



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

06.09.2021

Dear Sirs,

Sub: POSTAL BALLOT NOTICE DATED – 31.08.2021 – SRF LIMITED

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed Notice of Postal Ballot dated 31.08.2021 sent to the members of the Company at their registered email address for seeking approval for the resolutions as contained in the Notice.

Deemed Date of Completion of Dispatch of Notice (by email) to members whose names appear in the member register/ records as on Friday September 03, 2021 ("Cut off date") is Monday, September 06, 2021

The remote e-voting facility will commence from Tuesday, September 07, 2021 at 09:00 a.m. Indian Standard Time ('IST') and ends on Wednesday, October 06, 2021 at 05:00 p.m. IST (both days inclusive).

The result of the Postal Ballot shall be declared on Thursday, October 07, 2021

In terms of MCA Circulars, the Company has sent Postal Ballot Notice in electronic form only to all its Members who have registered their e-mail IDs with the Depositories through the concerned Depository Participants and/or with the Company's Registrar and Share Transfer Agent ('RTA'), KFin Technologies Private Limited ('KFintech'). Also, Members are required to communicate their assent or dissent through the 'remote e-voting' system only. No hard copy of the said Notice along with Postal Ballot Forms and pre-paid business envelope will be sent to the Members for this Postal Ballot.

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the E-voting notice, may temporarily get their e-mail registered with the Companies RTA, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and following the registration process as guided thereafter.

The said information are also available on the Website of the Company.

This is for your information as also for the information of the public at large.

Please take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **SRF LIMITED**

Rajat Lakhanpal
VP (Corporate Compliance) & Company Secretary

Encl : A/a

SRF LIMITED
Block - C, Sector - 45
Gurugram - 122 003
Haryana, India
Tel: +91-124-4354400
Fax: +91-124-4354500
Email: info@srf.com
Website: 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



SRF Limited

(CIN: L18101DL1970PLC005197)

Regd. Office: The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, 2nd Floor, Mayur Place, Mayur Vihar

Phase I Extn, Delhi – 110091

Tel. No: (+91-11) 49482870, (+91-124) 4354400, Fax: (+91-11) 49482900, (+91-124) 4354500

Email: cs@srf.com website: www.srf.com

POSTAL BALLOT NOTICE

(Notice pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below):

Dear Shareholder(s),

Notice is hereby given in terms of the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (“MCA Circulars”), that the resolution appended below is proposed to be passed by the Members of SRF Limited (“the Company”). The Resolution(s) in respect of the matter(s) as set out in the accompanying Postal Ballot Notice are proposed to be transacted through postal ballot only by way of remote electronic voting (“Postal Ballot”).

The resolution(s) proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on Tuesday, September 7, 2021 and end on Wednesday, October 6, 2021. The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorised by him after completion of scrutiny of the e-voting and, the results of the voting shall be declared on or before Thursday, October 7, 2021. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e. www.srf.com and on the e-voting website of KFin Technologies Private Limited i.e. <https://evoting.kfintech.com>. The same shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited, on which the shares of the Company are listed.

Special Business

- 1. Approval for cancellation of unissued portion of authorized preference share capital and corresponding increase in authorised equity share capital of the Company and consequent alteration of the Memorandum of Association**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable, and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders be and is hereby accorded to cancel unissued authorised preference share capital and correspondingly increase the authorised equity share capital of the Company as follows:

- i) The existing Authorized Share Capital of the Company which is Rs. 336,00,00,000 comprising 12,00,00,000 Equity Shares of Rs.10 each, 10,00,000 Preference Shares of Rs.100 each, 12,00,000 Cumulative Convertible Preference Shares of Rs.50 each and 2,00,00,000 Cumulative Preference Shares of Rs.100 each, be and is hereby re-classified to Rs.336,00,00,000 comprising 32,00,00,000 Equity Shares of Rs.10 each, 10,00,000 Preference Shares of Rs.100 each and 12,00,000 Cumulative Convertible Preference Shares of Rs.50 each after cancelling the unissued portion of authorized preference share capital of the Company representing 2,00,00,000 Cumulative Preference shares of Rs.100 each aggregating to Rs. 200,00,00,000 and correspondingly increasing the authorised equity share capital of the Company by 20,00,00,000 equity shares of Rs. 10 each.
- ii) The existing Authorised Equity Share Capital of the Company be and is hereby increased by Rs. 200,00,00,000 from Rs. 120,00,00,000 comprising of 12,00,00,000 equity shares of Rs. 10 each to Rs. 320,00,00,000 comprising of 32,00,00,000 equity shares of face value of Rs. 10 each, consequent to the cancellation of 2,00,00,000 Cumulative Preference shares of Rs.100 each aggregating to Rs. 200,00,00,000.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be deleted in its entirety and substituted with the following:

"V. The share capital of the Company is Rs.336,00,00,000 (Rupees Three hundred thirty six crores only) divided into 32,00,00,000 Equity Shares of Rs.10 each, 10,00,000 Preference Shares of Rs.100 each and 12,00,000 Cumulative Convertible Preference Shares of Rs.50 each , with the power to increase, reduce, divide and/or sub-divide the share capital and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, howsoever, as may be determined in accordance with the law and the regulations from time to time of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company and to consolidate or sub-divide or reorganise shares or issue shares of higher or lower denominations."

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard."

2. Issue of Bonus Shares

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of Companies Act, 2013 read with Rule 14 of The Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable, the relevant provisions of Articles of Associations of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard along with consents, permissions and sanctions, if any, as may be required from Ministry of Corporate Affairs, Registrar of Companies and/or any other appropriate statutory regulatory authorities, government authorities or

departments, institutions or bodies as may be required in this regard, approval of shareholders of the company be and is hereby accorded to the Board of Directors of the Company ("the Board" which term shall be deemed to include any duly constituted committee thereof) for capitalisation of a sum not exceeding Rs. 236,98,08,200 from the securities premium account of the Company as per the audited accounts of the Company for the Financial Year ended on March 31, 2021 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of Shares of Rs.10/- (Rupees ten only) each, credited as fully paid up to the holders of equity shares of the Company whose names appear in the Register of Members maintained by the Company or List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL)/& Central Securities Depositories Limited (CDSL) on such date ("Record Date") as may be fixed in this regard by the Board, in the proportion of 4 (four) fully paid up equity shares for every 1 (one) existing fully paid up equity share held by the Members and that the Bonus shares so distributed shall, for all purposes, be treated as an increase in the Nominal amount of Share Capital of the Company held by each such member, and not as income of members.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with fully paid-up Equity Shares of the Company as existing on the Record Date and shall be subject to the terms and conditions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Registered Office:

The Galleria, DLF Mayur Vihar,
Unit No. 236 & 237, Second Floor,
Mayur Place, Mayur Vihar Phase I Extn,
Delhi – 110091

By Order of the Board of Directors
For SRF Limited

Sd/-

Rajat Lakhpal
VP (Corporate Compliance) & Company
Secretary
Membership No. A12725

Place : Gurugram

Date : August 31, 2021

NOTES

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, September 3, 2021 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Regulations") and in accordance with the MCA Circulars, the Company has engaged its Registrar & Transfer Agent viz. KFin Technologies Private Limited ("KFintech" or "RTA") as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting"). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
4. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 ("MCA Circulars"). The Notice shall also be uploaded on the website of the Company i.e. www.srf.com and on the e-voting website of KFintech i.e. <https://evoting.kfintech.com>.

All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 8. As per the MCA Circulars and in view of non-availability of proper postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

5. Dispatch of the Notice shall be deemed to be completed on Monday, 6 September, 2021
6. E-voting shall commence on Tuesday September 7, 2021 at 9.00 A.M. (IST) and end on Wednesday, October 6, 2021 at 5.00 P.M. (IST). The e-voting module shall be disabled by KFintech for voting thereafter.
7. The Board of Directors of the Company has appointed Mr. Arunesh Dubey Proprietor of M/s Arunesh Dubey & Co., Practising Company Secretaries (FCS : 7721 / CP No. 14054) as 'Scrutinizer' for conducting the Postal Ballot process in a fair and transparent manner.
8. **The remote e-voting process shall be as under:**

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN Tech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.:.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. <u>NSDL IDeAS facility</u></p> <p>If you are already registered for NSDL IDeAS facility</p> <ol style="list-style-type: none">1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.5. Click on options available against company name or e-Voting service provider - Kfintech and you will be re-directed to Kfintech e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none">1. The option to register is available at https://eservices.nsdl.com/.2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Upon successful registration, please follow steps given at Point 1 to 5 above. <p>B. <u>e-Voting website of NSDL</u></p> <ol style="list-style-type: none">1. Visit e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under Shareholder/Member section.3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdsindia.com/myeasi/home/login or www.cdsindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. Kfintech. Click on Kfintech to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdsindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. kfintech where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider-Kfintech and you will be redirected to e-Voting website of Kfinetc for casting your vote.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL](#)

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdsindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- a) Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) i.e., 6306, followed by the folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- c) After entering these details appropriately, click on “LOGIN”.
- d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the “EVEN” i.e., ‘6306’ and click on “Submit”
- g) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- i) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- j) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- k) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID pcsdaco@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice and e-voting instructions cannot be serviced, will have to follow the following process:

On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Procedure for Electronic folios:

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select the company name
2. Shareholder to enter DPID-CLID / Folio No. and PAN No.
3. Shareholder to enter the e-mail id and mobile no.
4. System check the authenticity of the client id and PAN and send the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of services Postal Ballot notice.
7. System will send the notice & procedure for e-voting to the e-mail given by the shareholder.

Procedure for Physical folios:

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name
2. Shareholder to enter physical Folio No and PAN No.
3. If PAN No. is not available in the records, shareholder to enter one of the Certificate No.
4. Shareholder to enter the e-mail id and mobile no.
5. System check the authenticity of the Folio No. and PAN/Certificate No. and send the different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min. Only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id.
9. System will send the notice & procedure for e-voting to the "e-mail id" given by the shareholder.

Post successful registration of the e-mail, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, the shareholder may write to einward.ris@kfintech.com.

It is however clarified that for permanent registration of e-mail address, the shareholders are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032, India by following due procedure.

Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, to enable servicing of notices/documents / Annual Reports electronically to their e-mail address.

9. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to any other person authorised by him. The result of the Postal Ballot shall be declared by the Chairman or any other person authorised by him on or before Thursday, October 7, 2021 at corporate office of the Company. The resolution if passed by the requisite majority shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Wednesday, October 6, 2021.

The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website i.e. www.srf.com and on the e-voting website of KFinTech i.e. <https://evoting.kfintech.com>. The same shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited, on which the shares of the Company are listed and would be displayed at the Registered Office and Corporate Office of the Company.

10. In case of any query/concern/grievance, Members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or contact Mr B. Venkata Kishore, Deputy Manager – Corporate Registry, KFin Technologies Private Limited at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India, at email: einward.ris@kfintech.com; 1800-3094-001 (toll free) or may write to the Company Secretary at cs@srf.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN
RESPECT OF SPECIAL BUSINESSES SET OUT IN THE POSTAL BALLOT NOTICE**

The following Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

Item No. 1: Cancellation of unissued portion of Authorized Preference Share Capital and corresponding increase in Authorised Equity Share Capital of the Company and consequent alteration of the Memorandum of Association

The present Authorised Capital of the Company is Rs.336,00,00,000 (Rupees Three hundred thirty six crores only) divided into 12,00,00,000 Equity Shares of Rs.10 each, 10,00,000 Preference Shares of Rs.100 each, 12,00,000 Cumulative Convertible Preference Shares of Rs.50 each and 2,00,00,000 Cumulative Preference Shares of Rs.100 each.

It is proposed to cancel the unissued portion of the Authorized Preference Share Capital representing 2,00,00,000 Cumulative Preference Shares of Rs.100 each aggregating to Rs. 200,00,00,000 and correspondingly increase the Authorised Equity Share Capital to 32,00,00,000 Equity Shares of Rs. 10 aggregating to Rs. 320,00,00,000 in lieu of the cancelled unissued portion of the Authorized Preference Share Capital of the Company as above. Therefore, the proposed increase in authorized equity share capital is Rs. 200,00,00,000 in lieu of cancellation of unissued portion of the same amount of authorized preference share capital. The total Authorized Share Capital remains at Rs.336,00,00,000.

This would require and alteration in Clause V of the Memorandum of Association of the Company. As per the provisions of Sections 61 read with Section 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders by way of a special resolution. Approval of the members is sought to amend Clause V of the Memorandum of Association of the Company as stated below:

CLAUSE NO.	EXISTING CLAUSE	PROPOSED CLAUSE
V	The share capital of the Company is Rs.336,00,00,000 (Rupees Three hundred thirty six crores only) divided into 12,00,00,000 Equity Shares of Rs.10 each, 10,00,000 Preference Shares of Rs.100 each, 12,00,000 Cumulative Convertible Preference Shares of Rs.50 each and 2,00,00,000 Cumulative Preference Shares of Rs.100 each, with the power to increase, reduce, divide and/or sub-divide the share capital and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, howsoever, as may be determined in accordance with the law and the regulations from time to time of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company and to consolidate or sub-divide or reorganise shares or issue shares of higher or lower denominations.	The share capital of the Company is Rs.336,00,00,000 (Rupees Three hundred thirty six crores only) divided into 32,00,00,000 Equity Shares of Rs.10 each, 10,00,000 Preference Shares of Rs.100 each and 12,00,000 Cumulative Convertible Preference Shares of Rs.50 each, with the power to increase, reduce, divide and/or sub-divide the share capital and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, howsoever, as may be determined in accordance with the law and the regulations from time to time of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company and to consolidate or sub-divide or reorganise shares or issue shares of higher or lower denominations.

The Board of Directors recommends the resolution as set out in item No. 1 above for your consideration and approval by way of special resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the aforesaid resolution save and except to the extent of their direct or indirect shareholding in the Company.

Item No. 2: Issuance of Bonus Shares

The Board of Directors at its meeting held on August 31, 2021 subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 4 (four) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees 10 only) each by capitalising a sum of Rs. 236,98,08,200 out of securities premium account of the Company.

The bonus issue has been recommended to commemorate the 50th anniversary of the Company.

Article 8 of the Articles of Association of the Company permits issuance of unissued shares to the members of the Company as fully paid bonus shares. Capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act, 2013, regulations issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities.

Further, it is proposed to authorize the Board of Directors of the Company to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

Board of Directors recommends the resolution as set out in item No. 2 above for your consideration and approval by way of an ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the aforesaid resolution save and except to the extent of their direct or indirect shareholding in the Company.

Registered Office:

The Galleria, DLF Mayur Vihar,
Unit No. 236 & 237, Second Floor,
Mayur Place, Mayur Vihar Phase I Extn,
Delhi – 110091

By Order of the Board of Directors
For SRF Limited

Sd/-

Place : Gurugram

Date : August 31, 2021

Rajat Lakhpal
VP (Corporate Compliance) & Company
Secretary
Membership No. A12725