

Public Issue of Secured Redeemable Non Convertible Debentures

Issue Opens On: May 9th, 2014

Issue Closes On: June 9th, 2014[#]

Srei Infrastructure Finance Limited



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Disclaimer of the Issuer: Srei Infrastructure Finance Limited is, subject to market conditions and other considerations, proposing a public issue of 750,000 Secured Redeemable Non-Convertible Debentures of face value of ₹ 1000/- each ("NCDs") for an amount upto ₹ 750 million ("Base Issue") with an option to retain oversubscription upto additional 750,000 NCDs of ₹ 1000/- each for an amount upto ₹ 750 million aggregating to ₹ 1500 million ("Overall Issue Size") and has filed a Prospectus dated May 5, 2014 with the Registrar of Companies, Kolkata, West Bengal, the Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited. The Investors are advised to take any decision to invest in the NCDs pursuant to their examination of the Issuer and on the basis of the disclosures made in the Prospectus. Please see the section titled "Risk Factors" beginning on page 13 of the Prospectus for the risks in this regard

Availability of Prospectus: Full copy of the Prospectus will be available on the websites of the Issuer, Lead Managers, Co-Lead Managers, SEBI, BSE and NSE at www.srei.com, www.icicisecurities.com, www.akcapindia.com, www.spacapital.com, www.srei.com, www.karvy.com, www.integratedindia.in, www.rfinance.com, www.smccapitals.com, www.bajajcapital.com, www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively. Physical copies of the Prospectus can be obtained from the Company's Registered and Corporate Office, as well as offices of the members of the Syndicate.

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 may be, 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 regulations 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.

Disclaimer:

- This presentation is in relation to the Public Issue by Srei Infrastructure Finance Limited (the “Company” or the “Issuer”) of secured redeemable non-convertible debentures of face value of ₹ 1,000/- each (the “Debentures” or the “NCDs”), for an amount up to ₹ 750 million (“Baseissue”) with an option to retain oversubscription upto ₹ 750 million aggregative to ₹ 1500 million (“Overall issue size) and should not be construed in any manner as promotion of the Company or any of its products. This presentation does not constitute an offer or invitation to subscribe to or purchase of any securities of the Company and nothing contained herein shall form the basis of any contract or commitment whatsoever. This presentation is being communicated only to persons who have professional experience in matters relating to investments and to persons to whom it may be lawful to communicate it (all such persons being referred to as “Relevant Persons”). This presentation is directed only at the Relevant Persons and any investment or investment activity to which the presentation relates is only available to the Relevant Persons or will be engaged in only with Relevant Persons. This presentation is being furnished to you solely for your information and shall not be reproduced or redistributed by you to any other person without prior consent of the Lead Managers and Co - Lead Manager. Investors and prospective investors in securities of the Company mentioned herein are required to make their own independent investigation and appraisal of the business and financial condition of the Company and the nature of the securities in order to form their own informed decisions. Certain statements contained in this presentation may be statements of future expectations and other forward-looking statements that are based on third party sources and involve known and unknown risks and uncertainties. Forward-looking statements contained in this presentation regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. There is no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on forward-looking statements, which speak only as of the date of this presentation. The contents of this presentation are subject to changes without prior notice. This document is just a presentation and is neither a "Prospectus" (as defined under the Companies Act, 1956) nor intended to be so. Any decision to purchase securities in the context of a proposed offering of securities, if any, should be made solely on the basis of information contained in a prospectus published in relation to such an offering. No representation or warranty is given as to the accuracy or completeness of the information contained herein. By participating in this presentation or by accepting any copy of the slides presented, you agree to be bound by the foregoing limitations. For risk factor and detailed information, please refer to the draft prospectus dated March 31, 2014 (“Draft Prospectus”) and Prospectus dated May 5, 2014 (“Prospectus”) (collectively, the “Issue Documents”) filed with the Registrar of Companies (ROC), Kolkata, West Bengal. The Prospectus and the Application Form are available for download on the website of SEBI, BSE Limited, and NSE at www.sebi.gov.in, www.bseindia.com and www.nseindia.in and the websites of the Lead Managers at: www.icicisecurities.com, www.akcapindia.com, www.spacapital.com and www.srei.com and Co Lead Managers at: www.rfcl.com, www.karvy.com, www.smccapitals.com, www.bajajcapital.com and www.integratedindia.in.
- All investors proposing to participate should invest on the basis of information contained in the Prospectus. All capitalized terms used and not defined herein shall have the respective meanings assigned to them in the Prospectus dated May 5, 2014.

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Srei Infrastructure Finance Limited – The Issuer



Introduction of Srei

Srei Infrastructure Finance Limited one of the leading NBFC in the Infrastructure Finance Sector, steadily contributing towards infrastructural development in order to make a better tomorrow. Srei has a pan India presence with a network of 198 offices. Srei has also replicated its business model overseas with one offices in Russia and one in Germany. Srei's competitive edge and the ability to provide all possible infrastructure related services under one umbrella makes it one of the preferred partner for infrastructure players in India.

- One of the NBFCs in India with over 25 years of experience in infrastructure sector
- Diversified businesses across all sector of infrastructure space.
- Classified “Infrastructure Finance Company”
- Notified “Public Financial Institution” status
- Large customer base & ₹ 34,754 Crore of Asset Under Management as on September 30, 2013
- Consolidated PAT is ₹ 88 Crore and Capital Adequacy Ratio of 21.28% as on September 30, 2013

Evolution of Srei

| | | |
|------|--|---|
| 1985 | Incorporated as a Public Limited Company with Registrar of Companies, New Delhi | > |
| 1989 | Started operations and identified infrastructure sector as the core business | > |
| 1992 | Initial Public Offering of equity shares. Listed on all major Stock Exchanges | > |
| 1997 | International Development Institutions – IFC, DEG & FMO invested as strategic equity partners | > |
| 2005 | GDRs listed on London Stock Exchange | > |
| 2008 | JV with BNP Paribas Lease group (a group company of BNP Paribas S.A.) | > |
| 2009 | Strategic partnership with Tata Group for passive telecom infrastructure business. | > |
| 2010 | Synergic integration of Srei and Quippo to create a fully integrated Holistic Infrastructure Institution | > |
| 2011 | Accorded “Infrastructure Financial Company” status by RBI and “Public Financial Institution” status by MCA | > |

Board of Directors



Salil K Gupta, Chief mentor
Independent Director

- Former Chairman, West Bengal Industrial Development Corporation Limited
- Former President: Institute of Chartered Accountants of India
- Over 56 years of experience



Hemant Kanoria, CMD

- Former Chairman of National Committee on Infrastructure, FICCI
- Presently Council Member of Indo-German Chamber of Commerce
- Former President of Calcutta Chamber of Commerce
- Over 34 years of experience



Sunil Kanoria, Vice Chairman

- Presently the Director of ASSOCHAM
- Member of CDTAC and CIDC
- Chartered Accountant with over 25 years of experience



Saud Ibne Siddique,
Non-Executive Director

- Former head of business development for infrastructure projects in East Asia and Pacific region for IFC
- Over 30 years of experience in global infrastructure financing



S Rajgopal, Independent Director

- Former CMD, Bank of India
- Former CMD, Indian Bank
- Over 41 years of experience in banking industry

Board of Directors



S Chatterjee, Independent Director

- Former Executive Director, Axis Bank Limited, Mumbai
- Over 46 years of experience in Commercial and Investment Banking



Satish C Jha, Independent Director

- Former Director and Chief Economist, Asian Development Bank
- Former Member of the Economic Advisory Council to PM and Chairman, Special Task Force on Bihar



Dr P K Sinha, Independent Director

- Former Senior MD of the Blackstone Group LP
- Over 23 years of experience in asset management in international and emerging markets



S K Deb, Independent Director

- A Chartered Accountant with over 43 years of experience in Assurance and Business Advisory
- Exp. in Due Diligence Review, Valuation and Internal Audit

BUSINESS VERTICALS

FUND BASED

EQUIPMENT FINANCING

PROJECT FINANCING

INFRASTRUCTURE
PROJECT DEVELOPMENT

INTERNATIONAL
BUSINESS OPERATIONS

FEE BASED

PROJECT ADVISORY

INSURANCE BROKING

INVESTMENT BANKING

PRIVATE EQUITY &
VENTURE CAPITAL

STRATEGIC INVESTMENT

TRANSPORTATION

TELECOM INFRASTRUCTURE

POWER

RURAL IT INFRASTRUCTURE

SEZ & INDUSTRIAL PARKS

Our Key Strengths

Strong Credentials

- More than 2 decades of experience in Infrastructure Financing.
- Classified as 'Infrastructure Finance Company' by RBI and notified as "Public Financial Institution" (PFI) by the Ministry of Corporate Affairs
- Listing of equity share on NSE, BSE, CSE and Listing of GDR on LSE (USD 35mn GDR issue in 2005)

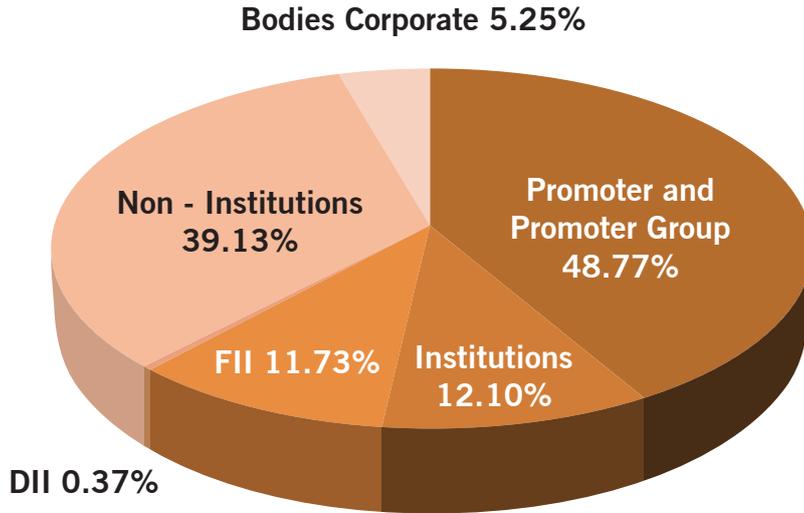
Unique Product Offerings

- Customised infrastructure financing solutions including project finance loans, leases, non-fund based facilities, equity, mezzanine capital etc.

Strong Loan Book

- Diversified across various sectors – Power, Ports, Logistics, Transportation, Urban Infrastructure and Telecom.
- One of the fastest growing NFBCs in the infrastructure financing space.
- On a standalone basis Loan outstanding (gross of provisions) for the period ended Dec 31, 2013 was ₹ 10,565 Cr.
- Disbursement (Srei Group) for the period ended Dec 31, 2013 was ₹ 9,463 Cr.

Shareholding Pattern - March 31, 2014



| Shareholding Pattern | |
|-----------------------------|--------|
| Promoter and Promoter Group | 48.77% |
| Institutions | 12.10% |
| FII | 11.73% |
| DII | 0.37% |
| Non - Institutions | 39.13% |
| Bodies Corporate | 5.25% |

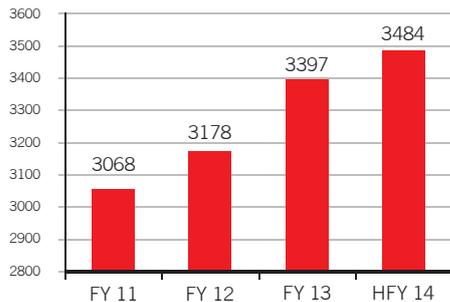
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Srei Infrastructure Finance Limited – Financial Performance

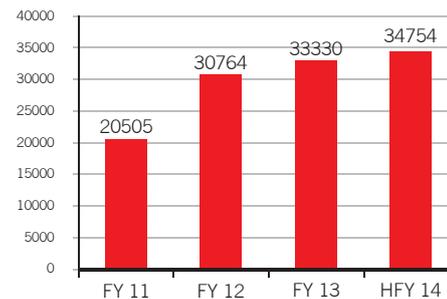
Consolidated Performance Highlights

(Amount in ₹ Crore.)

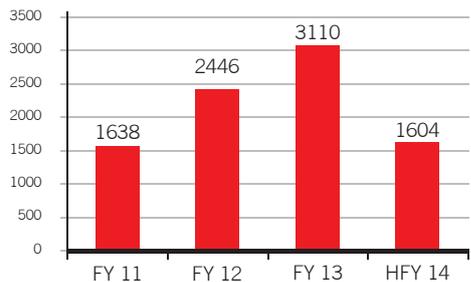
Net Worth



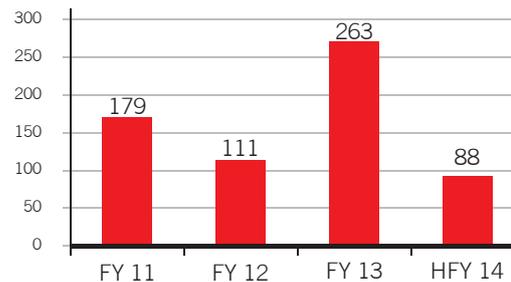
Asset Under Management



Total Income



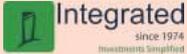
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3 Issue Structure

Issue Structure

| | |
|---|--|
| Issuer | <ul style="list-style-type: none"> Srei Infrastructure Finance Limited (“Company” or “Issuer”) |
| Instrument & Issue size | <ul style="list-style-type: none"> Public Issue of Secured Redeemable NCDs of face Value of ₹ 1000/- each, for an amount upto ₹ 750 million with an option to retain oversubscription upto ₹ 750 million aggregative to ₹ 1500 million |
| Credit Rating & Security Cover | <ul style="list-style-type: none"> “CARE AA- (Double A Minus) (Outlook:stable)” by CARE and “BWR AA (BWR Double A)” by BRICKWORK 1.0 time of the total outstanding amount of NCDs and interest thereon |
| Use of Proceeds | <ul style="list-style-type: none"> Funds raised through this issue after meeting the expenditure of and related to the Issue will be utilized for various financing activity, to repay our existing loans and our business operations including for our capital expenditure and working capital requirements |
| Issue Period | <ul style="list-style-type: none"> Issue Starts: May 9th, 2014 Issue End: June 9th, 2014 (with an option for early closure or extension) |
| Listing & Depositories | <ul style="list-style-type: none"> BSE and NSE NSDL and CDSL |
| Lead Managers |      |
| Co-Lead Managers |      |

| Investor Category | Basis of allotment on a first come first serve basis |
|--|--|
| Category I (Institutional Portion) | 20% of the Overall Issue Size |
| Category II (Non-Institutional Portion) | 20% of the Overall Issue Size |
| Category III (Individual Category Portion) | 60% of the Overall Issue Size |

Issue Structure

| 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 | ₹ 10,000/- (10 NCDs) |
| In Multiples of | ₹ 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. |

Issue Structure

| Series | I# | II*** | III | IV# | V | VI |
|---|---------|---------|----------|---------|---------|----------|
| Effective Yield (per annum) for Individual Category | 12.00% | 12.00% | 12.00% | 12.00% | 12.00% | 12.00 % |
| 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 | 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, 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.

Issue Structure

| Series | I# | II*** | III | IV# | V | VI## |
|----------------------------------|---|-------|-----|-----|---|------|
| Type of Instrument | Secured redeemable Non Convertible Debenture | | | | | |
| 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. | | | | | |
| 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. | | | | | |
| Interest on application of Money | The Company shall pay to the successful Applicants, interest at the rate of 10.00% 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 Exchange, 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. | | | | | |

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Investment Consideration

Benefits of Investment in Srei NCDs

Return

- 12.00% Effective yield per annum for Individual category Investors in all Series
- 11.51% Highest Effective yield per annum for institutional and non Institutional category investor in Series IV
- Additional coupon of 0.25% p.a. for existing bondsholders and/or equity shareholders of the company can be availed by Individual Category investors only

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

Liquidity

- NCDs will be listed on BSE and NSE, trading can be done from first day of listing
- Trading will be in dematerialized form only

Mode of Allotment

- The NCDs will be issued in physical as well as dematerialized form to Individual investors only and in dematerialized form to other categories of investors
- Series I & Series IV NCDs would be allotted compulsorily in dematerialized form to all categories of Investors

Thank You



**UPTO 12%[^] INTEREST.
COMPLETE PEACE OF MIND.**

With SREI NCDs.

SMS SREI to 56161

Public Issue of Secured NCDs.

Issue starts 9th May 2014 to 9th June 2014[#]

0.25% extra for existing investors[^]

SREI
Together We Make Tomorrow Happen

Celebrating
25
years

[^] For details terms and conditions please refer to Prospectus dated May 5, 2014 filed with the Registrar of Companies, Kolkata, West Bengal.

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