

Arvind Kohli & Associates
Company Secretaries

199, Sector 7, Urban Estate, Gurgaon 122001
Tel :- 91-12-4005260; Mobile: 98-110-26619
e-mail: arvindkohli@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

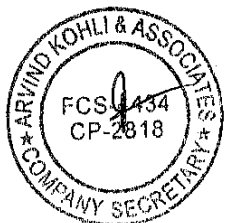
To,

The Chairman
SRF Limited
C 8, Commercial Complex,
Safdarjung Development Area,
New Delhi 110 016

Respected Sir,

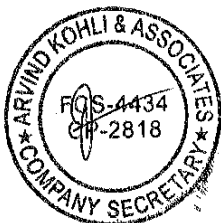
Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Poll at 44th Annual General Meeting held on 6th August, 2015

1. I, CS Arvind Kohli, Proprietor, Arvind kohli & Associates, Company Secretaries, Gurgaon, 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 Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and 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 and Administration) Rules, 2014;

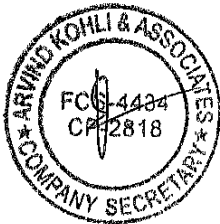


for passing of the Resolutions as mentioned under item numbers 1 to 9 as set out in the Notice of 44th Annual General Meeting (AGM) of the shareholders of the Company dated 11th May, 2015.

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 11th May, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier, registered post on Tuesday, 11th July, 2015 and through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on Thursday, 13th June, 2015. 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, 26th June, 2015.
4. As per the provisions of Rule 20 of the Companies (Management and 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 Friday, 14th July, 2015.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Monday, 3rd August, 2015 (10:00 am) to Wednesday, 5th August, 2015 (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. Friday, 31st July, 2015.
7. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were 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 Ajay Sharma and John Mathew 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. Summary of the e-voting and poll is as follows:



Resolution No. 1 ORDINARY RESOLUTION

Adoption of Annual Accounts for the year ended 31st March, 2015 along with Reports of the Directors' and of the Auditors' thereon.

(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	24	23486	100.00
Remote E-voting	110	38390081	100.00
Total	134	38413567	100.00

(ii) Voted against the resolution:

Particulars	Number 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	2	5	NIL
Total	2	5	NIL

(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	2	19655
Total	2	19655

Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 1 of the Notice dated 11th May, 2015 has been passed with the requisite majority.



Resolution No.2 ORDINARY RESOLUTION

To appoint a director in place of Mr. Arun Bharat Ram (DIN No. 00694766) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Particulars	Number 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	24	23486	100.00
Remote E-voting	108	38367820	99.89
Total	132	38391306	99.89

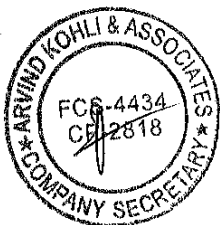
(ii) Voted against the resolution:

Particulars	Number 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	6	41266	0.11
Total	6	41266	0.11

(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	1	655
Total	1	655

Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 2 of the Notice dated 11th May, 2015 has been passed with the requisite majority.



Resolution No. 3: ORDINARY RESOLUTION

To ratify the appointment of M/S Delloitte Huskins & Sells, Chartered Accountants, New Delhi (Registration No. 015125N).

(i) Voted in favour of the resolution:

Particulars	Number 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	24	23486	100.00
Remote E-voting	111	38409080	100.00
Total	135	38432566	100.00

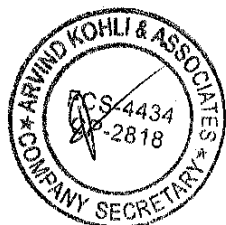
(ii) Voted against the resolution:

Particulars	Number 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	3	6	NIL
Total	3	6	NIL

(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	1	655
Total	1	655

Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 3 of the Notice dated 11th May, 2015 has been passed with the requisite majority.



Resolution No.4: ORDINARY RESOLUTION

To appoint a Director in place of Dr. Meenakshi Gopinath , (DIN: 00295656) liable to retire by rotation.

(i) Voted in favour of the resolution:

Particulars	Number 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	24	23486	100.00
Remote E-voting	109	38364089	99.88
Total	133	38387575	99.88

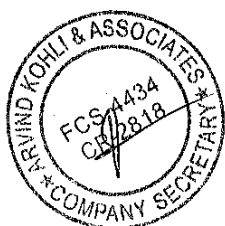
(ii) Voted against the resolution:

Particulars	Number 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	44997	0.12
Total	5	44997	0.12

(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	1	655
Total	1	655

Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 4 of the Notice dated 11th May, 2015 has been passed with the requisite majority.



Resolution No.5: ORDINARY RSOLUTION

To approve appointment and remuneration of Dr. Meenakshi Gopinath, (DIN: 00295656) as Director (CSR).

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

Particulars	Number 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	24	23486	100.00
Remote E-voting	111	38409080	100.00
Total	135	38432566	100.00

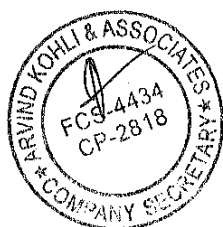
(ii) Voted **against** the resolution:

Particulars	Number 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	3	6	NIL
Total	3	6	NIL

(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	1	655
Total	1	655

Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 5 of the Notice dated 11th May, 2015 has been passed with the requisite majority.



Resolution No.6: ORDINARY RESOLUTION

To approve re- appointment of Mr. Ashish Bharat Ram, (DIN: 00671567) as Managing Director for a period of five years with effect from 23rd May, 2015.

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

Particulars	Number 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	24	23486	100.00
Remote E-voting	52	36471407	95.13
Total	76	36494893	95.14

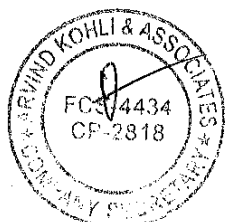
(ii) Voted **against** the resolution:

Particulars	Number 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	57	1865393	4.86
Total	57	1865393	4.86

(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	6	72941
Total	6	72941

Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 6 of the Notice dated 11th May, 2015 has been passed with the requisite majority.



Resolution No.7: SPECIAL RESOLUTION

To approve re- appointment of Mr. Ravichandra Kambhampaty, (DIN: 00641900) as Director (Safety & Environment) for a period of three years with effect from 1st October, 2015.

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

Particulars	Number 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	24	23486	100.00
Remote E-voting	111	38409081	100.00
Total	135	38432567	100.00

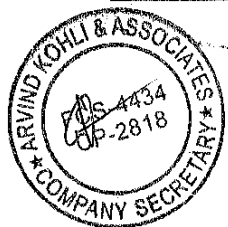
(ii) Voted **against** the resolution:

Particulars	Number 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	2	5	NIL
Total	2	5	NIL

(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	1	655
Total	1	655

Result: Based on the aforesaid results, Special Resolution as contained in item no. 7 of the Notice dated 11th May, 2015 has been passed with the requisite majority



Resolution No.8 : 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	Number 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	24	23486	100.00
Remote E-voting	51	36471398	95.13
Total	75	36494884	95.14

(ii) Voted against the resolution:

Particulars	Number 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	58	1865402	4.86
Total	58	1865402	4.86

(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	6	72941
Total	6	72941

Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 8 of the Notice dated 11th May, 2015 has been passed with the requisite majority.



Resolution -9 : SPECIAL RESOLUTION

To authorise the Board to offer or invite subscriptions for secured/unsecured, redeemable, non convertible debentures aggregating up to Rs. 2,000 crore on private placement basis.

(i) Voted in favour of the resolution:

Particulars	Number 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	24	23486	100.00
Remote E-voting	107	38384256	99.94
Total	131	38407742	99.94

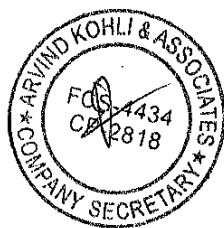
(ii) Voted against the resolution:

Particulars	Number 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	6	24822	0.06
Total	6	24822	0.06

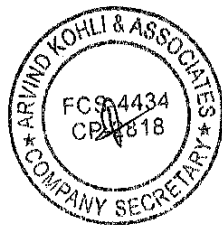
(iii) Invalid votes:

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	2	663
Total	2	663

Result: Based on the aforesaid results, Special Resolution as contained in item no. 9 of the Notice dated 11th May, 2015 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 : Gurgaon
Date : 7th August, 2015

For Arvind Kohli & Associates
Company Secretaries

Arvind Kohli
Proprietor

M. No. FCS 4434, C.P. No. 2818



For SRF Ltd.

Karthik Bharat Ram
Deputy Managing Director
DIN: 00008557

Address: 1, Silver Oak Avenue, Westend Green Farms, Rajokari
New Delhi-110038