

Notice

Notice is hereby given that the Thirty-third (33rd) Annual General Meeting (AGM) of the Members of DCM Shriram Ltd. ("the Company") will be held on Tuesday, the 19th July, 2022 at 12:00 Noon through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue, to transact the following business:

Ordinary Business:

- To consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31st March, 2022, 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, 2022 and the report of the auditors thereon.
- To declare a final dividend and to note the payment of interim dividend of Rs. 9.80 per equity share already paid during financial year 2021-22.
- 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 Ms. Sarita Garg (DIN : 08926869), who retires by rotation and being eligible, offers herself for re-appointment.
- To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable law(s), rule(s), regulation(s), guidelines(s) and subject to any other approval(s), consent(s) or permission(s) as may be required, M/s Deloitte Haskins & Sells, Delhi, a firm of Chartered Accountants (FRN: 015125N), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting, at such remuneration and on such other terms & conditions of appointment as shall be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof or its other delegate(s) be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection."

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and any other applicable law, the remuneration payable/paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the Company for the financial year 2021-22, as detailed in the Explanatory Statement to this item in this Notice, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof or its other delegate be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection."
- To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Power) Rules, 2014 and any other Rules as applicable (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 to the revision, w.e.f. 01.04.2022, in the **maximum limit** of remuneration for Mr. Varun A. Shriram, a relative of Mr. Ajit S. Shriram, Joint Managing Director of the Company, up-to Rs. 5.00 (five) 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 the officers in his cadre, with an authority to the Board of Directors or a Committee thereof to fix and revise his remuneration within the aforesaid limit, to promote him to a higher grade and/or change in designation, from time to time, 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."
- To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V of the Act (including any statutory modification or re-enactment thereof) and subject to such other consent(s), approval(s) or permission(s), as may be necessary, the consent of the Members be and is hereby accorded to the re-appointment of Mr. K.K. Sharma, Whole Time Director – EHS (DIN : 07951296) on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

- Tenure:- Five years w.e.f. 20.11.2022

2. Remuneration

(a) Salary:-

Rs. 3.83 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/Whole Time Directors of the Company shall not exceed the limit laid down under Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions.

(d) Remuneration for a part of the Year:-

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

(e) Minimum Remuneration:-

In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration excluding commission shall be paid to Whole Time Director (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 authorized to vary or modify any of the above terms & conditions including alter, vary or increase the salary, grade, designation and other remuneration, notwithstanding the same shall exceed the overall remuneration set out as above or as may be prescribed/permissible provided however that the same is within the limits laid down in the applicable provision(s) / schedule(s) / rule(s) 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."

New Delhi

Date:- 17.05.2022

By Order of the Board

Sameet Gambhir

Company Secretary

Membership No.: F4658

Notes:

- In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and accordingly pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars, notifications, guidelines issued in this regard from time to time by the Ministry of Corporate Affairs, Government of India (MCA), the physical attendance of the Members at the AGM venue is not required as this AGM is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, the Members are requested to attend and participate in the AGM through VC/OAVM. The deemed venue for this 33rd AGM shall be the Registered Office of the Company.
- In Compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, this Notice along with explanatory statement, *inter-alia* explaining the manner of attending this AGM through VC/OAVM and the instructions for electronic voting (e-voting), along with the Annual Report for the FY'2021-22 is being sent **only** through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on Company's website www.dcmshriram.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India at www.bseindia.com and www.nseindia.com respectively, on the website of NSDL at

www.evoting.nsdl.com and also at the website of Company's RTA at <https://www.mcsregistrars.com>. Any Member/s requiring the hard copy of Annual Report may kindly send an email from the registered email id at shares@dcmsriram.com or send a duly signed request in original at the registered office of the Company mentioned above.

3. Members, who are holding shares in physical/electronic form but their e-mail addresses are not registered with the Company/their respective Depository Participants, 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 the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the proof of address of the Member as registered with the Company, by email at shares@dcmsriram.com and/or at admin@mcsregistrars.com, for receiving the soft copies of Annual Report for the FY'2021-22 and the Notice of 33rd AGM. However, please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the soft copies of Notice of 33rd AGM and the Annual Report for 2021-22 and thereafter shall be disabled from the records of the RTA immediately after the 33rd AGM unless the hard copy of request letter along with the physical self attested copies of the aforesaid documents are received by the Company/RTA for updating the email addresses for future also. Members holding shares in demat form can update their email address with their Depository Participants.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
5. Since this AGM will be held through VC/OAVM and the physical presence of the Members has been dispensed with, the facility for appointment of Proxies by the Members is therefore not available and hence the Proxy Form and the Attendance Slip are not annexed to this notice. However, the Body Corporate shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast the votes through e-voting.
6. Institutional/ Body Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board of Directors' / Governing Body's resolution/authorisation etc, authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting. The said resolution/authorization shall be sent in advance to the scrutinizer by e-mail through its registered e-mail address at sanjaygrover7@gmail.com/ contact@csssanjaygrover.in with a copy marked to shares@dcmsriram.com.
7. In terms of the 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.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC/OAVM, without the physical presence of Members at a common venue, the route map is not annexed to this Notice.
10. Members may note that the Board of Directors, in its meeting held on May 05, 2022 has recommended a final dividend of Rs. 4.90 per share. The record date for the purpose of final dividend is July 08, 2022. The final dividend, if declared by the members in this AGM, will be paid within 30 days from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out at their registered addresses.
11. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 01, 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 the final dividend for the FY'2021-22 is subject to declaration by Members in this AGM and If declared this dividend will be taxable in your hands in the FY'2022-23 (Assessment Year 2023-24). Thus, all the details and declarations furnished should pertain to FY'2022-23 (Assessment Year 2023-24). The rate of TDS for various categories of shareholders along with required documents are available at the website of the company at <https://www.dcmsriram.com/Communication-of-TDS-on-Dividend.html>
Kindly note that the aforesaid documents, duly executed, are required to be sent either through email at shares@dcmsriram.com or directly send the original to the Company at its registered office at 2nd Floor (West Wing), Worldmark-1, Aerocity, New Delhi – 110037 on or before 08 July, 2022 in order to enable the Company to determine and deduct appropriate TDS/withholding tax. Members sending documents through email are required to send the original documents later to the Company at its registered office address.
12. Members holding shares in physical form, are requested to intimate their change in Bank Mandate/National Electronic Clearing Service (NECS) details (form can be downloaded from the website of the Company i.e. www.dcmsriram.com), and /or, update their PAN and Bank Account details through a request letter along with self attested copy of PAN, original cancelled cheque with preprinted name of the Shareholder (old and new both bank details) and bank attested copy of passbook/statement showing name of the account holder to M/s. MCS Share Transfer Agent Ltd., (Company's RTA) at their address at F-65, 1st Floor, Okhla Industrial Area, New Delhi-110020. 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.
13. Members who are holding shares in physical form in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.

14. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the weblink at <https://www.dcmshriram.com/Updation-of-KYC-as-Directed-by-SEBI>
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. 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, Shareholders are requested to make service requests by submitting a duly filled in and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at <https://www.dcmshriram.com/Communication%20to%20Shareholder.pdf>
- Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
16. In view of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”) as amended from time to time, the Company has, during the Financial Year 2021-22, transferred the unpaid final dividend for the FY 2013-14 & unpaid Interim dividend for the FY 2014-15 to the Investor Education and Protection Fund (IEPF). The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying as on date with the Company on the website of the Company (www.dcmshriram.com). Shareholders who have not yet encashed their Dividend for the financial year 2014-15 - final dividend onwards, are requested to write to the Company immediately as the said unclaimed dividend shall be transferred to IEPF on the date completion of 7 years from the date of transfer of said unpaid/ unclaimed dividend to the Unpaid Dividend Account by the Company.
- Further, according to the above mentioned Rules, 55,703 Equity Shares in respect of which dividends have not been paid or claimed by the shareholders for a period of seven consecutive years have been transferred to a Demat Account of the Investor Education and Protection Fund (IEPF) Authority during the FY 2021-22.
17. The above details have also been uploaded on the website of the IEPF authority i.e www.iepf.gov.in. Members may also note that dividend as well as shares transferred to IEPF Authority can be claimed back as per the procedure prescribed.
18. 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 DPs, if held in electronic form. A copy of Form SH-13 is available at the website of the Company at the link https://www.dcmshriram.com/Communication_to_Shareholders_new.pdf
19. Appointment/Re-appointment of Directors
- The brief resume and other information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), in relation to the appointment/re-appointment of Directors is as under:

Name of the Director	Mr. K.K. Kaul	Mr. K.K. Sharma	Ms. Sarita Garg
Date of Birth & Age	30.03.1950 (72 Years)	17.10.1965 (56 Years)	31.08.1962 (59 Years)
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board of the Company	02.07.2014	20.11.2017	20.10.2020
Qualification	BE in Chemical Engineering and Doctorate Degree in Human Letters	B. Tech Chemical Technology & PDIS (Post Diploma Industrial Safety)	Science graduate & PGEP
Experience	48 Years	32 Years	33 Years
Expertise in Functional Areas	General Management, Project Management Procurement and Supply Chain Management, Setting up/Operation of Fertilizer, Chemicals, Petrochemicals Cement process plants and Human Resource Management	Environment, Social & Governance (ESG), Sustainability, Health and Safety, Agrochemicals and Pharmaceuticals	Administration, Governance, Group Insurance and information Technology

Name of the Director	Mr. K.K. Kaul	Mr. K.K. Sharma	Ms. Sarita Garg
Directorship held in other companies	- DCM Shriram Foundation - DCM Shriram Aqua Foods Ltd. - The Fertiliser Association of India - Shriram Polytech Ltd.	- Shriram Polytech Limited	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of the listed entities	DCM Shriram Ltd Chairman - Board Risk Management Committee Member - Board Finance Committee	DCM Shriram Ltd. Member - Board Risk Management Committee	-
Names of Companies in which Director resigned in past 3 years.	NIL	NIL	NIL
Number of shares held in the Company by Non-Executive Director including shareholding as Beneficial Owner	N.A	N.A	NIL
Last Drawn Remuneration (per annum)	320.04 Lakhs	114.50 Lakhs	41.50* Lakhs
Number of Board Meetings attended during the year	6	6	6
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL	NIL	NIL
Terms and Conditions of Appointment/ Reappointment	Re-appointment consequent to retiring by rotation.	The terms and conditions of Appointment/ Reappointment are given in the proposed resolutions and explanatory statement of this Notice.	Re-appointment consequent to retiring by rotation.

* Paid to LIC of India

20. 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.
21. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are available for inspection through electronic mode, basis the request being sent on shares@dcmshriram.com
22. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by 08.07.2022 through email at shares@dcmshriram.com. Such questions shall be taken up during the meeting or replied within 7 days from the date of AGM by the Company suitably.
23. Members who 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 mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at shares@dcmshriram.com on or before 08.07.2022. Those Members, who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
24. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned hereinafter. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors and the Chairperson of the Audit Committee, NRC Committee and Stakeholders Relationship Committee, who are allowed to attend the AGM without restriction on account of first come first served basis.
25. During the AGM, Members may access the scanned copy of (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; (iii) certificate by the Secretarial Auditors of the Company on the implementation of the DCM Shriram Employee Stock Purchase Scheme as required under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, and (iv) any other documents as may be required, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com> under the head AGM Docs.

26. Instructions for e-voting and joining the AGM are as follows:

A. 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 remote e-voting period shall commence on 16.07.2022 (9.00 A.M.) and ends on 18.07.2022 (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 i.e. 12.07.2022, may cast their vote by remote e-voting. The said 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.
- III. Those Members who will be attending/participating in the AGM through VC/OAVM facility and have not cast their vote(s) on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM means, but shall not be entitled to cast their e-vote again.
- V. Mr. Devesh Kumar Vasisht (M. No.: F8488, CP No. 13700), Partner, M/s. Sanjay Grover & Associates, Company Secretaries failing him, Ms. Priyanka (M. No.: F10898, CP No. 16187), Partner, M/s. Sanjay Grover & Associates, Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
- VI. 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 09, 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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method 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 eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 and joining virtual meeting for individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

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 Ltd. to cast your vote during the remote e-Voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General 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.

- I. 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, Senior Manager at 011-41406148 (E-mail : admin@mcsregistrars.com) or Mr. Amit Mehra, Addl. Manager (Co. Law)/ Mr. Vipul Jain, Sr. Manager (Co. Law) at 011-42100200 (E-mail : shares@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. 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".
- II. 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).
- III. 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.12.07.2022.
- IV. 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. 12.07.2022, 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. 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".
- V. 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. 12.7.2022, should treat this Notice for information purposes only.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 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 link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.

B. e-voting result

1. 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 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.
2. 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 at <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 BSE Limited, Mumbai & The National Stock Exchange of India Ltd., Mumbai.

Other instructions

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.

EXPLANATORY STATEMENT

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

ITEM NO. 6

The Board of Directors ("The Board"), on the 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 accounting records of the Company at a total remuneration upto Rs.4.35 Lakhs plus applicable taxes and out of pocket expenses, if any, for the F.Y. 2021-22.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable/paid to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, based on recommendation of Board, the confirmation of the Members is being sought by passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable/paid to the Cost Auditors for the financial year 2021-22.

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

ITEM NO. 7

Mr. Varun A. Shriram, presently working as Chief Strategy Officer in Sugar Business of the Company, joined the Organization in 2019. He completed a 4 years Bachelor's Degree in Quantitative Economics from Tufts University, Medford, MA in 2018 and was on the Dean's List with Latin Honours. He has also done a General Course (Study Abroad) in Economics from the London School of Economics and Political Science (LSE) in 2017 and ISC certification from the Shriram School in 2014.

During the course of his education, he interned at Accenture in India as a Summer Associate, at ICRA as an Economic Intern and then did an internship with The Boston Consulting Group (BCG) at DCM Shriram as a member of Project ASTRA. He also worked on various professional consulting and business development projects as part of his education at Tufts University.

Post his education, he worked as an External Consultant at The BCG for a period of 6 months where he handled a variety of assignments including benchmarking leading global auto OEM and assessing the attractiveness of an auto NBFC.

In his role in Company's Sugar business, he took various digitization initiatives especially in Sugarcane value chain/Industry 4.0/Google suite usage. He is also deeply involved in many new initiatives in the business with the extensive use of Artificial Intelligence and Machine Learning; more particularly on smart factories.

He has also been actively involved in the project of Ajbapur distillery & the setting up and operationalization of other distilleries. He also contributed immensely in conceptualizing the brands of country liquor / other activities of country liquor business. He is constantly participating in exploring & evaluation of new Business opportunities for growth.

Some of his recent achievements and accomplishments include fast tracking adoption of digital tools / Google suite by employees during COVID pandemic, setting up of call center (Suvidha Kendra) in Loni Sugar Unit and its operationalization, Launch of e-Suvidha app for farmers and its

popularization, Evaluation and firming up of new projects viz. Grain based distillery, Sulphate of Potash and developing SOPs for preservation of molasses along with various team members.

The Board of Directors of the Company, on the recommendation of NRC Committee, at their meeting held on 5th May, 2022 had consented for fixing a maximum limit of remuneration of Mr. Varun A. Shriram since his monthly gross remuneration will be exceeding Rs. 2.50 lacs monthly limit as provided in Section 188 of the Companies Act, 2013. The approval of Members is therefore required under the said provisions.

The members may kindly note that this proposal is to fix a maximum limit on monthly gross remuneration of Rs. 5.00 Lacs, which will include 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. This amount of Rs. 5.00 Lacs monthly will not be his revised remuneration immediately and it may take a few more years to reach the said maximum limit of monthly remuneration as the yearly revision going forward will be decided by the NRC Committee based on his future annual performance evaluations.

The proposal to fix the maximum gross monthly remuneration through the current resolution is to avoid coming to shareholders each year. The Company will now approach for the shareholders approval once the monthly gross remuneration is likely to increase this maximum limit of Rs. 5.00 Lacs, which may take a couple of years.

The fixing of this maximum limit requires approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

Except, Mr. Ajit S. Shriram (Father of Mr. Varun A. Shriram) and his relatives, no other Directors/Key Managerial Personnel(s) or their relative(s) is concerned or interested in the Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8

The Members in their AGM held on 31.07.2018 had approved the appointment of Mr. K.K. Sharma as Whole Time Director (EHS) for a period of 5 years w.e.f. 20.11.2017. His existing term expires on 20.11.2022. The NRC Committee and Board have recommended his re-appointment for a further period of 5 years w.e.f. 20.11.2022, for the approval of Members.

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).

In his current role in the organisation Mr. Sharma is actively driving ESG initiatives and reporting of ESG performance in the Sustainability report as per Global Reporting Initiative Standards. He has contributed immensely in strengthening the Safety procedures and systems across all the Company's sites through regular safety audits by National and International agencies. The behavioural safety has also been implemented across the sites and is being practiced to continuously improve the safety performance by building safety culture across organisation.

He has been inter-alia instrumental in implementation of Integrated Management System certification (ISO 9001, 14001 & 45001) in Fenesta and SFS businesses of the Company, best waste management practices including Extended Producer Responsibility obligation for plastic waste recycling, making the Organization future ready to overcome EHS related challenges for a sustainable business and also in ensuring latest effluent treatment technologies and fire protection system installation at the sites.

During his tenure, the Company bagged a number of sustainable and safety related awards recognitions, few of which are as under:

- 24th rank among the top 200 most sustainable companies by Business World;
- British Safety Council Safety awards for our Kota, Bharuch and Hariawan sites;
- Recognition by CII for water conservation awards inside and outside the fence;
- Three Green Leaves Environmental Recognition for the Urea plant by Centre for Science and Environment; and
- Best Debutant Sustainability Assessor Award from CII in the year 2021.

His brief resume and other details as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, is provided in the Notes.

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

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.

The Board is of the view that the Company gets extremely benefitted by the services of Mr. Sharma more particularly his contribution and continuous efforts towards the ESG, Health & Safety and sustainability goals of the Company and therefore recommends the Special Resolution as set out at Item No.8 of the Notice for the approval by the Members.

New Delhi

Date:- 17.05.2022

By Order of the Board

Sameet Gambhir

Company Secretary

Membership No.: F4658



DCM SHRIRAM

Growing with trust



DCM SHRIRAM

FOUNDATION

“*Thanks to the check dam, the water stays for long and the land remains fertile for longer.*”



Straight
from the
HEART

DCM Shriram - Corporate Social Responsibility Initiative
Supporting Environment Sustainability and Impacting Lives.

DCM SHRIRAM FOUNDATION
(A Philanthropic arm of DCM Shriram Ltd.)