

Notice is hereby given that the Twenty Sixth Annual General Meeting of DCM Shriram Limited (formerly DCM Shriram Consolidated Ltd.) will be held on Tuesday, the 18th August, 2015 at 10.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi to transact the following businesses:

Ordinary Business:

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended 31st March, 2015, the report of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.
2. To appoint a Director in the place of Shri Ajit S. Shriram (DIN 00027918), who retires by rotation and being eligible offers himself for re-appointment.
3. To declare final dividend and to note the payment of interim dividend on Equity Shares for the financial year 2014-15.
4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"Resolved that M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 015125N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors or a Committee thereof or its other delegate."

Special Business:

5. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or any amendment thereof for the time being in force and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Smt. Ramni Nirula (DIN No. 00015330), who was appointed an Additional Director of the Company by the Board w.e.f. 3.2.2015, be and is hereby appointed a Director of the Company.

Resolved further that pursuant to Section 149 & other applicable provisions of the Companies Act, 2013, the appointment of Smt. Ramni Nirula an Independent Director for 5 (Five) consecutive years w.e.f. 3.2.2015, be and is hereby approved."
6. 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 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 31st March, 2016, as detailed in the explanatory statement to this notice, be and is hereby ratified and confirmed.

Resolved further that the Board of Directors or Committee thereof or its other delegate be and is hereby authorized to do all such acts, deeds, things as may be required in connection therewith as they may deem appropriate."
7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"Resolved that subject to such consents and permissions, as may be necessary, approval of the Company be and is hereby accorded in terms of Sections 196 & 197 of the Companies Act, 2013 read with Schedule V thereto and Rules 3 & 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof, to the re-appointment of Shri Ajit S. Shriram (DIN 00027918), Joint Managing Director on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

1. Tenure

Five years w.e.f. 2.5.2016

2. Remuneration

(a) Salary

Rs. 8.50 lacs per month presently. Increments will be as decided by the Board and/or Committee thereof from time to time.

(b) Perquisites

Perquisites (evaluated as per Income Tax Rules, wherever applicable) like the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence, medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund and gratuity in accordance with the scheme(s) and rule(s) applicable to the Members of the staff of the Company from time to time, for the aforesaid benefits.

(c) Commission on net profits

Such amount as may be decided by the Board of Directors or a Committee thereof from year to year provided that the total remuneration including salary and perquisites along with the remuneration paid to all the Managing/Whole Time Directors shall not exceed the limit laid down under Sections 197 & 198 of the Companies Act, 2013.

(d) Remuneration for a part of the Year

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

(e) Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration excluding commission shall be paid to Joint Managing Director as the minimum remuneration, subject to necessary approvals, if any.

3. Functions

Subject to the direction, control and superintendence of Chairman & Senior Managing Director and Vice Chairman & Managing Director, he shall have the overall responsibility for looking after the day-to-day business and affairs concerning the Sugar business, Corporate Finance & Accounts and Internal Audit Functions of the Company.

4. **Sitting Fee**

If permissible by law, he shall be entitled to sitting fee in addition to the components of remuneration mentioned above for attending meeting(s) of the Board of Directors or Committees thereof.

5. **Termination**

The appointment of Shri Ajit S. Shriram may be terminated by either party giving to the other six calendar months' notice in writing. In the event of termination of this appointment of Shri Ajit S. Shriram by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 and rules made thereunder or any statutory amendment or re-enactment thereof.

Resolved further that the Board of Directors or a Committee thereof be and is hereby authorised to vary or modify any of the above terms & conditions including as to change in designation, vary or increase the salary notwithstanding the same shall exceed the overall remuneration set out above or as may be prescribed/permissible provided however that the same is within the limits laid down in the Schedule V of the Companies Act, 2013 and Rules framed under the Act including any modification thereto without requiring any further resolution or consent of or reference to the Members and to take all necessary steps, actions, which are incidental and consequential to give effect to the above Resolution."

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

"Resolved that consent of the Company be and is hereby accorded to the Board of Directors to invite and accept unsecured deposits from time to time from Members/Employees and Public as per the scheme approved by the Board of Directors of the Company pursuant to Sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder.

Resolved further that the Board of Directors be and is hereby authorized to delegate all or any of their powers under this Resolution and to take all necessary actions, which are incidental or consequential thereto, to give effect to the said Resolution."

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 Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby consents for the revision in the maximum limit of remuneration of Shri Aditya A. Shriram, Sr. Vice President, a relative of Chairman and Senior Managing Director of the Company, to Rs.12.00 lacs per month with perks/facilities/incentives and retiral benefits as applicable to officers in his cadre with authority to the Board of Directors or a Committee thereof to fix and revise his remuneration from time to time to promote him to a higher grade/grades as it may consider suitable without requiring any further Resolution or consent of or reference to the Members.

Resolved further that the Board of Directors or a Committee thereof or its other delegate, be and is hereby authorised to take all necessary steps and actions, which are incidental and consequential to give effect to the above Resolution."

10. 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 Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby consents for the revision in the maximum limit of remuneration of Shri Anand A. Shriram, General Manager, a relative of Chairman and Senior Managing Director of the Company up to Rs. 7.50 lacs per month with perks/facilities/incentives and retiral benefits as applicable to officers in his cadre with authority to the Board of Directors or a Committee thereof to fix and revise his remuneration from time to time, to promote him to a higher grade/grades as it may consider suitable without requiring any further Resolution or consent of or reference to the Members.

Resolved further that the Board of Directors or a Committee thereof or its other delegate, be and are hereby authorised to take all necessary steps and actions, which are incidental and consequential to give effect to the above Resolution."

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

"Resolved that pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, consent of the Company be and is hereby accorded for maintaining the statutory records viz. Register of Members & Debenture holders, Index of Members & Debenture holders, Register of Share Transfers & Debentures and copies of the Annual Returns etc. with M/s. MCS Share Transfer Agent Limited at F-65, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020, the Registrar and Share Transfer Agents of the Company".

By Order of the Board

New Delhi
1st May, 2015

SAMEET GAMBHIR
Company Secretary
FCS : 4658

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. A Proxy Form is sent herewith.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Share Transfer Books and the Register of Members of the Company will remain closed from 24.7.2015 to 30.7.2015 (both days inclusive).

4. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
5. In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 21st March, 2000. Members are, therefore, advised to dematerialise their shareholding to avoid inconvenience in trading in the shares in the Company.
6. Shareholders holding shares in Physical form, are requested to intimate their change in address/Bank Mandate/National Electronic Clearing Service (NECS) details, if any, to M/s. MCS Share Transfer Agent Ltd. (earlier MCS Ltd.), the Registrar and Share Transfer Agent (RTA), F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020 along with a cancelled cheque and proof of change of address, as applicable. Beneficial owners holding shares in electronic form are requested to intimate their change in address/Bank Mandate/National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP) in order to get the same registered.
7. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
8. In terms of SEBI Circular dated 20th May, 2009 and 7th January, 2010, any request 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)/representative(s), where deceased shareholder was the sole holder of shares (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 shall be accompanied with a self-attested copy of their Income Tax PAN Card along with the other documents to the RTA irrespective of the value of the transaction.
9. Pursuant to Sections 205A and 205B of the Companies Act, 1956, the dividends upto the financial year 1994-95 which remained unpaid/unclaimed had been transferred to the General Revenue Account of the Central Government which can be claimed from it.
Pursuant to the amended provisions of Sections 205A, 205B and 205C of the Companies Act, 1956, the Company has transferred the unpaid interim dividend for the financial year 2007-08 to Investor Education and Protection Fund (the Fund) for which no claim shall lie against the Company or the Fund. 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 12.8.2014 (date of last Annual General Meeting) on the website of the Company (www.dcmshriram.com), as also on the website of the Ministry of Corporate Affairs. Members of the Company who have not yet encashed their final dividend warrant(s) for the financial year ended 31.3.2008 and thereafter may write to the Company immediately.
10. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
11. **Members are requested to register/update their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
12. **Appointment of Directors**

The information, as required under the Listing Agreement, in relation to the appointment/re-appointment of Directors is as under:

Name of the Director	Shri Ajit S. Shriram	Smt. Ramni Nirula
Date of Birth	3.10.1967	27.5.1952
Nationality	Indian	Indian
Date of Appointment on the Board of the Company	2.5.2001	3.2.2015
Qualification	B.Com., MBA	B.A. (Eco.), MBA
Expertise in Functional Area	General Management, Finance, Strategy, Agri Business and Sugar Industry	Project Financing, Strategy, Planning & Resources and Corporate Banking.
Directorships held in other Companies	<ul style="list-style-type: none"> - DCM Shriram Credit and Investments Ltd. - DCM Shriram Infrastructure Ltd. - Shriram Bioseed Ventures Ltd. - DCM Shriram Foundation - Hariyali Rural Ventures Ltd. - Fenesta India Ltd. - Shridhar Shriram Foundation - Indian Sugar Exim Corporation Ltd. - SRCC Development Foundation - Hariyali Kisaan Bazaar Ltd. 	<ul style="list-style-type: none"> - Jubilant Food Works Ltd. - Usha Martin Ltd. - P.I. Industries Ltd. - McLeod Russel India Ltd. - Sona Koyo Steering Systems Ltd. - Avantha Ergo Life Insurance Company Ltd. - Eveready Industries India Ltd. - Avantha Holdings Ltd. - Viom Networks Ltd. - DRN Investments and Agriculture Pvt. Ltd. - TAMA Investment and Finance Pvt. Ltd. - Utkarsh Micro Finance Pvt. Ltd. - Goldman Sachs Trustee Co. (I) Pvt. Ltd.
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member Corporate Social Responsibility Committee	-

Name of the Director	Shri Ajit S. Shriram	Smt. Ramni Nirula
Chairman/Member of the Committee(s) of the Board of Directors of other Companies in which he/she is a Director	Member Nomination, Remuneration and Compensation Committee - Shriram Bioseed Ventures Ltd. Board Audit Committee - Shriram Bioseed Ventures Ltd.	Chairperson Stakeholder Relationship Committee - Jubilant Food Works Ltd. - P.I. Industries Ltd. Audit Committee - Avantha Ergo Life Insurance Company Ltd. - Avantha Holdings Ltd. Member Audit Committee - Jubilant Food Works Ltd. - Utkarsh Micro Finance Pvt. Ltd. - Goldman Sachs Trustee Company (I) Pvt. Ltd. - Sona Koyo Steering Systems Ltd. - Eveready Industries India Ltd. - Viom Networks Ltd.
Number of shares held in the Company	5,95,580	-

13. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
14. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Relevant documents referred to in the accompanying the Annual General Meeting Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, during 11.00 A.M. to 1.00 P.M. upto the date of the Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested under Section 189 will be made available for inspection by Members of the Company at the venue of the meeting.
17. As per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, a certificate from the auditors of the Company has been obtained regarding the implementation of the DCM Shriram Employee Stock Purchase Scheme in accordance with these regulations. The same shall be made available for inspection by Members of the Company at the venue of the meeting.
18. **Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). E-Voting is optional. Please read carefully the following instructions/procedures on E-Voting.
 - II. 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.
 - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate the AGM but shall not be entitled to cast their vote again.
 - IV. Shri Sanjay Grover (FCS 4223), Company Secretary in Practice, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - V. The remote e-voting period commences on 15.8.2015 (9.00 A.M.) and ends on 17.8.2015 (5.00 P.M.). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11.8.2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - VI. The manner and process of remote e-Voting are as under:
 - A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting; Active Voting Cycles.
 - (vii) Select "EVEN" (E-Voting Event Number) of "DCM Shriram Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (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) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s)] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) of 'A' above, to cast vote.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. 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).
- X. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11.8.2015.
- XI. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11.8.2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agent (RTA) of the Company.
- XII. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dcmshriram.com and on the website of NSDL 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 the BSE Limited, Mumbai & National Stock Exchange of India Ltd., Mumbai.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 5

Smt. Ramni Nirula, was appointed by the Board an Additional Director as Independent Director w.e.f. 3.2.2015 for a period of 5 years, subject to the approval of Members.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Smt. Nirula that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Clause 49 of the Listing Agreement. In the opinion of the Board, Smt. Nirula fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

As required under Section 160 of the Companies Act, 2013 and Rules made thereunder, a notice has been received from a Member signifying his intention to propose Smt. Ramni Nirula as a Director along with a deposit of Rs.1 lac.

Copy of the terms and conditions of appointment of Smt. Nirula an Independent Director, is available for inspection without any fee by the Members at the Registered Office of the Company during 11.00 A.M. to 1.00 P.M.

Except, Smt. Ramni Nirula and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution. The Board recommends the Ordinary Resolution as set out at Item No.5 of the Notice for approval by the Members.

ITEM NO.6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 as per the following details:

M/s. Bahadur Murao & Co., Cost Accountants, New Delhi and M/s. J.P. Sarda & Associates, Cost Accountants, Kota were appointed as Cost Auditors for the financial year 2015-16, to audit the cost accounting records for its products for a total remuneration upto Rs. 3.75 lacs.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, confirmation of the Members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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

ITEM NO. 7

The Members in their Annual General Meeting held on 30.8.2011 had approved the re-appointment of Shri Ajit S. Shriram for a period of 5 years w.e.f. 2.5.2011. His existing term expires on 1.5.2016.

The Board of Directors in its meeting held on 1.5.2015 has approved his re-appointment for a further period of 5 years w.e.f. 2.5.2016, subject to the approval of Members.

Shri Ajit S. Shriram is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Except, Shri Ajit S. Shriram himself, Shri Ajay S. Shriram and Shri Vikram S. Shriram, being related to Shri Ajit S. Shriram, their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution as set out at Item No.7 of the Notice for approval by the Members.

ITEM NO.8

Pursuant to Sections 73 and 76 of the Companies Act, 2013 and the Rules framed thereunder, the approval of Members is sought to invite and accept deposits from Members/Employees & Public.

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

The Board recommends the Special Resolution as set out at Item No.8 of the Notice for approval by the Members.

ITEM NO. 9

The Members in their Meeting held on 14.8.2012 had approved the revision in the maximum limit of remuneration to Shri Aditya A. Shriram upto Rs.7.5 lacs per month.

Shri Aditya A. Shriram, presently working as Sr. Vice President in Chemical Business of the Company, joined the Organisation in 2006. He has successfully handled a variety of responsibilities, roles and functions across various businesses, including Cement and Shriram Farm Solutions. One of his significant stints was when he led the Crop Care and Seeds business at Shriram Farm Solutions. In 2012 he joined the prestigious MBA program at the London Business School, to get a global perspective of Business, Management and Organisation. After successfully completing the program in 2014, he returned to take on new responsibilities. He has now taken on a senior leadership role in the Chemicals business.

His primary responsibility here includes providing impetus to the growth and strengthening of the business, alongwith supporting and guiding the team in the achievement of the operational and strategic plans of the business in close coordination with the Business Head. A key strategic priority for him is the successful execution and implementation of the chlor alkali and power expansion projects at Bharuch.

The revision in his remuneration, requires approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

Except, Shri Ajay S. Shriram, relative of Shri Aditya A. Shriram, his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution as set out at Item No. 9 of the Notice for approval by the Members.

ITEM NO. 10

The Members in their Meeting held on 14.8.2012 had approved the revision in the maximum limit of remuneration to Shri Anand A. Shriram upto Rs.2.5 lacs per month.

Shri Anand A. Shriram, presently working as General Manager in Fenesta Business of the Company, joined the Organisation in 2010. He went through an extensive process of orientation and learning on the job at Kota in the commercial functions and subsequently handled responsibilities in the Plastics business. He made some useful contributions in the course of his two year stint at Kota.

Since 2012, Shri Anand A. Shriram has been associated with the Fenesta business and has handled varied roles and responsibilities since then. He joined the National Retail Business Development team and was responsible for business development and channel expansion pan India. After a successful stint, he moved to the NCR Sales team and was responsible for Retail Sales. Since November 2014, he is with the NCR Installation and Service team looking after the survey, installation and after sales service of the Gurgaon region.

The revision in his remuneration requires approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

Except, Shri Ajay S. Shriram, relative of Shri Anand A. Shriram, his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution as set out at Item No. 10 of the Notice for approval by the Members.

ITEM NO. 11

The Board of Directors in their meeting held on 3.2.2015 had approved the appointment of M/s. MCS Share Transfer Agent Ltd. as the Registrar and Transfer Agent for securities of the Company (both in physical and demat form).

Under Section 94 of the Companies Act, 2013, approval of the Members is required to keep statutory records at a place other than Registered Office of the Company.

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

The Board recommends the Special Resolution as set out at Item No.11 of the Notice for approval by the Members.

