

Notice

Notice is hereby given that the 42nd Annual General Meeting of SRF Limited will be held on Friday, the July 26, 2013 at 3.30 p.m. at the Laxmipat Singhania Auditorium, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016 to transact the following businesses: -

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr Vinayak Chatterjee, who retires by rotation and being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr Tejpreet Singh Chopra who retires by rotation and being eligible, offers himself for re-election.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof :

“RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants, New Delhi (Registration No. 015125N) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Audit Committee/ Board of Directors and service tax thereon and re-imburement of travelling and other incidental expenses, if any, incurred in connection with the audit.”

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

Appointment of Mr Pramod Bhasin, as a Director, liable to retire by rotation :

“RESOLVED THAT Mr Pramod Bhasin, who by his co-option as an additional Director with effect from July 25, 2012, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of Director, be and is hereby appointed a Director of the Company 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 Mr Arun Bharat Ram as Chairman with Executive Powers:

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311 and 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and all guidelines for managerial remuneration issued by the Central Government from time to time, and such other consents and approvals as may be required including any statutory amendment or re-enactment thereof, approval of the Company be and is hereby accorded to the re-appointment of Mr Arun Bharat Ram as Chairman in executive capacity with authority to the Board to revise his designation at its discretion and other terms and conditions of the appointment including as to remuneration as are set out hereunder:-

1. **Tenure**

Five years with effect from 15.6.2013

2. **Functions**

Subject to the direction, control and superintendence of the Board of Directors, Mr Arun Bharat Ram shall provide pro-active guidance to the Management Team and participate in all critical decisions.

3. **Remuneration**

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr Arun Bharat Ram shall comprise salary, perquisites and commission, as may be decided by the Board/Remuneration Committee within an overall ceiling of 5% of the net profits of the Company, computed in the manner laid down in Section 349 of the Companies Act, 1956.

Remuneration for a part of the Year

Remuneration for a part of the year shall be computed on pro-rata basis.

Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Chairman shall be ₹2 lakhs per month or such higher amount as may be permitted under the Companies Act, 1956 subject to such approval, if any, as may be required.

Sitting Fee

If permissible by law, Mr Arun Bharat Ram shall be entitled to sitting fee in addition to the components of remuneration mentioned above, for attending meetings of the Board of Directors or Committees thereof.

4. Termination

The appointment of Mr Arun Bharat Ram as Chairman in executive capacity may be terminated by either party giving to the other six calendar months notice in writing.

In the event of termination of this appointment of Mr Arun Bharat Ram by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 1956 or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER that in the event of any further authorisation/ revision in the levels of permissible managerial remuneration, the Board of Directors/ Remuneration Committee be and is hereby authorised to alter, vary and increase the remuneration of Mr Arun Bharat Ram, notwithstanding the overall remuneration set out above, as may then be prescribed / permissible without requiring any further resolution or consent of or reference to the general meeting.”

Regd. office

C-8, Commercial Complex,
Safdarjung Development Area,
New Delhi-110016
Gurgaon, May 3, 2013

By Order of the Board
for **SRF LIMITED**
Sd/-
(Anoop K Joshi)
Sr. Vice President &
Company Secretary

NOTES

1. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED, DULY COMPLETED, TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the July 19, 2013 to Friday, the July 26, 2013 (both days inclusive) for the purposes of holding the Annual General Meeting.
4. Members holding shares in physical form are requested to notify change in address and bank mandate, bank particulars, if any, under their signatures to Karvy Computershare Private Limited, 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081, the Registrar & Share Transfer Agent, quoting folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.

In terms of SEBI Circular dated May 20, 2009 and January 7, 2010 pertaining to (i) transfer of physical shares (ii) deletion of name of the deceased shareholder(s) where the shares are held in the name of two or more shareholders (iii) transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares; and (iv) transposition of shares- when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders, of the listed companies, the transferee(s) are requested to furnish copy of their Permanent Account Number (PAN) Card along with the other documents to the RTA for the above mentioned purpose, irrespective of the value of the transaction.

5. Members seeking any information regarding accounts to be given at the meeting are requested to write to the Company at its Corporate Office at Block C, Sector – 45, Gurgaon- 122 003 (Haryana) at least seven days before the date of the meeting so as to enable the management to keep the information ready.
6. All amounts of unclaimed dividend declared up to the financial year ended March 31, 2005 have been transferred to the General Revenue Account of the Central Government/Investor Education and Protection Fund as required by the Companies Act, 1956.
7. Pursuant to Section 205A of the Companies Act, 1956, dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account are required to be transferred to the Investor Education and Protection Fund of the Central Government.

Section 205C of the Act states that no claims shall lie against the Fund or the Company in respect of individual amounts which were unclaimed and unpaid for seven years as aforesaid and transferred to the Fund.

The details of unpaid/unclaimed equity dividend are available on Company's website www.srf.com

Shareholders are advised that those who have not encashed their dividend warrant(s) so far for the financial years ended March 31, 2006 and thereafter may send their outdated dividend warrants to the Company at its Corporate Office or to the Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited for issue of demand drafts in lieu thereof

8. Members are requested
- i) To bring copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
 - ii) To quote their folio/identification Nos. in all correspondence.
 - iii) To note that no gifts will be distributed at the meeting.
 - iv) In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item Nos. 2 and 3

Mr Vinayak Chatterjee and Mr Tejpreet Singh Chopra shall retire by rotation and being eligible, offer themselves for re-appointment.

The information required by the Listing Agreement with the Stock Exchanges is given below:

Mr Vinayak Chatterjee

Mr Vinayak Chatterjee (53) is a graduate in Economics from St. Stephen's College, Delhi and a Post-graduate in Management from the Indian Institute of Management, Ahmedabad.

He is strategic advisor to leading corporates and Government agencies in the areas of economic policy and infrastructure planning and implementation.

He is currently the Chairman of CII-National Committee on Urban Infrastructure (India's largest industry association) and was the Chairman of CII (Northern Region) for the year 2000-01. He is also a member of the Task Force on Reforms in Housing & Urban Development of the Government of India.

Mr Vinayak Chatterjee is a member of the Shareholders'/ Investors' Grievance Committee, Special Committee and Chairman of Remuneration Committee and Audit Committee of the Board and has no shareholding in the Company.

Directorships in other public companies	Committee Membership
Avantha Power &	- Audit Committee*
Infrastructure Limited	- Remuneration Committee*

*Chairman

No Director other than Mr Vinayak Chatterjee is concerned or interested in the Resolution. The Board of Directors recommends the resolution for approval of the members.

Mr Tejpreet Singh Chopra

Mr Tejpreet Singh Chopra (43) did his B.A. (Hons) in Economics from St. Stephen's College, Delhi University and MBA from Cornell University, U.S.A.

Mr Tejpreet Singh Chopra is the Founder, President & CEO of Bharat Light & Power. Bharat Light & Power is a clean power generation company utilizing a variety of advanced technologies. Mr Chopra's 18 years of global management and finance experience was gained in various business roles held in France, England, Hong Kong, India and USA, of which over 14 years were at General Electric. Mr Chopra's is involved in various industry associations. He was a member of National Council of the Confederation of Indian Industry (CII), The Chairman of American Chamber of Commerce in India (AMCHAM), and Board of Directors of the U.S. - India Business Council (USIBC).

Mr Chopra is Chairman of the Shareholders'/Investors' Grievance Committee and Member of Remuneration Committee and Special Committee and has no shareholding in the Company.

Directorships in other public companies	Committee Membership
Gujarat Pipavav Port Limited	Remuneration Committee

None of the Directors of the Company other than Mr Chopra is concerned or interested in the Resolution. The Board of Directors recommends the resolution for approval of the members.

Item No.5

Mr Pramod Bhasin (61) was co-opted as an additional director on the board of directors of the company on July 25, 2012. In terms of articles of association of the company and section 260 of the companies act, 1956 he holds office upto the date of forthcoming annual general meeting.

Mr Pramod Bhasin is a Chartered Accountant from Thomson McLintock & Co., London, and holds a Bachelor of Commerce degree from Delhi University.

Mr Bhasin started Genpact (formerly GE Capital International Services) in 1997. He was the President & CEO till June 2011 and is currently the Vice Chairman. Under his leadership,

Genpact pioneered the Business Process Management industry in India.

He is on the governing boards of several educational institutions including IIM Lucknow, the Lady Shri Ram College, and The Shri Ram School. Mr Bhasin has also served as the Chairman of India's National Association of Software & Services Companies (NASSCOM) and is the current Chairman of the CII Services Council.

Mr Bhasin has no shareholding in the Company.

Details of his directorship and committee membership are as follows-

Directorships in other public companies	Committee Membership
New Delhi Television Ltd.	Audit Committee
Bank of India Limited	Audit Committee
The Skills Academy Ltd.	-
Fragility Ltd.	-

The Company has received a notice under Section 257 from a member signifying his intention to propose the candidature of Mr Bhasin at the forthcoming Annual General Meeting.

None of the Directors of the Company other than Mr Pramod Bhasin is concerned or interested in the Resolution. The Board of Directors recommends the resolution for approval of the members.

Item No. 6

By a resolution dated 25.07.2008, the shareholders had appointed Mr Arun Bharat Ram as Chairman with Executive power of the Company for a period of five years with effect from 15.06.2008.

The existing tenure of Mr Arun Bharat Ram continues upto 14.06.2013. His re-appointment effective from 15.6.2013 requires approval of the members.

It is proposed to re-appoint him for a further period of 5 years with effect from 15.06.2013 and members' approval is sought to the re-appointment.

The terms of his re-appointment and remuneration including minimum remuneration are set out in the resolution and are essentially the same as at present.

The detailed terms stated in the resolution constitute the terms of re-appointment of Mr Arun Bharat Ram for the abstract required in terms of section 302 of the Companies Act, 1956.

Mr Arun Bharat Ram (72) is B.Sc in Industrial Engineering from the University of Michigan, USA. He set up SRF in 1971 and it is under the stewardship of Mr Arun Bharat Ram that the Company has achieved all round growth and made for itself a reputation in the core areas of its business.

Mr Arun Bharat Ram is a member of the Shareholders'/Investors' Grievance Committee and Committee of Directors- Financial Resources and has no shareholding in the Company.

Directorships in other public companies	Committee Membership
DCM Shriram Consolidated Limited	Audit Committee
J K Paper Limited	Audit Committee Shareholders/Investors Grievance Committee Remuneration Committee*
SRF Holiday Home Limited	-
SRF Fluorochemicals Limited	-
SRF Energy Limited	-
Shri Educare Limited	-

*Chairman

Mr Arun Bharat Ram is interested in the resolution. Mr Ashish Bharat Ram and Mr Kartikeya Bharat Ram, who are relatives of Mr Arun Bharat Ram, may be deemed to be interested in the resolution.

No other Director of the Company is concerned or interested in the resolution. The Board of Directors recommends the resolution for approval of the members.

Inspection: Relevant documents referred to in the notice are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 A.M. and 1.00 P.M. upto the date of the meeting and at the venue of the meeting on the date of the meeting.

Important communication to members

The Ministry of Corporate Affairs has taken a 'green initiative in the corporate governance' by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate column in the members' feedback form (sent herewith) and register the same. Postage for sending the feedback form will be borne by the Company. You may also log on to the Company's website www.srf.com to register your consent.