

# Notice

NOTICE is hereby given that the Thirty-Sixth (36<sup>th</sup>) Annual General Meeting ("AGM") of the Members of DCM Shriram Limited ("the Company") will be held on Tuesday, 12<sup>th</sup> August, 2025 at 10:30 A.M. 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 March 31, 2025, 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 March 31, 2025, and the report of the Auditors thereon.
2. To declare final dividend of Rs. 3.40/- per equity share of face value of Rs.2/- each and to confirm the payment of Interim Dividend of Rs. 5.60/- per equity share of face value of Rs.2/- each already paid during the financial year 2024-25.
3. To appoint a Director in place of Mr. Krishan Kumar Sharma (DIN:07951296), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rabinarayan Mishra (DIN:10377015), 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. 3.50 lakhs to M/s. J P Sarda & Associates, Cost Accountants, Kota (FRN:000289) and Rs. 1.40 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 2024-25, be and are hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors, including a Committee thereof or any other 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 an Ordinary Resolution:
 

**"RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 of the Companies Act, 2013, Rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, if any, and as recommended by the Board of Directors, based on recommendation of the Audit Committee, consent of the Members be and is hereby accorded for the appointment of M/s. RMG & Associates, Company Secretaries, New Delhi (FRN:P2001DE016100) as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 41<sup>st</sup> Annual General Meeting to be held in the year 2030, at a remuneration of Rs. 2.50 lakhs plus applicable taxes and other out-of-pocket expenses, for first year and for subsequent year(s) as may be mutually agreed between the Board of Directors/Audit Committee or any of its delegates and the Secretarial Auditors.

**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 to give effect to this resolution and for matters connected therewith or incidental thereto."
7. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:
 

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and Schedule V of the Companies Act, 2013 ('Act') and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, if any, and subject to such consents and permissions, as may be necessary, and as recommended by the Board of Directors, based on recommendation of the Nomination, Remuneration & Compensation Committee (NRCC), consent of the Members be and is hereby accorded for the re-appointment of Mr. Ajit S. Shriram (DIN:00027918) as Joint Managing Director of the Company, on the terms and conditions including remuneration as set out hereunder:

**Terms & Conditions of appointment:**

**1. Tenure:** Five years w.e.f. 2<sup>nd</sup> May, 2026.

**2. Remuneration**

**(a) Salary:** Rs.36.40 lakhs per month presently. Increments will be as decided by the Board and/or NRCC thereof from time to time.

**(b) Perquisites:** Perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases) including Leased & Company maintained furnished accommodation or house rent in lieu thereof, gas, electricity, water, furnishings, club fees, personal accident insurance, use of Company's car with driver & other expenses, telephone at residence, medical reimbursement, leave and leave travel concession, education benefits and any other benefits provided to the employee(s) of the Company from time to time, including but not limited to entitlements on account of any subsisting or future long term cash incentives/rewards, provident fund, superannuation fund and gratuity in accordance with the scheme(s) and Rule(s) applicable to the members of the staff of the Company from time to time, in respect of any of such benefits.

**(c) Commission on net profits:** Such amount as may be decided by the Board or NRCC thereof from year to year.

**(d) Remuneration for a part of the Year:** Remuneration for a part of the year shall be computed on pro-rata basis.

**(e) Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration shall be paid to Joint Managing Director as the minimum remuneration, subject to provisions of the Act and/or any other applicable statutory provisions.

**(f) Functions:** Mr. Ajit S. Shriram shall discharge such duties and functions, as may be assigned to him by the Chairman and Senior Managing Director of the Company and/or the Board from time to time. NRCC/ Board may change his designation, as it may consider appropriate.

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

**(h) Termination:** - The appointment of Mr. Ajit S. Shriram may be terminated by either party giving to the other six months' notice in writing.

**RESOLVED FURTHER THAT** the Board of Directors or NRCC thereof be and is hereby authorised to vary or modify any of the above terms & conditions including as to change in designation/role, alter, vary or increase the remuneration, notwithstanding the same shall exceed the overall remuneration set out above or as may be prescribed/permissible under the Act and Rules made thereunder, Listing Regulations or any other applicable statutory provisions then subsisting, without requiring any further resolution or consent of or reference to the Members and to take all necessary steps, actions, which are incidental and consequential to give effect to the above resolution."

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) and other applicable laws, if any, and as recommended by the Board of Directors, based on recommendation of the Nomination, Remuneration & Compensation Committee (NRCC), consent of the Members be and is hereby accorded for continuation of Directorship of Justice (Retd.) Vikramajit Sen (DIN:00866743) as a Non-Executive Independent Director of the Company on attaining the age of 75 years upto the end of his current tenure on existing terms & conditions.

**RESOLVED FURTHER THAT** the Board of Directors, including NRCC 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."

By Order of the Board  
For DCM Shriram Limited

Deepak Gupta  
Company Secretary  
Membership No.: F4615

Place: New Delhi  
Date: May 5, 2025

## Notes:

- Pursuant to Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and other applicable circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (MCA) ("MCA Circulars"), the 36<sup>th</sup> 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.
- Statement pursuant to Section 102 of Companies Act, 2013 (the 'Act') is annexed hereto.
- In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars mentioned above and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of 36<sup>th</sup> AGM along with the Annual Report for Financial Year 2024-25, is being sent through electronic mode, only to those Members whose e-mail addresses are registered with the Company, Depositories or Registrar and Share Transfer Agent ("RTA") as on Friday, July 11, 2025. The Notice and Annual Report will also be available on the website of the Company [www.dcmshriram.com](http://www.dcmshriram.com), on the websites of Stock Exchanges i.e., National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) and BSE Limited [www.bseindia.com](http://www.bseindia.com), and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to Members who have not registered their e-mail address with the Company's RTA or Depositories. Any Member requiring a physical copy of the Annual Report, may kindly send a request to the Company through an e-mail from their registered email id at [shares@dcmshriram.com](mailto:shares@dcmshriram.com) or a signed letter in original at the registered office of the Company.
- Members who are holding shares in physical form but their e-mail addresses are not registered with the Company/RTA/Depositories, 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 [shares@dcmshriram.com](mailto:shares@dcmshriram.com) and/or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) for the purpose of receiving the soft copies of Annual Report for FY 2024-25 and the Notice of 36<sup>th</sup> AGM. Members, who are holding shares in demat form can update their email addresses with their Depository Participant(s).
- 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.
- 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](mailto:sanjaygrover7@gmail.com), with a copy marked to [shares@dcmshriram.com](mailto:shares@dcmshriram.com) and [evoting@nsdl.com](mailto: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.
- 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.
- Members may note that the Board of Directors, in its meeting held on May 5, 2025 has, recommended final dividend of Rs. 3.40/- per equity share of Rs. 2/- each, which is subject to approval at the 36<sup>th</sup> AGM. **The record date for the purpose of final dividend is Tuesday, August 5, 2025.** The final dividend declared by the Members in this AGM, will be paid within 30 days from the date of AGM.
- Members holding shares in physical form are requested to intimate 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 with 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>  
Members holding shares in electronic form are requested to intimate any change in their Bank Mandate/NECS details, if any, to their respective Depository Participants (DPs).
- Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that final dividend for FY 2024-25, which is subject to approval by Members in the ensuing AGM, will be taxable in the hands of shareholders in FY 2025-26 (Assessment Year or AY 2026-27). Thus, all details and declarations furnished should pertain to FY 2025-26 (AY 2026-27). The rate of TDS for various categories of shareholders along with required documents to be furnished, are available at the website of the Company at <https://www.dcmshriram.com/Communication-of-TDS-on-Dividend.html>. **Kindly note that such documents, duly executed, are required to be sent to the Company/RTA, on or before Tuesday, August 5, 2025, in order to enable the Company to determine and deduct appropriate TDS/withholding tax.**

Members may either send such documents through email at [shares@dcmshriram.com](mailto:shares@dcmshriram.com) / [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or in original to the Company at its registered office DCM Shriram Ltd. 2<sup>nd</sup> Floor (West Wing), Worldmark 1, Aerocity, New Delhi-110037 or RTA MCS Share Transfer Agent Ltd., 179-180, DSIDC Shed, 3<sup>rd</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.

#### 11. 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 also prohibited transfer of equity shares in physical 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 Depository Participant (DP) and submit the demat request to their DP.
- b) Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4 along with relevant documents, the format(s) of which is available on the Company's website at <https://www.dcmshriram.com/investors/important-communication-for-shareholders>
- c) 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>

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. April 1, 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.

- d) 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 or its RTA. Members holding shares in demat form may contact their respective DP for recording nomination in respect of their shares.
  - e) SEBI vide its circular dated July 31, 2023, as amended 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](https://scores.sebi.gov.in) / Web-link to access the said portal is <https://smartodr.in>. 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>.
12. 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 2024-25, has transferred the unpaid 2<sup>nd</sup> Interim Dividend for the FY 2016-17, unpaid Final Dividend for FY 2016-17 and 1<sup>st</sup> Interim Dividend for FY 2017-18 to the Investor Education and Protection Fund (IEPF). 2<sup>nd</sup> Interim Dividend for FY 2017-18 has been transferred to the IEPF in April, 2025 post closure of the FY 2024-25. 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/>
13. Members who have not yet encashed their Dividend Warrants/Cheques/DDs pertaining to final dividend of financial year 2017-18 onwards, are requested to write to the Company on and before Tuesday, July 29, 2025, as the said unclaimed dividends shall be transferred to IEPF on the completion of 7 years.
- During FY 2024-25, 74,018 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 above details are also uploaded on the website of the Company <https://www.dcmshriram.com/investors/important-communication-for-shareholders> and IEPF authority i.e., <https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html>. Members may also note that dividend, as well as shares transferred to IEPF can be claimed back as per the prescribed procedure.
14. Relevant documents referred in the Annual Report, including AGM Notice and Statement under Section 102 of the Act, are available for inspection through electronic mode, basis the request being sent on [shares@dcmshriram.com](mailto:shares@dcmshriram.com).
  15. 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](mailto:shares@dcmshriram.com), latest by Tuesday, August 5, 2025. Such questions shall be suitably taken up during the meeting or replied by the Company within 7 days from the date of AGM.

16. 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@dcmsriram.com](mailto:shares@dcmsriram.com) on or before **Tuesday, August 5, 2025**, 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. Company reserves the right to restrict the number of speakers or speaking time based on availability of time at the AGM.
17. During the AGM, Members may access the scanned copy of (i) Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; (iii) Certificate from Secretarial Auditors of the Company certifying that Employees Stock Purchase Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 upon Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com> under the heading "AGM Docs".
18. **Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard 2 on General Meetings:**

Name of the Director	Mr. Krishan Kumar Sharma	Mr. Rabinarayan Mishra	Mr. Ajit S. Shriram	Justice (Retd.) Vikramajit Sen
DIN	07951296	10377015	00027918	00866743
Date of Birth & Age	17.10.1965 (59 Years)	29.12.1963 (61 years)	03.10.1967 (57 years)	31.12.1950 (74 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	20.11.2017	01.11.2023	02.05.2001	09.08.2016
Qualification	B. Tech in Chemical Technology from UDCT (now ICT, Mumbai), Diploma in Safety and NEBOSH IGC in Occupational Health & Safety	Post-graduation in Physics, Bachelor of Law, Fellow of Insurance Institute of India, Diploma in Health Insurance, Underwriting, Governance & Risk Management in Insurance	B. Com, MBA- IMD Switzerland, Owner/President Management Programme (OPM)- Harvard Business School, USA	Graduation in History from St. Stephen's College, LL.B. from Faculty of Law, Delhi University
Experience	35 years	36 years	34 years	50 years
Expertise in Functional Areas	Environment Health and Safety, Sustainability Reporting, Agrochemicals and Pharmaceutical Manufacturing	Insurance, Management, Corporate Governance, ESG, Risk Management in Insurance, Marketing and Administration.	General Management, Strategy, Finance, Digital Transformation and operations of Agri Businesses, Sugar and Chloro- Vinyl Business.	Civil & Commercial Legal Matters and Arbitration.
Directorship held in other Companies including Listed companies	<ul style="list-style-type: none"> <li>- Shriram Polytech Limited;</li> <li>- Shriram Agsmart Limited;</li> <li>- DCM Shriram Bio Enchem Limited;</li> <li>- DCM Shriram Prochem Limited; and</li> <li>- DCM Shriram Aqua Foods Limited;</li> </ul>	-	<ul style="list-style-type: none"> <li>- DCM Shriram Credit &amp; Investments Limited;</li> <li>- Shriram Bioseed Ventures Limited;</li> <li>- Fenesta India Limited;</li> <li>- Hariyali Kisaan Bazaar Limited;</li> <li>- DCM Shriram Infrastructure Limited;</li> <li>- DCM Shriram Foundation;</li> <li>- Shridhar Shriram Foundation;</li> <li>- DCM Shriram Prochem Limited;</li> <li>- DCM Shriram Bio Enchem Limited;</li> <li>- Shriram Agsmart Limited; and</li> <li>- SRCC Development Foundation</li> </ul>	-

Name of the Director	Mr. Krishan Kumar Sharma	Mr. Rabi Narayan Mishra	Mr. Ajit S. Shriram	Justice (Retd.) Vikramajit Sen
Chairman / Member of Committee(s) of Board of Directors across all public companies	<b>DCM Shriram Limited</b>  <b>Chairman</b> - Risk Management Committee	<b>DCM Shriram Limited</b>  <b>Member</b> - Corporate Social Responsibility Committee	<b>DCM Shriram Limited</b>  <b>Member</b> - Corporate Social Responsibility Committee; - Stakeholders Relationship Committee; - Board Finance Committee	<b>DCM Shriram Limited</b>  <b>Member</b> - Corporate Social Responsibility Committee
Names of Listed Companies in which Director resigned in past 3 years.	NIL	NIL	NIL	BSE Limited - Cessation w.e.f. 18.05.2022
Number of shares held in the Company	NIL	NIL	5,95,580 Equity Shares	NIL
Last Drawn Remuneration (per annum)	Rs. 150.72 lakhs	Sitting Fees of Rs. 6.00 lakhs paid to him and Commission of Rs. 38.50 lakhs paid to LIC	Rs.1495.75 lakhs	Rs. 47.75 lakhs
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	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.		The terms and conditions of re-appointment including remuneration are given in the respective resolution and Statement of this Notice.	The terms & conditions of continuation of re-appointment beyond 75 years are given in the Statement of this Notice.

**19. Instructions for remote e-voting, joining the AGM and e-voting thereat, are as follows:**

**A. Voting through electronic means**





- Pursuant to provisions of Section 108 of Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of 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.
- The remote e-voting period shall commence on Saturday, August 9, 2025 (9.00 A.M. IST) and end on Monday, August 11, 2025 (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., Tuesday, August 5, 2025, 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.**
- Once the vote on a Resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- Those 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.
- 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 December 9, 2020, on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories/Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> voting during the meeting.</li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>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</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; 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.</p> <p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 eservices i.e., iDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing iDEAS login. Once you log-in to NSDL e-services 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:sanjaygrover7@gmail.com) with a copy marked to [shares@dcmsriram.com](mailto:shares@dcmsriram.com) and [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact Mr. Amarjit from RTA at 011-41406148 (E-mail: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)) or Mr. Amit Mehra from the Company at 011-42100200 (E-mail: [shares@dcmsshriram.com](mailto:shares@dcmsshriram.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., Tuesday, August 5, 2025**.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as on the **Cut-off Date i.e., Tuesday, August 5, 2025**, may obtain the login ID and password by sending a request at or RTA of the Company. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system”.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM and a person who is not a Member as on the **Cut-off Date i.e., Tuesday, August 5, 2025**, 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@dcmsshriram.com](mailto:shares@dcmsshriram.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@dcmsshriram.com](mailto:shares@dcmsshriram.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](mailto: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. The Board of Directors has appointed Mr. Kapil Dev Taneja (M. No.: F4019, CP No. 22944), Partner, M/s. Sanjay Grover & Associates, Company Secretaries failing him, Mr. Neeraj Arora (M. No.: F10781, CP No. 16186), Partner, M/s. Sanjay Grover & Associates, Company Secretaries, 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 after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour and/or against, if any, and present the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result 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 2024-25, at a total remuneration of Rs. 4.90 lakhs plus applicable taxes and out-of-pocket expenses. Out of Rs. 4.90 lakhs, remuneration of M/s. J P Sarda & Associates, is Rs. 3.50 lakhs and that of M/s. Yogesh Gupta & Associates, is Rs. 1.40 lakhs.

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 2024-25.

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

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), along with the applicable circulars and notifications issued by SEBI from time to time, listed companies are required to appoint Secretarial Auditors for a period of 5 (Five) years with the approval of its shareholders. Further, such Secretarial Auditor must be a Peer Reviewed Company Secretary and should not have incurred any of the disqualifications as specified under Listing Regulations and circulars issued thereunder.

Accordingly, the Board of Directors, based on recommendation of Audit Committee, had recommended appointment of M/s. RMG & Associates, Company Secretaries, Peer Reviewed Firm of Company Secretaries in Practice, New Delhi (FRN: P2001DE016100) as Secretarial Auditors of the Company for approval of the Members to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 41<sup>st</sup> AGM to be held in the year 2030 on a remuneration of Rs. 2.50 lakhs (Rupees Two lakhs fifty thousand only), excluding taxes, as applicable, and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit for first year and for subsequent year(s) as may be mutually agreed between the Board of Directors/Audit Committee or any of its delegates and the Secretarial Auditors.

Further, the Company may avail any other services as required from time to time from Secretarial Auditors which are not prohibited under the provisions of the Act or Listing Regulations on such remuneration as may be decided by the Board of Directors including a Committee thereof or any other of its delegate.

M/s. RMG & Associates (FRN: P2001DE016100) is a firm of Company Secretaries, established in the year 2001, based at New Delhi, having rich experience of more than two decades and professional expertise in dealing with all kinds of Corporate Secretarial, Foreign Exchange Laws (FEMA & RBI Regulations), Corporate Advisory, Regulatory Issues and other allied & legal matters. The firm is registered with the Institute of Company Secretaries of India and also holds a valid Peer Review Certificate, and fulfills the criteria specified in Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, for appointment as Secretarial Auditor and on evaluation of the quality of audit performed by them in the past.

M/s. RMG & Associates, Company Secretaries have given their consent to aforesaid appointment and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and Listing Regulations. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act, Rules and Listing Regulations.

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 the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

#### **ITEM NO. 7**

Mr. Ajit S. Shriram was re-designated as Joint Managing Director in 2014. The existing tenure of Mr. Ajit S. Shriram as effective from May 2, 2021, approved by the Members in the 31<sup>st</sup> Annual General Meeting held on July 21, 2020 is expiring on May 1, 2026.

Mr. Ajit S. Shriram graduated in Commerce in from Osmania University, Hyderabad. He did his MBA from the International Institute for Management Development (IMD), Lausanne, Switzerland. He has also done the Owner/President Management Program (OPM) from Harvard Business School, USA. He has 34 years of rich experience and his expertise includes areas of General Management, Strategy, Finance, Digital Transformation and operations of Agri Businesses, Sugar and Chloro Vinyl Business. Mr. Ajit S. Shriram discharges such duties and functions, as may be assigned to him by the Chairman and Senior Managing Director of the Company and/or the Board from time to time.

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

In view of the exemplary contribution made by Mr. Ajit S. Shriram in the business strategy and managing the affairs of the Company, it is proposed to re-appoint him as Joint Managing Director, liable to retire by rotation, for a further period of 5 years with effect from May 2, 2026. The Board of Directors at its meeting held on May 5, 2025, based on recommendation of the Nomination, Remuneration and Compensation Committee, has recommended his re-appointment as Joint Managing Director for a further period of five years w.e.f. May 2, 2026, on the terms & conditions including remuneration, as set out at item no. 7 of the Notice. The Board also noted that the Board Audit Committee, in its meeting held on May 5, 2025, had approved the proposed re-appointment as a related party transaction.

Mr. Ajit S. Shriram is not disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. Other necessary details of Mr. Ajit S. Shriram, as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings, are mentioned in the Notes to this Notice.

Except Mr. Ajit S. Shriram, Mr. Ajay S. Shriram and Mr. Vikram S. Shriram and their relatives, no other Director/Key Managerial Personnel of the Company/their relatives is, 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.7 of the Notice as a Special Resolution.

#### **ITEM NO. 8**

Justice (Retd.) Vikramajit Sen (DIN: 00866743) was appointed as a Non-Executive Independent Director of the Company in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for a period of five (5) years w.e.f. August 9, 2021 by the Members of the Company in their Annual General Meeting held on July 20, 2021. His existing tenure as an Independent Director shall expire on August 8, 2026, whereas he will attain the age of 75 years on December 31, 2025.

In terms of Regulation 17(1A) of Listing Regulations, consent of the members by way of special resolution is required for continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years.

The Nomination Remuneration and Compensation Committee and Board of Directors of the Company, considering his seniority, contribution in growth of the Company and his rich and varied experience, have recommended for continuation of directorship of Justice (Retd.) Vikramajit Sen on attaining the age of 75 years upto the end of his current tenure on existing terms & conditions. Other necessary details of Justice (Retd.) Vikramajit Sen, as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, are mentioned in the Notes to this Notice.

Except Justice (Retd.) Vikramajit Sen and his relatives, no other Director/Key Managerial Personnel of the Company/their relatives is, 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 a Special Resolution.

By Order of the Board  
For DCM Shriram Limited

Deepak Gupta  
Company Secretary  
Membership No.: F4615

Place: New Delhi

Date: May 5, 2025