

**SRF Limited**

(CIN: L18101DL1970PLC005197)

Regd. Office: C-8, Commercial Complex,

Safdarjung Development Area,

New Delhi-110016

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

Tel. No: (+91-11) 26857141 Fax: (+91-11) 26510428

## NOTICE

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting of SRF Limited will be held on Thursday, the 6 August 2015 at 3.30 P.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 31 March 2015, the Reports of the Auditors' and Board of Directors' thereon.

2. To appoint a Director in place of **Mr Arun Bharat Ram** (DIN 00694766), who retires by rotation and being eligible, offers himself for re-election.

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

To ratify appointment of auditors of the Company as approved by the members at the Forty Third Annual General Meeting:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, recommendations of the Audit Committee and the resolution passed by the members at the forty third annual general meeting held on 4 August 2014, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, New Delhi (Registration No. 015125N) as Auditors of the Company be and is hereby ratified."

### Special Business

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

Appointment of **Dr Meenakshi Gopinath** (DIN – 00295656), as a Director, liable to retire by rotation:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr Meenakshi Gopinath (DIN 00295656), who was appointed as an additional Director of the Company with effect from 28 October 2014 be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

Appointment and Remuneration of Dr Meenakshi Gopinath (DIN – 00295656) as Director (CSR)

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and rules made thereunder and subject to such approvals as may be required, the approval of the shareholders be and is hereby accorded for appointment of Dr Meenakshi Gopinath as a Director liable to retire by rotation and as Chairman of the CSR Committee constituted by the Board on the following terms and conditions :-

#### Functions

Dr Meenakshi Gopinath shall be designated as Director (CSR). She shall be responsible for planning, guiding and ensuring implementation of CSR projects of the Company in accordance with the CSR Policy approved by the Board and such other responsibilities as may be entrusted to her by the Chairman and/or the Board, from time to time.

#### Fee

She will be entitled to consolidated fees of ₹ 1 lakh per month (subject to deduction of applicable taxes) plus service tax. She will also be entitled to a Company maintained car.

#### Sitting Fees

Dr Meenakshi Gopinath would be entitled to sitting fees for attending the Board meetings and/or meetings of other Committees on which she is nominated except the Corporate Social Responsibility Committee.

### Termination

The services of Dr Meenakshi Gopinath as Director (CSR) may be terminated by either party giving to the other three calendar months notice in writing.

“RESOLVED FURTHER THAT subject to the overall limit of remuneration payable to all the Directors (other than Executive Directors) taken together, the aforesaid remuneration payable to Dr Meenakshi Gopinath shall be within an overall ceiling of 1% of the net profits of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee/Board be and is are hereby authorized to increase or vary the remuneration of Dr Meenakshi Gopinath from time to time, subject to and in accordance with the provisions of the Companies Act, 2013.”

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

Re-appointment of **Mr Ashish Bharat Ram** (DIN – 00671567) as Managing Director:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for reappointment of Mr Ashish Bharat Ram as Managing Director on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:-

### Tenure

Five years with effect from 23 May 2015.

### Functions

Subject to the direction, control and superintendence of the Board of Directors, Mr Ashish Bharat Ram shall have the overall responsibility for looking after the day to day management of the Company.

### Remuneration

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr Ashish Bharat Ram shall comprise salary, perquisites and commission, as may be decided by the Board/Nomination and Remuneration Committee

in accordance with the Nomination, Appointment and Remuneration Policy within an overall ceiling of 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.

### 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 Mr Ashish Bharat Ram shall be decided by the Nomination and Remuneration Committee subject to the provisions of Companies Act, 2013 and such approvals, if any, as may be required.

### Termination

The appointment of Mr Ashish Bharat Ram as Managing Director may be terminated by either party giving to the other three calendar months notice in writing.

In the event of termination of this appointment of Mr Ashish Bharat Ram by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 or any statutory amendment or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any further revision in the levels of permissible managerial remuneration, the Board of Directors/ Nomination and Remuneration Committee be and is hereby authorised to alter, vary and increase the remuneration of Mr Ashish 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.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to recommend/ decide from time to time the salary, perquisites and commission payable to Mr Ashish Bharat Ram during his tenure with effect from 23 May 2015 within the approved ceiling of remuneration in accordance with the Nomination and Remuneration Policy, as amended from time to time.”

“RESOLVED FURTHER THAT the powers and authorities delegated by the Board to Mr Ashish Bharat Ram from time to time including powers to sub-delegate shall remain valid upon his re-appointment.”

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

Re-appointment of **Mr Ravichandra Kambhampaty** (DIN – 00641900) as Director (Safety & Environment)

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for re-appointment of Mr Ravichandra Kambhampaty as Director (Safety & Environment) liable to retire by rotation, on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:-

#### **Tenure**

Three years with effect from 1 October 2015

#### **Functions**

Mr Ravichandra Kambhampaty shall be responsible for compliances with the laws relating to safety, health and environment at the factories of the Company, present and future and such other responsibilities, if any, as may be entrusted to him by the Chairman, Managing Director, Deputy Managing Director and/or the Board, from time to time.

#### **Remuneration**

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr Ravichandra Kambhampaty shall comprise salary, perquisites and commission, as may be decided by the Board/Nomination and Remuneration Committee in accordance with the Nomination, Appointment and Remuneration Policy within an overall ceiling of 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.

#### **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 Mr Ravichandra Kambhampaty shall be decided by the Nomination and Remuneration Committee subject to the provisions of the Companies Act, 2013 and such approval, if any, as may be required.

#### **Termination**

The appointment of Mr Ravichandra Kambhampaty as Director (Safety & Environment) may be terminated by either party giving to the other three calendar months' notice in writing.

RESOLVED FURTHER that in the event of any further authorisation/ revision in the levels of permissible managerial remuneration, the Board of Directors/ Nomination and Remuneration Committee be and is hereby authorised to alter, vary and increase the remuneration of Mr Ravichandra Kambhampaty, 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.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to recommend/decide from time to time the salary and perquisites payable to Mr Ravichandra Kambhampaty during his tenure with effect from 1 October 2015 within the approved ceiling of remuneration in accordance with the Nomination and Remuneration Policy.”

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

#### **Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions 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 31 March 2016 as provided below, be and is hereby approved and ratified:

<b>Name of Cost Auditor</b>	<b>Business</b>	<b>Remuneration payable</b>
H Tara & Co. (Membership No. 17321)	Technical Textile Business and Engineering Plastic Business	₹ 3.41 lakhs plus service tax and reimbursement of actual out of pocket expenses
Sanjay Gupta & Associates (Membership No. 18672)	Chemicals Business and Packaging Film Business	₹ 4.73 lakhs plus service tax and reimbursement of actual out of pocket expenses

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

#### **Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42 and any other applicable provisions 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) be and is hereby authorised to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in or more series/tranches, aggregating upto ₹ 2000 crores (Rupees two thousand 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 as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

For **SRF LIMITED**

Sd/-

**(Anoop K Joshi)**

**Gurgaon, 11 May 2015**

President & Company Secretary

## NOTES

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the Meeting 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 LATER THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxy holders shall carry a valid identify proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

Corporate/Institutional members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 31 July 2015 to Thursday, 6 August 2015 (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, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist., Gachibowli, Nanakramguda, Seri Lingampally, Hyderabad - 500 032 TELANGANA, the Registrar & Share Transfer Agent (RTA), quoting folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.

In terms of SEBI Circular dated 20 May 2009 and 7 January 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. The Company has transferred the unpaid or unclaimed dividend declared up to the financial year ended 31 March 2008 (except final dividend for the financial year ended 31 March 2008) to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor

Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 4 August 2014 (date of last Annual General Meeting) on the website of the Company ([www.srf.com](http://www.srf.com)), as also on the website of the Ministry of Corporate Affairs.

7. Shareholders are advised that those who have not encashed their dividend warrant(s) so far for the final dividend for financial year ended 31 March 2008 and dividends declared 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. **Voting through electronic Means:** Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote by electronic means.
  - i) The Company has fixed 31 July 2015, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 44<sup>th</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently the same cut-off date i.e. 31 July 2015 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 44<sup>th</sup> AGM on 6 August 2015.
  - ii) The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 P.M. on the date preceding the date of AGM. Accordingly the e-voting period will commence at 10.00 am on Monday, 3 August 2015 and will end at Wednesday, 5 August 2015, 5:00 P.M. The e-voting module shall be disabled at 5.00 P.M. on the same day.
  - iii) The members who have casted their votes through remote e-voting facility may also attend the general meeting but shall not be entitled to cast their vote again. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iv) The Company has appointed M/s Arvind Kohli & Associates, Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner.
  - v) The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

#### Procedure for remote e-voting

The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

#### (a) In case of Members receiving an e-mail from Karvy:

- (i) Launch an internet browser and open <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password). The Event No.+ Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering the above details Click on - Login.
- (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the E-Voting Event
- (vi) Select the EVENT of SRF Limited and click on - Submit.
- (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised

to vote, to the Scrutinizer by an e-mail at arvindkohli@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "SRF LIMITED-AGM2015".

**(b) In case of Shareholders receiving physical copy of the Notice of AGM and E-Voting instruction letter.**

- i) Initial Password is provided, as follows, in the Covering letter forwarded alongwith physical copy of annual report.

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
1784	-	-

- ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- iii) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- iv) If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- v) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- vi) Members who have acquired shares after the dispatch of the Annual Report and before the cut off date may obtain the user ID by approaching the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
  - a. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS : MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399
 

**Example for NSDL**  
MYEPWD <SPACE> IN12345612345678

**Example for CDSL**  
MYEPWD <SPACE> 1402345612345678

**Example for Physical**  
MYEPWD <SPACE> XXX1234567
  - b. If e-mail or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c. Member may call Karvy's toll free number 1-800-3454-001
  - d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
  - vii) The Scrutinizer shall after the conclusion of voting at the AGM, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - viii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.srf.com](http://www.srf.com) and on Karvy's website (<https://evoting.karvy.com>) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE and NSE.
9. Details under Clause 49 of the Listing Agreement in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
  10. Electronic copy of the Annual Report along with Notice of 44<sup>th</sup> Annual General Meeting are being sent to all the members holding shares in demat form and whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies are being sent in the permitted mode.
  11. The Notice of the 44<sup>th</sup> Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.srf.com](http://www.srf.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
  12. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.
  13. The register(s) maintained under Section 189 of the Companies Act, 2013 shall be available at the venue of the

annual general meeting from its commencement and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

14. Members are requested
  - i) to quote their folio/identification Nos. in all correspondence.
  - ii) to bring their attendance slip along with their copy of Annual Report to the Meeting.
  - 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.
  - v) that in case they are holding shares in electronic form, to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

### Item No. 4 and 5

The Board of Directors at their meeting held on 28 October 2014, on the recommendation of the Nomination and Remuneration Committee, co-opted **Dr Meenakshi Gopinath** (65) as an Additional Director on the Board of Directors of the Company and designated her as Director (CSR). In terms of Articles of Association of the Company and section 161 (1) of the Companies Act, 2013 she holds office upto the date of forthcoming Annual General Meeting. The Company has received a notice under Section 160 from a member signifying its intention to propose the candidature of Dr Meenakshi Gopinath at the forthcoming Annual General Meeting, copy of which is available on the website of the Company [www.srf.com](http://www.srf.com).

She is a non-executive Director and her appointment and remuneration are in accordance with the requirements of Section 197 and 198 of the Companies Act, 2013. In accordance with the requirements of Section 197 of the Companies Act, 2013 her appointment and remuneration are being placed before the shareholders for their approval.

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

Dr Meenakshi Gopinath is an eminent educationist having vast experience in the field of education and woman empowerment. She was the Principal of Lady Shri Ram College for Women, New Delhi.

Dr Meenakshi Gopinath is currently Founder and Director of WISCOMP (Women in Security, Conflict Management and Peace), an initiative that seeks to promote the leadership of South Asian women in the areas of peace, security and regional

cooperation. She is also Mentor of Lady Shri Ram College for Women, New Delhi. She was the first woman to serve as member of the National Security Advisory Board (NSAB) of India. After graduating with Honours in Political Science from Lady Shri Ram College for Women, New Delhi, she took her Masters degree from the University of Massachusetts, USA and her doctorate from the University of Delhi. Her post-doctoral work, as a Fulbright scholar was at Georgetown University, USA.

In recognition of her contribution to the field of women's education and empowerment, she has received several awards including the Padma Shri Award, Indira Priyadarshini Gandhi Award, the Rajiv Gandhi Award for Excellence in Education, Mahila Shiromani Award, Delhi Citizen Forum Award, Qimpro Platinum Standard Award for Education and Celebrating Womanhood, South Asian Recognition Award for Social Harmony and International Lifetime Achievement Award – 2009 for outstanding work in the field of Justice, Equity, Peace and Progress and various others.

Dr Meenakshi Gopinath has no shareholding in the Company.

Dr Meenakshi Gopinath is Chairperson of CSR Committee of the Board. She is also Director in Mediaart Films Pvt. Ltd.

Except Dr Meenakshi Gopinath, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the resolution for approval of the members.

### Item No. 6

By an ordinary resolution dated 27 July 2005, the shareholders had appointed **Mr Ashish Bharat Ram** as President & Executive Director of the Company for a period of five years with effect from 23 May 2005. Mr Ashish Bharat Ram was re-designated as Managing Director w.e.f 20 January 2007.

The existing tenure of Mr Ashish Bharat Ram was upto 22 May 2015.

At its meeting held on 11 May 2015, the Board of Directors subject to Members' approval had re-appointed Mr Ashish Bharat Ram as Managing Director of the Company for a further period of 5 years with effect from 23 May 2015. Members' approval is sought for his re-appointment.

The terms of his re-appointment and remuneration including minimum remuneration are set out in the resolution.

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

Mr Ashish Bharat Ram (46) has done his schooling from Doon School and graduation in Economics from the Hindu College, Delhi University with an emphasis on mathematics. He holds a Masters' degree in Business Administration on Corporate Strategy with an emphasis on finance and strategy from The Johnson Graduate School of Management, Cornell University, Ithaca, NY, USA and has a 20 years' working experience in senior positions including in the Company's international subsidiaries.

Mr Ashish Bharat Ram has no shareholding in the Company.  
Mr Ashish Bharat Ram is a member of Stakeholders Relationship Committee and Committee of Directors – Financial Resources of the Company.

Directorships in other Companies	Committee Membership
Transport Corporation of India Ltd.	Compensation/Nomination & Remuneration Committee* Corporate Social Responsibility Committee Corporate & Restructuring Committee
SRF Holiday Home Ltd.	-
SRF Fluorochemicals Ltd.	-
Shri Educare Ltd.	Remuneration Committee
Orange Farms Pvt. Ltd.	-
Lotus Estates Pvt. Ltd.	-
SRF Industex Belting (Pty) Ltd.	-
SRF Overseas Ltd.	-
SRF Industries (Thailand) Ltd.	-
SRF Global B.V.	-
SRF Flexipak (South Africa) (Pty.) Ltd	-

\*Chairman of the Committee.

Except Mr Arun Bharat Ram, Mr Ashish Bharat Ram and Mr Kartik Bharat Ram, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the resolution for approval by the members.

#### Item No. 7

Section 196 of the Act, inter alia, provides that no Company shall continue the employment of a person who has attained the age of seventy years, as managing director, whole-time director or manager unless it is approved by the members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation.

The members in 41<sup>st</sup> AGM held on 25 July 2012 had re-appointed **Mr Ravichandra Kambhampaty** as Director (Safety & Environment) with effect from 1 October 2012 for a period of 3 years valid upto 30 September 2015 and being eligible offers himself for reappointment. He was initially appointed as Director on 6 August 1997.

Mr Ravichandra Kambhampaty is eighty one years of age and hence his re-appointment as Director (Safety & Environment) requires the approval of members by a special resolution.

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

Mr Ravichandra is a Chemical Engineer from Madras University. He has been associated with various Government Companies including Fertilizers and Chemicals Travancore Ltd. and

Hindustan Petroleum Chemicals Ltd. He has been consultant to GAIL for Safety studies at their petrochemical complex.

He has been associated with SRF Limited as Director (Safety and Environment) since 1997 and is responsible for compliances with the laws relating to safety, health and environment at the factories of the Company besides his responsibilities as Occupier under the Factories Act.

Keeping in view that Mr Ravichandra Kambhampaty has rich and varied experience in the industry, health and safety matters and has been involved in the operations of the Company since long, it would be in the interest of the Company to continue his employment as a Whole-time director designated as Director (Safety and Environment).

Mr Ravichandra is presently holding 1200 equity shares of the Company. He does not hold directorships and memberships/ chairmanships of Board Committees in any other Company.

Approval of the members is sought to the re-appointment of Mr Ravichandra Kambhampaty as Director (Safety & Environment) in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The terms of appointment and remuneration including minimum remuneration proposed for Mr Ravichandra Kambhampaty are fully set out in the resolution.

Except Mr Ravichandra, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the members.

#### Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors to conduct audit of the cost records of the Company for the financial year ending 31 March 2016 at the remuneration as provided in the resolution.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends the Resolution set out at Item No. 8 of the Notice for approval of the members.

#### Item No. 9

As per the provisions of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014, private placement of redeemable, non-convertible debentures requires approval of shareholders by way of special resolution. However, the Company may pass a special resolution once in a year for all the offers or invitation for such debentures during the year.



In order to supplement resources for financing of capital expenditure and for general corporate purposes, the Company may be required to offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series/tranches on private placement. To meet the short term funding requirements, the Company may, from time to time, issue commercial paper in accordance with the applicable rules and regulations which would also fall under the definition of debentures as per the Companies Act, 2013.

Pricing of debenture/commercial paper is determined and impacted by general economic and monetary policy, Company specific rating and outlook of investor on the Company.

Approval of the Members by way of a special resolution is sought for the resolution as set out at Item No. 9 of this Notice authorising the Board to issue redeemable, non-convertible Debentures by Private Placement for an aggregate amount not exceeding ₹ 2000 crores during the period of one year from the date of this Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution. The Board of Directors recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the members.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

### Re-appointment of Mr Arun Bharat Ram (Item No. 2)

**Mr Arun Bharat Ram** (74) liable to retire by rotation, has been appointed at the 42<sup>nd</sup> AGM on 26 July 2013 as Chairman with Executive powers for a period of five years with effect from 15 June 2013. He was initially appointed as Director on 1 August 1975.

In compliance with Section 152 of the Companies Act, 2013, Mr Arun Bharat Ram shall, retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. Accordingly, the Board recommends his re-appointment.

Mr Arun Bharat Ram, Chairman of SRF Limited is an alumnus of the University of Michigan, U.S.A. He set up SRF in 1970 as a manufacturer of nylon tyre cord, which over the years has not only diversified but has also acquired global leadership in most of its businesses. His strong support for initiatives of corporate governance, Total Quality Management and professionalisation of

management led to SRF's Industrial Synthetics Business winning the coveted global Deming Award in 2004. He started his career in 1967 with the Delhi Cloth & General Mills Co. Ltd., the flagship Company of the Shri Ram Group of Companies.

Mr Arun Bharat Ram has been President of CII during 2000-2001, currently Chairman of CII Education Council, and the Indian Co-Chairman of the Indo German Consultative Group.

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 has no shareholding in the Company. Mr Arun Bharat Ram is a member of Stakeholders Relationship Committee and Committee of Directors – Financial Resources of the Company.

Directorships in other Companies	Committee Membership
DCM Shri Ram Ltd.	Audit Committee
J K Paper Ltd.	Audit Committee Stakeholders Relationship Committee Nomination & Remuneration Committee*
SRF Holiday Home Ltd.	-
SRF Fluorochemicals Ltd.	-
SRF Energy Ltd	-
Shri Educare Ltd.	-
Essilor India Pvt. Ltd.	-
SRF Overseas Ltd.	-
SRF Industex Belting (Pty) Ltd.	-
SRF Industries (Thailand) Ltd.	-
SRF Flexipak (South Africa) (Pty.) Ltd.	-

\*Chairman of the Committee.

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

### Appointment of other Directors (Item No. 4, 5, 6 and 7)

For the details of Dr Meenakshi Gopinath, Mr Ashish Bharat Ram and Mr Ravichandra Kambhampaty, please refer to the above explanatory statement in respect of special business set out at Item No. 4, 5, 6 and 7 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

## Important communication to members

The 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 register the same with the Company's Registrar & Transfer Agent M/s Karvy Computershare Pvt. Ltd.