



## A BOND THAT MAKES YOU SMILE

### Public Issue of Non Convertible Debentures of Srei Infrastructure Finance Limited

- Secured Redeemable Non Convertible Debentures ("Secured NCDs")
- Unsecured Redeemable Non Convertible Debentures ("Unsecured NCDs")

#### Credit Rating:

**'BWR AA+ (BWR Double A plus) (Outlook:Stable)' by BRICKWORK**

Indicates a high degree of safety regarding timely servicing of financial obligations.

- Allotment on first-come-first-serve basis\*
- Minimum application size: ₹10,000 /- across all series
- Net worth of ₹48,154 million and Asset Under Management of ₹374,129 million as on March 31, 2017

UPTO **9.50%** Interest

**0.25%<sup>^</sup> ADDITIONAL INCENTIVE** for existing investors & senior citizens

To know more, SMS 'SREI' to 56161.

Issue opens on

9<sup>th</sup> February, 2018.

Issue closes on

7<sup>th</sup> March, 2018.\*

**PRODUCT NOTE**

\*) The Tranche 1 Issue shall remain open for subscription on Working Days from 10 A.M. to 5 P.M. (Indian Standard Time) during the period indicated above, except that the Tranche 1 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 early closure or extension of the Tranche 1 Issue, our Company shall ensure that notice of the same will be provided to the prospective investors through advertisements in a leading national daily newspaper with wide circulation on or before such earlier date of Issue Closure or initial date of Issue Closure, as the case maybe. On the On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 2 p.m. (Indian Standard Time) and up to 2 p.m. on such extended date as may be permitted by the Stock Exchanges. For further details please refer to the "General Information" of the Tranche 1 Prospectus.

^) Additional incentive of 0.25% p.a. for Category II investors who are existing holder of NCD(s) (Bund(s)) previously issued by your Company and Sri Equipment Finance Limited ("SEFL"). In the past public issues of NCD and/or equity shareholder(s) of our Company and/or are Senior Citizens and/or are Employees of Sri Group, on Deemed Date of Allotment and provided the NCDs issued under the Tranche 1 Issue are held on the relevant Award Date for interest payment for Series III, Series IV, Series V, Series VI, Series VII, Series VIII and for Series III NCDs (Secured or Unsecured) and relevant Award Date for redemption for Series V, Series VII and for Series III NCDs (Secured or Unsecured NCDs). Additional incentive will not be applicable for series I and II applied irrespective of any Category of Investors.

\*) Capitalized terms used and not defined shall have the same meaning assigned to such terms in the Tranche 1 Prospectus and Shelf Prospectus.

\*) Determined on the basis of date of application on the electronic bidding platform of Stock Exchanges.

\*) For details terms and conditions please refer to Shelf Prospectus and Tranche 1 Prospectus both dated February 05, 2018 filed Registrar of Companies, West Bengal, SEBI, NSE and BSE.

\*) Disclosure of Issues: Sri Infrastructure Finance Limited is, subject to market conditions and other considerations, proposing a Public Issue of Secured Redeemable Non-Convertible Debentures of Face Value of ₹1,000/- each (the "Secured Debentures" or the "Secured NCDs"), amounting to ₹15,000 million and Unsecured Redeemable Non-Convertible Debentures of Face Value of ₹1,000/- each (the "Unsecured Debentures" or the "Unsecured NCDs") aggregating to ₹5,000 million, total amounting to ₹20,000 million (Shelf Issue). This Tranche Issue is with a Base Issue Size of ₹2,000/- million with an option to raise oversubscription upto the Shelf Limit i.e. ₹20,000 million (Tranche 1 Issue) and is being offered by way of Tranche 1 Prospectus, which shall be read together with Shelf Prospectus dated February 05, 2018 (the "Shelf Prospectus"), both filed with the Registrar of Companies, West Bengal, the Securities and Exchange Board of India, SEBI and NSE. The investors are advised to take any decision to invest in the NCDs pursuant to their examination of the Issue and on the basis of the disclosure made in the Tranche 1 Prospectus read with the Shelf Prospectus. Please see the section titled "Risk Factors" beginning on page 14 of the Shelf Prospectus for the risks in this regard.

## Issue Terms

<b>Issue</b>	Public Issue of Secured NCD and Unsecured Subordinated NCDs (together referred as NCDs) of Face Value of ₹1,000/- each, for an amount upto ₹2,000 million ("Base Issue Size") with an option to retain over subscription up to Shelf Limit of ₹20,000 million (Overall Issue Size) (Tranche 1 Issue).
<b>Type of Instrument</b>	Secured Redeemable Non-Convertible Debentures ("Secured NCDs") and Unsecured Subordinated Redeemable Non-Convertible Debentures ("Unsecured NCDs")
<b>Face Value and issue price (in ₹/ NCD)</b>	₹1,000
<b>Minimum Application</b>	₹10,000 (10 NCDs) across all Series collectively and in multiple of ₹1,000 (1 NCD) thereafter
<b>Stock Exchanges for listing</b>	NSE & BSE Ltd.
<b>Rating</b>	The issue is rated 'BWR AA+ (BWR Double A plus) (Outlook:Stable)' by BRICKWORK. This indicates a high degree of safety regarding timely servicing of financial obligations.

## Issue Structure

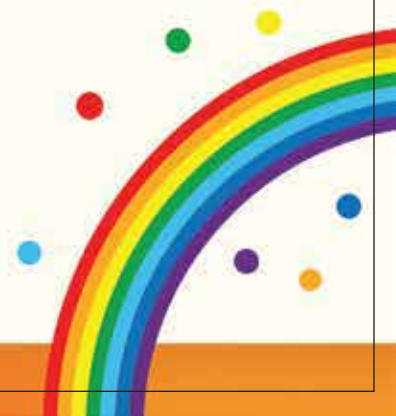
Series	I <sup>#</sup>	II <sup>#</sup>	III <sup>#</sup>	IV <sup>***</sup>	V <sup>#</sup>	VI <sup>#</sup>	VII	VIII <sup>#</sup>	IX <sup>#</sup>	X	XI <sup>#</sup>
Frequency of Interest Payment	N.A.	Annual	Monthly	Annual	N.A.	Monthly	Annual	N.A.	Monthly	Annual	N.A.
Minimum Application	₹10,000/- (10 NCDs) across all Series collectively										
Face Value/Issue Price of NCDs (₹/ NCD)	₹1,000/-										
In Multiples of (₹)	₹1,000/- (1 NCD)										
Nature of Instruments	Secured		Secured			Secured			Unsecured subordinated		
Tenor from Deemed Date of Allotment	400 days		3 years			5 years			10 years		
Coupon (% per annum) for Category I, Category II, Category III & Category IV Investor(s)	N.A.	8.50%	8.43%	8.75%	N.A.	8.65%	9.00%	N.A.	9.11%	9.50%	N.A.
Effective Yield (per annum) for Category I, Category II, Category III & Category IV Investor(s)	8.54%	8.51%	8.75%	8.74%	8.77%	8.99%	8.99%	9.01%	9.50%	9.49%	9.50%
Mode of Interest Payment	Through various mode available.										
Amount (/NCD) on Maturity for Category I, Category II, Category III & Category IV Investor(s)	₹1094/-	₹1,000/-	₹1,000/-	₹1,000/-	₹1,287/-	₹1,000/-	₹1,000/-	₹1,540/-	₹1,000/-	₹1,000/-	₹2,480/-
Maturity Date (from Deemed Date of Allotment)	400 days		3 years			5 years			10 years		

Institutional, Non-Institutional Category Investor(s), Individual Category Investor(s) and Trust and Society Category Investor(s) can subscribe to all Series of NCDs.

\*\*\* Our Company shall allocate and allot Series IV Secured NCDs wherein the Applicants have not indicated their choice of the relevant NCD Series.

#Series I, Series II, Series III, Series V, Series VI, Series VIII, Series IX and Series XI would be allotted compulsorily in dematerialized form to all categories of Investors.

1. Additional incentive of 0.25% p.a. for Category III investors who are existing holder of NCD(s)/Bond(s) previously issued by our Company and Srei Equipment Finance Limited ("SEFL"), in the past public issues of NCD and/ or are equity shareholder(s) of our Company and/or are Senior Citizens and/or are Employees of Srei Group, on Deemed Date of Allotment. Additional incentive will not be applicable for series I and II applicant irrespective of any Category of Investors.
2. Additional Incentive will not be applicable for Category I, Category II & Category IV.
3. Category I, Category II and Category IV can apply for NCDs in Demat mode only across all Series.
4. Category III can apply in Physical Form for Series IV, Series VII and Series X only.
5. There is no Tax deduction at source (TDS) in case of application through demat mode.
6. For successful non-ASBA Applicants, the Company shall pay at the rate of 7% p.a. on the application money for the NCDs allotted.
7. Allotment of NCDs will be on first-come-first-serve basis<sup>#</sup>





## Who Can Invest

### CATEGORY I (Institutional Category)

1. Public financial institutions;
2. Statutory corporations, scheduled commercial banks, co-operative banks, regional rural banks, which are authorized to invest in the NCDs;
3. Indian multilateral and bilateral development financial institution;
4. Provident funds, pension funds, superannuation funds and gratuity fund, which are authorized to invest in the NCDs;
5. Venture capital funds and / or Alternative Investment Funds registered with SEBI;
6. Insurance companies registered with the IRDA;
7. Insurance funds set up and managed by the army, navy, or air force of the Union of India;
8. Insurance funds set up and managed by the Department of Posts, the Union of India
9. Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Banking of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements
10. National Investment Fund set up by resolution no. F. No. 2/3/2005- DDII dated November 23, 2005 of the Government of India published in the Gazette of India;
11. State industrial development corporations; and
12. Mutual funds

### CATEGORY II (Non- Institutional Category)

1. Companies within the meaning of section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and authorized to invest in the NCDs;
2. Scientific and/or industrial research organizations, which are authorized to invest in the NCDs;
3. Partnership firms in the name of the partners;
4. Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);
5. Association of Persons; and
6. Any other incorporated and/ or unincorporated body of persons.

### CATEGORY III (Individual Category)

1. Resident Indian individuals; and
2. Hindu undivided families through the karta.

### CATEGORY IV (Trust & Society)

1. Trusts including Public/private charitable/religious trusts which are authorized to invest in the NCDs; and
2. Societies registered under the applicable laws in India.

### About the Company ("Srei Infra")

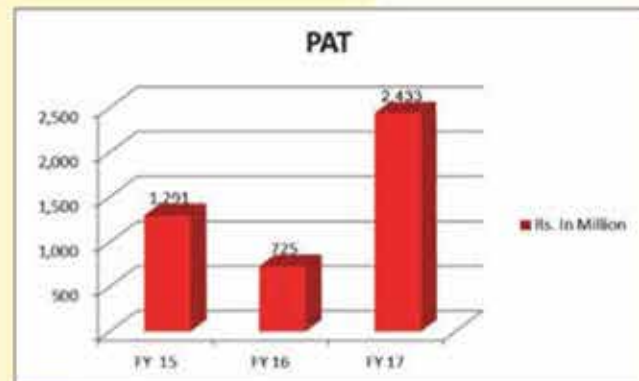
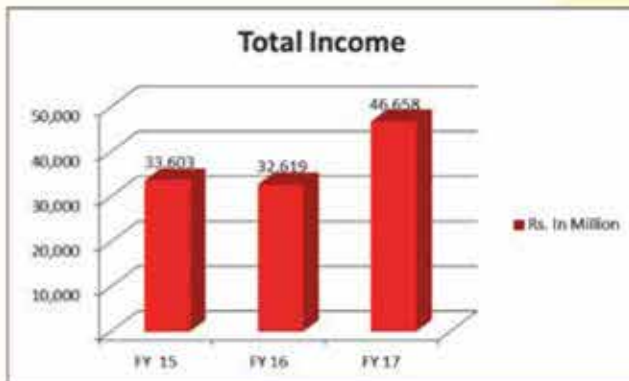
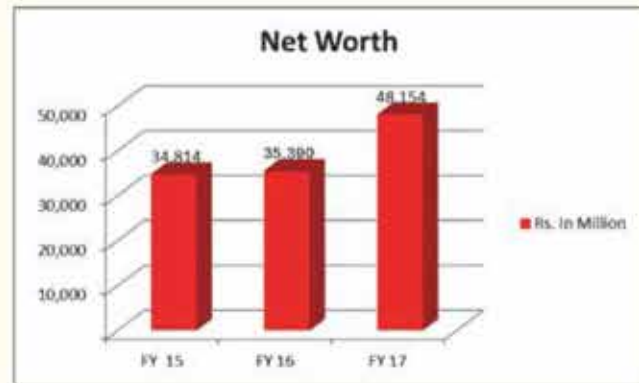
- Srei Infra is a holistic infrastructure institution.
- Srei is a RBI registered Non-Deposit taking NBFC.
- Classified as an "Infrastructure Finance Company" in the year 2011 by RBI.
- Notified as "Public Finance Institution" status by the MCA, under section 4A of Companies Act, 1956 (now Section 2(72) of the Companies Act, 2013).
- Its equity shares are listed on "BSE" and "NSE" and "CSE".

### Key Strengths

- Over 27 years of experience in the infrastructure financing sector in India.
- Diversified product portfolio and presence across the infrastructure space to boost the growth path.
- With a large customer base and ₹374,129 million of Consolidated Asset Under Management as on March 31, 2017.
- Experience Management team to steer ahead the Company in its growth path.
- Consolidated group Net worth is ₹48,154 million and Profit after Tax is ₹2,433 million for the year ended March 31, 2017.



## Key Financials\*



\* All the figures are on consolidated basis  
**SREI INFRASTRUCTURE FINANCE LIMITED**  
 CIN: L29219WB1985PLC055352  
 Registered Office: 'Vishwakarma',  
 86 C, Topsia Road (South), Kolkata 700 046.

**To know more SMS SREI 56161**

\* For details terms and conditions please refer to Shelf Prospectus and Tranche 1 Prospectus both dated February 05, 2018 filed with the Registrar of Companies, West Bengal, BSE, NSE and SEBI.

Disclaimer Clause of BSE: "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause of BSE Limited".

Disclaimer Clause of NSE: "It is to be distinctly understood that 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 certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of NSE".

Disclaimer Clause of SEBI: "It is to be distinctly understood that submission of the Offer Document to the Securities and Exchange Board of India (SEBI) should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take the responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of SEBI".

Disclaimer Clause of Issuer: Sri Infrastructure Finance Limited is, subject to market conditions and other considerations, proposing a Public Issue of Secured Redeemable Non-Convertible Debentures of Face Value of ₹1,000/- each (the "Secured Debentures" or the "Secured NCDs"), amounting to ₹15,000 million and Unsecured Redeemable Non-Convertible Debentures of Face Value of ₹1,000/- each ("Unsecured Debenture" or the Unsecured NCDs") aggregating to ₹5,000 million, total amounting to ₹20,000 million ("Shelf Limit"). This Tranche Issue is with a Base Issue Size of ₹2,000/- million with an option to retain oversubscription upto the Shelf Limit i.e. ₹20,000 million (Tranche 1 Issue) and is being offered by way of Tranche 1 Prospectus, which should be read together with Shelf Prospectus dated February 05, 2018 (The "Shelf Prospectus"), has filed with the Registrar of Companies, West Bengal, the Securities and Exchange Board of India, BSE and NSE. 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 Tranche 1 Prospectus read with the Shelf Prospectus. Please see the section titled "Risk Factors" beginning on page 14 of the Shelf Prospectus for the risks in this regard.

Availability of Prospectus: The Shelf Prospectus and Tranche 1 Prospectus, both dated February 05, 2018 will be available on the websites of the Issuer, Lead Managers, SEBI, BSE and NSE at [www.srei.com](http://www.srei.com), [www.spcapital.com](http://www.spcapital.com), [www.srii.com](http://www.srii.com), [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com), and [www.nseindia.com](http://www.nseindia.com) respectively. Physical copies of the Shelf Prospectus and Tranche 1 Prospectus can be obtained from the Company's Registered Offices and Corporate offices, Offices of the Lead Managers, Lead Brokers, Trading Members and Designated Branches of the SCSBs.

