

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**

NOTICE

Notice is hereby given that the **49th Annual General Meeting** of SRF Limited will be held on **Monday, August 17, 2020** at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2020 along with the Reports of the Auditors' and Board of Directors' thereon.
2. To appoint a Director in place of Mr. Pramod Gopaldas Gujarathi (DIN 00418958), who retires by rotation and being eligible, offers himself for re-election.

Special Business

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

Re-appointment of Mr. Pramod Gopaldas Gujarathi (DIN 00418958) as a Whole-Time Director, designated as "Director (Safety & Environment) and Occupier."

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval be and is hereby accorded for re-appointment of Mr. Pramod Gopaldas Gujarathi (DIN 00418958), as

the Whole-Time Director, designated as "Director (Safety & Environment) and Occupier" of the Company as well as to continue to hold such position after attaining the age of 70 years, on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:-

Tenure

Three years with effect from April 1, 2020. He shall be liable to retire by rotation.

Functions

Mr. Pramod Gopaldas Gujarathi (DIN 00418958) shall be responsible for compliances with the laws relating to safety, health and environment at the factories of the Company, present and future. He shall continue to act as person in charge for the business of SRF Limited under Legal Metrology Act, 2009. He shall also discharge such other responsibilities as may be entrusted to him by the Chairman, Managing Director, Deputy Managing Director and/or the Board, from time to time.

Remuneration

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr. Pramod Gopaldas Gujarathi (DIN 00418958) shall comprise salary, perquisites and commission, as may be decided by the Board/Nomination and Remuneration Committee in accordance with the Nomination, Appointment and Remuneration Policy within an overall ceiling of 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013. Remuneration for a part of the year shall be computed on pro-rata basis.

Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Pramod Gopaldas Gujarathi (DIN 00418958) shall be decided by the Nomination and Remuneration Committee subject to the provisions of the Companies Act, 2013 and such approvals, if any, as may be required.

Termination

The appointment of Mr. Pramod Gopaldas Gujarathi (DIN 00418958) as Director (Safety & Environment) may be terminated by either party giving to the other one calendar months' notice in writing.

"RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to recommend/decide from time to time the salary, perquisites and commission payable to Mr. Pramod Gopaldas Gujarathi (DIN 00418958) during his tenure with effect from 01.04.2020 within the approved ceiling of remuneration, in accordance with the Nomination and Remuneration Policy, as amended from time to time."

"RESOLVED FURTHER THAT in the event of any further revision in the levels of permissible managerial remuneration, the Board of Directors/ Nomination and Remuneration Committee be and is hereby authorised to alter, vary and increase the remuneration of Mr. Pramod Gopaldas Gujarathi (DIN 00418958), notwithstanding the overall remuneration set out above, as may then be prescribed / permissible without requiring any further resolution or consent of or reference to the general meeting."

"RESOLVED FURTHER THAT the powers and authorities delegated by the Board to Mr. Pramod Gopaldas Gujarathi (DIN 00418958), from time to time, including powers to sub-delegate shall remain valid upon his re-appointment."

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

Re-appointment of Mr. Ashish Bharat Ram (DIN: 00671567) as Managing Director

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for reappointment of Mr. Ashish Bharat Ram (DIN: 00671567) as Managing Director on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:

Tenure

Five years with effect from 23.05.2020. He shall be liable to retire by rotation

Functions

Subject to the direction, control and superintendence of the Board of Directors, Mr. Ashish Bharat Ram (DIN: 00671567) shall have the overall responsibility for looking after the day to day management of the Company.

Remuneration

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr. Ashish Bharat Ram (DIN: 00671567) shall comprise salary, perquisites and commission, as may be decided by the Board/ Nomination and Remuneration Committee in accordance with the Nomination, Appointment and Remuneration Policy within an overall ceiling of 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.

Remuneration for a part of the Year

Remuneration for a part of the year shall be computed on pro-rata basis.

Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Ashish Bharat Ram (DIN: 00671567) shall be decided by the Nomination and Remuneration Committee subject to the provisions of Companies Act, 2013 and such other approvals, if any, as may be required.

Termination

The appointment of Mr. Ashish Bharat Ram (DIN: 00671567) as Managing Director may be terminated by either party giving to the other three calendar months notice in writing. In the event of termination of this appointment of Mr Ashish Bharat Ram (DIN: 00671567) by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 or any statutory amendment or reenactment thereof."

"**RESOLVED FURTHER THAT** in the event of any further revision in the levels of permissible managerial remuneration, the Board of Directors/ Nomination and Remuneration Committee be and is hereby authorised to alter, vary and increase the remuneration of Mr Ashish Bharat Ram (DIN: 00671567), notwithstanding the overall remuneration set out above, as may then be prescribed/permissible without requiring any further resolution or consent of or reference to the general meeting."

"**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorised to recommend/ decide from time to time the salary, perquisites and commission payable to Mr Ashish Bharat Ram (DIN: 00671567) during his tenure with effect from 23 May 2020 within the approved ceiling of remuneration in accordance with the Nomination and Remuneration Policy, as amended from time to time."

"**RESOLVED FURTHER THAT** the powers and authorities delegated by the Board to Mr Ashish Bharat Ram (DIN: 00671567), from time to time, including powers to sub-delegate shall remain valid upon his re-appointment."

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

Ratification of Remuneration of Cost Auditors for financial year 2020-21

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable

provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 as provided below, be and is hereby approved and ratified:

Name of Cost Auditor	Business	Remuneration payable
H Tara & Co. (Membership No. 17321)	Technical Textiles Business and Other Businesses	₹ 3.00 lakhs plus applicable taxes and reimbursement of actual out of pocket expenses
Sanjay Gupta & Associates (Membership No. 18672)	Chemicals Business and Packaging Films Business	₹ 5.25 lakhs plus applicable taxes of actual out of pocket expenses

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

Offer or invitation to subscribe to Redeemable Non-Convertible Debentures of the Company on private placement

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179 and any other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board duly authorized by it in this regard in accordance with the applicable provisions of the said Act) be and is hereby authorised to issue, offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in or more series/tranches, aggregating upto ₹ 500 crores (Rupees five hundred crores), on private placement basis, and on such terms and conditions as the Board of Directors may, from time to time, determine

and consider proper and most beneficial to the Company including as to the timing of issue of such Debentures, the consideration for the issue, the utilisation of the issue proceeds and all other matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps including the power to sub-delegate the powers

as may be necessary, proper or expedient to give effect to this resolution.”

BY Order of the Board of Directors

Rajat Lakhnopal

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

Date : July 08, 2020

Place : Gurugram

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the Special businesses to be transacted at this AGM, is annexed hereto.
2. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs, vide Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020 read with Circular No. 20/2020 dated 5th May, 2020, has permitted to hold AGM through Video Conferencing (VC) or Other Audio Visual means (OAVM).
3. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the aforesaid MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 49th AGM of the Company is being conducted through VC/OAVM. Deemed Venue for meeting will be Registered Office: The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, 2nd Floor, Mayur Place, Mayur Vihar Phase I Extn, Delhi – 110091.
4. Company has appointed M/s. Kfin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Registrar and Share Transfer Agent ("Registrar"), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting of the AGM.
5. Since, the meeting is being conducted through VC/OAVM, facility of appointing proxies to attend and vote at the meeting on behalf of the members of the Company is not available and hence the proxy form is not annexed to this notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Body Corporates who intends to authorize representatives to participate and vote on their behalf in the meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the relevant board resolution/ letter of authority/power of attorney to the Company at cs@srf.com through its registered E-mail Address.
6. The attendance of members (members' login) attending the AGM through VC/ OAVM shall be reckoned for the purpose of Quorum under Section 103 of the Companies Act, 2013 and hence no attendance slip is attached to the notice.
7. Pursuant to the applicable provisions of the Companies Act 2013, unpaid/unclaimed dividends up to the financial year 2012-13, was transferred to the Investor Education & Protection Fund (IEPF). Besides the dividend so transferred, Company has also transferred the relative share scrips in respect of dividends which remained unpaid for a continuous period of seven years to the demat account of IEPF Authority, in accordance with the applicable provisions of Companies Act, 2013 and Rules made thereunder. It may be noted that once the unclaimed / unpaid dividend and/or shares are so transferred; the same can only be reclaimed by a shareholder from the IEPF Authority in accordance with the applicable provisions of the Companies Act 2013 and relevant Rules made thereunder by following the prescribed procedure in this regard. The IEPF Rules and the application Form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs, are available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in. Details of the unpaid/unclaimed dividend and shares transferred to IEPF from time to time also have been uploaded on the "Investors Section" of the website of the Company viz. www.srf.com.

Members, who have not encashed their dividend pertaining to financial year 2013-14 onwards, are advised to write at einward.ris@kfintech.com to M/s. Kfin Technologies Private Limited, Registrar of the Company immediately for claiming the same.
8. Members may utilize the facility extended by the Registrar for redressal of their queries including change of address, if any, by

- visiting at <https://karisma.kfintech.com/> and clicking on 'Investor Relations' section for query registration through free identity registration process. Members may also write at einward.ris@kfintech.com clearly mentioning their DP ID/ Client ID.
9. Members desiring any information/ clarification on the financial statements or any of the resolutions as detailed in the Notice are requested to write to the Company on or before 12 August 2020 through an E-mail to cs@srf.com, specifying his/ her name along with Demat account details. The same shall be replied by the Company suitably.
 10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013, ESPS Certificate by Auditor dated 4th June, 2020 that SRF Limited Long term Share based Incentives Plan, 2018 has been implemented in accordance with said regulations and in accordance with the resolutions of the company passed through Postal Ballot on March 26, 2018 and all other documents mentioned in the Notice will be available for inspection in electronic mode during the Annual General Meeting. Members can inspect the same by sending an E-mail to cs@srf.com.
 11. Notice of the AGM and Annual Report 2019-20 are being sent via electronic mode to the members whose E-mail addresses are registered with the Company/ Registrar or the Depository Participant(s). In accordance with the MCA Circular No. 17/2020 dated 13th April 2020, the Notice calling the AGM has been uploaded on the Company's website: <https://www.srf.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and is also available on the website of e-voting agency M/s KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) at <https://evoting.karvy.com/>.
 12. The Annual Report along with the Notice of AGM is being sent to the members, whose name appear in the register of members/depositories as at closing hours of business on 17th July, 2020.
 - a. Those member who have registered/not registered their E-mail address and mobile number including postal address and bank details may please contact and validate/ update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar in case the shares held in physical form.
 - b. Members who have not registered their E-mail address and in consequence, the Annual Report and Notice of AGM could not be served, may temporarily get their E-mail address and mobile number provided with the Company's Registrar, by clicking the link: https://ris.kfintech.com/email_registration/ for sending the same. Members are requested to follow the process as guided to capture the E-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query, member may write to einward.ris@kfintech.com.
 - c. Members are also requested to visit the website of the Company <https://www.srf.com> or the website of the Company's Registrar <https://karisma.kfintech.com/> for downloading the Annual Report and Notice of the AGM.
 - d. Alternatively members may send an E-mail request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the E-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 13. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to

submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar.

14. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form effective from 1st April 2019. In view of the above, members are advised to dematerialize their shares held by them in physical form. Members can also write to the Company's Registrar in this regard.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Company's Registrar of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
16. In case of joint holders attending the meeting, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

Instructions for the Members for attending the AGM through Video Conferencing:

- a) Members will be provided with a facility to attend the AGM through VC platform provided by M/s KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-Voting credentials. The link for AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this notice.
- b) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- c) Members are requested to participate in the AGM on a first-come-first served basis, as participation through VC is restricted upto 1000 members only. However, members holding 2% or more shareholding (Large Shareholders), Promoters, Institutional investors, Directors, Key Managerial Personnel (KMP), Chairpersons of the Audit, Nomination & Remuneration and Stakeholder's Relationship Committee, Auditors, etc. are allowed to attend the AGM without restriction on account of first-come-first served principle.
- d) Members who would like to express their views or ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions", queries/views/questions in the window provided by mentioning the name, demat account number/folio number, E-mail id, mobile number. Please note that, the queries/views/questions of those members will be answered who continue to hold the shares as on cut-off date. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the aforesaid facility during the meeting.
- e) In addition to above, speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during this period. The speaker registration shall commence on 14th August 2020 at 9.00 AM (IST) and closes on 16th August 2020 at 5.00 PM (IST). Members are requested to remember the same and wait for their turn to be called by the Chairman/ Company Secretary of the meeting during the Q&A Session. Due to limitations of transmission

and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence members are encouraged to send their queries/views/questions in advance as provided in note no. 9. The members may also send their queries alongwith their name and Client Id/DP Id or folio no. as the case may be to the email : cs@srf.com during the said period and the replies to these queries may be given by the Chairman/Managing Director during the course of AGM or subsequently via email.

- f) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM on first come first served basis subject to the limitations as mentioned in note (c) above.

17. Cut-off Date for E-voting:

- a) The remote e-voting /voting rights of the members/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. 10th August 2020 only.
- b) A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

18. Voting through electronic means / Remote e-voting:

The Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' M/s KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Company's Registrar, for the eligible members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the AGM.

The remote e-voting period begins on Friday, 14th August 2020 at 9:00 AM (IST) and ends on Sunday, 16th August 2020 at 5:00 PM (IST). During this period members of the Company, as on the Cut-Off Date i.e. 10th August 2020, may cast their votes electronically. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

The remote e-voting module shall be disabled by Company's Registrar for voting at 5:00 PM (IST) on Sunday, 16th August 2020.

19. **Voting at the AGM:** Members who could not vote through remote e-voting may avail the e-voting facility as shall be provided during the AGM.

Instructions for members for e-Voting ('Insta Poll') during the AGM session:

- a) The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated once the Insta Poll is announced at the AGM.
- b) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c) Only those members, who will be present in the AGM through VC facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the AGM.
- d) However, members who have voted through Remote e-Voting will also be eligible to attend the AGM.

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

- i. Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the E-mail forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the Notice of AGM in case E-mail id is not registered and physical copy of the Annual Report is being received by you. The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Kfintech for remote e-voting, you shall use your existing User ID and password for casting your vote.

iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 10th August 2020 may obtain the User id and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567

b) If e-mail id or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Members may call Kfintech toll free number 1800-3454-001.

d) Members may send an e-mail request to evoting@kfintech.com. However, Kfintech shall endeavor to send User ID and Password to those new Members whose mail ids are available.

If the member is already registered with Company's Registrar for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining any new User ID and password.

iv. After entering these details appropriately, click on "LOGIN".

v. You will now reach at the password changing 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 (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, E-mail ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you 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.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the Event Number for **SRF LIMITED**.

viii. On the voting page you will see the Resolution Description and the Options "FOR/AGAINST/ABSTAIN" for voting. 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.

ix. You may then cast your vote by selecting an appropriate option and click on "Submit".

x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).

xi. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

21. In case of any grievances connected to the remote e-voting or e-voting or VC/ OAVM during the AGM, please contact Mr. B Venkata Kishore, Deputy Manager at M/s KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Contact no. 040-67162222 or call Kfintech toll free No. 1800-3454-001 for any further clarifications.
22. You can also update your mobile number and E-mail address in the user profile details of the folio which may be used for sending future communication(s).
23. Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice of AGM along with the Annual Report before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@kfintech.com or visit the FAQ's section available at Kfintech website <https://evoting.karvy.com>.
24. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date.
25. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
26. Mr. Arvind Kohli , Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
27. The results declared along with the report of the Scrutinizer shall be placed on the Company's website <https://www.srf.com> and on the website of M/s. KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) <https://evoting.karvy.com> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the concerned Stock Exchanges i.e. BSE and NSE.
28. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
29. In terms of SEBI Listing Regulations, application for: (i) Deletion of name of the deceased member(s) where the shares are held in the name of two or more member(s) (ii) Transmission of shares to the legal heir(s)/ representative(s), where deceased member was the sole holder of shares (iii) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more member has to be accompanied with a self-attested copy of their PAN along with the other required documents to the Company's Registrar irrespective of the value of the transaction. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or Registrar for any of the purposes stated above. Section 72 of the Act, provides for Nomination by the members of the Company and the members are requested to avail this facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 & DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Item No. 3

Mr. Pramod Gopaldas Gujrathi (DIN 00418958)

Shareholders had appointed Mr. Pramod Gopaldas Gujrathi (DIN 00418958) as Director (Safety & Environment) and Occupier of factories of the Company, w.e.f. April 01, 2017 for a term of three years. He is also the person in charge for the business of SRF Limited under Legal Metrology Act, 2009.

The Board of Directors had at its meeting held on 03.02.2020 re-appointed Mr. Pramod Gopaldas Gujarathi (DIN 00418958) for a period of 3 years with effect April 01,2020. Members' approval is sought to the appointment. The Company has received a notice under Section 160 from a member signifying his

intention to propose the candidature of Mr. Gujarathi at the forthcoming Annual General Meeting, copy of which is available on the website of the Company www.srf.com

The terms of appointment and remuneration including minimum remuneration proposed for Mr. Pramod Gopaldas Gujarathi (DIN 00418958) are fully set out in the resolution.

The information required by the Listing Regulations and Secretarial Standards on General Meetings is given below:

Mr. Gujarathi (68 years) is B. Tech. (Chemical Engineering) from IIT, Bombay having Post Graduate Diploma in Management Studies with a vast and rich experience of 41 years in the field of production, engineering, safety, environment, QA and R&D, etc. He had served as Director & Site Manager with Bayer Group for around eighteen years.

Keeping in view Mr. Gujarathi's rich and varied experience in the industry, health and safety matters, it would be in the interest of the Company to re-appoint him as a Whole-time director designated as Director (Safety and Environment) and Occupier.

Mr. Gujarathi has no shareholding in the Company. He is Independent Director in Chemiesynth Ltd (Vapi) since May 2018 and is a Chairman of Nomination and Remuneration Committee and member of Audit Committee in Chemiesynth Ltd (Vapi).

Approval of the members is sought to the appointment of Mr. Pramod Gopaldas Gujarathi (DIN 00418958) as Director (Safety & Environment) and Occupier of in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Except Mr. Gujarathi, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the members.

Item No 4

Mr. Ashish Bharat Ram (DIN: 00671567)

Shareholders had appointed Mr. Ashish Bharat Ram (DIN: 00671567) as Managing Director of the Company for a period of 5 years with effect from 23.05.2015 in the AGM held on 6th August, 2015.

At its meeting held on 03.02.2020, the Board of Directors subject to Members' approval had re-appointed Mr Ashish Bharat Ram (DIN: 00671567) as Managing Director of the Company for a further period of 5 years with effect from 23 May 2020. Members' approval is sought for his re-appointment. The Company has received a notice under Section 160 from a member signifying his intention to propose the candidature of Mr. Ashish Bharat Ram at the forthcoming Annual General Meeting, copy of which is available on the website of the Company www.srf.com

The terms of his re-appointment and remuneration including minimum remuneration are set out in the resolution.

The information required by the Listing Regulations with the Stock Exchanges is given below:

Mr Ashish Bharat Ram (51) has done his schooling from Doon School and graduation in Economics from the Hindu College, Delhi University with an emphasis on mathematics. He holds a Masters' degree in Business Administration on Corporate Strategy with an emphasis on finance and strategy from The Johnson Graduate School of Management, Cornell University, Ithaca, NY, USA and has a 25 years' working experience in senior positions including in the Company's international subsidiaries.

Mr Ashish Bharat Ram (DIN: 00671567) has no shareholding in the Company. Mr Ashish Bharat Ram is a member of Stakeholders Relationship Committee and Committee of Directors - Financial Resources and Chairman of Risk Management Committee of the Company.

Directorships in other Public companies	Committee Membership
Transport Corporation of India Limited	<ul style="list-style-type: none"> • Compensation/Nomination and Remuneration Committee (Chairman) • Corporate and Social Responsibility Committee (Chairman) • Corporate and Restructuring Committee
Kama Holdings Limited	<ul style="list-style-type: none"> • Stakeholders Relationship Committee (Chairman) • Committee of Directors-financial Resources • Nomination and Remuneration Committee • Risk Management Committee (Chairman)
Shri Educare Limited	Nil
SRF Holiday Home Limited	Nil

Mr. Ashish Bharat Ram is interested in the resolution. Mr. Arun Bharat Ram and Mr. Kartik Bharat Ram, who are relatives of Mr. Ashish Bharat Ram, may be deemed to be interested in the resolution. No other Director or KMP of the Company is concerned or interested in the resolution.

In view the above, the Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors to conduct audit of the cost records of the Company for the financial year ending March 31, 2021 at the remuneration as provided in the resolution.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Both the cost auditors had rendered satisfactory service during their last tenure, therefore the Board of Directors recommends Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

Item No. 6

As per the provisions of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014, private placement of redeemable, non-convertible debentures requires approval of shareholders by way of special resolution. However, the Company may pass a special resolution once in a year for all the offers or invitation for such debentures during the year.

In order to provide for resources for financing of capital expenditure requirements, re-financing of existing debt, general corporate purposes and such other purposes of the Company as are allowed by the applicable laws, the Company may be required to offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/tranches on private placement. Further, SEBI circular dated 26.11.2018 require that 25% of the incremental borrowings by a large corporate (as defined in that circular) during a financial year shall be met by way of issuance of debt securities in accordance with applicable SEBI regulations.

Pricing of debentures is determined and impacted by general economic conditions and monetary policy, Company specific rating and outlook of the investor on the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

In view of the above, the Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the members authorising the Board to issue redeemable, non-convertible Debentures by private placement for an aggregate amount not exceeding ₹ 500 crores, in one or more tranches, during the period of one year from the date of this Annual General Meeting.

IMPORTANT COMMUNICATION TO MEMBERS

The members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar & Transfer agent M/s KFin Technologies Pvt. Ltd.