

**PUBLIC NOTICE BY DEBENTURE TRUSTEE ON THE SLUMP EXCHANGE BETWEEN SREI INFRASTRUCTURE  
FINANCE LIMITED AND SREI EQUIPMENT FINANCE LIMITED**

We, Axis Trustee Services Limited ("**ATSL**") are acting as Debenture Trustee for various Listed, Secured/Unsecured Subordinated Non-Convertible Debentures ("**NCDs**") issued by Srei Infrastructure Finance Limited ("**Srei Infrastructure**").

The Board of Directors of Srei Infrastructure, subject to shareholders, third party consents, statutory and regulatory approvals and consents, have approved the transfer of the Lending Business, Interest Earning Business & Lease Business of Srei Infrastructure together with associated employees, assets and liabilities (including liabilities towards issued and outstanding non-convertible debentures issued by Srei Infrastructure), ("**Transferred Undertaking**") as a going concern by way of slump exchange, to Srei Equipment Finance Limited ("**Srei Equipment**"), a wholly owned subsidiary of Srei Infrastructure, for a lump sum consideration as may be mutually agreed between Srei Infrastructure and Srei Equipment keeping in mind the value of the Transferred Undertaking without values being assigned to the individual assets and liabilities, and which shall be discharged/ paid by Srei Equipment by issue and allotment of commensurate fully paid up equity shares of Srei Equipment with effect from such date and on such terms and conditions and with such modifications as may be required, as the Board of Srei Infrastructure may deem fit and appropriate in the interest of Srei Infrastructure ("**Slump Exchange**").

Pursuant to and upon completion of the Slump Exchange, Srei Equipment, together with its own, will be the entity housing the entire lending business of Srei Infrastructure together with all the assets, liabilities and associated employees of the Lending Business, Interest Earning Business and Lease Business of Srei Infrastructure.

In reference to the above Slump Exchange, it may be noted that,

- a. the terms of NCDs issued by Srei Infrastructure remain unchanged;
- b. there will be no change in the management and/or promoters and key management personnel;
- c. the rights and obligations of Srei Infrastructure towards the NCD Holders shall be novated in favour of Srei Equipment and Srei Equipment shall continue to service the said NCDs; and
- d. Srei Infrastructure will continue to hold 100% shares of Srei Equipment (including new shares issued upon Slump Exchange) and Srei Equipment will continue to be 100% subsidiary of Srei Infrastructure.

Notice is hereby given to the NCD Holders of Srei Infrastructure to share their consent to the above Slump Exchange. NCD Holders are requested to share their observations in writing or by email, if any to the aforesaid Slump Exchange, within 7 (Seven) calendar days from the date of publication of this Public Notice to:

Axis Trustee Services Ltd  
The Ruby, 2nd Floor, SW, 29  
Senapati Bapat Marg, Dadar (West)  
Mumbai- 400 028  
Kind Attention: Chief Operating Officer  
Email: [response@axistrustee.com](mailto:response@axistrustee.com)

If a response is not received within 7 (Seven) calendar days from the date of publication of this Notice, it shall be so deemed that consent has been granted to the Slump Exchange.

Copy of the notice is available on our website for ready reference under the following link:  
<http://www.axistrustee.com/Debenture/Updates.aspx>

Disclosure made to the Stock Exchanges by Srei Infrastructure pursuant to Regulation 30 and Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**Disclosure**") may be accessed using the following link:  
[https://www.srei.com/investor/srei-shareholders/letter-sent-to-exchanges/pdf/2\\_3.pdf](https://www.srei.com/investor/srei-shareholders/letter-sent-to-exchanges/pdf/2_3.pdf)

Place: Mumbai  
Date: August 7, 2019

For **Axis Trustee Services Limited**  
S/d-  
Compliance Officer