

**We
always
find a**

**Better
Way**

TECHNICAL TEXTILES BUSINESS



CHEMICALS AND POLYMERS BUSINESS



PACKAGING FILMS BUSINESS





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Message from the Chairman



Dear Shareholders,

I am delighted to share with you the events and developments of your Company during the course of Financial Year (FY) 2017-18. The overall performance of your Company has witnessed a healthy growth and we continue to do well in most of our core businesses, keeping in mind the dynamic domestic and global macro-economic environment. In FY 2017-18, India's economic performance remained resilient. The introduction of the landmark Goods and Services Tax (GST) brought in some uncertainties as businesses adjusted to the new regime. This however, did not take long, and from the fourth quarter onwards, signs of growth returning were evident.

Further, the International Monetary Fund (IMF) expects economic activity to strengthen through 2018 in both advanced economies as well as the emerging markets. SRF faces this changing environment with optimism.

At the Business level, FY 2017-18 demonstrated yet again, the strength of our strategy, to enhance our manufacturing prowess, maintain strong quality systems and be at the forefront of innovation in India.

"FY 2017-18 demonstrated yet again, the strength of our strategy, to enhance our manufacturing prowess, maintain strong quality systems and be at the forefront of innovation in India"

Our continued investment in facilities further augment our market reach and complement India's growth story. While doing this, we continue to offer our employees an enriching career and forums to enhance their skill sets and capabilities, making them ready for the future. Being responsible fiscally and environmentally is something that shapes our identity and secures our future.

In the year gone by, we continued to strengthen our market share in the Fluorochemicals Business and remain the largest producer in India. During the year, we witnessed a steady transition from HFC-22 to increasing usage of HFC blends and HFC 32. We have been at the forefront of leading this revolution in India. I am glad to share that your Company entered into a definitive agreement with a Global player to acquire its HFC 125 assets at a value of around USD 10 million. This acquisition is in line with our overall fluorine-based refrigerants strategy and showcases our endeavor to continuously invest in products for the future. With this acquisition, we will now have the unique advantage of manufacturing all three major HFCs – namely, HFC 134a, HFC 32 and HFC 125, which will be marketed under the Company's FLORON® brand. The capacity of AHF, which is a basic raw material for most of the HFCs is also being increased to cater to future needs. These investments will help SRF become a fully backward integrated player and nearly double our existing HFC capacities. We also successfully filed the Drug Master File for Dymel's HFC 134a pharma gas with the US FDA. During the year, we successfully commissioned the Greenfield Chloromethanes plant at our Dahej complex with a capacity of 40,000 MT per annum using our in-house technology. Here, we have effectively doubled our capacity and are now one of the largest producers of Chloromethanes in India. I am also glad to share that

this newly commissioned plant has already achieved hundred percent capacity utilization during the year.

About the Specialty Chemicals Business, the overall sentiment in the global agro-chemical industry remained subdued and impacted our results. However, we have seen visible green shoots in the sector, which we believe signals an uptick in the industry. We continue to strengthen our capabilities further in this segment. During the year, we successfully commissioned new plants of MPP3, amongst others. Going forward, we will continue to focus on the commercial conversion of new products developed in both pharma and agro segments in the next couple of years. We have built an excellent facility at Dahej, backed by strong R&D, manufacturing and skilled talent and the funnel remains strong and robust, ahead of the expected revival of the industry. We have currently filed 135 patents, of which twelve have been granted. I am also happy to share that your Company's Bhiwadi facility was conferred the 23rd Bhamashah Award 2017 by the Government of Rajasthan for significant contribution in the field of primary and elementary education along with infrastructural development of schools in the state. Our sites at Bhiwadi and Dahej also received permission to use the Responsible Care logo from the Indian Chemical Council.

In the Technical Textiles Business, we saw good traction with our customers in the Tyre Cord Fabrics segment as we continue to focus on increasing cost efficiencies through a judicious management of raw materials and inventories. We have also seen some positive initiatives by the Government of India to safeguard the interests of domestic players. In Belting Fabrics, we continue to focus on delivering superior products with the help of our strong R&D DNA, which has yielded fruitful results for your Company. In Coated Fabrics, we maintained our market share of more than 50% and in the Laminated Fabrics segment, we continue to maintain price leadership and supply the best quality products in the market. I am also glad to share that our Technical Textiles plant in Rayong, Thailand was awarded the 'Green Star' award for the 3rd consecutive year by the Government of Thailand. It is a recognition of the sustainable efforts towards safety, protection of the environment and care for the community that your Company practices.

As we continue to deliver excellence to our customers and stakeholders through investments in our manufacturing facilities and building stronger partnerships, I am glad to share that our Packaging Films Business'

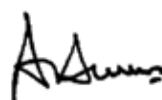
newly commissioned Bi-axially Oriented Polyethylene Terephthalate (BOPET) films and Bi-axially Oriented Polypropylene (BOPP) films plants at DTA, Indore have been fully utilized in the year. In fact, all our domestic facilities operated at optimal levels despite challenging external environment. Our South Africa and Thailand facilities also performed well during the year. We continue to focus on efficient utilization of raw materials, set new benchmarks of being the lowest cost producer and further optimize the product mix towards innovative, value-added products. FY 2017-18 has been a year where we have invested significantly in our capacity build-up and in this regard, I am extremely pleased to inform you that your Company has recently announced the setting up of a new BOPET line and Metallizer plant in Hungary at an approximate investment of Euro 60 million. Europe's imports of BOPET films is significant and our large customer base will help us generate traction as a local supplier.

Your Company, as a part of its CSR, continues to engage with its communities and work on some of society's most pressing issues. SRF Foundation took concrete steps in compliance with Section 135 of the Companies Act, 2013 during FY 2017-18 and expanded its work in the identified areas of education, vocational skills, natural resource management and affirmative action on a sustainable basis.

Summing up, I believe your Company has maintained its growth momentum last year setting new records of performance and operational excellence. Given the present economic indications and the plans developed for the future, I am confident that your Company will continue to better its performance in the coming years.

I would like to express our gratitude for your confidence in us. I would also acknowledge the unfailing support of our extended family of customers, dealers, suppliers, financial institutions and partners, which has been a major source of inspiration to your Company. Finally, my sincere gratitude to the employees of SRF who make these dreams come true.

Sincerely,



Arun Bharat Ram
Chairman

Board of Directors



Arun Bharat Ram
Chairman



Ashish Bharat Ram
Managing Director



Kartik Bharat Ram
Dy. Managing Director



Pramod G. Gujarathi
Director (Safety & Environment)



Dr. Meenakshi Gopinath
Director – CSR



Lakshman Lakshminarayan



Vinayak Chatterjee



Vellayan Subbiah



Tejpreet S Chopra



Pramod Bhasin

Company Information

Auditors

M/s Deloitte Haskins & Sells, Chartered Accountants

CFO & Company Secretary

Anoop K Joshi

Bankers

- ICICI Bank
- State Bank of India
- Standard Chartered Bank
- Citibank NA
- DBS Bank
- HDFC Bank
- Kotak Mahindra Bank
- HSBC
- Axis Bank
- Yes Bank
- Bank of Tokyo Mitsubishi UFJ Ltd.
- Sumitomo Mitsui Banking Corporation
- Barclays Bank
- IDFC Bank

Registered Office

(CIN: L18101DL1970PLC005197)

Unit Nos. 236 & 237, 2nd Floor, DLF Galleria, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extension Delhi - 110 091

Tel: +91-11- 49482870

Email: info@srf.com Website: www.srf.com

Corporate Office

Block - C, Sector - 45, Gurugram - 122 003, Haryana, India

Chemicals and Polymers Business : Plants

- Village & P.O. Jhiwana, Tehsil Tijara, Distt. Alwar - 301 018, Rajasthan
- Manali Industrial Area, Manali, Chennai - 600 068, Tamil Nadu
- Plot No. 14 C, Sector 9, IIE Pantnagar Distt. Udham Singh Nagar - 263 153, Uttarakhand
- D II/I GIDC, PCPIR, Phase II, Tal. Vagra, Village Dahej, Distt. Bharuch - 392 130, Gujarat



Technical Textiles Business : Plants

- Manali Industrial Area, Manali, Chennai - 600 068, Tamil Nadu
- Plot No. 1, SIPCOT Industrial Area Complex, Gummidipoondi, Distt. Thiruvallur - 601 201, Tamil Nadu
- Viralimalai, Distt. Pudukottai - 621 316, Tamil Nadu
- Industrial Area, Malanpur, Distt. Bhind - 477 116, Madhya Pradesh
- Plot No. 12, Rampura, Ramnagar Road, Kashipur, Distt. Udham Singh Nagar - 244 713, Uttarakhand

Packaging Films Business : Plants

- Plot No. 12, Rampura, Ramnagar Road, Kashipur, Distt. Udham Singh Nagar - 244 713, Uttarakhand
- Plot Nos. C 1-8, C 21-30, Sector 3, Indore Special Economic Zone, Pithampur, Distt. Dhar - 454 775, Indore - Madhya Pradesh
- Plot No. 675, Industrial Area, Sector 3, Village Bagdoon, Pithampur, Distt. Dhar - 454 775, Indore - Madhya Pradesh



SRF Limited

(CIN: L18101DL1970PLC005197)

Regd. Office: The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, 2nd Floor, Mayur Place,
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Email: info@srf.com website: www.srf.com

NOTICE

Notice is hereby given that the **47th Annual General Meeting** of SRF Limited will be held on **Tuesday, August 7, 2018** at 11.00 a.m. at the Laxmipat Singhanian Auditorium, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016 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, 2018 along with the Reports of the Auditors' and Board of Directors' thereon.
2. To appoint a Director in place of Dr. Meenakshi Gopinath (DIN 00295656), who retires by rotation and being eligible, offers herself for re-election.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

Appointment of Statutory Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. BSR & Co. LLP, Chartered Accountants, New Delhi (Registration No. 101248W/W-100022) be and is hereby appointed as Statutory Auditors of the Company, upon completion of the term of appointment of the erstwhile Statutory Auditor M/s. Deloitte Haskins & Sells, Chartered Accountants, New Delhi (Registration No. 015125N) under the Companies Act, 2013, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 52nd Annual General Meeting at such remuneration

plus taxes as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed between the Board of Directors and the Statutory Auditors."

Special Business

4. 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 2018-19

"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, 2019 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 Engineering Plastics Business	₹ 3.78 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 and reimbursement of actual out of pocket expenses

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

Re-appointment of Vinayak Chatterjee (DIN 00008933) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Vinayak Chatterjee (DIN 00008933) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation."

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

Re-appointment of Lakshminarayan Lakshman (DIN 00012554) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Lakshminarayan Lakshman (DIN 00012554) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years for a term from April 1, 2019

to March 31, 2024, and whose office shall not be liable to retire by rotation."

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

Re-appointment of Tejpreet Singh Chopra (DIN 00317683) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Tejpreet Singh Chopra (DIN 00317683) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years for a term from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation."

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

Re-appointment of Vellayan Subbiah (DIN 01138759) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Vellayan Subbiah (DIN 01138759) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment,

be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years for a term from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation."

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

Re-appointment of Pramod Bhasin (DIN: 01197009) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Pramod Bhasin (DIN: 01197009) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years for a term from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation."

10. 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, if any, 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, 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."

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

Borrowing of monies in excess of aggregate of paid up share capital and free reserves

"RESOLVED that in supersession of the special resolution adopted at the 43rd Annual General Meeting held on August 04, 2014 under the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors (which term shall include any committee thereof) to borrow monies in terms of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, notwithstanding that the aggregate borrowings (apart from temporary loans from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up share capital and free reserves, i.e., reserves not set apart for any specific purpose, provided, however, that the aggregate amount of monies which may be borrowed shall not exceed ₹ 4000 Crores at any point of time."

BY Order of the Board of Director

Anoop K Joshi
President, CFO

& Company Secretary
Membership No. F-4820

Date : May, 17, 2018
Place : Gurugram