



The Corporate Relationship Department,
BSE Limited
1st 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

23.07.2025

**Sub: Intimation under regulation 31A of the Securities and Exchange Board of India
(Listing obligations and disclosure requirements) Regulations, 2015**

Dear Sir/Madam,

In continuation of our intimation dated May 26, 2025, we would like to inform that the Board of Directors in its meeting held today on July 23, 2025 has considered and approved the request received from SMK Wellness Private Limited, which is presently classified as part of Promoter Group of the Company, for reclassification as a public shareholder.

The approval of the Board towards reclassification is subject to the approval of BSE Limited and National Stock Exchange of India Limited /or such other approval, if any, as may be required in this regard in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof.

We are enclosing herewith certified copy of the extract of the minutes of the Board meeting held on July 23, 2025.

This is for your information and record please.

Thanking you,

Yours faithfully,
For SRF LIMITED

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

Encl : A/a

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EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SRF LIMITED AT ITS MEETING HELD ON 23.07.2025 AT CORPORATE OFFICE AT BLOCK C, SECTOR 45, GURUGRAM - 122003

Review the Request received from SMK Wellness Private Limited for Re-classification from Promoter Group to Public

The board was apprised that M/s SMK Wellness Private Limited (formerly known as SMK Wellness LLP) ("Outgoing Promoter") belonging to the Promoter Group of the SRF Limited ("the Company") has vide its letter dated May 26, 2025, requested the Company for reclassification from the promoter Group to Public shareholder of the Company ("Request Letter") and same was intimated to the Stock Exchange(s) on same day.

The above-mentioned Request Letter placed before the Board and it was noted that -

- SMK Wellness Private Limited (formerly known as SMK Wellness LLP) ("SMK") was included in the list of Promoter Group of the Company by virtue of contribution to 50% of Partner's capital in SMK Wellness LLP by Rose Farms (Delhi) LLP which is one of the promoter group entities of the Company. The aforesaid contribution to 50% of Partner's capital was made on 19-12-2024. Thereafter after conversion of SMK Wellness LLP into a private limited company, 50% of the paid-up capital was allotted to said Rose Farms (Delhi) LLP in SMK Wellness Private Limited.
- Rose Farms (Delhi) LLP has sold its entire stake in SMK on 21-03-2025 and thereafter didn't hold any equity stake or investment in SMK.
- SMK has not been associated to the business or management of Company or any of the entities in the promoter group of Company. SMK do not have any right either to appoint any Director of Company or any ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of control, if any, exercised by Rose Farms (Delhi) LLP.

It was further noted that approval of the shareholders is not necessary as the Outgoing Promoter seeking reclassification and persons related to them together do not hold more than one percent of total voting rights in the Company.

It was also noted that none of the Directors, Key Managerial Personnel of the Company and their relatives were in any way, directly or indirectly, either financially or otherwise, interested or concerned in this resolution.

Based on the above and in accordance with the provisions of Regulation 31A of SEBI Listing Regulations, 2015, the Board considered the request of the Outgoing Promoters for reclassification from the 'Promoter and Promoter Group' category to 'Public' category.

After discussion, it was :

"RESOLVED THAT pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") and other applicable provisions, if any, of the Companies Act, 2013 and the approval of the Stock Exchange(s) where the equity shares of the SRF Limited ("the Company") are listed namely, BSE Ltd and National Stock Exchange of India Limited or such other approval, if any, as may be required in this regard, the approval of the Board be and is hereby accorded to the request received from M/s SMK Wellness Private Limited ("Outgoing Promoter") for reclassification from 'Promoter Group' to 'Public Shareholder(s)'.

RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(b) of Listing Regulations, the Board hereby confirms that M/s SMK Wellness Private Limited:

1. do not hold more than 10% of the paid-up equity share capital of the Company;
2. do not exercise control over the affairs of the Company;
3. do not have any special rights in the Company through formal or informal arrangements including through any shareholder agreement;
4. do not hold any position of Board of Directors in the Company;
5. do not hold any key managerial personnel position in the Company;
6. have not been declared as wilful defaulter as per Reserve Bank of India guidelines;
7. are not subject to any regulatory action; and
8. are not a fugitive economic offender.

"RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of Listing Regulations, the Board hereby confirms that the Company:

1. will be compliant with the requirements for minimum public shareholding as required under Regulation 38 of the SEBI Listing Regulations;
2. shall not have trading in its shares suspended by the stock exchanges;
3. shall not have any outstanding dues to the Securities and Exchange Board of India, the stock exchange or depositories."

RESOLVED FURTHER THAT Mr. Ashish Bharat Ram, Chairman & Managing Director, Mr. Kartik Bharat Ram, Joint Managing Director and Mr. Rajat Lakhpal, Sr. VP (Corporate Compliance) & Company Secretary, be and are hereby severally authorized to take all necessary steps and to do all such acts, deeds, and things as may be necessary for the purpose of giving effect to this resolution including filing of application with the stock exchanges and other regulatory authorities and submission of relevant documents.

RESOLVED FURTHER THAT copies of the foregoing resolutions, certified to be true by any one of the Directors or Company Secretary, be furnished to BSE Limited and National Stock Exchange of India Limited and/or any other authorities concerned, as may be required and they be requested to act thereon."

**CERTIFIED TO BE TRUE COPY
FOR SRF LIMITED**

RAJAT

LAKHANPAL

Digitally signed by RAJAT
LAKHANPAL

Date: 2025.07.23 14:42:33
+05'30'

**RAJAT LAKHANPAL
SR. VP (CORPORATE COMPLIANCE) & COMPANY SECRETARY
MEMBERSHIP NO. ACS-12725
(ADDRESS- BLOCK -C, SECTOR - 45, GURUGRAM- 122003)**

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