Public Issue of Secured Redeemable Non Convertible Debentures

Srei Infrastructure Finance Limited

Issue Opens On: December 30th, 2013 Issue Closes On: January 31st, 2014#

^For more details please refer to the Prospectus dated December 23, 2013.

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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 Secured Redeemable Non-Convertible Debentures of face value of Rs 1000/- each ("NCDs") and has filed a Prospectus dated December 23, 2013 with the Registrar of Companies, 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 entitled "Risk Factors" beginning on page 12 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.darashaw.com, www.srei.com, www.karvy.com, www.integratedindia.in, www.rrfinance.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 maybe, subject to necessary approvals. In the event of an early closure or extension of the Issue, ourCompany 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 by its letter dated November 22, 2013 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 shall be filed with the Registrar of Companies, Kolkata, West Bengal ("RoC")in terms of section 56 and section 60 of the Act and corresponding provisions of the Companies Act, 2013, to the extent notified and in force ("Companies Act 2013"), along with the requisite endorsed/certified copies of all requisite documents. For further details please refer to the section titled "Material Contracts and Documents for Inspection" beginning on page no. 192 of the Prospectus dated December 23, 2013.

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 ₹ 1,000 million 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 Prospectus dated December 7, 2013 ("Draft Prospectus") and Prospectus dated December 23, 2013 ("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.darashaw.com and www.srei.com and Co Lead Managers at: www.rrfcl.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 December 23, 2013.

SREI

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SREI

1 Srei Infrastructure Finance Limited – The Issuer

Introduction of Srei

Srei Infrastructure Finance Limited has been the pioneeer in infrastructure financing in India, steadily contributing towards infrastructural development in order to make a better tommorrow. Srei has a pan India presence with a network of 198 offices. Srei has also replicated its business model overseas with four 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 24 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 March 31, 2013
- Consolidated PAT is ₹ 88 Crore and Capital Adequacy of 21.28% as on September 30, 2013

SREI

Vision and Mission Statement

Vision

To be the most inspiring global holistic infrastructure institution

Mission

To be an Indian multinational company providing innovative integrated infrastructure solutions

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Evolution of Srei

1985	Incorporated as a Public Limited with Registrar of Companies, New Delhi
1989	Started operations and identified infrastructure sector as the core business
1992	Initial Public Offering. 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 Leasing Solutions, 100% subsidiary of BNP Paribas
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

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Board of Directors

Salil K Gupta, Chief mentor
Independent Director

- Former Chairman, West Bengal Industrial Development Corporation Limited
- Former President: Institute of Charted Accountants of India
- Over 55 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 33 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 29 years of experience in global infrastructure financing

S Rajgopal, Independent Director

- Former CMD, Bank of India
- Former CMD, Indian Bank
- Over 40 years of experience in banking industry

Board of Directors

S Chatterjee, Independent Director

- Former Executive Director, Axis Bank Limited, Mumbai
- Over 45 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 22 years of experience in asset management in international and emerging markets

S K Deb, Independent Director

- A Chartered Accountant with over 42 years of experience in Assurance and Business Advisory
- Exp. in Due Diligence Review, Valuation and Internal Audit

Business Verticals

Fund Based Business

- Project Financing - The project finance division of our Company provides customized financing to infrastructure projects and their sponsor companies.
- Infrastructure Equipment Finance - Srei BNP Paribas a 50:50 JV between Srei Infrastructure and BNP Paribas Lease Group has emerged as one of the major equipment financiers in India by specializing in the infrastructure and construction equipment space. 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.
- International Business Operations – The Company has equipment leasing operations in Russia

Fee Based Business

- Project Advisory – The infrastructure project advisory division of our Company has, through successful implementation of a number of projects, gained professional strength in all major areas of Infrastructure. It provide services in conceptualization of projects, in preparing feasibility reports, detailed project reports and in financial structuring, particularly of different PPP models.
- Investment Banking - Srei Capital Markets Limited is one of the merchant bankers in India which provides a wide gamut of services from IPOs, Delisting, Buy-Back, Open Offers, NCD / Bond Placement to private placements of Equity, Debt Syndication and M&A Advisory.
- Venture Capital - One of the venture capital players in the country with primary focus on managing investments in the infrastructure sector.
- Insurance Broking – The Company has 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

- Infrastructure Project Development - Company's deep understanding has provided the opportunities for investment in many of the infrastructure projects viz telecom, transportation etc.

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Our Key Strengths

Composite financial services platform focused on infrastructure

- Provides financial products and services to our customers engaged in infrastructure development and construction, with particular focus on power, road, telecom, port, oil and gas & SEZ sectors in India with a medium to long term perspective

A holistic player in the infrastructure space

- A significant lender in the private infrastructure financing sector
- Deep domain knowledge in project structuring, appraisal and risk evaluation
- Customized financing to infrastructure projects and their sponsor companies.
- Pan- India presence with a network of 198 offices

Experienced management team and dynamic professionals

- Professional team with diverse background and deep domain knowledge in various sectors

Established relationships with government entities & well-developed client relationships

- Well developed relationship with government entities gives access to major advisory and financing opportunities in the infra sector
- Few Indian NBFCs to have accessed the International market for funds and its GDR has been listed on London Stock Exchange

Strong asset quality

- Achieved through comprehensive appraisal skills and disciplined risk management practices

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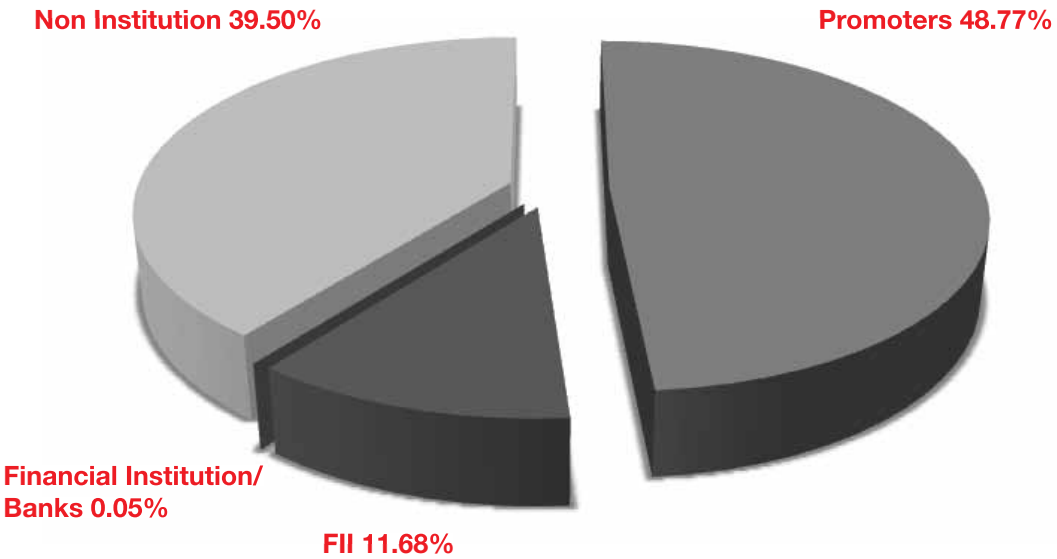
Shareholding Pattern as on September 30, 2013



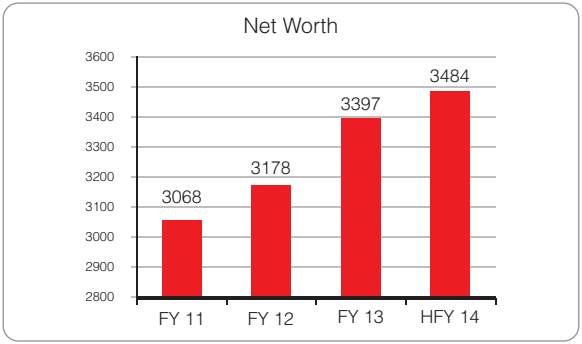
Shareholding Pattern	
Promoters	48.77%
FII	11.68%
Financial Institution/Banks	0.05%
Non Institution	39.50%

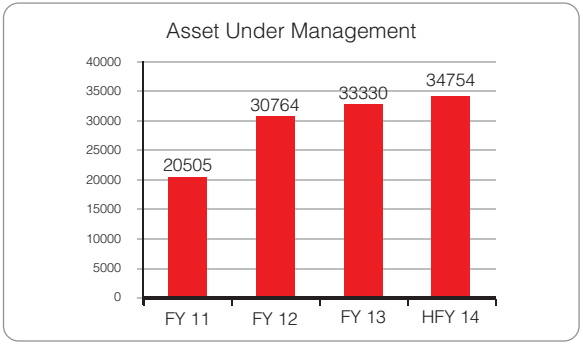
2

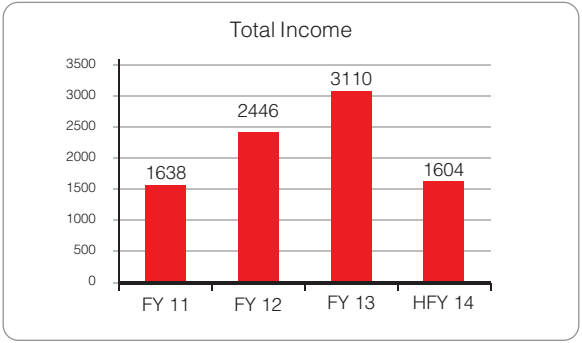
Srei Infrastructure Finance Limited – Financial Performance

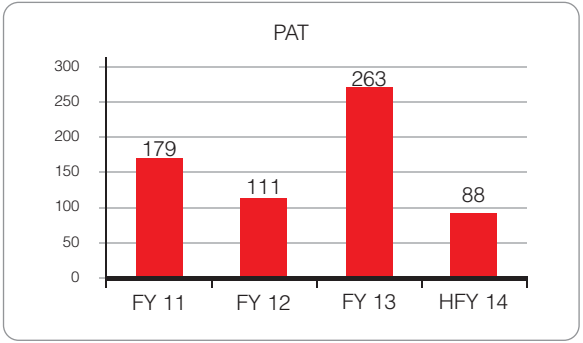
Consolidated Performance Highlights

(Amount in ₹ mn.)









3 Issue Structure

Issue Structure

Issuer	• Srei Infrastructure Finance Limited ("Company" or "Issuer")
Instrument & Issue size	• Public Issue of Secured Redeemable NCDs of face Value of ₹1000/- each, for an amount upto ₹1000 milion.
Credit Rating & Security Cover	• "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
Use of Proceeds	• Funds raised through the Issue of NCDs will be utilized for various financing activities, to repay our existing loans and our business operations including for our capital expenditure and working capital requirements
Issue Period	• Issue Starts: 30th December 2013 • Issue End: 31st January 2014#
Listing & Depositories	• BSE and NSE Limited • NSDL and CDSL
Lead Managers	ICICI Securities; A. K. CAPITAL FINANCE PVT. LTD.; DARASHAW; SREI
Co-Lead Managers	KARVY INVESTMENT BANKING; smc capitals; BAJAJ CAPITAL; Integrated since 1974

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##	VII
Frequency of Interest Payment	Annually	Cumulative	Annually	Cumulative	Annually	Monthly	Annually
Category of investor who can apply	I,II,III	II,III	I,II,III	II,III	I, II, III	II,III	II,III
Face Value/Issue Price of NCDs (₹ / NCD)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Minimum Application	₹ 10000/- (10 NCDs)	₹ 10000/- (10 NCDs)	₹ 10000/- (10 NCDs)	₹ 10000/- (10 NCDs)	₹ 10000/- (10 NCDs)	₹ 10000/- (10 NCDs)	₹ 10000/- (10 NCDs)
Issue Price (₹ / NCD)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Tenor from Deemed Date of Allotment	2 years	2 years	3 years	3 years	5 years	5 years	5 years
Coupon (%) for Institutional Investor(s)	11.00%	N.A.	11.25%	N.A.	11.50%	N.A.	N.A.
Coupon (%) for Non- Institutional Investor(s)	11.00%	N.A.	11.25%	N.A.	11.50%	10.94%	Year 1: 12.00%
							Year 2: 11.50%
							Year 3:11.50%
							Year 4: 11.25%
							Year 5: 11.25%

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Issue Structure

Series	I	II	III ***	IV	V	VI##	VII
Coupon (%) for Individual Category	11.25%	N.A.	11.50%	N.A.	11.75%	11.16%	Year 1: 12.50%
							Year 2: 12.00%
							Year 3: 11.50%
							Year 4: 11.25%
							Year 5: 11.25%
Effective Yield (per annum) for Institutional Investor(s)	11.00%	N.A.	11.25%	N.A.	11.50%	N.A.	N.A.
Effective Yield (per annum) for Non- Institutional Investor(s)	11.00%	11.00%	11.25%	11.24%	11.50%	11.51%	11.53%
Effective Yield (per annum) for Individual Category	11.25%	11.27%	11.50%	11.51%	11.75%	11.75%	11.77%
Amount (₹ / NCD) on Maturity for Institutional Investor(s)**	₹ 1,000/-	N.A.	₹ 1,000/-	N.A.	₹ 1,000/-	₹ 1,000/-	₹ 1,000/-
Amount (₹ / NCD) on Maturity for Non-Institutional Investor(s)**	₹ 1,000/-	₹ 1,232/-	₹ 1,000/-	₹ 1,377/-	₹ 1,000/-	₹ 1,000/-	₹ 1,000/-
Amount (₹ / NCD) on Maturity for Individual Investor(s) **	₹ 1,000/-	₹ 1,238/-	₹ 1,000/-	₹ 1,387/-	₹ 1,000/-	₹ 1,000/-	₹ 1,000/-

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Issue Structure

Series	I	II	III ***	IV	V	VI##	VII
Nature of Indebtedness	Secure and Non Convertible.						
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 NCDs, as may be agreed between the Company and the Trustees for the Debentures Holders and mortgage/pari-passu charge on its identified immovable property.						
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.						

Institutional Category Investor(s) can subscribe to Series I, Series III & Series V NCDs, Non Institutional and Individual Category Investor(s) can subscribe to Series I, Series II, Series III, Series IV, Series V, Series VI & Series VII NCDs.

** Subject to applicable tax deducted at source, if any.

*** Our Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated their choice of the relevant NCD Series or have applied for wrong Series.

##Series VI NCDs would be allotted compulsorily in dematerialized form to all categories of Investors.

Additional coupon of 0.25% p.a. for existing bondholders and/or equity shareholders of the company for Individual Category of investors on Deemed Date of Allotment.

4 Investment Consideration

Benefits of Investment in Srei NCDs

Return

- 11.77% Highest Effective Yield per annum for Individual Category Investors in Series VII
- 11.53 % Highest Effective Yield per annum for Non Institution Category Investors in Series VII
- 11.50% Highest Effective Yield per annum for Institution Category Investors in Series V
- Addtional coupon of 0.25% 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 NCDs

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 VI NCDs would be allotted compulsorily in dematerialized form to all categories of Investors

SREI

Thank You

Experience the joy of more.

Public Issue of Secured NCDs.

Interest upto
11.75% p.a.^

SMS SREI to 56161

Issue starts 30th Dec 2013 to 31st Jan 2014#

Srei Infrastructure Finance Ltd.

^For more details please refer to the Prospectus dated December 23, 2013.

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