

Corporate Governance

General information about company	
Scrip Code	503806
NSE Symbol	SRF
MSEI Symbol	NOTLISTED
ISIN	INE647A01010
Name of the entity	SRF Limited
Date of start of financial year	01-APR-2023
Date of end of financial year	31-MAR-2024
Reporting Quarter	Yearly
Date of Report	31-Mar-2024
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson		Yes																						
Whether Chairperson is related to MD or CEO		Yes																						
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to regulation 17A(1) & 17A(2)]	Number of members in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for not providing DIN	Notes for not providing DIN
1	Mr.	Ashish Bharat Ram	00671567	Executive Director	Chairperson related to Promoter	MD	31-Dec-1968	No				Active	NA		23-May-2005	23-May-2020			4	1	2	1		
2	Mr.	Kartik Bharat Ram	00008557	Executive Director	Not Applicable	MD	04-Jul-1971	No				Active	NA		19-May-2006	01-Jun-2021			2	0	2	0		
3	Mr.	Tejpreet S Chopra	00317683	Non-Executive - Independent Director	Not Applicable		05-Dec-1969	No				Active	NA		21-Sep-2011	01-Apr-2019	31-Mar-2024	151	5	5	3	2	Tenure Completion	

4	Mr.	Lakshman Lakshminarayan	00012554	Non-Executive - Independent Director	Not Applicable		17-Jul-1946	No			Active	Yes	07-Aug-2018	11-Nov-2011	01-Apr-2019	31-Mar-2024	149	1	1	1	Tenure Completion		
5	Mr.	Vellayan Subbiah	01138759	Non-Executive - Non Independent Director	Not Applicable		07-Aug-1969	No			Active	NA		01-May-2012	10-May-2022			5	0	3	1		
6	Mr.	Pramod Gopaldas Gujarathi	00418958	Executive Director	Not Applicable		25-Jun-1952	No			Active	NA	30-Jun-2023	01-Apr-2017	01-Apr-2023			2	1	1	0		
7	Mr.	Puneet Yadu Dalmia	00022633	Non-Executive - Independent Director	Not Applicable		15-Oct-1972	No			Active	NA		01-Apr-2019	01-Apr-2019			60	4	3	1	0	
8	Mr.	Yash Gupta	00299621	Non-Executive - Independent Director	Not Applicable		04-Jul-1968	No			Active	NA		01-Apr-2019	01-Apr-2019			60	2	1	1	0	
9	Mr.	RAJ KUMAR JAIN	01741527	Non-Executive - Independent Director	Not Applicable		02-Mar-1959	No			Active	NA		09-May-2022	09-May-2022			23	2	2	2	0	
10	Mrs.	Bharti Gupta Ramola	00356188	Non-Executive - Independent Director	Not Applicable		21-Oct-1958	No			Active	NA		04-Feb-2019	04-Feb-2024			63	3	3	2	0	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson												Yes		
Sr	DIN Number	Name of Committee members			Category 1 of directors				Category 2 of directors			Date of Appointment	Date of Cessation	Remarks

1	00012554	Lakshman Lakshminarayan	Non-Executive - Independent Director	Chairperson	25-Jul-2012	31-Mar-2024	
2	00356188	Bharti Gupta Ramola	Non-Executive - Independent Director	Member	01-Apr-2019		
3	01741527	RAJ KUMAR JAIN	Non-Executive - Independent Director	Member	10-May-2022		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00317683	Tejpreet S Chopra	Non-Executive - Independent Director	Chairperson	11-Nov-2011	31-Mar-2024	
2	00022633	Puneet Yadu Dalmia	Non-Executive - Independent Director	Member	01-Apr-2019		
3	00299621	Yash Gupta	Non-Executive - Independent Director	Member	01-Apr-2019	31-Mar-2024	

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00317683	Tejpreet S Chopra	Non-Executive - Independent Director	Chairperson	14-Feb-2013	31-Mar-2024	
2	00671567	Ashish Bharat Ram	Executive Director	Member	20-Jul-2007		
3	00008557	Kartik Bharat Ram	Executive Director	Member	20-Jul-2007		
4	00299621	Yash Gupta	Non-Executive - Independent Director	Member	01-Apr-2019	31-Mar-2024	

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00671567	Ashish Bharat Ram	C,ED	Chairperson	01-Apr-2019		
2	00008557	Kartik Bharat Ram	ED	Member	01-Apr-2019		
3	00356188	Bharti Gupta Ramola	ID	Member	01-Apr-2019		

Annexure 1

Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-Oct-2023			true	10	9	6
2	30-Jan-2024	94		true	10	8	4

Annexure 1

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Stakeholders Relationship Committee	04-Oct-2023				true	4	2	1	0
2	Stakeholders Relationship Committee	09-Nov-2023	35			true	4	4	2	0
3	Stakeholders Relationship Committee	21-Nov-2023				true	4	4	2	0
4	Stakeholders Relationship Committee	28-Dec-2023	36			true	4	3	1	0
5	Stakeholders Relationship Committee	24-Jan-2024				true	4	4	2	0
6	Stakeholders Relationship Committee	08-Feb-2024				true	4	3	1	0
7	Stakeholders Relationship Committee	26-Mar-2024	46			true	4	4	2	0
8	Risk Management Committee	28-Nov-2023				true	3	3	1	0
9	Audit Committee	27-Oct-2023				true	3	3	3	0
10	Audit Committee	30-Jan-2024	94			true	3	3	3	0

11	Nomination and remuneration committee	30-Jan-2024				true	3	2	2	0
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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No	
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr	Date of the event	Brief details of the event

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Rajat Lakhpal
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.srf.com
2	Terms and conditions of appointment of independent directors	Yes		www.srf.com
3	Composition of various committees of board of directors	Yes		www.srf.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.srf.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.srf.com
6	Criteria of making payments to non-executive directors	Yes		www.srf.com
7	Policy on dealing with related party transactions	Yes		www.srf.com
8	Policy for determining 'material' subsidiaries	Yes		www.srf.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.srf.com
10	Email address for grievance redressal and other relevant details	Yes		www.srf.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.srf.com
12	Financial results	Yes		www.srf.com
13	Shareholding pattern	Yes		www.srf.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.srf.com
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		www.srf.com
16	New name and the old name of the listed entity	NA		

17	Advertisements as per regulation 47 (1)	Yes		www.srf.com
18	Credit rating or revision in credit rating obtained	Yes		www.srf.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.srf.com
20	Secretarial Compliance Report	Yes		www.srf.com
21	Materiality Policy as per Regulation 30(4)	Yes		www.srf.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.srf.com
23	Disclosures under regulation 30(8)	Yes		www.srf.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.srf.com
25	Dividend distribution policy as specified in regulation 43A(1)	Yes		www.srf.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.srf.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.srf.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		www.srf.com
Disclosure of notes on website in terms of Listing Regulations explanatory				

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	

4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	

28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5) ,(6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	

Any other information to be provided - Add Notes	
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Annexure II		
1	Name of signatory	Rajat Lakhpal
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	

Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	
Name	Rahul Jain	
Designation	CFO	
Place	Gurugram	
Date	18-Apr-2024	