



DCM SHRIRAM

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

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

Sub. : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Dear Sirs,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated May 2, 2023 together with the Explanatory Statement thereto, seeking consent of the Members of DCM Shriram Limited (the “Company”), on the following items of special business:

Sr. No.	Particulars	Type of Resolution
1.	Approval of amendment to DCM Shriram Employee Stock Purchase Scheme	Special Resolution
2.	Approval of extension of DCM Shriram Employee Stock Purchase scheme grants to the employees/ whole time directors of subsidiaries of the Company	Special Resolution
3.	Approval for further acquisition of equity shares of the Company from secondary market by DCM Shriram Employees Benefits Trust (the ‘Trust’), for implementation of DCM Shriram Employee Stock Purchase Scheme and granting of loan to the Trust	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MCS Share Transfer Agent Limited, and the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, April 28, 2023.

The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence from 9:00 A.M. (IST) on May 6, 2023 and end at 5:00 P.M. (IST) on June 4, 2023.

Please take the above information on your records.

Thanking You,

Yours Faithfully,

For DCM Shriram Ltd

Sameet Gambhir
Company Secretary

Dated: 04.05.2023

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



DCM Shriram LTD.

Registered Office:

2nd Floor (West Wing), Worldmark-1
Aerocity, New Delhi-110037
Tel: 011-42100200
CIN: L74899DL1989PLC034923
E-mail: shares@dcmsriram.com
Website: www.dcmsriram.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given to the Shareholders of **DCM Shriram Ltd.** (the '**Company**'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ('**Management Rules**') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('**MCA**') (hereinafter collectively referred to as '**MCA Circulars**') in relation to the extension of the framework provided in the MCA Circulars up to September 30, 2023 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('**SEBI Listing Regulations**') read with other applicable SEBI Circulars, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice are proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ('remote e-voting').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent ('RTA') as on the cut-off date of April 28, 2023. If your e-mail address is not registered with the Company/ Depositories/ RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through remote e-voting.

The Statement pertaining to the Resolutions, setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has appointed Mr. Kapil Dev Taneja (CP no. 22944, M No. F-4019), Partner M/s Sanjay Grover & Associates, Practicing Company Secretaries, failing him Mr. Neeraj Arora (CP no. 16186, M. No. F-

10781), Partner M/s Sanjay Grover & Associates, Practicing Company Secretaries as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ('NSDL') to provide remote e-voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, shareholders are required to vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section "**The instructions for shareholders for Remote e-voting through Postal Ballot**" in this notice ('Postal Ballot Notice') and follow the procedure stated in the Notes, to cast their votes electronically from their respective locations. The remote e-voting shall be open for a period of 30 days i.e. from 6th May 2023, 9:00 A.M. (IST) to 4th June 2023, 5:00 P.M. (IST). The Shareholders are requested to cast their votes through the remote e-voting process not later than 4th June 2023, 5:00 P.M. (IST) to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the concerned shareholder.

Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company or person authorized by the Chairman. The results of the Postal Ballot through remote e-voting along with the Scrutinizer's Report shall be announced by the Chairman or in his absence by the Company Secretary within 2 (two) working days of the conclusion of the Postal Ballot process, at the Registered Office of the Company at 2nd Floor (West Wing), Worldmark-1 Aerocity, New Delhi-110037. The results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as '**Stock Exchanges**') where the Equity Shares of the Company are listed and will be displayed on the Company's website at www.dcmshriram.com as well as on the website of NSDL.

Items of business requiring approval of the Equity Shareholders through Postal Ballot by 'remote e-voting' are given below:

Special Business:

1. Approval of amendment to DCM Shriram Employee Stock Purchase Scheme

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 applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and subject to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI Regulations 2021") (including any statutory amendment, modification or re-enactment thereof) and such other applicable statutory provisions, subject to Memorandum & Articles of Association of the Company and subject to such approvals, permissions, sanctions as may be required and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, the Consent of the Shareholders be and is hereby accorded for amendment to the ***DCM Shriram Employee Stock Purchase Scheme (the "ESPS Scheme")***, to ensure compliance with the SEBI Regulations 2021."

"RESOLVED FURTHER THAT the Board of Directors, Nomination, Remuneration & Compensation Committee (NRCC) or any of its delegate(s) be and are hereby severally

authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the ESPS Scheme or to suspend, withdraw or revive the ESPS Scheme, in accordance with applicable laws prevailing from time to time, as it may deem fit without seeking further approval of the Shareholders, and to take all such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.”

2. Approval of extension of DCM Shriram Employee Stock Purchase Scheme to the employees / whole time directors of subsidiaries of the Company

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 applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder and subject to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI Regulations 2021**”) (including any statutory amendment, modification or re-enactment thereof) and such other applicable statutory provisions, subject to Memorandum & Articles of Association of the Company and subject to such approvals, permissions, sanctions as may be required and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions, sanctions, the Consent of the Shareholders be and is hereby accorded to extend the benefits of the DCM Shriram Employee Stock Purchase Scheme (the “**ESPS Scheme**”) referred to in the Resolution No.1 of this Notice to the employees / whole time directors of the subsidiaries of the Company (existing or future), in accordance with the provisions of the SEBI Regulations 2021 and in due compliance with other applicable laws and regulations.”

“**RESOLVED FURTHER THAT** the Board of Directors, Nomination, Remuneration & Compensation Committee (NRCC) or any of its delegate(s) be and are hereby severally authorized on behalf of the Company to take all such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.”

3. Approval for further acquisition of equity shares of the Company from secondary market by DCM Shriram Employees Benefits Trust (the “Trust”), for implementation of DCM Shriram Employee Stock Purchase Scheme and granting of loan to the Trust

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 applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder and subject to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI Regulations 2021**”) ”

(including any statutory amendment, modification or re-enactment thereof) and such other applicable statutory provisions, subject to Memorandum & Articles of Association of the Company and subject to such approvals, permissions, sanctions as may be required and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions, sanctions, consent, the Consent of the Shareholders be and is hereby accorded for further acquisition of 2% (two percent) of the paid up equity capital of the Company as on March 31, 2023 (which represents 31,18,845 Equity Shares of Rs.2/- each of the Company) from the secondary market in one or more tranches, by DCM Shriram Employees Benefits Trust (the "Trust") for the purpose of implementation of DCM Shriram Employee Stock Purchase Scheme (the "ESPS Scheme").

“RESOLVED FURTHER THAT the consent of the Shareholders be and is hereby accorded to grant of loan and/or financial assistance by the Company in one or more tranches upto an amount as may be decided by the Board of Directors from time to time to the Trust, to fund the said secondary market acquisition of equity shares of the Company by the Trust for the purpose of implementation of ESPS Scheme, as amended, on such appropriate terms & conditions and as may be mutually agreed between the Company and the Trust, subject to compliance of the applicable provisions of the Act, SEBI Regulations (including any statutory amendment, modification or re-enactment thereof), and such other applicable statutory provisions from time to time.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue or bonus issue or buy-back of shares or stock-split of shares or merger or consolidation of shares etc. of the Company, the number of shares of the Company to be acquired from the secondary market by the Trust shall be appropriately adjusted.”

“RESOLVED FURTHER THAT the Board of Directors, Nomination, Remuneration & Compensation Committee (NRCC) or any of its delegate(s) be and are hereby severally authorized on behalf of the Company to take all such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.”

By Order of the Board

Place: New Delhi
Date: 2nd May, 2023

Sameet Gambhir
Company Secretary
Membership No.: F4658

Notes:

- 1) The Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards on General Meetings (SS-2) for the proposed Special Resolutions setting out material facts in relation thereto is appended to the Notice.
- 2) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the Shareholders are provided with the facility to cast their vote electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.
- 3) Pursuant to the MCA Circulars referred above, physical copies of this Postal Ballot Notice are not being sent to Shareholders. Accordingly, Postal Ballot forms and pre-paid Business Reply Envelopes are also not required for this Postal Ballot. The Shareholders are requested to provide their assent or dissent through remote e-voting only.
- 4) The Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.dcmshriram.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.
- 5) All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection on the Company's website www.dcmshriram.com under Investor Section.
- 6) In compliance with the MCA Circulars, the Notice is being sent in electronic mode to those Shareholder whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') as on the cut-off date, i.e. 28th April, 2023 and whose E-mail IDs are registered with the Company/Depositories/RTA. Accordingly, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on Cut-off date, i.e. 28th April, 2023 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Shareholders of the Company as on the Cut-off Date. In case of joint holders, only such joint holder, who is higher in the order of names, will be entitled for e-voting on the resolutions included in the Postal Ballot Notice. A person who is not a Shareholder as on the Cut-off date, should treat this Notice of Postal Ballot for information purpose only.

For the Shareholders who have not registered their E-mail IDs, please follow the instructions given in Note No. 12 below.

- 7) **The remote e-voting period commences on 6th May 2023, 9:00 A.M. (IST) and ends on 4th June 2023, 5:00 P.M. (IST). The remote e-voting module shall be disabled thereafter.** During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-off date i.e. 28th April, 2023, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the Shareholder, the Shareholder will not be allowed to change it subsequently.

- 8) The Company has appointed Mr. Kapil Dev Taneja (CP no. 22944, M No. F-4019), Partner M/s Sanjay Grover & Associates, Practicing Company Secretaries, failing him Mr. Neeraj Arora (CP no. 16186, M. No. F-10781), Partner M/s Sanjay Grover & Associates, Practicing Company Secretaries as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and the required consent for such appointment has been received.
- 9) The Scrutinizer shall, after the conclusion of the e-voting on 4th June 2023, 5:00 P.M. (IST), 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 Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or in his absence to the Company Secretary, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolution, if passed by requisite majority, shall be deemed to have been passed on 4th June 2023 being the last day of remote e-voting.
- 10) Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting. The results of the Postal Ballot shall be communicated to the Stock Exchanges and will be displayed on the Company's website at www.dcmshriram.com and on the website of NSDL www.evoting.nsdl.com and at the Registered Office of the Company.

11) Important Communication (for those who are holding shares in physical mode).

Kindly note that SEBI through its various circulars has mandated the Company/ Registrar and Share Transfer Agent (RTA) of the Company to obtain copies of PAN Card, KYC details, Bank account details and Nomination Form.

SEBI has also mandated that transfer of securities held in physical form shall not be processed unless the same are held in the dematerialized form with a depository. This implies that you will not be able to transfer the shares held in physical form.

In view of above, the Shareholders are requested to take the following actions immediately:

- I. Please dematerialize your shares at the earliest. As stated above, you will not be able to transfer your shares held in physical form.
- II. Please provide your PAN number and KYC details in Form ISR-1 alongwith the documents mentioned below:
 - a) Self-attested copy of your PAN card (including joint holders)
 - b) Nomination for the aforesaid folio(s) in Form SH-13 or 'Declaration to Opt-out' in Form ISR-3, if you do not wish to nominate any person
 - c) Postal address with PIN, Mobile number and E-mail address
 - d) Details of bank such as bank name, branch, account number and IFS Code and original cancelled cheque leaf; and
 - e) Specimen signature - Provide Banker's attestation of the signature in Form ISR- 2.

Please note that in case any one of the aforesaid documents/ details is not available in the folio on or before September 30, 2023, such folios shall be frozen by the RTA. Once your folio is frozen, any service request in such folio shall be processed by the RTA only after receipt of the complete documents/ details as aforesaid.

The Shareholders are requested to send the above details to our RTA i.e. MCS Share Transfer Agent Limited at F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020.

12) THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING THROUGH POSTAL BALLOT ARE AS UNDER:-

The remote e-voting period begins on 6th May 2023, 9:00 A.M. (IST) and ends on 4th June 2023, 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Shareholders, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 28th April, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 28th April, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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"> <li data-bbox="639 1496 1441 2033">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. <li data-bbox="639 2038 1441 2063">2. If you are not registered for IDeAS e-Services, option

	<p>to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. 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 (i.e. your sixteen digit demat account number hold 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System

	<p>Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
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.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

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	Shareholders 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	Shareholders 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 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?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

4. 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 Shareholders 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 Shareholders 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 Shareholders 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:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) 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 force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) 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. Open the .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'.
 - (ii) 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:

- a) 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.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) 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.
 - d) Shareholders 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. 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 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 Shareholders and e-voting user manual for Shareholders 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 – Senior Manager at evoting@nsdl.co.in

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 shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 read with Secretarial Standard-2)

ITEM NOS. 1 to 3

The Company had established DCM Shriram Employees Benefits Trust (the “Trust”), to implement Long Term Incentive (LTI) plans for the employees of the Company and of its subsidiaries. The Trust, inter-alia, administers DCM Shriram Employee Stock Purchase Scheme (the “ESPS Scheme”). Under the said scheme, the Trust acquires Company’s shares from the secondary market and grants the same to Eligible Participants i.e., employees from time to time, to retain and engage the talent pool of the organization. The Nomination, Remuneration and Compensation Committee (NRCC) of the Board is empowered to inter-alia, implement the ESPS scheme and to also delegate its powers, as required.

The Company had obtained shareholders’ approval in year 2013, to align its ESPS scheme with the then prevalent and applicable SEBI Regulations / Guidelines / related circulars on ESPS. The shares already held by the Trust were subsequently appropriated to the Scheme for grant to employees, in accordance with the applicable SEBI Regulations / Guidelines and with the approval of NRCC.

Now, the Trust intends to purchase more shares of the Company from the secondary market, which shall be appropriated to the scheme for grant to Eligible Participants. The current SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI Regulations 2021”**) provide, that shareholders’ approval is required to enable the Trust to undertake secondary market acquisition of shares, mentioning the percentage of acquisition. Therefore, shareholders’ approval has been sought to authorize the Trust, to make acquisition of Company’s shares from the secondary market, for the purpose of the ESPS scheme.

In addition to the shareholders’ approval as stated above, the Company is also required to obtain shareholders’ approval to carry out changes in the existing ESPS Scheme, to ensure compliance with the latest SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The approval of shareholders’ is also required to extend the benefits of the amended scheme to the employees / whole time directors of the subsidiaries of the Company, to cover such requirements arising in future.

The Company also proposes to provide loan and/or financial assistance to the Trust on such terms as may be approved by the Board to enable the Trust to acquire equity shares of the Company from the secondary market, as referred in Resolution No. 3 of this Notice, subject to the compliance with the applicable provisions of the Act, Regulations including any amendment(s) or modification(s) thereof.

- A. The details as required in terms of Regulation 6(2) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as specified in Part C of Schedule I of the SEBI Regulations, 2021 are as under:

Sr. No.	Particulars	Details
1	Brief description of the scheme(s)	DCM Shriram Employee Stock Purchase Scheme (the “ESPS Scheme”) is to implement Long Term Incentive (LTI) plans, by acquiring the Company’s

		<p>shares from the secondary market, to be granted to the employees of the Company and of its subsidiaries in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and <i>inter-alia</i>, includes the following provisions:</p> <ol style="list-style-type: none"> 1. Eligible Participants 2. Share Based / Trust Administered 3. Appraisal Process 4. Grant Shares / Price 5. Lock-in 6. Powers granted to Nomination, Remuneration & Compensation Committee 7. Compliances
2	The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted	Total number of Shares to be granted under the Scheme shall not exceed such number of equity shares as acquired by the Trust from time to time, in compliance with the applicable regulations / laws. The shares offered may be different for different Eligible Participants, and may be determined at the time of every grant of shares.
3	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)	<ol style="list-style-type: none"> (i) A permanent employee of the Company working in India or out of India; or (ii) A whole-time director of the Company; or (iii) An employee as defined in sub-clauses (i) or (ii) above, of a subsidiary (existing or future) of the Company; or (iv) Any other employee / person, as may be permitted by applicable law from time to time.
4	Requirements of vesting and period of vesting	Not Applicable, being an ESPS Scheme
5	Maximum period (subject to regulation 18(1) and 24(1) of SEBI Regulations 2021, as the case may be) within which the options / SARs / benefits shall be vested	Not Applicable, being an ESPS Scheme
6	Exercise price, SAR price, purchase price or pricing formula	The grant price may be different for different Eligible Participants, and may be determined at the time of every grant of shares subject to the grant price not lower than the face value (currently Rs.2/- per share).
7	Exercise period/offer period and process of exercise/acceptance of offer	As may be determined by Nomination, Remuneration and Compensation Committee or any of its delegate(s) from time to time.
8	The appraisal process for determining the eligibility	The appraisal process for determining the eligibility of Eligible Participants shall be as follows:

	of employees for the scheme(s)	<p>(i) ESPS is an integral part of the Long Term Incentive for retention and engagement of the talent pool of the Organization.</p> <p>(ii) Based on the appraisal of performance and potential of employees, the respective Business Head and HR Head of that business will short list and recommend employees eligible for ESPS.</p> <p>(iii) The proposal then will be reviewed by Corporate HR and forwarded to the Nomination, Remuneration and Compensation Committee or its delegate for review of each case individually and then take a final decision.</p>
9	Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any	Upto 5,00,000 shares per Eligible Participant
10	Maximum quantum of benefits to be provided per employee under a scheme(s)	The maximum quantum of benefits will be the difference between the fair value of shares on the date of offer and Offer Price paid by the Employee, subject to applicable taxes.
11	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	Through DCM Shriram Employees Benefits Trust (the "Trust")
12	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	Secondary acquisition of shares
13	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not exceeding 5% (Five percent) of the aggregate of the paid-up equity share capital and Free Reserves of the Company. The tenure and repayment terms thereof will be as mutually agreed by the Board of Directors and Trust in the best interest of the Trust and the Company, subject to the compliance with the applicable provisions of the Act, Regulations including any amendment(s) or modification(s) thereof. The funds so procured by the Trust will be utilized by the Trust for acquisition of shares from the secondary market.
14	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Maximum further acquisition of shares of the Company under this approval by the Trust from secondary market shall be 2% of the paid-up equity share capital of the Company, subject to the compliance with the applicable provisions of the Act, Regulations including any amendment(s) or modification(s) thereof.

15	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company shall conform to the applicable provisions of the Regulations, including the disclosure and the accounting policies as specified in guidelines/rules and regulations, as may be applicable from time to time.
16	The method which the company shall use to value its options or SARs	Not Applicable, since this is an ESPS Scheme
17	The following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'	In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.
18	Period of lock-in	The shares granted shall be subject to lock-in/performance condition period for a minimum of one year from the date of transfer.
19	Terms & conditions for buyback, if any, of specified securities covered under these regulations	As may be decided by the Nomination, Remuneration & Compensation Committee or the Board of Directors subject to the provisions of the applicable laws.

B. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel (KMP), if any;

i) Particulars of the Trust:

Name of the Trust	DCM Shriram Employees Benefits Trust
Address	2 nd Floor, Worldmark-1 (West Wing), Aerocity, New Delhi – 110037

ii) Particulars of the Trustees:

S. No.	Name	Address	Occupation	Nationality	Relationship with the promoters, directors or KMP
1	Exemplary Management Services Pvt. Ltd.	2 nd Floor, Worldmark-1 (West Wing), Aerocity, New Delhi – 110037	Corporate Trustee	Indian	None
2	Mr. Jayant Sahai	F-5, Maharani Bagh, New Delhi - 110065	Business	Indian	None
3	Mr. Atul Kumar	9FL-2B, Deshpriya Park Road, Kolkata Municipal Corporation, Tollygunge, Kolkata-700026	Business	Indian	None
4	Mr. Sandeep Girotra	B-164, Shivalik, Malviya Nagar, New Delhi – 110017	Service	Indian	None

iii) Any interest of key managerial personnel, directors or promoters in the scheme or trust and effect thereof;

None of the Key Managerial Personnel, Directors or Promoters of the Company are in any way, concerned or interested in the scheme or trust, except to the extent of the securities that may be offered to them under the said Scheme.

iv) The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised;

In case the Equity Shares that are held by the Trust, the trustees of a Trust, which is governed under the Regulations, shall not vote in respect of the shares held by such Trust, so as to avoid any misuse arising out of exercising such voting rights. However, once the shares are transferred in favour of the Eligible Participant, the holder of such shares may exercise the voting rights.

The Board accordingly recommends the passing of the Special Resolutions set out at item Nos. 1 to 3 in this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolution(s), except to the extent of the securities that may be offered to them under the said Scheme.

By Order of the Board

Place: New Delhi
Date: 2nd May, 2023

Sameet Gambhir
Company Secretary
Membership No.: F4658