



BSE Limited Phiroze JeeJeeBhoy Towers, Dalal Street, <u>Mumbai - 400 001</u>	National Stock Exchange of India Ltd., "Exchange Plaza", 5 th Floor, Plot No. C-1, G Block, Bandra-Kurla Complex, Bandra (E) <u>Mumbai – 400 051</u>
SCRIP CODE : 523367	SCRIP CODE : DCMSHRIRAM

Kind Attn.: Department of Corporate Communications/Head - Listing Department

Sub: Notice of the 34th Annual General Meeting

Dear Sir(s),

Pursuant to the provisions of Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Notice of the 34th Annual General Meeting of the Company scheduled to be held on Tuesday, July 25, 2023 at 10:30 A.M. (IST). The meeting shall be convened through Video Conferencing/ Other Audio Visual Means without the physical presence of Members at a common venue.

You are requested to take the above information on your records.

Thanking you,

**Yours faithfully,
For DCM Shriram Ltd.**

**(Sameet Gambhir)
Company Secretary and Compliance Officer**

Dated: 29.06.2023

Encl.: As above

DCM SHRIRAM LTD.

Registered and Corporate Office: 2nd Floor (West Wing), Worldmark 1, Aerocity, New Delhi - 110037, India
Tel: +91 11 42100200 e-mail: response@dcmshriram.com website: www.dcmshriram.com
CIN No. L74899DL1989PLC034923

Notice

Notice is hereby given that the Thirty-fourth (34th) Annual General Meeting (AGM) of the Members of DCM Shriram Ltd. ("the Company") will be held on Tuesday, the 25th July, 2023 at 10:30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue, to transact the following business:

Ordinary Business:

- To consider and adopt:
 - the audited standalone financial statements of the Company for the financial year ended 31st March 2023, the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended 31st March 2023 and the report of the Auditors thereon.
- To declare a final dividend of Rs. 3.60 per equity share of face value of Rs. 2 each and to note the payment of interim dividends aggregating to Rs. 10.40 per equity share of face value of Rs. 2 each already paid during financial year 2022-23.
- To appoint a Director in place of Mr. Ajit S. Shriram (DIN: 00027918), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. K. K. Sharma (DIN: 07951296), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- To consider and, if thought fit, to pass 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(s) thereof, for the time being in force) and any other applicable law, the total remuneration of Rs. 4.35 lakh plus applicable taxes and out of pocket expenses, if any, payable/paid to M/s J.P. Sarda & Associates, Cost Accountants, Kota (FRN: 000289) and M/s Yogesh Gupta & Associates, Cost Accountants, New Delhi (FRN: 000373), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2022-23, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof or its other delegate be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection."
- To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the 'Act') and the Rules made thereunder read with Schedule V of the Act (including any statutory modification or re-enactment thereof) Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), if any and subject to such consents and permissions, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Ajay S. Shriram (DIN: 00027137), Chairman and Senior Managing Director on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

- Tenure:-** Five years w.e.f. 1st November 2023
- Remuneration**
 - Salary:-** Rs.32.30 Lakhs per month presently. Increments will be as decided by the Board and/or Committee thereof from time to time.
 - Perquisites:-** Perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases) including Leased & Company maintained furnished accommodation or house rent in lieu thereof, gas, electricity, water, furnishings, club fees, personal accident insurance, use of Company's car with driver & other expenses, telephone at residence, medical reimbursement, leave and leave travel concession, education benefits and any other benefits provided to the employee(s) of the Company from time to time, including but not limited to entitlements on account of any subsisting or future long term cash incentives/rewards, 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, in respect of any of such benefits.
 - Commission on net profits:-** Such amount as may be decided by the Board of Directors or a Committee thereof from year to year.
 - 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 aforementioned remuneration shall be paid to Chairman and Senior Managing Director as the minimum remuneration, subject to the provisions of the Companies Act, 2013 and/or any other applicable statutory provisions.
- Functions:-** Subject to the direction, control and superintendence of the Board of Directors, Mr. Ajay S. Shriram, shall have the overall responsibility for looking after the day-to-day business and affairs 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 Mr. Ajay S. Shriram may be terminated by either party giving to the other six calendar months' notice in writing.

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/role, alter, vary or increase the remuneration, notwithstanding the same shall exceed the overall remuneration set out above or as may be prescribed/permissible under the Companies Act, 2013 and Rules made thereunder or any other applicable statutory provisions then subsisting, 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.”

7. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (the 'Act') and the Rules made thereunder read with Schedule V of the Act (including any statutory modification or re-enactment thereof) Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), if any and subject to such consents and permissions, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Vikram S. Shriram (DIN: 00027187), Vice Chairman and 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. 1st November 2023

2. Remuneration

(a) **Salary:-** Rs.32 Lakhs 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, and at actual cost to the Company in other cases) including Leased & Company maintained furnished accommodation or house rent in lieu thereof, gas, electricity, water, furnishings, club fees, personal accident insurance, use of Company's car with driver & other expenses, telephone at residence, medical reimbursement, leave and leave travel concession, education benefits and any other benefits provided to the employee(s) of the Company from time to time, including but not limited to entitlements on account of any subsisting or future long term cash incentives/rewards, 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, in respect of any of such 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 .

(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 shall be paid to Vice Chairman and Managing Director as the minimum remuneration, subject to the provisions of the Companies Act, 2013 and/or any other applicable statutory provisions.

3. **Functions:-** Mr. Vikram S. Shriram shall discharge such duties and functions, as may be assigned to him by the Chairman and Senior Managing Director of the Company and/or the Board from time to time.

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 Mr. Vikram S. Shriram may be terminated by either party giving to the other six calendar months' notice in writing.

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/role, alter, vary or increase the remuneration, notwithstanding the same shall exceed the overall remuneration set out above or as may be prescribed/permissible under the Companies Act, 2013 and Rules made thereunder or any other applicable statutory provisions then subsisting, 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, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Aditya A. Shriram (DIN: 10157483), who was appointed by the Board of Directors as Additional Director of the Company with effect from 2nd July 2023, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Act and the Rules made thereunder read with Schedule V of the Act (including any statutory modification or re-enactment thereof) Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other consent(s), approval(s) or permission(s), as may be necessary, the consent of the Members be and is hereby accorded to the appointment of Mr. Aditya A. Shriram (DIN : 10157483) as Deputy 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. 2nd July 2023

2. **Remuneration:**

(a) **Salary:-** Rs.7.75 Lakhs per month. 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, and at actual cost to the Company in other cases) including Leased & Company maintained furnished accommodation or house rent in lieu thereof, gas, electricity, water, furnishings, club fees, personal accident insurance, use of Company's car with driver & other expenses, telephone at residence, medical reimbursement, leave and leave travel concession, education benefits and any other benefits provided to the employee(s) of the Company from time to time, including but not limited to entitlements on account of any subsisting or future long term cash incentives/rewards, 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, in respect of any of such 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.

(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 shall be paid to Deputy Managing Director as the minimum remuneration, subject to the provisions of the Companies Act, 2013 and/or any other applicable statutory provisions.

3. **Functions:-** Mr. Aditya A. Shriram shall discharge such duties and functions as may be assigned to him by the Chairman & Senior Managing Director, Vice Chairman & Managing Director and Joint Managing Director from time to time.

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 Mr. Aditya A. Shriram may be terminated by either party giving to the other 6 calendar months' notice in writing.

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/role, alter, vary or increase the remuneration, notwithstanding the same shall exceed the overall remuneration set out above or as may be prescribed/permissible under the Companies Act, 2013 and Rules made thereunder or any other applicable statutory provisions then subsisting, 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.”

10. To consider and, if thought fit, to pass the following Resolution as an Ordinary 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(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded for the revision in the maximum limit of remuneration of Mr. Aditya A. Shriram, a relative of Mr. Ajay S. Shriram, Chairman and Senior Managing Director of the Company, up-to Rs.23 lakhs per month including salary, perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases), ex-gratia/rewards and all other benefits as applicable to officers in his cadre, for the period from 1st April 2023 to 1st July 2023.

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.”

By Order of the Board

Place : New Delhi

Date : 10th May 2023

Sameet Gambhir

Company Secretary

Membership No.: F4658

Notes:

1. Pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 and other relevant circulars read with General Circular No. 10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs, Government of India (MCA), the 34th AGM is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, the Members are requested to attend and participate in the AGM through VC/OAVM. The deemed venue for this 34th AGM shall be the Registered Office of the Company.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 5th January 2023, this Notice along with Explanatory Statement, inter-alia explaining the manner of attending this AGM through VC/OAVM and the instructions for electronic voting (e-voting), along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.dcmshriram.com, on the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com, respectively, on the website of NSDL at www.evoting.nsdl.com and also at the website of Company's RTA at <https://www.mcsregistrars.com>. Any Member/s requiring the hard copy of Annual Report may kindly send an email from their registered email id to shares@dcmshriram.com or send a duly signed request in original at the registered office of the Company.
3. Members, who are holding shares in physical form but their e-mail addresses are not registered with the Company/RTA, are requested to register their e-mail addresses at the earliest by sending to the Company/RTA, the scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held, along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the documents viz., Aadhaar Card, Driving License, Election Card, Passport, Utility Bill (not older than 3 months) or any other Government document in support of the proof of address of the Member as registered with the Company, by email to shares@dcmshriram.com and/or to admin@mcsregistrars.com, for receiving the soft copies of Annual Report for the FY 2022-23 and the Notice of 34th AGM.
 However, please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the soft copies of Annual Report for the FY 2022-23 and the Notice of 34th AGM and thereafter the said email addresses shall be disabled from the records of the RTA immediately after the 34th AGM, unless the hard copy of request letter along with the physical self attested copies of the aforesaid documents are received by the Company/RTA for updating the email addresses for future. Members holding shares in demat form can update their email address with their Depository Participants.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') is annexed hereto.
5. Since this AGM will be held through VC/OAVM and the physical presence of the Members has been dispensed with, the facility for appointment of Proxies by the Members is therefore not available and hence the Proxy Form and the Attendance Slip are not annexed to this Notice.
6. 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. duly signed with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to shares@dcmshriram.com and evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
7. In terms of the 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 dematerialize their shareholding to avoid inconvenience of trading in the shares of the Company. Members holding equity shares of the Company in physical form, are requested to kindly get their equity shares converted into demat/electronic form, to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/issuance of equity shares in physical form have been prohibited by SEBI.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC/OAVM, without the physical presence of Members at a common venue, the route map is not annexed to this Notice.
10. Members may note that the Board of Directors, in its meeting held on 2nd May 2023 has recommended a final dividend of Rs. 3.60 per equity share of Rs. 2 each. The record date for the purpose of final dividend is 18th July 2023. The final dividend, if declared by the members in this AGM, will be paid within 30 days from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out at their registered addresses.
11. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that the final dividend for the FY 2022-23 is subject to declaration by Members in this AGM and if declared this dividend will be taxable in the hands of shareholders in the FY 2023-24 (Assessment Year 2024-25). Thus, all the details and declarations furnished should pertain to FY 2023-24 (Assessment Year 2024-25). The rate of TDS for various categories of shareholders along with required documents are available at the website of the Company at <https://www.dcmshriram.com/Communication-of-TDS-on-Dividend.html>

12. Kindly note that the aforesaid documents, duly executed, are required to be sent either through email at shares@dcmshriram.com and admin@mcsregistrars.com or directly in original to the Company at its registered office at 2nd Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037 on or before 18th July 2023 in order to enable the Company to determine and deduct appropriate TDS/withholding tax. Members sending documents through email are required to send the original documents later to the Company at its registered office address.
13. Members holding shares in physical form, are requested to intimate their change in Bank Mandate/National Electronic Clearing Service (NECS) details (form can be downloaded from the website of the Company i.e. <https://www.dcmshriram.com/important-communication-for-shareholders>), and /or, update their PAN and Bank Account details through a request letter along with applicable forms, self attested copy of PAN, original cancelled cheque with preprinted name of the Shareholder (old and new both bank details) and bank attested copy of passbook/statement showing name of the account holder to M/s MCS Share Transfer Agent Ltd., (Company's RTA) at their address at F-65, 1st Floor, Okhla Industrial Area, New Delhi-110020. Beneficial owners holding shares in electronic form are requested to intimate their change in Bank Mandate/NECS details, if any, to their respective Depository Participants (DPs) in order to get the same registered.
14. Members who are holding shares in physical form 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.
15. SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in physical form. Further, SEBI vide Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023, issued in supersession of earlier SEBI Circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, has mandated that any service request or complaint received from the Member will not be processed until the aforesaid details/documents are provided to RTA. Further, in case any of the above cited documents/details are not available in the Folio(s) on or after 1st October 2023, RTA shall be constrained to freeze such Folio(s).

The Company has sent individual letters to all the Members holding shares of the Company in physical form, for furnishing their PAN, KYC documents and Nomination details, as above. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the weblink at <https://www.dcmshriram.com/sites/default/files/DCMKYCIintimation.pdf>. Relevant details and prescribed forms in this regard are available on website of the Company at <https://www.dcmshriram.com/important-communication-for-shareholders>.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form ISR-4, which is available on the Company's website at <https://www.dcmshriram.com/Communication%20to%20Shareholder.pdf>
17. In view of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time, the Company has, during the FY 2022-23, transferred the unpaid final dividend for the FY 2014-15 and unpaid Interim and 2nd interim dividend for the FY 2015-16 to the Investor Education and Protection Fund (IEPF). The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying as on date with the Company on the website of the Company (www.dcmshriram.com). Members who have not yet encashed their Dividend Warrants/Cheques/DDs pertaining to final dividend of financial year 2015-16 onwards, are requested to write to the Company immediately as the said unclaimed dividend shall be transferred to IEPF on the date of completion of 7 years from the date of transfer of said unpaid/unclaimed dividend to the Unpaid Dividend Account by the Company. It is informed that during the FY 2022-23, 81,229 Equity Shares, in respect of which dividends of earlier years have not been paid or claimed by the Members for a period of seven consecutive years, have been transferred to the Investor Education and Protection Fund (IEPF) Authority.
18. The above details have also been uploaded on the website of the IEPF authority i.e. www.iepf.gov.in. Members may also note that dividend as well as shares transferred to IEPF Authority can be claimed back as per the prescribed procedure.
19. In terms of Section 72 of the Companies Act, 2013 and related Rules thereunder, Member(s) of the Company may nominate a person to 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 DPs, if held in electronic form. A copy of Form SH-13 is available at the website of the Company at https://www.dcmshriram.com/Communication_to_Shareholders_new.pdf

20. Appointment/Re-appointment of Directors

The brief resume and other information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), in relation to the appointment/re-appointment of Directors is as follows:

Name of the Director	Mr. Ajay S. Shriram	Mr. Vikram S. Shriram	Mr. Ajit S. Shriram	Mr. K.K. Sharma	Mr. Aditya A. Shriram
DIN	00027137	00027187	00027918	07951296	10157483
Date of Birth & Age	4.3.1954 (69 Years)	6.12.1958 (64 Years)	03.10.1967 (55 Years)	17.10.1965 (57 Years)	22.02.1982 (41 Years)
Nationality	Indian	Indian	Indian	Indian	Indian
Date of first Appointment on the Board of the Company	24 th July 1989	22 nd May 1990	2 nd May 2001	20 th November 2017	2 nd July 2023 (Proposed)
Qualification	B.Com from Sydenham College Mumbai, Programme for Management Development from Harvard Business School, USA, Doctor of Letters (Honoris Causa) by BML Munjal University	B.Com (Hons.) from St. Xavier's College Kolkata, Fellow Member of The Institute of Chartered Accountants of India	B.Com., MBA from IMD Switzerland, Owner/President Management Programme (OPM) from Harvard Business School, USA	B. Tech in Chemical Technology from UDCT (now ICT, Mumbai), Diploma in Safety from RLI Kanpur, NEBOSH IGC in Occupational Health & Safety	Degree in Engineering from Cornell University, USA and MBA from London Business School
Experience	43 Years	42 Years	32 Years	33 Years	18 Years
Expertise in Functional Areas	General Management, Strategy, HR, Sugar, Fertilizer & Agri Businesses and Chloro Vinyl Business	General Management, Strategy, Finance, Agri Businesses, Sugar, B2C, Chemical and Energy Businesses	General Management, Strategy, Finance, Digital Transformationalist, Agri Businesses, Sugar and Chloro Vinyl Business	Environment Health and Safety, Sustainability Reporting, Agrochemicals and Pharmaceutical Manufacturing	General Management, Strategy, Procurement, Operations, Marketing and Chemical Business
Directorship held in other Companies	- DCM Shriram Aqua Foods Limited - Shriram Agsmart Limited - DCM Shriram Prochem Limited - DCM Shriram Bio Enchem Limited - Shriram Bioseed Ventures Limited - DCM Shriram Credit and Investments Limited - DCM Shriram Foundation - Fenesta India Limited - Hariyali Kisaan Bazaar Limited - Hariyali Rural Ventures Limited - CSEP Research Foundation	- DCM Shriram Aqua Foods Limited - Shriram Agsmart Limited - DCM Shriram Prochem Limited - DCM Shriram Bio Enchem Limited - Shriram Bioseed Ventures Limited - DCM Shriram Credit and Investments Limited - DCM Shriram Foundation - Fenesta India Limited - Hariyali Kisaan Bazaar Limited - Hariyali Rural Ventures Limited - VSS Associates Private Limited	- DCM Shriram Infrastructure Limited - Shriram Agsmart Limited - DCM Shriram Prochem Limited - DCM Shriram Bio Enchem Limited - Shriram Bioseed Ventures Limited - DCM Shriram Credit and Investments Limited - DCM Shriram Foundation - Fenesta India Limited - Hariyali Kisaan Bazaar Limited - Hariyali Rural Ventures Limited - Ajit Shriram Facilities Private Limited	- Shriram Polytech Limited - Shriram Agsmart Limited - DCM Shriram Bio Enchem Limited	-

Name of the Director	Mr. Ajay S. Shriram	Mr. Vikram S. Shriram	Mr. Ajit S. Shriram	Mr. K.K. Sharma	Mr. Aditya A. Shriram
	<ul style="list-style-type: none"> - Ajay Shriram Services Private Limited - Prabha Shridhar Facilities Private Limited - DCM Shriram Ventures Limited - SRCC Development Foundation - Shridhar Shriram Foundation - The Fertiliser Association of India 	<ul style="list-style-type: none"> - Prabha Shridhar Facilities Private Limited - DCM Shriram Ventures Limited - SRCC Development Foundation - Shridhar Shriram Foundation 	<ul style="list-style-type: none"> - SRCC Development Foundation - Shridhar Shriram Foundation - Indian Sugar Exim Corporation Ltd. 		
Directorship held in listed entities (other than DCM Shriram Ltd.)	-	-	-	-	-
Chairman/Member of the Committee(s) of the Board of Directors across all public companies	DCM Shriram Ltd. Chairman <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Board Finance Committee Member <ul style="list-style-type: none"> - Nomination, Remuneration and Compensation Committee - Stakeholders Relationship Committee 	DCM Shriram Ltd. Member <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Stakeholders Relationship Committee - Board Finance Committee 	DCM Shriram Ltd. Member <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Stakeholders Relationship Committee - Board Finance Committee 	DCM Shriram Ltd. Member <ul style="list-style-type: none"> - Risk Management Committee 	-
Names of Listed Companies in which Director resigned in past 3 years.	-	-	-	-	-
Number of shares held in the Company	4,93,780 Equity Shares	5,03,310 Equity Shares	5,95,580 Equity Shares	NIL	2,97,760 Equity Shares
Last Drawn Remuneration (per annum)	Rs. 1,360.43 Lakhs	Rs. 1,365.62 Lakhs	Rs. 1,244.82 Lakhs	Rs. 127.39 Lakhs	Rs. 223.93 Lakhs
Number of Board Meetings attended during the year	5/6	6/6	6/6	6/6	Not Applicable

Name of the Director	Mr. Ajay S. Shriram	Mr. Vikram S. Shriram	Mr. Ajit S. Shriram	Mr. K.K. Sharma	Mr. Aditya A. Shriram
Relationship with other Directors, Manager and other Key Managerial Personnel	Brother of Mr. Vikram S. Shriram & Mr. Ajit S. Shriram. Father of Mr. Aditya A. Shriram	Brother of Mr. Ajay S. Shriram and Mr. Ajit S. Shriram	Brother of Mr. Ajay S. Shriram and Mr. Vikram S. Shriram	NIL	Son of Mr. Ajay S. Shriram
Terms and Conditions of Appointment/Reappointment and remuneration sought to be paid	The terms and conditions of reappointment including remuneration are given in the proposed resolution and explanatory statement of this Notice.	The terms and conditions of reappointment including remuneration are given in the proposed resolution and explanatory statement of this Notice.	Re-appointment consequent to retirement by rotation.	Re-appointment consequent to retirement by rotation.	The terms and conditions of appointment including remuneration are given in the proposed resolution and explanatory statement of this Notice.

21. In case of joint members attending the AGM, only such joint holder who is higher in the order of names will be entitled to e-vote.
22. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are available for inspection through electronic mode, basis the request being sent on shares@dcmshriram.com.
23. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company either through email at shares@dcmshriram.com, or submit written request at the registered office of the Company latest by 18th July 2023. Such questions shall be taken up during the meeting or replied within 7 days from the date of AGM by the Company suitably.
24. Members who like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio no, No. of shares, PAN, mobile number at shares@dcmshriram.com on or before 18th July 2023. Those Members, who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time, depending upon the availability of time at the AGM.
25. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned hereinafter. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come-first-serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors and the Chairperson of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, who are allowed to attend the AGM without restriction on account of first-come-first-serve basis.
26. During the AGM, Members may access the scanned copy of (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; (iii) certificate by the Secretarial Auditors of the Company on the implementation of the DCM Shriram Employee Stock Purchase Scheme as required under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and (iv) any other documents as may be required, upon Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com> under the heading "AGM Docs".
27. Instructions for e-voting and joining the AGM are as follows:
- A. Voting through electronic means**
- In compliance with provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members to cast their votes, on the Resolutions proposed to be considered at AGM, by electronic voting system from a place other than venue of the AGM ("remote-voting") arranged by National Securities Depository Limited (NSDL).
 - The remote e-voting period shall commence on 22nd July 2023 (9.00 A.M.) and end on 24th July 2023 (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 i.e. 18th July 2023, may cast their vote by remote e-voting. The said 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.





- III. Those Members who will be attending/participating in the AGM through VC/OAVM facility and have not cast their vote(s) on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM, but shall not be entitled to cast their e-vote again.
- V. Mr. Kapil Dev Taneja (M. No.: F4019, CP No. 22944), Partner, M/s. Sanjay Grover & Associates, Company Secretaries failing him, Mr. Neeraj Arora (M. No.: F10781, CP No. 16186), Partner, M/s. Sanjay Grover & Associates, Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
- VI. The manner and process of remote e-Voting are as under:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also be able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. iDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing iDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-voting system.

How to cast your vote electronically and join AGM on NSDL e-voting system?

- After successful login at Step 1, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of DCM Shriram Ltd. for which you wish to cast your vote during the remote e-voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. duly signed with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to shares@dcmshriram.com and evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in or contact Mr. Amarjit from RTA at 011-41406148 (E-mail: admin@mcsregistrars.com) or Mr. Amit Mehra / Mr. Vipul Jain from the Company at 011-42100200 (E-mail: shares@dcmshriram.com). 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. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on or contact NSDL at 022 - 4886 7000 and 022 - 2499 7000. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".
4. 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).
5. 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 i.e. 18th July 2023.
6. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th July 2023, may obtain the login ID and password by sending a request to Registrar and Transfer Agent (RTA) of the Company. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".
7. 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 e-voting at the AGM and a person who is not a Member as on the cut-off date i.e. 18th July 2023, should treat this Notice for information purposes only.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares@dcmshriram.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@dcmshriram.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in

Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

E-VOTING RESULT

1. The Scrutinizer shall after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-votes cast during AGM in the presence of at least two witness not in the employment of the Company and shall make 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.
2. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.dcmshriram.com and on the website of NSDL at <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited and The National Stock Exchange of India Ltd.

OTHER INSTRUCTIONS

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the companies in which you are the Shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

EXPLANATORY STATEMENT

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

ITEM NO. 5

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, had approved the appointment of M/s J.P. Sarda & Associates, Cost Accountants, Kota (FRN: 000289) and M/s Yogesh Gupta & Associates, Cost Accountants, New Delhi (FRN: 000373) to audit the cost accounting records of the Company for the FY 2022-23 at a total remuneration of upto Rs.4.35 Lakhs, plus applicable taxes and out of pocket expenses, if any.

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/paid to the Cost Auditors is required to be ratified by the Members of the Company. It is informed that out of Rs.4.35 lakhs, remuneration of M/s J.P. Sarda & Associates is Rs. 3.15 lakhs and M/s Yogesh Gupta & Associates is Rs. 1.20 lakhs.

Accordingly, ratification of the Members is sought for the remuneration payable/paid to the Cost Auditors for the financial year 2022-23.

The Board recommends passing of the resolution set out at Item No.5 of the Notice as an Ordinary Resolution.

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

ITEM NO. 6

Mr. Ajay S. Shriram was appointed as Managing Director of the Company in 1990. He was re-designated by the Board as Vice Chairman & Managing Director with effect from 15th April 1993. He was further re-designated by the Board as Chairman & Senior Managing Director with effect from 24th September 2001. The existing tenure of Mr. Ajay S. Shriram as effective from 1st November 2018 and as approved by the Members in their 29th Annual General Meeting held on 31st July 2018, is expiring on 31st October 2023.

Mr. Ajay S. Shriram graduated in Commerce from Sydenham College, University of Mumbai and later attended the Programme for Management Development at the Harvard Business School, USA. He has been conferred with Degree of Doctor of Letters (Honoris Causa) by BML Munjal University, Gurgaon (Haryana). He is the Chairman of the Governing Body of Shri Ram College of Commerce (SRCC) and Chairman of the Board of Governors of Indian Institute of Management (IIM), Sirmour (HP). He is a member of the Board of CSEP (Centre for Social and Economic Progress). He is Emeritus Director of The Fertilizer Association of India. He is a Member of India-Japan Business Leaders' Forum (IJBLF), DPIIT, Ministry of Commerce and Industry. He is a Member of Uttar Pradesh State Investment Promotion Board. He was a Member of the Board of Governors of Indian Institute of Corporate Affairs (IICA). He has been the President of Confederation of Indian Industry (CII) (2014-15) and the President & Chairman of International Fertilizer Industry Association (IFA), Paris (2009-11).

Mr. Ajay S. Shriram has over 43 years of rich experience and his expertise includes areas of General Management, Strategy, HR, Sugar, Fertilizer, Agri Businesses and Chloro-Vinyl businesses. He has overall responsibility of looking after the day-to-day business and affairs of the Company and he is supported by other MDs. It is under the stewardship of Mr. Ajay S. Shriram since the beginning, that the Company has achieved all-round growth and made for itself a reputation in the core areas of its businesses.

In view of the rich experience and able leadership of Mr. Ajay S. Shriram and his crucial role in steering ahead the Company, it is proposed to re-appoint Mr. Ajay S. Shriram as Chairman and Senior Managing Director, for a further period of 5 years with effect from 1st November 2023. It is informed that Mr. Ajay S. Shriram shall attain the age of 70 years on 4th March 2024. The Board of Directors at its meeting held on 2nd May 2023, on recommendation of the Nomination, Remuneration and Compensation Committee, has approved his proposed re-appointment for a further period of 5 years w.e.f. 1st November 2023, on the terms & conditions including remuneration, as set out at Item No. 6 of the Notice.

Mr. Ajay S. Shriram is not disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. Other necessary details of Mr. Ajay S. Shriram, as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, are covered in the Notes. Further, this is also in compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends passing of the resolution set out at Item No.6 of the Notice as a Special Resolution.

Except Mr. Ajay S. Shriram and his relatives, no other Director/Key Managerial Personnel or their relative(s) is concerned or interested in the said resolution.

ITEM NO. 7

Mr. Vikram S. Shriram was appointed as Dy. Managing Director of the Company in 1990. He was re-designated by the Board as Jt. Managing Director with effect from 15th April 1993. He was further re-designated as Vice Chairman & Managing Director with effect from 24th September 2001. The existing tenure of Mr. Vikram S. Shriram as effective from 1st November 2018 and as approved by the Members in their 29th Annual General Meeting held on 31st July 2018, is expiring on 31st October 2023.

Mr. Vikram S. Shriram graduated in Commerce with Honours from St. Xavier's College, Kolkata. He is a Fellow Member of The Institute of Chartered Accountants of India. He has over 42 years of rich experience and his expertise includes areas of General Management, Strategy, Finance, Agri Businesses, Sugar, B2C, Chemical and Energy businesses. Mr. Vikram S. Shriram discharges such duties and functions, as may be assigned to him by the Chairman and Senior Managing Director of the Company and/or the Board from time to time.

The all-round contribution of Mr. Vikram S. Shriram to the Company in all these years has been outstanding. During his working, he has displayed true leadership in providing the much needed strategic planning and broader financial focus to the Company.

In view of the critical role played by Mr. Vikram S. Shriram in the business strategy and managing the affairs of the Company, it is proposed to re-appoint Mr. Vikram S. Shriram as Vice Chairman and Managing Director, for a further period of 5 years with effect from 1st November 2023. The Board of Directors at its meeting held on 2nd May 2023, on recommendation of Nomination, Remuneration and Compensation Committee, has approved his proposed re-appointment for a further period of 5 years w.e.f. 1st November 2023, on the terms & conditions including remuneration, as set out at Item No. 7 of the Notice.

Mr. Vikram S. Shriram is not disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. Other necessary details of Mr. Vikram S. Shriram, as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, are covered in the Notes. Further, this is also in compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends passing of the resolution set out at Item No.7 of the Notice as a Special Resolution.

Except Mr. Vikram S. Shriram and his relatives, no other Director/Key Managerial Personnel or their relative(s) is concerned or interested in the said resolution.

ITEM NOS. 8 & 9

Mr. Aditya A. Shriram joined the organization in 2006 and has successfully handled a variety of responsibilities across businesses and units of the Company in all these years. With degree in Engineering from Cornell University, USA and experience as a derivatives trader in Amsterdam, he returned to India in 2005, to begin learning about his family business, DCM Shriram, at the grassroots level at the Company's cement factory in Kota, Rajasthan.

Gradually taking on responsibilities in functional areas such as procurement, operations and marketing, he introduced innovative methods in dealing with everyday issues. He was associated with the Company's Shriram Farm Solutions Business, where he led the Crop Care and Seeds business and made a significant impact. Thereafter, he went on study leave for 2 years to do MBA from London Business School and joined back the organization in August, 2014.

Presently he is working with the Company as Sector Advisor & Executive Director for Chemicals Business of the Company. His primary responsibility includes providing impetus to the growth and strengthening of business. He has been actively involved in brownfield expansion in Gujarat and is currently developing a strategic roadmap for the businesses. Under his leadership, the Company has become one of the leading Chemical manufacturers in India and is entering into value-added products as a forward integration. His continued association is considered to be beneficial to the Company.

The Board of Directors at its meeting held on 2nd May 2023, on recommendation of the Nomination, Remuneration and Compensation Committee, has approved the appointment of Mr. Aditya A. Shriram as an Additional Director of the Company w.e.f. 2nd July 2023, who shall hold office upto the date of ensuing AGM. Accordingly, proposal for his appointment as a Director of the Company liable to retire by rotation, is placed for approval of the Members by way of an Ordinary Resolution, as set out at Item no. 8 of the Notice.

Further, considering his contribution as mentioned above and the significant role played by him in the Company in the last 18 years, and subject to approval of Members to his appointment as a Director on the Board, as set out at Item no. 8 of the Notice, the Board of Directors, on recommendation of the Nomination, Remuneration and Compensation Committee, has also approved his appointment as Deputy Managing Director of the Company for a period of 5 years w.e.f. 2nd July 2023, subject to approval of the Members. Accordingly, proposal for his appointment as Deputy Managing Director w.e.f. 2nd July

2023, including terms & conditions of appointment and remuneration as Deputy Managing Director, is placed for approval of the Members by way of a Special Resolution, as set out at Item no. 9 of the Notice.

Mr. Aditya A. Shriram is not disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. Other necessary details of Mr. Aditya A. Shriram as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, are covered in the Notes. Further, the proposed approvals are in compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is also informed that as stipulated under Section 160 of the Act, the Company has received a Notice from a Member proposing the candidature of Mr. Aditya A. Shriram as Director.

The Board recommends passing of the resolution(s) set out at Item Nos. 8 & 9 of the Notice as Ordinary Resolution and Special Resolution, respectively.

Except Mr. Aditya A. Shriram and his relatives, no other Director/Key Managerial Personnel or their relative(s) is concerned or interested in the said resolution(s).

ITEM NO. 10

The Members may kindly note that the proposed appointment of Mr. Aditya A. Shriram, son of Mr. Ajay S. Shriram, as Director and Deputy Managing Director of the Company (as proposed in item nos. 8 and 9 of the Notice), will be effective from 2nd July 2023 subject to approval of members. Prior to that, he serves as an employee of the Company and therefore, remuneration payable to him in the said capacity is subject to approval of the Members, pursuant to Section 188(1)(f) of the Companies Act, 2013.

The Nomination, Remuneration and Compensation Committee, at its meeting held on 2nd May 2023, has approved increment in the remuneration of Mr. Aditya A. Shriram w.e.f. 1st April 2023, pursuant to which his maximum remuneration will be up-to Rs.23 Lakhs per month.

It may be noted that the Members, at their 29th Annual General Meeting held on 31st July 2018, had approved the maximum remuneration of Mr. Aditya A. Shriram upto Rs.20.00 Lakhs per month. Therefore, approval of the Members is sought to the increased maximum remuneration of Mr. Aditya A. Shriram, son of Mr. Ajay S. Shriram, up-to Rs.23.00 Lakhs per month, for the period served as an employee i.e., from 1st April 2023 to 1st July 2023. The Audit Committee has also approved the same.

It may be noted that remuneration payable to Mr. Aditya A. Shriram w.e.f. 2nd July 2023, is proposed to be in the capacity of Deputy Managing Director, and for the same, approval of the Members has already been sought at Item no. 9 of the Notice.

The Board recommends passing of the resolution set out at Item No. 10 of the Notice as an Ordinary Resolution.

Except Mr. Aditya A. Shriram and his relatives, no other Director/Key Managerial Personnel or their relative(s) is concerned or interested in the Resolution.

By Order of the Board

Place : New Delhi
Date : 10th May 2023

Sameet Gambhir
Company Secretary
Membership No.: F4658