.

14. LOAN ASSETS (Non- Current Maturities)

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Considered Good, unless otherwise stated						
Secured:[1]						
Loans to Related parties	6,739.10	6,456.80	5,162.60	3,677.00	121.00	-
Loans to Others	64,309.00	53,920.10	21,344.50	16,172.00	12,967.60	5,138.30
(A)	**71,048.10**	**60,376.90**	**26,507.10**	**19,849.00**	**13,088.60**	**5,138.30**
Unsecured:						
Loans to Related parties	26.30	28.00	27.20	-	130.00	135.90
Loans to Others	267.10	292.70	116.80	97.60	1,070.80	65.00
(B)	**293.40**	**320.70**	**144.00**	**97.60**	**1,200.80**	**200.90**
Total (A+B)[4]	**71,341.50**	**60,697.60**	**26,651.10**	**19,946.60**	**14,289.40**	**5,339.20**

LOAN ASSETS (Current Maturities)

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Considered Good, unless otherwise stated						
Secured:[1]						
Loans to Related parties	252.50	223.70	322.00	370.00	120.50	-
Loans to Others	27,735.60	30,734.90	58,349.80	22,981.20	3,512.10	2,920.70
(A)	**27,988.10**	**30,958.60**	**58,671.80**	**23,351.20**	**3,632.60**	**2,920.70**
Unsecured:						
Loans to Related parties	36.50	44.90	23.80	48.00	-	-
Loans to Others	93.10	40.00	125.00	72.60	17.30	-
(B)	**129.60**	**84.90**	**148.80**	**120.60**	**17.30**	**-**
Total (A+B)[4]	**28,117.70**	**31,043.50**	**58,820.60**	**23,471.80**	**3,649.90**	**2,920.70**

LOAN ASSETS (Short Term)

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Considered Good, unless otherwise stated						
Secured:[1]						
Loans to Related parties[2]	-	40.80	-	331.20	329.50	-
Loans to Others[3]	1,317.20	5,371.40	2,665.00	3,681.50	698.80	1,429.60
(A)	**1,317.20**	**5,412.20**	**2,665.00**	**4,012.70**	**1,028.30**	**1,429.60**
Unsecured:						
Loans to Related parties	3.50	1.50	-	0.20	19.00	22.50
Loans to Others	10.60	10.90	101.40	358.00	329.10	100.00
(B)	**14.10**	**12.40**	**101.40**	**358.20**	**348.10**	**122.50**
Total (A+B)[4]	**1,331.30**	**5,424.60**	**2,766.40**	**4,370.90**	**1,376.40**	**1,552.10**

[1] Secured by underlying assets and in certain cases are additionally secured by immovable properties and/or pledge of equity shares of the borrowers by way of collateral security.

[2] Long Term (Non-Current Maturities) Secured Loans to Related parties includes ₹ Nil Lakh (Previous year ₹ 15000 Lakh) regarding which filing of charge with the Registrar of Companies is pending as at period/year end.

[3] Short Tem Secured Loans to Others includes assets aggregating ₹ 16,329 Lakh (As at 31st March 2013: 15,562 Lakh, As as 31st March 2012: Nil, 31st March 2011: Nil, 31st March 2010: Nil and 31st March 2009: Nil) acquired in satisfaction of debt and held for sale.

[4] Includes Non-Performing & Doubtful Assets of ₹ 37,367 Lakh (As at 31st March, 2013: ₹ 35,023 Lakh, As at 31st March, 2012: ₹ 10,997 Lakh, As at 31st March, 2011: Nil, As at 31st March, 2010: Nil and As at 31st March, 2009: Nil).

15. OTHER LONG-TERM ADVANCES

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Unsecured, Considered Good						
Advances						
Capital Advances	68.40	61.20	28.50	4.10	-	-
Advance to Vendors for Operating Expenses	-	-	4.00	0.10	-	-
Advance to Related parties *(refer note 44)*	-	-	-	-	-	-
Employee Advances	3.40	0.40	4.30	8.00	-	-
Advance - Others	-	-	-	-	-	-
Advance against Investments	-	-	-	0.10	-	-
Security Deposits						
To Related parties *(refer note 44)*	240.00	240.00	240.00	240.00	241.00	248.30
To Others	1,212.50	2.00	1.60	6.40	5.10	864.20
Share Application Money	-	-	-	38.00	-	-
Contribution to Corpus of Trusts (Related Parties) *(refer note 44)*	-	-	0.10	0.10	-	-
Prepaid Expenses	7.80	9.00	7.90	6.30	3.20	-
Advance Tax (net of provision for tax)	865.00	798.60	834.70	-	78.10	104.70
	2,397.10	**1,111.20**	**1,121.10**	**303.10**	**327.40**	**1,217.20**

16. OTHER NON-CURRENT ASSETS

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Unsecured, Considered Good						
Non-Current portion of other Bank Balances						
Fixed Deposit Account with Balance maturity of more than twelve months (Under Lien)	63.40	63.40	9.80	25.00	-	-
Unamortised Ancillary Borrowing Costs	664.50	680.20	591.10	416.40	521.30	-
Interest Accrued but not due	217.40	2,114.50	0.30	367.60	-	-
Income Accrued but not due	42.60	42.40	35.30	29.00	-	-
Total	**987.90**	**2,900.50**	**636.50**	**838.00**	**521.30**	**-**

17. TRADE RECEIVABLES

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Secured						
Other Debts						
Considered Good	-	-	-	-	3.60	26.70
(A)	-	-	-	-	3.60	26.70
Unsecured						
Outstanding for more than Six Months						
Considered Good	-	-	-	127.40	-	-
Considered Doubtful	223.50	373.50	24.50	-	-	-
Less: Provision for Doubtful Debts	(35.70)	(42.70)	(3.70)	-	-	-
	187.80	330.80	20.80	127.40	-	-
Other Debts						
Considered Good	1,449.60	906.70	314.70	336.70	32.90	45.50
(B)	1,637.40	1,237.50	335.50	464.10	32.90	45.50
Total (A+B)	**1,637.40**	**1,237.50**	**335.50**	**464.10**	**36.50**	**72.20**

18. CASH AND BANK BALANCES

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Cash and Cash Equivalents:						
Cash on Hand	0.30	0.20	0.50	0.20	0.70	0.40
Balances with Banks - in Current Account	1,337.30	101.40	544.20	13.20	446.20	601.80
Cheques on Hand[1]	835.40	112.30	677.40	-	-	-
Fixed Deposits with banks (having original maturity of 3 months or less)[2]	-	-	-	4.50	-	2,250.00
Unclaimed Dividend Account	3.70	3.80	3.90	3.70	3.60	3.50
(A)	2,176.70	217.70	1,226.00	21.60	450.50	2,855.70
B. Other Bank Balances :						
Fixed Deposit with bank having balance maturity of twelve months or less (Under Lien)[3]	3.00	3.70	267.60	50.00	-	-
Fixed Deposit with bank having balance maturity of more than twelve months (Under Lien)[3]	63.40	63.40	9.80	179.90	75.00	115.10
Less: Non-current portion of other bank balances disclosed separately under 'Other Non-Current Assets'	(63.40)	(63.40)	(9.80)	(25.00)	-	-
(B)	3.00	3.70	267.60	204.90	75.00	115.10
Total (A+B)	**2,179.70**	**221.40**	**1,493.60**	**226.50**	**525.50**	**2,970.80**

[1] Cheques on Hand as at 30th September, 2013 and Financial Year 2012-13 have been realised subsequently.

[2] At 31st March, 2013, it includes deposits under lien with banks as security amounting to ₹ Nil (At 31st March, 2012: ₹ Nil, At 31st March, 2011: ₹ 45 lakh, At 31st March, 2010: Nil and At 31st March, 2009: Nil).

[3] At 31st March, 2013, it includes deposits under lien with banks as security amounting to ₹ 37 lakh (At 31st March, 2012: ₹ 2,676 lakh, At 31st March, 2011: ₹ 2,049 lakh, At 31st March, 2010: ₹ 750 lakh and At 31st March, 2009: ₹ 130 lakh).

19. OTHER SHORT-TERM ADVANCES

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Unsecured, Considered Good						
Advances						
Advance to Vendors for Operating Expenses	465.00	118.40	67.90	39.60	116.50	28.90
Employee Advances	8.50	3.30	3.50	6.90	10.40	7.30
Advance - Others	-	-	-	-	29.80	79.50
Advance to Related parties	40.60	40.60	43.80	-	-	-
Advance against investments	-	-	-	-	-	0.40
Security Deposits						
To Related parties	-	-	-	-	9.60	-
To Others	52.80	1,242.50	1,216.70	1,182.50	1,180.00	9.80
Share Application Money	-	-	-	0.30	-	17.60
Prepaid Expenses	9.80	6.70	8.30	24.50	4.80	1.80
MAT Credit Entitlement	12.00	12.00	4.90	240.10	240.10	21.10
Total	**588.70**	**1,423.50**	**1,345.10**	**1,493.90**	**1,591.20**	**166.40**

20. OTHER CURRENT ASSETS

₹ In Mio

Particulars	As at 30th September, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Unamortised Ancillary Borrowing Costs	236.70	242.10	225.90	173.10	163.10	2.30
Interest Accrued but not due	6,527.70	1,129.50	1,728.10	187.10	8.40	6.30
Income Accrued but not due	173.00	55.50	5.10	4.70	-	-
Stock for Trade *(refer Annexure I To Notes To Financial Statements)*	11.40	13.20	24.60	26.20	1.10	4.40
Gains receivable on Derivative Contracts	1,284.40	334.10	450.70	-	-	550.60
Total	**8,233.20**	**1,774.40**	**2,434.40**	**391.10**	**172.60**	**563.60**

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Schedules to the Statement of Profit & Loss, As Reformatted

21. REVENUE FROM OPERATIONS

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Income from Loan Assets	7,575.00	14,028.30	10,360.90	6,027.30	3,859.60	1,091.90
Income from Leases	361.70	609.30	443.30	242.80	89.80	199.30
Fee Based Income	832.70	1,156.00	666.10	1,054.20	485.20	740.60
Assignment Income	-	550.00	267.00	-	-	890.00
Income from Long-Term Trade Investments	-	236.00	-	2.80	118.50	245.20
Interest from Stock for Trade	-	-	0.20	2.60	3.40	7.90
Interest from Current Investment	2.40	21.80	-	-	-	-
Interest received from Govt. Securities/Banks	17.30	11.40	27.50	16.80	13.40	20.40
Total	8,789.10	16,612.80	11,765.00	7,346.50	4,569.90	3,195.30

22. OTHER INCOME

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Liabilities No Longer Required Written Back	28.40	0.40	-	4.40	-	-
Profit on sale of Fixed Assets	-	-	-	-	-	35.40
Profit on Sale of Long-Term Trade Investments (net)	-	0.70	-	7.00	112.30	9.40
Profit on Sale of Stock for Trade (net)	-	0.30	-	99.50	4.20	11.30
Dividend Income	3.00	3.80	2.80	4.00	14.30	6.20
Provision for Diminution in value of Stock for Trade Written Back	-	4.10	-	-	-	-
Other Non-Operating Income	27.70	42.60	39.10	1.00	1.60	6.20
Profit on Sale of Current Investments (net)	5.10	-	-	-	-	-
Total	64.20	51.90	41.90	115.90	132.40	68.50

23. FINANCE COSTS

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Interest Expenses:						
On Bonds & Debentures	1,380.10	1,983.80	696.20	562.50	364.60	134.30
On Term Loans	1,970.60	4,204.60	3,202.10	2,477.00	2,170.20	1,367.10
On Public Deposits	-	0.10	0.30	2.30	4.30	4.80
On Working Capital Facilities	2,994.60	5,249.10	3,346.00	853.00	217.20	55.00
Other Interest	135.10	260.50	113.40	79.30	5.10	18.00
Other Borrowing Costs	682.50	1,484.30	1,570.60	512.40	191.40	15.10
Applicable net (gain)/loss on foreign currency transactions and translations	398.20	391.70	551.40	(136.00)	(455.20)	353.80
Total	7,561.10	13,574.10	9,480.00	4,350.50	2,497.60	1,948.10

24. EMPLOYEE BENEFITS EXPENSE

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Salaries, Allowances, Commission & Bonus	181.70	399.90	379.60	275.30	178.50	132.90
Contribution to Provident and Other Funds	7.30	27.00	26.30	22.80	15.60	9.90
Staff Welfare Expenses	7.50	10.80	6.70	4.10	2.70	1.00
Total	196.50	437.70	412.60	302.20	196.80	143.80

25. ADMINISTRATIVE & OTHER EXPENSES

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Communication Expenses	4.60	9.00	8.60	6.90	5.90	4.10
Legal & Professional Fees	165.30	284.90	131.90	132.00	218.20	453.80
Electricity Charges	10.50	14.10	11.40	9.10	4.70	1.10
Rent	35.60	126.90	60.20	68.70	44.30	15.00
Rates and Taxes	7.30	0.90	14.60	15.40	2.10	1.50
Commission, Brokerage and Service Charges	3.60	5.40	6.10	0.10	0.80	1.10
Auditors' Remuneration *(refer note 25.1)*	2.70	8.90	5.70	5.00	3.80	2.70
Repairs - Building	-	0.30	7.90	3.50	6.90	0.10
- Machinery	8.60	29.80	23.80	11.10	2.00	1.50
- Others	25.30	42.90	28.00	12.90	12.10	6.00
Travelling and Conveyance	50.00	94.80	83.60	64.50	55.00	49.30
Directors' Fees	1.10	1.80	1.50	0.70	0.90	1.00
Insurance	1.50	4.80	4.90	1.60	1.10	0.20
Printing and Stationery	3.70	8.60	8.20	7.90	6.20	4.50
Advertisement, Subscription and Donation	20.60	35.00	42.90	34.80	10.60	10.50
Provision for Diminution in value of Stock for Trade	1.80	-	1.60	9.00	0.70	0.50
Provision for Diminution in Value of Long Term Investment	-	-	-	-	13.80	21.60
Loss on sale of Fixed Assets	-	3.20	5.30	-	-	-
Miscellaneous Expenses	7.90	10.50	8.90	4.60	7.20	9.00
Total	350.10	681.80	455.10	387.80	396.30	583.50

25.1 Auditors' Remuneration

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
As Auditor	1.70	5.60	4.70	3.00	2.60	2.60
For taxation matters	-	-	-	-	0.50	-
For Other Services	1.00	3.20	0.90	1.80	0.60	-
For Reimbursement of Expenses	-	0.10	0.10	0.20	0.10	0.10
Total	2.70	8.90	5.70	5.00	3.80	2.70
Remuneration Includes Service Tax						

26. EARNINGS PER EQUITY SHARE

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
(a) Profit after tax attributable to Equity Shareholders (₹ in	318.20	949.60	579.60	1,343.00	1,114.90	503.60
(b) Weighted average number of Equity Shares (Basic)	503,086,333	503,086,333	503,086,333	231,616,033	209,060,637	209,060,637
(c) Weighted average number of Potential Equity Shares	-	-	-	-	-	-
(d) Weighted average number of Equity Shares (Diluted)	503,086,333	503,086,333	503,086,333	231,616,033	209,060,637	209,060,637
(e) Nominal Value of Equity per share (₹)	10.00	10.00	10.00	10.00	10.00	10.00
(f) Basic Earnings per share [(a)/(b)] (₹)*	**0.63	1.89	1.15	5.80	5.33	2.41
(g) Diluted Earnings per share [(a)/(d)] (₹)*	**0.63	1.89	1.15	5.80	5.33	2.41

* Adjusted for issuance of Bonus shares
** Not annualised

27 . Scheme of Arrangement

2008-09

(i) The Board of Directors of the Company on 31st May, 2007 had given its consent for the execution of a Joint Venture Agreement, Share Subscription Agreement and Shareholders Agreement in connection with the formation of a joint venture with BNP Paribas Lease Group (a wholly owned subsidiary of BNP Paribas S.A.) ('BPLG') In accordance with these agreements, the Company has been allotted 22,950,000 equity shares of ₹.10 each at par in SREI Equipment Finance Private Ltd (formerly known as SREI Infrastructure Development Finance Ltd) ('SEFPL'). and BLPG has been allotted 25,000,000 equity shares of ₹. 10 each at a premium of Rs. 300 per share in SEFPL on the Effective Date i.e. 2nd April 2008, being the date of filing of the Order of the Hon'ble High Court at Calcutta with the Registrar of Companies, West Bengal. Consequently, SEFPL has become a joint venture between the Company and BPLG with effect from 2nd April 2008.

(ii) Pursuant to the Scheme of Arrangement ('the Scheme') approved by the shareholders and sanctioned by the Hon'ble High Court at Calcutta vide Order of 28th January, 2008, all business, assets and liabilities pertaining to the project finance business and asset based financing business of the Company including its shareholding in SREI Insurance Broking Private Ltd ('SIBPL') (formerly known as SREI Insurance Services Ltd) were transferred to SEFPL as a going concern on a slump sale basis, pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 with effect from 1st January 2008 ('Appointed Date') and accordingly, the Scheme has been given effect from 1st January, 2008.

(iii) The Scheme was sanctioned by the Hon'ble High Court at Calcutta as approved by the Shareholders without any modification, alteration or change. As per the Scheme of Arrangement, the 'Effective Date' is the date on which all conditions and matters referred to in the Scheme have been fulfilled, wherein the Scheme becomes operative and effective from the 'Effective Date'. All conditions and matters prescribed in the Scheme were fulfilled on 2nd April 2008. Accordingly the transfer in terms of the Scheme takes place from the 'Effective Date' being 2nd April 2008.

(iv) The consideration for the transfer of all business, assets and liabilities pertaining to the project finance business and asset based financing business of the Company amounting to ₹.3,750,000,000/- against the net book value of assets and liabilities of ₹.3,753,136,469/- was received by the Company from SEFPL on 3rd April 2008.

(v) The shortfall of ₹.3,136,469/- being the difference between the net book value of assets and liabilities transferred and the consideration has been debited to the Statement of Profit and Loss for the financial year 2007-08.

(vi) Pursuant to the Scheme of Arrangement, with effect from the Appointed Date upto and including the Effective Date, the Company shall be deemed to have been carrying on all business and activities relating to business, assets and liabilities pertaining to the project finance business and asset based financing business including its shareholding in SIBPL, in trust for SEFPL. Accordingly all business and activities relating to business, assets and liabilities pertaining to the project finance business and asset based financing business including its shareholding in SIBPL have been carried on in Trust by the Company for SEFPL from 1st January 2008 being the Appointed Date upto 2nd April 2008 being the Effective Date.

Pending completion of relevant formalities of transfer of certain assets and liabilities acquired pursuant to the Scheme, such assets and liabilities remain included in the books of SEFPL under the name of the Company.

Further, during the financial year 2008-09, pending completion of certain formalities, certain transactions and documents pertaining to and reported in the books of accounts of SEFPL, were executed in the name of SIFL.

28 . Pursuant to the Scheme of Arrangement all business, assets and liabilities pertaining to the existing project finance business and asset based financing business including the Company's shareholding in SIBPL were transferred to SEFPL. As a result, Deferred Tax liability created in earlier years in accordance with Accounting Standard 22 notified by the Central Government under the Companies (Accounting Standards) Rules, 2006 of ₹. 6,427 Lacs ceases to be of such nature and has been credited to the Profit and Loss Account in the financial year 2007-08.

29 . Scheme of Amalgamation

2010-11

The Board of Directors of the Company at its meeting held on 28th January, 2010 had, based on the recommendation of the Committee of Independent Directors, approved amalgamation of Quippo Infrastructure Equipment Limited (Transferor Company) into and with the Company in terms of a Scheme of Amalgamation (the Scheme) under Sections 391 to 394 of the Companies Act, 1956. The Scheme was approved by the Equity Shareholders of the Company in the meeting held on 31st May, 2010, convened by the Hon'ble High Court at Calcutta (the Court).

Pursuant to the sanction of the scheme by the Court vide its Order made on January 18, 2011, all the assets, rights, obligations, liabilities and the entire business of the Transferor Company were transferred to and vested in the Company, as a going concern with effect from 1st April, 2010 ('Appointed Date') and accordingly, the sanctioned Scheme has been given effect to in these financial statements. The Transferor Company alongwith its subsidiaries had been primarily engaged in the business of infrastructure equipment rental and matters incidental and ancillary thereto.

As per the Scheme of Amalgamation, the Effective Date is the date on which all the conditions and matters referred to in the Scheme are fulfilled and the Scheme becomes operative and effective from the Effective Date. All the conditions and matters prescribed in the Scheme were fulfilled on 4th March, 2011. Accordingly, the Scheme became effective from 4th March, 2011. Pending completion of relevant formalities of transfer of certain assets and liabilities acquired pursuant to the Scheme, in the Company's name, such assets and liabilities remain included in the books of the Company in the name of the Transferor.

In accordance with the Scheme and as per the sanction by the Court:

a) The Company has issued and allotted 92,915,839 equity shares of ₹ 10/- each fully paid up as bonus shares to the pre-amalgamation equity shareholders of the Company in the ratio of 4:5, by way of capitalisation of Securities Premium on 5th March, 2011.

b) Further, the Company has issued and allotted 294,025,696 equity shares of ₹ 10/- each fully paid up as consideration for the amalgamation to the shareholders of the Transferor Company on 5th March, 2011.

c) A Trust in the name of "Srei Growth Trust" has been settled by the Company on 4th March, 2011 to inter alia, receive equity shares of the Company in exchange of the Company's shareholding in the Transferor Company. The Company, in lieu of its shareholding in the Transferor Company, is entitled to be allotted equity shares of itself on amalgamation. However, since a company cannot hold its own shares, the Company settled the aforesaid Trust to hold such shares. Consequently, 48,600,000 equity Shares of the Company of ₹ each fully paid up were issued and allotted to Srei Growth Trust, which is holding such shares in trust for the benefit of the Company and/or the shareholders of the Company. The beneficial interest in the Trust amounting to ₹ 1,851.50 Lakh representing the cost of shares of the Transferor Company is shown under 'Investments' in the Balance Sheet.

d) Accounting for Amalgamation:

The amalgamation of Transferor Company with the Company has been accounted for on the basis of the Purchase Method as stated in the Accounting Standard (AS) -14 on 'Accounting for Amalgamations' as below:

(i) All assets and liabilities of the Transferor Company were transferred to and vested in the Company at their respective fair values as on 31st March 2010, w.e.f. 1st April, 2010.

(ii) Excess of the fair value of net assets taken over by the Company, over the paid up value of Equity Shares issued & allotted to the shareholders of the Transferor Company, being ₹ 137,870 Lakh has been credited to General Reserves of the Company. Had the Scheme, sanctioned by the Court, not prescribed this accounting treatment, this amount would have been credited to Capital Reserve, with no impact on net profit for the year.

(iii) Inter Company balance of ₹ 100 Lakh on account of loan given by the Company to the Transferor Company has been cancelled.

(iv) The Authorised Share Capital of the Company has increased from ₹ 70,000 Lakh to ₹ 81,000 Lakh divided into 710,000,000 Equity Shares of ₹ 10/- each and 10,000,000 Preference Shares of ₹ 100/- each.

30 . Contingent Liabilities And Commitments (to the extent not provided for)

(₹ in lakh)

Particulars	As at 30th Sept, 2013	As at 31st March,				
	2013	2013	2012	2011	2010	2009
Contingent Liabilities						
Bank Guarantees[1]	1,991	1,637	1,707	1,929	4,575	3,088
Corporate Guarantee to Banks	10,411	8,286	4,915	4,795	1,095	5,180
Guarantee in the form of Put Option to Banks against loan facility	13,240	8,750	8,900	-	-	-
Disputed Income Tax[2]	3,779	3,779	3,654	2,364	1,878	749
Fringe Benefit Tax[3]	226	226	226	226	-	-
Disputed Service Tax[4]	450	450	-	-	-	-
Central Sales Tax	211	-	-	-	-	-
Entry Tax	1	-	-	-	-	-
Total	**30,309**	**23,128**	**19,402**	**9,314**	**7,548**	**9,017**

Commitments						
Estimated amount of capital contracts remaining to be executed and not provided for (Net of advances)	1,778	1,157	2,782	1,010	757	77
Uncalled liability on partly paid-up shares, held as Stock for Trade	-	-	-	1	-	-
Other Commitments *(refer note 32)*						

(₹ in lakh)

Particulars	As at 30th Sept, 2013	As at 31st March, 2013
Commitment on account of Letter of Credit	42,803	45,177

[1] Includes ₹ 697 lakh (31st March, 2013: ₹ 697 Lakh, 31st March, 2012: ₹ 892 lakh, 31st March, 2011: ₹ 1,017 lakh, 31st March, 2010: ₹ 1612 lakh, 31st March, 09: ₹ 2856 lakh) issued on Company's behalf by a Joint Venture Company.

As at 30th Sept 2013 & F.Y: 2012-13

[2] Certain Assessment Orders disallowing Special Reserve (created as per Section 45-IC of the RBI Act, 1934), Debt Redemption Reserve, Disallowances under section 14A and Disallowance of Provision for NPA for the purpose of determining tax liability as per the provisions of Section 115JB, Disallowances under section 14A, Disallowance of Provision for NPA, Disallowance of Provision for earned leave encashment, matter relating to deduction U/s 36(1)(viii), Upfront Fees on borrowings and Long-Term Capital Gain arising out of transaction under a Scheme of Arrangement sanctioned by the Hon'ble Calcutta High Court on 28.01.08 under normal provisions of the Income Tax Act, 1961 have been challenged by the company before the appropriate authorities. Pending disposal of the cases filed, the Company has not provided for the Income Tax liabilities arising out of the same.

[3] The Company has challenged the constitutional validity of Fringe Benefit Tax (FBT) before the Hon'ble High Court at Calcutta and the Hon'ble Court has granted interim stay on levy of such FBT on the Company. In view of this, the Company has not provided for any liability against FBT since its inception upto the date of its abolition i.e., 31st March, 2009.

[4] Service Tax Department has issued a Show Cause Notice (SCN) cum Demand Notice for ₹ 450 lakh, on 20th April, 2012 with regards to availment of Cenvat Credit, considering the observations of auditors appointed u/s 14AA of the Central Excise Act. The Company has filed it's reply followed by personal hearing on 11th April 2013.

F.Y: 2011-12

[2] Certain Assessment Orders disallowing Special Reserve (created as per Section 45-IC of the RBI Act, 1934) and Debt Redemption Reserve for the purpose of determining tax liability as per the provision of Section 115JB, Disallowances under section 14A, Disallowance of Provision for NPA, Disallowance of Provision for earned leave encashment, matters relating to deduction u/s 36(i)(viii), Upfront Fees on Borrowings and Long-Term Capital Gain arising out of transaction under a Scheme of Arrangement sanctioned by the Hon'ble Calcutta High Court on 28.01.08 have been challenged by the company before the appropriate authorities. Pending disposal of the cases filed, the Company has not provided for the Income Tax liabilities arising out of the same.

[3] The Company has challenged the constitutional validity of Fringe Benefit Tax (FBT) before the Hon'ble High Court at Calcutta and the Hon'ble Court has granted interim stay on levy of such FBT on the Company. In view of this, the Company has not provided for any liability against FBT since its inception upto the date of its abolition i.e., 31st March, 2009.

F.Y: 2010-11

[2] The Assessment Orders disallowing Special Reserve (created as per Section 45IC of the RBI Act, 1934) and Debt Redemption Reserve for the purpose of determining tax liability as per the provision of Section 115JB, Disallowances under section 14A, Disallowance of Provision for NPA, Provision for earned leave encashment and Interest on certain loans under the normal provisions of the Income Tax Act have been challenged by the company before the appropriate authorities. Pending disposal of the cases filed, the Company has not provided for the Income Tax liabilities arising out of the same.

[3] The Company has challenged the constitutional validity of Fringe Benefit Tax (FBT) before the Hon'ble High Court at Calcutta and the Hon'ble Court has granted interim stay on levy of such FBT on the Company. In view of this, the Company has not provided for any liability against FBT since its inception upto the date of its abolition i.e., 31st March, 2009.

F.Y: 2009-10

[2] The Assessment Orders disallowing Special Reserve (created as per Section 45IC of the RBI Act, 1934) and Debt Redemption Reserve for the purpose of determining tax liability as per the provision of Section 115JB, Disallowances under section 14A, Disallowance of Provision for NPA, Provision for earned leave encashment and Interest on certain loans under the normal provision of the Income Tax Act have been challenged by the company before the appropriate authorities. Pending disposal of the cases filed, the Company has not provided for the Income Tax liabilities arising out of the same.

31 . The Company has entered into Options/Swaps/Forward contracts (being derivative instruments) which are not intended for trading or speculation, for the purpose of hedging currency and interest rate related risks. Options, Swaps and Forward contracts outstanding as at year end are as follows:

(Amount in lakh)

Category	Currency	As at 30th Sept, 2013		As at 31st March, 2013		As at 31st March, 2012		As at 31st March, 2011		As at 31st March, 2010		As at 31st March, 2009	
		No. of Contracts	Amount in Foreign Currency	No. of Contracts	Amount in Foreign Currency	No. of Contracts	Amount in Foreign Currency	No. of Contracts	Amount in Foreign Currency	No. of Contracts	Amount in Foreign Currency	No. of Contracts	Amount in Foreign Currency
Options /Swaps	USD/INR	8	USD 988.81	7	USD 887.80	7	USD 967.6	7	USD 1207.2	7	USD 1278.6	7	USD 1350
Options /Swaps	EUR/USD	-	-	-	-	-	-	-	-	-	-	-	-
Options /Swaps	EUR/INR	1	EUR 150	1	EUR 150	1	EUR 150	-	-	-	-	-	-
Options /Swaps	JPY/USD	-	-	-	-	1	JPY 8020	-	-	-	-	-	-
Options /Swaps	USD/CHF	-	-	-	-	-	-	-	-	-	-	-	-
Options /Swaps	USD/YEN	-	-	-	-	-	-	-	-	-	-	-	-
Forwards	USD/INR	-	-	3	USD 18.05	4	USD 32	1	USD 0.59	2	USD 19.4	-	-
Forwards	EUR/INR	-	-	-	-	-	-	1	EUR 5.4	4	EUR 38.2	-	-
Interest Rate Swaps	USD/INR	7	USD 965.24	7	USD 1048.52	6	USD 981.8	-	-	-	-	-	-

Foreign currency exposures, which are not hedged by derivative instruments, amount to ₹ 23,788 lakh as at (31st March, 2013: ₹ 32,580 Lakh, 31st March, 2012: ₹ 44,253 Lakh, 31st March, 2011: ₹ 48,267 lakh, 31st March, 2010: ₹ 18,066 lakh, 31st March, 2009: ₹ 3,804 lakh).

32 . C.I.F. Value Of Imports

(₹ in lakh)

Particulars	Period Ended Sept, 2013	2012-13	2011-12	2010-11	2009-10	2008-09
Operating Lease Assets	106	3,043	1,039	535	17,518	11,231
Own Use Assets	79	-	215			
Total	**185**	**3,043**	**1,254**	**535**	**17,518**	**11,231**

33 . Expenditure In Foreign Currency

(₹ in lakh)

Particulars	Period Ended Sept, 2013	2012-13	2011-12	2010-11	2009-10	2008-09
Finance Charges	8,414	16,500	18,526	10,521	8,015	15,509
Professional / Consultation Fees	2	241	6	23	223	285
Staff Welfare	-	-	-	-	9	-
On Other Matters	311	645	440	409	295	136
Total	**8,727**	**17,386**	**18,972**	**10,953**	**8,542**	**15,930**

34 . Earnings In Foreign Currency

(₹ in lakh)

Particulars	Period Ended Sept, 2013	2012-13	2011-12	2010-11	2009-10	2008-09
Fee Based Income	-	22	14	142	47	7
Income from Loan Assets	9	206	103	95	-	-
Other Income (conference participation fee received)	-	-	-	1	-	-
Total	**9**	**228**	**117**	**238**	**47**	**7**

35 . Dividend Remitted In Foreign Currencies

The company remits the equivalent of the dividend payable to equity shareholders and holders of GDRs. For GDR holders, the dividend is remitted in Indian rupees to the custodian bank.

Particulars	As at 30th Sept	As at 31st March,				
	2013	2013	2012	2011	2010	2009
Number of Non-Resident Shareholders	9	11	10	9	9	12
Number of shares held (Equity shares of ₹ 10/- par value, per share)	120,926,490	152,237,126	175,437,126	143,451	143,451	166,175
Dividend Remitted (₹ in Lakh)	605	761	1,316	2	1	2
Related Financial Year	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08

36 . Leases

a. In the capacity of Lessee

(i) The Company has certain cancellable operating lease arrangements for office premises and equipments, which range between11 months to 15 years and are usually renewable by mutual consent, on mutually agreeable terms. Lease payments charged to the Statement of Profit and Loss with respect to such leasing arrangements aggregate to ₹ 351 lakh (2012-13: ₹ 1259 lakh,2011-12: ₹ 592 lakh, 2010-11: ₹ 677 lakh, 2009-10: ₹ 433 lakh, 2008-09: ₹126 lakh).

Some of the above cancellable lease agreements have escalation clause of 5% p.a. or 10% p.a. on renewals. None of the operating lease agreements entered into by the Company provide for any contingent rent payment and hence, the Company has not paid any contingent rent in the current period and previous year ended on 31st March, 2013, 31st March, 2012, 31st March, 2011, 31st March, 2010 and 31st March, 2009.

(ii) Further, the Company also has certain non-cancellable operating lease arrangements for office premises, which range between 5 to 21 years and are usually renewable by mutual consent on mutually agreeable terms. In respect of such arrangements, lease payments for the 30th Sept 2013 aggregating to ₹ 5 lakh (2012-13: ₹ 10 lakh, 2011-12: ₹ 10 lakh, 2010-11: ₹ 10 lakh, 2009-10: ₹ 10 lakh and 2008-09: ₹ 24 lakh) have been recognised in the Statement of Profit and Loss.

The future lease payments in respect of the above non-cancellable operating leases are as follows:

(₹ in lakh)

Particulars	As at 30th Sept,	As at 31st March,				
	2013	2013	2012	2011	2010	2009
Not later than 1 year	10	10	10	10	10	14
Later than 1 year but not later than 5 years	34	35	36	37	39	34
Later than 5 years	91	95	104	112	121	129
Total	**135**	**140**	**150**	**159**	**170**	**177**

(iii) Sub lease payments received (or receivable) recognised in the Statement of Profit and Loss for the period ended 30th Sept, 2013 is ₹ 1,162 lakh (2012-13: 2,114 lakh, 2011-12: ₹ 1,701 lakh, 2010-11: ₹ 1,451 lakh, 2009-10: ₹ 642 lakh and 2008-09 ₹ 464 lakh). Future minimum sublease payments expected to be received under non-cancellable subleases for the period ended 30th Sept, 2013 is ₹ 1,144 lakh (31st March, 2013 is ₹ 549 lakh, 31st March, 2012 is ₹ 887 lakh, 31st March, 2011: ₹ 1,327 lakh, 31st March, 2010: Nil and 31st March, 2009: Nil).

b. In the capacity of Lessor

(i) The Company has given assets on Operating lease *(refer note 12)* for periods ranging between 5 to 15 years. Some of these lease agreements stipulate rental computation on the basis of earnings of the Lessee. Such contingent rent recognised as at 30th Sept, 2013 is₹ 1,630 lakh ((2012-13: ₹ 1,895 lakh, 2011-12: ₹ 1,514 lakh, 2010-11: Nil, 2009-10: Nil and 2008-09: Nil).

The future minimum lease receivables in respect of non-cancellable operating leases are as follows:

(₹ in lakh)

Particulars	As at 30th Sept,	As at 31st March,				
	2013	2013	2012	2011	2010	2009
Not later than 1 year	1,784	1,918	680	2,180	680	435
Later than 1 year but not later than 5 years	5,141	5,301	966	13,107	2,286	1,737
Later than 5 years	7,235	7,851	-	30,000	41	-
Total	**14,160**	**15,070**	**1,646**	**45,287**	**3,007**	**2,172**

(ii) Further, the Company also has certain non-cancellable operating lease arrangements for office premises, which range between 1 to 3 years and are usually renewable by mutual consent on mutually agreeable terms. In respect of such arrangements, lease payments as at 30th Sept, 2013 aggregating to₹ 37 lakh (2012-13: 73 lakh, 2011-12: 42 lakh, 2010-11: Nil, 2009-10: Nil and 2008-09: Nil). have been recognised in the Statement of Profit and Loss.

The future lease receivables in respect of the above non-cancellable operating leases are as follows:

(₹ in lakh)

Particulars	As at 30th Sept,	As at 31st March,				
	2013	2013	2012	2011	2010	2009
Not later than 1 year	40	63	44	-	-	-
Later than 1 year but not later than 5 years	7	21	33	-	-	-
Later than 5 years	-	-	-	-	-	-
Total	**47**	**84**	**77**	**-**	**-**	**-**

37 . Disclosure pursuant to Accounting Standard (AS) 15 (Revised) - Employee Benefits

The trustees of the gratuity scheme for the employees of the Company have entrusted the administration of the scheme to the Life Insurance Corporation of India (LIC).

(a) Expenses recognized in the Statement of Profit and Loss are as follows:

(₹ in lakh)

Particulars	Gratuity						Leave			
	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011
Current service cost	36	65	57	41	27	15	43	71	79	107
Interest cost	12	19	15	9	6	3	8	13	8	6
Expected return on plan assets	(7)	(11)	(9)	(7)	(5)	(2)	-	-	-	-
Past Service Cost	-	-	-	10	16	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-
Net actuarial losses/(gains)	(69)	(19)	(2)	30	(3)	6	(25)	43	41	25
Net benefit expense	**(28)**	**54**	**61**	**83**	**41**	**22**	**26**	**127**	**128**	**138**
Actual return on plan assets	9.25%	9.25%	9.15%	9.15%	9.15%	9.15%	N.A.	N.A.	N.A.	N.A.

(b) Net Liability recognized in the Balance Sheet is as follows:

(₹ in lakh)

Particulars	Gratuity						Leave			
	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011
Defined benefit obligation	263	284	228	190	100	59	281	300	256	183
Fair value of plan assets	(167)	(135)	(108)	(101)	(69)	(41)	-	-	-	-
Net liability	**96**	**149**	**120**	**89**	**31**	**18**	**281**	**300**	**256**	**183**
- Non-Current	96	149	120	89	31	18	227	251	216	160
- Current	-	-	-	-	-	-	54	49	40	23

(c) Changes in the present value of the defined benefit obligations are as follows:

(₹ in lakh)

Particulars	Gratuity						Leave			
	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011
Opening defined benefit obligation	284	228	190	100	59	36	300	256	183	104
Interest cost	12	19	15	9	6	3	8	13	8	6
Current service cost	36	65	57	41	27	15	43	71	79	107
Benefit paid	-	(6)	(32)	-	(4)	-	(45)	(82)	(56)	(59)
Actuarial losses/(gains)	(69)	(22)	(2)	30	(4)	5	(25)	42	42	25
Plan Amendments	-	-	-	10	16	-	-	-	-	-
Closing defined benefit obligation	**263**	**284**	**228**	**190**	**100**	**59**	**281**	**300**	**256**	**183**

(d) The details of fair value of plan assets at the Balance Sheet date are as follows:

(₹ in lakh)

Particulars	Gratuity					
	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Opening fair value of plan assets	135	108	101	69	41	15
Expected return on plan assets*	7	10	9	7	5	2
Contribution by the Company	25	25	30	25	27	25
Benefits paid	-	(6)	(32)	-	(4)	-
Actuarial (losses) / gains	-	(2)	-	-	(1)	(1)
Closing fair value of plan assets	**167**	**135**	**108**	**101**	**68**	**41**

* Determined based on government bond rate

(e) The principal assumptions used in determining the gratuity and leave liability are as shown below:

(₹ in lakh)

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Discount rate (%)	9.30%	8.20%	8.70%	8.40%	8.30%	8.00%
Return on Plan Assets (Gratuity Scheme)	9.25%	9.25%	9.15%	9.15%	9.15%	9.15%
Mortality Rate	India Assured Lives Mortality (2006-08) (modified) Ult	India Assured Lives Mortality (2006-08) (modified) Ult	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate

(f) The amounts for the current and previous years are as follows:

(₹ in lakh)

Particulars	Gratuity						Leave			
	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011
Defined benefit obligation	263	284	228	190	100	59	281	300	256	183
Fair value of plan assets	167	135	108	101	69	41	-	-	-	-
Deficit	96	149	120	89	31	18	281	300	256	183
Experience adjustments on plan liabilities – gain/ (loss)	31	39	(6)	(32)	0	0	4	(33)	(47)	(26)
Experience adjustments on plan assets – gain/(loss)	-	(2)	(0)	0	(1)	(1)	-	-	-	-
Actuarial gain/(loss) due to change on assumptions	38	(17)	9	2	4	5	21	(10)	5	1

(g) The estimate of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employee market.

(h) The amount provided for defined contribution plan is as follows:

(₹ in lakh)

Particulars	For the Period ended 30th Sept,	For the year ended 31st March,				
	2013	2013	2012	2011	2010	2009
Provident fund	99.00	216.00	200.00	143.00	103.94	28.00
Employee state insurance	0.33	1.00	1.00	1.02	0.19	0.07
Total	**99.33**	**217.00**	**201.00**	**144.02**	**104.13**	**28.07**

(i) The amount provided for defined benefit plan is as follows:

Besides, ₹ 14 lakh for FY 2008-09 and ₹ 1 lakh for FY 2009-10 has been paid to "Srei International Finance Provident Fund Trust" towards Company's share of shortfall between the return from the investments of the trust and the Government notified interest rate.

38 . Performance wise classification of assets and total provision made thereon:

F.Y: 2009-10

Loan Assets: **(₹ in Lakh)**

Asset Classification	Arrear Period	Book Value as at March 31 , 2010	Provisions as at March 31, 2010		Total Provision as at March 31, 2010
			As per		
			Reserve Bank of India	Additional provision as per Foreign Financial Institution	
Standard	Upto 90 days	193,157	-	-	-
	91 to 180 days	-	-	-	-
	Sub Total	**193,157**	**-**	**-**	**-**
Sub-Standard	181 to 360 days	-	-	-	-
	361 to 365 days	-	-	-	-
	More than 12 months to 24 months	-	-	-	-
	Sub Total	-	-	-	-
Doubtful (Unsecured)	More than 24 months	-	-	-	-
Doubtful (Secured)	More than 24 months to 36 months	-	-	-	-
	More than 36 months to 60 months	-	-	-	-
	Above 60 Months	-	-	-	-
	Sub Total	-	-	-	-
Loss	As per Management discretion	-	-	-	-
	Sub Total	-	-	-	-
Grand Total		**193,157**	**-**	**-**	**-**

Operating Lease Assets (₹ in Lakh)

Asset Classification	Arrear Period	Outstanding as at March 31, 2010	Provisions as at March 31, 2010		Total Provision as at March 31, 2010
			As per		
			Reserve Bank of India	Additional provision as per Foreign Financial Institution	
Standard	Upto 90 days	36	-	-	-
	91 to 180 days	-	-	-	-
	181 to 360 days	-	-	-	-
	361 to 365 days	-	-	-	-
	Sub Total	**36**	-	-	-
Sub-Standard	More than 12 months to 24 months	-	-	-	-
	More than 24 months to 30 months	-	-	-	-
	Sub Total	-	-	-	-
Doubtful	More than 30 months to 36 months	-	-	-	-
	More than 36 months to 48 months	-	-	-	-
	Above 48 months	-	-	-	-
	Sub Total	-	-	-	-
Loss	As per Management discretion	-	-	-	-
	Sub Total	-	-	-	-
Grand Total		**36**	-	-	-

F.Y: 2008-09

Loan Assets: (₹ in Lakh)

Asset Classification	Arrear Period	Book Value as at March 31 , 2009	Provisions as at March 31, 2009		Total Provision as at March 31, 2009
			As per		
			Reserve Bank of India	Additional provision as per Foreign Financial Institution	
Standard	Upto 90 days	97,870	-	-	-
	91 to 180 days	-	-	-	-
	Sub Total	**97,870**	**-**	**-**	**-**
Sub-Standard	181 to 360 days	-	-	-	-
	361 to 365 days	-	-	-	-
	More than 12 months to 24 months	-	-	-	-
	Sub Total	-	-	-	-
Doubtful (Unsecured)	More than 24 months	-	-	-	-
Doubtful (Secured)	More than 24 months to 36 months	-	-	-	-
	More than 36 months to 60 months	-	-	-	-
	Above 60 Months	-	-	-	-
	Sub Total	-	-	-	-
Loss	As per Management discretion	-	-	-	-
	Sub Total	-	-	-	-
Grand Total		**97,870**	**-**	**-**	**-**

Operating Lease Assets (₹ in Lakh)

Asset Classification	Arrear Period	Outstanding as at March 31, 2009	Provisions as at March 31, 2009		Total Provision as at March 31, 2009
			As per		
			Reserve Bank of India	Additional provision as per Foreign Financial Institution	
Standard	Upto 90 days	267	-	-	-
	91 to 180 days	-	-	-	-
	181 to 360 days	-	-	-	-
	361 to 365 days	-	-	-	-
	Sub Total	**267**	-	-	-
Sub-Standard	More than 12 months to 24 months	-	-	-	-
	More than 24 months to 30 months	-	-	-	-
	Sub Total	-	-	-	-
Doubtful	More than 30 months to 36 months	-	-	-	-
	More than 36 months to 48 months	-	-	-	-
	Above 48 months	-	-	-	-
	Sub Total	-	-	-	-
Loss	As per Management discretion	-	-	-	-
	Sub Total	-	-	-	-
Grand Total		**267**	-	-	-

39 . Fringe Benefits Tax

F.Y: 2009-10

The Company has challenged constitutional validity of Fringe Benefits Tax before the Hon'ble High Court at Calcutta and the Hon'ble Court has granted interim stay on levy of such Fringe Benefits Tax on the Company. In view of this, the Company has not provided for any liability against Fringe Benefits Tax till 31st March, 2009. However, consequent upon abolition of Fringe Benefit Tax from Financial Year 2009-10, no liability arises for the year.

F.Y: 2008-09

The Company has challenged constitutional validity of Fringe Benefits Tax before the Hon'ble High Court at Calcutta and the Hon'ble Court has granted interim stay on levy of such Fringe Benefits Tax on the Company. In view of this, the Company has not provided for any liability against Fringe Benefits Tax.

40 . F.Y: 2010-11

The Company has been classified by RBI as 'Infrastructure Finance Company – Non Deposit Taking' within the overall classification of 'Non Banking Finance Company' w.e.f. 31st March, 2011.

41 . F.Y: 2009-10

The Company is a Non Banking Finance Company (NBFC) and being currently classified as Asset Finance Company (Deposit Taking). In terms of Reserve Bank of India (RBI) Circular DNBS.PD.CC.No.168/03.02.089/2009-10 dated 12th February, 2010, the Company has approached RBI for change in classification as Infrastructure Finance Company (IFC) based on the asset pattern for the year ended 31st March, 2009. However the Company has been advised by RBI to convert into non deposit taking NBFC in order to qualify for classification as IFC in terms of the captioned circular. Accordingly, the Company has complied with the steps advised by RBI and has requested RBI for change in classification as Infrastructure Finance Company.

As a result, the Company has decided that it would not accept any further public deposits or renew the maturing deposits in any manner w.e.f. 20th April, 2010.

42 . F.Y: 2008-09

The Company is a Non Banking Finance Company and was being classified as "Asset Finance Company" on the basis of the criteria set forth by the Reserve Bank of India in circular number DNBS.PD.CC No 85/03.02.089/2006-07 dated 06-12-2006. Based on the asset/income pattern for the year ended 31-03-2009, the company will now apply to RBI for change in classification to "Loan Company".

43 . F.Y: 2009-10

The Board of Directors of the Company during the Financial Year 2009-10, at its meeting held on 28th January, 2010 has, based on the recommendation of the Committee of Independent Directors, approved amalgamation of Quippo Infrastructure Equipment Limited (Quippo) into and with the Company in terms of a Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956. The Appointed Date of the amalgamation shall be 1st April, 2010.

44. Disclosure pursuant to Accounting Standard (AS) 18 - Related Party Disclosure

Related Parties:

Subsidiaries & Step-down Subsidiaries:	Country of Origin	As at					
		30th Sept, 2013	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010	31st March, 2009
Srei Capital Markets Limited	India	√	√	√	√	√	√
Srei Alternative Investment Managers Limited (Formerly Srei Venture Capital Limited)	India	√	√	√	√	√	√
Srei Infrastructure Advisors Limited	India	√	√	√	√	√	√
Global Investment Trust Limited	India	√	√	√	√	√	√
Controlla Electrotech Private Limited	India	√	√	√	√	√	√
Srei Mutual Fund Asset Management Private Limited (Subsidiary w.e.f 27.11.09)	India	√	√	√	√	√	-
Srei Mutual Fund Trust Private Limited (Subsidiary w.e.f 27.11.09)	India	√	√	√	√	√	-
DPSC Ltd. (Subsidiary of Orbis Power Venture Private Ltd. w.e.f. 29.01.2010)	India	-	-	-	-	-	-
Srei International Infrastructure Services GmbH, Germany (Formerly IIS International Infrastructure Services GmbH, Germany)	Germany	√	√	√	√	√	√
Orbis Power Venture Private Limited(w.e.f 02.01.2010 and ceased to be a subsidiary w.e.f 31.03.2010)	India	-	-	-	-	-	-
Srei Forex Limited	India	√	√	√	√	√	√
Srei Insurance Broking Private Limited (ceased to be Step-down Subsidiary w.e.f 02.04.2008 and became a Subsidiary again w.e.f. 31.03.2012)	India	√	√	√	-	-	-
Sahaj e-Village Limited, (Formerly Srei Sahaj e-Village Limited, ceased to be Subsidiary w.e.f. 13.08.2012)	India	-	-	√	√	√	√
Srei Equipment Finance Private Limited (Formerly Srei Infrastructure Development Finance Ltd.)(ceased to be subsidiary w.e.f 2nd April,2008)	India	-	-	-	-	-	-
Bengal Srei Infrastructure Development Limited (Subsidiary of Srei Infrastructure Advisors Limited w.e.f 25.09.2008)(ceased to be subsidiary of Srei Capital Markets Ltd. w.e.f 25.09.2008)	India	√	√	√	√	√	√
Quippo Infocomm Limited (subsidiary of Srei Infrastructure Advisors Limited w.e.f 17.07.2008 and ceased to be a subsidiary of Srei Infrastructure Advisors Limited w.e.f 16.07.2011)	India	-	-	-	√	√	√
Hyderabad Information Technology Venture Enterprises Limited (Subsidiary of Srei Alternative Investment Managers Limited)	India	√	√	√	√	√	√
Cyberabad Trustee Company Pvt. Limited (Subsidiary of Srei Alternative Investment Managers Limited)	India	√	√	√	√	√	√
ZAO Srei Leasing, Russia (Subsidiary of Srei International Infrastructure Services GmbH, Germany)	Russia	√	√	√	√	√	√
Srei Advisors Pte Limited, Singapore (Subsidiary of Srei International Infrastructure Services GmbH, Germany)	Singapore	√	√	√	√	√	-
# Quippo Valuers and Auctioneers Private Limited (Subsidiary w.e.f 31.03.2011)	India	√	√	√	√	-	-

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Subsidiaries & Step-down Subsidiaries:	Country of Origin	As at					
		30th Sept, 2013	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010	31st March, 2009
# Quippo Oil & Gas Infrastructure Limited	India	√	√	√	√	-	-
# Quippo Energy Private Limited	India	√	√	√	√	-	-
# Quippo Construction Equipment Limited	India	√	√	√	√	-	-
# Attivo Economic Zone (Mumbai) Private Limited (Formerly Mumbai Futuristic Economic Zone Private Limited)	India	√	√	√	√	-	-
# Quippo Prakash Marine Holdings Pte. Limited (Subsidiary of Quippo Oil & Gas Infrastructure Limited, Ceased to be Subsidiary w.e.f. 26.11.2012)	Singapore	-	-	√	√	-	-
# Quippo Prakash Pte. Limited (Subsidiary of Quippo Prakash Marine Holdings Pte. Limited) Ceased to be Subsidiary w.e.f. 28.08.2012	Singapore	-	-	√	√	-	-
# Quippo Holding Cooperatief U.A. (Subsidiary of Quippo Oil & Gas Infrastructure Limited, liquidated on 13.02.2012)	Netherlands	-	-	-	√	-	-
# Quippo International B.V. (Subsidiary of Quippo Holding Cooperatief U.A., liquidated on 13.02.2012)	Netherlands	-	-	-	√	-	-
# Quippo Energy Middle East Limited (Subsidiary of Quippo Energy Private Limited)	Dubai	√	√	√	√	-	-
# Quippo Energy Yemen Limited (Subsidiary of Quippo Energy Private Limited)	Yemen	√	√	√	√	-	-
# Kasco Steel Limited(ceased to be a subsidiary of Quippo Construction Equipment Limited w.e.f. 22.09.2011)	India	-	-	-	√	-	-
# Quippo Mara Infrastructure Limited (Subsidiary of Quippo International B.V., Ceased to be Sub-subsidiary w.e.f. 13.02.2012 on account of liquidation of its holding company)	British Virgin Islands	-	-	-	√	-	-
Quippo Mauritius Private Limited (Subsidiary of Quippo Energy Private Limited w.e.f. 05.03.2012)	Mauritius	√	√	√	-	-	-
Quippo Energy Nigeria Private Limited (Subsidiary of Quippo Mauritius Private Limited w.e.f. 22.03.2012)	Nigeria	√	√	√	-	-	-
Quippo CJ Exploration & Production Private Limited (Subsidiary of Quippo Oil & Gas Infrastructure Limited w.e.f. 01.05.2013)	India	√	-	-	-	-	-

Associate Company:	Country of origin	As at					
		30th Sept, 2013	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010	31st March, 2009
Quippo Infrastructure Equipment limited (Formerly Quippo Infrastructure Equipment Ltd.)(ceased to be an associate on 30.09.2008)	India	-	-	-	-	-	√
Quippo Construction Equipment Limited	India	√	√	-	-	-	-
Sahaj e-Village Limited (associate w.e.f. 13-08-2012)	India	√	√	-	-	-	-

Joint Venture:	Country of origin	As at					
		30th Sept, 2013	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010	31st March, 2009
Srei Equipment Finance Limited (Formerly Srei Equipment Finance Private Limited) (became Joint Venture Company with BNP Paribas Lease Group w.e.f 2nd April,2008)	India	√	√	√	√	√	√
# Quippo Valuers and Auctioneers Private Ltd.(Formerly GoIndustry Quippo Valuers and Auctioneers Private Ltd.)upto 30.03.2011	India	-	-	-	-	-	-

Trusts:	Country of origin	As at					
		30th Sept, 2013	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010	31st March, 2009
Srei Mutual Fund Trust (w.e.f 07.08.2010)	India	√	√	√	√	-	-
Srei Growth Trust (w.e.f 04.03.2011)	India	√	√	√	√	-	-

Key Management Personnel (KMP):		**As at**					
		30th Sept, 2013	**31st March, 2013**	**31st March, 2012**	**31st March, 2011**	**31st March, 2010**	**31st March, 2009**
Name	**Designation**						
Hemant Kanoria	Chairman & Managing Director (w.e.f 14th May,2008)	√	√	√	√	√	√
Saud Ibne Siddique	Joint Managing Director w.e.f 01.04.2009 & upto 30.04.2013	√	√	√	√	√	-
Prasad Kumar Pandey	Whole time Director (retired on 31.03.2009)	-	-	-	-	-	√
Shyamalendu Chatterjee	Whole time Director (Resigned on 31.03.2009 as a Wholetime Director , Appointed as Non-Executive Director w.e.f 29.04.2009)	-	-	-	-	-	√
Kishore Kumar Mohanty	Whole time Director (upto 31.01.2011)	-	-	-	√	√	√
Sanjeev Sancheti	Chief Financial Officer (upto 20.05.2013)	√	√	√	√	√	√
Anil Agrawal	Chief Financial Officer (w.e.f. 20.05.2013)	√	-	-	-	-	-

Enterprises over which KMP and their relatives have significant influence	**As at**					
	30th Sept, 2013	**31st March, 2013**	**31st March, 2012**	**31st March, 2011**	**31st March, 2010**	**31st March, 2009**
Viom Networks Limited (w.e.f. 18.11.2011)	√	√	√	-	-	-

Pursuant to the Scheme of Amalgamation of Quippo Infrastructure Equipment Limited (Quippo) into and with the Company sanctioned by the Hon'ble High Court at Calcutta vide its Order made on January 18, 2011 and effective w.e.f. March 04, 2011, these Companies have become subsidiaries and/or step down subsidiaries of the Company.

Similarly, Quippo Valuers and Auctioneers Private Limited (Formerly GoIndustry Quippo Valuers and Auctioneers Private Limited) (QVAPL) which was a 50:50 joint venture between Quippo and Go Industry Limited, UK became a Joint Venture between the Company and Go Industry Limited, UK w.e.f. March 04, 2011. Thereafter, the entire shareholding of Go Industry Limited, UK has been acquired by the Company and consequently, QVAPL has become a 100% subsidiary of the Company w.e.f. March 31, 2011. The name has been changed to "Quippo Valuers and Auctioneers Private Limited" w.e.f. April 16, 2011.

√ Related party as on period/year end date.

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Summary of Transactions with Related Parties

(₹ in Lakh)

Name of related party & Nature of relationship	Nature of Transactions & Outstanding balances	Period Ended 30th Sept 2013	2012-13	2011-12	2010-11	2009-10	2008-09
(A) Subsidiaries:							
Sahaj e-Village Limited (ceased to be Subsidiary w.e.f. 13.08.2012)	Loan Advanced	-	1,560	14,550	8,690	7,210	830
	Refund of Loan Advanced	-	315	11,992	4,380	1,500	-
	Advance given	-	770	-	-	-	-
	Interest Received on Loan	-	639	1,479	1,173	745	166
	Interest Received on Advance	-	5	-	-	-	-
	Amount Paid against Services Received	-	-	-	-	-	-
	Business Auxiliary Services rendered	-	-	-	-	1	-
	Recovery of Rent	-	8	20	20	21	-
	Rent Received	-	-	23	-	-	-
	Recovery of Bank Guarantee Charges	-	12	13	11	52	-
	Bank Guarantee Arranged	-	-	-	45	2,572	-
	Bank Guarantee Closed	-	-	-	2,617	-	-
	Purchase of Services	-	-	9	-	-	-
	Equity Contribution	-	-	-	900	-	-
	Guarantee in the form of Put option to bank against Loan facility	-	-	6,000	-	-	-
	Corporate Guarantee issued by the Company	-	-	-	-	-	6,000
	Corporate Guarantee issued by the Company - Closed	-	-	2,981	-	6,000	-
	Balance Paid-Others	-	6				
	Corporate Guarantee issued by the Company - Outstanding	-	-	-	2,981	2,981	8,981
	Balance Receivable-Loan	-	-	13,753	11,195	6,885	1,175
	Bank Guarantee Outstanding	-	-	-	-	2,572	-
	Balance Receivable-Interest accrued but not due	-	-	72	103	-	-
	Balance Payable-Purchase of Services	-	-	9	-	-	-
	Outstanding Guarantee in the form of Put option to bank against Loan facility	-	-	6,000	-	-	-
Srei Capital Markets Limited	Loan Advanced	32	215	120	20	367	510
	Refund of Loan Advanced	-	40	30	209	403	685
	Advance Received	-	-	-	-	-	-
	Interest Received on Loan	19	25	2	-	-	-
	Consultancy Fees Paid	-	-	10	-	43	-
	Balance Receivable-Loan	297	265	90	-	189	225
	Balance Payable-Advance	-	-	-	-	-	-
	Balance Receivable-Interest accrued but not due (Net of TDS)	23	4	2	-	-	-

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Summary of Transactions with Related Parties

(₹ in Lakh)

Name of related party & Nature	Nature of Transactions & Outstanding balances	Period	2012-13	2011-12	2010-11	2009-10	2008-09
(A) Subsidiaries:							
Srei Alternative Investment Managers Limited	Loan given	-	-	-	6	325	-
	Refund of Loan Advanced	-	-	-	6	325	-
	Interest Received on Loan	-	-	-	0.20	23	-
	Advance given	-	-	400	-	-	26
	Refund of Advance	-	-	-	-	-	26
	Balance Receivable-Advance	400	400	400	-	-	-
	Balance Receivable-Others	-	-	23	-	-	-
	Purchase of units of Trust	-	-	270	-	-	-
Srei Infrastructure Advisors Limited	Loan advanced	-	-	-	1	1	66
	Subscription to Equity Shares	-	-	-	-	-	45
	Refund of Loan Advanced	-	-	2	8	58	-
	Interest Received on Loan	-	-	0.11	0.25	8	4
	Business Auxiliary Services rendered	0.06	0.12	0.12	1	1	-
	Balance Receivable-Loan	-	-	-	2	9	70
Bengal Srei Infrastructure Development Limited	Loan advanced	183	38	182	33	33	150
	Refund of Loan Advanced	150	-	150	-	26	40
	Advance Received	-	-	-	-	-	-
	Interest Received on Loan	16	28	22	18	14	5
	Balance Receivable-Loan	253	220	182	150	117	115
	Balance Payable-Advance	-	-	-	-	-	-
	Balance Receivable-Interest accrued but not due (Net of TDS)	12	16	17	-	-	-
Global Investment Trust Limited	Loan advanced	-	-	-	-	-	1
	Refund of Loan Advanced	-	-	-	-	-	2
	Fixed Assets Purchased	-	-	-	-	3	-
	Loan write off	-	-	-	-	-	-
	Business Auxiliary Services rendered	-	1	-	-	-	-
	Balance Receivable-Loan	-	-	-	-	-	-
Srei Forex Limited	Loan advanced	-	0.50	0.20	0.20	1.00	3
	Refund of Loan Advanced	-	0.50	-	-	-	-
	Business Auxiliary Services rendered	-	0.50	0.20	0.05	0.05	-
	Loan write off	-	-	0.05	0.20	1.00	83
	Recovery of Bad Debt	5	7	-	-	-	-
	Balance Receivable - Loan	-	-	-	-	0.05	-
Srei Mutual Fund Trust Private	Subscription to Equity Shares	-	5	-	-	5	-
Srei Mutual Fund Asset Management Private Limited	Subscription to Equity Shares	100	100	200	1,090	10	-
	Deposit Received	100	90	395	1,000	-	-
	Deposit Refunded	66	132	265	40	-	-
	Interest on Deposit Paid	51	101	85	52	-	-
	Balance Payable-Deposit	1,082	1,048	1,090	960	-	-
	Balance Payable-Interest accrued but not due	0.44	-	6	-	-	-

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Summary of Transactions with Related Parties

(₹ in Lakh)

Name of related party & Nature	Nature of Transactions & Outstanding balances	Period	2012-13	2011-12	2010-11	2009-10	2008-09
(A) Subsidiaries:							
Controlla Electrotech Private Limited	Security deposit paid	-	-	-	-	-	2,411
	Security deposit Refund received	-	-	-	11	-	-
	Rent Paid	4	8	8	8	8	6
	Business Auxiliary Services rendered	-	0.05	0.05	0.05	0.10	-
	Balance Receivable-Deposit	2,400	2,400	2,400	2,400	2,411	2,411
	Corporate Guarantee issued by Subsidiary – Outstanding	-	-	2,500	-	-	-
	Corporate Guarantee Closed during the period	-	2,500	-	-	-	-
Orbis Power Venture Private Limited	Loan advanced	-	-	-	-	13,020	-
	Loan Processing Fees Received	-	-	-	-	260	-
	Refund of Loan Advanced	-	-	-	-	138	-
	Interest Received on Loan	-	-	-	-	13	-
Srei Insurance Broking Private	Rent Received	14	28	-	-	-	-
Quippo Infocomm Limited (ceased to be a subsidiary of Srei Infrastructure Advisors Limited w.e.f 16.07.2011)	Loan advanced	-	-	100	235	-	-
	Interest Received on Loan	-	-	10	14	-	-
	Balance Receivable-Loan	-	-	-	235	-	-
	Balance Receivable-Interest accrued but not due	-	-	-	13	-	-
Quippo Energy Private Limited	Loan advanced	1,300	5,950	-	-	-	-
	Advance given	-	1,195	-	-	-	-
	Advance Received	-	3	-	-	-	-
	Advance Refunded	-	1,195				
	Refund of Loan Advanced	1,250	600	-	-	-	-
	Deposit Received	-	-	480	55	-	-
	Deposit Refunded	-	-	1,145	-	-	-
	Security Deposit Refunded	-	165	-	-	-	-
	Rent Received	159	282	246	31	-	-
	Balance Received - Others	0.25	-	17	-	-	-
	Interest on Deposit	-	-	9	15	-	-
	Interest Received on Loan	324	143	-	-	-	-
	Buyers Credit on LC facility arranged by the Company	-	-	1,917	1,081	-	-
	Buyers Credit Facility Charges	-	-	22	4	-	-
	Suppliers Credit on LC facility arranged by the Company - Closed	-	-	1,847	-	-	-
	Balance Payable-Deposit	-	-	165	830	-	-
	Balance Paid-Advance	3					
	Balance Payable-Interest accrued but not due	-	-	-	13	-	-
	Buyers Credit outstanding on LC facility arranged by the Company	-	411	3,217	1,081	-	-
	Suppliers Credit outstanding on LC facility arranged by the Company	-	-	-	1,847	-	-
	Corporate Guarantee issued by the Company -Outstanding	7,250	-	5,495	5,495	-	-
	Buyers Credit on LC facility arranged by the Company-Closed	411	2,965	-	-	-	-
	Balance Receivable -Overdue Rental	-	-	-	-	-	-
	Corporate Guarantee closed during the period	-	5,495	-	-	-	-
	Balance Receivable-Loan	5,400	5,350	-	-	-	-
	Balance Receivable-Interest accrued but not due	288	4	-	-	-	-
	Balance Payable-Advance	-	3				
	Guarantee in the form of Put option to bank against Loan facility	7,250	-	-	-	-	-
	Balance Receivable-Others	-	0.25	-	17	-	-

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Summary of Transactions with Related Parties

(₹ in Lakh)

Name of related party & Nature	Nature of Transactions & Outstanding balances	Period	2012-13	2011-12	2010-11	2009-10	2008-09
(A) Subsidiaries:							
Quippo Oil & Gas Infrastructure Limited	Loan advanced	950	4,325	4,425	100	-	-
	Refund of Loan Advanced	250	5,440	500	97	-	-
	Rent Received	1,593	1,895	1,514	-	-	-
	Rent Receivable-Outstanding	1,561	-	-	-	-	-
	Interest Received on Loan	486	891	773	362	-	-
	Refund of Balance Receivable-Others	-	132	-	-	-	-
	Guarantee in the form of Put Option to Bank against loan facility	-	-	4,000	-	-	-
	Bank Guarantee Closed	-	-	308	-	-	-
	Balance Receivable-Loan	8,420	7,720	8,835	4,910	-	-
	Balance Receivable-Interest accrued but not due	476	-	-	-	-	-
	Balance Receivable-Others	58	57	132	-	-	-
	Bank Guarantee Outstanding	-	-	-	308	-	-
	Corporate Guarantee issued by the Company -Outstanding	1,650	1,900	1,900	1,900	-	-
	Corporate Guarantee Issued during the period	600	-	-	-	-	-
	Corporate Guarantee Closed during the period	850	-	-	-	-	-
	Outstanding Guarantee in the form of Put option to bank against	4,000	4,000	4,000	-	-	-
Quippo Construction Equipment Limited (ceased to be a subsidiary w.e.f. 31.03.2013)	Loan advanced	-	12,904	5,850	350	-	-
	Refund of Loan Advanced	-	11,790	5,411	-	-	-
	Interest Received on Loan	-	2,105	1,994	1,651	-	-
	LC facility charges	-	79	23	-	-	-
	Suppliers Credit on LC facility arranged by the Company	-	48,894	15,545	-	-	-
	Suppliers Credit on LC facility arranged by the Company closed during	-	30,761	8,174	-	-	-
	Suppliers Credit outstanding on LC facility arranged by the Company	-	-	7,096	-	-	-
	Balance Receivable-Loan	-	-	17,052	16,579	-	-
	Balance Payable-Interest accrued but not due	-	-	-	325	-	-
	Balance Receivable-Interest accrued but not due	-	-	-	-	-	-
	Corporate Guarantee issued by the Company -Outstanding at year	-	-	3,006	-	-	-
	Corporate Guarantee closed during the period	-	3,006	-	-	-	-
Quippo Valuers and Auctioneers Private Limited	Deposit Received	-	-	50	-	-	-
	Deposit Refunded	-	-	200	-	-	-
	Interest on Deposit Paid	-	-	16	14	-	-
	Business Auxiliary Services rendered	-	60	60	-	-	-
	Balance Receivable-Fees Income Accrued but not due	-	-	-	-	-	-
	Balance Payable-Deposit	-	-	-	150	-	-
Attivo Economic Zone (Mumbai) Private Limited	Deposit Received	-	-	145	-	-	-
	Deposit Refunded	-	-	145	-	-	-
	Loan advanced	835	2,521	1,894	4,303	-	-
	Interest on Deposit Paid	-	-	1	-	-	-
	Interest Received on Loan	1,155	1,966	1,550	619	-	-
	Balance Receivable-Loan	15,345	14,510	11,989	10,095	-	-
	Balance Receivable-Interest accrued but not due (Net of TDS)	1,236	81	75	52	-	-

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Summary of Transactions with Related Parties

(₹ in Lakh)

Name of related party & Nature	Nature of Transactions & Outstanding balances	Period	2012-13	2011-12	2010-11	2009-10	2008-09
(A) Subsidiaries:							
Srei International Infrastructure Services GmbH (Formerly IIS International Infrastructure Services GmbH)	Loan advanced	-	-	462	-	-	-
	Subscription to Equity Shares	-	-	-	-	-	-
	Refund of Loan Advanced	-	-	229	-	-	-
	Refund of Balance Receivable-Others	-	38	-	-	-	-
	Interest Received on Loan	9	15	12	-	-	-
	Balance Receivable-Loan	296	243	238	-	-	-
	Balance Receivable-Interest accrued but not due	9	16	2	-	-	-
ZAO Srei Leasing, Russia	Balance Receivable-Others	14	-	38	-	-	-
Hyderabad Information	Consultancy Fees Received	-	-	2	-	-	-
(B) Joint Venture:							
Srei Equipment Finance Limited	Security Deposit received	-	-	54	669	35	717
	Security Deposit paid	-	-	-	7	24	72
	Security Deposit refund received	-	-	50	96	-	-
	Security Deposit refunded	-	-	7	-	-	-
	Advance paid	-	-	-	270	-	-
	Refund of advance received	-	-	-	270	-	-
	Rent paid	-	-	-	211	104	36
	Rent received	762	1,456	1,388	999	642	464
	Loan advanced	-	-	-	-	43,544	46,997
	Refund of Loan Advanced	-	-	-	-	43,544	46,997
	Loan received	-	-	-	-	-	5,937
	Refund of Loan received	-	-	-	-	-	27,991
	Interest Received on Loan	-	-	-	-	1,600	2,083
	Interest paid on Loan	-	-	-	-	-	49
	Transfer as per Scheme of Arrangement	-	-	-	-	-	-
	Amount receivable towards transfer as per Scheme of Arrangement	-	-	-	-	-	-
	Amount received towards transfer as per Scheme of Arrangement	-	-	-	-	-	37,500
	Balance Payable-Loan	-	-	-	-	-	-
	Balance Receivable-Interest accrued but not due	-	-	-	-	-	-
	Balance Payable-Security Deposit	1,425	1,425	1,425	1,421	752	717
	Balance Receivable-Security Deposit	-	-	-	7	96	72
	Balance Receivable-Others	-	-	-	-	-	-
	Equity Contribution	-	9,982	4,991	-	-	2,295
	Purchase of Investment	-	-	143	-	-	-

Srei Infrastructure Finance Ltd (Standalone)
Notes to Financial Statements **Annexure - V**

Summary of Transactions with Related Parties

(₹ in Lakh)

Name of related party & Nature	Nature of Transactions & Outstanding balances	Period	2012-13	2011-12	2010-11	2009-10	2008-09
(C) Associate:							
Quippo Construction Equipment Limited (associate of Srei Infrastructure Finance Limited w.e.f. 31-03-2013)	Sale of Assets	-	-	-	-	-	-
	Interest Received on Loan	782	-	-	-	-	-
	Loan advanced	125	-	-	-	-	-
	Refund of Loan Advanced	1,225	-	-	-	-	-
	LC facility charges	63	-	-	-	-	-
	Suppliers Credit outstanding on LC facility arranged by the Company	39,353	23,991	-	-	-	-
	Suppliers Credit on LC facility arranged by the Company	35,942	-	-	-	-	-
	Suppliers Credit on LC facility arranged by the Company - Closed during the period	23,991	-	-	-	-	-
	Balance Receivable-Loan	17,066	18,166	-	-	-	-
	Balance Receivable-Interest accrued but not due (Net of TDS)	788	6	-	-	-	-
Sahaj e-Village Limited (associate of Srei Infrastructure Finance Limited w.e.f. 13-08-2012)	Loan Advanced	2,482	23,644	-	-	-	-
	Advance Given	-	1,910	-	-	-	-
	Advance Refunded	-	2,680	-	-	-	-
	Refund of Loan Advanced	-	17,571	-	-	-	-
	Interest Received on Loan	880	1,339	-	-	-	-
	Interest Received on Advance	-	67	-	-	-	-
	Balance Paid-Others	-	3	-	-	-	-
	Recovery of Bank Guarantee Charges	-	1				
	Recovery of Rent	-	2	-	-	-	-
	Balance Receivable-Loan	23,553	21,072	-	-	-	-
	Balance Receivable-Interest accrued but not due	902	22	-	-	-	-
	Outstanding Guarantee in the form of Put option to bank against	6,000	6,000	-	-	-	-
Quippo Infrastructure Equipment Limited	Sale of Assets	-	-	-	-	-	-
	Interest Received on Loan	-	-	-	-	-	637
	Loan advanced	-	-	-	-	-	4,183
(D) Trusts:							
Srei Growth Trust	Contribution to corpus	-	-	0.25	0.25	-	-
	Income Received	243	241	364	-	-	-
	Dividend Paid	243	243	364	-	-	-
	Advance Given	-	2	-	-	-	-
	Advance Refunded	-	2	-	-	-	-
Srei Mutual Fund Trust	Contribution to corpus	-	-	1	1	-	-
(E) Key Management Personnel:							
Hemant Kanoria	Remuneration	82	159	163	178	87	103
	Commission	30	60	60	60	36	36
	Dividend paid	2	2	3	3	2	2
Saud Ibne Siddique	Remuneration	27	429	339	325	335	-
Kishore Kumar Mohanty (Upto 31.01.2011)	Remuneration	-	-	-	76	64	65
	Dividend paid	-	-	-	2	1	1
Prasad Kumar Pandey	Remuneration	-	-	-	-	-	47
	Dividend Paid	-	-	-	-	-	1
Shyamalendu Chatterjee	Remuneration	-	-	-	-	-	46
Anil Agrawal	Remuneration	21	-	-	-	-	-
Sanjeev Sancheti	Remuneration	13	111	73	66	48	41
	Loan advanced	45	-	5	-	-	-
	Refund of Loan Advanced	0	1	4	-	-	-
	Interest received on Loan	0	0.02	0.21	-	-	-
	Balance Receivable-Loan	-	-	1	-	-	-
(F) Enterprises over which KMPs and their relatives have significant influence:							
Viom Networks Limited (w.e.f. 18.11.2011)	Deposit Received	-	-	76	-	-	-
	Rent received	421	803	306	-	-	-
	Balance Receivable-Others	37	21	6	-	-	-
	Balance Payable- Security Deposit	660	660	660	-	-	-

45 Assets for Operating lease include gross value of assets pending to be leased out, amounting to ₹ Nil (31st March, 2013: Nil, 31st March, 2012: Nil, 31st March, 2011: ₹ 6,487 lakh , 31st March, 2010: Nil, 31st March, 09: Nil).

46 Loans & Advances include Loan of ₹ Nil (31st March, 2013: Nil, 31st March, 2012: ₹ 3,175 lakh, 31st March, 2011: ₹ 1,199 lakh, 31st March, 2010: ₹ 3,793 lakh, 31st March, 09: ₹ 2,528 lakh) due from a private company having at least one common director with the Company.

47 Details of loans/advances to Subsidiary Companies: (Refer Note 44)

₹ In Lakh

Name of the Company	Maximum Amount Outstanding during					Amount Outstanding as at 31st March,				
	2012-13	2011-12	2010-11	2009-10	2008-09	2013	2012	2011	2010	2009
Srei Capital Markets Limited	305	90	216	412	742	265	90	-	189	225
Sahaj e-Village Limited	21,072	14,324	11,356	8,794	1,231	21,072	13,753	11,195	6,885	1,175
Srei Infrastructure Advisors Limited	-	2	9	66	70		-	2	9	70
Bengal Srei Infrastructure Development Limited	220	182	150	127	150	220	182	150	117	115
Global Investment Trust Limited		-	-	-	2		-	-	-	-
Controlla Electrotech Private Limited	2,400	2,400	2,411	2,431	2,411	2,400	2,400	2,400	2,411	2,411
Srei Forex Limited	0.50	0.20	0.20	1	83		-	-	-	-
Srei Alternative Investment Managers Limited	400	423	6	332	64	400	423	-	-	-
Quippo Infrastructure Equipment Limited	-	-	-	-	11,882		-	-	-	-
Srei Mutual Fund Asset Management Private Limited	-	-	-	7	-		-	-	-	-
Orbis Power Venture Private Limited	-	-	-	13,000	-		-	-	-	-
Quippo Energy Private Limited	5,761	3,217	1,098	-	-	5,761	3,217	1,098	-	-
Quippo Infocomm Limited	-	335	235	-	-		-	235	-	-
Quippo Oil & Gas Infrastructure Limited	9,335	8,967	5,007	-	-	7,720	8,967	4,910	-	-
Quippo Construction Equipment Limited	42,157	18,401	16,604	-	-	42,157	17,052	16,579	-	-
Attivo Economic Zone (Mumbai) Private Limited	15,459	13,508	10,095	-	-	14,510	11,989	10,095	-	-
ZAO Srei Leasing, Russia	14	-	-	-	-	14	-	-	-	-
Srei International Infrastructure Services GmbH	260	481	-	-	-	243	276	-	-	-

Financial Year: 2012-13

The outstanding are interest bearing except that of Controlla Electrotech Private Limited, Srei Alternative Investment Managers Limited and ZAO Srei Leasing.

Financial Year: 2011-12

The outstanding Loans and Advances are interest bearing except that of Controlla Electrotech Private Limited and Srei Alternative Investment Managers Limited.

Financial Year: 2010-11

Loans and Advances to Srei Capital Markets Limited and Srei Infrastructure Advisors Ltd are receivable on demand. The outstanding loans and advances are interest bearing except that of Controlla Electrotech Private Ltd.

Financial Year: 2009-10

The amounts are repayable on demand except that of Controlla Electrotech Private Ltd., Bengal Srei Infrastructure Development Ltd. and Sahaj e-Village Ltd. The outstanding loans and advances are interest bearing except that of Srei Capital Markets Ltd. and Controlla Electrotech Private Ltd.

Financial Year: 2008-09

The amounts are repayable on demand except that of Controlla Electrotech Private Ltd., Bengal Srei Infrastructure Development Ltd. and Sahaj e-Village Ltd. The loans and advances are interest bearing except that of Srei Capital Markets Ltd. and Controlla Electrotech Private Ltd.

48 Disclosure in respect of Company's Joint Venture in India pursuant to Accounting Standard 27 'Financial Reporting of Interest in Joint Ventures' :

Name of the Venture	Country of	Proportion of
Srei Equipment Finance Limited	India	50%

The aggregate of the Company's share in the above venture is:

(₹ in lakh)

Particulars	As at 30th Sept,	As at 31st March,				
	2013	2013	2012	2011	2010	2009
Current & Non-Current Liabilities	759,565	730,841	574,106	435,939	323,148	298,788
Current & Non-Current Assets	860,086	824,400	644,187	491,183	371,847	343,130
Contingent Liabilities	1,428	1,386	9,583	12,090	7,729	4,026
Capital Commitments (Net of Advances)	2,788	3,235	2,091	3,530	8	56
Particulars	**Period Ended 30th Sept 2013**	**2012-13**	**2011-12**	**2010-11**	**2009-10**	**2008-09**
Income	64,426	118,689	91,058	62,086	46,568	47,782
Expenses (Including Depreciation & Taxation)	57,464	105,193	81,209	55,542	42,212	44,654

49 Asset under Management

(i) **Securitisation**

In terms of Reserve Bank of India Guidelines on securitisation of assets issued on 1 st February 2006, details of financial assets securitised are as under:

Particulars	31.03.2010	31.03.2009
Total number of contracts securitised during the year	-	1
Book Value of contracts securitised (on date of securitisation)	-	6,019
Sale consideration (on date of securitisation)	-	6,026
(Loss)/Gain on securitisation (on date of securitisation)*	-	7
Subordinated assets as on balance sheet date	-	-
Bank/Other deposits provided as collateral as on balance sheet	-	-
Guarantee against securitised contracts	-	Nil

* Gain from securitisation is amortised over the life of the contracts and loss is charged off upfront in Statement of Profit And Loss.

(ii) **Assignment of Receivables**

F.Y: 2008-09

The Company has assigned loan assets to the extent of ₹ Nil for purchase consideration of ₹ Nil during the year. The Company has not provided any corporate guarantee and no collateral against these contracts is outstanding at the year end.

(iii) **Co-Branded Arrangements:**

Agreements with Banks/Financial Institutions to make disbursements on their behalf amount to ₹ Nil Lakh during the financial year 2008-09 (31st March, 2008 : ₹ 3,543 lakh).

(iv) **F.Y: 2008-09**

There are no contracts outstanding in terms of foregoing paragraph 49(i,ii,iii) above as on 31st March, 2009

Financial Year: 2011-12

50 As notified by the Ministry of Corporate Affairs of the Government of India, revised Schedule VI under the Companies Act, 1956 is applicable to all financial statements for the financial year commencing on or after 1st April, 2011. Accordingly, the financial statements for the year ended 31st March, 2012 are prepared in accordance with the aforesaid revised Schedule VI.

51 Figures pertaining to the previous year/period have been rearranged/regrouped, reclassified and restated, wherever necessary, to make them comparable with those of current period.

Srei Infrastructure Finance Ltd (Standalone)

Annexure - V

ANNEXURE I TO NOTES TO FINANCIAL STATEMENTS

Stock for Trade as at 30th Sept, 2013

Equity Shares: Trade	Face Value	Quantity	Cost	Value
	(₹)	(Nos.)	(₹ in Lakh)	
Bala Techno Industries Ltd.	10	5000	1	-
Hotline Glass Ltd.	10	110609	12	-
Kamala Tea Co. Ltd.	10	25000	11	11
Shanghi Polyesters Ltd.	10	2000	0@	-
IDBI Bank	10	60000	105	35
Can Fin Homes Ltd.	10	53140	81	68
Quippo Telecom Infrastructure Ltd.	10	25929041	0*	0#
L.D.Textile Industries Ltd.	10	42000	0*	0#
Shentracon Chemicals Ltd.	10	99400	0*	0#
India Lead Ltd.	10	418668	0*	0#
Mega Marketshare Resources Ltd.	10	6000	0*	0#
PAAM Pharmaceuticals (Delhi) Ltd.	10	1210	0*	0#
Standard Chrome Limited	10	300	0*	0#
Kanel Oil & Export Ltd.	10	3100	0*	0#
Kesoram Textiles Ltd.	10	20	0*	0#
NEPC Agro Foods Ltd.	10	1333	0*	0#
			210	**114**
Less: Provision for diminution			96	
Total			**114**	

@ Book value ₹ 19,800;

* Book value ₹ 1; # Valued at ₹ 1

Stock for Trade as at 31st March, 2013

Equity Shares: Trade	Face Value	Quantity	Cost	Value
	(₹)	(Nos.)	(₹ in Lakh)	
Bala Techno Industries Ltd.	10	5000	1	-
Hotline Glass Ltd.	10	110609	12	-
Kamala Tea Co. Ltd.	10	25000	11	11
Shanghi Polyesters Ltd.	10	2000	0@	-
IDBI Bank	10	60000	105	48
Can Fin Homes Ltd.	10	53140	81	73
Quippo Telecom Infrastructure Ltd.	10	25929041	0*	0#
L.D.Textile Industries Ltd.	10	42000	0*	0#
Shentracon Chemicals Ltd.	10	99400	0*	0#
India Lead Ltd.	10	418668	0*	0#
Mega Marketshare Resources Ltd.	10	6000	0*	0#
PAAM Pharmaceuticals (Delhi) Ltd.	10	1210	0*	0#
Standard Chrome Limited	10	300	0*	0#
Kanel Oil & Export Ltd.	10	3100	0*	0#
Kesoram Textiles Ltd.	10	20	0*	0#
NEPC Agro Foods Ltd.	10	1333	0*	0#
			210	**132**
Less: Provision for diminution			78	
Total			**132**	

@ Book value ₹ 19,800;

* Book value ₹ 1; # Valued at ₹ 1

Srei Infrastructure Finance Ltd (Standalone)

Annexure - V

ANNEXURE I TO NOTES TO FINANCIAL STATEMENTS

Stock for Trade as at 31st March, 2012

Equity Shares: Trade	Face Value	Quantity	Cost	Value
	(₹)	(Nos.)	(₹ in Lakh)	
Bala Techno Industries Ltd.	10	5000	1	-
Hotline Glass Ltd.	10	110609	12	-
Kamala Tea Co. Ltd.	10	25000	11	11
Shanghi Polyesters Ltd.	10	2000	0@	-
IDBI Bank	10	60000	104	63
Karur Vysya Bank	10	6259	26	23
Can Fin Homes Ltd.	10	132201	211	149
Quippo Telecom Infrastructure Ltd.	10	25929041	0*	0#
L.D.Textile Industries Ltd.	10	42000	0*	0#
Shentracon Chemicals Ltd.	10	99400	0*	0#
India Lead Ltd.	10	418668	0*	0#
Mega Marketshare Resources Ltd.	10	6000	0*	0#
PAAM Pharmaceuticals (Delhi) Ltd.	10	1210	0*	0#
Standard Chrome Limited	10	300	0*	0#
Kanel Oil & Export Ltd.	10	3100	0*	0#
Kesoram Textiles Ltd.	10	20	0*	0#
NEPC Agro Foods Ltd.	10	1333	0*	0#
			365	**246**
Less: Provision for diminution			119	
Total			**246**	

@ Book value ₹ 19,800;

* Book value ₹ 1; # Valued at ₹ 1

Stock for Trade as at 31st March, 2011

Equity Shares: Trade	Face Value	Quantity	Cost	Value
	(₹)	(Nos.)	(₹ in Lakh)	
Bala Techno Synthetics Ltd.	10	5000	1	0
Hotline Glass Ltd.	10	110609	12	0
Kamala Tea Co. Ltd.	10	25000	11	11
Shanghi Polyster Ltd.	10	2000	0	0
IDBI Bank	10	60000	104	85
Karur Vysya Bank	10	4400	23	18
Karur Vysya Bank -Partly paid				
(Refer Schedule 30)	10	1859	2	6
Can Fin Homes Limited	10	132201	211	142
Quippo Telecom Infrastructure Ltd.	10	25929041	0*	0#
L.D.Textile Industries Ltd.	10	42000	0*	0#
Shentracon Chemicals Ltd.	10	99400	0*	0#
India Lead Ltd.	10	418668	0*	0#
Mega Marketshare Resources Ltd.	10	6000	0*	0#
PAAM Pharmaceuticals (Delhi) Ltd.	10	1210	0*	0#
Standard Chrome Limited	10	300	0*	0#
Kanel Oil & Export Ltd.	10	3100	0*	0#
Kesoram Textiles Ltd.	10	20	0*	0#
NEPC Agro Foods Ltd.	10	1333	0*	0#
			364	
Less: Provision for diminution			102	
Total			**262**	

* Book value ₹ 1; # Valued at ₹ 1

Srei Infrastructure Finance Ltd (Standalone)

Annexure - V

ANNEXURE I TO NOTES TO FINANCIAL STATEMENTS

Stock for Trade as at 31st March, 2010

Equity Shares: Trade	Face Value	Quantity	Cost	Value
	(₹)	(Nos.)	(₹ in Lakh)	
Bala Techno Synthetics Ltd.	10	5000	1	0
Hotline Glass Ltd.	10	110609	12	0
Kamala Tea Co. Ltd.	10	25000	11	31
Shanghi Polyster Ltd.	10	2000	0*	0#
L.D.Textile Industries Ltd.	10	42000	0*	0#
Shentracon Chemicals Ltd.	10	99400	0*	0#
India Lead Ltd.	10	418668	0*	0#
Mega Marketshare Resources Ltd.	10	6000	0*	0#
PAAM Pharmaceuticals (Delhi) Ltd.	10	1210	0*	0#
Standard Chrome Limited	10	300	0*	0#
Kanel Oil & Export Ltd.	10	3100	0*	0#
Kesoram Textiles Ltd.	10	20	0*	0#
NEPC Agro Foods Ltd.	10	1333	0*	0#
			24	
Less: Provision for diminution			13	
Total			**11**	

* Book value ₹ 1; # Valued at ₹ 1

Stock for Trade as at 31st March, 2009

Equity Shares: Trade	Face Value	Quantity	Cost	Value
	(₹)	(Nos.)	(₹ in Lakh)	
Bala Techno Synthetics Ltd.	10	5000	1	1
Hotline Glass Ltd.	10	110609	12	1
Kamala Tea Co. Ltd.	10	25000	11	30
Shanghi Polyster Ltd.	10	2000	0	0
Shriram Asset Management Company Ltd.	10	15000	2	2
Dwarikesh Sugar Mills Ltd.	10	25000	23	10
L.D.Textile Industries Ltd.	10	42000	0*	0#
Shentracon Chemicals Ltd.	10	99400	0*	0#
India Lead Ltd.	10	418668	0*	0#
Mega Marketshare Resources Ltd.	10	6000	0*	0#
PAAM Pharmaceuticals (Delhi) Ltd.	10	1210	0*	0#
Standard Chrome Limited	10	300	0*	0#
Kanel Oil & Export Ltd.	10	3100	0*	0#
Kesoram Textiles Ltd.	10	20	0*	0#
NEPC Agro Foods Ltd.	10	1333	0*	0#
			49	**44**
Less: Provision for diminution			5	
Total			**44**	

* Book value ₹ 1; # Valued at ₹ 1

Srei Infrastructure Finance Ltd. (Consolidated)

Statement of Assets and Liabilities, As Reformatted

Annexure - VI

₹ In Mio

	Note	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009
EQUITY AND LIABILITIES							
Shareholders' Funds							
Share Capital	2	5,032.40	5,032.40	5,032.40	5,032.40	1,162.90	1,162.90
Reserves and Surplus	3	29,811.50	28,938.00	26,754.30	25,648.20	11,733.80	10,152.90
Money received against share warrants		-	-	-	-	-	178.00
		34,843.90	**33,970.40**	**31,786.70**	**30,680.60**	**12,896.70**	**11,493.80**
Minority Interest		**335.80**	**274.20**	**912.80**	**737.90**	**236.10**	**221.10**
Non-Current Liabilities							
Long-Term Borrowings	4	72,368.90	67,540.40	57,275.80	42,360.10	36,306.30	18,798.60
Deferred Tax Liabilities		1,796.40	1,743.80	1,405.30	1,015.00	736.30	274.30
Other Long-Term Liabilities	5	736.00	828.30	714.10	439.70	114.20	49.00
Long-Term Provisions	6	1,599.90	1,354.60	1,036.90	826.70	530.50	471.10
		76,501.20	**71,467.10**	**60,432.10**	**44,641.50**	**37,687.30**	**19,593.00**
Current Liabilities							
Short-Term Borrowings	7	102,671.40	94,749.10	82,120.20	40,714.90	20,415.40	15,293.20
Trade Payables	8	2,432.30	2,188.20	4,276.50	2,895.90	2,887.40	1,540.00
Other Current Liabilities							
- Current Maturities of Long-Term Borrowings	4	20,145.10	20,525.80	19,762.50	16,863.40	8,827.60	8,688.90
- Others	9	3,497.30	2,915.40	2,212.10	1,739.90	1,062.10	886.00
Short-Term Provisions	10	200.40	501.10	534.80	899.60	187.70	158.80
		128,946.50	**120,879.60**	**108,906.10**	**63,113.70**	**33,380.20**	**26,566.90**
Total		**240,627.40**	**226,591.30**	**202,037.70**	**139,173.70**	**84,200.30**	**57,874.80**
ASSETS							
Non-Current Assets							
Fixed Assets							
- Tangible Assets	11	12,849.20	13,029.40	18,691.10	14,458.70	3,046.50	3,110.70
- Intangible Assets	11	214.90	91.40	159.40	159.10	124.30	28.00
- Capital Work in Progress		2,065.30	1,802.40	1,902.10	776.20	14,166.70	471.90
Goodwill		3,874.80	3,874.80	4,398.80	4,253.40	62.20	62.20
Deferred Tax Assets		176.30	132.90	318.30	358.30	8.40	2.20
Non-Current Investments	12.1	21,141.00	21,136.80	21,005.10	20,314.40	6,707.40	4,438.20
Long-Term Loans and Advances							
- Financial Assets	13	42,549.70	42,050.30	30,789.60	24,623.10	19,231.50	17,375.20
- Loan Assets	14	69,535.30	58,991.20	22,345.70	16,865.50	14,038.40	5,203.30
- Other Long-Term Advances	15	2,701.90	1,604.90	1,804.30	1,063.60	428.80	1,367.00
Other Non-Current Assets	16	2,356.80	3,701.70	2,035.20	2,060.00	767.80	376.90
		157,465.20	**146,415.80**	**103,449.60**	**84,932.30**	**58,582.00**	**32,435.60**
Current Assets							
Inventories		65.20	47.40	131.80	169.20	100.70	240.10
Current Investments	12.2	3,432.20	3,652.70	220.00	-	-	-
Trade Receivables	17	2,386.20	1,886.60	3,469.10	2,336.10	1,076.20	737.50
Cash and Bank Balances	18	6,185.70	5,798.50	6,713.40	2,202.40	2,870.70	4,647.20
Short-Term Loans and Advances							
- Financial Assets	13	6,668.80	5,171.40	4,054.40	4,656.50	3,928.80	4,234.50
- Loan Assets	14	3,360.00	7,267.00	4,446.30	5,371.40	1,027.90	1,529.60
- Other Advances	19	1,205.80	1,994.90	2,074.50	2,106.10	1,857.00	531.30
Other Current Assets							
- Current Maturities of Long-Term Financial Assets	13	23,644.20	21,385.50	15,880.70	13,639.80	10,815.10	9,318.30
- Current Maturities of Long-Term Loan Assets	14	27,823.60	30,765.80	58,474.80	23,205.60	3,529.40	2,920.70
- Other Current Assets	20	8,390.50	2,205.70	3,123.10	554.30	412.50	1,280.00
		83,162.20	**80,175.50**	**98,588.10**	**54,241.40**	**25,618.30**	**25,439.20**
Total		**240,627.40**	**226,591.30**	**202,037.70**	**139,173.70**	**84,200.30**	**57,874.80**

Srei Infrastructure Finance Ltd (Consolidated)

Statement of Profit and Loss, As Reformatted

Annexure - VII
₹ In Mio

Particulars	Note	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
INCOME							
Revenue from Operations	21	15,907.80	30,834.00	24,334.20	16,205.60	9,973.90	8,586.50
Other Income	22	139.00	265.20	129.10	175.30	156.20	135.30
Total		**16,046.80**	**31,099.20**	**24,463.30**	**16,380.90**	**10,130.10**	**8,721.80**
EXPENSES							
Finance Costs	23	11,674.90	21,392.50	15,650.30	8,300.80	5,343.60	5,268.40
Employee Benefits Expense	24	581.50	1,614.40	1,713.00	1,234.40	718.40	584.80
Administrative and Other Expenses	25	1,073.10	2,474.40	2,236.80	1,931.10	907.30	1,109.80
Depreciation/Amortisation and Impairment		777.40	1,936.20	1,650.30	1,240.90	432.80	365.80
Total		**14,106.90**	**27,417.50**	**21,250.40**	**12,707.20**	**7,402.10**	**7,328.80**
Profit before Bad Debts, Provisions & Tax		**1,939.90**	**3,681.70**	**3,212.90**	**3,673.70**	**2,728.00**	**1,393.00**
Bad Debts/Advances written off (net of recovery)		293.20	708.30	512.10	350.70	530.40	92.30
Provision for Bad & Doubtful Debts		26.20	64.00	36.70	48.50	-	-
Provision for Non-Performing Assets		174.90	263.10	179.50	161.20	21.00	251.30
Contingent Provisions against Standard Assets		21.30	59.50	116.90	223.60	-	-
		515.60	**1,094.90**	**845.20**	**784.00**	**551.40**	**343.60**
Profit Before Prior Period Items, Exceptional Items & Tax		**1,424.30**	**2,586.80**	**2,367.70**	**2,889.70**	**2,176.60**	**1,049.40**
Prior Period Items		-	(5.20)	-	-	-	-
Adjustment on disposal/cessation of Subsidiaries, Step-down Subsidiaries and Joint Ventures of Subsidiaries		5.10	1,046.20	-	-	-	-
Profit Before Tax		**1,429.40**	**3,627.80**	**2,367.70**	**2,889.70**	**2,176.60**	**1,049.40**
Tax Expense :							
-Current Tax		559.90	727.40	546.60	826.70	343.70	70.10
-Mat Credit Entitlement		(0.20)	(7.10)	(18.90)	(9.40)	(219.00)	(71.10)
-Fringe Benefit tax expense		-	-	-	-	-	4.60
-Deferred Tax		1.50	307.20	367.40	(20.30)	461.90	219.90
Total Tax for current year / period		561.20	1,027.50	895.10	797.00	586.60	223.50
Profit After Tax for current year / period		**868.20**	**2,600.30**	**1,472.60**	**2,092.70**	**1,590.00**	**825.90**
Income tax in respect of earlier years / periods		(0.10)	(0.40)	241.10	130.90	22.00	0.20
Profit After Tax but before Share of results of Associate and Minority Interest		**868.30**	**2,600.70**	**1,231.50**	**1,961.80**	**1,568.00**	**825.70**
Share of loss of Associates		-	10.00	-	-	-	-
Profit After Tax before Minority Interest		**868.30**	**2,590.70**	**1,231.50**	**1,961.80**	**1,568.00**	**825.70**
Minority Interest		(16.30)	(41.10)	113.40	169.40	9.40	4.90
Net profit		**884.60**	**2,631.80**	**1,118.10**	**1,792.40**	**1,558.60**	**820.80**
Pre Acquisition Profit/(Loss)		-	-	-	47.40	-	-
Minority Interest of Pre Acquisiton (Profit)/ Loss		-	-	(3.90)	(47.40)	-	(0.40)
Profit After Tax after adjustment of Minority Interest		**884.60**	**2,631.80**	**1,114.20**	**1,792.40**	**1,558.60**	**820.40**

Srei Infrastructure Finance Ltd. (Consolidated)

Cash Flow Statement, As Reformatted

Annexure - VIII

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
A. Cash Flows from Operating Activities						
Profit Before Tax	1,429.40	3,627.80	2,367.70	2,889.70	2,176.60	1,049.40
Adjustment for:						
Depreciation/Amortisation and Impairment	777.40	1,936.20	1,650.30	1,240.90	432.80	365.80
Bad Debts/Advances written off (net of recovery)	293.20	708.30	512.10	350.70	530.40	92.30
Provision for Bad & doubtful debts	26.20	64.00	36.70	48.50	-	-
Provision for Non-Performing Assets	174.90	263.10	179.50	161.20	21.00	251.30
Contingent Provision against Standard Assets	21.30	59.50	116.90	223.60	-	-
Finance Costs	11,674.90	21,392.50	15,650.30	8,300.80	5,343.60	5,268.50
Adjustment on disposal/cessation of Subsidiaries, Step-down Subsidiaries and Joint Ventures of Subsidiaries	(5.10)	(1,046.20)	-	-	-	-
Miscellaneous Expenditure written off	2.10	4.20	4.30	-	-	-
Liabilities No Longer Required written back	(28.90)	(79.30)	22.90	(11.30)	(0.40)	-
Investment written off	-	-	1.20	-	-	-
Fixed Assets written off	0.10	-	0.30	-	-	-
Dividend Income	(8.40)	(6.20)	(4.80)	(4.60)	(14.50)	(6.70)
Income from Trade Investments	-	(0.70)	-	(2.80)	(118.50)	(245.20)
Provision for Diminution in value of Stock for Trade	1.80	(4.10)	1.60	9.00	0.70	0.50
Provision for Diminution in value of Investments	-	-	-	4.50	13.80	16.60
(Profit)/ Loss on sale of Fixed Assets(net)	8.30	82.20	55.60	94.30	10.20	(26.10)
Profit on Sale of Current Investments (net)	(5.10)	-	-	-	-	-
Profit on Sale of Stock for Trade	-	(0.30)	-	-	-	-
Foreign Exchange Fluctuation Reserve	(11.10)	(73.90)	119.50	27.10	6.80	(58.50)
Operating Profit before Working Capital Changes	**14,351.00**	**26,927.10**	**20,714.10**	**13,331.60**	**8,402.50**	**6,707.90**
Adjustments for:						
(Increase) / Decrease in Receivables / Others	(6,267.10)	(3,298.50)	(5,042.10)	13,488.20	(14,058.70)	4,190.60
(Increase) / Decrease in Financial & Loan Assets	(7,950.40)	(26,559.20)	(47,629.70)	(35,790.80)	(11,989.50)	8,511.80
(Increase) / Decrease in Current Investments / Stock for Trade	207.80	(3,403.80)	37.40	(58.30)	2.60	2.50
(Increase) / Decrease in Fixed Deposit (having balance maturity of more than 3 months and less than 12 months)	1,181.20	672.90	(2,668.80)	(651.60)	62.30	346.00
(Decrease) / Increase in Trade Payables / Others	294.10	(983.10)	1,633.10	(486.60)	1,656.00	(2,522.80)
Cash Generated from Operations	**1,816.60**	**(6,644.60)**	**(32,956.00)**	**(10,167.50)**	**(15,924.80)**	**17,236.00**
Interest Paid	(11,163.60)	(20,439.40)	(15,140.20)	(8,051.50)	(5,575.20)	(5,503.60)
Direct Taxes paid	(378.00)	(778.40)	(1,435.70)	(580.90)	(276.80)	(96.30)
Net Cash (Used in) / Generated from Operating Activities	**(9,725.00)**	**(27,862.40)**	**(49,531.90)**	**(18,799.90)**	**(21,776.80)**	**11,636.10**
B. Cash Flows from Investing Activities						
Purchase of Fixed Assets	(1,040.20)	(2,591.90)	(7,167.10)	(5,698.90)	(562.10)	580.60
Proceeds from Sale of Fixed Assets	48.20	92.40	102.30	94.80	11.30	221.80
(Increase) / Decrease in Non Current Investments (Net)	(4.20)	(46.30)	(842.10)	(1,424.20)	(2,296.80)	(1,235.90)
Income from Trade Investments	-	-	-	2.80	118.50	245.20
Dividend Received	8.40	6.20	4.80	4.60	14.50	6.70
Net Cash (Used) / Generated in Investing Activities	**(987.80)**	**(2,539.60)**	**(7,902.10)**	**(7,020.90)**	**(2,714.60)**	**(181.60)**
C. Cash Flows from Financing Activities						
Issue of Equity Capital (including premium)	-	99.40	-	-	-	3,758.20
(Increase) / Decrease of Goodwill on consolidation	-	(84.90)	-	-	-	-
Adjustment on disposal of Step-down Subsidiaries and Joint Venture of Subsidiary	5.10	686.30	-	-	-	-
Increase / (Decrease) in Debentures (net)	2,396.70	8,588.20	12,533.50	296.00	6,505.30	(5,861.40)
Increase / (Decrease) in Working Capital facilities (net)	8,007.60	21,880.80	34,069.20	21,261.20	5,481.90	(1,576.10)
Increase / (Decrease) in Other Loans (net)	2,043.70	(768.60)	12,661.20	3,790.20	10,781.40	(5,228.10)
Dividend Paid	(251.60)	(418.00)	(374.50)	(139.30)	(116.20)	(139.60)
Corporate Dividend Tax Paid	(42.80)	(40.80)	(61.30)	(23.20)	(19.80)	(23.70)
Net Cash (Used) / Generated in Financing Activities	**12,158.70**	**29,942.40**	**58,828.10**	**25,184.90**	**22,632.60**	**(9,070.70)**
Net Increase / (Decrease) in Cash & Cash Equivalents	**1,445.90**	**(459.60)**	**1,394.10**	**(635.90)**	**(1,858.80)**	**2,383.80**
Cash & Cash Equivalents at the beginning of the year / period	**1,853.40**	**2,408.30**	**1,014.20**	**1,399.00**	**3,257.80**	**874.00**
Add: Cash & Cash Equivalents acquired on Amalgamation	-	-	-	251.10	-	-
Less: Adjustment of Cash & Cash Equivalents on disposal/cessation of Subsidiaries	-	(95.30)	-	-	-	-
Cash & Cash Equivalents at the end of the year / period	**3,299.30**	**1,853.40**	**2,408.30**	**1,014.20**	**1,399.00**	**3,257.80**

Explanations:

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006

2. Previous year's figures have been regrouped/ reclassified wherever necessary to conform to the current period's classification.

1 Significant Accounting Policies

1.1 Basis of Preparation

Period Ended 30th September, 2013

The consolidated financial statements have been prepared in conformity with Generally Accepted Accounting Principles ('GAAP') in India, to comply in all material respects with the notified Accounting Standards ('AS') under the Companies (Accounting Standards) Rules, 2006, the relevant provisions of the Companies Act, 1956 and Companies Act, 2013 ('the Act') and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to an 'Infrastructure Finance Company – Non Deposit Taking' Non-Banking Finance Company ('NBFC'). The consolidated financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

Financial Year: 2012-13 & 2011-12

The consolidated financial statements have been prepared in conformity with Generally Accepted Accounting Principles in India, to comply in all material respects with the notified Accounting Standards ('AS') under the Companies Accounting Standard Rules, 2006, the relevant provisions of the Companies Act, 1956 ('the Act') and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to an 'Infrastructure Finance Company – Non Deposit Taking' Non-Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

Financial Year: 2010-11, 2009-10 & 2008-09

The consolidated financial statements have been prepared in conformity with Generally Accepted Accounting Principles in India, to comply in all material respects with the notified Accounting Standards ('AS') under the Companies Accounting Standard Rules, 2006, the relevant provisions of the Companies Act, 1956 ('the Act') and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to an Non-Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

Presentation and disclosure in Financial Statements

Period Ended 30th September, 2013 & Financial Year: 2012-13

From the year ended 31st March, 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company for preparation and presentation of its financial statements. Except accounting for dividend on investment in subsidiary, the adoption of new Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements.

Financial Year: 2011-12

During the year ended 31st March, 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company for preparation and presentation of its financial statements. Except accounting for dividend on investment in subsidiary, the adoption of new Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous years figures in accordance with the requirements applicable in the current year.

Operating Cycle

As per the revised Schedule VI, *"An operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents".*

For the company, there is generally no clearly identifiable normal operating cycle and hence the normal operating cycle for the company is assumed to have a duration of 12 months.

Current and Non-Current Asset

An asset is classified as 'current' when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is expected to be realised within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as 'non-current'.

Current and Non-Current Liability

A liability is classified as 'current' when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is due to be settled within twelve months after the reporting date; or
- the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as 'non-current'.

1.2 Use of estimates

The preparation of consolidated financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year/period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. The difference between the actual results and the estimates are recognised in the periods in which the results are known / materialised. Any revision to the accounting estimates are recognised prospectively in the current and future years/periods.

1.3 Principles of Consolidation

Period Ended 30th September, 2013 & Financial Year: 2012-13

Srei Infrastructure Finance Limited (the Holding Company) and its Subsidiaries (including their subsidiaries and joint ventures), Associates, Trusts and Joint Venture are collectively referred to as 'the Group'. The consolidated financial statements of the Group have been prepared in accordance with Accounting Standard 21 (AS-21) "Consolidated Financial Statements", Accounting Standard 23 (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements" and Accounting Standard 27 (AS-27) "Financial Reporting of Interests in Joint Ventures" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Holding Company and its subsidiary companies have been combined on line by line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.

b) In case of investments in subsidiaries, where the shareholding is less than 100%, minority interest in the net assets of consolidated subsidiaries consist of:

i) The amount of equity attributable to minorities at the date on which Investment in the subsidiary is made.

ii) The minorities' share of movements in equity since the date the holding subsidiary relationship came into existence.

c) Foreign subsidiaries representing non integral foreign operations are translated for the purpose of consolidation, as follows (in accordance with AS – 11):

i) The assets and liabilities, both monetary and non-monetary, are translated at closing rate.

ii) Income and expense items are translated at average rate for the period.

iii) All resulting exchange differences are accumulated in foreign currency translation reserve until disposal of the net investment.

d) Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.

e) The excess of cost of the Holding Company of its investment in the subsidiary over the Holding Company's portion of equity of the subsidiary as at the date of investment is recognised in the consolidated financial statements as Goodwill. It is tested for impairment on a periodic basis and written-off if found impaired.

f) The excess of Holding Company's portion of equity of the Subsidiary, over cost as at the date of investment, is treated as Capital Reserve.

g) Investment in associate is accounted using the equity method and disclosed separately in the Consolidated Balance Sheet.

h) Interests in Joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard 27 – "Financial Reporting of Interests in Joint Ventures" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

Financial Year: 2011-12, 2010-11, 2009-10, 2008-09

Srei Infrastructure Finance Limited (the Holding Company) and its subsidiaries (including their subsidiaries, associate and joint venture) trusts and Joint Venture (including its subsidiary) are collectively referred to as 'the Group'. The consolidated financial statements of the Group have been prepared in accordance with Accounting Standard 21 (AS-21) "Consolidated Financial Statements", Accounting Standard 23 (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements" and Accounting Standard 27 (AS-27) "Financial Reporting of Interests in Joint Ventures" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Holding Company and its subsidiary companies have been combined on line by line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.

b) In case of investments in subsidiaries, where the shareholding is less than 100%, minority interest in the net assets of consolidated subsidiaries consist of:

i) The amount of equity attributable to minorities at the date on which Investment in the subsidiary is made.

ii) The minorities' share of movements in equity since the date the holding subsidiary relationship came into existence.

c) Foreign subsidiaries representing non integral foreign operations are translated for the purpose of consolidation, as follows (in accordance with AS – 11):

i) The assets and liabilities, both monetary and non-monetary, are translated at closing rate.

ii) Income and expense items are translated at average rate for the period.

iii) All resulting exchange differences are accumulated in foreign currency translation reserve until disposal of the net investment.

d) Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.

e) The excess of cost of the Holding Company of its investment in the subsidiary over the Holding Company's portion of equity of the subsidiary as at the date of investment is recognised in the consolidated financial statements as Goodwill. It is tested for impairment on a periodic basis and written-off if found impaired.

f) The excess of Holding Company's portion of equity of the Subsidiary, over cost as at the date of investment, is treated as Capital Reserve.

g) Investment in associate is accounted using the equity method and disclosed separately in the Consolidated Balance Sheet.

h) Interests in Joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard 27 – "Financial Reporting of Interests in Joint Ventures" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

1.4 Fixed Assets, Depreciation / Amortisation and Impairment

i) Fixed Assets

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets, which take substantial period of time to get ready for their intended use, are also capitalised to the extent they relate to the period till such assets are ready to put to use.

Intangible Assets comprising of computer software and licenses expected to provide future enduring economic benefits are carried at cost less accumulated amortisation and impairment losses, if any. Cost comprises of purchase price and directly attributable expenditure on making the asset ready for its intended use. Any technology support cost or annual maintenance cost for such software is charged to the Statement of Profit and Loss.

ii) Depreciation / Amortisation

Depreciation/Amortisation is provided on Straight Line Method ('SLM'), which reflects the management's estimate of the useful lives of the respective fixed assets and the rates derived from such useful lives thereof are greater than or equal to the corresponding rates prescribed in Schedule XIV of the Act. The details of estimated useful life for each category of assets are as under:

Period Ended 30th September, 2013

	Asset category	Estimated Useful Life
I	**Assets for Own Use**	
i)	Buildings	45 - 61 years
ii)	Furniture & Fixtures	5-16 years
iii)	Motor Vehicles	11 years
iv)	Computers	3 - 6 years
v)	General Plant & Machinery	9 - 24 years
vi)	Equipments	6 - 25 years
vii)	Intangible Assets	2 - 6 years
II	**Assets for Operating Lease**	
viii)	Aircrafts	9 - 18 years
ix)	Earthmoving Equipments	3 - 9 years
x)	Motor Vehicles	3 - 6 years
xi)	Plant and Machinery	10 - 30 years
xii)	Computers	3 - 6 years
xiii)	Furniture & Fixtures	3 - 16 years

Financial Year: 2012-13 & 2011-12

	Asset category	Estimated Useful Life
I	**Assets for Own Use**	
i)	Buildings	45 - 61 years
ii)	Furniture & Fixtures	5-16 years
iii)	Motor Vehicles	11 years
iv)	Computers	4 - 6 years
v)	General Plant & Machinery	9 - 24 years
vi)	Equipments	6 - 25 years
vii)	Intangible Assets	3 - 6 years
II	**Assets for Operating Lease**	
viii)	Aircrafts	9 - 18 years
ix)	Earthmoving Equipments	3 - 9 years
x)	Motor Vehicles	3 - 6 years
xi)	Plant and Machinery	10 - 30 years
xii)	Computers	3 - 6 years
xiii)	Furniture & Fixtures	3 - 16 years

Financial Year: 2010-11

	Asset category	Estimated Useful Life
I	**Assets for Own Use**	
i)	Buildings	45 - 61 years
ii)	Furniture & Fixtures	5-16 years
iii)	Motor Vehicles	11 years
iv)	Computers	4 - 6 years
v)	General Plant & Machinery	9 - 24 years
vi)	Equipments	6 - 25 years
vii)	Intangible Assets	3 - 6 years
II	**Assets for Operating Lease**	
viii)	Aeroplane & Aircraft	9 - 18 years
ix)	Earthmoving Equipment	3 - 9 years
x)	Motor Vehicles	3 - 6 years
xi)	Plant and Machinery	10 - 21 years
xii)	Wind Mills	19 years
xiii)	Computers	3 - 6 years
xiv)	Furniture & Fixtures	3 - 16 years
xv)	Oil Rig	9 years
xvi)	Gas Genset	10 years
xvii)	Intangible Assets	3 - 6 years

Financial Year: 2009-10

	Asset category	Estimated Useful Life
I	**Assets for Own Use**	
i)	Buildings	61 years
ii)	Furniture & Fixtures	16 years
iii)	Motor Vehicles	11 years
iv)	Computers	6 years
v)	General Plant & Machinery	21 years
vi)	Intangible Assets	6 years
II	**Assets for Operating Lease**	
vii)	Aeroplane & Aircraft	9 - 18 years
viii)	Ships	10 years
ix)	Earthmoving Equipments	3 - 9 years
x)	Motor Vehicles	3 - 6 years
xi)	Plant and Machinery	21 years
xii)	Wind Mills	19 years
xiii)	Computers	3 - 6 years
xiv)	Furniture & Fixtures	3 - 5 years
xv)	Solar Equipments	5 years
xvi)	Oil Rig	9 years
xvii)	Gas Genset	10 years
xviii)	Intangible Assets	3 - 6 years

Financial Year: 2008-09

	Asset category	
I	**Assets for Own Use**	
i)	Buildings	1.63%
ii)	Furniture & Fixtures	6.33%
iii)	Motor Vehicles	9.50%
iv)	Computers	16.21%
v)	General Plant & Machinery	4.75%
vi)	Intangible Assets	upto 6 years
II	**Assets for Operating Lease**	
vii)	Aeroplanes / Aircraft	5.60% & 11.11% (based on estimated useful life)
viii)	Ships	10.00%
ix)	Earthmoving Equipments	11.31%
x)	Motor Vehicles	16.21%
xi)	Plant and Machinery	4.75%
xii)	Wind Mills	5.28%
xiii)	Oil Rig	11.31%
xiv)	Computers	16.21%

Period Ended 30th September, 2013 & Financial Year: 2012-13,2011-12, 2010-11, 2009-10 & 2008-09

Fixed Assets costing up to ₹ 5,000/- are depreciated fully over a period of 12 months from the date of purchase.

Depreciation/ Amortisation on assets purchased / sold during the reporting period is recognised on pro-rata basis.

Lease-hold assets including improvements are amortised over the period of the lease or the estimated useful life of the asset, whichever is lower.

iii) Impairment of Fixed Assets

The carrying amount of assets is reviewed at each Balance Sheet date to determine if there is any indication of impairment, based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

1.5 Capital Work in Progress / Advance for Operating Lease

Capital work in progress / advance for operating lease is stated at cost and includes development and other expenses, including interest during construction period.

1.6 Borrowing Costs

Borrowing costs relating to the acquisition / construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

The ancillary costs incurred in connection with the arrangement of borrowings are amortised over the life of underlying borrowings. Premium payable on redemption of bonds is amortised over the tenure of the bonds. These form part of the borrowing costs.

Borrowing costs also include exchange differences arising from Foreign currency borrowings, to the extent they are regarded as an adjustment to the borrowing costs.

All other costs related to borrowings are recognised as expense in the period in which they are incurred.

1.7 Operating Leases

Where the company is lessee

Leases under which all the risks and benefit of ownership are effectively retained by the lessor are classified as operating leases. Amount due under the operating leases are charged to the Statement of Profit and Loss, on a straight –line method over the lease term in accordance with Accounting Standard 19 on 'Leases' as notified under the Companies (Accounting Standards) Rules, 2006.

Where the company is lessor

Leases under which the company does not transfer substantially all the risks and benefit of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Initial direct costs incurred before the asset is ready to be put to use, are included in the cost of the asset and those incurred afterwards, are recognised in the Statement of Profit and Loss as they are incurred. Lease income in respect of operating leases is recognised in the statement of Profit and Loss on a straight-line method over the lease term in accordance with Accounting Standard 19 on 'Leases' as notified under the Companies (Accounting Standards) Rules, 2006. Maintenance cost including depreciation are recognised as an expense in the Statement of Profit and Loss.

1.8 Investments

Investments which are readily realisable and intended to be held for not more than one years/period from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified under the Companies (Accounting Standards) Rules, 2006. Current investments also include current maturities of long-term investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and market price determined category-wise. All non-current investments including investments in Subsidiary Companies, are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognise a decline, on an individual basis. The cost of Investments acquired on amalgamations is determined as per the terms of the scheme of amalgamation.

Cost is arrived at on weighted average method for the purpose of valuation of investment.

1.9 Stock for Trade

Stock for Trade is carried at lower of cost and market price, determined category-wise.

1.10 Financial Assets

Financial Assets include assets under Loan/Hypothecation facility. These are shown net of assets securitised.

Financial Assets are valued at net investment amount including installments fallen due and are net of unmatured/unearned finance charges etc. and assets acquired in satisfaction of debt.

1.11 Loan Assets

Period Ended 30th September, 2013 & Financial Year: 2012-13

Loan Assets include loans advanced by the Company, secured by collateral offered by the customers, if applicable. These are shown net of assets securitised.

Loan assets are carried at net investment amount including installments fallen due and are net of unmatured / unearned finance charges, amounts received, assets not paid for, etc. and include assets acquired in satisfaction of debt.

Financial Year: 2011-12, 2010-11, 2009-10 & 2008-09

Loan Assets include loans advanced by the Company, secured by collateral offered by the customers, if applicable. These are shown net of assets securitised.

Loan assets are carried at net investment amount including installments fallen due and are net of unmatured / unearned finance charges, amounts received, assets not paid for, etc.

1.12 Provisioning / Write-off of assets

Period Ended 30th September, 2013 & Financial Year: 2012-13, 2011-12

The Company makes provision for Standard and Non-Performing Assets as per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate. Provision for doubtful debtors towards fee based income is also made on similar basis.

Financial Year: 2010-11

The Company makes provision for Standard and Non-Performing Assets as per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate.

Provision for doubtful debtors towards fee based income is provided based on management's best estimate.

Financial Year: 2009-10, 2008-09

Provisions for non performing assets are considered in the financial statements according to Prudential Norms prescribed by the Reserve Bank of India (RBI) for Non-Banking Financial Companies. Additional provision as per the norms of Foreign Financial Institutions (FFI) has also been made as follows:

Loan Assets:

Asset Classification	Arrear period	Provision as per RBI	Provision as per FFI	Provision adopted by the Company
		% of Portfolio	% of Portfolio	% of Portfolio
Standard	Upto 90 days	Nil	Nil	Nil
	91 to 180 days	Nil	20	20
Sub-Standard	181 to 360 days	10	50	50
	361 to 365 days	10	100	100
	More than 12 months to 24 months	10	100	100
Doubtful (Unsecured)	More than 24 months	100	100	100
Doubtful (Secured)	More than 24 months to 36 months	20	100	100
	More than 36 months to 60 months	30	100	100
	Above 60 months	50	100	100
Loss	As per Management discretion	100	100	100

Operating Lease Assets:

Asset Classification	Arrear period	Provision as per RBI	Provision as per FFI	Provision adopted by the Company
		% of Portfolio	% of Portfolio	% of Portfolio
Standard	Upto 90 days	Nil	Nil	Nil
	91 to 180 days	Nil	20	20
	181 to 360 days	Nil	50	50
	361 to 365 days	Nil	100	100
Sub-Standard	More than 12 months to 24 months	10	100	100
	More than 24 months to 30 months	40	100	100
Doubtful	More than 30 months to 36 months	40	100	100
	More than 36 months to 48 months	70	100	100
	More than 48 months	100	100	100
Loss	As per Management discretion	100	100	100

Financial Year: 2009-10 & 2008-09

Provision for other debts arising from services is considered in the financial statements according to the Prudential Norms prescribed by the Reserve Bank of India for Non-Banking Financial Companies.

Period Ended 30th September, 2013 & Financial Year: 2012-13, 2011-12, 2010-11, 2009-10 & 2008-09

Loan assets overdue for more than four years, as well as those, which, as per the management are not likely to be recovered, are considered as bad debts and written off.

In the financial statements of a foreign sub-subsidiary, provision for doubtful debtors has been determined based on specific customer identification, customer payment trends, subsequent receipts and settlements and analysis of expected future cash flows.

1.13 Foreign Currency Transactions and Balances

The reporting currency of the Company is the Indian Rupee (₹).

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the prevailing exchange rate between the reporting currency and the foreign currency, as on the date of the transaction.

ii) Conversion

Year/period end foreign currency monetary items are reported using the years/period end rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates prevailing at the date when the values were determined.

iii) Exchange Differences

Period Ended 30th September, 2013 & Financial Year: 2012-13

Exchange differences arising on the settlement or reporting of monetary items, at rates different from those at which they were initially recorded during the year/period or reported in previous consolidated financial statements and / or on conversion of monetary items, are recognised as income or expense in the period in which they arise. Exchange differences arising out of foreign currency borrowings are considered as an adjustment to interest cost and recognised in accordance to para 1.6 above.

Financial Year: 2011-12, 2010-11, 2009-10 & 2008-09

Exchange differences arising on the settlement or reporting of monetary items, at rates different from those at which they were initially recorded during the year or reported in previous financial statements and / or on conversion of monetary items, are recognised as income or expense in the year in which they arise. Exchange differences arising out of foreign currency borrowings are considered as an adjustment to interest cost and recognised in accordance to para 1.6 above.

iv) Forward Exchange Contracts (not intended for trading or speculation purpose)

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the respective contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year/period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense in the year/period in which it is cancelled or renewed.

v) Derivatives and Hedges

Period Ended 30th September, 2013 & Financial Year: 2012-13, 2011-12 & 2010-11

In terms of the announcement made by The Institute of Chartered Accountants of India, the accounting for derivative contracts (other than those covered under AS-11) is done based on the “marked to market” principle, on a portfolio basis and the net loss, after considering the offsetting effect on the underlying hedged item, is charged to the Statement of Profit and Loss. Net gains are ignored as a matter of prudence.

Financial Year: 2009-10 & 2008-09

In respect of Derivative contracts, premium paid, gains/losses on settlement and provisions for losses determined in accordance with principles of prudence, on category wise basis, are recognised in the Profit & Loss account.

1.14 Revenue Recognition

Period Ended 30th September:
Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection.

Financial Year: 2012-13, 2011-12, 2010-11, 2009-10 & 2008-09:
Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i) Income from Financial Assets, Loans and Leases:

Income from Financial assets, Loans and Leases are recognised in the Statement of Profit and Loss on accrual basis as stated herein below, except in the case of non-performing assets where it is recognised, upon realisation, as per the Prudential Norms / Directions of RBI, applicable to NBFCs.

A) Financial Assets & Loans:

a) Interest income from financial and loan assets is recognised based on the internal rate of return, to provide a constant periodic rate of return on the net investment outstanding over the period of the contract, or as per the terms of the contract.
b) Fees on processing of loans are recognised when a binding obligation for granting loan has been entered into.
c) Delayed-payment interest/ incremental interest pursuant to upward revision in benchmark interest rate is accrued, only to the extent of probable recovery, as per the best estimate of the management.
d) Gains arising on securitisation/assignment of assets, if any, are recognised over the tenure of agreements as per guideline on securitisation of standard assets issued by RBI, while loss, if any is recognised upfront. These are considered as income from loans under the head 'Revenue from Operations'.
e) Income arising from co-branded arrangements is accounted on accrual basis over the life of the contract as provided under respective arrangements.

B) Leases:

Period Ended 30th September, 2013 & Financial Year: 2012-13, 2011-12 & 2010-11
Income from operating lease is recognised on straight line basis over the lease term or other systematic basis which is more representative of the time pattern of the users benefit.

Financial Year: 2009-10 & 2008-09
It is recognised as rentals, as accrued over the period of lease, net of value added tax, if applicable.

ii) Income from IT Infrastructure and CSC Services

Income from IT Infrastructure is recognised on despatch of goods to customers, when all significant risks and rewards of ownership are transferred to the buyer as per the terms of sale and is accounted for as net of returns. Income, as disclosed, is exclusive of value added tax.

Receipts on account of CSC Services are accounted for in accordance with the terms of the relevant underlying agreements with the Village Level Entrepreneurs (VLE) and service providers.

iii) Government Support

Government support is recognised on the basis of claims raised arising out of reasonable assurance that the Company will comply with the conditions attached with them and there is reasonable certainty of collection of the grants.

iv) Income from Equipment Rental

Period Ended 30th September, 2013 & Financial Year: 2012-13, 2011-12 & 2010-11

Revenue is recognised in accordance with Accounting Standard (AS-9) "Revenue Recognition" on the basis of rendering of services to customers on a proportionate time basis, in accordance with the respective Contracts / Agreements.

v) Fee Based Income

Fees for advisory services are accounted based on the stage of completion of assignments, when there is reasonable certainty of its ultimate realisation/ collection.

Other fee based income is accounted for on accrual basis.

vi) Other Operating Income

a) Income from Dividend of shares of corporate bodies is accounted when the Company's right to receive the dividend is established.
b) Income from investment in units of Funds is recognised on cash basis as per the Prudential Norms of RBI.
c) Interest income on fixed deposits/margin money is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.
d) Profit or Loss on sale of non-current and current investments are recognised when a binding obligation has been entered into.
e) Claims lodged with the insurance companies are accounted for on accrual basis, to the extent these are measurable and ultimate collection is reasonably certain.
f) All other operating income is accounted for on accrual basis.

1.15 Retirement and Other Employee Benefits

a) Retirement and employee benefits in the form of Provident Fund and Employee State Insurance are defined contribution plans and the Company's contributions, paid or payable during the reporting period, are charged to the Statement of Profit and Loss.
b) Gratuity liability is a defined benefit plan and is provided for on the basis of actuarial valuation on projected unit credit method at the Balance Sheet date.
c) **Period Ended 30th September, 2013 & Financial Year: 2012-13, 2011-12 & 2010-11**
Long-Term compensated absences are provided for based on actuarial valuation as per projected unit credit method at the Balance Sheet date.

Financial Year: 2009-10 & 2008-09
Short term employee benefits based on expected obligation on undiscounted basis are recognised as expense in the Profit and Loss account of the period in which the related service is rendered.

d) Actuarial gains/losses are charged to the Statement of Profit and Loss and are not deferred.

1.16 Taxes on Income

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year/period determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of current year/period timing differences between taxable income and accounting income for the year/period and reversal of timing differences of earlier year/periods.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year/period in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.17 Segment Reporting

Period Ended 30th September, 2013 & Financial Year: 2012-13, 2011-12 & 2010-11

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the Group is predominantly engaged in 'Financial Services' and 'Infrastructure Equipment Services' as primary reportable segments.

Financial Year: 2009-10 & 2008-09

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the Group is predominantly engaged in 'Financial Services' as primary reportable segments.

1.18 Provision, Contingent Liabilities and Contingent Assets

A provision is recognised when the company has a present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognised but are disclosed in the notes to financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

Provision for Income Tax for the assessments completed which are pending under appeals and for the current year/period have been made to the extend considered necessary by the management.

1.19 Cash and Cash Equivalents

Financial Year: 2012-13, 2011-12, 2010-11, 2009-10 & 2008-09

Cash and cash equivalents in the Cash Flow Statement comprises of cash on hand, cash at Bank, demand deposits with banks, cheques on hand, remittances in transit and short-term highly liquid investments with an original maturity of three months or less.

1.20 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/period.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.21 Assets under Management

Contracts securitised, assigned or co-branded are derecognised from the books of accounts. Contingent liabilities thereof, if any, are disclosed separately in the notes to financial statements.

1.22 Prior Period and Extra Ordinary Items

Prior Period and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately**.**

1.23 Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost of inventory is determined using the 'weighted average' basis and includes all costs incurred in bringing the goods to their present location and condition.

The Company provides for obsolete, slow-moving and damaged inventory based on management estimates of the usability of such inventory.

1.24 Miscellaneous Expenditure

The expenses incurred on issue of Equity Shares, Global Depository Receipts (GDRs), Long-Term Bonds and Debentures are amortised as follows:-

i) Expenses on issue of Equity Shares and GDRs are amortised over a period of ten years.
ii) Expenses on issue of Bonds and Debentures are amortised over the tenure of the respective Bonds and Debentures.

Preliminary expenses are written off in the year of incurrence.

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements

Annexure - X

Schedules to the Statement of Assets and Liabilities, As Reformatted

2. SHARE CAPITAL

Particulars	As at 30th Sept, 2013		As at 31st March, 2013		As at 31st March, 2012		As at 31st March, 2011		As at 31st March, 2010		As at 31st March, 2009	
	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)	No. of Shares	Amount (₹ In Millions)
Authorised												
Equity Shares, ₹ 10/- par value per share	1,000,000,000	10,000.00	710,000,000	7,100.00	710,000,000	7,100.00	710,000,000	7,100.00	400,000,000	4,000.00	400,000,000	4,000.00
Preference Shares, ₹ 100/- par value per share	50,000,000	5,000.00	10,000,000	1,000.00	10,000,000	1,000.00	10,000,000	1,000.00	30,000,000	3,000.00	30,000,000	3,000.00
Issued and subscribed												
Equity Shares, ₹ 10/- par value per share	503,559,160	5,035.60	503,559,160	5,035.60	503,559,160	5,035.60	503,559,160	5,035.60	116,617,625	1,166.20	116,617,625	1,166.20
Fully Paid-up												
Equity Shares, ₹ 10/- par value per share	503,086,333	5,030.90	503,086,333	5,030.90	503,086,333	5,030.90	503,086,333	5,030.90	116,144,798	1,161.40	116,144,798	1,161.40
Forfeited Shares (472,827 Equity Shares)	472,827	1.50	472,827	1.50	472,827	1.50	472,827	1.50	472,827	1.50	472,827	1.50
Total		**5,032.40**		**5,032.40**		**5,032.40**		**5,032.40**		**1,162.90**		**1,162.90**

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements **Annexure - X**

3. RESERVES AND SURPLUS

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Capital Reserves						
Opening balance	201.50	214.00	210.40	197.90	19.90	18.40
Add :- Addition/(Deduction) during the year/period	-	(12.50)	3.60	12.50	178.00	1.50
Closing balance	201.50	201.50	214.00	210.40	197.90	19.90
Securities Premium Reserve						
Opening balance	6,257.80	6,158.40	6,030.90	6,957.40	6,957.40	3,199.20
Add :- Addition/(Deduction) during the year/period	1.40	99.40	127.50	2.70	-	3,758.20
Less: Issuance of Bonus shares	-	-	-	(929.20)	-	-
Closing balance	6,259.20	6,257.80	6,158.40	6,030.90	6,957.40	6,957.40
Bond/Debt Redemption Reserve						
Opening balance	2,407.60	1,735.70	1,053.10	630.30	563.60	382.20
Add :- Addition/(Deduction) during the year/period	398.20	781.50	793.40	532.30	66.70	373.60
Less: Transfer/Adjustment	-	(109.60)	(110.80)	(109.50)	-	(192.20)
Closing balance	2,805.80	2,407.60	1,735.70	1,053.10	630.30	563.60
Foreign Currency Translation Reserve						
Opening balance	39.10	113.00	(6.50)	(33.60)	(40.40)	18.10
Add :- Addition/(Deduction) during the year/period	(12.50)	(73.90)	119.50	27.10	6.80	(58.50)
Closing balance	26.60	39.10	113.00	(6.50)	(33.60)	(40.40)
Special Reserve (Reserve Fund as per Section 45-IC of the Reserve Bank of India Act, 1934)						
Opening balance	2,420.00	1,960.00	1,646.10	1,246.30	931.20	790.90
Add :- Addition/(Deduction) during the year/period	200.10	460.00	313.90	399.80	315.10	140.30
Closing balance	2,620.10	2,420.00	1,960.00	1,646.10	1,246.30	931.20
General Reserve						
Opening balance	13,680.30	13,680.70	13,680.30	173.70	143.70	143.40
Add: Addition on account of Amalgamation	-	-	-	13,787.00	-	-
Add: Transferred from Surplus/(Deficit) balance in the statement of Profit and Loss	-	-	-	0.20	-	-
(Less)/Add: Adjusted during the year/period	-	(0.40)	0.40	(280.60)	30.00	0.30
Closing balance	13,680.30	13,680.30	13,680.70	13,680.30	173.70	143.70
Surplus						
Opening balance	3,931.70	2,892.50	3,033.90	2,561.80	1,577.50	1,335.30
Less: Adjustment on account of adoption of AS-15 (revised) Employee Benefits	-	-	-	-	-	-
Less: Adjustment on account of Amalgamation	-	-	-	(57.00)	-	-
Add: Net profit after tax transfer from Statement of Profit and Loss	884.60	2,631.80	1,114.20	1,792.40	1,558.60	820.40
Amount available for appropriation	4,816.30	5,524.30	4,148.10	4,297.20	3,136.10	2,155.70
Appropriations:						
Proposed dividend	-	417.90	251.50	377.80	139.40	116.30
Corporate dividend tax on proposed dividend	-	42.80	39.30	62.80	23.10	19.80
Profit on sale of Investment in Subsidiaries	-	-	(31.20)	-	-	-
Adjustment due to conversion of Subsidiary into Joint Venture	-	-	-	-	-	14.20
Profit on sale of Investment in Associate	-	-	(0.50)	-	-	-
Transferred to General Reserve	-	-	-	0.20	30.00	0.30
Transferred to Special Reserve	200.10	460.00	313.90	399.70	315.10	164.70
Transferred to Bond/Debt Redemption Reserve (net)	398.20	671.90	682.60	422.80	66.70	262.90
Closing balance	4,218.00	3,931.70	2,892.50	3,033.90	2,561.80	1,577.50
Total Reserves and Surplus	**29,811.50**	**28,938.00**	**26,754.30**	**25,648.20**	**11,733.80**	**10,152.90**

4. LONG-TERM BORROWINGS (Non- Current Maturities)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Secured						
Bonds/Debentures						
Foreign Guaranteed Local Currency Bonds	-	-	-	-	18.70	37.50
Long-Term Infrastructure Bonds	248.90	248.90	248.90	-	-	-
Non-Convertible Debentures	14,237.10	13,311.10	9,359.70	4,175.10	2,924.60	1,015.10
Term Loans						
From Banks						
- Rupee Loans	24,140.50	23,188.30	16,525.20	14,138.40	15,831.10	3,570.10
- Foreign Currency Loans	10,501.30	9,554.90	12,515.60	10,251.20	8,633.50	5,783.60
From Financial Institutions						
- Rupee Loans	1,628.00	1,110.30	330.70	444.30	415.90	3,211.40
- Foreign Currency Loans	4,685.50	4,760.10	6,450.90	6,351.80	3,886.20	3,456.60
Deferred Payment Liabilities	-	-	-	-	-	0.10
Deposits						
Public Deposits	-	-	-	1.60	5.20	2.70
Other Loans						
Buyer's Credit from Banks - Foreign Currency Loans	40.60	49.40	220.30	451.20	-	-
(A)	**55,481.90**	**52,223.00**	**45,651.30**	**35,813.60**	**31,715.20**	**17,077.10**
B. Unsecured						
Bonds/Debentures						
Non-Convertible Debentures	-	-	-	-	100.00	-
Subordinated Perpetual debentures (Tier I Capital)	187.50	187.50	187.50	-	-	-
Subordinated bonds/debentures (Tier II Capital)	15,173.90	13,511.90	9,090.00	5,177.60	4,131.60	1,210.60
Zero Coupon Redeemable Convertible Bonds	-	-	225.20	179.50	-	-
0.1% Non-Convertible Cumulative Redeemable Preference Shares	1.40	1.40	7.30	7.30	-	-
Term Loans						
From Banks :						
Rupee Loans						
-Subordinated loans from banks (Tier II Capital)	1,250.00	1,250.00	1,250.00	-	-	-
-Other term loans from banks	125.00	175.00	275.00	625.00	-	-
Foreign Currency Loans						
-Other term loans from banks	-	-	-	201.90	-	-
From Other Parties:						
Foreign Currency Loans						
-Subordinated loans from financial institution (Tier II Capital)	-	-	-	-	247.80	313.50
-Other term loans from financial institution	140.30	182.70	227.80	72.70	-	-
Loans Repayable on Demand:						
Others						
Foreign Currency Loans	-	-	352.80	282.50	-	-
Deposits						
Inter Corporate Deposits	8.90	8.90	8.90	-	-	-
Other loans and advances:-						
From Banks						
Foreign Currency Loans	-	-	-	-	26.30	75.70
From other parties						
Foreign Currency Loans from financial institution	-	-	-	-	85.40	121.70
(B)	**16,887.00**	**15,317.40**	**11,624.50**	**6,546.50**	**4,591.10**	**1,721.50**
Total (A+B)	**72,368.90**	**67,540.40**	**57,275.80**	**42,360.10**	**36,306.30**	**18,798.60**

LONG-TERM BORROWINGS (Current Maturities)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Secured						
Bonds/Debentures						
Foreign Guaranteed Local Currency Bonds	-	-	-	18.80	18.80	18.70
Non-Convertible Debentures	3,203.20	2,082.00	3,126.90	1,216.50	181.80	1,194.80
Term Loans						
From Banks						
- Rupee Loans	12,765.90	13,312.10	11,393.00	8,806.50	6,441.40	5,077.40
- Foreign Currency Loans	1,810.50	2,306.90	3,819.70	4,975.20	1,135.90	563.00
From Financial Institutions						
- Rupee Loans	388.20	312.00	115.20	187.30	143.00	83.80
- Foreign Currency Loans	1,616.90	2,061.10	769.30	533.50	728.90	554.00
Deferred Payment Liabilities	-	-	-	-	0.10	0.20
Deposits						
Public Deposits	-	-	1.60	2.90	2.40	6.50
Other Loans						
Buyer's Credit from Banks - Foreign Currency Loans	93.70	253.70	332.00	4.80	0.20	-
(A)	**19,878.40**	**20,327.80**	**19,557.70**	**15,745.50**	**8,652.50**	**7,498.40**
B. Unsecured						
Bonds/Debentures						
Non-Convertible Debentures	-	-	-	430.00	-	-
Subordinated bonds/debentures (Tier II Capital)	-	-	52.70	79.00	79.00	79.00
Term Loans						
From Banks						
Rupee Loans						
Other term loans from banks	100.00	100.00	100.00	25.10	-	-
From other parties						
Rupee Loans						
Subordinated loans from financial institution (Tier II Capital)	-	-	-	-	30.30	33.60
Other term loans from financial institution	166.70	98.00	21.50	500.00	-	-
Foreign Currency Loans						
Other term loans from financial institution	-	-	-	56.80	-	-
Loans Repayable on Demand:						
Others						
Foreign Currency Loans	-	-	30.60	27.00	-	-
Other loans and advances:-						
From Banks						
Rupee Loans	-	-	-	-	-	375.00
Foreign Currency Loans	-	-	-	-	41.50	46.30
From other parties						
Rupee Loan from financial institution	-	-	-	-	-	625.00
Foreign Currency Loans from financial institution	-	-	-	-	24.30	31.60
(B)	**266.70**	**198.00**	**204.80**	**1,117.90**	**175.10**	**1,190.50**
Total (A+B)	**20,145.10**	**20,525.80**	**19,762.50**	**16,863.40**	**8,827.60**	**8,688.90**

5. OTHER LONG-TERM LIABILITIES

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Acceptances	42.70	22.90	48.60	154.70	-	-
Interest Accrued but not due on Borrowings	258.40	282.90	0.50	0.20	0.40	0.20
Capital Advances	-	-	0.90	7.50	7.50	7.50
Security Deposits & Retentions	434.90	522.50	648.50	246.80	104.60	41.30
Payable on Derivative Contracts	-	-	15.60	30.50	1.70	-
Total	**736.00**	**828.30**	**714.10**	**439.70**	**114.20**	**49.00**

6. LONG-TERM PROVISIONS

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Provision for Employee Benefits (Non-Current Portion)						
Gratuity	25.80	36.90	34.50	27.20	15.00	10.50
Unavailed Leave	30.70	33.50	67.80	48.20	14.80	14.70
(A)	**56.50**	**70.40**	**102.30**	**75.40**	**29.80**	**25.20**
Other Provisions						
Provision for Non-Performing Assets	1,271.30	1,040.80	796.40	641.30	491.70	429.90
Contingent Provisions against Standard Assets	272.10	243.40	138.20	108.00	-	-
Provision for Premium on Unsecured Subordinated Bonds	-	-	-	2.00	9.00	16.00
(B)	**1,543.40**	**1,284.20**	**934.60**	**751.30**	**500.70**	**445.90**
Total (A+B)	**1,599.90**	**1,354.60**	**1,036.90**	**826.70**	**530.50**	**471.10**

7. SHORT-TERM BORROWINGS

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Secured						
Bond/debentures						
Non-convertible Debentures	-	1,312.50	-	500.00	1,166.50	1,925.00
Term loans						
From Banks						
Rupee Loans	375.00	-	5,236.60	2,028.60	1,454.20	3,750.00
Foreign Currency Loans	469.50	407.20	508.70	320.60	-	-
From other financial institutions						
Foreign Currency Loans	-	-	-	254.50	-	-
Loans repayable on demand						
Working Capital Facilities from banks						
Rupee Loans	67,392.50	55,425.00	27,985.50	19,395.90	7,285.50	553.50
Foreign Currency Loans	-	-	-	-	-	126.80
Cash Credit						
Rupee Loan	64.20	26.20	31.50	19.60	500.90	334.60
Deposits						
Public Deposits	-	-	-	0.10	39.20	36.10
Other Loans						
Working Capital Facilities	27,239.60	30,904.80	36,881.70	13,043.90	4,235.20	6,021.60
Buyer's credit from banks - Foreign Currency Loan	1,595.90	1,759.80	1,313.70	236.10	647.00	150.20
(A)	**97,136.70**	**89,835.50**	**71,957.70**	**35,799.30**	**15,328.50**	**12,897.80**
B. Unsecured						
Non-convertible Debentures	-	-	-	445.00	3,365.00	-
Term loans						
From Banks						
Rupee Loans	-	-	-	-	-	250.00
Foreign Currency Loans	-	-	-	2.80	-	-
From other parties						
Rupee Loans						
Other term loans from financial institution	-	-	-	-	-	1,025.00
Deposits						
Inter Corporate Deposits						
From Others	1,506.80	1,506.80	1,506.80	639.40	15.00	120.40
Other Loans						
Rupee Loan from Banks	2,700.00	900.00	1,500.00	1,250.00	-	1,000.00
Commercial Papers						
From Banks	-	-	-	-	141.00	-
From Others	1,327.90	2,506.80	7,155.70	2,578.40	1,565.90	-
(B)	**5,534.70**	**4,913.60**	**10,162.50**	**4,915.60**	**5,086.90**	**2,395.40**
Total (A+B)	**102,671.40**	**94,749.10**	**82,120.20**	**40,714.90**	**20,415.40**	**15,293.20**

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements **Annexure - X**

8. TRADE PAYABLES

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Trade Payables						
For Services	332.30	346.80	3,308.40	2,331.90	2,808.70	1,498.00
Acceptances	327.70	162.70	968.10	547.90	78.40	42.00
Due to others						
Operating Lease	1,772.30	1,678.70	-	16.10	0.30	-
Total	**2,432.30**	**2,188.20**	**4,276.50**	**2,895.90**	**2,887.40**	**1,540.00**

9. OTHER CURRENT LIABILITIES - OTHERS

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Interest Accrued but not due on Borrowings	2,317.40	1,558.10	1,131.00	626.80	384.10	606.20
Interest accrued and due on borrowings	9.10	229.50	-	-	-	-
Interest accrued but not due on others	11.50	14.40	-	-	-	-
For Capital Goods	2.80	6.50	209.30	-	0.50	-
Advance from Customers	79.20	123.10	142.10	173.20	200.00	84.00
Bank overdraft	4.80	0.70	2.50	5.80	145.50	-
Payable to Employees	105.80	177.60	123.60	37.50	22.60	26.70
Interest swap	7.10	0.10	1.90	13.00	-	-
Statutory Liabilities	155.30	80.40	148.70	305.70	50.50	47.30
Security Deposits & Retentions	404.80	275.60	73.40	168.20	9.40	2.60
Forward contract payable	64.30	81.00	48.30	9.50	5.50	-
Commission Payable to Directors	12.50	24.50	20.80	17.50	7.10	10.30
Unclaimed Dividend *(refer note 9.1)*	3.70	3.80	3.90	3.70	3.60	3.50
Unclaimed Matured Public Deposits and Interest Accrued thereon *(refer note 9.1)*	3.20	3.50	3.80	5.00	6.60	7.70
Unclaimed Interest on Bonds & Debentures *(refer note 9.1)*	0.10	-	-	-	-	-
Liability for Operating Expenses	315.70	332.00	302.80	357.40	225.20	96.80
Loss payable on Forward Exchange Contracts	-	4.60	-	16.60	1.50	0.90
Total	**3,497.30**	**2,915.40**	**2,212.10**	**1,739.90**	**1,062.10**	**886.00**

9.1 To be credited to Investor Education and Protection Fund as and when due.

10. SHORT-TERM PROVISIONS

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Provision for Employee Benefits (Current Portion)						
Gratuity	7.60	7.60	5.10	7.80	0.10	0.10
Unavailed leave	43.70	42.70	11.60	12.60	9.30	6.90
(A)	**51.30**	**50.30**	**16.70**	**20.40**	**9.40**	**7.00**
Other Provisions						
Provision for Doubtful Vendor Advances	-	-	12.80	0.70	-	-
Provision towards customer claims	-	-	-	30.80	-	-
Proposed Dividend	-	251.50	251.50	377.80	139.40	116.30
Provision for Corporate Dividend Tax	-	42.80	40.80	62.80	23.10	19.70
Provision for Premium on Unsecured Subordinated Bonds	-	-	10.80	15.80	15.80	15.80
Contingent Provision against Standard Assets	149.10	156.50	202.20	115.60	-	-
Provision for Taxation (net of Advance tax/Tax deducted at source)	-	-	-	275.70	-	-
(B)	**149.10**	**450.80**	**518.10**	**879.20**	**178.30**	**151.80**
Total (A+B)	**200.40**	**501.10**	**534.80**	**899.60**	**187.70**	**158.80**

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements

Annexure - X

Note 11
Fixed Assets

₹ In Mio

Particulars	Gross Block						Accumulated Depreciation/Amortisation and Impairment						Net Block					
	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009	As at 30.09.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011	As at 31.03.2010	As at 31.03.2009
I. Tangible Assets:																		
Assets for Own use:																		
Land- Freehold	1.10	1.10	216.90	249.00	23.50	23.50	-	-	-	-	-	-	1.10	1.10	216.90	249.00	23.50	23.50
Land - Leasehold	-	-	14.70	14.70	-	-	-	-	0.10	0.10	-	-	-	-	14.60	14.60	-	-
Buildings	1,431.30	1,431.30	1,486.40	1,468.90	248.40	250.10	86.80	73.80	54.60	27.40	7.40	3.40	1,344.50	1,357.50	1,431.80	1,441.50	241.00	246.70
Leasehold Improvements	326.60	308.90	227.10	130.90	2.10	-	72.40	54.50	23.10	9.00	-	-	254.20	254.40	204.00	121.90	2.10	-
Furniture and Fixtures	248.80	232.80	286.50	226.90	129.00	115.00	77.50	66.20	66.80	46.50	24.30	11.50	171.30	166.60	219.70	180.40	104.70	103.50
Motor Vehicles	73.90	70.30	82.80	18.50	8.20	8.00	25.10	18.00	10.80	5.60	2.10	1.10	48.80	52.30	72.00	12.90	6.10	6.90
Machinery	1,038.30	1,038.30	1,314.80	1,264.50	19.40	19.90	429.40	412.80	466.10	434.00	2.20	0.90	608.90	625.50	848.70	830.50	17.20	19.00
Equipment	1,394.30	1,393.70	8,645.60	8,035.20	-	-	549.20	496.70	1,874.10	1,452.70	-	-	845.10	897.00	6,771.50	6,582.50	-	-
Computer	40.80	37.30	179.60	278.20	139.30	119.50	24.80	21.50	87.20	80.90	48.60	26.00	16.00	15.80	92.40	197.30	90.70	93.50
Office Equipment	147.40	138.90	150.20	-	-	-	47.10	41.00	39.40	-	-	-	100.30	97.90	110.80	-	-	-
Total A	**4,702.50**	**4,652.60**	**12,604.60**	**11,686.80**	**569.90**	**536.00**	**1,312.30**	**1,184.50**	**2,622.20**	**2,056.20**	**84.60**	**42.90**	**3,390.20**	**3,468.10**	**9,982.40**	**9,630.60**	**485.30**	**493.10**
Assets for Operating Lease:																		
Aeroplane/Aircrafts	239.00	239.00	239.00	239.00	305.80	305.80	137.70	125.70	100.80	75.90	58.80	29.70	101.30	113.30	138.20	163.10	247.00	276.10
Earthmoving Equipments	1,473.20	1,381.10	1,240.00	432.60	332.90	326.10	600.70	515.70	307.70	146.20	98.90	55.60	872.50	865.40	932.30	286.40	234.00	270.50
Motor Vehicles	3,026.20	2,748.90	2,343.50	1,036.20	826.00	786.90	1,390.90	1,175.50	781.00	489.20	320.80	171.30	1,635.30	1,573.40	1,562.50	547.00	505.20	615.60
Plant & Machinery	7,087.40	7,015.60	5,880.50	3,781.20	1,671.80	1,559.50	1,223.20	1,034.90	697.20	463.60	243.40	116.20	5,864.20	5,980.70	5,183.30	3,317.60	1,428.40	1,443.30
Computers	1,213.10	1,197.00	941.90	484.80	93.20	12.90	404.70	345.70	171.40	59.30	11.40	0.80	808.40	851.30	770.50	425.50	81.80	12.10
Furniture and Fixtures	259.30	231.40	148.60	103.40	75.00	-	82.00	54.20	26.70	14.90	10.20	-	177.30	177.20	121.90	88.50	64.80	-
Total B	**13,298.20**	**12,813.00**	**10,793.50**	**6,077.20**	**3,304.70**	**2,991.20**	**3,839.20**	**3,251.70**	**2,084.80**	**1,249.10**	**743.50**	**373.60**	**9,459.00**	**9,561.30**	**8,708.70**	**4,828.10**	**2,561.20**	**2,617.60**
Total I (A+B)	**18,000.70**	**17,465.60**	**23,398.10**	**17,764.00**	**3,874.60**	**3,527.20**	**5,151.50**	**4,436.20**	**4,707.00**	**3,305.30**	**828.10**	**416.50**	**12,849.20**	**13,029.40**	**18,691.10**	**14,458.70**	**3,046.50**	**3,110.70**
II. Intangible Assets:																		
Assets for Own use																		
Computer Softwares	204.60	75.60	173.20	135.20	48.70	33.40	70.40	54.20	85.90	50.20	9.90	5.70	134.20	21.40	87.30	85.00	38.80	27.70
Tenancy Rights	0.40	0.40	0.40	0.40	0.40	0.40	0.40	0.40	0.40	0.30	0.20	0.10	-	-	-	0.10	0.20	0.30
Total C	**205.00**	**76.00**	**173.60**	**135.60**	**49.10**	**33.80**	**70.80**	**54.60**	**86.30**	**50.50**	**10.10**	**5.80**	**134.20**	**21.40**	**87.30**	**85.10**	**39.00**	**28.00**
Assets given on Operating Lease:																		
Software	170.70	154.40	117.10	96.60	89.30	-	90.00	84.40	45.00	22.60	4.00	-	80.70	70.00	72.10	74.00	85.30	-
Total D	**170.70**	**154.40**	**117.10**	**96.60**	**89.30**	**-**	**90.00**	**84.40**	**45.00**	**22.60**	**4.00**	**-**	**80.70**	**70.00**	**72.10**	**74.00**	**85.30**	**-**
Total II (C+D)	**375.70**	**230.40**	**290.70**	**232.20**	**138.40**	**33.80**	**160.80**	**139.00**	**131.30**	**73.10**	**14.10**	**5.80**	**214.90**	**91.40**	**159.40**	**159.10**	**124.30**	**28.00**
Total Fixed Assets = (I+II)	**18,376.40**	**17,696.00**	**23,688.80**	**17,996.20**	**4,013.00**	**3,561.00**	**5,312.30**	**4,575.20**	**4,838.30**	**3,378.40**	**842.20**	**422.30**	**13,064.10**	**13,120.80**	**18,850.50**	**14,617.80**	**3,170.80**	**3,138.70**

12.1 NON-CURRENT INVESTMENTS

₹ in Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
In Government, Government guaranteed securities, bonds & units	-	-	10.40	10.50	24.30	24.30
In Other Securities	21,141.00	21,136.80	20,994.70	20,303.90	6,683.10	4,413.90
Total	**21,141.00**	**21,136.80**	**21,005.10**	**20,314.40**	**6,707.40**	**4,438.20**

12.2 CURRENT INVESTMENTS

₹ in Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
In Bonds and Debentures (Unquoted)	-	220.00	220.00	-	-	-
In Other Securities	3,432.20	3,432.70	-	-	-	-
Total	**3,432.20**	**3,652.70**	**220.00**	**-**	**-**	**-**

13. FINANCIAL ASSETS (Non- Current Maturities)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Secured, Considered Good	42,549.70	42,050.30	30,789.60	24,623.10	19,231.50	17,375.20
Total	**42,549.70**	**42,050.30**	**30,789.60**	**24,623.10**	**19,231.50**	**17,375.20**

FINANCIAL ASSETS (Current Maturities)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Secured, Considered Good	23,644.20	21,385.50	15,880.70	13,639.80	10,815.10	9,318.30
Total	**23,644.20**	**21,385.50**	**15,880.70**	**13,639.80**	**10,815.10**	**9,318.30**

FINANCIAL ASSETS (Short term)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Secured, Considered Good	6,668.80	5,171.40	4,054.40	4,656.50	3,928.80	3,946.70
Total	**6,668.80**	**5,171.40**	**4,054.40**	**4,656.50**	**3,928.80**	**3,946.70**

14. LOAN ASSETS (Non Current Maturities)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Secured, Considered Good						
Loans to Others	65,206.30	54,766.90	22,228.80	16,767.90	12,967.60	5,138.30
Loans to Related parties	4,061.90	3,931.60	-	-	-	-
(A)	**69,268.20**	**58,698.50**	**22,228.80**	**16,767.90**	**12,967.60**	**5,138.30**
Unsecured						
Loans to Others	267.10	292.70	116.90	97.60	1,070.80	65.00
(B)	**267.10**	**292.70**	**116.90**	**97.60**	**1,070.80**	**65.00**
Total (A+B)	**69,535.30**	**58,991.20**	**22,345.70**	**16,865.50**	**14,038.40**	**5,203.30**

LOAN ASSETS (Current Maturities)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Secured, Considered Good						
Loans to Others	27,730.50	30,725.80	58,349.80	23,133.00	3,512.10	2,920.70
(A)	**27,730.50**	**30,725.80**	**58,349.80**	**23,133.00**	**3,512.10**	**2,920.70**
Unsecured						
Loans to Others	93.10	40.00	125.00	72.60	17.30	-
(B)	**93.10**	**40.00**	**125.00**	**72.60**	**17.30**	**-**
Total (A+B)	**27,823.60**	**30,765.80**	**58,474.80**	**23,205.60**	**3,529.40**	**2,920.70**

LOAN ASSETS (Short Term)

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Secured, Considered Good						
Loans to Others	3,349.40	7,256.10	4,344.90	5,013.40	698.80	1,429.60
(A)	**3,349.40**	**7,256.10**	**4,344.90**	**5,013.40**	**698.80**	**1,429.60**
Unsecured						
Loans to Others	10.60	10.90	101.40	358.00	329.10	100.00
(B)	**10.60**	**10.90**	**101.40**	**358.00**	**329.10**	**100.00**
Total (A+B)	**3,360.00**	**7,267.00**	**4,446.30**	**5,371.40**	**1,027.90**	**1,529.60**

15. OTHER LONG-TERM ADVANCES

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Unsecured, Considered Good						
Advances						
Capital Advances	771.40	760.40	702.90	717.90	0.40	1.40
Advance to Vendors for Operating Expenses	-	-	3.90	0.10	-	-
Employee Advances	5.00	1.90	5.90	10.20	1.60	0.90
Advance against investments	2.30	2.30	2.30	2.40	2.30	2.30
Security Deposits - to Others	1,215.80	5.60	34.20	7.10	318.20	1,197.30
Balances with Revenue Authorities	479.00	615.00	820.40	18.50	1.00	-
Share Application Money	-	-	-	38.00	0.20	-
Contribution to Corpus of Trusts	-	-	0.20	0.20	0.10	-
Prepaid Expenses	203.50	197.20	231.90	265.00	14.40	10.90
Advance Tax (net of provision for tax)	-	-	-	-	90.60	154.10
MAT Credit Entitlement	22.70	22.50	-	-	-	-
Other Advances	2.20	-	2.60	4.20	-	0.10
Total	**2,701.90**	**1,604.90**	**1,804.30**	**1,063.60**	**428.80**	**1,367.00**

16. OTHER NON-CURRENT ASSETS

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Unsecured, Considered Good						
Non-Current portion of other Bank Balances						
Fixed Deposit Account with balance maturity of more than twelve months	70.00	192.50	526.10	974.20	39.10	183.70
Unamortised Ancillary Borrowing Costs	664.50	680.20	591.10	416.40	702.90	165.30
Income Accrued but not due	42.60	42.40	35.30	28.90	-	-
Interest Accrued but not due	217.40	2,114.50	1.30	357.70	1.00	6.00
Miscellaneous Expenditure to the extent not written off or adjusted	-	1.40	5.60	9.80	20.90	21.90
Gains receivable on Derivative Contracts	1,359.20	662.50	862.30	273.00	-	-
Other Receivables	3.10	8.20	13.50	-	3.90	-
Total	**2,356.80**	**3,701.70**	**2,035.20**	**2,060.00**	**767.80**	**376.90**

17. TRADE RECEIVABLES

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Other Debts						
Secured, Considered Good	-	-	-	-	3.60	26.70
(A)	**-**	**-**	**-**	**-**	**3.60**	**26.70**
Outstanding for more than Six Months						
Unsecured, Considered Good	186.40	119.80	1,478.70	1,123.40	587.40	181.50
Unsecured, Considered Doubtful	264.70	387.00	59.70	40.80	8.80	7.70
Less: Provision for Doubtful Debts	(48.90)	(58.80)	(35.10)	(40.30)	(7.50)	(5.70)
	402.20	448.00	1,503.30	1,123.90	588.70	183.50
Outstanding for a period less than six months						
Secured, Considered Good	-	-	-	-	-	26.70
Unsecured, Considered Good	1,965.30	1,411.00	1,965.80	1,212.20	483.90	500.60
Unsecured, Considered Doubtful	34.00	35.40	-	-	-	-
Less: Provision for Doubtful Debts	(15.30)	(7.80)	-	-	-	-
(B)	**2,386.20**	**1,886.60**	**3,469.10**	**2,336.10**	**1,072.60**	**710.80**
Total (A+B)	**2,386.20**	**1,886.60**	**3,469.10**	**2,336.10**	**1,076.20**	**737.50**

18. CASH AND BANK BALANCES

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
A. Cash and Cash Equivalents:						
Cash on Hand	27.10	23.20	13.40	9.60	5.30	5.70
Balances with Banks - in Current Account	2,013.90	1,396.40	1,614.20	818.80	990.90	910.40
Cheques on Hand	835.40	112.30	677.40	67.10	-	-
Fixed Deposits with Banks (having original maturity of 3 months or less)	419.20	317.70	99.40	115.00	399.20	2,338.20
Unclaimed Dividend Account	3.70	3.80	3.90	3.70	3.60	3.50
(A)	**3,299.30**	**1,853.40**	**2,408.30**	**1,014.20**	**1,399.00**	**3,257.80**
B. Other Bank Balances :						
Fixed Deposits with Banks (having balance maturity of more than 3 months and less than 12 months)	2,886.40	3,945.10	4,305.10	1,188.20	1,471.70	1,389.40
(B)	**2,886.40**	**3,945.10**	**4,305.10**	**1,188.20**	**1,471.70**	**1,389.40**
Total (A+B)	**6,185.70**	**5,798.50**	**6,713.40**	**2,202.40**	**2,870.70**	**4,647.20**

19. OTHER SHORT-TERM ADVANCES

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Unsecured, Considered Good						
Advances						
Advance to Vendors for Operating Expenses	506.10	137.00	136.80	82.00	150.30	117.80
Employee Advances	21.60	17.60	33.00	26.70	31.10	14.30
Advance against investments	-	-	-	-	-	0.40
Advance against insurance	-	-	0.10	-	-	-
Security Deposits - to Others	75.90	1,265.20	1,282.50	1,249.00	1,209.00	22.80
Share Application Money	-	-	-	0.30	0.50	22.40
Gratuity Fund	-	-	-	0.80	-	-
Prepaid Expenses	192.70	176.70	201.00	258.10	37.00	9.30
Balance with Revenue Authorities	224.20	262.30	334.80	223.30	102.60	185.00
MAT Credit Entitlement	12.00	12.00	30.90	261.80	272.70	79.20
Other Advances	173.30	124.10	55.40	4.10	53.80	80.10
Total	**1,205.80**	**1,994.90**	**2,074.50**	**2,106.10**	**1,857.00**	**531.30**

20. OTHER CURRENT ASSETS

₹ In Mio

Particulars	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Unamortised Ancillary Borrowing Costs	236.70	242.10	225.90	173.10	114.80	128.80
Interest Accrued but not due	6,352.30	1,137.70	1,736.50	196.30	15.20	21.00
Income Accrued but not due	16.80	49.80	8.10	8.20	0.70	-
Stock for Trade	11.40	13.20	24.60	26.20	1.10	4.40
Gains receivable on Derivative Contracts	1,730.90	695.70	774.50	-	92.20	1,110.10
Derivative Asset Forward	-	7.60	222.40	4.10	-	-
Advance against Insurance	9.90	9.70	-	-	-	-
Other Receivables	29.00	45.70	126.90	142.10	166.80	11.60
Miscellaneous Expenditure to the extent not written off or adjusted	3.50	4.20	4.20	4.30	21.70	4.10
Total	**8,390.50**	**2,205.70**	**3,123.10**	**554.30**	**412.50**	**1,280.00**

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements **Annexure - X**

Schedules to the Statement of Profit & Loss, As Reformatted

21. REVENUE FROM OPERATIONS

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Income from Loans/ Financial Assets	13,017.70	23,779.40	18,114.10	11,250.50	8,157.20	5,598.00
Income from Leases	1,149.30	2,136.00	1,311.70	769.20	481.90	568.50
Income from I T Infrastructure and CSC Services	-	151.80	617.30	542.60	459.70	298.00
Fee Based Income	906.60	1,303.40	789.50	1,210.00	602.20	865.90
Income from Equipment Rental	639.20	2,222.60	2,945.60	2,321.50	-	-
Assignment Income	-	550.00	267.00	-	-	890.00
Income from Long-Term Trade Investments	-	240.00	-	2.80	118.50	245.20
Income from Stock for Trade	-	-	0.20	2.60	12.10	-
Interest from Long-Term Trade Investments	1.00	5.80	-	-	-	0.50
Interest from Current Investment	2.40	21.80	-	-	-	-
Interest from Stock for Trade	-	-	-	-	-	7.90
Interest received from Govt. Securities/Banks	191.60	423.20	288.80	106.40	142.30	112.50
Total	**15,907.80**	**30,834.00**	**24,334.20**	**16,205.60**	**9,973.90**	**8,586.50**

22. OTHER INCOME

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Liabilities No Longer Required Written Back	28.90	79.30	22.90	11.30	0.40	-
Dividend Income	8.40	6.20	4.80	4.60	14.50	6.70
Provision for Diminution in value of Stock for Trade Written Back	-	4.10	-	-	-	-
Profit on sale of Fixed Assets (net)	-	7.70	-	-	-	26.10
Profit on Sale of Long-Term Trade Investments (net)	-	0.70	-	7.00	112.30	9.40
Profit on Sale of Current Investments (net)	5.10	-	-	-	-	-
Profit on Sale of Stock for Trade (net)	-	0.30	-	99.50	4.20	39.30
Other Non-Operating Income	96.60	166.90	101.40	52.90	24.80	53.80
Total	**139.00**	**265.20**	**129.10**	**175.30**	**156.20**	**135.30**

23. FINANCE COSTS

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Interest Expense:						
On Bonds & Debentures	1,649.60	2,637.50	1,282.70	1,266.40	862.40	754.30
On Term Loans	3,701.90	7,627.00	6,503.00	4,690.40	4,000.70	3,054.90
On Public Deposits	-	0.10	0.30	2.30	4.30	4.80
On Working Capital Facilities	4,613.80	7,704.80	4,756.30	1,446.30	604.60	626.10
Other Interest	132.40	265.70	104.40	77.60	10.10	-
Other Borrowing Costs	1,138.40	2,673.10	2,355.60	953.10	421.10	177.10
Applicable net (gain)/loss on foreign currency transactions and translations	438.80	484.30	648.00	(135.30)	(559.60)	651.20
Total	**11,674.90**	**21,392.50**	**15,650.30**	**8,300.80**	**5,343.60**	**5,268.40**

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements **Annexure - X**

24. EMPLOYEE BENEFITS EXPENSE

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Salaries, Allowances, Commission & Bonus	529.90	1,491.20	1,603.50	1,144.60	669.80	547.80
Contribution to Provident and Other Funds	31.30	87.70	73.60	69.30	37.90	28.00
Staff Welfare Expenses	20.30	35.50	35.90	20.50	10.70	9.00
Total	**581.50**	**1,614.40**	**1,713.00**	**1,234.40**	**718.40**	**584.80**

25. ADMINISTRATIVE & OTHER EXPENSES

₹ In Mio

Particulars	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Communication Expenses	16.10	41.60	45.80	120.10	31.20	23.90
Outsourced Manpower Expenses	12.90	71.70	72.40	63.90	-	-
Site & Site Mobilisation Expenses	82.00	164.50	198.90	183.60	-	-
Legal & Professional Fees	310.00	579.40	396.70	401.60	353.60	607.30
Power & Fuel	110.20	172.30	148.40	57.30	19.30	9.90
Rent	62.60	204.10	147.60	135.70	86.60	65.30
Equipment Hire & Leasing	12.80	70.40	52.60	29.80	-	-
Rates and Taxes	34.30	72.60	72.10	47.50	28.30	28.70
Brokerage and Service Charges	23.40	88.10	87.80	49.20	15.30	16.90
Auditors' Remuneration	5.80	19.70	17.80	12.60	7.00	6.00
Repairs - Building	-	0.30	7.90	3.70	7.10	1.10
- Machinery	79.20	255.80	232.10	197.00	17.60	15.40
- Others	59.80	119.60	115.80	53.10	40.60	32.20
Travelling and Conveyance	139.40	296.70	284.50	227.50	158.20	145.00
Directors' Fees	1.60	2.80	2.10	1.20	1.60	1.50
Insurance	13.60	50.40	64.90	54.70	5.30	5.80
Printing and Stationery	8.80	19.70	24.70	19.70	16.70	15.90
Advertisement, Subscription and Donation	39.30	87.80	129.10	50.70	27.10	35.30
Provision for Diminution in Value of Long Term Investment	-	-	-	4.50	13.80	16.60
Provision for Diminution in value of Stock for Trade	1.80	-	1.60	9.00	0.70	0.50
Provision for Customer Claims	-	-	1.70	30.90	-	-
Provision for Diminution in Inventories	-	-	18.30	-	-	-
Loss on sale of Fixed Assets (net)	8.30	89.90	55.60	94.30	10.20	-
Investment written off	-	-	1.20	-	-	-
Fixed Assets written off	0.10	-	0.30	-	-	-
Expenses for Liquidation of overseas Subsidiary	-	-	5.00	-	-	-
Miscellaneous Expenditure written off	2.10	4.20	4.30	22.80	7.20	4.30
Miscellaneous Expenses	49.00	62.80	47.60	60.70	59.90	78.20
Total	**1,073.10**	**2,474.40**	**2,236.80**	**1,931.10**	**907.30**	**1,109.80**

26 In accordance with Accounting Standard 21 "Consolidated Financial Statements" notified by Central Government under Companies (Accounting Standards) Rules, 2006, the Consolidated Financial Statements of the Group include the financial statements of the Holding Company and all its subsidiaries and sub-subsidiaries which are more than 50% owned and controlled. Enterprises over which the Company exercises significant influence are considered for preparation of the Consolidated Financial Statements as per Accounting Standard 23 "Accounting for Investments in Associates in Consolidated Financial Statements" and Interests in Joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures", notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. Investments that are acquired and held exclusively with a view to subsequent disposal in the near future are not considered for consolidation.

27 The details of subsidiaries (including their subsidiaries and joint ventures), associates and joint venture (including its subsidiary) are as follows:–

Name of the Company	Country of incorporation	% Holding As at 30th Sept, 2013	% Holding As at 31st March, 2013	% Holding As at 31st March, 2012	% Holding As at 31st March, 2011	% Holding As at 31st March, 2010	% Holding As at 31st March, 2009
Subsidiaries							
Srei Capital Markets Limited	India	100	100	100	100	100	100
Srei Alternative Investment Managers Limited (Formerly Srei Venture Capital Limited)	India	100	100	100	100	100	100
Srei Infrastructure Advisors Limited	India	100	100	100	100	100	100
Global Investment Trust Limited	India	100	100	100	100	100	100
Controlla Electrotech Private Limited (w.e.f. 06.06.2008)	India	100	100	100	100	100	100
Srei Mutual Fund Asset Management Private Limited (w.e.f 27.11.2009)	India	100	100	100	100	100	-
Srei Mutual Fund Trust Private Limited (w.e.f 27.11.2009)	India	100	100	100	100	100	-
Srei International Infrastructure Services GmbH, Germany (Formerly IIS International Infrastructure Services GmbH, Germany)	Germany	92.54	92.54	92.54	92.54	92.54	92.54
Srei Forex Limited	India	100	100	100	100	100	100
Srei Insurance Broking Private Limited (w.e.f. 31.03.2012)	India	51	51	51	-	-	-
Sahaj e-Village Limited, (Formerly Srei Sahaj e-Village Limited, ceased to be Subsidiary w.e.f. 13.08.2012)	India	-	-	95.10	95.10	51	51
# Quippo Valuers and Auctioneers Private Limited (Formerly GoIndustry Quippo Valuers and Auctioneers Private Limited) (w.e.f 31.03.2011)	India	100	100	100	100	-	-
# Quippo Oil & Gas Infrastructure Limited	India	99.90	99.90	99.90	99.80	-	-
Orbis Power Venture Private Ltd.	India	-	-	-	*	17	-
# Quippo Energy Private Limited	India	100	100	100	100	-	-
Quippo Construction Equipment Limited (Ceased to be Subsidiary w.e.f.31.03.2013	India	-	-	100	100	-	-
# Attivo Economic Zone (Mumbai) Private Limited (Formerly Mumbai Futuristic Economic Zone Private Limited)	India	100	100	100	100	-	-

Step-down Subsidiaries							
Quippo Infocomm Limited (ceased to be a Subsidiary of Srei Infrastructure Advisors Limited w.e.f. 16.07.2011)	India	-	-	-	100	100	100
Bengal Srei Infrastructure Development Limited (Subsidiary of Srei Infrastructure Advisors Limited w.e.f. 25.09.2008) (Ceased to be subsidiary of Srei Capital Markets Ltd. w.e.f. 25.09.2008)	India	51	51	51	51	51	51
Hyderabad Information Technology Venture Enterprises Limited (Subsidiary of Srei Alternative Investment Managers Limited)	India	51	51	51	51	51	51
Cyberabad Trustee Company Pvt. Limited (Subsidiary of Srei Alternative Investment Managers Limited)	India	51	51	51	51	51	51
ZAO Srei Leasing (Subsidiary of Srei International Infrastructure Services GmbH)	Russia	64.20	64.20	64.20	57.14	63.49	63.49
Srei Advisors Pte Limited (Subsidiary of Srei International Infrastructure Services GmbH w.e.f 25.02.2010)	Singapore	100	100	100	100	85	-
DPSC Ltd. (Subsidiary of Orbis Power Venture Private Ltd. w.e.f 29.01.2010)	India	-	-	-	**	58.88	-
# Quippo Prakash Marine Holdings Pte. Limited (Subsidiary of Quippo Oil & Gas Infrastructure Limited, Ceased to be Subsidiary w.e.f. 26.11.2012)	Singapore	-	-	51	51	-	-
# Quippo Prakash Pte. Limited (Subsidiary of Quippo Prakash Marine Holdings Pte. Limited, Ceased to be Subsidiary w.e.f. 28.08.2012)	Singapore	-	-	73.90	73.90	-	-
# Quippo Holding Cooperatief U.A. (Subsidiary of Quippo Oil & Gas Infrastructure Limited, Liquidated on 13.02.2012)	Netherlands	-	-	-	91	-	-
# Quippo International B.V. (Subsidiary of Quippo Holding Cooperatief U.A., Liquidated on 13.02.2012)	Netherlands	-	-	-	100	-	-
# Quippo Mara Infrastructure Limited (Subsidiary of Quippo International B.V., Ceased to be a Sub-subsidiary w.e.f. 13.02.2012 on account of liquidation of its holding company)	British Virgin Islands	-	-	-	50.10	-	-
# Quippo Energy Middle East Limited (Subsidiary of Quippo Energy Private Limited)	Dubai	100	100	100	100	-	-
# Quippo Energy Yemen Limited (Subsidiary of Quippo Energy Private Limited)	Yemen	100	100	100	100	-	-
# Kasco Steel Limited (Ceased to be a subsidiary of Quippo Construction Equipment Limited w.e.f. 22.09.2011)	India	-	-	-	68	-	-
Quippo Mauritius Private Limited (Subsidiary of Quippo Energy Private Limited w.e.f. 05.03.2012)	Mauritius	100	100	100	-	-	-
Quippo Energy Nigeria Private Limited (Subsidiary of Quippo Mauritius Private Limited w.e.f. 22.03.2012)	Nigeria	100	100	100	-	-	-
Quippo CJ Exploration & Production Private Limited (Subsidiary of Quippo Oil & Gas Infrastructure Limited w.e.f. 01.05.2013)	India	51	-	-	-	-	-

Associate							
Quippo Infrastructure Equipment Ltd. (ceased to be associate w.e.f 30.09.2008)	India	-	-	-	-	16.85	16.85
Sahaj e-Village Limited (w.e.f. 13.08.2012)	India	48.32	48.32	-	-	-	-
Quippo Construction Equipment Limited (w.e.f. 31.03.2013)	India	45.45	45.45	-	-	-	-
Joint Venture (including its subsidiary)							
Srei Equipment Finance Limited (SEFL) (Formely Srei Equipment Finance Private Limited)	India	50	50	50	50	50	50
Srei Insurance Broking Pvt. Limited (Ceased to be a Subsidiary of SEFPL w.e.f. 30.03.2012)	India	-	-	-	100	100	100
# Quippo Valuers and Auctioneers Private Limited. (Formerly GoIndustry Quippo Valuers and Auctioneers Private Limited) (upto 31.03.2011)	India	-	-	-	-	-	-
Joint Venture of Subsidiary							
Srei (Mauritius) Infrastructure Development Company Limited (Ceased to be JV between Srei Infrastructure Advisors Limited and The State Investment Corporation Limited of Mauritius, w.e.f. 17.07.2013)	Mauritius	-	50	50	50	50	50
Aalat LLC (Ceased to be a JV between Srei International Infrastructure Services GmbH and Waha Capital PJSC, w.e.f. 28.11.2012)	United Arab Emirates, Abu Dhabi	-	-	49	49	49	-
NAC Infrastructure Equipment Limited (JV between Quippo Construction Equipment Limited, L & T Finance Holdings Limited, Nagarjuna Construction Company Limited and National Academy of Construction) (Quippo Construction Equipment Limited ceased to be subsidiary w.e.f 31.03.2013)	India	-	-	50	50	-	-
SICOM Srei Maharashtra Infrastructure Private Limited (JV between Srei Infrastructure Advisors Limited and SICOM Limited) w.e.f 27.08.2010	India	50	50	50	50	-	-
Associate of Subsidiary							
Spice Internet Service Provider Private Ltd. (Associate of Srei Sahaj e-Village Ltd. w.e.f 16.03.2010 and ceased to Associate w.e.f 20.08.2010)	India	-	-	-	-	49	-

* Ceased to be subsidiary w.e.f 31st March, 2010
** Ceased to be subsidiary w.e.f 31st March, 2010

2010-11

Pursuant to the Scheme of Amalgamation of Quippo Infrastructure Equipment Limited (Quippo) into and with the Company sanctioned by the Hon'ble High Court at Calcutta vide its Order made on January 18, 2011 and effective w.e.f. March 04, 2011, these Companies have become subsidiaries and/or step down subsidiaries of the Company.

Similarly, Quippo Valuers and Auctioneers Private Limited (Formerly GoIndustry Quippo Valuers and Auctioneers Private Limited) (QVAPL) which was a 50:50 joint venture between Quippo and Go Industry Limited, UK became a Joint Venture between the Company and Go Industry Limited, UK w.e.f. March 04, 2011. Thereafter, the entire shareholding of Go Industry Limited, UK has been acquired by the Company and consequently, QVAPL has become a 100% subsidiary of the Company w.e.f. March 31, 2011. The name has been changed to "Quippo Valuers and Auctioneers Private Limited" w.e.f. April 16, 2011.

28 Scheme of Amalgamation

2010-11

The Board of Directors of the Company at its meeting held on 28th January, 2010 had, based on the recommendation of the Committee of Independent Directors, approved amalgamation of Quippo Infrastructure Equipment Limited (Transferor Company) into and with the Company in terms of a Scheme of Amalgamation (the Scheme) under Sections 391 to 394 of the Companies Act, 1956. The Scheme was approved by the Equity Shareholders of the Company in the meeting held on 31st May, 2010, convened by the Hon'ble High Court at Calcutta (the Court).

Pursuant to the sanction of the scheme by the Court vide its Order made on 18th January, 2011, all the assets, rights, obligations, liabilities and the entire business of the Transferor Company were transferred to and vested in the Company, as a going concern with effect from 1st April, 2010 ('Appointed Date') and accordingly, the sanctioned Scheme has been given effect to in these financial statements. The Transferor Company alongwith its subsidiaries had been primarily engaged in the business of infrastructure equipment rental and matters incidental and ancillary thereto.

As per the Scheme of Amalgamation, the Effective Date is the date on which all the conditions and matters referred to in the Scheme are fulfilled and the Scheme becomes operative and effective from the Effective Date. All the conditions and matters prescribed in the Scheme were fulfilled on 4th March, 2011. Accordingly, the Scheme became effective from 4th March, 2011. Pending completion of relevant formalities of transfer of certain assets and liabilities acquired pursuant to the Scheme, in the Company's name, such assets and liabilities remain included in the books of the Company in the name of the Transferor Company.

In accordance with the Scheme and as per the sanction by the Court:

(a) The Company has issued and allotted 92,915,839 equity shares of ₹ 10/- each fully paid up as bonus shares to the pre-amalgamation equity shareholders of the Company in the ratio of 4:5, by way of capitalisation of Securities Premium on 5 th March, 2011.

(b) Further, the Company has issued and allotted 294,025,696 equity shares of ₹ 10/- each fully paid up as consideration for the amalgamation to the shareholders of the Transferor Company on 5th March, 2011.

(c) A Trust in the name of "Srei Growth Trust" has been settled by the Company on 4th March, 2011 to inter alia, receive equity shares of the Company in exchange of the Company's shareholding in the Transferor Company. The Company, in lieu of its shareholding in the Transferor Company, is entitled to be allotted equity shares of itself on amalgamation. However, since a company cannot hold its own shares, the Company settled the aforesaid Trust to hold such shares. Consequently, 48,600,000 equity Shares of the Company of ₹ 10/- each fully paid up were issued and allotted to Srei Growth Trust, which is holding such shares in trust for the benefit of the Company and/or the shareholders of the Company. The beneficial interest in the Trust amounting to ₹ 1,851.50 Lakh representing the cost of shares of the Transferor Company is shown under 'Investments' in the Balance Sheet.

(d) Accounting for Amalgamation:
The amalgamation of Transferor Company with the Company has been accounted for on the basis of the Purchase Method as stated in the Accounting Standard (AS) -14 on 'Accounting for Amalgamations' as below:

(i) All assets and liabilities of the Transferor Company were transferred to and vested in the Company at their respective fair values as on 31st March 2010, w.e.f. 1st April, 2010.

(ii) Excess of the fair value of net assets taken over by the Company, over the paid up value of Equity Shares issued & allotted to the shareholders of the Transferor Company, being ₹ 137,870 Lakh has been credited to General Reserves of the Company. Had the Scheme, sanctioned by the Court, not prescribed this accounting treatment, this amount would have been credited to Capital Reserve, with no impact on net profit for the year.

(iii) Inter Company balance of ₹ 100 Lakh on account of loan given by the Company to the Transferor Company has been cancelled.

(iv) The Authorised Share Capital of the Company has increased from ₹ 70,000 Lakh to ₹ 81,000 Lakh divided into 710,000,000 Equity Shares of ₹ 10/- each and 10,000,000 Preference Shares of ₹ 100/- each.

29 Scheme of Arrangement

2008-09

The Board of Directors of the Company on 31st May, 2007 had given its consent for the execution of a Joint Venture Agreement, Share Subscription Agreement and Shareholders Agreement in connection with the formation of a joint venture with BNP Paribas Lease Group (a wholly owned subsidiary of BNP Paribas S.A.) ('BPLG') In accordance with these agreements, the Company has been allotted 22,950,000 equity shares of ₹ 10 each at par in SREI Equipment Finance Private Ltd (formerly known as SREI Infrastructure Development Finance Ltd) ('SEFPL'), and BLPG has been allotted 25,000,000 equity shares of ₹ 10 each at a premium of ₹ 300 per share in SEFPL on the effective date i.e. 2nd April 2008, being the date of filing of the Order of the Hon'ble High Court at Calcutta with the Registrar of Companies, West Bengal. Consequently, SEFPL has become a joint venture between the Company and BPLG with effect from 2nd April 2008.

Pursuant to the Scheme of Arrangement ('the Scheme') approved by the shareholders and sanctioned by the Hon'ble High Court at Calcutta vide Order of 28th January 2008, all business, assets and liabilities pertaining to the project finance business and asset based financing business of the Company including its shareholding in SREI Insurance Broking Private Ltd ('SIBPL') (formerly known as SREI Insurance Services Ltd) were transferred to SEFPL as a going concern on a slump sale basis, pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 with effect from 1st January 2008 ('Appointed Date') and accordingly, the Scheme has been given effect to in these accounts.

The Scheme was sanctioned by the Hon'ble High Court at Calcutta as approved by the Shareholders without any modification, alteration or change. As per the Scheme of Arrangement, the 'Effective Date' is the date on which all conditions and matters referred to in the Scheme have been fulfilled, wherein the Scheme becomes operative and effective from the 'Effective Date'. All conditions and matters prescribed in the Scheme were fulfilled on 2nd April 2008. Accordingly the transfer in terms of the Scheme takes place from the 'Effective Date' being 2nd April 2008.

30 Period ended 30th September, 2013

Management Accounts of Srei International Infrastructure Services GmbH (Srei IIS), Quippo Energy Middle East Limited, Quippo Mauritius Private Limited, Quippo Energy Nigeria Private Limited, Quippo Energy Yemen Limited and Srei Advisors Pte Limited up to 30th September, 2013 have been prepared in accordance with International Financial Reporting Standards (IFRS), generally followed in the country of their incorporation. Differences in accounting policies as between IFRS and Indian GAAP are not material, in the context of consolidation of the said entities in these consolidated financial statements.

The audited financial statements of ZAO Srei Leasing (ZAO), a subsidiary of Srei IIS is prepared upto 30th September, 2013. Management accounts for the period 1st January, 2013 to 31st March, 2013 have been used for consolidation with Srei IIS. The audited financial statements of ZAO have been prepared in accordance with IFRS, generally followed in the country of it's incorporation. Differences in accounting policies as between IFRS and Indian GAAP are not material, in the context of consolidation of ZAO in these consolidated financial statements.

Srei (Mauritius) Infrastructure Development Company Limited has been liquidated and ceased to be Joint Venture between Srei Infrastructure Advisors Limited and The State Investment Corporation Limited of Mauritius, w.e.f. 17th July, 2013.
Management accounts up to the date of liquidation of the above company has been prepared in accordance with IFRS, generally followed in the country of their incorporation and has been used for consolidation. Differences in accounting policies as between IFRS and Indian GAAP are not material, in the context of consolidation of the said entities in these consolidated financial statements.
Such cessation has been accounted for as per Accounting Standard 27, "Financial Reporting of Interests in Joint Ventures", notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

Quippo CJ Exploration & Production Private Limited (QCEPPL), a subsidiary of Quippo Oil & Gas Infrastructure Limited was formed without any receipt of Equity Contribution as per the law applicable in the country of its incorporation. Upto 30th September, 2013, QCEPPL was yet to start its operations and there were no transactions in the Company during the period ended on that date. Therefore, no financial statement of QCEPPL was available for consolidation.

2012-13

The audited financial statements of Srei International Infrastructure Services GmbH (Srei IIS), Quippo Energy Middle East Limited, Quippo Mauritius Private Limited, Quippo Energy Nigeria Private Limited and management accounts of Srei (Mauritius) Infrastructure Development Corporation Limited, Quippo Energy Yemen Limited and Srei Advisors Pte Limited up to 31st March, 2013 have been prepared in accordance with International Financial Reporting Standards (IFRS), generally followed in the country of their incorporation. Differences in accounting policies as between IFRS and Indian GAAP are not material, in the context of consolidation of the said entities in these consolidated financial statements.

The audited financial statements of ZAO Srei Leasing (ZAO), a subsidiary of Srei IIS is prepared upto 31st December every year. Management accounts for the period 1st January, 2012 to 31st March, 2012 and 1st January, 2013 to 31st March, 2013 have been used for consolidation with Srei IIS. The audited financial statements of ZAO have been prepared in accordance with International Financial Reporting Standards, generally followed in the country of it's incorporation. Differences in accounting policies as between IFRS and Indian GAAP are not material, in the context of consolidation of ZAO in these consolidated financial statements.

Quippo Prakash Pte. Limited and Quippo Prakash Marine Holdings Pte. Limited have ceased to be step-down subsidiaries of the Company w.e.f. 28th August, 2012 and 26th November, 2012 respectively.
Aalat LLC (Joint Venture between Srei International Infrastructure Services GmbH, a subsidiary, and Waha Capital PJSC) has ceased to be a Joint Venture w.e.f. 28th November, 2012.
Management accounts up to the date of cessation of the above companies have been used for consolidation which have been prepared in accordance with International Financial Reporting Standards, generally followed in the country of their incorporation. Differences in accounting policies as between IFRS and Indian GAAP are not material, in the context of consolidation of the said entities in these consolidated financial statements.

2011-12

The audited financial statements of IIS International Infrastructure Services GmbH (IIS), Quippo Prakash Marine Holdings Pte. Ltd., Quippo Energy Middle East Limited and management accounts of Srei (Mauritius) Infrastructure Development Corporation Ltd., Quippo Energy Yemen Limited, Quippo Prakash Pte. Limited and Aalat LLC up to 31st March, 2012 have been prepared in accordance with International Financial Reporting Standards, generally followed in the country of their incorporation. Differences in accounting policies arising there from are not material.

The audited financial statements of ZAO Srei Leasing (ZAO) and Srei Advisors Pte Ltd. subsidiaries of IIS is prepared upto 31st December every year. Management accounts for the period 1st January, 2011 to 31st March, 2011 and 1st January, 2012 to 31st March, 2012 have been used for consolidation with IIS. The audited financial statements of ZAO have been prepared in accordance with International Financial Reporting Standards, generally followed in the country of their incorporation. Differences in accounting policies arising there from are not material.

Quippo Mauritius Private Ltd. (subsidiary of Quippo Energy Private Ltd.) and Quippo Energy Nigeria Private Ltd. (subsidiary of Quippo Mauritius Private Ltd.) was formed during the year without any receipt of Equity Contribution as per the law applicable in the country of its incorporation. Upto 31st March 2012, both the Companies were yet to start its operations and there were no transactions in the Company during the year ended on that date. Therefore, no financial statement of these Companies were available for consolidation.

2010-11

The audited financial statements of IIS International Infrastructure Services GmbH (IIS), Quippo Prakash Marine Holdings Pte. Ltd. and management accounts of Quippo Prakash Pte. Ltd., Srei (Mauritius) Infrastructure Development Corporation Ltd., Quippo Holding Cooperatief U.A., Quippo International B.V., Quippo Energy Middle East Limited and Quippo Energy Yemen Limited up to 31st March 2011 have been prepared in accordance with International Financial Reporting Standards, generally followed in the country of their incorporation. Differences in accounting policies arising there from are not material.

The audited financial statements of ZAO Srei Leasing (ZAO), a subsidiary of IIS is prepared upto 31st December every year. Management accounts for the period 1st January, 2010 to 31st March, 2010 and 1st January 2011 to 31st March 2011 have been used for consolidation with IIS. The audited financial statements of ZAO have been prepared in accordance with International Financial Reporting Standards, generally followed in the country of their incorporation. Differences in accounting policies arising there from are not material.

The audited financial statements of Srei Advisors Pte Ltd., subsidiary of IIS and Aalat LLC, Joint Venture of IIS is prepared upto 31st December every year. The first audited financial of Srei Advisors Pte Ltd. and Aalat LLC, since incorporation was prepared upto 31st December, 2010. Management accounts for the period 1st January 2011 to 31st March 2011 has been used for consolidation with IIS. The audited financial statements of Srei Advisors Pte Ltd. and Aalat LLC have been prepared in accordance with International Financial Reporting Standards, generally followed in the country of their incorporation. Differences in accounting policies arising there from are not material.

Quippo Mara Infrastructure Limited (QMIL), a subsidiary of Quippo International B.V. was formed without any receipt of Equity Contribution as per the law applicable in the country of its incorporation. Upto 31st March 2011, QMIL was yet to start its operations and there were no transactions in the Company during the year ended on that date. Therefore, no financial statement of QMIL was available for consolidation.

2009-10

The audited financial statements of IIS International Infrastructure Services GmbH (IIS) and management accounts of Srei (Mauritius) Infrastructure Development Corporation Ltd. up to 31st March 2010 have been prepared in accordance with International Financial Reporting Standards. Differences in accounting policies arising there from are not material.

The audited Balance Sheet of ZAO SREI Leasing (ZAO), subsidiary of IIS is prepared upto 31st December every year. Management accounts for the period 1st January, 2009 to 31st March, 2009 and 1st January 2010 to 31st March 2010 has been used for consolidation with IIS. The accounts of ZAO have been prepared in accordance with International Financial Reporting Standards. Differences in accounting policies arising there from are not material.

Srei Mutual Fund Trust Private Ltd, Srei Mutual Fund Asset Management Private Ltd., Srei Advisors Pte Ltd., Aalat LLC and Spice Internet Service Provider Private Ltd. have not been consolidated since the amounts involved in respect of the same are not material and the first financial year of these companies have not yet ended.

Orbis Power Venture Private Ltd. and its subsidiary, DPSC Ltd. have not been considered for consolidation since the control was intended to be temporary. Orbis Power Venture Private Limited became the subsidiary of the Company w.e.f. 2nd January, 2010 and it ceased to be a subsidiary w.e.f. 31st March, 2010.

2008-09

The audited financial statements of IIS International Infrastructure Services GmbH (IIS) and Srei (Mauritius) Infrastructure Development Corporation Ltd. up to 31st March 2009 have been prepared in accordance with International Financial Reporting Standards. Differences in accounting policies arising there from are not material.

The audited Balance Sheet of ZAO SREI Leasing (ZAO), subsidiary of IIS is prepared upto 31st December every year. Management Accounts for the period 1st January, 2008 to 31st March, 2008 and 1st January 2009 to 31st March 2009 has been used for consolidation with IIS. The accounts of ZAO have been prepared in accordance with International Financial Reporting Standards. Differences in accounting policies arising there from are not material.

Quippo Infrastructure Equipment Ltd. (QIEL) ceased to be an associate of the Company with effect from 30th September, 08. In the absence of financial statements of QIEL, the same has not been consolidated for that period. The effect of the same is not considered to be material.

31 **2012-13**

The shareholding of the Company in Sahaj e-Village Limited, (formerly Srei Sahaj e-Village Limited) has reduced from 95.10% to 48.32% and it has ceased to be a subsidiary of the Company, becoming an associate w.e.f. 13th August, 2012.

The shareholding of the Company in Quippo Construction Equipment Limited has reduced from 100% to 45.45% and hence, Quippo Construction Equipment Limited has ceased to be a subsidiary of the Company and became an associate w.e.f. 31st March, 2013.

32 **2011-12**

The Share Capital of Srei Mutual Fund Asset Management Private Limited, a wholly owned subsidiary of the Company has been increased to ₹ 1,300 lakh as on March 31, 2012 consequent upon infusion of fresh capital aggregating to ₹ 200 lakh by the Company.

33 2010-11

Company's shareholding in Srei Sahaj e-Village Ltd. has increased to 95.10% during the year on infusion of fresh capital. Srei Advisors Pte. Limited, Singapore has become a wholly owned subsidiary of IIS International Infrastructure Services GmbH, Germany, a subsidiary of the Company, w.e.f. March 10, 2011 consequent upon acquisition of balance 15% shareholding. The Share Capital of Srei Mutual Fund Asset Management Private Limited, a wholly owned subsidiary of the Company has been increased to ₹ 1,100 Lakhs as on March 31, 2011 consequent upon infusion of fresh capital aggregating to ₹ 1,090 lakhs by the Company.

34 2009-10

During the year, the Company has invested 100% equity stake in Srei Mutual Fund Asset Management Private Ltd. and Srei Mutual Fund Trust Private Ltd. and accordingly have became subsidiaries of the Company w.e.f. 27th November, 2010.

35 Contingent Liabilities And Commitments (to the extent not provided for)

(₹ in lakh)

Particulars	As at 30th Sept,	As at 31st March,				
	2013	2013	2012	2011	2010	2009
Contingent Liabilities						
Bank Guarantees	3,121	2,992	3,309	3,183	5,079	3,512
Bank Guarantees against receivables securitised/assigned	-	-	4,324	6,835	4,060	
Corporate Guarantee	8,868	7,016	-	-	-	-
Guarantee in the form of Put Option to Banks against loan facility	6,000	6,000	-	-	-	-
Guarantee against co-branded agreements	-	-	-	11	40	88
Guarantee against receivable assigned	-	-	-	5	85	599
Legal Cases	-	-	-	-	-	28
Disputed Direct Tax demands	4,710	4,798	4,325	12,831	5,149	3,664
Disputed Indirect Tax demands	2,462	2,078	9,774	299	299	-
Claim against the company but not acknowledged as debts	-	-	476	46	3	-
Total	**25,161**	**22,884**	**22,208**	**23,210**	**14,715**	**7,891**
Commitments						
Estimated amount of capital contracts remaining to be executed and not provided for (Net of advances)	5,355	4,690	5,193	8,062	761	163
Uncalled liability on partly paid-up shares, held as Stock for Trade on account of derivative contract (refer note 36)	-	-	-	1	-	-
Other Commitments	213	40	1,770	-	-	-

(₹ in lakh)

Particulars	As at 30th Sept, 2013	As at 31st March, 2013
Commitment on account of Letter of Credit	42,828	45,177

36 The Company has entered into Options/Swaps/Forward contracts (being derivative instruments) which are not intended for trading or speculation, for the purpose of hedging currency and interest rate related risks. Options, Swaps and Forward contracts outstanding as at year end are as follows:

(Amount in lakh)

Category	Currency	As at 30th Sept,	As at 31st March,				
		2013	2013	2012	2011	2010	2009
Options /Swaps	EUR/INR	EUR 169	EUR 174	EUR 187	EUR 54	73	90
Options /Swaps	JPY/USD	-	-	JPY 8,020	-	27,196	27,196
Options /Swaps	SGD/USD	SGD 157	SGD 175	SGD 175	SGD 175	-	-
Options /Swaps	USD/INR	USD 2,091	USD 2,268	USD 2,244	USD 2,532	2,306	1,975
Options /Swaps	YEN/USD	YEN 10,063	YEN 13,109	YEN 19,201	YEN 25,130	-	-
Forwards	CHF/INR	CHF 2	CHF 2	CHF 2	-	-	-
Forwards	EUR/INR	EUR 62	EUR 98	EUR 112	EUR 47	45	6
Forwards	SGD/INR	-	-	SGD 3	-	3	-
Forwards	USD/INR	USD 106	USD 151	USD 182	USD 113	64	9
Forwards	JPY/INR	-	-	-	-	1,715	-
Forwards	GBP/INR	-	-	-	-	2	-
Forwards	USD/RUR	USD 200	USD 137	USD 168	-	-	-
Interest Rate Swaps	RUR	-	RUR 264	-	-	-	-
Interest Rate Swaps	EUR	EUR 17	EUR 20	EUR 25	-	-	-
Interest Rate Swaps	USD	USD 1,625	USD 1,813	USD 2,340	USD 797	80	-

37 **2008-09**

During the year, the Company has acquired 100% equity stake in Controlla Electrotech Private Ltd. (CEPL) and accordingly has become a subsidiary of the Company w.e.f. 6th June 2008. The impact of the inclusion of the acquired Company in the consolidated financial statements is given below :

(₹ in lakh)

Particulars	2009
Net Fixed Assets	2,377
Net Current Assets	27
Loans/ Borrowings	-
Income	1
Expenses (Including Depreciation & Taxation)	36
Contingent Liabilities	-
Capital Commitments (Net of Advances)	-

38 The Reporting Company's proportionate share in the assets, liabilities, income and expenses of its Joint Venture Company included in these consolidated financial statements are given below:

(₹ in Lakh)

Particulars	As at 30th Sept,	As at 31st March,				
	2013	2013	2012	2011	2010	2009
EQUITY AND LIABILITIES						
Shareholders' Funds						
Share capital	2,983	2,983	2,661	2,500	2,500	2,500
Reserves and surplus	97,538	90,576	67,420	52,744	46,199	41,842
	100,521	**93,559**	**70,081**	**55,244**	**48,699**	**44,342**
Non-current liabilities						
Long-term borrowings	208,456	216,443	175,699	197,367	165,078	101,683
Deferred tax liabilities (Net)	7,814	7,644	5,567	3,044	3,923	2,683
Other long-term liabilities	6,656	7,657	6,196	3,470	359	90
Long-term provisions	7,558	6,769	7,004	6,581	4,398	4,390
	230,484	**238,513**	**194,466**	**210,462**	**173,758**	**108,846**
Current liabilities						
Short-term borrowings	412,473	371,819	233,078	123,039	71,170	95,590
Trade payables	22,687	18,646	33,067	27,433	27,488	11,988
Other current liabilities						
- Current maturities of long-term borrowings	79,606	89,057	106,840	68,178	47,589	76,312
- Other current liabilities	7,802	8,541	4,794	3,097	3,067	6,021
Short-term provisions	6,513	4,265	1,861	3,730	76	31
	529,081	**492,328**	**379,640**	**225,477**	**149,390**	**189,942**
TOTAL	**860,086**	**824,400**	**644,187**	**491,183**	**371,847**	**343,130**
ASSETS						
Non-Current Assets						
Fixed Assets						
- Tangible Assets	62,072	62,142	62,007	26,305	19,232	19,990
- Intangible Assets	1,785	905	858	884	945	104
Non current investments	55	92	-	-	-	-
Long-term Loans and Advances						
- Financial Assets	425,496	420,503	307,896	246,230	183,830	167,068
- Other Long-term Advances	3,256	3,479	2,790	2,299	2,847	3,378
Other Non-Current Assets	16,098	10,076	41,764	19,544	7,383	13,968
	508,762	**497,197**	**415,315**	**295,262**	**214,237**	**204,508**
Current Assets						
Current Investments	1,472	1,477	-	-	-	-
Trade Receivables	2,569	2,010	1,277	268	329	236
Cash and Bank Balances	36,622	51,447	21,859	9,271	14,022	9,248
Short-term Loans and Advances						
- Financial Assets	66,688	51,715	40,544	46,565	31,764	32,575
- Other Advances	840	646	346	499	980	1,206
Other Current Assets						
- Current Maturities of Long-term Financial Assets	236,442	213,855	158,807	136,398	108,151	93,183
- Other Current Assets	6,691	6,053	6,039	2,920	2,364	2,174
	351,324	**327,203**	**228,872**	**195,921**	**157,610**	**138,622**
TOTAL	**860,086**	**824,400**	**644,187**	**491,183**	**371,847**	**343,130**

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements **Annexure - X**

Particulars	Period Ended 30-Sep-13	2012-13	2011-12	2010-11	2009-10	2008-09
STATEMENT OF PROFIT AND LOSS						
INCOME						
Revenue from operations	64,372	118,660	90,890	61,939	46,448	47,584
Other income	54	29	36	147	120	198
TOTAL	**64,426**	**118,689**	**90,926**	**62,086**	**46,568**	**47,782**
EXPENDITURE						
Employee Benefits Expense	1,973	5,761	5,049	3,362	2,193	2,305
Finance Costs	38,566	68,330	52,196	32,765	26,799	32,005
Depreciation/Amortisation/Impairment	5,731	11,197	7,833	4,027	3,106	2,711
Administrative and Other expenses	3,178	5,927	5,377	3,920	2,656	2,576
Miscellaneous Expenditure written off	21	42	42	218	73	41
TOTAL	**49,469**	**91,257**	**70,497**	**44,292**	**34,827**	**39,638**
PROFIT BEFORE BAD DEBTS, PROVISIONS AND TAX	**14,957**	**27,432**	**20,429**	**17,794**	**11,741**	**8,144**
Bad debts written off (net of recovery)	2,887	6,595	4,884	5,112	5,017	917
Provision for Non Performing Assets	813	229	131	971	-	1,934
Contingent provisions against standard assets	126	434	182	1,041	-	-
PROFIT BEFORE TAX	**11,131**	**20,174**	**15,232**	**10,670**	**6,724**	**5,293**
Provision for Tax	4,169	6,678	5,384	4,126	2,368	2,165
PROFIT AFTER TAX	**6,962**	**13,496**	**9,848**	**6,544**	**4,356**	**3,128**
Proportionate Share in Reserves of Joint Venture:						
Capital Reserves	16	16	16	18	16	16
Debt Redemption Reserve	16,818	13,388	7,853	4,053	2,053	1,336
Special Reserve as per Reserve Bank of India Directions	9,108	7,715	5,016	3,043	1,735	865
Securities Premium Account	51,990	51,990	42,330	37,500	37,500	37,500
Statement of Profit and Loss	19,606	17,467	12,205	8,130	4,895	2,125
TOTAL	**97,538**	**90,576**	**67,420**	**52,744**	**46,199**	**41,842**
Contingent Liabilities	1,428	1,386	9,583	12,090	7,729	4,026
Capital Commitments (Net of Advances)	2,788	3,235	2,091	3,530	8	56

39 Financial Assets

2010-11

Financial Assets at the commencement of the year included certain long term project loans aggregating to ₹ 5,375 lakhs, being share of the Company in Joint Venture, given in earlier years. Against the above, during the year, the Joint Venture Company has recovered an amount of ₹ 5,000 lakhs and the balance amount of ₹ 375 lakhs considered as doubtful of recovery has been provided for in their accounts.

2009-10

Financial Assets includes certain long term project loans amounting to ₹ 5375 lakh, being share of the Company in Joint Venture. There has been considerable delay in executing these projects; the Joint Venture is in the process of assessing the status of these projects. However in view of the Joint Venture, the principal amounts in these loans are recoverable as per the respective loan agreements.

40 Segment Reporting

Half-Year ended 30th September, 2013

Segment wise details (information provided in respect of revenue items for the half-year ended 30th Sept, 2013 and in respect of assets/ liabilities as at 30th Sept, 2013 – denoted as "CHY" below, previous year denoted as "PY") as required by AS - 17 "Segment Reporting" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006 are as under:-

(₹ in lakh)

Particulars	Financial Services		Infrastructure		Others		Total	
	CHY	PY	CHY	PY	CHY	PY	CHY	PY
Segment Revenue	156,337	291,856	6,452	21,217	261	4,056	163,050	317,129
Segment Result before Interest & Finance Charges	129,391	234,600	1,567	10,886	85	5,129	131,043	250,615
Interest & Finance Charges	116,102	206,992	647	6,521	-	412	116,749	213,925
Tax Expenses							5,611	10,271
Net Profit After Tax							8,683	26,007
Segment Assets	2,355,737	2,219,975	24,127	23,617	19,472	14,995	2,399,336	2,258,587
Segment Liabilities	2,023,650	1,900,446	12,694	15,795	132	(13,193)	2,036,476	1,903,048
Capital Expenditures	7,755	22,175	17	2,083	1	3	7,773	24,261
Depreciation/Impairment	7,029	14,474	720	4,684	25	204	7,774	19,362
Other non-cash expenditure	35	42	-	-	-	-	35	42

2012-13

Segment wise details (information provided in respect of revenue items for the year ended 31st March, 2013 and in respect of assets / liabilities as at 31st March, 2013 – denoted as "CY" below, previous year denoted as "PY") as required by AS - 17 "Segment Reporting" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006 are as under:-

(₹ in lakh)

Particulars	Financial Services		Infrastructure Equipment Services		Others		Total	
	CY	PY	CY	PY	CY	PY	CY	PY
Segment Revenue	291,856	214,619	21,217	29,726	4,056	6,468	317,129	250,813
Segment Result before Interest & Finance Charges	234,600	169,412	10,886	10,947	5,129	(179)	250,615	180,180
Interest & Finance Charges	206,992	148,863	6,521	6,709	412	931	213,925	156,503
Tax Expenses							10,271	11,362
Net Profit After Tax							26,007	12,315
Segment Assets	2,219,975	1,870,021	23,617	95,779	14,995	42,851	2,258,587	2,008,651
Segment Liabilities	1,900,446	1,596,209	15,795	70,557	(13,193)	9,601	1,903,048	1,676,367
Capital Expenditures	22,175	50,347	2,083	9,702	3	360	24,261	60,409
Depreciation	14,474	9,423	4,684	6,587	204	493	19,362	16,503
Other non-cash expenditure	42	43	-	-	-	-	42	43

2011-12

Segment wise details (information provided in respect of revenue items for the year ended 31st March, 2012 and in respect of assets/ liabilities as at 31st March, 2012 – denoted as "CY" below, previous year denoted as "PY") as required by AS - 17 "Segment Reporting" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006 are as under:-

(₹ in lakh)

Particulars	Financial Services		Infrastructure Equipment Services		Others		Total	
	CY	PY	CY	PY	CY	PY	CY	PY
Segment Revenue	214,619	139,067	29,726	23,273	6,468	6,093	250,813	168,433
Segment Result before Interest & Finance Charges	169,412	105,631	10,947	7,410	(179)	(1,136)	180,180	111,905
Interest & Finance Charges	148,863	77,673	6,709	4,839	931	496	156,503	83,008
Tax Expenses							11,362	9,279
Net Profit After Tax							12,315	19,618
Segment Assets	1,870,021	1,266,342	95,779	86,401	42,851	31,905	2,008,651	1,384,648
Segment Liabilities	1,596,209	988,430	70,557	68,175	9,601	2,939	1,676,367	1,059,544
Capital Expenditures	50,347	44,815	9,702	53,854	360	1,502	60,409	100,171
Depreciation	9,423	5,861	6,587	6,117	493	431	16,503	12,409
Other non-cash expenditure	43	228	-	-	-	-	43	228

2010-11

Segment wise details (information provided in respect of revenue items for the year ended 31st March 2011 and in respect of assets/ liabilities as at 31st March 2011 – denoted as "CY" below, previous year denoted as "PY") as required by AS - 17 "Segment Reporting" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006 are as under:-

(₹ in lakh)

Particulars	Financial Services		Infrastructure Equipment Services*		Others		Total	
	CY	PY	CY	PY	CY	PY	CY	PY
Segment Revenue	139,067	93,734	23,273	-	6,093	4,272	168,433	98,006
Segment Result before Interest & Finance Charges	105,631	72,639	7,410	-	(1,136)	2,494	111,905	75,133
Interest & Finance Charges	77,673	51,908	4,839	-	496	1,459	83,008	53,367
Tax Expenses							9,279	6,086
Net Profit After Tax							19,618	15,680
Segment Assets	1,266,342	790,066	86,401	-	31,905	23,186	1,384,648	813,252
Segment Liabilities	988,430	664,218	68,175	-	2,939	12,442	1,059,544	676,660
Capital Expenditures	44,815	4,652	53,854	-	1,502	212	100,171	4,864
Depreciation	5,861	4,150	6,117	-	431	178	12,409	4,328
Other non-cash expenditure	228	73	-	-	-	-	228	73

* During the year, new entities have been considered for consolidation and based on their operational activities, the Company has identified new business segment as 'Infrastructure Equipment Services'.

2009-10

Segment wise details as required by AS - 17 "Segment Reporting" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006 is as under.

(₹ in lakh)

Particulars	Financing Activity	Others	Total
Segment Revenue	92,594 (81,767)	5,435 (3,386)	98,029 (85,153)
Segment Result before Finance Charges	72,576 (61,337)	2,557 (1,466)	75,133 (62,803)
Finance Charges	51,908 -	1,459 -	53,367 (52,309)
Tax Expenses	- (2,129)	- (108)	4,619 (2,237)
Net Profit After Tax	- -	- -	15,680 (8,257)
Segment Assets	787,796 (563,851)	25,456 (6,413)	813,252 (570,264)
Segment Liabilities	662,332 (452,034)	14,328 (11,796)	676,660 (449,597)
Capital Expenditures	4,650 (11,119)	214 (3,264)	4,864 (14,383)
Depreciation	4,130 (3,486)	198 (172)	4,328 (3,658)
Other non-cash expenditure	73 (42)	- (2)	73 (44)

Amount in brackets represent previous year figures

2008-09

Segment wise details as required by AS-17 "Segment Reporting" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006 is as under.

(₹ in lakh)

Particulars	Financing Activity	Others	Total
Segment Revenue	81,767 (70,180)	3,386 (9,893)	85,153 (80,073)
Segment Result before Finance Charges	61,337 (60,111)	1,466 (1,094)	62,803 (61,205)
Finance Charges	- -	- -	52,309 (45,928)
Tax Expenses	2,129 (1,687)	108 (117)	2,237 (1,804)
Net Profit After Tax	- -	- -	8,257 (13,473)
Segment Assets	563,851 (599,335)	6,413 (58,167)	570,264 (657,502)
Segment Liabilities	452,034 (557,841)	11,796 (25,566)	449,597 (583,407)
Capital Expenditures	11,119 (5,882)	3,264 (600)	14,383 (6,482)
Depreciation	3,486 (4,873)	172 (28)	3,658 (4,901)
Other non-cash expenditure	42 (81)	2 (2)	44 (83)

Amount in brackets represent previous year figures

41 Disclosure pursuant to Accounting Standard (AS) 18 - Related Party Disclosures

List of related parties:

Joint Venture:	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Srei Equipment Finance Limited (ceased to be subsidiary w.e.f 02.04.2008)	√	√	√	√	√	√
Quippo valuers and Auctioneers Private Ltd. (Formerly GoIndustry Quippo Valuers and Auctioneers Private Limited) (upto 30.03.2011)	-	-	-	√	-	-

Associate Company :	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Quippo Infrastructure Equipment Limited (ceased to be associate w.e.f 30.09.2008)	-	-	-	-	-	√

Trusts :	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Srei Mutual Fund Trust (w.e.f 07.08.2010)	-	-	-	√	-	-
Srei Growth Trust (w.e.f 04.03.2011)	-	-	-	√	-	-

Key Management Personnel (KMP):		As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Name	**Designation**						
Hemant Kanoria	Chairman & Managing Director (w.e.f. 14th May, 2008)	√	√	√	√	√	√
Prasad Kumar Pandey	Wholetime Director (resigned on 31.03.2009)	-	-	-	-	-	-
Saud Ibne Siddique (upto 30.04.2013)	Joint Managing Director (w.e.f 01.04.2009)	-	√	√	√	√	-
Shyamalendu Chatterjee	Resigned on 31.03.2009 as Wholetime Director, Appointed as Non- Executive Director w.e.f 29.04.2009	-	-	-	-	-	-
Kishore Kumar Mohanty (upto 31.01.2011)	Wholetime Director	-	-	-	√	√	√
Anil Agarwal	Chief Financial Officer (w.e.f 20.05.2013)	√	-	-	-	-	-
Sanjeev Sancheti (upto 20.05.2013)	Chief Financial Officer	-	√	√	√	√	√

Enterprises over which KMP and their relatives have significant influence	As at 30th Sept, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010	As at 31st March, 2009
Viom Networks Limited (w.e.f. 18.11.2011)	√	√	√	-	-	-

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements

Annexure - X

Summary of transactions with related parties:

(₹ in lakh)

Name of related party and Nature of transactions	Period ended 30th Sept, 2013		2012-13		2011-12		2010-11		2009-10		2008-09	
	Value of Transaction/ Outstanding	Amount Considered in Consolidation	Value of Transaction/ Outstanding	Amount Considered in Consolidation	Value of Transaction/ Outstanding	Amount Considered in Consolidation	Value of Transaction/ Outstanding	Amount Considered in Consolidation	Value of Transaction/ Outstanding	Amount Considered in Consolidation	Value of Transaction/ Outstanding	Amount Considered in Consolidation
(A) Joint venture												
Srei Equipment Finance Limited												
Subscription to Equity Shares	-	-	9,982	4,991	4,991	2,496	-	-	-	-	2,295	1,148
Amount received towards transfer as per Scheme of Arrangement	-	-	-	-	-	-	-	-	-	-	37,500	18,750
Loan advanced	-	-	-	-	-	-	-	-	43,544	21,772	46,997	23,499
Refund of loan advanced	-	-	-	-	-	-	-	-	43,544	21,772	46,997	23,499
Loan received	-	-	-	-	-	-	-	-	-	-	5,937	2,969
Refund of Loan received	-	-	-	-	-	-	-	-	-	-	27,991	13,996
Security Deposit Received	-	-	-	-	54	27	669	335	35	18	717	359
Security Deposit Paid	-	-	-	-	-	-	7	4	24	12	72	36
Security Deposit Refund Received	-	-	-	-	50	25	96	48	-	-	-	-
Security Deposit Refunded	-	-	-	-	7	4	-	-	-	-	-	-
Advance Paid	-	-	-	-	-	-	270	135	-	-	-	-
Refund of Advance Received	-	-	-	-	-	-	270	135	-	-	-	-
Interest received on Loan	-	-	-	-	-	-	-	-	1,600	800	2,083	1,042
Interest paid on Loan	-	-	-	-	-	-	-	-	-	-	49	25
Rent Paid	-	-	-	-	-	-	211	106	104	52	36	18
Rent Received	762	381	1,456	728	1,388	694	999	500	642	321	464	232
Balance Payable - Security Deposit	1,425	713	1,425	713	1,425	713	1,421	711	752	376	717	359
Balance Receivable - Security Deposit	-	-	-	-	-	-	7	4	96	48	72	36
Purchase of Investment	-	-	-	-	143	72	-	-	-	-	-	-

Srei Infrastructure Finance Ltd. (Consolidated)
Notes to Financial Statements

Annexure - X

(₹ in lakh)

Name of related party and Nature of relationship	Nature of transactions and outstanding balances	Period ended 30th Sept, 2013	2012-13	2011-12	2010-11	2009-10	2008-09
(B) Associate							
Quippo Infrastructure Equipment Limited (ceased to be associate w.e.f 30.09.2008)	Interest/Finance Charges received	-	-	-	-	-	637
	Loan Advanced	-	-	-	-	-	4,183
	Sale of Assets	-	-	-	-	-	3

(₹ in lakh)

Name of related party and Nature of relationship	Nature of transactions and outstanding balances	Period ended 30th Sept, 2013	2012-13	2011-12	2010-11	2009-10	2008-09
(C) Key Management Personnel							
Hemant Kanoria	Remuneration	82	159	163	178	87	103
	Commission	30	60	60	60	36	36
	Dividend paid	2	2	3	3	2	2
Saud Ibne Siddique	Remuneration	27	429	339	325	335	-
Prasad kumar Pandey	Remuneration	-	-	-	-	-	47
	Dividend paid	-	-	-	-	-	1
Shyamalendu Chaterjee	Remuneration	-	-	-	-	-	46
Kishore Kumar Mohanty	Remuneration	-	-	-	76	64	65
	Dividend paid	-	-	-	2	1	1
Sanjeev Sancheti	Remuneration	13	111	73	66	48	41
	Loan advanced	45	-	5	-	-	-
	Refund of Loan Advanced	-	1	4	-	-	-
	Interest received on Loan	-	0.02	0.21	-	-	-
	Balance Receivable-Loan	-	-	1	-	-	-
Anil Agrawal	Remuneration	21	-	-	-	-	-

(₹ in lakh)

Name of related party and Nature of relationship	Nature of transactions and outstanding balances	Period ended 30th Sept, 2013	2012-13	2011-12	2010-11	2009-10	2008-09
(D) Enterprises over which KMPs and their relatives have significant influence:							
Viom Networks Limited (w.e.f. 18.11.2011)	Deposit Received	-	-	76	-	-	-
	Rent received	421	803	306	-	-	-
	Balance Receivable-Others	37	21	6	-	-	-
	Balance Payable-Deposit	660	660	660	-	-	-

(₹ in lakh)

Name of related party and Nature of relationship	Nature of transactions and outstanding balances	Period ended 30th Sept, 2013	2012-13	2011-12	2010-11	2009-10	2008-09
(E) Trusts :							
Srei Mutual Fund Trust	Contribution to corpus	-	-	-	1	-	-
Srei Growth Trust	Contribution to corpus	-	-	-	0.25	-	-

42 2012-13

The Company has further infused an amount of ₹ 9,982 Lakh in Srei Equipment Finance Private Limited, the Joint Venture Company, by subscribing to it's Equity Share Capital in two equal tranches on 31.08.2012 and 01.10.2012.

43 2012-13

The Securities and Exchange Board of India (SEBI) has granted the Certificate of Registration under Regulation 9 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 to SREI MUTUAL FUND - IDF, of Srei Mutual Fund Asset Management Private Limited (a subsidiary of the Company) on 15th November, 2012.

44 2012-13

Adjustment on disposal/cessation of Subsidiaries, Step-down subsidiaries and Joint Ventures of subsidiaries ₹ 10,462 Lakhs for the year ended 31st March, 2013 is on account of two subsidiaries i.e Sahaj e-Village Limited and Quippo Construction Equipment Limited (Including its joint venture i.e NAC Infrastructure Equipment Limited), two step down subsidiaries i.e. Quippo Prakash Pte. Limited and Quippo Prakash Marine Holdings Pte. Limited and joint venture of a subsidiary i.e. Aalat LLC. Such disposal/cessation has been accounted for as per Accounting Standard 21, "Consolidated Financial Statements" and Accounting Standard 27, "Financial Reporting of Interests in Joint Ventures", notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

45 2010-11

The Company has been classified by RBI as 'Infrastructure Finance Company – Non Deposit Taking' within the overall classification of 'Non Banking Finance Company' w.e.f. 31st March, 2011.

46 2009-10

The Company is a Non Banking Finance Company (NBFC) and being currently classified as Asset Finance Company (Deposit Taking). In terms of Reserve Bank of India (RBI) Circular DNBS.PD.CC.No.168/03.02.089/2009-10 dated 12th February, 2010, the Company has approached RBI for change in classification as Infrastructure Finance Company (IFC) based on the asset pattern for the year ended 31st March, 2009. However the Company has been advised by RBI to convert into non deposit taking NBFC in order to qualify for classification as IFC in terms of the captioned circular. Accordingly, the Company has complied with the steps advised by RBI and has requested RBI for change in classification as Infrastructure Finance Company.

As a result, the Company has decided that it would not accept any further public deposits or renew the maturing deposits in any manner w.e.f. 20th April, 2010.

47 2009-10

The Board of Directors of the Company at its meeting held on 28th January, 2010 has, based on the recommendation of the Committee of Independent Directors, approved amalgamation of Quippo Infrastructure Equipment Limited (Quippo) into and with the Company in terms of a Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956. The Appointed Date of the amalgamation shall be 1st April, 2010.

48 2010-11

Previous year's consolidated financial statements have been audited by M/s Deloitte Haskins & Sells, Chartered Accountants.

49 Figures pertaining to the previous year/period have been rearranged/regrouped, reclassified and restated, wherever necessary, to make them comparable with those of current period.

Srei Infrastructure Finance Limited

Statement of Accounting Ratios (Standalone)

Annexure XI

Particulars	Period Ended 30.09.2013	Year Ended 31.03.2013	Year Ended 31.03.2012	Year Ended 31.03.2011	Year Ended 31.03.2010	Year Ended 31.03.2009
Number of shares at the beginning of the year/period	503,086,333	503,086,333	503,086,333	116,144,798	116,144,798	116,144,798
Number of shares at the end of the year/period	503,086,333	503,086,333	503,086,333	503,086,333	116,144,798	116,144,798
Weighted average number of equity share of ₹ 10/- each	503,086,333	503,086,333	503,086,333	231,616,033	209,060,637	209,060,637
Dilutive effect on weighted average number of shares	-	-	-	-	-	-
Weighted average number of equity shares of ₹ 10/- (Diluted)	503,086,333	503,086,333	503,086,333	231,616,033	209,060,637	209,060,637
Net Profit after tax available for Equity Shares (₹ in million)	318.20	949.60	579.60	1,343.00	1,114.90	503.60
Net worth at the end of the year/period (₹ in million)	26,793.60	26,475.40	25,820.10	25,531.30	7,901.00	6,948.60
Average Networth during the year/period [(Opening+Closing)/2] (₹ in million)	26,634.50	26,147.75	25,675.70	16,716.15	7,424.80	6,764.70
Basic Earning Per Share (EPS) ₹	0.63	1.89	1.15	5.80	5.33	2.41
Dilutive Earning Per Share (EPS) ₹	0.63	1.89	1.15	5.80	5.33	2.41
Return on Net Worth (%)						
Considering Networth at the end of the year/period	1.19%	3.59%	2.24%	5.26%	14.11%	7.25%
Considering Average Networth during the year/period	1.19%	3.63%	2.26%	8.03%	15.02%	7.44%
Net Asset Value Per Share (₹)	53.26	52.63	51.32	50.75	68.03	59.83
Borrowing (₹ in million)	121,887.80	111,784.10	98,473.20	52,896.40	35,382.20	13,426.10
Debt Equity	4.55	4.22	3.81	2.07	4.48	1.93

Notes:

Earning Per Share (Basic) = Net Profit attributable to Equity Shareholders / Weighted Average Number of Equity Share Outstanding during the year

Earning Per Share (Diluted) = Net Profit attributable to Equity Shareholders / Weighted Average Number of Diluted Equity Share Outstanding during the year

Return on Net Worth (%) (Based on Net worth at the end of the year) = Net Profit After Tax / Net Worth at end of the year

Return on Net Worth (%) (Based on Average Networth during the year) = Net Profit After Tax / Average Net Worth during the year

Net Asset Value Per Share = Net worth at the end of the year / Number of Equity Shares outstanding at the end of the year

Debt Equity = Borrowing / Net worth

Net Worth = Share Capital + Reserves - Miscellaneous Expenditure to the extent not written off

DISCLOSURES ON EXISTING FINANCIAL INDEBTEDNESS

Annexure XII

The outstanding borrowings of the Company as at December 31, 2013 are as follows:

Sl. No.	Nature of Borrowing	Amount(*₹ in Million)*
1.	Secured Borrowings	111,538.81
2.	Unsecured Borrowings	14,638.20

Set forth below, is a brief summary of the borrowings by our Company as at December 31, 2013 together with a brief description of certain significant terms of such financing arrangements.

(I) Details of Secured Loan Facilities:

Sl. No.	Name of Lender	Type of Facility	Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Repayment Schedule
1	Andhra Bank	Term Loan	1,000.00	833.33	18 equal quarterly instalments with an initial moratorium of 6 months from date of disbursement.
2	Bank of India	Term Loan	1,000.00	275.00	40 equal monthly instalments of ₹ 25.00 million commencing after 2 months from the date of disbursement.
3	Bank of Maharashtra	Term Loan	1,000.00	833.32	54 equal monthly instalments after a moratorium of 6 months from the date of first disbursement.
4	Canara Bank	Term Loan	2,000.00	2,000.00	20 equal quarterly instalments of ₹ 100 million each after 6 months moratorium.
5	Corporation Bank	Term Loan	500.00	35.90	42 equal monthly instalments of ₹11.90 million each & last instalment (i.e., 48th being ₹12.10 million) after 6 months moratorium.
6	Corporation Bank	Term Loan	650.00	391.60	48 equal instalments after 6 months moratorium from the date of first disbursement.
7	DBS Bank Ltd	Term Loan	1,000.00	770.00	1st year-nil, 2nd year-4% of facility amount payable at the end of each quarter, 3rd year to 5th year (final maturity) - 7% of facility amount payable at the end of each quarter.
8	ICICI Bank	Term Loan	1,500.00	1218.75	16 equal quarterly instalments, first instalment commencing after end of 12th month from the date of disbursement.
9	ICICI Bank	Term Loan	1,500.00	1,250.00	12 quarterly instalments after a 1 year moratorium from the date of first disbursement.
10	ICICI Bank	Term Loan	1,250.00	312.50	4 equal repayment starting from 15.06.2013. Next repayment dates being 15.09.2013, 15.12.2013 and 15.02.2014.
11	IDBI Bank	Term	1,500.00	71.43	42 equal monthly instalments after a

Sl. No.	Name of Lender	Type of Facility	Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Repayment Schedule
		Loan			moratorium period of 6 months from the date of first disbursement.
12	Indian Overseas Bank	Term Loan	500.00	178.57	14 quarterly instalments after a moratorium of 6 months.
13	Karur Vysya Bank	Term Loan	500.00	62.50	48 equal monthly instalments without holiday period.
14	Karur Vysya Bank	Term Loan	500.00	416.67	18 equal quarterly instalments with an initial moratorium of 6 months from date of disbursement.
15	Oriental Bank of Commerce	Term Loan	2,500.00	2,268.52	54 equal monthly instalments starting from the first month after the date of disbursement.
16	Punjab & Sind Bank	Term Loan	1,000.00	650.00	20 quarterly instalments after a moratorium of 3 months from the date of first disbursement.
17	State Bank of Bikaner &Jaipur	Term Loan	500.00	100.40	46 monthly instalments, first 45 instalments of ₹10.80 million & last instalment of ₹14.00 million with re-payment to start after 2 months from the date of first disbursement.
18	State Bank of Bikaner &Jaipur	Term Loan	1,000.00	1,000.00	60 equal monthly instalments after a moratorium of 6 months from the date of first disbursement
19	State Bank of Hyderabad	Term Loan	1,000.00	62.50	48 equal monthly instalments, first instalment commencing after 6 months from the date of first disbursement.
20	State Bank Of Hyderabad	Term Loan	500.00	250.00	54 equal monthly instalments, first instalment commencing after 6 months from the date of first disbursement.
21	State Bank of Hyderabad	Term Loan	750.00	453.13	4 years and 6 months including the moratorium of 6 months from date of first disbursement.
22	State Bank of Patiala	Term Loan	1,000.00	729.17	48 equal monthly instalments after a moratorium of 6 months from the date of first disbursement.
23	South Indian Bank	Term Loan	1,000.00	816.30	60 equal monthly instalments of ₹16.70 million after a moratorium of 6 months from the date of first disbursement.
24	Syndicate Bank	Term Loan	1,000.00	963.00	54 equal monthly instalments, of ₹18.50 million after the moratorium of 6 months from the date of first disbursement.

Sl. No.	Name of Lender	Type of Facility	Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Repayment Schedule
25	Union Bank of India	Term Loan	1,000.00	62.50	48 equal monthly instalments of ₹20.83 million after 1 month from the date of disbursement.
26	Union Bank of India	Term Loan	2,000.00	1,222.22	18 equal quarterly instalments of ₹111.11 million, after a moratorium of 6 months from the date of disbursement.
27	Union Bank of India	Term Loan	2,000.00	1,777.78	18 equal quarterly instalments, first instalment commencing after 6 months from the date of first disbursement.
28	United Bank of India	Term Loan	2,000.00	1,125.00	16 equal quarterly instalments of ₹125.00 million after a moratorium of 6 months, from the date of first disbursement.
29	United Bank of India	Term Loan	2,000.00	2,000.00	18 equal quarterly instalments after a moratorium of 6 months from the date of first disbursement.
30	Various Banks, Axis Bank being the Lead Bank under consortium*	Cash Credit	67,897.50	40,109.76	One year with renewable clause every year.
		WCDL		24,475.00	
31	Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N V	ECB	2,781.00	640.07	114 months with 30 months moratorium, half yearly principal payment.
32	Nederlandse Financierings-Maatschappij voor OntwikkelingslandenN V	ECB	3,090.00	2513.20	108 months with 36 months moratorium, half yearly principal payment.
33	Nederlandse Financierings-Maatschappij voor OntwikkelingslandenN V	ECB	1,236.00	1,030.00	96 months with 36 months moratorium, half yearly principal payment.

Sl. No.	Name of Lender	Type of Facility	Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Repayment Schedule
34	Australia and New Zealand Banking Group Limited	ECB	927.00	927.00	72 months with 30 months moratorium, half yearly principal payment.
35	DBS Bank Ltd	ECB	927.00	927.00	72 months with 30 months moratorium, half yearly principal payment.
36	DBS Bank Ltd	ECB	618.00	618.00	72 months with 36 months moratorium, half yearly principal payment.
37	Oesterreichische Entwicklungsbank AG	ECB	1,275.18	1,275.18	96 months with 36 months moratorium, half yearly principal payment.
38	UPS Capital Business Credit	ECB	1,974.25	1,412.56	96 months, half yearly principal payment.

***Note: Name of Consortium members banks for Cash Credit facility as on December 31, 2013:**

Sl. No.	Name of lender	Sl. No.	Name of lender
1	Axis Bank Limited	15	State Bank of Mysore
2	UCO Bank	16	Central Bank of India
3	ICICI Bank Ltd	17	State Bank of Bikaner & Jaipur
4	Allahabad Bank	18	Indian Overseas Bank
5	Andhra Bank	19	State Bank of India
6	Punjab National Bank	20	United Bank of India
7	State Bank of Hyderabad	21	Karur Vysya Bank
8	Bank of India	22	Oriental Bank of Commerce
9	IDBI Bank Ltd	23	Vijaya Bank
10	Union Bank of India	24	Dena Bank
11	Punjab & Sind Bank	25	Syndicate Bank
12	Corporation Bank	26	Canara Bank
13	Indian Bank	27	The South Indian Bank
14	Dhanalaxmi Bank		

Security: Term Loans from domestic banks mentioned above are secured by hypothecation/assignments of specific assets covered by hypothecation agreements and operating lease agreements and receivables arising therefrom.

Term loans from foreign banks financial institutions are secured by hypothecation of specific assets covered by hypothecation agreements and operating lease agreements with the customers and receivables arising therefrom.

The working capital facilities from banks are secured by hypothecation of assets covered by hypothecation agreements and operating lease agreement with the customers and receivables arising therefrom ranking pari passu (excluding assets which are specifically charged to others).

(II) Details of Unsecured Loan Facilities:

Sl. No.	Name of Lender	Type of Facility	Amount Sanctioned *(₹ in Million)*	Amount Outstanding *(₹ in Million)*	Repayment Schedule
1	ICICI Bank	Term Loan	750	750	March 20, 2014
	ICICI Bank	Term Loan	700	700	January 20, 2014
2	Various Lenders	Inter Corporate Deposit	1,618.27	1,618.27	On maturity, repayable within one year

(III) Details of NCD's:

A. **<u>Secured Redeemable Non-convertible Debentures:</u>**

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
1	N.A	5 Years	11.75%	500.00	4-Nov-11	4-Nov-16	CARE AA-	Secured
2	N.A	5 Years	11.75%	550.00	9-Sep-11	9-Sep-16	CARE AA- & BWR AA	Secured
3	N.A	10 Years	11.90%	100.00	9-Sep-11	9-Sep-21	CARE AA- & BWR AA	Secured
4	N.A	5 Years	11.75%	130.00	10-Oct-11	10-Oct-16	CARE AA- & BWR AA	Secured
5	N.A	3 Years	11.40%	270.00	10-Oct-11	10-Oct-14	CARE AA- & BWR AA	Secured
6	N.A	5 Years	11.75%	150.00	29-Oct-11	29-Oct-16	CARE AA- & BWR AA	Secured

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
7	N.A	10 Years	11.90%	300.00	29-Oct-11	29-Oct-21	CARE AA- & BWR AA	Secured
8	N.A	3 Years	11.40%	400.00	21-Nov-11	21-Nov-14	CARE AA- & BWR AA	Secured
9	N.A	5 Years	11.75%	634.00	21-Nov-11	21-Nov-16	CARE AA- & BWR AA	Secured
10	N.A	5 Years	11.75%	464.00	16-Dec-11	16-Dec-16	CARE AA- & BWR AA	Secured
11	N.A	5 Years	11.75%	250.00	23-Dec-11	23-Dec-16	CARE AA- & BWR AA	Secured
12	N.A	5 Years	11.75%	252.00	12-Jan-12	12-Jan-17	CARE AA- & BWR AA	Secured
13	N.A	5 Years Redeemable in 3 equal instalments at the end of 3rd, 4th&5th year.	10.80%	2000.00	15-Feb-12	15-Feb-17	CARE AA-	Secured
14	N.A	5 Years	11.30%	750.00	24-May-12	24-May-17	CARE AA- & BWR AA	Secured
15	N.A	10 Years	11.40%	7.00	8-Jun-12	8-Jun-22	CARE AA- & BWR AA	Secured

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
16	N.A	5 Years: Put /call option after 3 years from the date of allotment.	11.25%	150.00	8-Jun-12	8-Jun-15	CARE AA- & BWR AA	Secured
17	N.A	5 Years	11.50%	250.00	8-Jun-12	8-Jun-17	CARE AA- & BWR AA	Secured
18	N.A	3 Years	11.40%	910.00	8-Jun-12	8-Jun-15	CARE AA- & BWR AA	Secured
19	N.A	3 Years	11.40%	150.00	25-Jun-12	25-Jun-15	CARE AA- & BWR AA	Secured
20	N.A	5 Years	11.30%	200.00	25-Jun-12	25-Jun-17	CARE AA- & BWR AA	Secured
21	Series I	10 Years; buy back options after the expiry of 5 years from date of allotment	8.90%	34.10	22-Mar-12	22-Mar-17	CARE AA-	Secured
22	Series II	10 Years; buy back options after the expiry of 5 years from date of allotment	8.90%	95.00	22-Mar-12	22-Mar-17	CARE AA-	Secured

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
23	Series III	15 Years; buy back options after the expiry of 5 years from date of allotment	9.15%	26.10	22-Mar-12	22-Mar-17	CARE AA-	Secured
24	Series IV	15 Years; buy back options after the expiry of 5 years from date of allotment	9.15%	93.70	22-Mar-12	22-Mar-17	CARE AA-	Secured
25	N.A	3 Years	11.20%	62.00	31-Jul-12	31-Jul-15	CARE AA- & BWR AA	Secured
26	N.A	10 Years	11.40%	13.00	31-Jul-12	31-Jul-22	CARE AA- &BWR AA	Secured
27	N.A	5 Years	11.30%	427.00	31-Jul-12	31-Jul-17	CARE AA- & BWR AA	Secured
28	N.A	5 Years	11.55%	200.00	16-Jul-12	16-Jul-17	CARE AA- & BWR AA	Secured
29	N.A	3 Years	11.40%	100.00	22-Aug-12	22-Aug-15	CARE AA- & BWR AA	Secured

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
30	N.A	5 Years	11.48%	17.00	17-Sep-12	17-Sep-17	CARE AA- & BWR AA	Secured
31	N.A	3 Years	11.45%	100.00	17-Sep-12	17-Sep-15	CARE AA- & BWR AA	Secured
32	N.A	7 Years	11.55%	14.00	17-Sep-12	17-Sep-19	CARE AA- & BWR AA	Secured
33	N.A	10 Years	11.35%	200.00	05-Oct-12	05-Oct-22	CARE AA- & BWR AA	Secured
34	N.A	5 Years	11.30%	100.00	31-Oct-12	31-Oct-17	CARE AA- & BWR AA	Secured
35	Series I	7 Years; with put option after 60 months from date of allotment	9.84%	4.62	05-Nov-12	05-Nov-17	CARE AA- & BWR AA	Secured
36	Series II	7 Years; with put option after 60 months from date of allotment	9.92%	0.98	05-Nov-12	05-Nov-17	CARE AA- & BWR AA	Secured

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
37	Series III	7 Years; with put option after 60 months from date of allotment	10.30%	112.13	05-Nov-12	05-Nov-17	CARE AA- & BWR AA	Secured
38	Series III	7 Years from date of allotment	10.25%	630.00	05-Nov-12	05-Nov-19	CARE AA- & BWR AA	Secured
39	Series IV	7 Years; with put option after 60 months from date of allotment	N.A	5.17	05-Nov-12	05-Nov-17	CARE AA- & BWR AA	Secured
40	Series IV	7 Years from date of allotment	N.A	15.00	05-Nov-12	05-Nov-19	CARE AA- & BWR AA	Secured
41	N.A	5 Years from date of allotment	11.35%	150.00	2-Jan-13	2-Jan-18	CARE AA- & BWR AA	Secured
42	N.A	7 Years from date of allotment	11.45%	20.00	2-Jan-13	2-Jan-20	CARE AA- & BWR AA	Secured
43	N.A	10 Years from date of allotment	11.50%	4.00	24-Jan-13	24-Jan-23	CARE AA- & BWR AA	Secured
44	N.A	10 Years from date of allotment	11.50%	7.00	24-Jan-13	24-Jan-23	BWR AA	Secured

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
45	N.A	5 Years from date of allotment	11.40%	61.00	24-Jan-13	24-Jan-18	CARE AA- & BWR AA	Secured
46	N.A	15 Months from date of allotment	11.00%	1,375.00	26-Apr-13	26-Jul-14	CARE AA-	Secured
47	Series I	3 Years from date of allotment	10.35%	43.87	06-May-13	06-May-16	CARE AA- & BWR AA	Secured
48	Series II	3 Years from date of allotment	10.75%	55.95	06-May-13	06-May-16	CARE AA- & BWR AA	Secured
49	Series III	3 Years from date of allotment	10.76%	19.47	06-May-13	06-May-16	CARE AA- & BWR AA	Secured
50	Series IV	3 Years from date of allotment	11.00%	1,121.39	06-May-13	06-May-18	CARE AA- & BWR AA	Secured
51	Series V	5 Years from date of allotment	11.00%	15.48	06-May-13	06-May-18	CARE AA- & BWR AA	Secured
52	Series VI	6 Years 6 Months from date of allotment	11.24%	80.87	06-May-13	06-May-16	CARE AA- & BWR AA	Secured
53	N.A	3 Years from date of allotment	10.65%	89.70	11-Jun-13	11-Jun-16	CARE AA- & BWR AA	Secured
54	N.A	18 months from date of Allotment	10.35%	4.00	02-Jul-13	02-Jan-15	CARE AA- & BWR AA	Secured

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
55	N.A	3 Years from date of allotment	10.65%	25.00	02-Jul-13	02-Jul-16	CARE AA- & BWR AA	Secured
56	Series I	3 Years from date of allotment	10.75%	9.00	26-Sep-13	26-Sep-16	CARE AA- & BWR AA	Secured
57	Series I	3 Years from date of allotment	10.90%	4.40	26-Sep-13	26-Sep-16	CARE AA- & BWR AA	Secured
58	Series I	3 Years from date of allotment	11.50%	166.12	26-Sep-13	26-Sep-16	CARE AA- & BWR AA	Secured
59	Series II	3 Years from date of allotment	N.A.	73.58	26-Sep-13	26-Sep-16	CARE AA- & BWR AA	Secured
60	Series III	5 Years from date of allotment	11.16%	151.09	26-Sep-13	26-Sep-18	CARE AA- & BWR AA	Secured
61	Series IV	5 Years from date of allotment	10.85%	33.20	26-Sep-13	26-Sep-18	CARE AA- & BWR AA	Secured
62	Series IV	5 Years from date of allotment	11.00%	350.25	26-Sep-13	26-Sep-18	CARE AA- & BWR AA	Secured
63	Series IV	5 Years from date of allotment	11.75%	150.76	26-Sep-13	26-Sep-18	CARE AA- & BWR AA	Secured

Sl. No.	Debenture Series	Tenor / Period of Maturity (Days/Year)	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Credit Rating	Secured/ Unsecured
64	Series V	6 Years 6 Months from date of allotment	N.A.	88.08	26-Sep-13	26-Dec-19	CARE AA- & BWR AA	Secured
65	N.A.	5 Years from date of allotment	11.00%	170.00	29-Nov-13	29-Nov-18	CARE AA- & BWR AA	Secured
66	N.A.	10 Years from date of allotment	11.10%	45.00	29-Nov-13	29-Nov-23	CARE AA- & BWR AA	Secured
67	N.A.	5 Years from date of allotment	11.00%	500.00	27-Dec-13	27-Dec-18	CARE AA- & BWR AA	Secured

Security: *The secured redeemable non convertible debentures are secured by receivables of the Company and specific immovable property.*

*** Secured by mortgage of immovable property.*

B. Unsecured Subordinate Debentures:

Sl. No.	Debenture Series	Tenor/ Period of Maturity	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Secured/ Unsecured	Credit Rating
1	N.A	10 years	12.00%	500.00	30-Mar-07	30-Mar-17	Unsecured	CARE AA- & ICRA A+
2	N.A	10 years	10.20%	2,000.00	23-Mar-10	23-Mar-20	Unsecured	CARE AA- & BWR AA
3	N.A	10 years	10.50%	500.00	10-Nov-10	10-Nov-20	Unsecured	CARE AA- & BWR AA
4	N.A	5 years 3 months	11.85%	200.00	30-Nov-11	28-Feb-17	Unsecured	BWR AA
5	N.A	10 years	11.90%	690.50	23-Dec-11	23-Dec-21	Unsecured	CARE AA- & BWR AA

Sl. No.	Debenture Series	Tenor/ Period of Maturity	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Secured/ Unsecured	Credit Rating
6	N.A	5 years 3 months	11.75%	8.50	23-Dec-11	23-Mar-17	Unsecured	CARE AA- & BWR AA
7	N.A	10 years	11.90%	660.00	11-Jan-12	11-Jan-22	Unsecured	CARE AA- & BWR AA
8	N.A	5 years 3 months	11.75%	100.00	11-Jan-12	11-Apr-17	Unsecured	CARE AA- & BWR AA
9	N.A	10 years	11.90%	841.00	12-Jan-12	12-Jan-22	Unsecured	CARE AA- & BWR AA
10	N.A	10 years	11.40%	1,000.00	30-Mar-12	30-Mar-22	Unsecured	CARE AA- & BWR AA
11	N.A	5 years 3 months	11.50%	3.50	1-Jun-12	1-Sep-17	Unsecured	CARE AA- & BWR AA
12	N.A	10 years	11.50%	113.00	1-Jun-12	1-Jun-22	Unsecured	CARE AA- & BWR AA
13	N.A	5 years 3 months	11.50%	130.80	31-Jul-12	31-Oct-17	Unsecured	CARE AA- & BWR AA
14	N.A	10 years	11.50%	120.60	31-Jul-12	31-Jul-22	Unsecured	CARE AA- & BWR AA
15	N.A	5 years 3 months	11.50%	294.00	28-Sep-12	28-Dec-17	Unsecured	CARE AA- & BWR AA
16	N.A	10 years	11.70%	289.00	28-Sep-12	28-Sep-22	Unsecured	CARE AA- & BWR AA
17	N.A	10 years	11.70%	106.00	18-Oct-12	18-Jan-22	Unsecured	CARE AA- & BWR AA
18	N.A	10 years	11.70%	49.00	31-Oct-12	31-Oct-22	Unsecured	CARE AA- & BWR AA
19	N.A	5 years 3 months	11.50%	202.00	18-Oct-12	18-Jan-18	Unsecured	CARE AA- & BWR AA

Sl. No.	Debenture Series	Tenor/ Period of Maturity	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Secured/ Unsecured	Credit Rating
20	N.A	5 years 3 months	11.50%	110.00	31-Oct-12	31-Jan-18	Unsecured	CARE AA- & BWR AA
21	N.A	5 Years 3 Months	11.50%	155.00	1-Jan-13	1-Apr-18	Unsecured	BWR AA
22	N.A	10 Years	11.85%	700.00	16-Jan-13	16-Jan-23	Unsecured	CARE AA- & BWR AA
23	N.A	5 Years 3 Months	11.50%	132.00	16-Jan-13	16-Apr-18	Unsecured	CARE AA- & BWR AA
24	N.A	10 Years	11.70%	25.00	16-Jan-13	16-Jan-23	Unsecured	CARE AA- & BWR AA
25	N.A	10 Years	11.80%	607.00	24-Jan-13	24-Jan-23	Unsecured	CARE AA- & BWR AA
26	N.A	5 Years 3 Months	11.50%	62.00	24-Jan-13	24-Apr-18	Unsecured	CARE AA- & BWR AA
27	N.A	5 Years 3 Months	11.50%	250.00	24-Jan-13	24-Apr-18	Unsecured	BWR AA
28	N.A	10 Years	11.80%	70.00	28-Jan-13	28-Jan-23	Unsecured	CARE AA- & BWR AA
29	N.A	5 Years 3 Months	11.50%	14.00	28-Jan-13	28-Apr-18	Unsecured	CARE AA- & BWR AA
30	N.A	10 Years	11.25%	175.00	1-Mar-13	1-Mar-23	Unsecured	CARE AA- & BWR AA
31	N.A	5 Years 3 Months	11.10%	114.00	1-Mar-13	1-Jun-18	Unsecured	CARE AA- & BWR AA
32	N.A	5 Years 3 Months	11.10%	30.00	22-Mar-13	22-Jun-18	Unsecured	CARE AA- & BWR AA

Sl. No.	Debenture Series	Tenor/ Period of Maturity	Coupon	Amount Outstanding *(₹ in Million)*	Date of Allotment	Date of Maturity	Secured/ Unsecured	Credit Rating
33	N.A	10 Years	11.25%	165.00	28-Mar-13	28-Mar-23	Unsecured	CARE AA- & BWR AA
34	N.A	7 Years	10.75%	116.00	29-Jun-13	29-Jun-20	Unsecured	CARE AA- & BWR AA
35	N.A	10 Years	10.75%	250.00	29-Jun-13	29-Jun-23	Unsecured	BWR AA
36	N.A	10 Years	10.75%	104.00	29-Jun-13	29-Jun-23	Unsecured	CARE AA- & BWR AA
37	N.A	5 Years 10 Months	10.60%	250.00	29-Jun-13	29-Apr-19	Unsecured	CARE AA- & BWR AA
38	N.A	5 Years 10 Months	10.60%	100.00	29-Jun-13	29-Apr-19	Unsecured	BWR AA
39	N.A	10 Years	10.75%	230.00	17-Jul-13	17-Jul-23	Unsecured	CARE AA- & BWR AA
40	N.A	5 Years 10 Months	10.60%	3.00	17-Jul-13	17-May-19	Unsecured	CARE AA- & BWR AA
41	N.A	5 Years 10 Months	10.60%	50.00	17-Jul-13	17-May-19	Unsecured	BWR AA
42	N.A	7 Years	10.75%	50.00	17-Jul-13	17-Jul-20	Unsecured	CARE AA- & BWR AA

(IV) Non-Convertible Debentures issued on private placement basis during the last five years:

Year/Period ended	Amount Issued (₹ in Million)
31st December, 2013	2,208.70
31st March, 2013	3,892.00
31st March, 2012	6,530.00
31st March, 2011	82,050.00
31st March, 2010	63,730.00
31st March, 2009	4,350.00

(V) List of Top 10 Debenture Holders as on December 31, 2013:

(i) Top 10 Debenture Holders- Secured NCDs:

Sl. No.	Name of Debenture Holders	Amount (₹ in Million)
1	Life Insurance Corporation Of India	2000
2	Standard Chartered Bank (Mauritius) Limited –Debt	1375
3	The Ratnakar Bank Ltd	939
4	United India Insurance Company Limited	800
5	Indian Overseas Bank	750
6	The South Indian Bank Ltd	500
	Union Bank Of India	500
7	A P S R T C Employees Provident Fund Trust	480
8	Nps Trust- A/C Lic Pension Fund Scheme - Central Govt	235
9	Food Corporation Of India Cpf Trust	230
10	Trustees Hindustan Steel Limited Contributoryprovident Fund, Rourkela	210

(ii) Top-10 Debenture Holders-Unsecured NCDs:

Sl. No.	Name of Debenture Holders	Amount (₹ in Million)
1	Ksrtc Employees Contributory Provident Fund Trust	1,948.00
2	Bank Of India	750.00
	Central Bank Of India	750.00
3	Axis Bank Limited	633.00
4	Rajasthan Rajya Vidyut Karamchari Contributory Provident Fund	500.00
5	Food Corporation Of India Cpf Trust	450.00
6	Syndicate Bank	405.00
7	Rsrtc Contributory Provident Fund Trust	330.00
	Trustees Hindustan Steel Limited Contributoryprovident Fund, Rourkela	313.00
8	Yes Bank Limited	274.00
9	Powergrid Employee Provident Fund Trust	250.00
10	Rajasthan Rajya Vidyut Karamchari General Provident Fund	250.00

(VI) Details of Corporate Guarantee issued by the Issuer:

Sl. No.	Counterparty	Amount (₹ in Million)
1	Quippo Oil and Gas Infrastructure Limited	345.10
2	Quippo Energy Private Limited	475.10
3	Ghaziabad Aligarh Expressway Pvt Ltd	880.30
4	Sahaj e Village Pvt. Ltd.(Formerly Srei Sahaj e Village Pvt Ltd)	550.00
	Total	**2,250.50**

(VII) Details of Commercial Paper:

Sl. No.	Maturity Date	Amount Outstanding (₹ in Million)
1	NIL	**NIL**

Restrictive Covenants

Many of our financing agreement includes various restrictive conditions and covenants restricting certain corporate actions, and our Company may be required to take the prior approval of the lender before carrying out such activities. For instance, our Company is required, inter alia, to obtain the prior written consent of the lenders in the following instances:

- Change in the capital structure of our Company;
- Substantial changes in the management set up;
- Make any fundamental changes such as the financial year of our Company;
- Formulate any scheme for merger, amalgamation or re-organization;
- Implement any scheme of expansion or diversification or capital expenditure except normal replacement;
- Approaching the capital markets for mobilising additional resources either in the form of debt or equity;
- Create or form a subsidiary of our Company;
- Undertake guarantee obligations on behalf of any other company, firm or person, other than in ordinary course of business;

Our Company has from time to time, obtained the consent of its lenders to undertake certain corporate actions and enter into various transactions. Our Company has obtained the requisite consents from its lenders in order to undertake the present Issue. For further information on restrictive covenants, please see "***Risk Factors***" on page no. 12 of this Draft Prospectus.

Servicing behaviour on existing debt securities, payment of due interest on due dates on term loans and debt securities

As on the date of this Prospectus, there have been no defaults in payment of principal or interest on any term loan or debt securities issued by our Company in the past.

Srei Infrastructure Finance Limited

Statement of Dividends **Annexure XIII**

Particulars	Period ended 30.09.2013	Year ended 2012-13	Year ended 2011 - 12	Year ended 2010 - 11	Year ended 2009 - 10	Year ended 2008 - 09
Equity Share Capital (₹ in million)	5032.40	5032.40	5032.40	5032.40	1162.90	1162.90
No. of shares (Nos.)	503086333	503086333	503086333	503086333	116144798	116144798
Dividend %	0.00%	5.00%	5.00%	7.50%	12.00%	10.00%
Dividend Per share (₹)	0.00	0.50	0.50	0.75	1.20	1.00

Srei Infrastructure Finance Limited

Annexure XIV

Statement of Tax Shelter

(₹ in Million)

	Period ended 30.09.2013	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2010	Year ended 31.03.2009
Profit before Tax	487.70	1,354.10	1,087.90	2,121.40	1,481.30	503.70
Income Tax Rate (A)	33.99%	32.45%	32.45%	33.22%	33.99%	33.99%
Tax at above rate (B)	165.80	439.34	352.97	704.73	503.49	171.21
Adjustments:						
Permanent Differences:						
Exempt Income (Dividend Income & LTCG)	(6.80)	(27.90)	(2.80)	(11.00)	(118.80)	(6.20)
Capital receipt Income	-	-	-	-	-	(890.00)
Other Adjustments	1.30	4.14	15.60	3.40	45.80	23.10
Sub Total (C)	**(5.50)**	**(23.76)**	**12.80**	**(7.60)**	**(73.00)**	**(873.10)**
Timing Difference						
Difference between tax depreciation and book depreciation	(192.40)	(355.10)	(533.90)	(1,064.00)	(113.90)	(394.40)
Disallowance for Provisions	149.70	250.20	163.60	119.60	-	-
Deferred Revenue Expenditure	9.20	(106.70)	(210.50)	69.30	(685.10)	(4.10)
Other Adjustments	(20.00)	(21.60)	16.50	21.20	1.20	2.70
Sub Total (D)	**(53.50)**	**(233.20)**	**(564.30)**	**(853.90)**	**(797.80)**	**(395.80)**
Net Adjustments (E) = (C) + (D)	**(59.00)**	**(256.96)**	**(551.50)**	**(861.50)**	**(870.80)**	**(1,268.90)**
Tax on Adjustments (F) = (E*A)	(20.10)	(83.37)	(178.93)	(286.19)	(295.98)	(431.30)
Net Tax after adjustments (G) = (B)+ (F)	145.70	355.97	174.03	418.54	207.51	(260.09)
Adjustment for Tax related to Earlier years/ Capital Gain/ House Property Income (H)	(3.90)	(101.04)	(2.95)	-	-	(1.56)
Tax adjustment on account of Brought forward Business Loss and Unabsorbed Depreciation (I)	-	-	-	-	(207.51)	-
Normal Tax Provision (J) =(G) + (H) + (I)	141.80	254.92	171.08	418.54	-	(261.65)
Tax Liability Under MAT (K)	117.90	262.00	176.00	324.50	219.00	21.10
Tax Provision L = (Higher of J or K)	141.80	262.00	176.00	418.54	219.00	21.10
MAT credit entitement/ adjustment (M)	-	(7.10)	(4.90)	-	(219.00)	(21.10)
Tax Liability after MAT credit adjustment (N)= (L)+ (M)	141.80	254.90	171.10	418.54	-	-
Income Tax in respect of earlier years	-	-	217.40	24.90	22.40	0.10
Provision for Tax	141.80	254.90	388.50	443.44	22.40	0.10
Deferred Tax Adjustment	27.70	149.60	119.80	335.00	344.00	-
Interest u/s 234B/ 234C	-	-	-	8.90	-	-

Srei Infrastructure Finance Limited

Capitalisation Statement as at September 30, 2013

Annexure XV
(₹ in million)

Particulars	Pre Issue as at 30.09.2013 (Audited)	Post Issue
Debt		
Long Term	60,419.70	61,919.70
Short Term	61,468.10	61,468.10
	121,887.80	**123,387.80**
Shareholders Fund		
Share Capital	5,032.40	5,032.40
Reserves & Surplus		
Special Reserve under section 45-IC of Reserve Bank of India Act, 1934	1,712.10	1,712.10
General Reserve	13,960.40	13,960.40
Capital Reserve	194.50	194.50
Securities Premium Account	1,975.40	1,975.40
Debenture Redemption Reserve	1,124.00	1,124.00
Surplus in Profit and Loss Account	2,794.80	2,794.80
	21,761.20	21,761.20
Total Shareholders' Fund	**26,793.60**	**26,793.60**
Long Term Debt-Equity Ratio	**2.26**	**2.31**

Srei Infrastructure Finance Limited

Statement of Accounting Ratios (Consolidated)

Annexure XVI

Particulars	Period Ended 30.09.2013	Year Ended 31.03.2013	Year Ended 31.03.2012	Year Ended 31.03.2011	Year Ended 31.03.2010	Year Ended 31.03.2009
Number of shares at the beginning of the year/period	503,086,333	503,086,333	503,086,333	116,144,798	116,144,798	116,144,798
Number of shares at the end of the year/period	503,086,333	503,086,333	503,086,333	503,086,333	116,144,798	116,144,798
Weighted average number of equity share of ₹ 10/- each	503,086,333	503,086,333	503,086,333	231,616,033	209,060,637	209,060,637
Dilutive effect on weighted average number of shares	-	-	-	-	-	-
Weighted average number of equity shares of ₹ 10/- (Diluted)	503,086,333	503,086,333	503,086,333	231,616,033	209,060,637	209,060,637
Net profit after tax available for Equity Share (₹ in million)	884.60	2,631.80	1,114.20	1,792.40	1,558.60	820.80
Net worth at the end of the year/period (₹ in million) #	34,843.90	33,970.40	31,786.70	30,666.60	12,854.10	11,467.80
Average Networth During the year/period[(Opening+Closing)/2] (₹ in million)	34,407.15	32,878.55	31,226.65	21,760.35	12,160.95	9,319.75
Basic Earning Per Share (EPS) ₹	1.76	5.23	2.22	7.74	7.46	3.93
Dilutive Earning Per Share (EPS) ₹	1.76	5.23	2.22	7.74	7.46	3.93
Return on Net Worth (%):						
Considering Networth at the end of the year/period	2.54%	7.75%	3.51%	5.84%	12.13%	7.16%
Considering Average Networth during the year/period	2.57%	8.00%	3.57%	8.24%	12.82%	8.81%
Net Asset Value Per Share (₹)	69.26	67.52	63.18	60.96	110.67	98.74
Borrowing (₹ in million)	195,185.40	182,815.30	159,158.50	100,641.00	65,695.90	42,822.90
Debt Equity	5.60	5.38	5.01	3.28	5.11	3.73

Notes:

Earning Per Share (Basic) = Net Profit attributable to equity Shareholders / Weighted Average Number of Equity Share Outstanding during the year

Earning Per Share (Diluted) = Net Profit attributable to equity Shareholders / Weighted Average Number of Diluted Equity Share Outstanding during the year

Return on Net Worth (%) (Based on Net worth at the end of the year) = Net Profit After Tax / Net Worth at end of the year

Return on Net Worth (%) (Based on Average Networth during the year) = Net Profit After Tax / Average Net Worth during the year

Net Asset Value Per Share = Net worth at the end of the year / Number of Equity Shares outstanding at the end of the year

Debt Equity = Borrowing / Net worth

Net Worth = Share Capital + Reserves - Miscellaneous Expenditure to the extent not written off

ANNEXURE B

CARE Ratings 20 YEARS

Celebrating Two Decades of Analytical Excellence

April 14, 2014

Shri S. B. Tiwari,
Chief Operating Officer
Srei Infrastructure Finance Ltd,
"Viswakarma Building"
86/C, Topsia Road (South),
Kolkata - 700 046

Confidential

Dear Sir,

Validity of Credit Rating for proposed Non-Convertible Debenture issue aggregating Rs.332.60 crore

This has reference to your letter dated April 11, 2014 and our rating letter dated March 10, 2014 for the credit rating of your proposed Non-Convertible Debenture issue aggregating Rs.332.60 crore.

In this context, we would once again like to mention that the rating for the bonds issue is valid for six months from our letter dated March 10, 2014 and as such, the same is valid as on date.

Hope this clarifies the position. If you need any further information, you are welcome to approach us in this regard.

Thanking you,

Yours faithfully,

Jai Agarwalla

(Jai Agarwalla)
Deputy Manager

Ayush Poddar

(Ayush Poddar)
Manager

CARE Ratings 20 YEARS

Celebrating Two Decades of Analytical Excellence

March 10, 2014

Shri S. B. Tiwari,
Chief Operating Officer
Srei Infrastructure Finance Ltd,
"Viswakarma Building"
86/C, Topsia Road (South),
Kolkata - 700 046

Confidential

Dear Sir,

Credit Rating for proposed Non-Convertible Debenture issue aggregating Rs.332.60 crore

Please refer to your request for revalidation of rating assigned to the proposed Non-Convertible Debenture aggregating to Rs.332.60 crore on the basis of revised terms.

2. It has been decided to reaffirm the **'CARE AA-' [Double A minus]** rating assigned to the proposed Non Convertible Debenture issue of your company for an amount upto **Rs.332.60 crore**. (Refer **Annexure I** for details of rated debt).
3. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. Our rating symbols for various ratings for long term instruments and explanatory notes thereon are annexed.
4. Please arrange to submit us a copy of the documents pertaining to the NCD issue including the offer document, if any.
5. Please arrange to get the rating revalidated in case the NCD issue is not made within six months from the date of this letter or in case there is any change in the size of terms of the proposed issue.
6. Please inform us the details of issue [date/s of issue, name of investor/s, amount/s issued, interest rate/s, date/s of payment of interest, date/s and amount/s of repayments, etc.] as soon it has been placed.
7. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
8. CARE reserves the right to suspend/withdraw/revise the rating assigned on the basis of new information or in the event of failure on the part of the company to furnish such information,

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Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Tel.: 022 6754 3456; Fax: 022 6754 3457

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material or clarifications as may be required by CARE. CARE shall also be entitled to publicize/disseminate such suspension / withdrawal / revision in the assigned rating in any manner considered appropriate by it, without reference to you.

9. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.
10. CARE ratings are **not** recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,
Yours faithfully,

Jai Agarwalla

(J.Agarwalla)
Dy. Manager

Ayush Poddar

(A.Poddar)
Manager

Encl: As above

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

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Annexure I

Proposed Non-Convertible Debenture

Instrument	Size (Rs. cr)	Tenure	Repayment
Series IV	13.73	1 yr – 10 yrs	As per terms of issue
Series V	221.52		
Series VII- Tranche I	97.35		
Total	**332.60**		

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Annexure

Explanatory Notes Regarding Long Term Rating Symbols of CARE

Symbols	Rating Definition
CARE AAA	Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.
CARE AA	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.
CARE A	Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.
CARE BBB	Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.
CARE BB	Instruments with this rating are considered to have moderate risk of default regarding timely servicing of financial obligations.
CARE B	Instruments with this rating are considered to have high risk of default regarding timely servicing of financial obligations.
CARE C	Instruments with this rating are considered to have very high risk of default regarding timely servicing of financial obligations.
CARE D	Instruments with this rating are in default or are expected to be in default soon.

Modifiers {"+" (plus) / "-"(minus)} can be used with the rating symbols for the categories CARE AA to CARE C. The modifiers reflect the comparative standing within the category.

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CARE Ratings

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November 08, 2012

Shri S. B. Tiwari,
Chief Operating Officer
Srei Infrastructure Finance Ltd,
"Viswakarma Building"
86/C, Topsia Road (South),
Kolkata - 700 046

Confidential

Dear Sir,

Credit Rating for proposed Non-Convertible Debenture issue aggregating Rs.613.32 crore

On a review of recent developments including operational and financial performance of your company for FY12 & Q1FY13, our Rating Committee has revised the rating to **'CARE AA-' [Double A minus]** from the existing **'CARE AA' [Double A]** rating assigned to the proposed Non Convertible Debenture issue of your company for an amount upto **Rs.613.32 crore**. (Refer **Annexure I** for details of rated debt).

2. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. Our rating symbols for various ratings for long term instruments and explanatory notes thereon are annexed. The rationale for this rating will be communicated to you seperately.
3. Please arrange to get the rating revalidated in case the NCD issue is not made within six months from the date of this letter or in case there is any change in the size of terms of the proposed issue.
4. Please inform us the details of issue [date/s of issue, name of investor/s, amount/s issued, interest rate/s, date/s of payment of interest, date/s and amount/s of repayments, etc.] as soon it has been placed.
5. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
6. CARE reserves the right to suspend/withdraw/revise the rating assigned on the basis of new information or in the event of failure on the part of the company to furnish such information,

material or clarifications as may be required by CARE. CARE shall also be entitled to publicize/disseminate such suspension / withdrawal / revision in the assigned rating in any manner considered appropriate by it, without reference to you.

7. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.
8. CARE ratings are **not** recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,
Yours faithfully,

Jai Agarwalla

(J.Agarwalla)
Analyst

Ayush Poddar

(A.Poddar)
Manager

Encl: As above

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

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CARE Ratings

Annexure I

Proposed Non-Convertible Debenture

Instrument	Size (Rs. cr)	Tenure	Remarks
Series I	5.0	1 yr – 10 yrs	Bullet repayment
Series II	28.0		
Series III	50.0		
Series IV	175.1		
Series V- Tranche I	123.21		
Series V- Tranche II	232.01		
Total	**613.32**		

CARE Ratings

Annexure

Explanatory Notes Regarding Long Term Rating Symbols of CARE

Symbols	Rating Definition
CARE AAA	Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.
CARE AA	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.
CARE A	Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.
CARE BBB	Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.
CARE BB	Instruments with this rating are considered to have moderate risk of default regarding timely servicing of financial obligations.
CARE B	Instruments with this rating are considered to have high risk of default regarding timely servicing of financial obligations.
CARE C	Instruments with this rating are considered to have very high risk of default regarding timely servicing of financial obligations.
CARE D	Instruments with this rating are in default or are expected to be in default soon.

Modifiers {"+" (plus) / "-"(minus)} can be used with the rating symbols for the categories CARE AA to CARE C. The modifiers reflect the comparative standing within the category.

CARE Ratings 20 YEARS

Celebrating Two Decades of Analytical Excellence

September 26, 2013

Shri S. B. Tiwari,
Chief Operating Officer
Srei Infrastructure Finance Ltd
"Viswakarma Building"
86/C, Topsia Road (South),
Kolkata - 700 046

Confidential

Dear Sir,

Review of ratings

Please refer to our letter dated September 24, 2013 on the captioned subject.

2. The rationale for the ratings is attached as ***Annexure-I***. Kindly note that the rationale would be published in the forthcoming issue of our quarterly journal -'CAREVIEW'.
3. A write-up on the above rating is proposed to be issued to the press shortly. A draft of the press release is enclosed for your perusal as ***Annexure - II***.
4. We request you to peruse the Rationale and Press Release and offer your comments, if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible. In any case, if we do not hear from you by September 30, 2013, we will proceed on the basis that you have no comments to offer.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,

Yours faithfully,

Jai Agarwalla

(Jai Agarwalla)
Dy. Manager

Ayush Poddar

(Ayush Poddar)
Manager

Encl : As above

Srei Infrastructure Finance Ltd (SIFL)
Rating Rationale

Ratings

Instrument/Facilities	Amount (Rs. crore)	Ratings[1]	Remarks
STD programme (incl. Commercial Paper)	2,000.00	CARE A1+ (A one plus)	Reaffirmed
Long term infrastructure bond	24.89	CARE AA- (Double A minus)	
Secured Redeemable Bonds (Series I)	5.000		
Secured Redeemable Bonds (Series II)	428.00		
Secured Redeemable Bonds (Series III)	200.00		
Proposed Secured Redeemable Bonds (Series III)	50.00		
Secured Redeemable Bonds (Series IV)	461.77		
Proposed Secured Redeemable Bonds (Series IV)	35.23		
Secured Redeemable Bonds (Series V)	253.59		
Proposed Secured Redeemable Bonds (Series V- Tranche I)	221.52		
Proposed Secured Redeemable Bonds (Series VII- Tranche I)	200.00		
Proposed Secured Redeemable Bonds (Series VII- Tranche II)	100.00		
Unsecured Subordinated Tier II NCD (Series I)	50.00		
Unsecured Subordinated Tier II NCD (Series II)	200.00		
Unsecured Subordinated Tier II NCD (Series III)	50.00		
Unsecured Subordinated Tier II NCD (Series IV)	250.00		
Unsecured Subordinated Tier II NCD (Series V)	250.00		
Unsecured Subordinated Tier II NCD (Series VI)	256.49		
Proposed Unsecured Subordinated Tier II NCD (Series VI)	243.51		
Proposed Unsecured Subordinated Tier II NCD (Series VII)	250.00		
Proposed Secured Redeemable Bonds (Series VI)	200.00*	In-principle CARE AA(SO) [Double A (Structured Obligation)]	
Long term bank facilities	12,016.91 (enhanced from 10,582.02)	CARE AA- (Double A minus)	
Short term bank facilities	1,500.00	CARE A1+ (A one plus)	

** proposed to be partially backed by fixed deposit to the extent of 22.5%*

Rating Rationale

The above ratings continue to draw strength from the satisfactory track record of the company with 'Infrastructure Finance Company' status from RBI, established experience of the promoter group with prominent position in infrastructure financing space, continuing growth in advances, diversified resource mix, comfortable asset-liability maturity profile and satisfactory gearing with adequate capitalisation. The ratings are however, constrained by the risk associated with volatility in interest rates, exchange rate risks in respect of foreign

[1] *Complete definition of the ratings assigned are available at www.careratings.com and in other CARE publications*

26th Sep. 2013

currency borrowings, portfolio concentration risk, challenging operating environment in the infrastructure financing space leading to increase in NPA levels and moderate financial performance. The ratings also factor in SIFL's investment in group companies, majority of which are in infrastructure space and are yet to be divested/diluted to yield commensurate returns. Ability of the company to monetize its strategic investments, improve its asset quality and profitability would remain the key rating sensitivities.

Background

SIFL, 24 years old Kolkata based NBFC, was engaged in leasing and hire-purchase/hypothecation financing of heavy construction equipment and financing of infrastructure related projects. Pursuant to forming a 50:50 joint venture (JV) with BNP Paribas Lease Group (BPLG) – a 100% subsidiary of BNP Paribas, SIFL divested major part of its equipment financing and leasing business alongwith the assets & liabilities as on Jan.1, 2008 in the JV company – Srei Equipment Finance Pvt. Ltd. (SEFPL).

Post divestment, SIFL is engaged in project financing, infrastructure project advisory, equipment financing business (equipment of more than Rs.15.0 cr).

SIFL is classified as 'NBFC-IFC' by RBI and it has also received 'Public Finance Institution' status from Minitry of Corporate Affairs, GoI.

Furthermore, in June 2013 SIFL has applied for a banking license. This apart, it has also received principle authorization from RBI for setting up white label ATMs.

Credit Risk Assessment

Experienced promoter with established track record

Long track record of operation in construction equipment financing, existing client relationships in infrastructure business and market knowledge of the promoters has helped the company in managing the relatively new infrastructure portfolio, as demonstrated through the notable growth in its business volume over the last three years.

Both the promoters, Shri Hemant Kanoria (CMD) and his brother Shri Sunil Kanoria (Vice Chairman) have over three decades of business experience in the financial sector.

Continuing growth in advances

SIFL's loan portfolio (including operating lease assets) continued to grow and touched Rs.10,061 crore as on March 31, 2013 vis-a-vis Rs.9,086 crore as on March 31, 2012. However, SIFL's disbursements declined by 25% in FY13 vis-a-vis FY12, to Rs.4,717 crore (as against Rs.6,261 crore in FY12), considering the global uncertainty and slowdown in domestic economic growth,

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particularly the infrastructure sector. SIFL's major focus areas continue to be power, road, urban infrastructure, telecom, and SEZ & industrial park.

Diversified resource mix

SIFL has a well-diversified borrowing mix. Around 29% of its total borrowings as on Mar.31, 2013 were in the form of term loans (from domestic banks, financial institutions and foreign institutions), which are typically of longer tenure. Working capital borrowings & short term loans comprised about 49% and 2% of the total borrowing respectively, as on Mar.31, 2013. The balance borrowings were in the form of debentures and other sources like Tier II capital (about 20%).

Exchange risks in respect of foreign currency borrowings

SIFL has successfully raised foreign funds, to carry out its financing activities, which, in turn, exposes SIFL to exchange fluctuation risk. However, in order to minimize its losses, it hedges most of its foreign currency exposure. Out of the foreign currency loans of Rs.941.5 crore outstanding as on March 31, 2013, loans aggregating Rs.325.8 crore ($60 million) remained unhedged, reduced from Rs.442.5 crore ($86.99 million) as on March 31, 2012. Accordingly, in FY13, SIFL recognised mark to market losses of about Rs.39.1 crore (as against Rs.55.1 crore in FY12) against outstanding unhedged foreign currency loans. Furthermore, the aforesaid losses were non-cash and the repayment for such borrowings would fall due over a period of time.

This apart, the unhedged portion of foreign currency loans has further reduced to Rs.226.2 crore ($38 million) as on June 30, 2013.

Satisfactory gearing with adequate capitalization

Though overall gearing increased in line with increase in business volume and availment of higher debts to fund the same, overall gearing ratio continued to remain satisfactory at 4.22 as on Mar.31, 2013 (vis-à-vis 3.81 as on Mar.31, 2012). This apart, interest coverage (before provision & w/off) also continued to remain satisfactory at 1.18x in FY13 as compared to 1.23x in FY12. Furthermore, as on March 31, 2013, SIFL's CAR improved to 21.67% from 20.17% as on March 31, 2012. Also, Tier I CAR was 14.28% as on Mar.31, 2013. Accordingly, given the strong capitalisation levels, the company has sufficient scope to raise Tier II capital to fund the incremental business volume.

Comfortable asset-liability maturity profile

Liquidity position of SIFL was comfortable as on Mar.31, 2013, with positive mismatches in the short term time buckets.

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Portfolio concentration risk

SIFL's clients mainly belong to infrastructure related sectors. Due to nature and requirement of the infrastructure space, their ticket size are relatively large. Accordingly, concentration risk remains high for the company.

Increase in NPA levels

Gross and net NPA ratios deteriorated 3.60% and 3.26% respectively as on Mar.31, 2013 (from 1.25% and 1.12% respectively as on Mar.31, 2012). The same was majorly on account of a large exposure slipping into NPA category in Q4FY13. Furthermore, the same remained at similar levels (Gross NPA at 3.49% and net NPA at 3.15%) as on June 30, 2013. Though the NPA has increased due to asset classification, however the management has maintained that the company is reasonably collateralized against the same. Majority of the advances of SIFL have been extended to companies in the infrastructure sector which currently remains affected on account of increased interest rates scenario and challenging operating environment.

Moderate financial performance

Total interest income grew at a rate of 35.5% in FY13 over FY12, mainly on account of increase in advance portfolio coupled with steady income flow from the disbursements made in earlier years. However, it grew at a relatively lower rate as compared to interest expenses (47.6% in FY13 over FY12) primarily on account of increase in cost of borrowing.

As per the results for Q1FY14, SIFL earned a total income of Rs.435.2 crore which grew by 6.31% over Q1FY13. However, PAT more than doubled in Q1FY14 as compared to Q1FY13 and stood at Rs.20.7 crore on account of lower non-cash MTM losses incurred during the quarter (Rs.27.9 crore in Q1FY14 vis-à-vis Rs.51.5 crore in Q1FY13 mainly on account of relatively lower un-hedged foreign currency borrowings).

Substantial exposure in group companies

SIFL's investment in subsidiaries, associates and joint venture companies increased to Rs.637.45 crore as on Mar.31, 2013 (as against Rs. 535.57 crore as on Mar.31, 2012). Such increase was primarily on account of infusion of capital (around Rs.100 crore) in SEFPL. Further, loans & advances extended to these companies also increased to Rs.708.14 crore as on Mar.31, 2013 (as against Rs. 583.49 crore as on Mar.31, 2012. Accordingly, its aggregate exposure (in the form of both investments and loans & advances) to such companies forms 51% of its tangible networth as on March 31, 2013 (as against 43% on March 31, 2012). Majority of the SIFL's investments in such companies companies are yet to generate returns and the management expects to achieve

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higher return in the long term in view of long gestation period involved in majority of such investments being in infrastructure space. Accordingly, the ability of such companies to yield commensurate returns, as also SIFL's ability to liquidate these investments in a timely and profitable manner remains crucial (as the same shall have impact on its capitalisation and profitability profile, going forward). However, SIFL draws comfort from its investment in a joint venture with BNP Paribus Lease Group, SEFPL (rated CARE AA/AA-/A1+), where it has a 50% stake, as the company has been making satisfactory profit over the years.

Further, SIFL also has direct investment to the tune of Rs.975.2 crore in various private funds managed by its subsidiaries as on Mar.31, 2013 (Rs. 632.7 crore, as on Mar.31, 2012). Most of these funds invest the money in infrastructure projects having long gestation period (mainly road projects). SIFL plans to earn profit from aforesaid funds through sale of stake, as & when the market favours for exit. One of such funds also has a debt exposure in Kingfisher Airlines Ltd. (KFA). However, the same is adequately covered with shares of United Spirits Ltd along with other securities as an underlying security to the debt.

This apart, SIFL has an equity exposure of Rs.1,384.8 crore in Viom Networks Ltd (VNL – rated CARE BBB+/CARE A2) which constitutes about 9.3% holding in VNL. VNL is engaged in telecom tower business, and is a JV with Tata Teleservices Ltd. The management of SIFL views VNL as a strategic investment in infrastructure space which it intends to liquidate and/or dilute in the near future.

Prospects

Prospects of the company remain dependent on performance of the domestic economy mainly infrastructure related sectors where SIFL has significant exposure. The company's ability to maintain business growth with simultaneous improvement in spreads along with containment of incremental NPAs and its ability to gradually monetize its strategic investments are also crucial.

Financial results

(Rs. crore)

Y.E./As on Mar.31,	***2011 (12m, A)***	***2012 (12m, A)***	***2013 (12m, A)***
Working Results			
Interest income	627.0	1,080.4	1,463.8
Other operating income	105.4	66.6	139.2
Other income	13.8	33.7	63.5
Total Income	**746.2**	**1,180.7**	**1,666.5**
Operating Expenses	69.0	86.8	112.0

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Depreciation	18.1	15.4	31.0
Total Provision / Write offs	12	21.7	30.7
Int. & fin. charges - excl. MTM loss/(gain)	448.7	892.9	1,318.2
PBT – before MTM loss/(gain)	198.5	163.9	174.6
PBT – after MTM loss/(gain)	212.1	108.8	135.4
PAT – after defd tax– before MTM loss/(gain)	123.2	134.8	134.2
PAT – after defd tax– after MTM loss/(gain)	136.8	79.7	95.0
Reported PAT – after defd tax	134.3	58	95.0
Gross cash accruals	174.8	162.2	180.1
Financial Position			
Tangible networth	2,553.1	2,582.0	2,647.5
Total borrowings	5,289.7	9,847.3	11,178.4
Total loan portfolio (including operating lease assets)	5,007.7	9,085.5	10,060.4
Total assets	8,057.7	12,703.3	14,225.8
Key Ratios (%)			
Solvency			
Overall gearing ratio (times)	2.07	3.81	4.22
Interest coverage (times)	1.48	1.20	1.16
Int. coverage - before prov. & w/off (times)	1.51	1.23	1.18
Tier I CAR (%)	25.13	14.59	14.28
Overall CAR (%)	29.36	20.17	21.67
Profitability			
NIM	4.43	2.66	1.52
ROTA- before MTM loss/gain	2.51	1.41	1.11
ROTA- after MTM loss/gain	2.72	0.88	0.82
Op. Exp. (bef. prov. & w/offs) / Avg. CE	1.12	0.85	0.85
Asset Quality			
Gross NPA	Nil	1.25	3.60
Net NPA	Nil	1.12	3.26
Net NPA to Networth (%)	-	3.83	11.91

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

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Annexure II

Draft Brief Rationale

CARE reaffirms the ratings assigned to long/medium-term instruments/facilities and also the ratings assigned to short-term instruments/facilities of Srei Infrastructure Finance Ltd.

Ratings

Instrument/Facilities	Amount (Rs. crore)	Ratings[1]	Remarks
STD programme (incl. Commercial Paper)	2,000.00	CARE A1+ (A one plus)	Reaffirmed
Long term infrastructure bond	24.89	CARE AA- (Double A minus)	
Secured Redeemable Bonds (Series I)	5.000		
Secured Redeemable Bonds (Series II)	428.00		
Secured Redeemable Bonds (Series III)	200.00		
Proposed Secured Redeemable Bonds (Series III)	50.00		
Secured Redeemable Bonds (Series IV)	461.77		
Proposed Secured Redeemable Bonds (Series IV)	35.23		
Secured Redeemable Bonds (Series V)	253.59		
Proposed Secured Redeemable Bonds (Series V- Tranche I)	221.52		
Proposed Secured Redeemable Bonds (Series VII- Tranche I)	200.00		
Proposed Secured Redeemable Bonds (Series VII- Tranche II)	100.00		
Unsecured Subordinated Tier II NCD (Series I)	50.00		
Unsecured Subordinated Tier II NCD (Series II)	200.00		
Unsecured Subordinated Tier II NCD (Series III)	50.00		
Unsecured Subordinated Tier II NCD (Series IV)	250.00		
Unsecured Subordinated Tier II NCD (Series V)	250.00		
Unsecured Subordinated Tier II NCD (Series VI)	256.49		
Proposed Unsecured Subordinated Tier II NCD (Series VI)	243.51		
Proposed Unsecured Subordinated Tier II NCD (Series VII)	250.00		
Proposed Secured Redeemable Bonds (Series VI)	200.00*	In-principle CARE AA(SO) [Double A (Structured Obligation)]	
Long term bank facilities	12,016.91 (enhanced from 10,582.02)	CARE AA- (Double A minus)	
Short term bank facilities	1,500.00	CARE A1+ (A one plus)	

** proposed to be partially backed by fixed deposit to the extent of 22.5%*

Rating Rationale

The above ratings continue to draw strength from the satisfactory track record of the company with 'Infrastructure Finance Company' status from RBI, established experience of the promoter group with prominent position in infrastructure financing space, continuing growth

[1] *Complete definition of the ratings assigned are available at www.careratings.com and in other CARE publications*

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in advances, diversified resource mix, comfortable asset-liability maturity profile and satisfactory gearing with adequate capitalisation. The ratings are however, constrained by the risk associated with volatility in interest rates, exchange rate risks in respect of foreign currency borrowings, portfolio concentration risk, challenging operating environment in the infrastructure financing space leading to increase in NPA levels and moderate financial performance. The ratings also factor in SIFL's investment in group companies, majority of which are in infrastructure space and are yet to be divested/diluted to yield commensurate returns. Ability of the company to monetize its strategic investments, improve its asset quality and profitability would remain the key rating sensitivities.

Background

SIFL, 24 years old Kolkata based NBFC, was engaged in leasing and hire-purchase/hypothecation financing of heavy construction equipment and financing of infrastructure related projects. Pursuant to forming a 50:50 joint venture (JV) with BNP Paribas Lease Group (BPLG) – a 100% subsidiary of BNP Paribas, SIFL divested major part of its equipment financing and leasing business alongwith the assets & liabilities as on Jan.1, 2008 in the JV company – Srei Equipment Finance Pvt. Ltd. (SEFPL). Post divestment, SIFL is engaged in project financing, infrastructure project advisory, equipment financing business (equipment of more than Rs.15.0 cr). SIFL is classified as 'NBFC-IFC' by RBI and it has also received 'Public Finance Institution' status from Minitry of Corporate Affairs, GoI. Furthermore, in June 2013 SIFL has applied for a banking license. This apart, it has also received principle authorization from RBI for setting up white label ATMs.

SIFL earned PAT (after defd. tax) of Rs.95.0 crore (PY Rs.79.7 crore) on total income of Rs.1,666.5 crore (PY Rs.1,180.7 crore) in FY13. Furthermore, it's Gross and Net NPA ratios deteriorated to 3.60% and 3.26% respectively as on Mar.31, 2013 (from 1.25% and 1.12% respectively as on Mar.31, 2012). However, SIFL's CAR, improved to 21.67% as on Mar.31, 2013 from 20.17% as on March 31, 2012 and continued to remain well above the regulatory requirement. As per the results for Q1FY14, SIFL earned a PAT (after defd. tax) of Rs.20.7 crore on total income of Rs.435.2 crore. Gross and net NPA ratios as on June 30, 2013 continued to remain at similar levels as on Mar.31, 2013 at 3.49% and 3.15% respectively.

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CARE has classified instruments rated by it on the basis of complexity. This classification is available at www.careratings.com. Investors/market intermediaries/regulators or others are welcome to write to care@careratings.com for any clarifications.

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Brickwork RATINGS

BWR/BNG/RL/2014-15/0030
April 30, 2014

Mr. Hemant Kanoria
Chairman and Managing Director
Srei Infrastructure Finance Ltd.
Kolkata- 700 046

Dear Mr. Kanoria,

Sub: Validation of Rating- Secured NCD issue-unutilized amount of ₹ 228.50 crs out of ₹ 300 Crores with tenure up to 10 years rated by Brickwork Ratings on June 19, 2013.

Ref: Your letter no. SIFL: HO: TRS: 2014-15: 233 dated April 29, 2014

We wish to advise that your Company's aforesaid issue for ₹ 300 Crores carries BWR AA (Pronounced BWR Double A) (Outlook: Stable) as advised vide letter BWR/BNG/RL/2013-14/NS/0076 dated June 19, 2013. The rating is valid up to June 18, 2014. We note that the current unutilized amount is ₹ 228.50crs out of ₹ 300.00crs.

Instruments with BWR AA rating are considered to have a **high degree of safety** regarding timely servicing of financial obligations. Such instruments carry **very low credit risk.**

Please note that all terms and conditions of our letter BWR/BNG/RL/2013-14/NS/0076 dated June 19, 2013 remain unchanged.

Please note to furnish complete details of borrowings under the above issue, as and when is completed.

Best Regards,

Ms. Vipula Sharma
Senior Manager - Ratings

Brickwork Ratings India Pvt Ltd.

Disclaimer: Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented "as is" without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents.

BWR/BNG/RL/2013-14/NS/0366
March 21, 2014

Mr. Hemant Kanoria
Chairman and Managing Director
Srei Infrastructure Finance Ltd.
Kolkata- 700 046

Dear Mr. Kanoria,

Sub: Validation of Rating- Secured NCD issue-unutilized amount of ₹ 228.50 crs out of ₹ 300 Crores with tenure up to 10 years rated by Brickwork Ratings on June 19, 2013.

Ref: Your letter no. SIFL: HO: TRS: 2013-14: 4347 dated March 19, 2014

We wish to advise that your Company's aforesaid issue for ₹ 300 Crores carries BWR AA (Pronounced BWR Double A) (Outlook: Stable) as advised vide letter BWR/BNG/RL/2013-14/NS/0076 dated June 19, 2013. The rating is valid up to June 18, 2014. We note that the current unutilized amount is ₹ 228.50crs out of ₹ 300.00crs.

Instruments with BWR AA rating are considered to have a **high degree of safety** regarding timely servicing of financial obligations. Such instruments carry **very low credit risk.**

Please note that all terms and conditions of our letter BWR/BNG/RL/2013-14/NS/0076 dated June 19, 2013 remain unchanged.

Please note to furnish complete details of borrowings under the above issue, as and when is completed.

Best Regards,

Ms. Vipula Sharma
Senior Manager - Ratings

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BWR/BNG/RL/2013-14/NS/0076
June 19, 2013

Mr. Hemant Kanoria
Chairman & Managing Director
Srei Infrastructure Finance Ltd.
Kolkata- 700 046

Dear Sir,

Sub: Rating of Secured NCD Issue of ₹ 300 Crores (INR Three Hundred Crores Only) with tenure up to 10 years

Ref: Your mandate dated March 15, 2013

Based on the information and clarification provided by your company, as well as information available in public sources, Brickwork Ratings is pleased to inform you that Srei Infrastructure Finance Limited's proposed secured NCD issue of ₹ 300 Crores has been assigned **BWR AA (Pronounced BWR Double A) (Outlook: Stable)** rating. Instruments with this rating are considered to have **high degree of safety** regarding timely servicing of financial obligations. Such instruments carry **very low credit risk.**

The Rating is valid for one year from the date of assignment subject to terms and conditions that were agreed in your mandate dated March 15, 2013 and other correspondence, if any and Brickwork Ratings standard disclaimer appended below. Brickwork Ratings would conduct surveillance every year till maturity/redemption of the instrument. Please note that Brickwork Ratings would need to be kept informed of any significant information/development that may affect your Company's finances/performance without any delay.

Please let us have your acceptance for the above rating before June 26, 2013. Please note that unless acceptance is conveyed to us by the said date, the rating will not be valid and should not be used for any purpose whatsoever.

Best Regards,

M.S.R Manjunatha
Director - Ratings

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Brickwork Ratings
for Informed Investment Decisions

Rating Rationale

Brickwork Ratings assigns 'BWR AA' for the long-term secured NCD Issues of ₹ 300 Cr & ₹ 200 Cr and the long-term unsecured NCD Issuance of ₹ 250 Cr for SREI Infrastructure Finance Limited

Brickwork Ratings (BWR) has assigned the **Rating**[1] of BWR AA (BWR Double A) for the **long-term secured NCD Issues of ₹ 300 Cr & ₹ 200 Cr and for the long-term unsecured NCD Issuance of ₹ 250 Cr** of SREI Infrastructure Finance Ltd (SIFL).

Instruments	Amount	Rating	Assigned/ Reaffirmed	Rating History
				Initial Rating Date
NCD	₹ 300 Cr	BWR AA(Stable Outlook)	Assigned	BWR AA (Stable) June 2013
NCD	₹ 200 Cr	BWR AA(Stable Outlook)	Assigned	BWR AA (Stable) June 2013
Unsecured Subordinated debenture (Tier II)	₹ 250 Cr	BWR AA(Stable Outlook)	Assigned	BWR AA (Stable) June 2013
NCD	₹ 200 Cr	BWR AA(Stable Outlook)	Reaffirmed	BWR AA (Stable) Sept 2012
Unsecured Subordinated debenture (Tier II)	₹ 500 Cr	BWR AA(Stable Outlook)	Reaffirmed	BWR AA (Stable) June 2012
Unsecured Subordinated debenture (Tier II)	₹ 200 Cr	BWR AA(Stable Outlook)	Reaffirmed	BWR AA (Stable) March 2012
Unsecured Subordinated debenture (Tier II)	₹ 50 Cr	BWR AA(Stable Outlook)	Reaffirmed	BWR AA (Stable) March 2012
Unsecured Subordinated debenture (Tier II)	₹ 250 Cr	BWR AA(Stable Outlook)	Reaffirmed	BWR AA (Stable) December 2011
NCD	₹ 500 Cr	BWR AA (Stable Outlook)	Reaffirmed	BWR AA (Stable) December 2011
Unsecured Subordinated debenture (Tier II)	₹ 250 Cr	BWR AA(Stable Outlook)	Reaffirmed	BWR AA (Stable) November 2011
NCD	₹ 250 Cr	BWR AA Stable Outlook)	Reaffirmed	BWR AA (Stable) November 2011
NCD	₹ 250 Cr	BWR AA (Stable Outlook)	Reaffirmed	BWR AA (Stable) August 2011

[1] ***Please refer to www.brickworkratings.com for definition of the Rating***

The rating, inter alia, factors experience of the Promoter group in infrastructure financing business, adequate capitalisation and the Infrastructure Finance Company status as per RBI's prescribed norms. However, the rating is constrained by high ticket size of infrastructure loans, portfolio concentration with high exposure to power sector, deteriorating assets quality, high level of strategic investments, mark to market losses on unhedged ECB's, and cash flow pressure in overall infrastructure financing industry.

BWR has essentially relied upon the audited financial results of the company upto FY13, projected financials, publicly available information and clarification provided by the Company.

Background: SREI Infrastructure Finance Limited (SIFL) incorporated in 1985 and having it's headquarter at Kolkata is primarily engaged in financing of infrastructure projects and equipments. Apart from Infrastructure Financing, SIFL is also engaged in infrastructure project development and provides advisory services. SIFL has been classified as an Infrastructure Finance Company ("IFC") by the Reserve Bank of India within the overall classification of Non-Banking Financial Companies ("NBFC") in India. While the core services of SIFL remain infrastructure project finance, project development and project advisory, the Group also offers a broad range of holistic financial services such as capital market services, insurance broking, venture capital and infrastructure equipment finance through its group companies. As on March 2013, the promoter and promoter group holds 48.7% stake in SIFL, Institutional investors 13%, individuals 21.4%, Trusts 12.3% and Body Corporates 4.5%. Company has nine member board, of which six are independent including Mr Salil K. Gupta who is the Chief mentor of Company. Company also has competent management lead by Mr Hemant Kanoria, CMD and Mr Sunil Kanoria, Vice Chairman, both having more than 20 years of experience in financing business.

Business Model: Srei Infrastructure Finance Limited (SIFL) started the business in 1989 with leasing and financing of infrastructure equipment to various small and medium customers. Gradually there was shift in requirement of many customers for large ticket financing for infrastructure projects. Therefore SIFL had formed a 50:50 Joint Venture, viz., Srei Equipment Finance Private Limited (SREI BNP) with BNP Paribas Lease Group (BPLG) to carry out the small ticket equipment financing. Under the arrangement, SIFL had transferred all its assets and liabilities pertaining to equipment financing business on 1st Jan 2008 to the Joint Venture. BPLG had infused Rs 775 Cr in the joint venture for 50 % stake. SIFL had infused Rs 25 Cr in the JV for its 50 % stake. The transfer of outstanding liabilities to the JV has drastically improved SIFL's liquidity and leveraging ability to enable it to focus on larger ticket infrastructure equipment financing (loan size greater than Rs 15 Cr) and project

financing. Apart from Infrastructure Financing, SIFL is also engaged in infrastructure project development and provides advisory services. In 2011, SIFL has amalgamated one of the Group companies Quippo Infrastructure Equipment Limited (QIEL) with itself to create the integrated holistic infrastructure institution. QIEL was virtually debt free company with investments in Subsidiaries & joint ventures in infrastructure sectors. On amalgamation of QIEL into SIFL, the investments got transferred to the books of SIFL which became subsidiaries & JV's of SIFL

Financial Performance: SIFL's consolidated disbursements during FY13 were Rs 15667 Cr as agianst Rs. 18,600 crore for FY12, representing a fall of 15.7% y-o-y. Consolidated AUM increased to Rs 33330 Cr in FY13 vs Rs. 30,881 crore as on FY12, representing y-o-y growth of 8%. On standalone basis, SIFLs standalone disbursements were Rs 4700 Cr in FY13 vs ₹ 6,260.8 crore in FY12, representing y-o-y decline of 24.3%. The outstanding standalone portfolio of the company as of FY13 is Rs 10060.3 Cr vs FY12 level of Rs 9199.4 Cr representing a growth of 9.35%. Looking at sectoral break up, around 38.6% of this portfolio is into Power sector, 26.31% is in Transportation sector, 15.2% is in SEZ & Industrial Parks and 20% is classified as others which primarily include Telecom & Rural Infra (6.04%), Airports (3.43%), Mining (4.55%) and other sectors. SIFL (standalone) reported Gross NPAs at 2.5% and Net NPAs at 2.21% as of FY13 vs 0.9% and 0.8% respectively for FY12. The sharp deterioration in asset quality was mainly due to classification of a major corporate loan exposure as NPA.

SIFL's standalone capital adequacy was at 21.67% for FY13 vs 20.17% as of FY12; this is well above RBI's prescribed minimum of 15% for Infrastructure Finance Companies. Tier 1 Capital ratio totaled 14.28% as of FY13 compared with 14.59% as of FY12. The leverage as on March 13 was 7x compared to 6.8x as on March 12. Company's borrowings are mainly in the form of working capital loans (50.7%), Debentures (19.5%), Term Loan (21.6%), and ECB's (8.2%). Total Foreign Currency borrowings of company are a combination of $148 mn and Euro 15 mn, of which $ 60 mn is unhedged. In FY14, $ 23.5 mn is repayable of which $ 11 mn is unhedged. Further rupee depreciation would create higher mark to market losses for the unhedged portion.

SIFL's total consolidated interest income increased 24.5% from Rs 2377.8 crore in FY12 to Rs 2959.3 crore in FY13. In the same period, finance charges increased 36.7% to Rs 2139.2 Cr from Rs 1565 crore. This lead to flat Net Interest Income of Rs 820.1 Cr for FY13, vs Rs 812.8 Cr for FY12. The company incurred MTM Forex loss of Rs 48.4 Cr in FY13 compared with a gain of Rs 64.8 Cr in FY12. At operating profit level, company's performance was flat (with 3.5% growth).

However, an exceptional item of Rs 104 Cr pertaining to sale of assets lead to higher PAT for FY13.

Rating Outlook: SIFL mainly generates revenue from infrastructure project finance, Equipment Finance and fee based activities. The Company has strategic investments in subsidiaries and joint ventures; its value is yet to be realized. Bleak outlook for infrastructure sector with strain in project cash flows has lead to compression in NIM's of SIFL. High ticket size in infrastructure sector may create further pressure in times of economic distress. SIFL's ability to remain adequately capitalized, scale up its operations in highly competitive market while maintaining the quality of the assets and earnings profile are key rating sensitivities.

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Key Financials

Annexure I: SREI Infrastructure Finance Ltd – Consolidated Balance Sheet

₹ Crores

Particulars	FY2013	FY2012	FY 2011
Sources of Funds			
Share Capital	503.24	503.24	503.24
Reserves & Surplus	2893.80	2675.43	2,564.82
Networth	**3397.04**	**3,178.67**	**3,068.06**
Minority interest	27.42	91.28	73.79
Loan Funds	**18281.53**	**15915.85**	**10,064.10**
Deferred Tax Liability	174.38	140.53	101.50
Other Long term liabilities	82.83	71.41	43.97
Add: Current Liabilities (other than debt)	510.36	648.86	432.54
Add: Provisions (Long Term + Short Term)	185.57	157.17	167.07
Total Liabilities	**22659.13**	**20203.77**	**13917.37**
Application of Funds			
Fixed Assets & CWIP	1492.32	2075.26	1536.28
Goodwill	387.48	439.88	425.34
Investments (Current + Non Current)	**2478.95**	**2122.51**	**2,031.44**
Deferred Tax Assets	13.29	31.83	35.83
Financial and Loan Assets (Short term + Long Term)	**16563.12**	**13599.15**	**8836.19**
Other Loans & Advances (Short term + Long Term)	359.98	389.23	316.97
Other Non Current Assets	370.17	203.52	257.26
Current Assets (Except Loans & Advances & Current Investments)			
Inventories	4.74	13.18	16.91
Sundry debtors	188.66	346.91	228.70
Cash & bank	579.85	408.77	317.65
Other current assets	220.57	312.31	55.43
Total Assets	**22659.13**	**20203.77**	**13917.37**

Annexure II: SREI Infrastructure Finance Ltd – Consolidated Profit & Loss

₹ Crores

Particulars	FY13	FY12	FY11
Total Interest Income	**2959.30**	**2377.80**	**1212.61**
Growth %	24.5%	96.1%	42.9%
Interest Expense	**2139.25**	**1565.03**	**829.20**
Growth %	36.7%	88.7%	55.6%
Net Interest Income	**820.10**	**812.79**	**383.41**
Growth in NII %	0.9%	112.0%	21.3%
Other operating income	**124.00**	**56.10**	**419.06**
Growth %	121.0%	-86.6%	247.1%
Personnel Expenses	**161.44**	**171.30**	**123.44**
Growth %	-5.8%	38.8%	97.2%
Operating Expenses	**247.44**	**223.68**	**193.11**
Growth %	10.6%	17.2%	121.3%
Depreciation	**193.62**	**165.03**	**124.09**
Growth %	17.32%	32.99%	186.71%
Pre provisioning operating profit	**341.65**	**308.38**	**361.83**
Provision for NPA, Std Assets and Bad Debts written off	**109.49**	**84.52**	**79.28**
Operating income after provisions	**232.16**	**223.86**	**282.55**
Other income	26.52	12.91	6.42
Exceptional Item	**104.10**	**0.00**	**0.00**
PBT	362.78	236.77	288.97
Net Profit	**263.18**	**111.81**	**179.24**
Growth in Net profit %	132.6%	-37.6%	15.0%

ANNEXURE C

AXIS TRUSTEE

ATSL/CO/13-14/6325/85
March 21, 2014

To
Srei Infrastructure Finance Limited
'Vishwakarma', 86-C,
Tapsia Road (South)
Kolkata – 700046

Dear Sirs,

Proposed Public Issue by Srei Infrastructure Finance Limited (the "Company") of Secured, Redeemable, Non-Convertible Debentures for an amount upto Rs 750 Million (The "Base Issue") with an Option to Retain Over Subscription upto Rs 750 Million aggregating to Rs 1500 Million ("Overall Issue Size")

We, Axis Trustee Services Limited, do hereby consent to act as the "Debenture Trustee" in accordance with Section 117B of the Companies Act, 1956, the Regulation 4(4) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended and the debenture trust deed to be entered into with the Company, with respect to the Issue and to our name being inserted as the "Debenture Trustee" in the Draft Prospectus (to be filed with the Stock Exchanges for the purposes of receiving public comments) and the Prospectus (to be filed with the Registrar of Companies) which the Company intends to issue in respect of the Issue and also in all the subsequent periodical communications sent to the holders of debt securities pursuant to the Issue. The following details with respect to us may be disclosed:

Address	2nd Floor, Axis House, Bombay Dyeing Mills Compound, Pandurong Budhkar Mrag, Mumbai – 400 025
Telephone Number	022-2425 5206
Fax Number	022 – 2425 4200
E-mail ID	debenturetrustee@axistrustee.com
Investor Grievance E-mail ID	complaints@axistrustee.com
Website	www.axistrustee.com
Contact person	Mr. Neelesh Baheti - Chief Operating Officer
SEBI Registration No.	IND000000494

We inform that we are registered with the Securities and Exchange Board of India (SEBI) and that such registration is valid as on the date of this letter. We enclose a copy of our registration certificate. We also inform that we have not been prohibited by SEBI to act as an intermediary in capital market issues or debarred from functioning by any regulatory authority. We hereby authorize you to deliver this letter of consent to the Stock Exchanges or any other regulatory authorities as required by law.

Also, Axis Trustee Services Limited (ATSL) consenting to act as Debenture Trustees is purely its business decision and not an indication on the Issuer Company's standing or on the Debenture Issue. By consenting to act as Debenture Trustees, ATSL does not make nor deems to have made any representation on the Issuer Company, its Operations, the details and projections about the Issuer Company or the Debentures under Offer made in the Prospectus / Information Memorandum / Offer Document. Applicants / Investors are advised to read carefully the Prospectus / Information Memorandum / Offer Document and make their own enquiry, carry out due diligence and analysis about the Issuer Company, its performance and profitability and details in the Prospectus / Information Memorandum / Offer Document before taking their

investment decision. ATSL shall not be responsible for the investment decision and its consequence.

We hereby authorise you to deliver this letter of consent to the Stock Exchanges or any other regulatory authorities as required by law.

Yours faithfully,
For **Axis Trustee Services Limited**

Makarand Kulkarni
Assistant General Manager

Encl: as above