



The Corporate Relationship Department,  
BSE Limited  
1<sup>st</sup> 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**

**07.08.2018**

**Dear Sir,**

**Sub: Annual General Meeting Voting Results and Report under Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

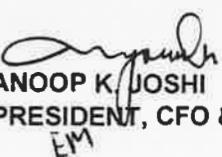
In compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to submit the voting results (mode of voting was by way of E-Voting and Poll) as per Annexure I, on the business transacted as per notice dated May 17, 2018 of the 47<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 7, 2018 at 11:00 a.m. at the Laxmipat Singhania Auditorium, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110 016.

Based on the consolidated report of the Scrutinizer attached, all the resolutions set out in the Notice of 47<sup>th</sup> AGM have been duly approved by the shareholders with requisite majority.

Thanking you,

Yours faithfully,

for SRF LIMITED

  
ANOOP K. JOSHI  
PRESIDENT, CFO & COMPANY SECRETARY  
FM

Encl: As above

**SRF LIMITED**

Block-C Sector-45  
Gurugram 122 003  
Haryana India  
Tel: +91-124-4354400  
Fax: +91-124-4354500  
E-mail: info@srf.com  
Website: www.srf.com

Regd. Office:  
Unit No. 236 & 237, 2nd Floor  
DLF Galleria, Mayur Place  
Noida Link Road  
Mayur Vihar Phase-1 Extension

*ANNEXURE-I*

	SRF LIMITED
Date of the AGM/EGM	07-08-2018
Total number of shareholders on record date	50173
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	62
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Consideration and adoption of Audited Financial Statements for the financial year 2017-18							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>30076500</b>	<b>100</b>	<b>30076500</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	17603008	9936364	56.4470	9936364	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>9936364</b>	<b>56.447</b>	<b>9936364</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	9740992	268673	2.7582	268671	2	99.9992	0.0007
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>292444</b>	<b>3.0022</b>	<b>292442</b>	<b>2</b>	<b>99.9993</b>	<b>0.0007</b>	
<b>Total</b>		<b>57420500</b>	<b>40305308</b>	<b>70.1932</b>	<b>40305306</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Ms. Meenakshi Gopinath as Director who retires by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		30076500	100	30076500	0	100	0
Public- Institutions	E-Voting	17603008	9407014	53.4398	9407014	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9407014	53.4398	9407014	0	100	0
Public- Non Institutions	E-Voting	9740992	267923	2.7505	264785	3138	98.8287	1.1712
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		291694	2.9945	288556	3138	98.9242	1.0758
	Total	57420500	39775208	69.2700	39772070	3138	99.9921	0.0079



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. BSR & Co. LLP, Chartered Accountants as Statutory Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>30076500</b>	<b>100</b>	<b>30076500</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	17603008	9936364	56.4470	9936364	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>9936364</b>	<b>56.447</b>	<b>9936364</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-Voting	9740992	267923	2.7505	265809	2114	99.2109	0.7890
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>291694</b>	<b>2.9945</b>	<b>289580</b>	<b>2114</b>	<b>99.2753</b>	<b>0.7247</b>
	<b>Total</b>		<b>57420500</b>	<b>40304558</b>	<b>70.1919</b>	<b>40302444</b>	<b>2114</b>	<b>99.9948</b>
								<b>0.0052</b>



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of Remuneration of Cost Auditors for financial year 2018-19							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		30076500	100	30076500	0	100	0
Public- Institutions	E-Voting	17603008	9936364	56.4470	9936364	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9936364	56.447	9936364	0	100	0
Public- Non Institutions	E-Voting	9740992	268673	2.7582	266559	2114	99.2131	0.7868
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		292444	3.0022	290330	2114	99.2771	0.7229
	Total	57420500	40305308	70.1932	40303194	2114	99.9948	0.0052



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vinayak Chatterjee (DIN 00008933) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>30076500</b>	<b>100</b>	<b>30076500</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	17603008	9407014	53.4398	8901877	505137	94.6302	5.3697
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>9407014</b>	<b>53.4398</b>	<b>8901877</b>	<b>505137</b>	<b>0</b>	<b>94.6302</b>	<b>5.3698</b>
Public- Non Institutions	E-Voting	9740992	267923	2.7505	22188	245735	8.2814	91.7185
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>291694</b>	<b>2.9945</b>	<b>45959</b>	<b>245735</b>	<b>0</b>	<b>15.7559</b>	<b>84.2441</b>
<b>Total</b>		<b>57420500</b>	<b>39775208</b>	<b>69.2700</b>	<b>39024336</b>	<b>750872</b>	<b>98.1122</b>	<b>1.8878</b>



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Lakshminarayan Lakshman (DIN 00012554) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		30076500	100	30076500	0	100	0
Public- Institutions	E-Voting	17603008	9407014	53.4398	5664207	3742807	60.2125	39.7874
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9407014	53.4398	5664207	3742807	60.2126	39.7874
Public- Non Institutions	E-Voting	9740992	267923	2.7505	264785	3138	98.8287	1.1712
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		291694	2.9945	288556	3138	98.9242	1.0758
	Total		57420500	39775208	69.2700	36029263	3745945	90.5822
								9.4178



Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Tejpreet Singh Chopra (DIN 00317683) as an Independent Director								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		30076500	100	30076500	0	100	0	
Public- Institutions	E-Voting	17603008	9407014	53.4398	9407014	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		9407014	53.4398	9407014	0	100	0	
Public- Non Institutions	E-Voting	9740992	267923	2.7505	264785	3138	98.8287	1.1712	
	Poll		23771	0.2440	23771	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		291694	2.9945	288556	3138	98.9242	1.0758	
	Total		57420500	39775208	69.2700	39772070	3138	99.9921	0.0079



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vellayan Subbiah (DIN 01138759) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>30076500</b>	<b>100</b>	<b>30076500</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	17603008	9407014	53.4398	6493520	2913494	69.0284	30.9715
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>9407014</b>	<b>53.4398</b>	<b>6493520</b>	<b>2913494</b>	<b>69.0285</b>	<b>30.9715</b>	
Public- Non Institutions	E-Voting	9740992	267923	2.7505	22188	245735	8.2814	91.7185
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>291694</b>	<b>2.9945</b>	<b>45959</b>	<b>245735</b>	<b>15.7559</b>	<b>84.2441</b>	
<b>Total</b>		<b>57420500</b>	<b>39775208</b>	<b>69.2700</b>	<b>36615979</b>	<b>3159229</b>	<b>92.0573</b>	<b>7.9427</b>



Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Pramod Bhasin (DIN: 01197009) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>30076500</b>	<b>100</b>	<b>30076500</b>	<b>00</b>	<b>00</b>	<b>100</b>	<b>00</b>
Public- Institutions	E-Voting	17603008	9407014	53.4398	9407014	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>9407014</b>	<b>53.4398</b>	<b>9407014</b>	<b>00</b>	<b>00</b>	<b>100</b>	<b>00</b>
Public- Non Institutions	E-Voting	9740992	267923	2.7505	264784	3139	98.8283	1.1716
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>291694</b>	<b>2.9945</b>	<b>288555</b>	<b>3139</b>	<b>98.9239</b>	<b>1.0761</b>	
<b>Total</b>		<b>57420500</b>	<b>39775208</b>	<b>69.2700</b>	<b>39772069</b>	<b>3139</b>	<b>99.9921</b>	<b>0.0079</b>



Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Offer or invitation to subscribe to Redeemable Non-Convertible Debentures of the Company on private placement							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		30076500	100	30076500	0	100	0
Public- Institutions	E-Voting	17603008	9936364	56.4470	9862512	73852	99.2567	0.7432
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9936364	56.447	9862512	73852	99.2568	0.7432
Public- Non Institutions	E-Voting	9740992	267923	2.7505	265209	2714	98.9870	1.0129
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		291694	2.9945	288980	2714	99.0696	0.9304
	Total		57420500	40304558	70.1919	40227992	76566	99.8100
								0.1900



Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Borrowing of monies in excess of aggregate of paid up share capital and free reserves							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30076500	30076500	100.0000	30076500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>30076500</b>	<b>100</b>	<b>30076500</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	17603008	9936364	56.4470	9862512	73852	99.2567	0.7432
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>9936364</b>	<b>56.447</b>	<b>9862512</b>	<b>73852</b>	<b>99.2568</b>	<b>0.7432</b>	
Public- Non Institutions	E-Voting	9740992	268213	2.7534	265031	3182	98.8136	1.1863
	Poll		23771	0.2440	23771	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>291984</b>	<b>2.9974</b>	<b>288802</b>	<b>3182</b>	<b>98.9102</b>	<b>1.0898</b>	
<b>Total</b>		<b>57420500</b>	<b>40304848</b>	<b>70.1924</b>	<b>40227814</b>	<b>77034</b>	<b>99.8089</b>	<b>0.1911</b>



### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108&109 of the Companies Act, 2013 and Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
SRF Limited  
The Galleria, DLF Mayur Vihar, Unit No. 236 & 237,  
2<sup>nd</sup> Floor, Mayur Place, Noida Link Road,  
Mayur Vihar Phase I Extn, Delhi - 110091

Respected Sir,

**Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Poll at 47<sup>th</sup> Annual General Meeting held on 7<sup>th</sup> August, 2018.**

1. I, CS Arvind Kohli, Proprietor, Arvind Kohli & Associates, Company Secretaries, Gurugram, Haryana was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a. Scrutinizing the remote e-voting process in terms of the provisions of Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014;
  - b. Conducting Poll through polling paper under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014;

for passing of the Resolutions as mentioned under item numbers 1 to 11 as set out in the Notice of 47<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company dated 17<sup>TH</sup> May, 2018.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (KARVY), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.



3. The Notice dated 17<sup>th</sup> May, 2018 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier, registered post as well as through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on Wednesday, 11<sup>th</sup> July, 2018. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 22<sup>nd</sup> June, 2018.
4. As per the provisions of Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Hindi newspaper "Jansatta" on Saturday, 14<sup>th</sup> July, 2018.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Saturday, 4<sup>th</sup> August, 2018 (10:00 a.m.) to Monday, 6<sup>th</sup> August, 2018 (5:00 p.m.).
6. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 31<sup>st</sup> July, 2018.
7. After announcement of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
8. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of Mr. Arun Gupta and Mr. Bhupesh Mittal who are not in employment with the Company.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
11. A Compact Disc (CD) containing a list of equity Shareholders who voted FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed

Summary of the e-voting and poll is as follows:

Page 2 of 14



**Resolution No. 1 ORDINARY RESOLUTION**

To Consider and adopt Audited Financial Statements for the financial year 2017-18

**(i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100
Remote E-voting	138	40281535	100
Total	168	40305306	100

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	1	2	0
Total	1	2	0

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result:** Based on the aforesaid results, Ordinary Resolution as contained in item no. 1 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.



**Resolution No. 2 ORDINARY RESOLUTION**

To appoint a director in place of Dr. Meenakshi Gopinath (DIN 00295656) who retires by rotation and being eligible offers herself for re-appointment.

**(i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100
Remote E-voting	126	39748299	99.9921
Total	156	39772070	99.9921

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	7	3138	0.0079
Total	7	3138	0.0079

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 2 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.**



**Resolution No. 3 ORDINARY RESOLUTION**

To appoint M/S BSR & Co., LLP, Chartered Accountants, New Delhi (Registration No. 101248W/W-100022) as Statutory Auditors of the Company.

**(i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	133	40278673	99.9948
Total	163	40302444	99.9948

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	5	2114	.0052
Total	5	2114	.0052

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 3 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.**



**Resolution No. 4 ORDINARY RESOLUTION**

To ratify and confirm the Remuneration payable to H Tara & Co. (Membership No. 17321) and Sanjay Gupta & Associates (Membership no. 18672) the Cost Auditors Appointed by Board of Directors of the Company.

**(i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	134	40279423	99.9948
Total	164	40303194	99.9948

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	5	2114	0.0052
Total	5	2114	0.0052

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result:** Based on the aforesaid results, Ordinary Resolution as contained in item no. 4 of the Notice dated 17<sup>TH</sup> May, 2018 has been passed with the requisite majority.



### Resolution No. 5 SPECIAL RESOLUTION

To Re-appoint Mr. Vinayak Chatterjee (DIN 0008933) as an Independent Director

**(i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	117	39000565	98.1111
Total	147	39024336	98.1122

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	16	750872	1.8889
Total	16	750872	1.8878

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result: Based on the aforesaid results, Special Resolution as contained in item no. 5 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.**



**Resolution No. 6 SPECIAL RESOLUTION**

To Re-appoint Mr. Lakshminarayan Lakshman (DIN 00012554) as an Independent Director.

**(i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	60	36005492	90.5766
Total	90	36029263	90.5822

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	73	3745945	9.4234
Total	73	3745945	9.4178

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result: Based on the aforesaid results, Special Resolution as contained in item no. 6 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.**



**Resolution No. 7 SPECIAL RESOLUTION**

**To Re-appoint Mr. Tejpreet Singh Chopra (DIN 00317683) as an Independent Director**

**i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	126	39748299	99.9921
Total	156	39772070	99.9921

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	7	3138	0.0079
Total	7	3138	0.0079

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result: Based on the aforesaid results, Special Resolution as contained in item no. 7 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.**



### Resolution No. 8 SPECIAL RESOLUTION

To Re-appoint Mr. Vellayan Subbiah (DIN 01138759) as an Independent Director

**(i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	71	36592208	92.0525
Total	101	36615979	92.0573

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	62	3159229	7.9475
Total	62	3159229	7.9427

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result:** Based on the aforesaid results, Special Resolution as contained in item no. 8 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.



### Resolution No. 9 SPECIAL RESOLUTION

**To Re-appoint Mr. Pramod Bhasin (DIN: 01197009) as an Independent Director**

**(i) Voted in favour of the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	125	39748298	99.9921
Total	155	39772069	99.9921

**(ii) Voted against the resolution:**

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	Nil	NIL
Remote E-voting	8	3139	0.0079
Total	8	3139	0.0079

**(iii) Invalid votes:**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result: Based on the aforesaid results, Special Resolution as contained in item no. 9 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.**



### Resolution No. 10 SPECIAL RESOLUTION

**To Offer or invitation to subscribe to Redeemable Non-Convertible Debentures of the Company on private Placement.**

(i) Voted in favour of the resolution:

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	125	40204221	99.8099
Total	155	40227992	99.8100

(ii) Voted against the resolution:

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	13	76566	0.1901
Total	13	76566	0.1900

(iii) Invalid votes:

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result: Based on the aforesaid results, Special Resolution as contained in item no. 10 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.**



### Resolution No. 11 SPECIAL RESOLUTION

To Borrow monies in excess of aggregate of paid up share capital and free reserves.

(i) Voted in favour of the resolution:

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	23771	100.00
Remote E-voting	124	40204043	99.8088
Total	154	40227814	99.8089

(ii) Voted against the resolution:

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	15	77034	0.1912
Total	15	77034	0.1911

(iii) Invalid votes:

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

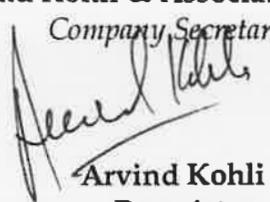
**Result:** Based on the aforesaid results, Special Resolution as contained in item no. 11 of the Notice dated 17<sup>th</sup> May, 2018 has been passed with the requisite majority.



The Register, all other papers and relevant records relating to remote e-voting and Poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Place : New Delhi  
Date : 7<sup>th</sup> August, 2018



For Arvind Kohli & Associates  
Company Secretaries  
  
Arvind Kohli  
Proprietor  
M. No. FCS 4434, C.P. No. 2818

For SRF Limited

  
Arun Bharat Ram  
Chairman  
DIN 00694766  
Address: 1, Silver Oak Avenue  
Westend Green Farms, Rajokari, New Delhi - 110038