

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Shareholders of the Company will be held on Wednesday, the 25th day of March, 2015 at 9.30 A.M. at the Registered Office of the Company at F-110, Industrial Area, Phase VII, Mohali (Punjab) to transact the following business-

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

"RESOLVED THAT in supersession to the resolution passed by the members of the company in their meeting held on 30.09.2010, consent of members of the company be and is hereby accorded to the Board of Directors of the company pursuant to Section 180 (1) (c) and other applicable provisions, Rules and Regulations of the Companies Act, 2013, for borrowing from time to time, any sum or sums of money for the purposes of the company upon such terms and conditions, and with or without security as the Board of Directors may in its discretion think fit, not withstanding that the money or monies to be borrowed by the company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Banker's in the ordinary course of business) together with the money already borrowed, may exceed the aggregate of the paid up share capital of the company and its free reserves that is to say, reserves not set apart for any specific purpose(s), provided however that the money or monies to be borrowed by the company with the money already borrowed shall not, at any time exceed Rs. 100 Crores (Rupees One Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution."

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

"RESOLVED THAT in supersession to the earlier resolution passed by the members of the company, consent of members of the company be and is hereby accorded pursuant to Section 180 (1)(a) and other applicable Provisions, Rules and Regulations of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee) to create such charges, mortgages and hypothecations either by way of 1st, 2nd or subsequent charge, on such movable or immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions and other investing agencies to secure rupee/foreign currency loan and working capital/credit facilities availed or proposed to be availed by the company, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the company in respect of the said loans/credit facilities, shall not, at any time exceed the limit of Rs. 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to enter into the related party transactions by the company with the respective related parties and for the maximum amounts per annum, as mentioned below:

Sr. No	Name of the Related parties	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Nature of Related party	Amount	
					Receipts	Payments
1	Waltz Retail and Marketing	Sale, purchase or supply of any goods or materials On actual basis, being exempted in the ordinary course of business and on arm's length basis. But subject to maximum sale of Rs. 5 Crores (Rupees Five Crores only).	Mr. Amit Mahajan, Director (Commercial)	Sale	Rs. 5 Crores (Rupees Five Crores only)	--

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the company."

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the company hereby ratifies the remuneration of Rs. 25,000 (Twenty Five Thousand only) and Rs. 10,000 (Rupees Ten Thousand only) as fees for filing XBRL to MCA per annum inclusive of all expenses to M/s K. K. Sinha, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2014-15."

5. To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act and subject to the approval of such authorities as may be necessary, consent of the members of the company be and is hereby accorded for payment of remuneration, as stated below, to Mr. Ramesh Chander Mahajan (DIN 00038661) as Managing Director of the Company with effect from April 1, 2015, for remainder of duration of appointment upto December, 2016-

Salary : Rs. 2.00 Lacs per month
Perquisites

Category-A

Housing/HRA

a) Expenditure by the company on hiring accommodation shall be subject to a ceiling of 50% of basic salary.

b) If the company does not provide accommodation to him, he shall be paid HRA @ 50% of the basic salary.

Medical Reimbursement-Actual expenses incurred on self and family members subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

Leave Travel Concession-For self and family members, once in a year incurred in accordance with the company rules.

Club Fees-Fees of Clubs subject to a maximum of 2 clubs

excluding admission and life membership fees.

Personal Accidental Insurance-Premium not to exceed Rs. 4000/- per annum.

Other Perquisites-Reimbursement of water, electricity and gas charges on actual basis.

Category-B

Provident Fund Contribution/Superannuation/Annuity Fund-As per rates prescribed under Employees' Provident Fund and Misc. Provisions Act, 1956.

Gratuity-Not exceeding half a month's salary for each completed year of service.

Leave Encashment- Encashment of leave at the end of tenure.

Category-C

Car-He shall be provided with the company's car with driver for performing his official duties. Use of Company's car for his private purpose shall be billed by company to his account.

Telephone-He shall be provided with Company's telephone at his residence and that all long distance personal call shall be billed by company to his account."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act and subject to the approval of such authorities as may be necessary, consent of the members of the company be and is hereby accorded for payment of remuneration, as stated below, to Mr. Amit Mahajan (DIN 00038593) as Whole-Time Director of the Company with effect from April 1, 2015, for remainder of duration of appointment upto March 31, 2019-

Salary : Rs. 1.20 Lacs per month
Perquisites

Category-A

Housing/HRA

a) Expenditure by the company on hiring accommodation shall be subject to a ceiling of 50% of basic salary.

b) If the company does not provide accommodation to him, he shall be paid HRA @ 50% of the basic salary.

Medical Reimbursement- As per Company's Rules.

Leave Travel Concession-As per Company's Rules.

Club Fees-As per Company's Rules.

Personal Accidental Insurance-As per Company's Rules.

Category-B

Provident Fund Contribution-As per rates prescribed under Employees' Provident Fund and Misc. Provisions Act, 1956.

Category-C

Car-He shall be provided with the company's car with driver for performing his official duties. Use of Company's car for his private purpose shall be billed by company to his account.

Telephone-He shall be provided with Company's telephone at his residence and that all long distance personal call shall be billed by company to his account."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act and subject to the approval of such authorities as may be necessary, consent of the members of the company be and is hereby accorded for payment of remuneration, as stated below, to Mr. Amit Mahajan (DIN 00038827) as Whole-Time Director of the Company with effect from April 1, 2015, for remainder of duration of appointment upto March 31, 2019-

Salary : Rs. 1.20 Lacs per month
Perquisites

Category-A

Housing/HRA

a) Expenditure by the company on hiring accommodation shall be subject to a ceiling of 50% of basic salary.

b) If the company does not provide accommodation to him, he shall be paid HRA @ 50% of the basic salary.

Medical Reimbursement- As per Company's Rules.

Leave Travel Concession-As per Company's Rules.

Club Fees-As per Company's Rules.

Personal Accidental Insurance-As per Company's Rules.

Category-B

Provident Fund Contribution-As per rates prescribed under Employees' Provident Fund and Misc. Provisions Act, 1956.

Category-C

Car-He shall be provided with the company's car with driver for performing his official duties. Use of Company's car for his private purpose shall be billed by company to his account.

Telephone-He shall be provided with Company's telephone at his residence and that all long distance personal call shall be billed by company to his account."

By Order of the Board

Place: Mohali
Date: 13.02.2015

Amit Mahajan
Director

Regd. Office:
F-110, Industrial Area,
Phase VII, Mohali (Pb.)

NOTES:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Limited Companies or societies etc. must be supported by appropriate resolutions/authority, as applicable..

5. In case of joint holders attending the Meeting, the joint holder who is higher in order of names under a given Folio/DPID-Client (in respect of dematerialized shares) will be entitled to vote.

6. Members/Proxies are requested to bring their copy of this Notice along with dully filled admission slip for attending the meeting.

7. Members holding shares in physical form are requested to notify change in address, if any, to the Company at its Registered Office or to the Registrar & Transfer Agents-M/s Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naryana Industrial Area, Phase 1, Near PVR, Naryana, New Delhi-110028.

8. Members holding shares in electronic form are requested to notify change in their address, if any, to their Depository Participant.

9. Pursuant to provisions of the Companies Act, 2013 read with the Rules framed there under, the company may send notice of general meeting and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the

Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the company.

10. Electronic copy of the Notice of general meeting of the company is being sent to all the members whose email ids are registered with the company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies are being sent by the permitted mode.

11. The instructions for members for E-Voting are as under:

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the provisions of Listing Agreement with Stock Exchanges, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra ordinary general meeting ("EGM") to be held on Wednesday, the 25th day of March, 2015 at 9.30 A.M at the Registered Office of the Company at F-110, Industrial Area, Phase VII, Mohali (Punjab). The company y has engaged the services of CDSL to provide the e-voting facility. The e-voting will be available for the following voting period.

Commencement of e-voting	End of e-voting
19.03.2015 (9.00 A.M. IST)	21.03.2015 (6.00 P.M. IST)

- ii) The Notice of EGM of the company inter-alia indicating the process and manner of e-voting is being sent to all the members as on the cut-off date (record date) i.e. 20.02.2015
- iii) Open the internet browser and type the URL: www.evotingindia.com
- iv) Click on Shareholder tab.
- v) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 characters DP ID followed by 8 digits Client ID.
 - c) Members holding shares in Physical Form should enter Folio Number registered with the company.
- vi) Next enter the Image Verification as displayed and click on login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT AND PHYSICAL FORM	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.	

	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank details	Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will directly reach the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xii) Select "EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)" of S R Industries Limited.
- xiii) Once you enter, the Cast Vote Page will open. Now you are ready for e-voting.
- xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "Yes/No" for voting. Select the option YES or NO as desired. The option YES implies that your assent to the resolution and option NO implies that you dissent to the resolution.
- xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii) You can also take out a print of the voting done by you by clicking on "Click here to Print" option on the voting page.
- xix) If Demat account holder has forgotten the password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx) Note for Non-Individual Shareholders and Custodians

1. Non-Individual Shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
 3. After receiving the login details, create compliance user using the admin login and password. The Compliance User would be able to link the account(s) for which they wish vote on.
 4. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 5. A scanned copy of the Board Resolution & Power of attorney (POA) which they issued in favor of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ix) General Institutions:
1. In case of any queries, you may refer the Frequently Asked Questions (FAQ) for Shareholders and e-voting user manual for shareholders available at the Downloads section of www.evotingindia.com. You may also contact CDSL via email at helpdesk.evoting@cdslindia.com.
 2. The e-voting period commences on Thursday, 19.03.2015 (9.00 A.M.) and ends on Saturday, 21.03.2015 (6.00 P.M.). During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20.02.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently.
 3. The voting rights shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date (Record date) i.e. 20.02.2015.
 4. Since, the company is required to provide members facility to exercise their vote to vote by electronic means, shareholders of the company, holding shares either in physical or dematerialized form as on the cut off date of 20.02.2015, and not casting their vote electronically, may also cast their vote at the EGM.
 5. Mr. Ramesh Bhatia, Company Secretary in practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair & transparent manner.
 6. The scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the e-voting period unlock the votes in presence of atleast 2 witnesses not in employment of the company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
 7. The results shall be declared on or after the EGM of the company. The results declared along with the scrutinizer's report shall be placed on the company's website at www.srfootwears.com and on the website of CDSL and communicated to BSE Limited, where the shares of the company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1 & 2**

In terms of the provisions of Section 180(1)(c) of the companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by a Special Resolution, borrow monies in excess of the aggregate of the paid-up capital of the company and its free reserves. The increasing business operations and future growth plans of the company would necessitate restructuring of the borrowing limits by authorising the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the company and its free reserves.

The borrowings of the company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the company in such form, manner and ranking as may be determined by the Board of directors of the company, from time to time, in consultation with the lender(s). The mortgage and/or charge by the company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the company in favour of lenders/agent(s)/trustees, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The approval of the members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1) and 180(1)(a) of the Act respectively.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of Resolutions at Item No. 1 and 2.

Item No. 3

The provisions of section 188(1) of the companies Act, 2013 that governs the following related party transactions, require a company to obtain prior approval of the Board of Directors and in case paid up share capital is Rs. 10 crore or more and in other specified cases, the approval of shareholders by way of Special Resolution:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) underwriting the subscription of any securities or derivatives thereof, of the company.

Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than which are not on arm's length basis.

The proviso of Section 188(3) also provides that any contract or arrangements entered into u/s 188(1) may be ratified by the Board, or as the case may be, by the shareholders at a meeting within three months from the date on which contract or arrangement was entered into.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your company has approved the proposed transactions along with annual limits that your company may enter into with its related parties (as defined under Companies Act, 2013) for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and Companies (Meetings of Board and its powers) Rules, 2014 are given herein below for kind perusal of the members:

1	Name of related party	Waltz Retail and marketing
2	Name of Director or KMP and nature of interest	Mr. Amit Mahajn, Director of the Company is partner in Waltz Retail and marketing
3	Nature, material terms, monetary value and particulars of arrangement	The details are referred in the resolution
4	Manner of determining the pricing and other commercial terms	All proposed transactions would be carried out as part of ordinary course of business of the company and are to be on arm's length basis

The Board of Directors of your company has approved this item in its Board Meeting subject to approval/ratification by the members and recommends the resolution as set out in the accompanying notice for the approval of the members of the company as a Special Resolution.

As per revised Clause 49, all the entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not, so Mr. Amit Mahajan (Director-Commercial) be deemed interested in passing of Resolution at Item No. 3.

Item No. 4

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K. K. Sinha & Associates, Cost Accountants, Chandigarh to conduct the audit of the cost records of the company for the financial year 2014-15.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 25,000 (Twenty Five Thousand only) and Rs. 10,000 (Rupees Ten Thousand only) as fees for filing XBRL to MCA per annum inclusive of all expenses, payable to the Cost Auditors has to be ratified by the shareholders of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution for the Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2014-15.

The Board recommends the Ordinary Resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of Resolutions at Item No. 4.

Item No. 5

The Nomination and Remuneration Committee, in its meeting held on February 13, 2015 recommended and the Board of Directors, in its meeting held on February 13, 2015, approved the payment of Rs. 2.00 Lacs per month, to Mr. Ramesh Chander Mahajan (DIN 00038661), as Managing Director of the Company with effect from April 1, 2015, for remainder of duration of appointment i.e. upto December, 2016 subject to the approval of the shareholders in the General Meeting.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder as Annexure to this Notice.

Mr. Ramesh Chander Mahajan is the Managing Director of the Company and is actively involved in the area of production and management of the company, since inception.

Approval of shareholders is sought for increase in remuneration paid/payable for the remaining period of existing appointment commencing from April 1, 2015 to Mr. Ramesh Chander Mahajan, Managing Director of the Company.

With his vast experience, the Board of Directors considered it to be desirable to approve the remuneration payable to him for his current tenure of appointment as Managing Director of the

Company.

The Board of Director recommends the relevant resolution for your consideration and approval as Special resolution.

None of the Directors except Mr. Ramesh Chander Mahajan himself and Mr. Amit Mahajan Director (Operations), being his relative, is concerned or interested in the resolution.

Item No. 6

The Nomination and Remuneration Committee, in its meeting held on February 13, 2015 recommended and the Board of Directors, in its meeting held on February 13, 2015, approved for payment of Rs. 1.20 Lakhs per month, to Mr. Amit Mahajan Director (Commercial) (DIN 00038593), as Whole-time Director of the Company with effect from April 1, 2015, for remainder of duration of appointment upto March, 2019 subject to the approval of the shareholders in the General Meeting.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder as Annexure to this Notice.

Mr. Amit Mahajan, Director (Commercial), who is B.Sc (Economics) is the Whole-time Director of the Company and is looking after the commercial activities of the Company.

Approval of shareholders is sought for increase in remuneration paid/payable for the remaining period of existing appointment commencing from April 1, 2015 to Mr. Amit Mahajan, Director (Commercial), Whole-time Director of the Company.

With his vast experience, the Board of Directors considered it to be desirable to approve the remuneration payable to him for his current tenure of appointment as Whole-time Director of the Company.

The Board of Director recommends the relevant resolution for your consideration and approval as Special resolution.

None of the Directors except Mr. Amit Mahajan, Director (Commercial) himself is concerned or interested in the resolution.

Item No. 7

The Nomination and Remuneration Committee, in its meeting held on February 13, 2015 recommended and the Board of Directors, in its meeting held on February 13, 2015, approved for payment of Rs. 1.20 Lakhs per month, to Mr. Amit Mahajan Director (Operational) (DIN 00038827), as Whole-time Director of the Company with effect from April 1, 2015, for remainder of duration of appointment upto March, 2019 subject to the approval of the shareholders in the General Meeting.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder as Annexure to this Notice.

Mr. Amit Mahajan, Director (Operational), who is B.E. is the Whole-time Director of the Company and is looking after the production and other operational activities of the company.

Approval of shareholders is sought for increase in remuneration paid/payable for the remaining period of existing appointment commencing from April 1, 2015 to Mr. Amit Mahajan, Director (Operational), Whole-time Director of the Company.

With his vast experience, the Board of Directors considered it to be desirable to approve the remuneration payable to him for his current tenure of appointment as Whole-time Director of the Company.

The Board of Director recommends the relevant resolution for your consideration and approval as Special resolution.

None of the Directors except Mr. Amit Mahajan, Director (Operational) himself and Mr. Ramesh Chander Mahajan being his relative is concerned or interested in the resolution.

ANNEXURE

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information-

Nature of Industry	Manufacturing
Date or expected date of Commercial Production	N.A. Since the company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial Performance-

(Rs. In Lacs)

Particular	For the year/period ended		
	31 st December, 2014	30 th September, 2014	31 st December, 2013
Total Income	1536.03	1288.97	795.97
Depreciation	34.57	34.49	34.85
Total Expenses	1276.42	1106.89	615.07
Net Profit	99.14	14.98	0.85
Paid up Capital	1388.82	1388.82	1388.82
Reserves & Surplus	0.00	0.00	0.00

Foreign Investments or collaborations, if any-There is no direct foreign investment in the Company except to the extent shares held by Foreign Investors (FI) acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the Appointees

	Mr. Ramesh Chander Mahajan	Mr. Amit Mahajan Director (Commercial)	Mr. Amit Mahajan Director (Operational)
Background details	Given in the body of this statement	Given in the body of this statement	Given in the body of this statement
Past Remuneration	Rs. 1,00,000 per month	Rs. 60,000 per month	Rs.55,000 per month
Recognition and awards	-	-	-
Job profile and his suitability	Given in the body of this statement	Given in the body of this statement	Given in the body of this statement
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and 5,10,800 shares, he doesnot have any other pecuniary relationship with the Company.	Apart from receiving managerial remuneration and 25,43,600 shares, he doesnot have any other pecuniary relationship with the Company.	Apart from receiving managerial remuneration and 4,11,450 shares, he doesnot have any other pecuniary relationship with the Company.

Comparative remuneration profile with respect to industry, size of company, profile of the position and person

During the last decade, vast changes has taken place in the method of production of shoes. New technologies have been developed and with the growing demand of stylish footwear and in the market and increased competition, it is also imperative for shoes manufacturing company to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behavior, growing demand and increasing competition in the market. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Mr. Ramesh Chander Mahajan (Managing Director), Mr. Amit Mahajan Director (Commercial) and Mr. Amit Mahajan Director (Operational) have successfully proved their expertise in very effective manner and drove the company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them re justified commensurate with other organisations of the similar type, size and nature in the shoes manufacturing industry.

III. Other Information

1. Reasons of loss or inadequate profits: The Company earlier was engaged in manufacturing of Terry-Towel but its has changed its line of production and is now engaged in manufacturing of footwears. Due to this shift in line of production, there are inadequate profits.

2. Steps taken or proposed to be taken for improvement:The Company undertook several steps aimed at lowering the overheads and aligning resources with current levels of operations. The company consolidated all its manufacturing facilities to cut down on overheads and to extract supply chain synergies last year. The company continued to right size its employee base to current level of operations. The Company continues to focus on product innovation, upholding of its high quality standards, increase in its cost competitiveness and on widening of its distribution network. These steps are expected to positively impact the company's operations in the near to medium term.

3. Expected increase in productivity and profits in measurable terms: The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

The above explanatory statement (together with annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

**Form no. MGT-11
Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN L29246PB1989PLC009531
Name of the Company S R Industries Limited
Registered office F-110, Industrial Area, Phase- VII, Mohali, Punjab-160055

I/ We, being the member (s) of Shares of the above named company, hereby appoint

- vi) Name:
Address:
Email ID:
Signature:....., or failing him
- vii) Name:
Address:
Email ID:
Signature:....., or failing him
- viii) Name:
Address:
Email ID:
Signature:.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on 25th March, 2015 at 9.30 A.M at F-110, Industrial Area, Phase VII, Mohali (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Special Business	
S.N	Item No.
1	<p>To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:</p> <p>"RESOLVED THAT in supersession to the resolution passed by the members of the company in their meeting held on 30.09.2010, consent of members of the company be and is hereby accorded to the Board of Directors of the company pursuant to Section 180 (1)(c) and other applicable provisions, Rules and Regulations of the Companies Act, 2013, for borrowing from time to time, any sum or sums of money for the purposes of the company upon such terms and conditions, and with or without security as the Board of Directors may in its discretion think fit, not withstanding that the money or monies to be borrowed by the company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Banker's in the ordinary course of business) together with the money already borrowed, may exceed the aggregate of the paid up share capital of the company and its free reserves that is to say, reserves not set apart for any specific purpose(s), provided however that the money or monies to be borrowed by the company with the money already borrowed shall not, at any time exceed Rs. 100 Crores (Rupees One Hundred Crores).</p>

	<p>RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution."</p>														
2	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:</p> <p>"RESOLVED THAT in supersession to the earlier resolution passed by the members of the company, consent of members of the company be and is hereby accorded pursuant to Section 180 (1)(a) and other applicable Provisions, Rules and Regulations of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee) to create such charges, mortgages and hypothecations either by way of 1st, 2nd or subsequent charge, on such movable or immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions and other investing agencies to secure rupee/foreign currency loan and working capital/credit facilities availed or proposed to be availed by the company, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the company in respect of the said loans/credit facilities, shall not, at any time exceed the limit of Rs. 100 Crores (Rupees One Hundred Crores only).</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution."</p>														
3	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to enter into the related party transactions by the company with the respective related parties and for the maximum amounts per annum, as mentioned below:</p> <table border="1"> <thead> <tr> <th>S N</th> <th>Name of the Related parties</th> <th>Nature of Transactions as per Section 188 of the Companies Act, 2013</th> <th>Name of the Director /KMP who is related and nature of their relationship</th> <th>Nature of Related party</th> <th>Receivables</th> <th>Payments</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Waltz Retail and Marketing</td> <td>Sale, purchase or supply of any goods or materials On actual basis, being exempted in the ordinary course of business and on arm's length basis. But subject to maximum sale of Rs. 5 Crores (Rupees Five Crores only).</td> <td>Mr. Amit Mahajan, Director (Commercial)</td> <td>Sal e</td> <td>Rs . 5 Cr ore s (R up ee s Fiv e Cr ore s onl y)</td> <td>-</td> </tr> </tbody> </table>	S N	Name of the Related parties	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director /KMP who is related and nature of their relationship	Nature of Related party	Receivables	Payments	1	Waltz Retail and Marketing	Sale, purchase or supply of any goods or materials On actual basis, being exempted in the ordinary course of business and on arm's length basis. But subject to maximum sale of Rs. 5 Crores (Rupees Five Crores only).	Mr. Amit Mahajan, Director (Commercial)	Sal e	Rs . 5 Cr ore s (R up ee s Fiv e Cr ore s onl y)	-
S N	Name of the Related parties	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director /KMP who is related and nature of their relationship	Nature of Related party	Receivables	Payments									
1	Waltz Retail and Marketing	Sale, purchase or supply of any goods or materials On actual basis, being exempted in the ordinary course of business and on arm's length basis. But subject to maximum sale of Rs. 5 Crores (Rupees Five Crores only).	Mr. Amit Mahajan, Director (Commercial)	Sal e	Rs . 5 Cr ore s (R up ee s Fiv e Cr ore s onl y)	-									

	<p>Company's car for his private purpose shall be billed by company to his account. Telephone-He shall be provided with Company's telephone at his residence and that all long distance personal call shall be billed by company to his account."</p>
<p>4 To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:</p> <p>"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the company hereby ratifies the remuneration of Rs. 25,000 (Twenty Five Thousand only) and Rs. 10,000 (Rupees Ten Thousand only) as fees for filing XBRL to MCA per annum inclusive of all expenses to M/s K. K. Singh, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2014-15."</p>	<p>6 To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act and subject to the approval of such authorities as may be necessary, consent of the members of the company be and is hereby accorded for payment of remuneration, as stated below, to Mr. Amit Mahajan (DIN 00038593) as Whole-Time Director of the Company with effect from April 1, 2015, for remainder of duration of appointment upto March 31, 2019-</p> <p>Salary : Rs. 1.20 Lacs per month Perquisites</p> <p>Category-A</p> <p>Housing/HRA a) Expenditure by the company on hiring accommodation shall be subject to a ceiling of 50% of basic salary. b) If the company does not provide accommodation to him, he shall be paid HRA @ 50% of the basic salary. Medical Reimbursement- As per Company's Rules. Leave Travel Concession-As per Company's Rules. Club Fees-As per Company's Rules. Personal Accidental Insurance-As per Company's Rules.</p> <p>Category-B</p> <p>Provident Fund Contribution-As per rates prescribed under Employees' Provident Fund and Misc. Provisions Act, 1956.</p> <p>Category-C</p> <p>Car-He shall be provided with the company's car with driver for performing his official duties. Use of Company's car for his private purpose shall be billed by company to his account. Telephone-He shall be provided with Company's telephone at his residence and that all long distance personal call shall be billed by company to his account."</p>
<p>5 To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act and subject to the approval of such authorities as may be necessary, consent of the members of the company be and is hereby accorded for payment of remuneration, as stated below, to Mr. Ramesh Chander Mahajan (DIN 00038661) as Managing Director of the Company with effect from April 1, 2015, for remainder of duration of appointment upto December, 2016-</p> <p>Salary : Rs. 2.00 Lacs per month Perquisites</p> <p>Category-A</p> <p>Housing/HRA a) Expenditure by the company on hiring accommodation shall be subject to a ceiling of 50% of basic salary. b) If the company does not provide accommodation to him, he shall be paid HRA @ 50% of the basic salary. Medical Reimbursement-Actual expenses incurred on self and family members subject to a ceiling of one month's salary in a year or three months salary over a period of three years. Leave Travel Concession-For self and family members, once in a year incurred in accordance with the company rules. Club Fees-Fees of Clubs subject to a maximum of 2 clubs excluding admission and life membership fees. Personal Accidental Insurance-Premium not to exceed Rs. 4000/- per annum. Other Perquisites-Reimbursement of water, electricity and gas charges on actual basis.</p> <p>Category-B</p> <p>Provident Fund Contribution/Superannuation/Annuity Fund-As per rates prescribed under Employees' Provident Fund and Misc. Provisions Act, 1956. Gratuity-Not exceeding half a month's salary for each completed year of service. Leave Encashment- Encashment of leave at the end of tenure.</p> <p>Category-C</p> <p>Car-He shall be provided with the company's car with driver for performing his official duties. Use of</p>	<p>7 To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act and subject to the approval of such authorities as may be necessary, consent of the members of the company be and is hereby accorded for payment of remuneration, as stated below, to Mr. Amit Mahajan (DIN 00038827) as Whole-Time Director of the Company with effect from April 1, 2015, for remainder of duration of appointment upto March 31, 2019-</p> <p>Salary : Rs. 1.20 Lacs per month Perquisites</p> <p>Category-A</p> <p>Housing/HRA a) Expenditure by the company on hiring accommodation shall be subject to a ceiling of 50% of basic salary. b) If the company does not provide accommodation to him, he shall be paid HRA @ 50% of the basic salary.</p>

<p>Medical Reimbursement- As per Company's Rules. Leave Travel Concession-As per Company's Rules. Club Fees-As per Company's Rules. Personal Accidental Insurance-As per Company's Rules.</p> <p style="text-align: center;">Category-B</p> <p>Provident Fund Contribution-As per rates prescribed under Employees' Provident Fund and Misc. Provisions Act, 1956.</p> <p style="text-align: center;">Category-C</p> <p>Car-He shall be provided with the company's car with driver for performing his official duties. Use of Company's car for his private purpose shall be billed by company to his account. Telephone-He shall be provided with Company's telephone at his residence and that all long distance personal call shall be billed by company to his account."</p>
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Signed this day of 2015

Signature of Shareholder:

Signature of Proxy Holder (s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

**EXTRA-ORDINARY GENERAL MEETING
MARCH 25, 2015**

Folio No. _____

DPID _____

No. of Shares held _____

Client ID _____

Full name of the Member/Proxy attending the meeting

(First Name)

(Second Name)

(Surname)

FIRST HOLDER/JOINT HOLDER/PROXY

(Strike out whichever is not applicable)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Wednesday, the 25th day of March, 2015 at 9.30 A.M. at the Registered Office of the Company at F-110, Industrial Area, Phase VII, Mohali (Punjab).

Signature of the Member/Proxy