

Governance

We never yield to or compromise on the basic principles of Integrity, Transparency and Accountability. Robust corporate governance practices are the key pillars for driving all initiatives.



We believe that good corporate governance is the sum or result of implementing sound management practices, compliances, and adherence to the highest levels of transparency and business ethics. Our organisation is based on a strong bedrock of corporate governance. We have put in place a detailed governance framework that outlines our operations, business actions and possible outcomes. Corporate governance at SRF encompasses comprehensive oversight of business strategies, ensuring fiscal accountability, ethical corporate behaviour, and upholding stakeholder interests. Our Governance incorporates a systematic and periodic evaluation of business operations thereby ensuring compliance with all applicable rules and regulations. We are committed to delivering value-based growth while maintaining high ethical standards and complete transparency with all our stakeholders - shareholders, customers, employees, vendors, society.

At SRF, we are led by the Board of Directors comprising of industry experts who come with diverse and rich experiences which enable and facilitate effective decision-making and execution of sustainable and long-term strategies. The Board reviews all significant aspects of the Company and ensures that the

business activities are aligned with the Company's long-term strategies. The Board members monitor the financial, environmental, and social performance of the Company while addressing key risks and opportunities.

We have 10 Directors on our Board as on 31st March 2022. During the year, Dr. Meenakshi Gopinath, Director CSR, retired from the Board w.e.f. 31st August 2021 and Mr. Arun Bharat Ram resigned as Chairman of the Board w.e.f. closing of business hours of 31st March 2022. He was appointed as Chairman Emeritus by the Board and shareholders for a term of 5 years w.e.f. 1st April 2022. Further, w.e.f. 1st April 2022, Mr. Ashish Bharat Ram was re-designated as Chairman and Managing Director and Mr. Kartik Bharat Ram was re-designated as Joint Managing Director by the Company subject to approval of shareholders. Mr. Vellayan Subbiah resigned as independent director on 9th May 2022 and was appointed as Non-Executive Non-Independent Director w.e.f. 10th May 2022 subject to approval of the shareholders and Mr. Raj Kumar Jain was appointed as Independent Director (additional) w.e.f. 9th May 2022 subject to approval of the shareholders.

Committees Driving Performance Excellence

The governance structure at SRF consists of six Board level committees with well-defined roles and responsibilities to protect the interests of all shareholders. The committees are instrumental in contributing to the Company's journey to market leadership and help in maximising value for all stakeholders.

Nomination and Remuneration Committee

- The Committee is responsible for assessing qualification of a director, proposing policies on board diversity and undertaking performance evaluations of directors
- It consists of three independent directors

CSR Committee

- The Committee is responsible for handling matters related to spending of CSR funds, monitoring of CSR activities and so on
- The committee consists of two non-executive directors and one executive director

Audit Committee

- The Committee is responsible for reviewing and approving the internal audit plan, financial reporting systems, whistle blower mechanism, ensuring compliance with regulatory guidelines, undertaking discussions on quarterly, half-yearly and annual financial results and engaging with statutory auditors
- It consists of three independent directors

Stakeholders Relationship Committee

- The stakeholder relationship committee oversees the grievance related aspects of all concerned stakeholders
- It consists of two executive and two independent directors

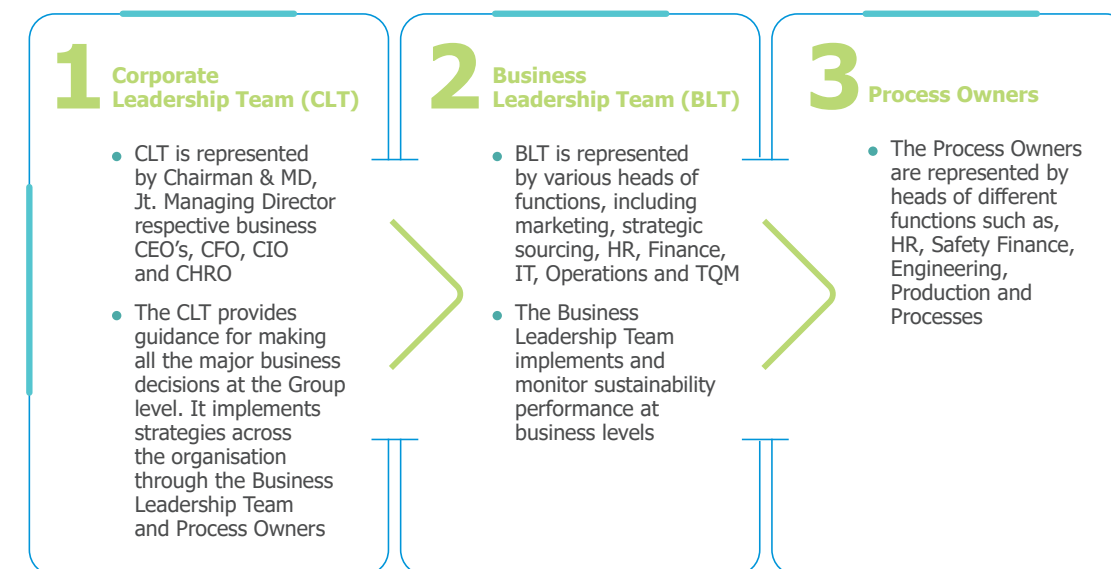
Risk Management Committee

- The Committee is responsible to support the Audit Committee in analysing the efficacy of the Risk Management System and assists the Board in framing, implementing, monitoring, and revising the Risk Management Policy
- It consists of one Independent director and two executive directors

Committee of Directors Financial Resources

- The Committee of Directors Financial Resources is responsible to provide financial oversight for the organisation
- It consists of three executive directors

Sustainability is at the Heart of our Governance Framework



Codes and Policies for Best-in-Class Governance

At SRF, we believe robust policies and practices including ESG considerations are key driving forces in decision-making. We are periodically reconceptualising and reimagining our strategies to keep up with the ever-changing business environment and evolving consumer needs. Our policies provide specific guidance to employees on their ethical/

behavioural standards to uphold our organisation's values and ensure that business is conducted in an ethical and responsible manner. While following these policies is mandatory for all our employees, we also encourage all other stakeholders to adopt and adhere to the same. SRF has laid out the following codes and policies to govern its business in a responsible way:

Codes & Policies

- Code of Practices and Procedures for Fair Disclosure of UPSI
- Code of Conduct for Prevention of Insider Trading
- Code of Conduct for Directors and Senior Management Personnel

- Nomination, Appointment and Remuneration
- Health & Safety
- Human Rights
- Whistle Blower
- Corporate Social Responsibility
- Anti-Corruption and Bribery
- Material Subsidiary Companies
- Dealing with Related Party Transactions
- Dividend Distribution
- Preservation of Documents

Source - <https://www.srf.com/investors/corporate-governance/>



The Company's Code of Conduct (CoC) testifies the organisation's commitment towards conducting its business with utmost integrity, honesty and accountability. It ensures compliance with internal standards of business practices and covers aspects such as regulatory compliance, fair employment practices, environment, health and safety, conflicts of interest and safeguarding the Company's assets.

The principles enumerated in the Code of Conduct have been complied with by the Board members and senior management representatives. The CoC coupled with the Whistle-blower policy reinforces the stated values of the Company and promotes ethical behaviour for conducting business in the most transparent manner.

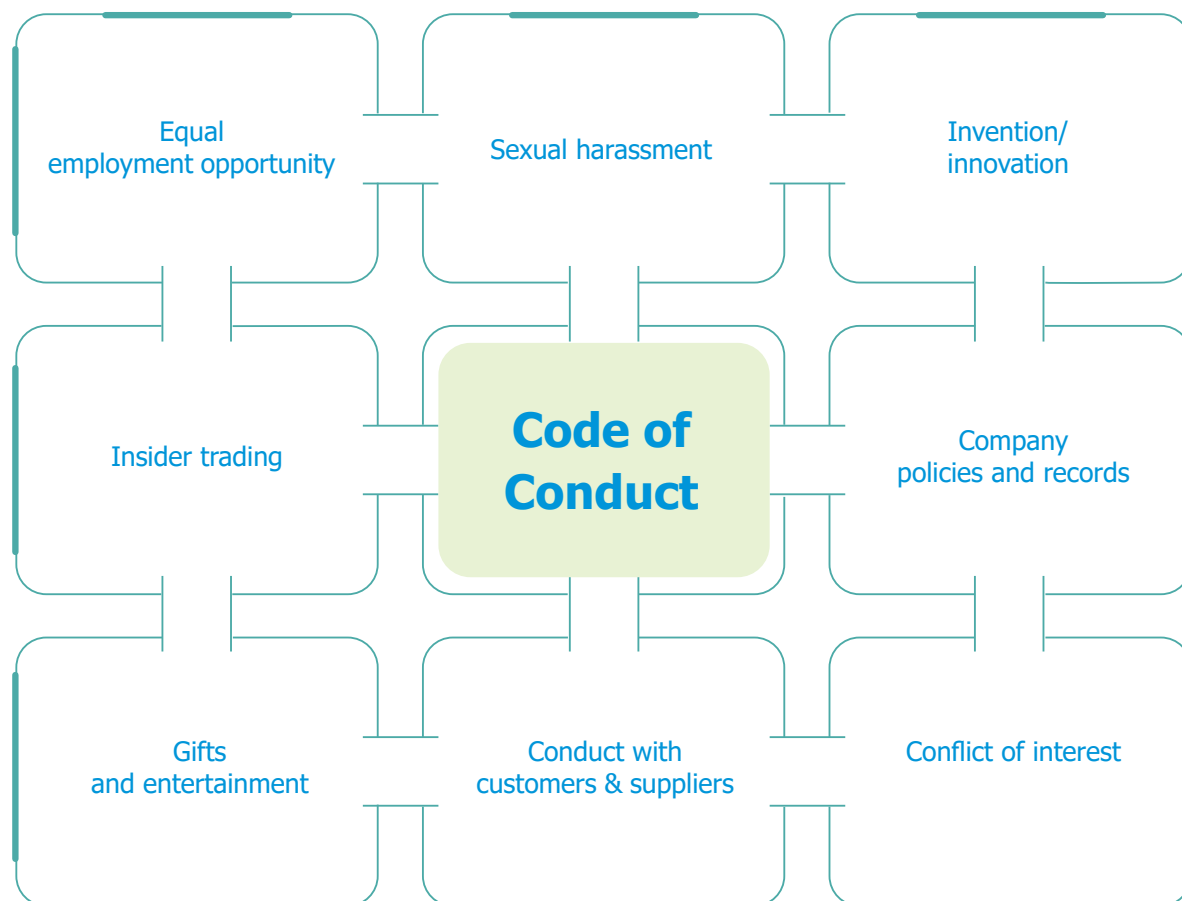
In the current reporting period, there were no cases of conflict of interest and no disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption on Directors / KMPs / employees / workers.



For details: [SRF-Whistleblower-Policy.pdf](#)
[Code-of-Conduct-for-Directors-and-Senior-Management-Personnel.pdf \(srf.com\)](#)

The figure below highlights the key aspects of the Code of Conduct:

(Business Responsibility Report Principle 1)



Regulatory Compliance - Our Pride

To further reinforce the Company's core values beyond regulatory compliances, we have established a Values Steering Committee, which includes the Joint Managing Director and some members from the Corporate leadership team. They are responsible for conducting fair and transparent investigations of reported issues, independently and take corrective or disciplinary actions.

SRF has implemented an IT system based 'Compliance Manager' tool, which tracks the status of compliances on defined frequency for required periods. With a view to ensure total compliance with applicable legal frameworks, this tool provides capability and offers timely and intelligible disclosures for effective monitoring and reporting.

During the current reporting period, no case has been filed by any stakeholder regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour

(Business Responsibility Report Principle 1 & 9)

SRF actively participates in discussions and discourses on growth and sustainable development in various industry forums. Over the years, the Company has been proactively collaborating with several industry associations to share best practices, address industry concerns, and implement measures for driving industry growth and fostering economic development in the country. Currently, SRF is a member of the following industry associations and forums:

Industry Associations	
Confederation of Indian Industry	National Safety Council
Refrigerant Gases Manufacture Association	Centre for Chemical Process Safety
Indian Chemical Council	The Synthetic & Rayon Textiles Export Promotion Council
CHEMEXCIL	Delhi Chamber of Commerce

Reach of Association: State ■ National ■

(Business Responsibility Report Principle 7)

