

S R INDUSTRIES LIMITED

Policy on Obligations with respect to employees including senior management, key managerial personnel, directors and promoters for Disclosure of committee positions and financial and commercial transactions

[Pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Policy on Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters for Disclosure of committee positions and financial and commercial

Preamble:

In terms of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for listed entities to formulate a policy specifying the obligations of directors, key managerial personnel, senior management, promoters, and employees in respect of disclosure of committee positions and financial and commercial transactions. This Policy on Obligations with respect to Employees including Senior Management, Key Managerial Personnel, Directors, and Promoters for Disclosure of Committee Positions and Financial and Commercial Transactions ("Policy") has been formulated to ensure compliance with the aforesaid regulation and to provide a framework for disclosure of specified information by the concerned individuals.

Objectives:

The objectives of this Policy on Obligations with respect to Employees including Senior Management, Key Managerial Personnel, Directors, and Promoters for Disclosure of Committee Positions and Financial and Commercial Transactions are:

1. To ensure compliance with Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. To establish a framework for disclosure of committee positions and financial and commercial transactions by directors, key managerial personnel, senior management, promoters, and employees.
3. To maintain transparency and accountability in the disclosure of specified information.
4. To prevent insider trading and ensure fair market practices.
5. To provide guidance to directors, key managerial personnel, senior management, promoters, and employees on their disclosure obligations.

Definitions:

“Board” means the Board of Directors of S R Industries Limited.

“Company” means S R Industries Limited inclusive of its Registered Office and all Branch Offices.

“Chief Executive Officer” or “Managing Director” or “Manager” shall mean the person so appointed in terms of the Companies Act, 2013 and Listing Regulation.

“Key Managerial Personnel” mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013.

“senior management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.”

“Regulation” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof.

All other words and expressions used and not defined in this Policy or the Regulation, but defined in the Act or the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and / or the rules and regulations made thereunder, shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case maybe.

Obligation of Director, Senior management, Key Managerial Personnel and Promoters:

Directors' Committee Membership Limitations:

A director of the Company shall not:

- a. Be a member of more than ten committees across all listed entities.
- b. Act as chairperson of more than five committees across all listed entities.

For determining these limits, only membership and chairpersonship of audit committees and Stakeholders' Relationship Committees in public limited companies (listed or unlisted) shall be considered.

Disclosure requirements for Directors, KMPs, Promoters:

Every director, KMP, Promoter shall:

- a. Inform the Company about their committee positions in other listed entities.
- b. Notify the Company of any changes to these positions as soon as possible.

Disclosure requirements for Senior Management Personnel:

Senior management personnel shall disclose to the Board of Directors all material, financial, and commercial transactions where they have a personal interest that may potentially conflict with the interest of the Company.

For the purpose of this section, a conflict of interest includes:

- a. Dealing in the Company's shares.
- b. Commercial dealings with bodies that have shareholding or management relationships with the Company or its relatives.
