



The Corporate Relationship Department,  
BSE Limited  
Ist Floor, New Trading Ring Rotunda  
Building, P.J. Towers  
Dalal Street,  
Mumbai 400 001

Scrip Code- 503806

National Stock Exchange of India Limited  
“Exchange Plaza”  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai 400 051

Scrip Code-SRF

**SRF/SEC/BSE/NSE**

**03.05.2024**

### **Annual Secretarial Compliance Report**

Dear Sir,

In compliance with Regulation 24(A)(2) of SEBI Listing Regulations, 2015, as amended, we are submitting the Annual Secretarial Compliance Report dated May 03, 2024 for the year ended March 31, 2024.

Kindly take the same on record and acknowledge.

Thanking you,  
**Yours faithfully,**  
For **SRF Limited**

**Rajat Lakhpal**  
**Sr. VP (Corporate Compliance) & Company Secretary**

**SRF LIMITED**  
Block - C, Sector - 45  
Gurugram - 122 003  
Haryana, India  
Tel: +91-124-4354400  
Fax: +91-124-4354500  
Email: [info@srf.com](mailto:info@srf.com)  
Website: [www.srf.com](http://www.srf.com)

**Regd. Office:**  
Unit No. 236 and 237, 2nd Floor,  
DLF Galleria, Mayur Place  
Noida Link Road  
Mayur Vihar Phase I Extension  
Delhi -110 091

# **SANJAY GROVER & ASSOCIATES**

## **COMPANY SECRETARIES**

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: contact@cssanjaygrover.in  
Website: www.cssanjaygrover.in

### **Secretarial Compliance Report of SRF Limited for the financial year ended 31<sup>st</sup> March, 2024**

I, Kapil Dev Taneja, Partner of Sanjay Grover & Associates, a firm of Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by **SRF Limited** (“the listed entity” or “the Company”)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

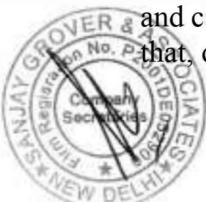
for the financial year ended **31<sup>st</sup> March, 2024** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; {Not applicable during the Review Period}
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; {Not applicable during the Review Period}
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

and circulars/guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:



## **SANJAY GROVER & ASSOCIATES**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S.r. N.o.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.					

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports i.e. report for the year ended 31 <sup>st</sup> March, 2023	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company redeemed its commercial paper (ISIN: INE647A14963) on October 21, 2022. The Company has intimated to NSE about the redemption of such commercial paper on October 28, 2022.	Para 8.4 of Chapter XVII of SEBI Operational Circular SEBI/HO/DDHS/P/ CIR/2021/613 dated August 10, 2021- The issuer shall submit a certificate to the stock exchange confirming fulfilment of its payment obligations with respect to commercial papers within 2 days of	The Company redeemed its commercial paper (ISIN: INE647A14963) on October 21, 2022. The Company has intimated to NSE about the redemption of such commercial paper on October 28, 2022. Fine of Rs. 6,000/- imposed by NSE Limited	The Company has deposited the amount of Rs. 6,000/-. However, NSE also waived off the said penalty.	The Company has deposited the amount of Rs. 6,000/-. However, NSE also waived off the said penalty.	



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		payment becoming due.			
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(c) I hereby report that, during the Review Period, the compliance status of the listed entity with the following requirements:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Observations/ Remarks by PCS</b>
1.	<u>Secretarial Standard</u>  The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	None
3.	<u>Maintenance and disclosures on Website:</u>  <ul style="list-style-type: none"> <li>• The Company is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which directs to the relevant document(s)/ section of the website</li> </ul>	Yes	None
4.	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>Details related to Subsidiaries of listed entities:</u>	Yes	None



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	(a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<u>Preservation of Documents:</u>  The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7.	<u>Performance Evaluation:</u>  The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	As per the Guidance Note on Board Evaluation prescribed by SEBI, Board Evaluation is required to be done once in a year and the Company has complied with the same.
8.	<u>Related Party Transactions:</u>  (a) The Company has obtained prior approval of Audit Committee for all Related party transactions  (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee	Yes  NA	None
9.	<u>Disclosure of events or information:</u>  The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u>  The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	Yes	None



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	No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	<u>Resignation of statutory auditors from the Company or its material subsidiaries</u>  In case of resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations by listed entities	NA	Members of the Company at their Annual General Meeting held on June 30, 2023 re-appointed M/s B S R & Co., LLP, Chartered Accountants as Statutory Auditors of the Company for their 2 <sup>nd</sup> term of 5 (five) consecutive years. Further, there were no instances of resignation of statutory auditors in the Company and/or its material subsidiary during the review period.
13.	<u>No additional non-compliances observed:</u>  No additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc.	Yes	None

For Sanjay Grover & Associates  
Company Secretaries  
Firm Registration No.: P2001DE052900  
Peer Review Certificate No.: 4268/2023



Kapil Dev Taneja  
Partner

CP No.: 22944; M No.: F4019  
UDIN: F004019F000299754

New Delhi  
May 03, 2024