



The BSE Limited
BSE's Corporate Relationship
Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

SRF/SEC/BSE/NSE

09.08.2016

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 10, 2016 of the 45th Annual General Meeting (AGM) of the Company held on August 8, 2016 at 3:30 p.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 45th AGM have been dully approved by the shareholders with requisite majority.

Thanking you,

Yours faithfully,

for **SRF LIMITED**


ANOOP K. JOSHI
PRESIDENT, CFO & COMPANY SECRETARY

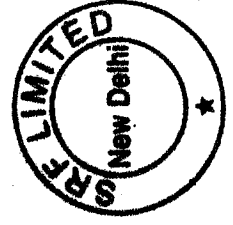


Encl: As above

SRF LIMITED

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

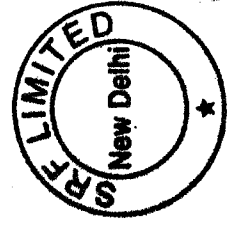
Regd. Office:
C-8 Commercial Complex
Safdarjung Development Area
New Delhi 110016



SRF LIMITED										
08-08-2016										
52811										
No. of shareholders present in the meeting either in person or										
Promoters and Promoter Group:										
Public:										
58										
No. of Shareholders attended the meeting through Video										
Promoters and Promoter Group:										
Public:										
0										
0										
ORDINARY - Consideration and adoption of Audited Financial Statements for the financial year 2015-16										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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	30076500	30076500	100.0000	30076500	0	100.0000	0.0000			
Public- Institutions	16277320	9410821	57.8155	9410821	0	100.0000	0.0000			
Public- Non Institutions	11066680	153230	1.3846	153230	2	99.9986	0.0013			
Total	57420500	39728131	69.1881	39728131	3	100.0000	0.0000			
ORDINARY - Re-appointment of Dr. Meenakshi Gopinath as Director who retires by rotation										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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	30076500	30076500	100.0000	30076500	0	100.0000	0.0000			
Public- Institutions	11066680	2988	0.2700	2988	2	99.9330	0.0669			
Public- Non Institutions	57420500	39577889	68.9264	39577889	3	100.0000	0.0000			

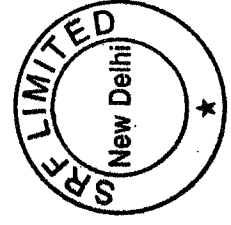
ORDINARY - Ratification of appointment of Statutory Auditors									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?								
Yes									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in 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	30076500	30076500	100.0000	30076500	0	100.0000	0.0000		
			0.0000	00	0	0.0000	0.0000		
			0.0000	00	0	0.0000	0.0000		
Public- Institutions	16277320	9410821	57.8155	9410821	0	100.0000	0.0000		
			0.0000	00	0	0.0000	0.0000		
			0.0000	00	0	0.0000	0.0000		
			1.3822	152962	2	99.9986	0.0013		
			0.7914	87579	1	99.9988	0.0011		
Public- Non Institutions	0	0	0.0000	00	0	0.0000	0.0000		
Total	57420500	39727865	69.1876	39727862	3	100.0000	0.0000		

ORDINARY - Re-appointment of Mr Kartik Bharat Ram as Deputy Managing Director									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?								
Yes									
Category	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 - in 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	30076500	30076500	100.0000	30076500	0	100.0000	0.0000		
			0.0000	00	0	0.0000	0.0000		
			0.0000	00	0	0.0000	0.0000		
Public- Institutions	16277320	7700816	47.3101	4979971	2720845	64.6680	35.3319		
			0.0000	00	0	0.0000	0.0000		
			0.0000	00	0	0.0000	0.0000		
			1.3830	152411	644	99.5792	0.4207		
			0.7914	87579	1	99.9988	0.0011		
Public- Non Institutions	0	0	0.0000	00	0	0.0000	0.0000		
Total	57420500	38017951	66.2097	35296461	2721490	92.8416	7.1584		



ORDINARY - Ratification of Remuneration of Cost Auditors for financial year 2016-17									
Resolution required: (Ordinary/ Special)	Yes								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
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	
	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)								
Promoter and Promoter Group									
	E-Voting	16277320	9410821	57.8155	9410821	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)								
Public- Institutions									
	E-Voting	11066680	152964	1.3822	152962	2	99.9986	0.0013	
	Poll		87580	0.7914	87579	1	99.9988	0.0011	
	Postal Ballot (if applicable)								
Public- Non Institutions									
	E-Voting	57420500	39727865	69.1876	39727862	3	100.0000	0.0000	
	Poll								
	Postal Ballot (if applicable)								
Total									

ORDINARY - Commission to Non-Executive Directors									
Resolution required: (Ordinary/ Special)	Yes								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
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	
	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)								
Promoter and Promoter Group									
	E-Voting	16277320	9092421	55.8594	9092421	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)								
Public- Institutions									
	E-Voting	11066680	153314	1.3854	152067	1247	99.1866	0.8133	
	Poll		87580	0.7914	87579	1	99.9988	0.0011	
	Postal Ballot (if applicable)								
Public- Non Institutions									
	E-Voting	57420500	39403815	68.6337	39403567	1248	99.9968	0.0032	
	Poll								
	Postal Ballot (if applicable)								
Total									



Resolution required: (Ordinary/ Special)	ORDINARY - Approval to make 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?	Yes											
Category	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				0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000				0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000				0.0000
Public- Institutions	E-Voting	16277320	9410821	57.8155	9391602	19219	99.7957	0.2042				0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000				0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000				0.0000
Public- Non Institutions	E-Voting	11066680	153230	1.3846	151851	1379	99.1000	0.8999				0.0011
	Poll	0	87355	0.7894	87354	1	99.9988	0.0011				0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000				0.0000
Total	57420500	39727906	69.1877	39707307	20599	99.9481	0.0519				0.0519	



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]*

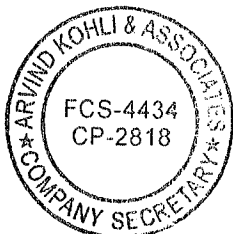
To,

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

Respected Sir,

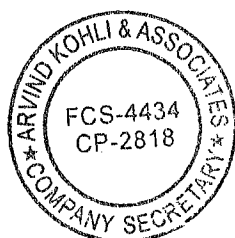
Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Poll at 45th Annual General Meeting held on 8th August, 2016

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 Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 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;

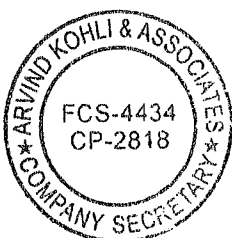


for passing of the Resolutions as mentioned under item numbers 1 to 7 as set out in the Notice of 45th Annual General Meeting (AGM) of the shareholders of the Company dated 10th May, 2016.

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 10th May, 2016 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, 13th July, 2016. 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, 1st July, 2016.
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 "Hindu Business Line" on Thursday, 14th July, 2016 and Hindi newspaper "Jansatta" on Friday, 15th July, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Friday, 5th August, 2016 (10:00 am) to Sunday, 7th August, 2016 (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, 29th July, 2016.
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 **Ms. Jaya Singh** and **Mr. 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, 2016 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	38	87579	99.9989
Remote E-voting	135	39640549	100
Total	173	39728128	100

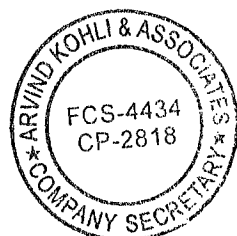
(ii) Voted against the resolution:

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	1	1	0.0011
Remote E-voting	1	2	0
Total	2	3	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 10th May, 2016 has been passed with the requisite majority.



Resolution No.2 ORDINARY RESOLUTION

To appoint a director in place of Dr. Meenakshi Gopinath (DIN No. 00295656) who retires by rotation and being eligible offers herself 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	38	87579	99.9989
Remote E-voting	132	39490307	100
Total	170	39577886	100

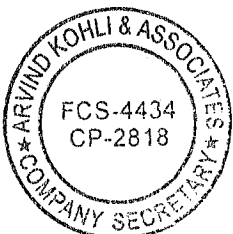
(ii) Voted against the resolution:

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	1	1	0.0011
Remote E-voting	1	2	0
Total	2	3	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. 2 of the Notice dated 10th May, 2016 has been passed with the requisite majority.



Resolution No. 3: ORDINARY RESOLUTION

To ratify the appointment of M/S Deloitte Haskins & 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	38	87579	99.9989
Remote E-voting	134	39640283	100
Total	172	39727862	100

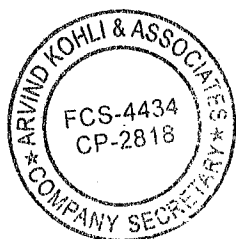
(ii) Voted against the resolution:

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	1	1	0.0011
Remote E-voting	1	2	0
Total	2	3	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. 3 of the Notice dated 10th May, 2016 has been passed with the requisite majority.



Resolution No.4: ORDINARY RESOLUTION

To approve re- appointment of Mr. Kartik Bharat Ram, (DIN: 00008557) as Deputy Managing Director for a period of five years with effect from 01st June, 2016.

(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	38	87579	99.9989
Remote E-voting	55	35208882	92.8250
Total	93	35296461	92.8416

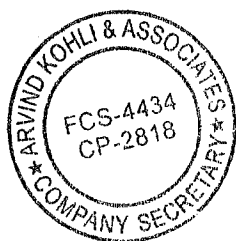
(ii) Voted against the resolution:

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	1	1	0.0011
Remote E-voting	63	2721489	7.1750
Total	64	2721490	7.1584

(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 10th May, 2016 has been passed with the requisite majority.



Resolution No.5: 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	38	87579	99.9989
Remote E-voting	134	39640283	100
Total	172	39727862	100

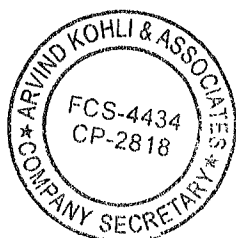
(ii) Voted against the resolution:

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	1	1	0.0011
Remote E-voting	1	2	0
Total	2	3	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. 5 of the Notice dated 10th May, 2016 has been passed with the requisite majority.



Resolution No.6: SPECIAL RESOLUTION

To approve the Commission payable to non-Executive Directors not exceeding 1% p.a of the net profits 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	38	87579	99.9989
Remote E-voting	125	39320988	99.9968
Total	163	39408567	99.9968

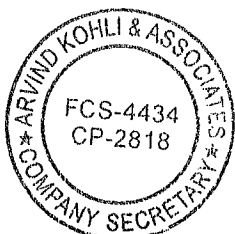
(ii) Voted against the resolution:

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	1	1	0.0011
Remote E-voting	5	1247	0.0032
Total	6	1248	0.0032

(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
Remote E-voting		NIL
Total		NIL

Result: Based on the aforesaid results, Special Resolution as contained in item no. 6 of the Notice dated 10th May, 2016 has been passed with the requisite majority.



Resolution -7 : 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	37	87354	99.9989
Remote E-voting	127	39619953	99.9480
Total	164	39707307	99.9481

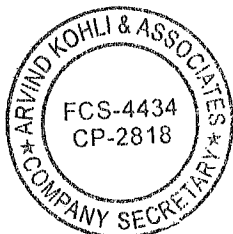
(ii) Voted against the resolution:

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	1	1	0.0011
Remote E-voting	9	20598	0.0520
Total	10	20599	0.0519

(iii) Invalid votes:

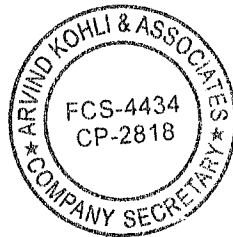
Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	1	225
Remote E-voting	NIL	NIL
Total	1	225

Result: Based on the aforesaid results, Special Resolution as contained in item no. 7 of the Notice dated 10th May, 2016 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 : 9th August, 2016



For Arvind Kohli & Associates
Company Secretaries

A handwritten signature in black ink, appearing to read "Arvind Kohli".

Arvind Kohli
Proprietor

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

For SRF Limited

A handwritten signature in black ink, appearing to read "Ashish Bharat Ram".

Ashish Bharat Ram
Managing Director

DIN-00671567

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

