

Notice

Notice is hereby given that the Twenty Ninth (29th) Annual General Meeting (AGM) of DCM Shriram Limited will be held on Tuesday, the 31st July, 2018 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg (Near Mandi House), New Delhi - 110001 to transact the following businesses:

Ordinary Business:

- To consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended 31st March, 2018.
- To declare a final dividend and to note the payment of interim dividends on Equity Shares of the Company for the financial year 2017-18.
- To appoint a Director in place of Mr. K.K. Kaul (DIN : 00980318), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Sharad Shrivastva (DIN : 01271854), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, 188(1)(f) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and subject to such consents and permissions, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Ajay S. Shriram (DIN : 00027137), Chairman and Senior Managing Director on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

- Tenure:- Five years w.e.f. 1.11.2018
- Remuneration
 - Salary:- Rs. 18.30 lakhs per month presently. Increments will be as decided by the Board and/or Committee thereof from time to time.
 - 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, 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.
 - Commission on net profits:- Such amount as may be decided by the Board of Directors or a Committee thereof from year to year provided that the total remuneration including salary, perquisites and commission along with the remuneration paid to all the other Managing/Whole Time Directors shall not exceed the limit laid down under Sections 197 & 198 of the Companies Act, 2013.
 - Remuneration for a part of the Year:- Remuneration for a part of the year shall be computed on pro-rata basis.
 - Minimum Remuneration:- In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration excluding commission shall be paid to Chairman and Senior Managing Director as the minimum remuneration, subject to the provisions of the Schedule V of the Act and/or any other necessary approvals, if any.
- Functions:- Subject to the direction, control and superintendence of the Board of Directors, Mr. Ajay S. Shriram shall have the overall responsibility for looking after the day-to-day business and affairs of the Company.
- Sitting Fee:- If permissible by law, he shall be entitled to sitting fee in addition to the components of remuneration mentioned above for attending meeting(s) of the Board of Directors or Committees thereof.
- Termination:- The appointment of Mr. Ajay S. Shriram may be terminated by either party giving to the other six calendar months' notice in writing. In the event of termination of this appointment of Mr. Ajay S. Shriram by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorised to vary or modify any of the above terms & conditions including as to change in designation/role, vary or increase the remuneration notwithstanding the same shall exceed the overall remuneration set out above or as may be prescribed/permissible provided however that the same is within the limits laid down in the Schedule V of the Companies Act, 2013 and Rules framed under the Act including any modification thereto 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."

6. 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, 188(1)(f) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and subject to such consents and permissions, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Vikram S. Shriram (DIN : 00027187), Vice Chairman and Managing Director on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

1. Tenure:- Five years w.e.f. 1.11.2018
2. Remuneration
 - (a) Salary:- Rs. 18.00 lakhs per month presently. Increments will be as decided by the Board and/or Committee 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, 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 of Directors or a Committee thereof from year to year provided that the total remuneration including salary perquisites and commission along with the remuneration paid to all the Managing/Whole Time Directors shall not exceed the limit laid down under Sections 197 & 198 of the Companies Act, 2013.
 - (d) Remuneration for a part of the Year:- Remuneration for a part of the year shall be computed on pro-rata basis.
 - (e) Minimum Remuneration:- In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration excluding commission shall be paid to Vice Chairman and Managing Director as the minimum remuneration, subject to the provisions of the Schedule V of the Act and/or any other necessary approvals, if any.
3. Functions:- Mr. Vikram S. Shriram shall discharge such duties and functions, as may be assigned to him by the Chairman and Senior Managing Director of the Company from time to time.
4. Sitting Fee:- If permissible by law, he shall be entitled to sitting fee in addition to the components of remuneration mentioned above for attending meeting(s) of the Board of Directors or Committees thereof.
5. Termination:- The appointment of Mr. Vikram S. Shriram may be terminated by either party giving to the other six calendar months' notice in writing. In the event of termination of this appointment of Mr. Vikram S. Shriram by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorised to vary or modify any of the above terms & conditions including as to change in designation, vary or increase the remuneration notwithstanding the same shall exceed the overall remuneration set out above or as may be prescribed/permissible provided however that the same is within the limits laid down in the Schedule V of the Companies Act, 2013 and Rules framed under the Act including any modification thereto without requiring any further Resolution or consent of or reference to the Members and to take all necessary steps, actions, which are incidental and consequential to give effect to the above Resolution.”

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

“RESOLVED THAT Mr. K.K. Sharma (DIN : 07951296) who was appointed an Additional Director and holds office upto the forthcoming Annual General Meeting of the Company, be and is hereby appointed as a Director liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and subject to such consents and permissions, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. K.K. Sharma, Whole Time Director (EHS) on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

1. Tenure:- Five years w.e.f. 20.11.2017

2. Remuneration

- (a) Salary:- Rs. 2.775 lakhs per month presently. Increments will be as decided by the Board and/or Committee 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) like the benefit of the Company's furnished accommodation or house rent in lieu thereof, gas, electricity, water and furnishings, club fees, personal accident insurance, use of Company's car and telephone at residence, medical reimbursement, leave and leave travel concession, education benefits, ex-gratia/reward and any other benefits provided to the employee(s) of the Company from time to time, including but not limited to entitlements on account of any subsisting or future long term incentive plans, provident fund, superannuation fund and gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff of the Company from time to time, in respect of any of such benefits.
 - (c) Commission on net profits:- Such amount as may be decided by the Board of Directors or a Committee thereof from year to year provided that the total remuneration including salary and perquisites along with commission paid to all the Managing/WholeTime Directors of the Company shall not exceed the limit laid down under Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions.
 - (d) Remuneration for a part of the Year:- Remuneration for a part of the year shall be computed on pro-rata basis.
 - (e) Minimum Remuneration:- In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration excluding commission shall be paid to Whole Time Director (EHS) as the minimum remuneration, subject to the provisions of the Schedule V of the Act and/or any other necessary approvals, if any.
3. Functions:- Mr. K.K. Sharma shall discharge such duties and functions as may be assigned to him by Managing Director(s) from time to time.
 4. Sitting Fee:- If permissible by law, he shall be entitled to sitting fee in addition to the components of remuneration mentioned above for attending meeting(s) of the Board of Directors or Committees thereof.
 5. Termination:- The appointment of Mr. K.K. Sharma may be terminated by either party giving to the other three calendar months' notice in writing.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorised to vary or modify any of the above terms & conditions including as to change in designation, vary or increase the salary notwithstanding the same shall exceed the overall remuneration set out above or as may be prescribed/permissible provided however that the same is within the limits laid down in the Schedule V of the Companies Act, 2013 and Rules framed under the Act including any modification thereto 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 the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded for the revision in the maximum limit of remuneration of Mr. Aditya A. Shriram, a relative of Chairman and Senior Managing Director of the Company, up-to Rs. 20.00 lakhs per month including salary, perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases), ex-gratia/rewards and all other benefits as applicable to officers in his cadre with authority to the Board of Directors or a Committee thereof to fix and revise his remuneration from time to time, to promote him to a higher grade/grades as it may consider suitable without requiring any further Resolution or consent of or reference to the Members.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or its other delegate, be and are hereby authorised to take all necessary steps and actions, which are incidental and consequential to give effect to the above Resolution."

By Order of the Board

New Delhi
May 8, 2018

Sameet Gambhir
Company Secretary
Membership No.: F4658

Notes:

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

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

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

Any Member entitled to vote on the Resolution(s), may request the Company, in writing, at least three days before the commencement of AGM for the inspection of Proxies. The same shall be made available for inspection during the business hours of the Company from the period beginning twenty-four hours before the time fixed for commencement of AGM and ending with the conclusion of AGM.
3. The Share Transfer Books and the Register of Members of the Company will remain closed from 24.7.2018 to 31.7.2018 (both days inclusive) for annual closing and determining the entitlement of the Members to the final dividend for 2017-18, if declared by the Members.
4. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting ("SS-2"), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting (AGM), form integral part of the Notice. The Directors have furnished the requisite declarations in regard to their appointment.
5. In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 21st March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience of trading in the shares of the Company.
6. Electronic Copy of Notice of 29th Annual General Meeting of the Company, inter-alia, indicating the manner of electronic voting ('e-voting') along with Explanatory Statement, Attendance Slip, Proxy Form and Route Map is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a Physical copy of the same. For Members who have not registered their email address or have requested for physical copy, the physical copies of the aforesaid notice/other documents are being sent in the permitted mode.
7. Members may also note that the Notice of 29th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Polling/Ballot Paper and the Annual Report for 2018 are available on the Company's website i.e. www.dcmshriram.com for the download.
8. Members holding shares in Physical form, are requested to update and/or intimate their change in address, email id, mobile no., if any, to M/s. MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent (RTA) at F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 along with proof of address (old and new both for change of address). Beneficial owners holding shares in electronic form are requested to intimate their change in address email id, mobile no., if any, to their respective Depository Participants (DPs) in order to get the same registered.
9. Pursuant to the SEBI Circular dated 20.4.2018, Members holding shares in physical form are required to update their PAN and Bank Account details by providing self attested copy of PAN and original cancelled cheque with preprinted name of the Shareholder/bank attested copy of passbook/statement showing name of account holder(s) by forwarding the above documents to M/s. MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent (RTA) at F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
10. Members holding shares in Physical form, are requested to intimate their change in Bank Mandate/National Electronic Clearing Service (NECS) details to M/s. MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent (RTA) at F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 along with an original cancelled cheque with preprinted name of the Shareholder (old and new both bank details) and bank attested copy of passbook/statement showing name of the account holder. Beneficial owners holding shares in electronic form are requested to intimate their change in Bank Mandate/NECS details, if any, to their respective Depository Participants (DPs) in order to get the same registered.
11. Members who are holding shares in physical form in identical names in more than one folio/same PAN No. are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
12. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, application for : (i) Transfer of physical shares (ii) Deletion of name of the deceased Shareholder(s) where the shares are held in the name of two or more Shareholders (iii) Transmission of shares to the legal heir(s)/representative(s), where deceased Shareholder was the sole holder of shares (iv) Transposition of shares – when there is a change in the order of

names in which physical shares are held jointly in the names of two or more Shareholders has to be accompanied with a self-attested copy of their Income Tax PAN Cards along with the other required documents to the RTA irrespective of the value of the transaction. Further, in case of registration of transfer of shares in physical form, in addition to the necessary transfer documents, a self attested copy of Income Tax PAN Card of both transferor(s) and transferee(s) shall also be furnished to the Company. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or RTA for any of the purposes stated above.

13. Section 124 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time, mandates that the dividend that has remained unpaid/unclaimed for a period of seven years be transferred to the Investor Education and Protection Fund (the Fund), established by the Central Government.

In view of the said provisions, the Company has during the Financial Year 2017-18 transferred the unpaid final dividend for the financial year 2009-10 to the Fund, for which claim can be made to IEPF Authority as per the procedure prescribed. The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 1.8.2017 (date of last Annual General Meeting) on the website of the Company (www.dcmshriram.com). Members of the Company who have not yet encashed their dividend for the financial year 2010-11 onwards are requested to write to the Company immediately.

Further, according to the said Rules, 6,27,352 Equity Shares in respect of which dividends have not been paid or claimed by the Shareholders for a period of seven consecutive years (i.e. from the final dividend of the Financial Year 2009-10 onwards) has been transferred to a DEMAT Account of the Investor Education and Protection Fund (IEPF) Authority.

14. In terms of Section 72 of the Companies Act, 2013 and related Rules thereunder, Member(s) of the Company may nominate a person to whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective DP, if held in electronic form.
15. Members are requested to register/update their e-mail addresses for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
16. Appointment/Re-appointment of Directors

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

Name of the Director	Mr. Ajay S. Shriram	Mr. Vikram S. Shriram	Mr. K.K. Kaul	Mr. K.K. Sharma	Mr. Sharad Shrivastva
Date of Birth & Age	4.3.1954 (64 Years)	6.12.1958 (59 Years)	30.3.1950 (68 Years)	17.10.1965 (52 Years)	17.1.1960 (58 Years)
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board of the Company	24.7.1989	22.5.1990	2.7.2014	20.11.2017	2.7.2014
Qualification	B.Com, PMD (Harvard)	B.Com (Hons.), FCA	BE in Chemical Engineering and Doctorate Degree in Human Letters	B.Tech in Chemical Engineering	B.A. Associate (Insurance Institute of India)
Experience	38 Years	37 Years	38 Years	28 Years	35 Years
Expertise in Functional Areas	General Management, Strategy, HR, Agri Businesses, Sugar and Retail	General Management, Strategy, Finance, Agri Businesses, Sugar and Retail	General Management, Project Management, Supply Chain Management, Operation of Process Plants and HR	Environment Health and Safety, Agrochemicals and Pharmaceutical manufacturing	Administration, Governance, HR & Marketing
Directorships held in other Companies	1. Prabha Shridhar Facilities Private Ltd. 2. Ajay Shriram Services Private Ltd. 3. DCM Shriram Foundation	1. VSS Associates Private Ltd. 2. DCM Shriram Foundation 3. SRCC Development Foundation	1. The Fertiliser Association of India 2. DCM Shriram Aqua Foods Ltd. 3. DCM Shriram Foundation	1. Shriram Axiall Private Ltd.	NIL

Name of the Director	Mr. Ajay S. Shriram	Mr. Vikram S. Shriram	Mr. K.K. Kaul	Mr. K.K. Sharma	Mr. Sharad Shrivastva
	4. SRCC Development Foundation 5. Fenesta India Ltd. 6. Hariyali Rural Ventures Ltd. 7. Shriram Bioseed Ventures Ltd. 8. DCM Shriram Aqua Foods Ltd. 9. The Fertiliser Association of India 10. Hariyali Kisaan Bazaar Ltd. 11. Hero Corporate Services Private Ltd. 12. DCM Shriram Credit and Investments Ltd 13. Shridhar Shriram Foundation	4. Shridhar Shriram Foundation 5. Fenesta India Ltd. 6. Hariyali Rural Ventures Ltd. 7. Shriram Bioseed Ventures Ltd. 8. DCM Shriram Aqua Foods Ltd. 9. Hariyali Kisaan Bazaar Ltd. 10. DCM Shriram Credit and Investments Ltd.	4. Shriram Axial Private Ltd.		
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	<u>DCM Shriram Ltd. Chairman</u> - Corporate Social Responsibility Committee - Board Finance Committee <u>Member</u> - Nomination, Remuneration & Compensation Committee - Stakeholders' Relationship Committee	<u>DCM Shriram Ltd. Member</u> - Corporate Social Responsibility Committee - Stakeholders' Relationship Committee - Board Finance Committee	<u>DCM Shriram Ltd. Member</u> - Board Finance Committee	NIL	NIL
Number of shares held in the Company	4,93,780	5,03,310	59,000	NIL	NIL
Last Drawn Remuneration (per annum)	Rs. 8.03 Crores	Rs. 7.85 Crores	Rs. 2.30 Crores	Rs. 0.31 Crore	Rs. 0.24 Crore
Number of Board Meetings attended during the year	5	5	5	2*	3
Relationship with other Directors, Manager and other Key Managerial Personnel	Brother of Mr. Vikram S. Shriram (Vice Chairman and Managing Director) & Mr. Ajit S. Shriram (Joint Managing Director)	Brother of Mr. Ajay S. Shriram (Chairman and Senior Managing Director) & Mr. Ajit S. Shriram (Joint Managing Director)	NIL	NIL	NIL

* appointed w.e.f. 20.11.2017

17. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative as also the signature of the said representative duly attested by the Company Secretary or Director of the Company, to attend and vote on their behalf at the AGM.
18. In case of joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related Rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related Rules thereunder will be available for inspection by Members of the Company at the venue of the AGM.
20. As per Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, a certificate by the Statutory Auditors of the Company, certifying the implementation of the DCM Shriram Employee Stock Purchase Scheme in accordance with the said Regulations, will be available for inspection by Members of the Company at the venue of the AGM.
21. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.
22. The route map for reaching the venue of the AGM is attached for the ready reference.
23. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members to cast their votes, on the Resolutions proposed to be considered at AGM, by electronic voting system from a place other than venue of the AGM ("remote e-voting") arranged by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling/ballot paper will also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right at the AGM through polling/ballot paper.
 - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote again.
 - IV. Mr. Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Practising Company Secretaries (Membership No. - FCS-4223, CP No.3850) failing him Mr. Lokesh Dhyani, Partner, M/s. Sanjay Grover & Associates, Practising Company Secretaries (Membership No.- ACS- 38725, CP No.16185) has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - V. The remote e-voting period shall commence on 28.7.2018 (9.00 A.M.) and ends on 30.7.2018 (5.00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25.7.2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - VI. The manner and process of remote e-Voting are as under:

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

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

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

Details on Step 1 is mentioned below:

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

 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

a) For Members who hold shares in demat account with NSDL.

b) For Members who hold shares in demat account with CDSL.

c) For Members holding shares in Physical Form.

Your User ID is:

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*****.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

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. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

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

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of DCM Shriram Limited for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VII. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amarjit at 011-41406149 (E-mail : admin@mcsregistrars.com) or Mr. Amit Mehra, Addl. Manager (Co. Law)/Mr. Y.K. Gupta, Manager (Co. Law) at 011-23316801 (E-mails : amitmehra@dcmshriram.com / ykgupta@dcmshriram.com). If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25.7.2018.
- X. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 25.7.2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agent (RTA) of the Company.
- XI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper and a person who is not a Member as on the cut-off date i.e. 25.7.2018, should treat this Notice for information purposes only.
- XII. The Chairman shall, at the AGM, at the end of discussion allow voting on all the Resolutions, with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer will after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.dcmshriram.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited, Mumbai & The National Stock Exchange of India Ltd., Mumbai.
- XV. General
Please note that:
- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 - Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the companies in which you are the Shareholder.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

EXPLANATORY STATEMENT

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

ITEM NO. 5

Mr. Ajay S. Shriram was appointed as Managing Director of the Company in 1990. He was re-designated by the Board as Vice Chairman & Managing Director with effect from 15.4.1993. He was further re-designated by the Board as Chairman & Senior Managing Director with effect from 24.9.2001. The existing tenure of Mr. Ajay S. Shriram effective from 1.11.2013 as approved by the Members in their Annual General Meeting held on 13.8.2013 is expiring on 31.10.2018.

Mr. Ajay S. Shriram is graduate in Commerce from Sydenham College, University of Mumbai and later attended the Programme for Management Development at the Harvard Business School, U.S.A. He is also a Member of the Board of Governors of Indian Institute of Corporate Affairs (IICA). He has been the President of Confederation of Indian Industry (CII) (2014-15) and has also been the President & Chairman of International Fertilizer Industry Association (IFA), Paris (2009-11). He has been conferred with Degree of Doctor of Letters (Honoris Causa) by BML Munjal University. He has over 38 years of rich experience and his expertise includes in the areas of General Management, Strategy, HR, Agri Businesses, Sugar and Retail. His overall responsibility is for looking after the day-to-day business and affairs of the Company.

It is under the stewardship of Mr. Ajay S. Shriram that the Company has achieved all round growth and made for itself a reputation in the core areas of its businesses.

It is proposed to re-appoint Mr. Ajay S. Shriram, Chairman and Senior Managing Director for a further period of 5 years with effect from 1.11.2018 and Members' approval is sought for his re-appointment. The terms of his re-appointment and remuneration including minimum remuneration are set out in the Resolution.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The relevant details of Mr. Ajay S. Shriram as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are covered in Point No.16 of this Notice.

The said re-appointment was recommended by Nomination, Remuneration and Compensation Committee & Board for the approval by the Members as a Special Resolution on the terms and conditions as set out at Item No.5.

Except Mr. Ajay S. Shriram and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in the Resolution.

ITEM NO. 6

Mr. Vikram S. Shriram was appointed as Dy. Managing Director of the Company in 1990. He was re-designated by the Board as Jt. Managing Director with effect from 15.4.1993. He was further re-designated as Vice Chairman & Managing Director with effect from 24.9.2001. The existing tenure of Mr. Vikram S. Shriram effective from 1.11.2013 as approved by the Members in their Annual General Meeting held on 13.8.2013 is expiring on 31.10.2018.

Mr. Vikram S. Shriram is graduate in Commerce with Honours from St. Xavier's College, Kolkata and is a Fellow Member of The Institute of Chartered Accountants of India. He has over 37 years of rich experience and his expertise includes in the areas of General Management, Strategy, Finance, Agri Businesses, Sugar and Retail. Mr. Shriram discharges such duties and functions, as assigned to him by the Chairman and Senior Managing Director of the Company from time to time.

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

It is proposed to re-appoint Mr. Vikram S. Shriram, Vice Chairman and Managing Director for a further period of 5 years with effect from 1.11.2018 and Members' approval is sought for his re-appointment. The terms of his re-appointment and remuneration including minimum remuneration are set out in the Resolution.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The relevant details of Mr. Vikram S. Shriram as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are covered in Point No.16 of this Notice.

The said re-appointment was recommended by Nomination, Remuneration and Compensation Committee & Board for the approval by the Members as Special Resolution on the terms and conditions as set out at Item No.6.

Except Mr. Vikram S. Shriram and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in the Resolution.

ITEM NO. 7

Mr. K.K. Sharma, was appointed on the Board of the Company as an Additional Director under category of Whole Time Director (EHS) w.e.f. 20.11.2017. According to the provisions of Section 161 of the Companies Act, 2013, he holds office as a Director upto the date of ensuing Annual General Meeting. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. K.K. Sharma is a 1st rank holder and Gold medalist in Chemical Technology from UDCT [now Institute of Chemical Technology (ICT), Mumbai]. He also possesses Diploma in safety from Regional Labor Institute, Kanpur and also NEBOSH IGC in Occupational Health & Safety with distinction. He has more than 28 years of experience in Agrochemicals and Pharmaceutical companies in manufacturing and EHS (Environment Health and Safety).

The said appointment was recommended by Nomination, Remuneration and Compensation Committee & Board for the approval by the Members as Special Resolution as set out at Item No.7.

The relevant details of Mr. K.K. Sharma as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are covered in Point No.16 of this Notice.

Except Mr. K.K. Sharma and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in the Resolution.

ITEM NO. 8

The Members in their Meeting held on 18.8.2015 had approved the revision in the maximum limit of remuneration to Mr. Aditya A. Shriram upto Rs.12 lakhs per month.

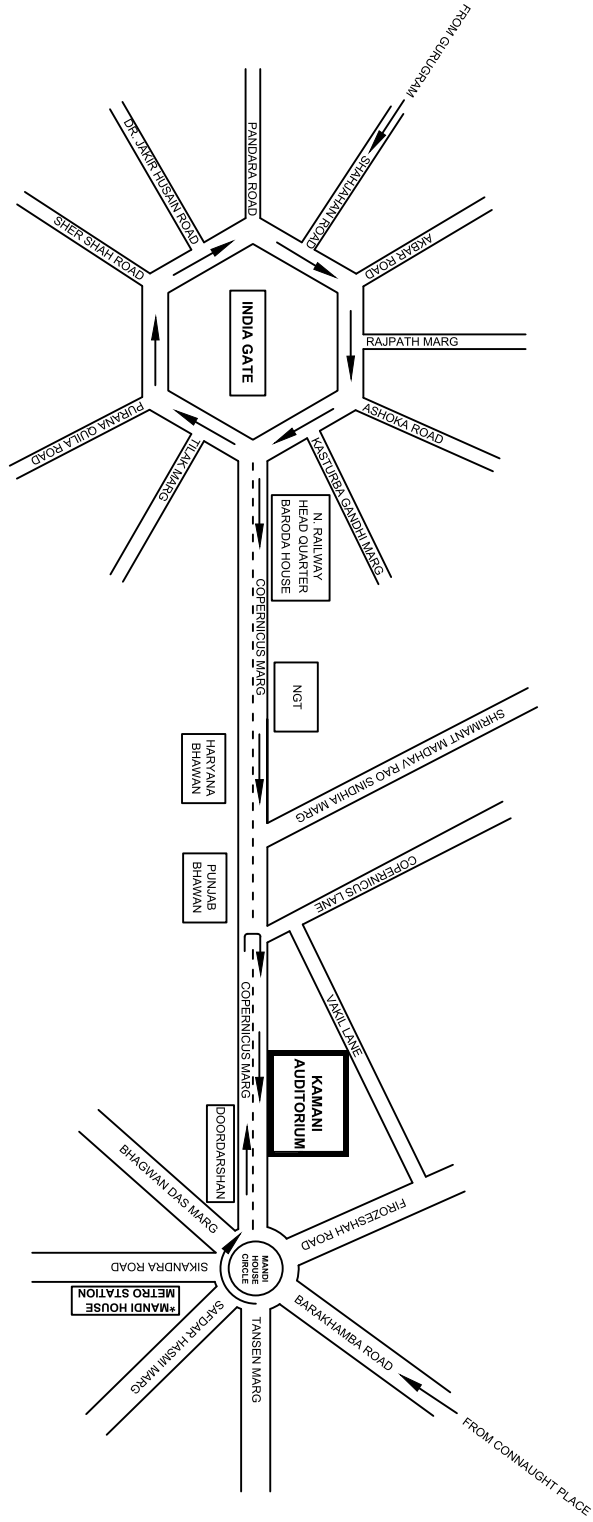
Mr. Aditya A. Shriram joined the Organization in 2006 and had successfully handled a variety of responsibilities across businesses and units. He was also associated with the Company's Shriram Farm Solutions Business, where he led the Crop Care and Seeds business and made a significant impact. Thereafter, he went on study leave from August, 2012 to August, 2014 and joined back the Organization in August, 2014 after successfully completing the prestigious MBA program at the London Business School.

Presently he is working as President in Chemical Business of the Company. His primary responsibility here includes providing impetus to the growth and strengthening of the business, along with supporting and guiding the team in the achievement of the operational and strategic plans of the business in close coordination with the Business Head which includes the successful execution and implementation of the chlor alkali and power expansion projects at Bharuch.

The revision in his maximum limit in remuneration, requires approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

Except Mr. Ajay S. Shriram (father of Mr. Aditya A. Shriram) and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in the Resolution.

The Board recommends the revision in maximum limit in remuneration of Mr. Aditya A. Shriram as Special Resolution as set out at Item No. 8 of the Notice for approval by the Members.



AGM VENUE KAMANI AUDITORIUM ROAD MAP

*** NEAREST LANDMARK : MANDI HOUSE METRO STATION**