DCM SHRIRAM

Regd. Office: Plot No. 82, Sector 32, Institutional Area, Gurugram, Haryana - 122001
CIN: L74899HR1989PLC137147
Tel: (91) 124 4513700
E-mail: shares@dcmshriram.com
Website: www.dcmshriram.com

Notice

NOTICE is hereby given that the Thirty-Seventh (37th) Annual General Meeting **('AGM')** of the Members of DCM Shriram Limited **('the Company')** will be held on Tuesday,18th August 2026 at 10:30 A.M (IST) through Video Conferencing **('VC')**/Other Audio-Visual Means **('OAVM')**, to transact the following businesses:

Ordinary Business:

1. To consider and adopt:
   (a) the audited standalone financial statements of the Company for the financial year ended 31st March 2026, and the reports of the Board of Directors and Auditors thereon; and
   (b) the audited consolidated financial statements of the Company for the financial year ended 31st March 2026, and the report of the Auditors thereon.
2. To declare final dividend of Rs. 4/- per equity share of face value of Rs.2/- each and to confirm the payment of Interim Dividend of Rs. 3.60/- per equity share and 2nd Interim Dividend of Rs. 3.60/- per equity share already paid during the financial year 2025-26.
3. 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.
4. To appoint a Director in place of Mr. Pradeep Dinodia (DIN:00027995), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

5. 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 other applicable laws, if any, the remuneration of Rs. 3.70 lakhs to M/s. J P Sarda & Associates, Cost Accountants, Kota (FRN:000289) and Rs.1.54 lakhs to M/s. Yogesh Gupta & Associates, Cost Accountants, New Delhi (FRN:000373), plus applicable taxes and out-of-pocket expenses, if any, payable/paid to the Cost Auditors appointed by the Board of Directors, based on recommendation of the Audit Committee, to conduct audit of the cost accounting records of the Company for the financial year 2025-26, be and are hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any of its delegate, be and is hereby authorised to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. 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 other applicable provisions of the Companies Act, 2013 **(the 'Act')**, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 16, 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('Listing Regulations')**, including any statutory modification(s) or re-enactment thereof for the time being in force, provisions of the Articles of Association of the Company and recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors, Justice (Retd.) Sanjay Kishan Kaul (DIN: 10670291), who has been appointed as an Additional Director, in the category of Independent Director, in terms of Section 161(1) of the Act and meets the criteria for Independence as provided under the Act and the Listing Regulations and has submitted declaration to this effect, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 9th August 2026 to 8th August 2031, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

   RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper, expedient, incidental and consequential thereto and settle any question or difficulty that may arise, including power to sub-delegate any of its authority to any Officer or any other person, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members of the Company which shall be deemed to be given hereof."

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 other applicable provisions of the Companies Act, 2013 **(the 'Act')**, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the Act and Regulation 16, 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('Listing Regulations')** (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Articles of Association of the Company and recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors, Ms. Rumjhum Chatterjee (DIN: 00283824), who has been appointed as an Additional Director, in the category of Independent Director, in terms of Section 161(1) of the Act and meets the criteria for independence as provided under the Act and the Listing Regulations and has submitted declaration to this effect, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 9th August 2026 to 8th August 2031, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper, expedient, incidental and consequential thereto and settle any question or difficulty that may arise, including power to sub-delegate any of its powers to any Officer or any other person, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members of the Company which shall be deemed to be given hereof."

8. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Articles of Association of the Company and subject to other permissions, consents approvals, if any, as may be required, consent of the Members be and is hereby accorded for the cancellation of 39,00,000 equity shares issued out of the Authorized Share Capital of the Company which were forfeited by the Company for non-payment of calls, and which have neither been re-issued nor have been taken up or agreed to be taken up by any person.

   RESOLVED FURTHER THAT an amount of Rs.15,60,000 (Rupees Fifteen Lakh Sixty Thousand Only) standing to the credit of the 'Forfeited Shares Account', created upon forfeiture of such shares for non-payment of calls, be transferred to the 'Capital Reserve Account' of the Company.

   RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and are hereby authorised to do all such acts, deeds and things as may be deemed appropriate in this connection and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and recommendations of the Nomination, Remuneration & Compensation Committee, Audit Committee and the Board of Directors of the Company, the maximum limit of remuneration comprising of salary, perquisites, allowances, ex-gratia/rewards and all other benefits as applicable, (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases), payable to Mr. Varun A. Shriram as executive of the Company, being relative of Mr. Ajit S. Shriram, Joint Managing Director of the Company, be and is hereby revised to Rs.1.80 crores per annum, w.e.f. 1st April 2027.

   RESOLVED FURTHER THAT the Nomination, Remuneration & Compensation Committee and/or the Board of Directors be and is hereby authorised to determine his remuneration from time to time within the aforesaid maximum limit, including promoting him to a higher cadre and/or changing his designation, as considered suitable, without requiring any further resolution, consent or reference to the Members of the Company.

   RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper, expedient, incidental and consequential thereto and settle any question or difficulty that may arise, including power to sub-delegate any of its authority to any Officer or any other person, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members of the Company which shall be deemed to be given hereof."

10. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

    "**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and recommendations of the Nomination, Remuneration & Compensation Committee, Audit Committee and the Board of Directors of the Company, the maximum limit of remuneration comprising of salary, perquisites, allowances, ex-gratia/rewards and all other benefits as applicable, (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases), payable to Ms. Tara A. Shriram as executive of the Company being relative of Mr. Ajit S. Shriram, Joint Managing Director of the Company, be and is hereby revised to Rs. 1 crore per annum, w.e.f. 1st April 2026.

    RESOLVED FURTHER THAT the Nomination, Remuneration & Compensation Committee and/or the Board of Directors be and is hereby authorised to determine her remuneration from time to time within the aforesaid maximum limit, including promoting her to a higher cadre and/or changing her designation, as considered suitable, without requiring any further resolution, consent or reference to the Members of the Company.

    RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof be and is hereby authorised to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper, expedient, incidental and consequential thereto and settle any question or difficulty that may arise, including power to sub-delegate any of its authority to any Officer or any other person, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members of the Company which shall be deemed to be given hereof."

By Order of the Board
For DCM Shriram Limited

Deepak Gupta
Company Secretary
Membership No.: F4615

Place: New Delhi
Date: 7th July 2026
CIN : L74899HR1989PLC137147
Regd. Office: Plot No. 82, Sector 32, Institutional Area, Gurugram, Haryana - 122001

Notes:

1. Pursuant to Circular Nos. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 read with other related circulars including the latest being General Circular No. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs **('MCA')**, Government of India **('MCA Circulars'),** and applicable provisions of the Companies Act, 2013 **('Act')** read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('Listing Regulations')**, the 37th Annual General Meeting **('AGM')** is being held through Video Conferencing **('VC')**/Other Audio-Visual Means **('OAVM')**. Members are requested to attend and participate in this AGM through VC/OAVM. The deemed venue for this AGM shall be the Registered Office of the Company.

2. Statement pursuant to Section 102 of the Act relating to Special business to be transacted at the AGM including information required under the Listing Regulations and Circulars issued thereunder is annexed hereto.

   In compliance with the Listing Regulations and MCA Circulars, the Notice of the 37th AGM along with the Annual Report for Financial Year 2025-26, is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent **('RTA')** i.e., KFin Technologies Limited **('KFin')**/ Depositories/Depository Participants **('DP')** as on **Friday, 10th July 2026**. Further, in accordance with the Listing Regulations, a letter providing the web-link, along with the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail addresses are not registered with the Company/RTA/Depositories/DP.

   This Notice and Annual Report shall also be available on the website of the Company www.dcmshriram.com, on the websites of Stock Exchanges i.e., National Stock Exchange of India Limited www.nseindia.com and BSE Limited www.bseindia.com, and on the website of National Securities Depository Limited **('NSDL')** www.evoting.nsdl.com.

3. Members holding shares in physical form and whose e-mail addresses are not registered with the Company/RTA, are requested to register their e-mail addresses at the earliest by sending to the Company/RTA, the scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held, along with self-attested scanned copy of PAN Card and self-attested scanned copy of any one of Aadhaar Card, Driving License, Election Card, Passport, Utility Bill (not older than 3 months) or any other Government document in support of their proof of address, by email to einward.ris@kfintech.com and/or shares@dcmshriram.com for the purpose of receiving the soft copy of Annual Report for FY 2025-26 and the Notice of 37th AGM, and other communications from the Company. Members who are holding shares in demat form can update their email addresses with their Depository Participant(s). NSDL has provided a facility for registration/updation of e-mail address through link: https://eservices.nsdl.com/kyc-attributes/#/login

4. Since this AGM will be held through VC/OAVM, the facility for appointment of Proxies is not available and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, being AGM through VC/OAVM, without the physical presence of Members at a common venue, the route map is also not annexed to this Notice.

5. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution, Power of Attorney or Authority Letter etc., duly signed with the attested specimen signature of the authorised signatory(ies) to vote, to the Scrutinizer by e-mail at sanjaygrover7@gmail.com, with a copy marked to shares@dcmshriram.com and evoting@nsdl.com. They can also upload their Board Resolution, Power of Attorney or Authority Letter etc. on the "E-voting" tab in their login.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint members attending the AGM, only such joint holder who is higher in the order of names, will be entitled to E-vote.

7. Members may note that the Board of Directors, at its meeting held on 13th May 2026 has recommended final dividend of Rs.4.00/- per equity share of Rs. 2/- each, subject to the approval by the Members at the 37th AGM of the Company. **The Record Date fixed for the purpose of Final Dividend is Friday, 31st July 2026**. The final dividend if declared by the Members in this AGM, will be paid only through electronic mode, within 30 (Thirty) days of the AGM, to the members whose names appear on the Company's Register of members as on the Record Date, and in respect of the shares held in dematerialized mode, to the members whose names are furnished by NSDL and CDSL as beneficial owners as on that date. Members are requested to complete their KYCs as mentioned in Note 8 to ensure payment of dividend(s).

8. Members holding shares in physical form are requested to intimate to the Company/RTA any change in their 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 having preprinted name of the Shareholder and bank-attested copy of passbook/statement showing name of the account holder to the RTA, along with ISR-1 and ISR-2, format(s) of which are appearing on the website of the Company at https://www.dcmshriram.com/investors/important-communication-for-shareholders. No service request will be entertained by the Company/RTA without updation of KYC details.

   Members holding shares in electronic form are requested to intimate any change in their Bank Mandate/NECS details, if any, to their respective DPs.

9. Pursuant to the Income-Tax Act, 2025, the Company is required to deduct tax at source **('TDS')** from dividend paid to shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that the final dividend, which is subject to approval by Members in the ensuing AGM, will be taxable in the hands of shareholders as per the provisions of Income-Tax Act, 2025 (as applicable for the Tax Year 2026-27). The rates for TDS for various categories of

shareholders along with documents required to be furnished, are available at the website of the Company at https://www.dcmshriram.com/investors/important-communication-for-shareholders. Kindly note that such documents, duly executed, are to be uploaded on the link https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx on or before Friday, 31st July 2026 to enable the Company to determine and deduct appropriate TDS. Shareholders may also send such documents through email at shares@dcmshriram.com/einward.ris@kfintech.com

NSDL has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds **('AIF')** and other domestic financial institutions established in India and Non-Resident Non-Individual members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms/declarations/documents through their respective custodian who is registered on NSDL platform, on or before Friday, 31st July 2026.

10. Important Communications & Awareness Material for Shareholders:

    a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has mandated that transfer/trading of equity shares of the Company can be done only in dematerialized mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any DP and submit the demat request to their DP.

    b) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR-2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at https://www.dcmshriram.com/investors/important-communication-for-shareholders

       NSDL has provided facility for opt-in/opt-out of nomination through link: https://eservices.nsdl.com/instademat-kyc-nomination/#/login.

       Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when the above details are updated. Further, w.e.f. 1st April 2024, you will be eligible for dividend payments in electronic mode only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

    c) Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of Section 72 of the Act. Members desirous of making nomination are requested to send Form SH-13 either to the Company/ RTA. Members holding shares in demat form may contact their respective DP for recording nomination in respect of their shares.

    d) SEBI has introduced a common Online Dispute Resolution Portal **('ODR Portal')**, which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES 2.0 Platform of SEBI https://scores.sebi.gov.in/. Web-link to access the said portal is https://smartodr.in/login. Detailed circulars in regard to this facility are available on the investor section of the website of the Company at https://www.dcmshriram.com/investors/important-communication-for-shareholders.

11. In view of the provisions of Section 124 and other applicable provisions of the Act, 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, during FY 2025-26, has transferred the unpaid 2nd Interim Dividend for FY 2017-18, unpaid Final Dividend for FY 2017-18, unpaid 1st Interim Dividend for FY 2018-19 and unpaid 2nd Interim Dividend for FY 2018-19 to the Investor Education and Protection Fund **('IEPF')**.

    Further, during FY 2025-26, 2,76,885 equity shares in respect of which dividends of earlier years have not been paid or claimed by the Members for a period of seven consecutive years, have been transferred to the IEPF. The details of dividend and shares transferred to IEPF are uploaded on the website of the Company at https://www.dcmshriram.com/investors/sif.

    Members may note that dividend and shares transferred to IEPF can be claimed back as per the prescribed procedure.

12. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying as on the date with the Company, on its website https://www.dcmshriram.com/investors/.Members who have not yet encashed their Dividend Warrants/Cheques/DDs pertaining to final dividend of financial year 2018-19 onwards, are requested to write to the Company on or before **Thursday, 13th August 2026**, as the said unclaimed dividends shall be transferred to IEPF on the completion of 7 years.

13. The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, Certificate form Secretarial Auditor of the Company certifying that Employees Stock Purchase Scheme of the Company is being implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and all other documents referred to in the Notice and Statement under Section 102 of the Act shall be available for inspection through electronic mode on all working days (except Saturdays) upto the date of AGM. Members seeking inspection of such documents may send an email to shares@dcmshriram.com,mentioning their folio/number/DP ID and Client ID, the documents sought for inspection, along with a self-attested copy of the PAN card. The said documents shall also be available for inspection at the AGM upon Log-in to NSDL e-voting system at

https://www.evoting.nsdl.com under the heading '**AGM Docs**'.

14. Members seeking any information with regard to the financial statements or any other matter to be placed at the AGM, are requested to write to the Company from their registered email address at shares@dcmshriram.com, latest by **Wednesday, 12th August 2026**. Such questions shall be suitably taken up during the meeting or replied by the Company within 7 days from the date of AGM.
15. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address at shares@dcmshriram.com on or before **Wednesday, 12th August 2026**, mentioning their name, DP & Client ID/Folio no, No. of shares, PAN and Mobile Number. Only those Members, who have registered themselves as speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers or speaking time based on availability of time at the AGM.
16. **Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings:**

Name of the Director	Mr. Ajit S. Shriram	Mr. Pradeep Dinodia	Justice (Retd.) Sanjay Kishan Kaul	Ms. Rumjhum Chatterjee
DIN	00027918	00027995	10670291	00283824
Date of Birth & Age	3rd October 1967 (58 years)	2nd December 1953 (72 years)	26th December 1958 (67 years)	8th August 1960 (65 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	2nd May 2001	18th July 1994	9th August 2026 (Proposed Appointment)	
Qualification	B.Com, MBA - IMD Switzerland, Owner/President Management Programme (OPM)- Harvard Business School, USA	B.A. Economics (Hons.) - St. Stephens' College; L.L.B - Delhi University; Fellow Chartered Accountant	Economics (Hons.) - St. Stephens College, Delhi University; LL.B. - The Campus Law Centre, Delhi University	Graduation in Psychology - Calcutta University
Experience	35 years	47 years	44 years	40 years
Expertise in Functional Areas	General Management, Strategy, Finance, Digital Transformation and operations of Agri Businesses, Sugar and Chloro- Vinyl Business.	Corporate Affairs, Law, Accounting and Direct Taxation	Civil and Commercial Legal Matters, Arbitration & Mediation	Human Resource Management, Infrastructure Policy and Advocacy, Community engagement and Social Change Initiative, Women's Empowerment and Mentoring of young women, start – ups
Directorship held in other Companies including Listed companies	- DCM Shriram Credit & Investments Limited; - Shriram Bioseed Ventures Limited; - Fenesta India Limited; - DCM Shriram Infrastructure Limited; - DCM Shriram Foundation; - Shridhar Shriram Foundation; - DCM Shriram Prochem Limited; - DCM Shriram Bioenchem Limited; - Shriram Agsmart Limited; - Shriram Farm Solutions Limited; - SRCC Development Foundation;	- Hero MotoCorp Limited; - SPR Auto Technologies Limited; (Formerly Shriram Piston and Rings Limited) - Hero Fincorp Limited; - SPR Auto Interior Lighting Solutions Private Limited; - SPR Auto Interior Solutions Chakan Private Limited; - SPR Auto Interior Solutions Private Limited	NIL	- Somany Ceramics Limited; - C&S Electric Limited

Name of the Director	Mr. Ajit S. Shriram	Mr. Pradeep Dinodia	Justice (Retd.) Sanjay Kishan Kaul	Ms. Rumjhum Chatterjee
Chairman / Member of Committee(s) of Board of Directors across all public companies *(Chairmanship includes Membership in any Committee*	***DCM Shriram Limited*** Member - Board Finance Committee; - Corporate Social Responsibility Committee; - Stakeholders Relationship Committee; - Reorganisation Committee	***DCM Shriram Limited*** Chairperson - Stakeholder Relationship Committee Member - Reorganisation Committee ***SPR Auto Technologies Limited*** Chairperson - Risk Management Committee; - Corporate Social Responsibility Committee Member - Audit Committee; - Nomination and Remuneration Committee; - Stakeholders Relationship Committee ***Hero Motocorp Limited*** Chairperson - Stakeholder Relationship Committee Member - Risk Management Committee - Committee of Directors ***Hero Fincorp Limited*** Chairperson - Stakeholder Relationship Committee Member - Corporate Social Responsibility Committee - IT Strategy Committee - Audit Committee - Risk Management Committee	NIL	***Somany Ceramics Limited*** Member - CSR Committee - Share Transfer Committee - Company Administrative Committee ***C&S Electric Limited*** Chairperson - CSR Committee Member - Audit Committee - Nomination & Remuneration Committee

Name of the Director	Mr. Ajit S. Shriram	Mr. Pradeep Dinodia	Justice (Retd.) Sanjay Kishan Kaul	Ms. Rumjhum Chatterjee
Names of Listed Companies in which Director resigned in past 3 years.	NA	NA	NA	NA
Number of shares held in the Company	5,95,580	33,870	NIL	NIL
Last Drawn Remuneration (per annum)	Rs. 1621.38 lakhs	Rs. 85.25 lakhs	NA	NA
Number of Board Meetings attended during the year	6/6	6/6	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel	Brother of Mr. Ajay S. Shriram and Mr. Vikram S. Shriram	None		
Terms & Conditions of Appointment / Reappointment and remuneration sought to be paid	Re-appointment due to retirement by rotation.		Terms & conditions of their appointment including remuneration are given in the Resolutions and Statement pursuant to Section 102(1) of the Act in this notice.	

Mr. Ajay S. Shriram, Chairman & Sr. Managing Director, and Mr. Vikram S. Shriram, Vice Chairman & Managing Director, and their relatives, may be deemed to be interested in the resolution set out at Item no. 3 of this Notice, to the extent of their shareholding, if any, in the Company. Excepting this, 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 said resolution.

17. Instructions for Remote E-voting, joining the AGM and e-voting thereat, are as follows:

A. Voting through electronic means

a) Pursuant to provisions of Section 108 of Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, the Company has entered into an arrangement for availing the services of NSDL for enabling participation of members at the meeting through VC/OAVM and for providing services of remote e-voting as well as e-voting during the AGM.

b) **The remote e-voting period shall commence on Friday, 14th August 2026 (9.00 A.M. IST) and end on Monday, 17th August 2026 (5.00 P.M. IST). During this period, Members of the Company, holding shares in either physical form or in dematerialized form, as on the Cut-off Date i.e., Wednesday, 12th August 2026, may cast their votes by remote e-voting. The said remote e-voting module shall be disabled by NSDL for voting thereafter. Persons who are not Members of the Company as on Cut-off Date, should treat this Notice for information purpose only.**

c) Once the vote on a Resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

d) Members who are attending/participating in the AGM through VC/OAVM facility and have not cast their vote(s) on the resolutions proposed through remote e-voting earlier and are otherwise not barred from doing so, shall be eligible to cast their vote during the AGM through e-voting system.

However, Members who have already cast their vote through remote e-voting prior to the AGM, may attend and participate in the AGM through VC/OAVM means, but they shall not be entitled to vote again during the AGM through e-voting system.

e) The manner and process of remote e-voting are as under:

Step 1: Access to NSDL e-voting system

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

In terms of SEBI circular dated 9th December 2020, on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories/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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 3. If you are not registered for IDeAS e-Services, option 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 4. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 use your existing Myeasi 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 or

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail 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 be able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID or Password, are advised to use Forgot User ID / Forgot Password option available at the 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 shall be as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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 e-services 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 Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   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 prompt 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. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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

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 and General Meeting is in active status.
2. Select **"EVEN"** of DCM Shriram Limited for casting your vote during AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

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 legible scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. duly signed with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to shares@dcmshriram.com and evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on or contact NSDL at 022-4886 7000. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **Cut-off Date i.e., Wednesday, 12th August 2026**.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the **Cut-off Date i.e., Wednesday, 12th August 2026** may obtain the login ID and password by sending a request to evoting@nsdl.com with copy marked to RTA at einward.ris@kfintech.com. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM and a person who is not a Member as on the **Cut-off Date i.e., Wednesday, 12th August 2026**, should treat this Notice for information purposes only.

Process for those shareholders whose email ids are not registered with Depositories for procuring user id and password and registration of email ids for e-voting for 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of 'VC/OAVM' placed under 'Join meeting' menu against company name. You are requested to click on VC/OAVM link placed under 'Join Meeting' menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members are requested to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants attending from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

E-VOTING RESULT

1. Mr. Kapil Dev Taneja (M. No.: F4019, CP No. 22944), Partner, M/s. Sanjay Grover & Associates, Company Secretaries and failing him, Mr. Neeraj Arora (M. No.: F10781, CP No. 16186), Partner, M/s. Sanjay Grover & Associates, Company Secretaries, have been appointed as Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and be available for this purpose.
2. The Scrutinizer shall immediately upon the conclusion of e-voting at the AGM, unblock the votes cast during the AGM as well as through remote e-voting. The Scrutinizer shall within a period of three days from the conclusion of the AGM, prepare and submit a consolidated Scrutinizer's Report of the total votes cast in favour and/or against, if any, to the Chairman or person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.
3. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company https://www.dcmshriram.com/investors/ and on website of NSDL https://www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the National Stock Exchange of India Limited and BSE Limited.
4. The recorded transcript of the proceeding of AGM shall be placed on the Company's website at https://www.dcmshriram.com/investors/ and the same also be in safe custody of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors **(the 'Board')**, based on recommendation of the Audit Committee, had approved the appointment of M/s J.P. Sarda & Associates, Cost Accountants, Kota (FRN: 000289) and M/s Yogesh Gupta & Associates, Cost Accountants, New Delhi (FRN: 000373) to audit the cost records of the Company maintained across various segments on which Cost Audit Rules are applicable, for the Financial Year 2025-26, at a total remuneration of Rs. 5.24 lakhs plus applicable taxes and out-of-pocket expenses. The total remuneration comprises Rs. 3.70 lakhs for M/s J.P. Sarda & Associates and Rs. 1.54 lakhs for M/s Yogesh Gupta & Associates.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of 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, ratification of the Members is sought for the aforesaid remuneration payable/paid to the Cost Auditors of the Company for the Financial Year 2025-26.

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

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

ITEM NO.6

Considering that the Board requires a Director having experience of legal and regulatory framework, the Board of Directors, based on the recommendation of the Nomination, Remuneration & Compensation Committee (NRCC), had appointed Justice (Retd.) Sanjay Kishan Kaul (DIN: 10670291) as an Additional Director, in the category of Independent Director, not liable to retire by rotation, for a period of five (5) consecutive years w.e.f. from 9th August 2026 to 8th August 2031, subject to approval of Members of the Company.

Justice (Retd.) Sanjay Kishan Kaul is a graduate in Economics (Hons.) from St. Stephens College, Delhi University and holds LL.B. Degree from The Campus Law Centre, Delhi University and is enrolled as an Advocate with the Bar Council of Delhi. In the past he has been Advocate-on-Record of the Supreme Court of India and was subsequently designated as the Senior Advocate. He had served as Judge of the High Court of Delhi and subsequently became Acting Chief Justice of the Delhi High Court. He had also been the Chief Justice of Punjab & Haryana High Court and Madras High Court. In the year 2017, he was appointed as a Judge of the Supreme Court. He was the senior-most Judge of the Supreme Court after the Chief Justice and headed National Legal Services Authority (NALSA), Mediation and Conciliation Project Committee (MCPC) of the Supreme Court amongst others. While being the Executive Chairman of NALSA, he spearheaded the '1st Regional Conference on Access to Legal Aid Strengthening Access to Justice in the Global South' held in 2023 with the support of the Government of India in collaboration with International Legal Foundation (ILF), United Nations Development Programme (UNDP) and United Nations Children's Fund (UNICEF).

Recently, he has been appointed as one of the International Judge of The Bahrain International Commercial Court.

The Board is of the opinion that considering background, skills and experience in legal and regulatory matters of Justice (Retd.) Sanjay Kishan Kaul, and that he is a person of integrity, fulfils the conditions specified under the Act and the Listing Regulations for being appointed as an Independent Director of the Company and is independent of the Management of the Company, his appointment as an Independent Director on the Board would be beneficial for the Company.

The Company has received the requisite disclosures/consent including declaration of Independence confirming that he meets the criteria of independence as specified under the Act and the Listing Regulations. Further, in terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI, Ministry of Corporate Affairs or any such statutory authority. The Company has also received notice in writing under Section 160 of the Act proposing his candidature for appointment as an Independent Director. The proposed appointment is in compliance with the applicable provisions of the Act and the Listing Regulations.

Justice (Retd.) Sanjay Kishan Kaul as an Independent Director shall be eligible for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings, reimbursement of expenses for participating in Board and other meetings and profit related commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

Copy of the letter of appointment issued to Justice (Retd.) Sanjay Kishan Kaul setting out the terms and conditions of appointment is available for inspection by the members electronically. Accordingly, approval of Members by way of Special Resolution is required for appointment of Justice (Retd.) Sanjay Kishan Kaul as an Independent Director of the Company.

Except Justice (Retd.) Sanjay Kishan Kaul and his relatives to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

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

ITEM NO. 7

The Board of Directors is of the view that the Company requires a Director having experience of Policy and Governance matters. Accordingly, based on recommendation of Nomination, Remuneration & Compensation Committee (NRCC), it had appointed Ms. Rumjhum Chatterjee (DIN: 00283824) as an Additional Director, in the category of Independent Director, not liable to retire by rotation, for a period of five (5) consecutive years w.e.f. from 9th August 2026 to 8th August 2031, subject to approval of Members of the Company.

Ms. Rumjhum Chatterjee is graduate in Psychology from Calcutta University. She is Co-Founder & Managing Trustee of The Infravision Foundation – a think tank, focusing on infrastructure research, policy and advocacy. She was one of the Co-Founders of the Feedback Infra Group. Ms. Chatterjee is the Chairperson of the Feedback Foundation Charitable Trust, which is deeply involved in rural and urban sanitation issues.

She has a deep interest in women's empowerment. She had served as Chairperson of CII's Women Exemplar Program for 2015-17. She has also been the Chair of CII National Women's Empowerment Committee for several years. She has held various roles in CII and chaired several National Committees on CSR, Women's Empowerment, Skills, Start Ups etc.

The Board is of the opinion that considering background, skills and experience in policy & advocacy and governance matters of Ms. Chatterjee and that she is a person of integrity, fulfils the conditions specified under the Act and the Listing Regulations for being appointed as an Independent Director of the Company and is independent of the Management of the Company, her appointment as an Independent Director on the Board would be beneficial for the Company.

The Company has received the requisite disclosures/consent including declaration of Independence confirming that she meets the criteria of independence as specified under the Act and the Listing Regulations. Further, in terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI, Ministry of Corporate Affairs or any such statutory authority. The Company has also received notice in writing under Section 160 of the Act, proposing her candidature for appointment as an Independent Director. The proposed appointment is in compliance with the applicable provisions of the Act and the Listing Regulations.

Ms. Chatterjee as an Independent Director shall be eligible for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings, reimbursement of expenses for participating in Board and other meetings and profit related commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

Copy of the letter of appointment issued to Ms. Chatterjee setting out the terms and conditions of appointment is available for inspection by the members electronically. Accordingly, approval of Members by way of Special Resolution is required for appointment of Ms. Rumjhum Chatterjee as an Independent Director of the Company.

Except Ms. Rumjhum Chatterjee and her relatives to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

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

ITEM NO. 8

The Company had forfeited 7,80,000 equity shares of Rs. 10/- each in January 2005, which subsequently on split, were converted into 39,00,000 equity shares of Rs. 2/- each in October 2005 on account of non-payment of calls by the concerned shareholders in accordance with the Articles of Association of the Company and the applicable provisions of Companies Act, 2013. The said forfeited shares have neither been re-issued nor have been agreed to be taken up by any person till date.

In terms of Section 61(1)(e) of the Companies Act, 2013 read with the applicable provisions of the Act and the Articles of Association of the Company, a Company may cancel shares which, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Accordingly, the Board of Directors at its meeting held on 13th May 2026, subject to approval of the Members, approved the cancellation of 39,00,000 equity shares issued out of the Issued and Subscribed share capital of the Company and consequential reduction of the issued and subscribed share capital of the Company by Rs.15,60,000 (Rupees Fifteen Lakh Sixty Thousand only), being the amount paid-up on such forfeited shares.

Further, upon forfeiture of the aforesaid shares, an amount of Rs.15,60,000 (Rupees Fifteen Lakh Sixty Thousand only) had been credited to the "Forfeited Shares Account". The Board has also approved transfer of the said amount from the "Forfeited Shares Account" to the "Capital Reserve Account" of the Company.

The proposed cancellation does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder and will not affect the shareholding pattern or rights of the existing shareholders of the Company.

The Board is of the opinion that the proposed cancellation and consequential reduction of share capital is in the best interests of the Company and its shareholders.

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

The Board recommends passing of the resolution set out at Item No.8 of the Notice as an Ordinary Resolution.

ITEM NO. 9

Mr. Varun A. Shriram is the son of Mr. Ajit S. Shriram, Joint Managing Director of the Company. Mr. Varun A. Shriram has Bachelor's Degree in Quantitative Economics from Tufts University, Medford, MA in 2018 and was on the Dean's List with Latin Honours. He has also done a General Course in Economics from the London School of Economics and Political Science (LSE) in 2017.

During his education, he interned at Accenture in India as a Summer Associate, at ICRA as an Economic Intern and with The Boston Consulting Group (BCG). He also worked on various professional consulting and business development projects as part of his education at the Tufts University. Post his education, he worked as an External Consultant at The BCG for a period of 6 months, wherein he handled various assignments.

He joined the organization in 2019 and is presently working as the Chief Strategy Officer in Sugar Business of the Company. In his role, he took various digitization initiatives, especially in Sugarcane value chain/Industry 4.0. He is also deeply involved in many new initiatives in the business with the extensive use of Artificial Intelligence and Machine Learning; more particularly on smart factories. He has also been actively involved in the project of Ajbapur distillery and the setting up and operationalization of other distilleries. He also contributed immensely in conceptualizing the brands of country liquor and other activities of country liquor business.

Some of his notable achievements and accomplishments include fast tracking adoption of digital tools/other digital application by employees during COVID pandemic, setting up of call center (Suvidha Kendra) in Loni Sugar Unit and its operationalization, Launch of e-Suvidha app for farmers and its popularization, evaluation and firming up of new projects viz. Grain based distillery, Sulphate of Potash and developing SOPs for preservation of molasses along with various team members.

The Board of Directors of the Company, based on recommendations of the Nomination, Remuneration & Compensation Committee (NRCC) and Audit Committee, has recommended to revise the maximum limit of remuneration of Mr. Varun A. Shriram to Rs.1.80 Crores per annum w.e.f. 1st April 2027, which will include salary, perquisites, ex-gratia / rewards, and all other benefits (evaluated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases), as applicable to the officers in his cadre. This being a Related Party Transaction, approval of the Members is therefore required in terms of Section 188 of the Companies Act, 2013.

Members may kindly note, that amount of Rs.1.80 Crores per annum will not be his actual gross annual remuneration immediately, and it may take a few more years to reach the said limit, as may be decided by NRCC from time to time, based on his annual performance evaluations going forward. The current resolution only proposes a maximum limit, for approval of Members. Once this limit is exhausted, the Company will again approach the Members for their approval.

Given below is the statement of disclosures as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended:

a. Name of the related party: Mr. Varun A. Shriram

b. Name of the Director or Key Managerial Person who is related: Mr. Ajit S. Shriram, Joint Managing Director of the Company.

c. Nature of relationship: Mr. Varun A. Shriram is son of Mr. Ajit S. Shriram, Joint Managing Director of the Company.

d. Nature, material terms of contract or arrangement and monetary value: Mr. Varun A. Shriram is in the employment of the Company and terms of contract of employment are in line with the HR policies of the Company including the remuneration paid/payable to him not exceeding Rs.1.80 Crores per annum.

e. Justification: The proposed revision in the remuneration payable to Mr. Varun A. Shriram, a Related Party and who is holding an office or place of profit under Section 188 of the Act, is commensurate with his experience, qualifications and remuneration payable to other employees of his grade in the Company. The Proposed Transaction is in the arm's length basis and in the ordinary course of business.

The above arrangement with Mr. Varun A. Shriram, being relative of a Director, is considered as holding an office in place of profit in the Company in terms of Section 188 of the Companies Act, 2013. The transaction is at arm's length basis and in the ordinary course of business. Based on the recommendations of NRCC and the Audit Committee, the Board at its meeting held on 13th May 2026, had considered and recommended the aforementioned proposal / Related Party Transaction for approval of the Members of the Company. Considering Mr. Varun A. Shriram's qualifications, past work experience within the Group, NRCC, Audit Committee and the Board of Directors are of the view that his association with the Company is in the interest of the Company particularly in areas of digital initiatives and new age technologies viz. Artificial Intelligence, Machine learning etc. In view of the aforesaid, his remuneration is commensurate with his responsibilities and his experience.

The Board recommends passing of the resolution set out at Item no. 9 as an Ordinary Resolution.

Except Mr. Ajit S. Shriram (father of Mr. Varun A. Shriram) and his relatives, no other Director/Key Managerial Person or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 10

Ms. Tara A. Shriram is the daughter of Mr. Ajit S. Shriram, Joint Managing Director of the Company. She is a graduate from Wesleyan University, with a B.A in Psychology and Data Analysis. She joined the organization in 2022 and is presently working as Manager in the CSR function.

Following her education, she volunteered at Nai Disha Free Education Society, providing additional tutoring to children during the COVID-19 pandemic. She also worked with an independent counsellor and research assistant at Kankan Counselling. In this role, she aided in monitoring and evaluating the internal metrics of clients and contributed to a research study for GASVS Foundation, an NGO focused on mental health interventions in rural India.

Thereafter, she joined DCM Shriram as a Trainee in the CSR department and considering her performance she was employed to assist in CSR activities of the Company. In her role in the Company's CSR function, she is responsible for monitoring evaluation of CSR programs, need assessment, impact assessment, coordination with third parties, coordination with business unit teams for MIS reporting.

She has played a key role in creating processes and systems towards the Monitoring & Evaluation journey of the CSR department. She has also supported the capacity building journey of CSR employees and the implementation partners. Along with this, the social media and IEC for DCM Shriram Foundation content creation is also supported by her.

The Board of Directors of the Company, based on recommendations of the Nomination, Remuneration & Compensation Committee (NRCC) and Audit Committee, has recommended to revise the maximum limit of remuneration of Ms. Tara A. Shriram to Rs.1 Crore per annum w.e.f. 1st April 2026, which will include salary, perquisites, ex-gratia / rewards, and all other benefits (evaluated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases), as applicable to the officers in her cadre. This being a Related Party Transaction, approval of the Members is therefore required in terms of Section 188 of the Companies Act, 2013.

Members may kindly note that amount of Rs.1 Crore per annum will not be her actual gross annual remuneration immediately, and it may take a few more years to reach the said limit, as may be decided by NRCC from time to time, based on her annual performance evaluations going forward. The current resolution only proposes a maximum limit, for approval of Members. Once this limit is exhausted, the Company will again approach the Members for their approval.

Given below is the statement of disclosures as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended:

a. Name of the related party: Ms. Tara A. Shriram

b. Name of the Director or Key Managerial Person who is related: Mr. Ajit S. Shriram, Joint Managing Director of the Company.

c. Nature of relationship: Ms. Tara A. Shriram is daughter of Mr. Ajit S. Shriram, Joint Managing Director of the Company.

d. Nature, material terms of contract or arrangement and monetary value: Ms. Tara A. Shriram is in the employment of the Company and terms of contract of employment are in line with the HR policies of the Company including the remuneration paid/payable to her not exceeding Rs.1 Crore per annum.

e. Justification: The proposed revision in the remuneration payable to Ms. Tara A. Shriram, a Related Party and who is holding an office or place of profit under Section 188 of the Act, is commensurate with her experience, qualifications and remuneration payable to other employees of her grade in the Company. The Proposed Transaction is in the arm's length basis and in the ordinary course of business.

The above arrangement with Ms. Tara A. Shriram, being relative of a Director, is considered as holding an office in place of profit in the Company in terms of Section 188 of the Companies Act, 2013. The transaction is at an arm's length basis and in the ordinary course of business. Based on the recommendation of NRCC and the Audit Committee, the Board at its meeting held on 13th May 2026, had considered and recommended the aforementioned proposal / Related Party Transaction, for approval of the Members of the Company. Considering Ms. Tara A. Shriram's qualifications, past work experience within the Group, NRCC, Audit Committee and the Board of Directors are of the view that her association would be in the interest of the Company particularly in areas of CSR initiatives which is considered as core function and responsibility by the Management. In view of the aforesaid, her remuneration is commensurate with her responsibilities and her experience.

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

Except Mr. Ajit S. Shriram (father of Ms. Tara A. Shriram) and his relatives, no other Director/Key Managerial Person or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board
For DCM Shriram Limited

Deepak Gupta
Company Secretary
Membership No.: F4615

Place: New Delhi
Date: 7th July 2026
CIN : L74899HR1989PLC137147
Regd. Office: Plot No. 82, Sector 32, Institutional Area, Gurugram, Haryana - 122001