

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, (+91-124) 4354400
 Fax: (+91-11) 26510428, (+91-124) 4354500

NOTICE

Notice is hereby given that the 45th Annual General Meeting of SRF Limited will be held on Monday, the August 8, 2016 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

- To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2016 along with the Reports of the Auditors' and Board of Directors' thereon.
- To appoint a Director in place of **Dr Meenakshi Gopinath** (DIN 00295656), who retires by rotation and being eligible, offers herself for re-election.
- 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 August 4, 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 from the conclusion of this meeting till the conclusion of 46th Annual General Meeting.”

Special Business

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

Resolution:

Re-appointment of **Mr Kartik Bharat Ram** (DIN-00008557) as Deputy 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 be and is hereby accorded for the reappointment of Mr Kartik Bharat Ram as Deputy Managing Director of the company on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:-

Tenure

Five years with effect from June 1, 2016.

Functions

Mr Kartik Bharat Ram shall be responsible for Human Resources, Information Technology, Total Quality Management, Corporate Communication functions and other responsibilities as may be entrusted to him by the Chairman 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 Kartik 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 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 Kartik Bharat Ram shall be as decided by the Board/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 Kartik Bharat Ram as Deputy 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 Kartik 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 Kartik 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/Board be and is hereby authorised to recommend/decide from time to time the salary, perquisites and commission payable to Mr Kartik Bharat Ram during his tenure with effect from June 1, 2016 within the approved ceiling of remuneration, in accordance with the Nomination and Remuneration Policy.”

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

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

Ratification of Remuneration of Cost Auditors for financial year 2016-17

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, 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 March 31, 2017 as provided below, be and is hereby approved and ratified:

| Name of Cost Auditor | Business | Remuneration payable |
|--|--|--|
| H Tara & Co. (Membership No. 17321) | Technical Textiles Business and Engineering Plastic Business | ₹ 3.60 lakhs plus service tax and reimbursement of actual out of pocket expenses |
| Sanjay Gupta & Associates (Membership No. 18672) | Chemicals Business and Packaging Film Business | ₹ 5.00 lakhs plus service tax and reimbursement of actual out of pocket expenses |

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

Commission to Non-Executive Directors

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such permissions as may be necessary, approval be and is hereby accorded to the payment of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013, to some or any of the Directors of the Company other than the executive directors if any, in such manner and in all respects as the Nomination and Remuneration Committee and/or the Board of Directors may determine and that such payment be made in respect of profits of the Company for the whole or proportionately for a part of each of its financial years commencing from April 1, 2016.”

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

Offer or invitation to subscribe to Redeemable Non-Convertible Debentures of the Company on private placement

“RESOLVED THAT pursuant to the provisions of Sections 42 and any other applicable provisions, if any, 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 for all matters other than the one relating to the issue of the debentures) be and is hereby authorised to issue, offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures (including commercial papers), 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, 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 including the power to sub-delegate all powers other than the one relating to the issue of debentures, 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)

President, CFO & Company

Secretary

Gurgaon, May 10, 2016

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 Monday, August 1, 2016 to Monday, August 8, 2016 (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 - 500 008, 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 Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) 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 transferor(s) and transferee(s) are requested to furnish copies of their Permanent Account Number (PAN) Cards, along with other requisite documents as required by the said regulation.

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 March 31, 2009, 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 August 6, 2015 (date of last Annual General Meeting) on the website of the Company (<http://www.srf.com/investor-relations/investors.html>), 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 dividends declared after April 1, 2009 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 Regulation 44 of the Listing Regulations 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 Friday, July 29, 2016, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 45th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013

and rules thereunder. Consequently the same cut-off date i.e. Friday, July 29, 2016 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 45th AGM on Monday, **August 8, 2016**.

- ii) The remote e-voting period commences on Friday, August 5, 2016 (10.00 AM IST) and ends on Sunday, August 7, 2016 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 29, 2016, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- iv) The members who have cast 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.
- v) 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.
- vi) The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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 these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters

with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and 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.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email arvindkohli@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the e-voting letter send along with the annual report.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

(C) Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other instructions

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr Kishore BV, (Unit: SRF Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
 - b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - c. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, July 29, 2016.
 - d. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Friday, July 29, 2016, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD<space>E-Voting 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> XXXX1234567890
- ii. If e-mail address 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.
 - iii. Member may call Karvy's toll free number **1800-3454-001**
 - iv. Member may send an e-mail request to **evoting@karvy.com**. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
 - e. 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.
 - f. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (<http://www.srf.com/investor-relations/investors.html>) 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 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, as required to be provided under Listing Regulations and Secretarial Standard on General Meetings forms 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 45th 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 45th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website 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.
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 and Sundays, 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:

By a resolution dated 25.07.2006, the shareholders had appointed **Mr Kartik Bharat Ram** as President & Executive Director of the Company for a period of five years with effect from June 1, 2006. Mr Kartik Bharat Ram was re-designated as Deputy Managing Director w.e.f. January 1, 2007.

The existing tenure of Mr Kartik Bharat Ram continues upto May 31, 2016.

At its meeting held on February 8, 2016, the Board of Directors had re-appointed Mr Kartik Bharat Ram as Deputy Managing Director of the company for a further period of 5 years with effect from June 1, 2016. Members' approval is sought to the re-appointment.

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

The information required by the Listing Regulations and Secretarial Standards on General Meetings is given below:

Mr Kartik Bharat Ram (45) holds a Masters' degree in Business Administration on Corporate Strategy from Cornell University, USA and has 22 years working experience in senior positions including in the Company's international subsidiaries.

Mr Kartik Bharat Ram has no shareholding in the Company. Mr Kartik Bharat Ram is a member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Committee of Directors- Financial Resources.

| Directorships in other public companies | Committee Membership |
|---|---|
| KAMA Holdings Limited | - Committee of Directors – Financial Resources - Stakeholders Relationship 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. 5

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 March 31, 2017 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 for approval by the members.

Item No. 6

By a Special resolution passed on July 28, 2011, the members had authorised the payment of a sum upto 1% of the net profits of the Company, calculated in accordance with Sections 198, 349 and 350 of the Companies Act, 1956 in respect of each of the five financial years commencing from April 1, 2011, to some or any of the Directors other than the Managing or Whole-time Directors as the Board may determine.

Approval of the shareholders is being sought for a fresh authorisation in favour of the Board for payment of commission at the same rate commencing from the financial years beginning April 1, 2016.

The proposed resolution is in accordance with Section 197 of the Companies Act, 2013 and the Articles of Association of the Company. Payment of commission shall be in respect of the whole or part of each of the financial years commencing from April 1, 2016, in proportion to their period of appointment during the year.

Except Non-Executive Directors, 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. 6 of the Notice for approval of the members.

Item No. 7

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. 7 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. 7 of the Notice for approval of the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ARE GIVEN BELOW:

Re-appointment of Dr Meenakshi Gopinath (Item No. 2)

Dr Meenakshi Gopinath (66) was appointed as Director (CSR) liable to retire by rotation at the 44th Annual General Meeting on 06.08.2015.

In compliance with Section 152 of the Companies Act, 2013, Dr Meenakshi Gopinath shall, retire at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment. Accordingly, the Board recommends her re-appointment.

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.

Re-appointment of Mr Kartik Bharat Ram as Deputy Managing Director (Item No. 4)

For the details of **Mr Kartik Bharat Ram** please refer to the above explanatory statement in respect of special business set out at Item No. 4.

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 Karyv Computershare Pvt. Ltd.

Route map of the venue of 45th Annual General Meeting of SRF Limited to be held on Monday, August 8, 2016 at 3.30 p.m. at the Laxmipat Singhania Auditorium, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016

