

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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

Annual Secretarial Compliance Report of SRF Limited for the financial year ended 31st March, 2023

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

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

for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 {Not applicable during the review period};
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 {Not applicable during the review period};
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period:

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



SANJAY GROVER AND ASSOCIATES

S r. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Para 8.4 of Chapter XVII of SEBI Operational Circular SEBI/HO/D DHS/P/CIR/ 2021/613 dated August 10, 2021- The issuer shall submit a certificate to the stock exchange confirming fulfilment of its payment obligations with respect to commercial papers within 2 days of payment becoming due.	Para 8.4 of Chapter XVII of SEBI Operational Circular SEBI/HO/D DHS/P/CIR/ 2021/613 dated August 10, 2021	The Company redeemed its commercial paper (ISIN: INE647A14963) on October 21, 2022. The Company has intimated to NSE about the redemption of such commercial paper on October 28, 2022.	NSE Limited	Fine imposed by NSE Limited	The Company redeemed its commercial paper (ISIN: INE647A14963) on October 21, 2022. The Company has intimated to NSE about the redemption of such commercial paper on October 28, 2022.	Rs. 6,000 /-	The Company has deposited the amount of Rs. 6,000/-	Redemption was done on the due date however due to intervening Holidays, the reporting to NSE Limited was done immediately after those holiday	NA

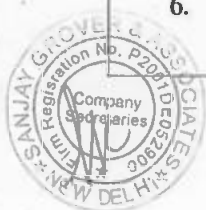
b) The listed entity has taken the following actions to comply with the observations made in previous reports: **There was no observation made in previous report for the financial year ended March 31, 2022.**

I further report that during the review period, there was no event of appointment/re-appointment/resignation of statutory auditor of the Company and the Company was in compliance with Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

I also report that in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, I also affirm the following(s):



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> • The Company is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	The Company does not have any material subsidiary and the Company has complied with requirement with respect to other subsidiaries.
6.	<u>Preservation of Documents:</u> The Company is preserving and	Yes	None



	maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	<u>Performance Evaluation:</u> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> (a) The Company has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee	Yes NA	None
9.	<u>Disclosure of events or information:</u> The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued	No actions were taken against the promoters/ directors/ subsidiaries. Further, National Stock Exchange of India Limited imposed a fine of Rs. 6,000/- on the Company as detailed in Table (a) above	No actions were taken against the promoters/ directors/ subsidiaries. Further, National Stock Exchange of India Limited imposed a fine of Rs. 6,000/- on the Company as detailed in Table (a) above



SANJAY GROVER & ASSOCIATES

	thereunder		
12.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	None



Place: New Delhi
Date: May 9, 2023

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900

A handwritten signature in blue ink, appearing to read "Kapil Dev Taneja".

Kapil Dev Taneja
Partner
CPNo.: 22944; M No.: F4019
UDIN: F004019E000277358