



DCM SHRIRAM

DCM Shriram LTD.

CIN: L74899DL1989PLC034923

Registered Office:

2nd Floor (West Wing), Worldmark-1

Aerocity, New Delhi-110037

Tel: 011-42100200

E-mail: shares@dcmsriram.com

Website: www.dcmsriram.com

POSTAL BALLOT NOTICE

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

Notice is hereby given to the Shareholders of **DCM Shriram Ltd.** (the ‘**Company**’), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the ‘**Act**’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, and other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (‘**MCA**’) (hereinafter collectively referred to as ‘**MCA Circulars**’), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘**SEBI Listing Regulations**’), Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable statutory provisions, if any, (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolution set out in this Notice is for consideration by the Shareholders of the Company, for passing by means of Postal Ballot by way of voting through electronic means (‘remote e-voting’).

In compliance of the aforesaid MCA Circulars, this Postal Ballot Notice is being sent through electronic mode only, to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (‘**RTA**’), as on the cut-off date i.e. November 24 2023. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. Please note that communication of assent or dissent of the Shareholders on the proposed resolution, would take place through remote e-voting only.

The Statement under Section 102, setting out the material facts and the reasons for the proposed resolution, is appended to this Notice. The Board of Directors of the Company has appointed Mr. Kapil Dev Taneja (CP no. 22944, M No. F-4019), Partner of M/s Sanjay Grover & Associates, Company Secretaries, or failing him, Mr. Neeraj Arora (CP no. 16186, M. No. F-10781), Partner of M/s Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (‘**NSDL**’), to provide remote e-voting facility to the Shareholders of the Company, to enable them to cast their votes electronically. Shareholders are requested to read the instruction in the notes under the section “**Instructions for Shareholders for remote e-voting through Postal Ballot**” in this Postal Ballot Notice and follow the procedure stated in the Notes, to cast their votes electronically from their respective locations.

The remote e-voting shall be open for a period of 30 days i.e. from December 4, 2023, 9:00 A.M. (IST) to January 2, 2024, 5:00 P.M. (IST). The Shareholders are requested to cast their votes through remote e-voting process during the said period only and not later than January 2, 2024, 5:00 P.M. (IST) to be eligible for being considered, failing which, it will be considered that no vote has been cast by the concerned shareholder.

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

Resolution for consideration:

Special Business:

1. Appointment of Mr. Rabinarayan Mishra (DIN: 10377015) as Director on the Board of the Company as nominee of Life Insurance Corporation of India, liable to retire by rotation.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) and any other applicable statutory provisions, including any statutory modification(s) or re-enactment thereof for the time being in force, the relevant provisions of the Articles of Association of the Company, and the communication received from Life Insurance Corporation of India (LIC) informing change of its nominee on the Board of the Company, **Mr. Rabinarayan Mishra (DIN: 10377015)**, who was appointed as Additional Director of the Company with effect from November 1, 2023 by the Board of Directors in its meeting held on October 30, 2023 on the recommendation of the Nomination, Remuneration and Compensation Committee, and in respect of whom the Company has received a notice in writing proposing his candidature as Director under Section 160 of the Act, be and is hereby appointed as a Director on the Board of the Company as nominee of LIC and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof or any of its delegate be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this Resolution and all matters incidental thereto.”

By Order of the Board
DCM Shriram Limited

(Sameet Gambhir)
Company Secretary
Membership No.: F4658

Place: New Delhi
Date: 27th November 2023

Notes:

- 1) The Statement pursuant to Section 102 of the Act read with Secretarial Standard on General Meetings (SS-2), setting out all material facts in relation to the proposed Ordinary Resolution at Item no. 1 of this Postal Ballot Notice, is appended hereto.
- 2) This Postal Ballot Notice will be available on the Company's website at www.dcmshriram.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.
- 3) All the documents referred to in this Postal Ballot Notice and the Statement pursuant to Section 102 of the Act will be available for inspection on the Company's website at www.dcmshriram.com under the Investors Section.
- 4) Pursuant to the MCA Circulars referred above, read with provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and provisions of Regulation 44 of the SEBI Listing Regulations, as amended, this Postal Ballot Notice is being sent to Shareholders in electronic mode only. Accordingly, the physical copy of the Postal Ballot Notice / Postal Ballot forms / pre-paid business reply envelope/s are not being sent. The Company is providing e-voting facility to the Shareholders, to enable them to cast their votes through remote e-voting, and has engaged the services of National Securities Depository Limited (NSDL) for this purpose. The Shareholders are requested to communicate their 'assent' or 'dissent' to the proposed resolution through remote e-voting only.
- 5) In compliance with the MCA Circulars referred above, read with the statutory provisions referred above, this Postal Ballot Notice along with Explanatory Statement and remote e-voting instructions, is being sent in electronic mode to only those Shareholders, whose names appear in the Register of Members/List of Beneficial Owners received from NSDL and Central Depository Services (India) Limited ('CDSL'), the depositories, as on the Cut-off date, i.e. November 24, 2023 and whose e-mail IDs are registered with the Company/Depositories/RTA. Accordingly, only the Shareholders, whose names appear in the Register of Members/List of Beneficial Owners as on Cut-off date, i.e. November 24, 2023 are entitled to remote e-vote on the resolution set forth in this Postal Ballot Notice. Shareholders, who have not registered their e-mail IDs, may please follow the instructions given in Note No. 13 below, to receive this Postal Ballot Notice, login ID and password for remote e-voting.
- 6) Voting rights shall be reckoned based on the paid-up value of the equity shares registered in the name of the Shareholder as on the Cut-off date. In case of joint holders, only such joint holder, who is highest in the order of names, will be entitled for remote e-voting. A person who is not a Shareholder as on the Cut-off date, should treat this Postal Ballot Notice for information purpose only.
- 7) **The remote e-voting period commences on December 4, 2023, 9:00 A.M. (IST) and ends on January 2, 2024, 5:00 P.M. (IST). Thereafter, the remote e-voting module shall be disabled by NSDL.** During this period, the Shareholders of the Company holding equity shares either in physical form or in dematerialized form, as on the Cut-off date i.e. November 24, 2023, can cast their remote e-vote. Once the remote e-vote is cast, the Shareholder will not be allowed to change it subsequently.
- 8) The Company has appointed Mr. Kapil Dev Taneja (CP no. 22944, M No. F-4019), Partner of M/s Sanjay Grover & Associates, Company Secretaries, failing him Mr. Neeraj

Arora (CP no. 16186, M. No. F-10781), Partner of M/s Sanjay Grover & Associates, Company Secretaries as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. The required consent for such appointment has been received from the Scrutinizer.

- 9) After conclusion of the e-voting period on January 2, 2024, 5:00 P.M. (IST), the Scrutinizer shall unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in employment of the Company, and prepare the Scrutinizer's Report containing the details of total votes cast in favour or against the proposed resolution. The Scrutinizer shall submit his report to the Chairman and / or the Company Secretary, who shall countersign the same and declare the results of the Postal Ballot. The resolution, if passed by requisite majority, shall be deemed to have been passed on January 2, 2024, being the last day of remote e-voting.
- 10) Results of Postal Ballot through remote e-voting, shall be declared within 2 working days of the date of conclusion of the remote e-voting period. The results shall be communicated to the Stock Exchanges and also displayed on the website of NSDL www.evoting.nsdl.com, website of the Company www.dcmshriram.com and at the Registered Office of the Company.
- 11) As required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings, brief resume and other information in relation to the appointment of Director, is as under:

Name of the Director	Mr. Rabinarayan Mishra
DIN	10377015
Date of Birth & Age	29.12.1963 (59 Years)
Nationality	Indian
Date of first appointment on the Board of the Company	November 1, 2023
Qualification	M.Sc., FIII, D.UWRT, D.HINS, CGRMI
Experience	Over 35 years
Expertise in Functional Areas	Insurance, Compliance, Governance and Risk Management in Insurance, Marketing and Administration
Directorship held in other Companies	-
Directorship held in listed entities (other than DCM Shriram Ltd.)	-
Chairman/ Member of the Committee(s) of the Board of Directors across all public companies	-
Names of Listed Companies in which Director resigned in past 3 years.	-
Number of shares held in the Company	-
Last Drawn Remuneration (per annum)	Not Applicable - Nominee of LIC on the Board
Number of Board Meetings attended during the year	No Board Meeting took place since his appointment
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil

Terms and conditions of appointment and remuneration sought to be paid	Being nominee of LIC on the Board, LIC /he will be eligible for sitting fee for attending Board meetings and Committee meeting (if any). The LIC will also be entitled to the commission on profits, if any approved by the Board subject to the statutory provisions in this regard.
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12) Important Communication / Awareness Material for Shareholders:

- (a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get existing physical shareholding converted into demat mode. Further, SEBI has also mandated that transfer and investor service requests including transmission, transposition etc., cannot be processed unless the securities are held in dematerialized form. Therefore, shareholders holding shares in physical form are requested to dematerialize their shareholding in their existing demat account, or by opening a new demat account with any Depository Participant (DP) at the earliest.
- (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 mode, are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the documents/details mentioned below, as applicable:
 - a) Self-attested copy of PAN card of all holders
 - b) Nomination in Form SH-13 or 'Declaration to Opt-out' in Form ISR-3, if you do not wish to nominate any person
 - c) Postal address with PIN, Mobile number and E-mail address
 - d) Details of bank such as bank name, branch, account number and IFS Code and original cancelled cheque leaf
 - e) Banker's attestation of specimen signature in Form ISR-2.
- (c) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online conciliation and online arbitration for resolution of 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 Platform of SEBI. Web-link to access the said portal is <https://smartodr.in/login>.

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

The remote e-voting period begins on December 4, 2023, 9:00 A.M. (IST) and ends on January 2, 2024, 5:00 P.M. (IST). Thereafter, the remote e-voting module shall be disabled. Shareholders, whose names appear in the Register of Members/Beneficial Owners as on the Cut-off date i.e. November 24, 2023, can cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date, being November 24, 2023. Detailed instructions in this regard are appearing below:

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

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

mentioned below:





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="656 728 1396 1234">1. 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.<li data-bbox="656 1247 1396 1373">2. 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<li data-bbox="656 1386 1396 1942">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System 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 a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

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

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

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

B) Login Method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

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

1. Your User ID details are given below :

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

2. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- 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) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@dcmshriram.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@dcmshriram.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 read with other applicable provisions)

ITEM NO. 1

Life Insurance Corporation of India (LIC), has vide its letter dated October 18, 2023 nominated Mr. Rabinarayan Mishra (DIN: 10377015) as its nominee on the Board of the Company in place of Ms. Sarita Garg (DIN: 08926869), the earlier nominee of LIC on the Board of the Company. Consequently, Ms. Sarita Garg tendered her resignation from the Directorship of the Company w.e.f. October 31, 2023. Further, on recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors had appointed Mr. Rabinarayan Mishra as Additional Director of the Company, w.e.f. November 1, 2023, subject to obtaining requisite approval of the shareholders.

Mr. Rabinarayan Mishra is a post graduate in Physics and a Fellow of Insurance Institute of India. He also holds Diplomas in Health Insurance, Underwriting and Compliance, Governance and Risk Management in Insurance. In his career span of over 35 years, he has handled various portfolios in both Marketing and Administration. Currently, he is posted as Executive Director (Corporate Planning/New Projects) in Central Office, Mumbai. His brief resume and other details, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings, are provided in the Notes of this Notice.

Mr. Rabinarayan Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. He has given his consent to act as Director of the Company. The Company has also received a notice in writing from a shareholder, proposing his candidature for the office of Director in terms of Section 160 of the Act.

Mr. Rabinarayan Mishra will be liable to retire by rotation. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to obtain approval of the shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of 3 months from the date of appointment, whichever is earlier.

Therefore, the Board recommends passing of the Ordinary Resolution, set out at Item no. 1 of this Notice.

Except Mr. Rabinarayan Mishra, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, are concerned or interested, financially or otherwise in the proposed Resolution.

By Order of the Board
DCM Shriram Ltd.

(Sameet Gambhir)
Company Secretary
Membership No.: F4658

Place: New Delhi
Date: 27th November 2023