

Notice

Notice is hereby given that the Thirtieth (30th) Annual General Meeting (AGM) of DCM Shriram Ltd. will be held on Tuesday, the 23rd July, 2019 at 11.30 A.M. at Kamani Auditorium, 1, Copernicus Marg (Near Mandi House), New Delhi - 110001 to transact the following business:

Ordinary Business:

- To consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31st March, 2019, 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, 2019.
- To declare a final dividend and to note the payment of interim dividends on Equity Shares of the Company for the financial year 2018-19.
- 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 remuneration payable/paid to 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 2018-19, as detailed in the Explanatory Statement to this Notice, be and is hereby ratified and confirmed.

Resolved further that the Board of Directors or Committee thereof or its other delegate be and 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 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof 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. K.K. Kaul, Whole Time Director (DIN : 00980318) on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

1. **Tenure:-** 2 years w.e.f. 2.7.2019

2. Remuneration

(a) Salary

Rs.8.71 lakhs per month. The Board or any Committee thereof in its absolute discretion and from time to time will review the salary payable to Mr. K.K. Kaul.

(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 and furnishings, club fees, personal accident insurance, use of Company's car with driver & other expenses, and 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 incentive plans, 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 provided that the total remuneration including salary and perquisites along with commission paid to all the Managing/Whole Time Directors of the Company shall not exceed the limit laid down under Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions.

(d) Remuneration for a part of the Year

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

(e) Minimum Remuneration

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

3. Functions

Mr. K.K. Kaul shall discharge such duties and functions as may be assigned to him by Chairman & Senior Managing Director and Vice Chairman & Managing Director of the Company from time to time.

4. **Sitting Fee**

If permissible by law and approved by the Board, 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. K.K. Kaul may be terminated by either party giving to the other three 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 alter, vary or increase the salary, grade, designation and other remuneration, notwithstanding the same shall exceed the overall remuneration set out as above or as may be prescribed/permissible provided however that the same is within the limits laid down in the Schedule V than 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradeep Dinodia (DIN: 00027995), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35th AGM of the Company at such remuneration including fees and commission as approved by Board/Committee within prescribed limits.

Resolved further that the Board of Directors and/or any Committee of the Board or its other delegate be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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

“Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vimal Bhandari (DIN: 00001318), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35th AGM of the Company at such remuneration including fees and commission as approved by Board/Committee within prescribed limits.

Resolved further that the Board of Directors and/or any Committee of the Board or its other delegate be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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

“Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Kant Munjal (DIN:00003902), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35th AGM of the Company at such remuneration including fees and commission as approved by Board/Committee within prescribed limits.

Resolved further that the Board of Directors and/or any Committee of the Board or its other delegate be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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

“Resolved that pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made there under and Sections 42, 71 and any other provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) to the extent applicable, and any other applicable laws/rules, and applicable provisions of the Articles of Association of the Company, and subject to all the applicable regulations including but not limited to regulations of SEBI, consent of the Company be and is hereby accorded to the Board of Directors of the

Company or any Board committee/other delegate thereof, to borrow money, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board/Committee/delegate may think fit, for the purpose of business of the Company, such that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs.5000 Crore (Rupees Five Thousand Crore only).

Resolved further that the Board (including any Board Committee or delegate thereof), be and is hereby authorized to borrow as aforesaid from time-to-time in any manner including by making an offer(s) or invitation(s) to subscribe or issuance of Non Convertible Debentures, bonds, or other instruments or other debt securities whether secured or unsecured, listed or unlisted, rated or otherwise, on private placement basis or otherwise, in one or more tranches, on such terms and conditions as the Board/ Committee/delegate may from time to time determine and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as approved by the Company from time-to-time.

Resolved further that the Board/Committee/or its other delegate be and is hereby authorised to do all such acts, deeds or things, and take all such steps as may be necessary, proper or expedient and to execute all such deeds, documents, instruments and writings as may be required in connection therewith to give effect to this resolution without requiring further consent/approval from the Members."

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

"Resolved that, consent of the Company under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws/rules, and applicable provisions of the Articles of Association of the Company, and subject to all the applicable regulations including but not limited to regulations of SEBI, be and is hereby accorded to the Board of Directors/Committee/other delegate thereof to create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing charges, mortgages and hypothecations created by the Company on such movable and immovable properties, both present and future of the Company, and in such manner as the Board or a Committee or other delegate may in its absolute discretion deem fit to secure the repayment of rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as 'Loans') together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, guarantee commission, remuneration payable to trustees, costs, charges, expenses and all other moneys payable by the Company including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange of foreign currency, in respect of said loans, interest and other charges, provided that the total amount of charges/mortgages/hypothecations so created shall not at any time exceed the borrowing limit of Rs.5000 Crore (Rupees Five Thousand Crore only).

Resolved further that, in case of default, consent of the Members be and is hereby accorded to the takeover of the management of the business and concern of the Company by the Banks/Financial Institutions/other Lenders and Trustees for the holders of debentures/bonds/other instruments in the repayment of the loans referred in the aforesaid Resolution.

Resolved further that the Board of Directors/Committee thereof or other delegate be and is hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient and to execute all such deeds, documents, instruments and writings as may be required in connection therewith to give effect to this resolution without requiring further consent/approval from the Members."

By Order of the Board

New Delhi
1.5.2019

Sameet Gambhir
Company Secretary
Membership No.: F4658

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A Member entitled to attend and vote is entitled to appoint a proxy/proxies to attend and vote instead of himself and the proxy/proxies need not be a Member of the Company. A Proxy Form is attached herewith.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate Resolution/Authority, as applicable.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such a person cannot act as a proxy for any other Member.

Any Member entitled to vote on the Resolution(s), may request the Company, in writing, at least three days before the commencement of AGM for the inspection of Proxies. The same shall be made available for inspection during the business hours of the Company from the period beginning twenty-four hours before the time fixed for commencement of AGM and ending with the conclusion of AGM.

3. The Share Transfer Books and the Register of Members of the Company will remain closed from 16.7.2019 to 23.7.2019 (both days inclusive) for annual closing and determining the entitlement of the Members to the final dividend for 2018-19, if declared by the Members.
4. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting ("SS-2"), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting (AGM), form integral part of the Notice. The Directors have furnished the requisite declarations in regard to their appointment.
5. In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 21st March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience of trading in the shares of the Company.
6. Electronic Copy of Notice of 30th AGM of the Company, inter-alia, indicating the manner of electronic voting ('e-voting') along with Explanatory Statement, Attendance Slip, Proxy Form and Route Map is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For Members who have not registered their email address or have requested for physical copy, the physical copies of the aforesaid notice/other documents are being sent in the permitted mode.
7. Members may also note that the Notice of 30th AGM, Attendance Slip, Proxy Form, Route Map, Polling/Ballot Paper and the Annual Report for 2019 are available on the Company's website i.e. www.dcmshriram.com for the download.
8. Members holding shares in physical form, are requested to update and/or intimate their change in address, email id, mobile no., if any, to M/s. MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent (RTA) at F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 along with proof of address (old and new both for change of address). Beneficial owners holding shares in electronic form are requested to intimate their change in address, email id, mobile no., if any, to their respective Depository Participants (DPs) in order to get the same registered.
9. Members holding shares in physical form, are requested to intimate their change in Bank Mandate/National Electronic Clearing Service (NECS) details, and /or, update their PAN and Bank Account details through a request letter along with 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., RTA. 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.
10. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
11. Pursuant to the SEBI circular except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository, after April 1, 2019. SEBI further clarified that transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 1, 2019. However, the said direction does not prohibit the investor from holding the shares in physical form.
12. The cases of Non-availability of PAN of transferor, mismatch of name in PAN vis a vis name on share certificate/transfer deed and major mismatch/non-availability of transferor's signature shall be dealt as per the procedure for transfer of physical securities as prescribed by SEBI vide its circular dated November 6, 2018.
13. 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 Financial Year 2018-19 transferred the unpaid dividend for the financial year 2010-11 to the Investor Education and Protection Fund (IEPF). The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on date on the website of the Company (www.dcmshriram.com). Members of the Company who have not yet encashed their dividend for the financial year 2011-12 onwards are requested to write to the Company immediately.

Further, according to the said Rules, 86,462 Equity Shares in respect of which dividends have not been paid or claimed by the Shareholders for a period of seven consecutive years (i.e. from the dividend of the Financial Year 2010-11 onwards) has been transferred to a Demat Account of the Investor Education and Protection Fund (IEPF) Authority, during the F.Y. 2018-19.

The above details have also been uploaded on the website of the IEPF authority and the same can be accessed through the website: www.iepf.gov.in. Members may also note that unclaimed dividends as well as shares transferred to IEPF Authority can be claimed back from there as per the procedure prescribed.

14. 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 DP, if held in electronic form.

15. **Members are requested to register/update their e-mail addresses for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.**

16. Appointment/Re-appointment of Directors

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

Name of the Director	Mr. Ajit S. Shriram	Mr. K.K. Kaul	Mr. K.K. Sharma	Mr. Pradeep Dinodia	Mr. Vimal Bhandari	Mr. Sunil Kant Munjal
Date of Birth & Age	3.10.1967 (51 Years)	30.3.1950 (69 Years)	17.10.1965 (53 Years)	2.12.1953 (65 Years)	23.8.1958 (60 Years)	14.12.1957 (61 Years)
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of first Appointment on the Board of the Company	2.5.2001	2.7.2014	20.11.2017	18.7.1994	13.5.2003	13.5.2003
Qualification	B.Com., MBA	BE in Chemical Engineering and Doctorate Degree in Human Letters	B. Tech in Chemical Engineering	B.A. (Eco. Hons.), LL.B., F.C.A.	B.Com, C.A.	B. Com, Training in Mechanical Engineering.
Experience	28 Years	45 Years	29 Years	40 Years	35 Years	40 Years
Expertise in Functional Areas	General Management, Strategy, Finance, Agri Businesses, Sugar, and Chloro Vinyl Business	General Management, Project Management, Procurement and Supply Chain Management, Setting up/ Operation of Fertilizer, Chemicals, Petrochemicals, Cement, process plants and Human Resource Management	Environment Health and Safety, Agrochemicals and Pharmaceutical manufacturing.	Corporate Legal Matters, FEMA, Accounting and Direct Taxes	Finance, Human Resources and General Management	Mergers & Acquisitions, Impact Investing, Finance & Banking, Macro-economy, Corporate Strategy, Succession Planning, Business process and improvements, Restructuring etc.
Directorships held in other Companies	- DCM Shriram Credit and Investments Ltd. - DCM Shriram Infrastructure Ltd. - Shriram Bioseed Ventures Ltd. - DCM Shriram Foundation - Hariyali Rural Ventures Ltd. - Fenesta India Ltd. - Shridhar Shriram Foundation - Indian Sugar Exim Corporation Ltd.	- The Fertiliser Association of India - DCM Shriram Aqua Foods Ltd. - DCM Shriram Foundation - Shriram Axiall Pvt. Ltd.	- Shriram Axiall Pvt. Ltd. - Shri Ganpati Fertilizers Ltd.	- Shriram Pistons & Rings Ltd.(L) - Hero MotoCorp Ltd.(L) - DFM Foods Ltd.(L) - J.K. Lakshmi Cement Ltd.(L) - Hero Fincorp Ltd.	- Kalpataru Power Transmission Ltd.(L) - J.K. Tyre Industries Ltd.(L) - Bharat Forge Ltd.(L) - HDFC Trustee Company Ltd. - Kirloskar Capital Ltd.	- Hero Corporate Service Pvt. Ltd. - Hero Management Service Ltd. - Hero Steels Limited - Shivam Autotech Ltd.(L) - Hero Realty Private Ltd. - Hero Realty and Infra Pvt. Ltd. - Rockman Industries Ltd.

Name of the Director	Mr. Ajit S. Shriram	Mr. K.K. Kaul	Mr. K.K. Sharma	Mr. Pradeep Dinodia	Mr. Vimal Bhandari	Mr. Sunil Kant Munjal
	<ul style="list-style-type: none"> - SRCC Development Foundation - Hariyali Kisaan Bazaar Ltd. - Ajit Shriram Facilities Pvt. Ltd. 					<ul style="list-style-type: none"> - Hero Mindmine Institute Ltd. - BML Investments Pvt. Ltd. - BML EduCorp Services - Hero INC. B.V. - Dreamsmiths Exim Pvt. Ltd. - Hero Home Finance Pvt Ltd. - Hero Corporation Pvt. Ltd. - Vikas Parks Pvt. Ltd. - Hero Innovation Ventures and Enterprises Pvt. Ltd. - Unnati Industrial Park Pvt. Ltd. - Management & Entrepreneurship and Professional Skills Councils. - Airtel Africa Limited, London. - Indian Schools of Buiness (Member of Board of Governors) - Indian Public School Society (Chairman of Board of Governors)
<p>Chairman/Member of the Committee(s) of the Board of Directors of the Company and other entities</p>	<p>DCM Shriram Ltd. Member</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Stakeholders Relationship Committee - Board Finance Committee <p>Indian Sugar Exim Corporation Ltd. Member</p> <ul style="list-style-type: none"> - Legal Committee 	<p>DCM Shriram Ltd. Chairman</p> <ul style="list-style-type: none"> - Board Risk Management Committee <p>Member</p> <ul style="list-style-type: none"> - Board Finance Committee 	<p>DCM Shriram Ltd. Member</p> <ul style="list-style-type: none"> - Board Risk Management Committee 	<p>DCM Shriram Ltd. Chairman</p> <ul style="list-style-type: none"> - Stakeholders Relationship Committee - Board Audit Committee - Nomination, Remuneration and Compensation Committee <p>Hero MotoCorp Ltd. Chairman</p> <ul style="list-style-type: none"> - Risk Management Committee - Stakeholders Relationship Committee <p>Member</p> <ul style="list-style-type: none"> - Audit Committee - Nomination and Remuneration Committee - CSR Committee 	<p>DCM Shriram Ltd. Member</p> <ul style="list-style-type: none"> - Nomination, Remuneration and Compensation Committee <p>Kalpataru Power Transmission Ltd. Chairman</p> <ul style="list-style-type: none"> - Nomination & Compensation Committee <p>Member</p> <ul style="list-style-type: none"> - Audit Committee <p>JK Tyre & Industries Ltd. Member</p> <ul style="list-style-type: none"> - Nomination & Remuneration Committee 	<p>DCM Shriram Ltd. Member</p> <ul style="list-style-type: none"> - Nomination, Remuneration and Compensation Committee - Corporate Social Responsibility Committee - Board Audit Committee

Name of the Director	Mr. Ajit S. Shriram	Mr. K.K. Kaul	Mr. K.K. Sharma	Mr. Pradeep Dinodia	Mr. Vimal Bhandari	Mr. Sunil Kant Munjal
				<ul style="list-style-type: none"> - Committee of Directors - Committee of Directors (BSVI Project) <p>Hero FinCorp Ltd. Chairman</p> <ul style="list-style-type: none"> - Stakeholders Relationship Committee - IT Strategic Committee <p>Member</p> <ul style="list-style-type: none"> - Audit Committee - Risk Management Committee - Nomination and Remuneration Committee - Asset Liability Management Committee - CSR Committee <p>Shriram Pistons & Rings Ltd. Chairman</p> <ul style="list-style-type: none"> - Risk Management Committee - CSR Committee <p>Member</p> <ul style="list-style-type: none"> - Audit Committee - Nomination and Remuneration Committee - Stakeholders Relationship Committee <p>DFM Foods Ltd. Chairman</p> <ul style="list-style-type: none"> - Audit Committee <p>Member</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee <p>JK Lakshmi Cement Ltd. Member</p> <ul style="list-style-type: none"> - CSR Committee 	<p>Bharat Forge Ltd. Member</p> <ul style="list-style-type: none"> - Nomination & Remuneration Committee <p>HDFC Trustee Company Ltd. Member</p> <ul style="list-style-type: none"> - Customer Service Committee - Risk Management Committee - Audit Committee - Committee of Trustee to approve Investments in Unrated Debt Securities by Schemes of HDFC Mutual Funds 	

Name of the Director	Mr. Ajit S. Shriram	Mr. K.K. Kaul	Mr. K.K. Sharma	Mr. Pradeep Dinodia	Mr. Vimal Bhandari	Mr. Sunil Kant Munjal
Number of shares held in the Company	5,95,580	59,000	NIL	29,270	2,000	NIL
Last Drawn Remunation (per annum)	Rs. 8.49 Crores	Rs.2.53 Crores	Rs.0.93 Crore	Rs.0.95 Crore	Rs.0.39 Crore	Rs.0.41 Crore
Number of Board Meetings attended during the year	5	4	5	4	5	2
Relationship with other Directors, Manager and other Key Managerial Personnel	Brother of Chairman & Sr. Managing Director and Vice Chairman & Managing Director	NIL	NIL	NIL	NIL	NIL

L stands for Listed Companies.

17. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative and also the signature of the said representative duly attested by the Company Secretary or Director of the Company, to attend and vote on their behalf at the AGM.
18. In case of joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related Rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related Rules thereunder will be available for inspection by Members of the Company at the venue of the AGM.
20. As per Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, a certificate by the Statutory Auditors of the Company, certifying the implementation of the DCM Shriram Employee Stock Purchase Scheme in accordance with the said Regulations, will be available for inspection by Members of the Company at the venue of the AGM.
21. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.
22. The route map for reaching the Venue of the AGM is attached for the ready reference.

23. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date 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 e-voting") arranged by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling/ballot paper will also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right at the AGM through polling/ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote again.
- IV. Mr. Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Company Secretaries (Membership No.-FCS-4223, CP No. 3850) failing him Ms. Priyanka Gupta, Partner, M/s. Sanjay Grover & Associates Company Secretaries (Membership No. ACS-41459, CP No. 16187), has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The remote e-voting period shall commence on 20.7.2019 (9.00 A.M.) and ends on 22.7.2019 (5.00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17.7.2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VI. The manner and process of remote e-Voting are as under:

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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:

- | | |
|---|--|
| <ol style="list-style-type: none"> a) For Members who hold shares in demat account with NSDL. b) For Members who hold shares in demat account with CDSL. c) For Members holding shares in Physical Form. | <p>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*****.</p> <p>16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****.</p> <p>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***</p> |
|---|--|
5. Your password details 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, your 'initial password' is communicated to you on your postal address.
 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.
 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of DCM Shriram Limited for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VII. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amarjit at 011-41406148 (E-mail : admin@mcsregistrars.com) or Mr. Amit Mehra, Addl. Manager (Co. Law)/Mr. Y.K. Gupta, Manager (Co. Law) at 011-23316801 (E-mail : shares@dcmsriram.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 www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. 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).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17.7.2019.
- X. 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. 17.7.2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agent (RTA) of the Company.
- XI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper and a person who is not a Member as on the cut-off date i.e. 17.7.2019, should treat this Notice for information purposes only.
- XII. The Chairman shall, at the AGM, at the end of discussion allow voting on all the Resolutions, with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer will after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.dcmsriram.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited, Mumbai & The National Stock Exchange of India Ltd., Mumbai.
- XV. General
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.
 - Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

EXPLANATORY STATEMENT

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

ITEM NO. 5

The Board, on the recommendation of the Board 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 at a total remuneration 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.

Accordingly, confirmation of the Members is being sought by passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable/paid to the Cost Auditors for the financial year ending March 31, 2019.

Based on recommendation of Board, the Ordinary Resolution as set out at Item No.5 of the Notice is sought for the approval by the Members.

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

ITEM NO. 6

The Members in their AGM held on 12.8.2014 had approved the appointment of Mr. K.K. Kaul for a period of upto 5 years w.e.f. 2.7.2014. His existing term expires on 1.7.2019.

On the recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors in its meeting held on 1.5.2019 has approved his re-appointment for a further period of 2 years w.e.f. 2.7.2019, subject to the approval of Members.

Mr. K.K. Kaul is the Chairman of Board Risk Management Committee and a Member of Board Finance Committee of the Company. He joined the Company in 1980 as Asst. Plant Superintendent. He is a First class First (Honors) graduate in Chemical Engineering and has been awarded Doctorate Degree in Human Letters (Honoris Causa) by Vardhaman Mahavir Open University, Kota. He has done an Integrated Management Development course at Administrative Staff College, Hyderabad and the Executive Programme from Darden Graduate School of Business Administration, University of Virginia, USA. He has 45 years of experience.

Mr. Kaul has got a wide experience in the erection, commissioning, operation, maintenance and management of Power, Fertiliser, Cement, Chemical and Petrochemical Plants. He has made remarkable contributions in the energy efficiency improvement measures, as well as troubleshooting of process at plants. He has been continuously working to ensure sustainable development of the complex at Kota. The Kota integrated complex as well as the Bioseed business of the Company is substantially under supervision and control of Mr. Kaul. He has travelled extensively all over the world and has shared his experiences through interactions with technical experts in various conferences.

The other information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, of Mr. K.K.Kaul is provided in the Notes.

Mr. K.K. Kaul is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. K.K. Kaul is interested in the Resolution set out at Item No. 6 of the Notice with regard to his re-appointment. Save and except the aforesaid, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Based on recommendation of Nomination, Remuneration and Compensation Committee and the Board, the Special Resolution as set out at Item No.6 of the Notice is sought for the approval by the Members.

ITEM NO. 7

Mr. Pradeep Dinodia (DIN: 00027995) was appointed as an Independent Director by the Members at the 25th AGM of the Company held on 12th August, 2014 for a period of five consecutive years i.e. till the conclusion of the 30th AGM.

The NRC Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Pradeep Dinodia as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Pradeep Dinodia would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Pradeep Dinodia as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Pradeep Dinodia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Pradeep Dinodia that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Pradeep Dinodia fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Pradeep Dinodia is the Chairman of Stakeholders Relationship Committee, Board Audit Committee and Nomination, Remuneration & Compensation Committee of the Company. He graduated in Economics with Honours from St. Stephens College, Delhi University and obtained his Law Degree from the same University. He is a Fellow Member of The Institute of Chartered Accountants of India and Chairman and Managing Partner in the Delhi-based Chartered Accountancy firm M/s. S.R. Dinodia & Co. LLP. He is the Chairman of Shriram Pistons & Rings Limited and Non-Executive Director in Hero MotoCorp Limited and Hero FinCorp Limited. He is an Independent Director of DFM Foods Limited and JK Lakshmi Cement Limited. He has co-authored a book "Transfer Pricing Demystified". He is Chairman of Audit Committee of DFM Foods Limited. He is the Chairman of Risk Management Committee and CSR Committee of Shriram Pistons & Rings Limited. He is the Chairman of Stakeholders Relationship Committee and IT Strategic Committee of Hero FinCorp Limited. He is the Chairman of Stakeholders Relationship Committee and Risk Management Committee of Hero MotoCorp Limited.

The other information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, of Mr. Pradeep Dinodia is provided in the Notes.

Mr. Pradeep Dinodia is Independent of the management. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions .

Copy of draft letter of appointment of Mr. Pradeep Dinodia setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

Mr. Pradeep Dinodia is interested in the Resolution set out at Item No. 7 of the Notice with regard to his re-appointment. Save and except the aforesaid, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. Based on recommendation of Nomination, Remuneration and Compensation Committee and the Board, the Special Resolution as set out at Item No.7 of the Notice is sought for the approval by the Members.

ITEM NO.8

Mr. Vimal Bhandari (DIN: 00001318) was appointed as an Independent Director by the Members at the 25th AGM of the Company held on 12th August, 2014 for a period of five consecutive years i.e. till the conclusion of the 30th AGM.

The NRC Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Vimal Bhandari as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Vimal Bhandari would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Vimal Bhandari as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Vimal Bhandari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Vimal Bhandari that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Vimal Bhandari fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Vimal Bhandari is a Member of Nomination, Remuneration & Compensation Committee of the Company. He graduated in Commerce from Sydenham College, University of Mumbai and is a Member of The Institute of Chartered Accountants of India. He has a rich experience of 35 Years.

The other information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, of Mr. Vimal Bhandari is provided in the Notes.

Mr. Vimal Bhandari is independent of the management. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions.

Copy of draft letter of appointment of Mr. Vimal Bhandari setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

Mr. Vimal Bhandari is interested in the Resolution set out at Item No.8 of the Notice with regard to his re-appointment. Save and except the aforesaid, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. Based on recommendation of Nomination, Remuneration and Compensation Committee and the Board, the Special Resolution as set out at Item No.8 of the Notice is sought for the approval by the Members.

ITEM NO.9

Mr. Sunil Kant Munjal (DIN: 00003902) was appointed as an Independent Director by the Members at the 25th AGM of the Company held on 12th August, 2014 for a period of five consecutive years i.e. till the conclusion of the 30th AGM.

The NRC Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Sunil Kant Munjal as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Sunil Kant Munjal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Sunil Kant Munjal as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Sunil Kant Munjal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Sunil Kant Munjal that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Sunil Kant Munjal fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Sunil Kant Munjal is the Member of Board Audit Committee, Corporate Social Responsibility Committee and the Nomination, Remuneration & Compensation Committee of the Company. He is the Chairman of Hero Enterprise with diversified business interests and Founding Trustee of the Serendipity Arts Foundation. He has been the President of Confederation of Indian Industry (CII) and President of All India Management Association (AIMA). He has also been on the Prime Minister's Council for Trade & Industry, the Narasimham Committee on Banking Reforms, the Skills and Labour Reform Committee and the Vijay Kelkar Committee on Indirect Taxes. He is deeply involved with education and skills and sits on the Boards of ISB, IIM Ahmedabad and SRCC. He Chairs the Doon School, BCM Schools and the Dayanand Medical College & Hospital. He is a Member of the Presidents Council at University of Tokyo. He is also the Chancellor of BML Munjal University. In 1999, India Today identified him as one of the Faces of the Millennium for business. He has got numerous awards and recognitions like the Jehangir Ghandy Medal for Social and Industrial Peace from XLRI Jamshedpur, the Udyog Ratna from Punjab for his contribution to industry, The Royal Society for Medicine, London has inscribed his name on the Wall of Honour for his contribution to affordable healthcare. He has a rich experience of 40 Years.

The other information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, of Mr. Sunil Kant Munjal is provided in the Notes.

Mr. Sunil Kant Munjal is independent of the management. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions.

Copy of draft letter of appointment of Mr. Sunil Kant Munjal setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

Mr. Sunil Kant Munjal is interested in the Resolution set out at Item No.9 of the Notice with regard to his re-appointment. Save and except the aforesaid, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. Based on recommendation of Nomination, Remuneration and Compensation Committee and the Board, the Special Resolution as set out at Item No.9 of the Notice is sought for the approval by the Members.

ITEM NO.10

The Members of the Company in their meeting held on 12.8.2014 had authorized the Board of Directors/Committee/other delegate thereof by way of Special Resolution under Section 180 of the Companies Act, 2013 and other applicable provisions and laws to raise debt from FIs/Investment Institutions/Banks/Bodies Corporate including by issue of debenture/bonds/instruments/debt securities etc. from time to time subject to the aggregate borrowings at any time not exceeding Rs.2500 Crore (apart from temporary loan obtained from the Company's bankers in the ordinary course of business).

Keeping in view the Company's existing and future financial requirements to support its business operations, it is proposed to enhance the said ceiling of borrowing to Rs. 5000 Crore. From time to time circulars and regulations have also been issued by SEBI regarding borrowings/debt raising which have to be complied with.

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

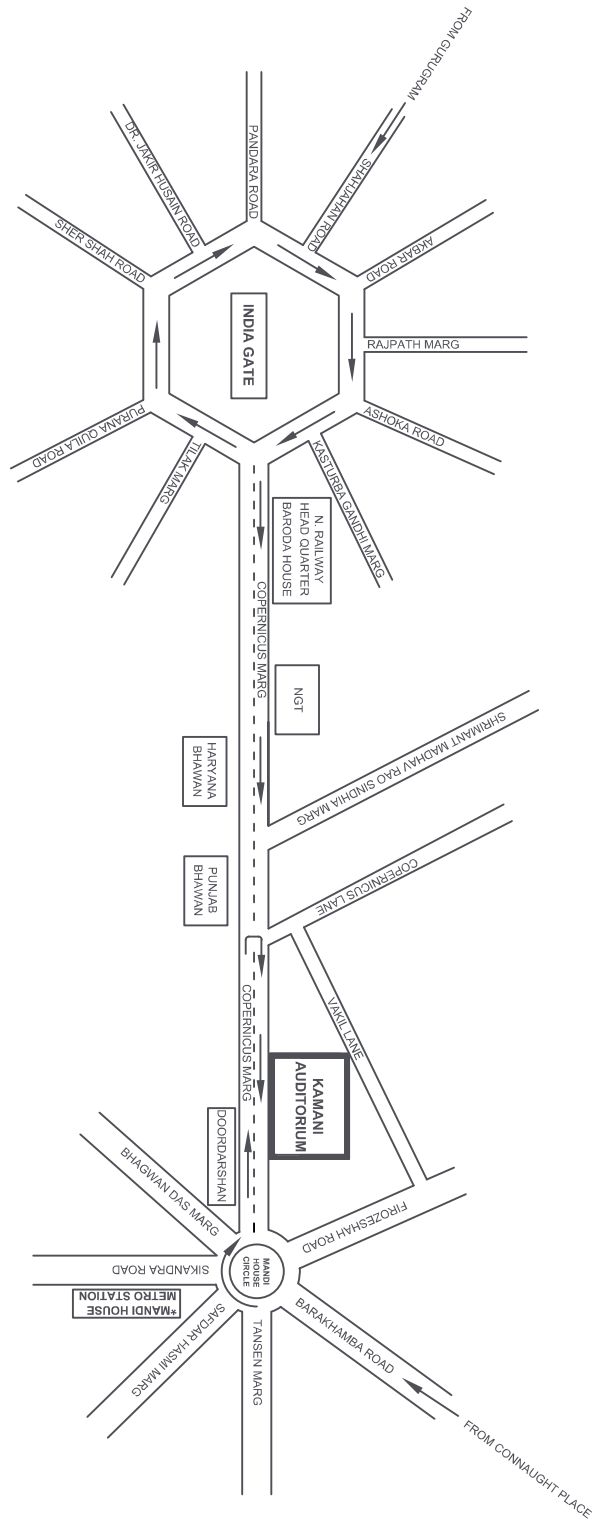
None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

ITEM NO. 11

The Members of the Company in their meeting held on 12.8.2014 had authorized the Board of Directors/Committee/other delegate thereof by way of Special Resolution under Section 180 of the Companies Act, 2013 and other applicable provisions and laws to create charges, mortgages and hypothecation on moveable and immoveable properties in favour of Banks/Financial Institutions/Lenders/Trustees and the holders of debentures/bonds/other instruments/securities etc. to secure rupee/foreign currency loan and/or issue of Debentures etc. for purposes of an aggregate borrowing upto an amount not exceeding Rs. 2500 Crore at any time. This ceiling is proposed to be enhanced to Rs. 5000 Crore and the authority to create charges, mortgages and hypothecation etc. is also proposed to be enhanced accordingly. Further, the documents to be executed between the lending Institution/Trustees/other Lenders for the securities as mentioned in the Resolution may contain the powers to take over the management and concern of the Company in the event of defaults.

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

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



AGM VENUE KAMANI AUDITORIUM ROAD MAP
 ** NEAREST LANDMARK : MANDI HOUSE METRO STATION