

Notice

Notice is hereby given that the Thirty-Second (32nd) Annual General Meeting (AGM) of the Members of DCM Shriram Ltd. ("the Company") will be held on Tuesday, the 20th July, 2021 at 10:30 A.M. 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:

1. To consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended 31st March, 2021, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the auditors thereon.
2. To declare a final dividend and to note the payment of interim dividend of Rs. 5.50 per equity share already paid during financial year 2020-21.
3. To appoint a Director in place of Mr. Ajit S. Shriram (DIN : 00027918), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. K.K. Sharma (DIN : 07951296), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and 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 2020-21, as detailed in the Explanatory Statement to 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."
6. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"Resolved that Ms. Sarita Garg (DIN : 08926869), Nominee, LIC of India, who was appointed as an Additional Director of the Company by the Board, be and is hereby appointed a Director of the Company.

Resolved further that the Board of Directors and/or any Committee of the Board or its other delegate be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."
7. 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. 1.4.2021, in the maximum limit of remuneration for Mr. Anand A. Shriram, a relative of Mr. Ajay S. Shriram, Chairman and Senior Managing Director of the Company, up-to Rs. 12.50 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 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."
8. 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, w.e.f. 1.4.2021, to fix the maximum limit of remuneration for Mr. Pranav V. Shriram, a relative of Mr. Vikram S. Shriram, Vice-Chairman and Managing Director of the Company, up-to Rs. 7.50 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 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."
9. 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 ("Act") and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and subject to such other consents and permissions, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. K.K. Kaul, Whole Time Director (DIN : 00980318) on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

1. Tenure:- 2 years w.e.f. 2.7.2021

2. Remuneration

(a) Salary

Rs. 9.61 lakhs per month. The Board or any Committee thereof in its absolute discretion and from time to time will review the salary payable to Mr. K.K. Kaul.

(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 and furnishings, club fees, personal accident insurance, use of Company's car with driver & other expenses, telephone at residence, medical reimbursement, leave and leave travel concession, education benefits and any other benefits provided to the employee(s) of the Company from time to time, including but not limited to entitlements on account of any subsisting or future long term incentive plans, 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 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 as the minimum remuneration, subject to necessary approvals, if any.

3. Functions

Mr. K.K. Kaul shall discharge such duties and functions as may be assigned to him by Chairman & Senior Managing Director and Vice Chairman & Managing Director of the Company from time to time.

4. Sitting Fee

If permissible by law and approved by the Board, Mr. K.K Kaul 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. Kaul 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 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 Schedule V than 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."

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

"Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded to re-appoint Justice (Retd.) Vikramajit Sen (DIN:00866743), who was appointed as Non-Executive Independent Director to hold office for a term of 5 years w.e.f. 9.8.2016 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and who is eligible for re-appointment, as Non-Executive Independent Director of the Company to hold office for second term of 5 consecutive years w.e.f. 9.8.2021 at such remuneration including fees and commission as may be approved by Board/Committee from time to time within the limits prescribed under applicable laws.

Resolved further that the Board of Directors and/or any Committee of the Board or its other delegate be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

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

"Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the

Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded to re-appoint Mr. Pravesh Sharma (DIN:02252345), who was appointed as Non-Executive Independent Director to hold office for a term of 5 years w.e.f. 9.8.2016 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, as Non-Executive Independent Director of the Company to hold office for second term of 5 consecutive years w.e.f. 9.8.2021 at such remuneration including fees and commission may be approved by Board/Committee from time to time within the limits prescribed under applicable laws.

Resolved further that the Board of Directors and/or any Committee of the Board or its other delegate be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

New Delhi

Date:- 4.5.2021

By Order of the Board

Sameet Gambhir

Company Secretary

Membership No.: F4658

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing norm to be followed and accordingly pursuant to the Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars, notifications, guidelines issued in this regard from time to time, 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 32nd AGM shall be the Registered Office of the Company.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. 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 their votes through e-voting.
4. 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 governing body 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 to sanjaygrover7@gmail.com with a copy marked to shares@dcmshriram.com.
5. 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 this AGM provided hereinafter form an integral part of the Notice. The Directors have furnished the requisite declarations in regard to their appointment.
6. 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.
7. In Compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, Notice with explanatory statement, inter-alia explaining the manner of attending AGM through VC/OAVM and instructions for electronic voting (e-voting), of 32nd AGM of the Company along with the Annual Report 2020-21 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 exchange i.e. BSE Limited and National Stock Exchange of India at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com and also at the website of Company's RTA at <https://www.mcsregistrars.com>.
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 04, 2021 has recommended a final dividend of Rs.3.80 per share. The record date for the purpose of final dividend is July 9, 2021. 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 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the

shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that the final dividend for the FY 2020-21 is subject to declaration by Members in the AGM to be held on 20th July 2021, If declared this dividend will be taxable in your hands in the FY 2021-22 (Assessment Year 2022-23). Thus, all the details and declarations furnished should pertain to FY 2021-22 (Assessment Year 2022-23). The rate of TDS for various categories of shareholders along with required documents are available at the website of the Company at <https://www.dcmshriram.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@dcmshriram.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 12th July, 2021 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.dcmshriram.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/electronic form and 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 address proof of the Member as registered with the Company, by email to shares@dcmshriram.com and/or admin@mcsregistrars.com, for receiving the Annual Report for the FY 2020-21 and the Notice of 32nd 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 Notice of 32nd AGM and Annual Report for 2020-21 and thereafter shall be disabled from the records of the RTA immediately after the 32nd 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. Members holding shares in demat form can update their email address with their Depository Participants.
14. Members are required to register/update their e-mail addresses by sending a hard copy of duly signed letter along with physical self attested copies of the above documents to the RTA of the Company at its address mentioned in point no. 12 for receiving all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
15. 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.
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 2020-21, transferred the unpaid final dividend for the FY 2012-13 & unpaid Interim dividend for the FY 2013-14 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). Members of the Company who have not yet encashed their Dividend for the financial year 2013-14 final dividend onwards are requested to write to the Company immediately as the said unclaimed dividend shall be transferred to IEPF immediately after the completion of 7 years from the date of transfer to Unpaid Dividend Account by the Company.
Further, according to the above mentioned Rules, 49,941 Equity Shares in respect of which dividends have not been paid or claimed by the Members for a period of seven consecutive years has been transferred to a Demat Account of the Investor Education and Protection Fund (IEPF) Authority during the FY 2020-21.
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.
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, in relation to the appointment/re-appointment of Directors is as under:

| Name of the Director | Mr. Ajit S. Shriram | Mr. K.K. Kaul | Mr. K.K. Sharma | Justice (Retd.) Vikramajit Sen | Mr. Pravesh Sharma | Ms. Sarita Garg |
|---|--|---|---|---|--|--|
| Date of Birth & Age | 03.10.1967 (53 Years) | 30.03.1950 (71 Years) | 17.10.1965 (55 Years) | 31.12.1950 (70 Years) | 07.07.1959 (61 Years) | 31.08.1962 (58 Years) |
| Nationality | Indian | Indian | Indian | Indian | Indian | Indian |
| Date of first Appointment on the Board of the Company | 02.05.2001 | 02.07.2014 | 20.11.2017 | 09.08.2016 | 09.08.2016 | 20.10.2020 |
| Qualification | B.Com., MBA | BE in Chemical Engineering and Doctorate Degree in Human Letters | B. Tec Chemical Technology & PDIS (Post Diploma Industrial Safety) | LL.B | IAS (Retd.) | Science graduate & PGEP |
| Experience | 30 Years | 47 Years | 31 Years | 46 Years | 38 Years | 32 Years |
| Expertise in Functional Areas | General Management, Strategy, Finance, GRC, Agri Businesses, Sugar, and Chloro Vinyl Business | General Management, Project Management Procurement and Supply Chain management, Setting up/ Operation of Fertilizer, Chemicals, Petrochemicals Cement process plants and Human Resource Management | Environment Health and Safety, Agrochemicals and Pharmaceuticals manufacturing | Civil & Commercial matters and Arbitration | Food Security Agriculture, Rural finance, Rural development and Natural Resources Management | Administration, Governance, Group Insurance and information Technology |
| Directorships held in other Companies | <ul style="list-style-type: none"> - DCM Shriram Credit and Investments Ltd. - Shriram Bioseed Ventures Ltd. - Hariyali Rural Ventures Ltd. - Fenesta India Ltd. - Hariyali Kisaan Bazaar Ltd. - DCM Shriram Infrastructure Ltd. - DCM Shriram Foundation - Shridhar Shriram Foundation - SRCC Development Foundation | <ul style="list-style-type: none"> - The Fertilizer Association of India - DCM Shriram Aqua Foods Ltd. - Shriram Axiall Private Ltd. - DCM Shriram Foundation | <ul style="list-style-type: none"> - Shriram Axiall Private Ltd. | <ul style="list-style-type: none"> - BSE Limited (L) | <ul style="list-style-type: none"> - Shambhavi Tech Farms Private Ltd. - Kamatan Farm Tech Ltd. - Samunnati Agro Solutions Private Ltd. | NIL |

| Name of the Director | Mr. Ajit S. Shriram | Mr. K.K. Kaul | Mr. K.K. Sharma | Justice (Retd.) Vikramajit Sen | Mr. Pravesh Sharma | Ms. Sarita Garg |
|--|--|--|---|--|--|-----------------|
| | - Indian Sugar Exim Corporation Ltd. - Ajit Shriram Facilities Private Ltd. | | | | | |
| Chairman/ Member of the Committee(s) of the Board of Directors of the Company and other entities | DCM Shriram Ltd. Member - Board Finance Committee - Corporate Social Responsibility Committee - Stakeholders' Relationship Committee | DCM Shriram Ltd. Chairman - Board Risk Management Committee Member - Board Finance Committee | DCM Shriram Ltd. Member - Board Risk Management Committee | DCM Shriram Ltd. Member - Corporate Social Responsibility Committee BSE Ltd. Chairman - Selection Committee Member - Regulatory Oversight Committee - Standing Committee and Technology - Risk Management Committee | DCM Shriram Ltd. Member - Audit Committee - Corporate Social Responsibility Committee | - |
| Number of shares held in the Company | 595580 | 59000 | NIL | NIL | NIL | NIL |
| Last Drawn Remuneration (per annum) | 878.75 Lakhs | 252.58 Lakhs | 100.01 Lakhs | 35.00 Lakhs | 50.00 Lakhs | 30.00 Lakhs |
| Number of Board Meetings attended during the year | 6 | 6 | 6 | 5 | 6 | 2 |
| Relationship with other Directors, Manager and other Key Managerial Personnel | Brother of Mr. Ajay S. Shriram and Mr. Vikram S. Shriram | NIL | NIL | NIL | NIL | NIL |
| Terms and Conditions of Appointment/ re-appointment | The terms and conditions of Appointment/re-appointment are given in the proposed resolutions and explanatory statement of this Notice. | | | | | |

L stands for Listed Companies.

** 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 15.07.2021 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 would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at shares@dcmshriram.com on or before 15.07.2021. 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 Statutory 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 17.7.2021(9.00 A.M.) and ends on 19.7.2021(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.13.7.2021, 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 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 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. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. 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. 2. After successful login of Easi/Easiest the user will be 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="395 1276 831 1538" 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 | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p> |

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 General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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. 13.7.2021.
- 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. 13.7.2021, 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. 13.7.2021, 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. 5

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. 2020-21.

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.5 of the Notice for ratification of the remuneration payable/paid to the Cost Auditors for the financial year 2020-21.

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. 6

After the retirement of Mr. Sharad Shrivastva (earlier nominee of LIC of India on the Board of the Company) from LIC of India, he has resigned from the directorship of the Company w.e.f. 7.8.2020. Thereafter, LIC of India had nominated Ms. Sarita Garg as its nominee on the Board of the Company. Ms. Garg (DIN : 08926869) was then appointed by the Board on 20.10.2020 as an Additional Director to hold office till the date of this AGM.

Ms. Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. The NRC Committee of the Board of Directors has recommended her appointment as Director.

Her 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.

Except Ms. Sarita Garg and her relatives, no other Director/ Key Managerial Personnel of the Company/their relatives, is concerned or interested in the Resolution.

The Board hereby recommends the Ordinary Resolution as set out at Item No.6 of the Notice for approval by the Shareholders.

ITEM NO.7

The Members in their AGM held on 18.8.2015 had approved the fixation of the maximum limit of remuneration for Mr. Anand A. Shriram upto Rs.7.50 lacs per month and within that limit his remuneration was determined and fixed from time to time by the NRC Committee and Board.

Mr. Anand A. Shriram, completed his Bachelor of Economics from Southern Methodist University, Dallas, TX, USA in the year 2009 and Bachelor of Business Administration from Amity University, Noida. He has also done a Course in Business Development and IT Innovation from the prestigious London School of Economics.

Presently Sr. Vice President in SFS Business of the Company, he joined the Organisation in 2010 as Officer. He went through an extensive process of orientation and learning on the job at Kota in the commercial functions and subsequently handled responsibilities in the Plastics business. He made some useful contributions in the course of his two years stint at Kota.

Mr. Anand A. Shriram thereafter joined the SFS business of the Company in Dec 2017. After initially focusing on growth of Research Wheat, Hybrid Seeds business and Business Development initiatives, he took over responsibility of the entire Seeds Business at SFS in Feb 2019.

He has been instrumental in delivering aspirational growth in the Seed business. In the last 2 years, the seed business has grown around 1.5 times (Rs.318 cr to Rs.473 cr) and the bottom line has grown around 2 times (Rs.42 cr to Rs.80 cr).

Mr. Anand A. Shriram has specifically contributed to strengthening Research & Development, building Strategic Alliances and creating a long term vision for the Seed business. Besides this, he has been playing an active role in scanning the Agri-tech space and building strategic associations with new-age e-commerce start-ups.

As recommended by NRC Committee and the Board, It is now proposed to revise (after a period of approx 6 years) the said maximum limit of remuneration for Mr. Anand A. Shriram, within which his remuneration will be fixed from time to time by the Board or its Committee

The proposed resolution requires the approval of members, pursuant to section 188 of the Companies Act, 2013.

Except Mr. Ajay S. Shriram (father of Mr. Anand 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 Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8

Mr. Pranav V. Shriram, completed his MSc Innovation and Entrepreneurship from the University of Warwick, United Kingdom in 2016. He has also done his BSc in Business Management from Cardiff University, United Kingdom in 2015 and an International Baccalaureate Diploma from The Shri Ram School.

Presently Dy. General Manager, Mr. Pranav V. Shriram joined the the Company in 2016 as Management Trainee. He thereafter moved to the Fenesta business of Company in 2018 after a successful stint as a member of the ASTRA team at the Corporate Office. His primary role after joining Fenesta business was as a key member of the project team responsible for starting of the Aluminium Operations and was then designated as Sr. Manager – Aluminium Operations. He took part in various strategic and operational initiatives and programs as part of his role.

He is currently working on Digital Transformation of Fenesta Business from June, 2020. In this role, he is contributing immensely by continuously exploring opportunities for simplification / automation and digitization of both front end and back end processes and working on the shortlisted initiatives, which in turn helps in increasing volumes, improving customer satisfaction and optimising costs and resources.

He along with his team has successfully rolled out Knowledge Management Portal which is helping the sales team to improve their effectiveness on the field. The Digital Transformation Team has also implemented many other solutions in the Fenesta business such as Automated Workflow Systems, Plant Maintenance Module, etc. apart from enhancing the effectiveness of already deployed IT solutions. The team is further working on taking up more initiatives in the field of Artificial Intelligence and Machine Learning as well.

As recommended by NRC Committee and the Board, it is proposed to fix the maximum limit of remuneration for Mr. Pranav V. Shriram, within which his remuneration will be fixed from time to time by the Board or its Committee.

The proposed resolution requires the approval of members, pursuant to section 188 of the Companies Act, 2013.

Except Mr. Vikram S. Shriram (father of Mr. Pranav V. 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 Ordinary Resolution as set out at Item No. 8 of the Notice for approval by the Members.

ITEM NO. 9

Mr. K.K. Kaul (DIN : 00980318), Whole Time Director of the Company having total experience of 47 years joined the Company in 1980 as Asst. Plant Superintendent. He joined the Company in 1980. He is a First class First (Honors) graduate in Chemical Engineering and has been awarded Doctorate Degree in Human Letters (Honoris Causa) by Vardhaman Mahavir Open University, Kota. He has done an Integrated Management Development course at Administrative Staff College, Hyderabad and the Executive Programme from Darden Graduate School of Business Administration, University of Virginia, USA. He is also Chairman of Risk Management Committee and a Member of Board Finance Committee of the Company.

The Members in their AGM held on 23.7.2019 had approved his re-appointment for a period of upto 2 years w.e.f. 2.7.2019. His existing term expires on 1.7.2021. The NRC Committee and Board have recommended his re-appointment for a further period of 2 years w.e.f. 2.7.2021, for the approval of Members.

Mr. Kaul has got a wide experience in the erection, commissioning, operation, maintenance and management of Power, Fertiliser, Cement, Chemical and Petrochemical Plants. He has made remarkable contributions in the energy efficiency improvement measures, as well as troubleshooting of process at plants. He has been continuously working to ensure sustainable development of the complex at Kota. The Kota integrated complex as well as the Bioseed business of the Company is substantially under supervision and control of Mr. Kaul. He has travelled extensively all over the world and has shared his experiences through interactions with technical experts in various conferences. He has been instrumental in improving overall safety and sustainability performance. In his role as Whole Time Director he contributes immensely not only to the growth of Organsiation but also extend support and help to other Board Members as and when required. The Company gets extremely benefit from his insights and global perspective.

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. Kaul 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. Kaul 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 Special Resolution as set out at Item No.9 of the Notice for the approval by the Members.

ITEM NO. 10

Justice (Retd.) Vikramajit Sen (DIN:00866743) was appointed as Non Executive Independent Director for a period of five consecutive years w.e.f. 9.8. 2016.

The NRC Committee of the Board of Directors has recommended re-appointment of Justice (Retd.) Vikramajit Sen as Non Executive Independent Director for a second term of 5 (five) consecutive years w.e.f. 9.8.2021 on the Board of the Company.

Justice (Retd.) Vikramajit Sen is also a Member of Corporate Social Responsibility Committee of the Company. He is a retired Judge of Supreme Court of India. He graduated in History with Honours from St. Stephen's College. He attained First Division in LL.B. from Faculty of Law, Delhi University. He has a rich experience of 40 Years. He is the Chairman of the Board of Directors of the Bombay Stock Exchange (BSE). He possesses expertise in Civil & Commercial Legal Matters and Arbitration.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considers that, given his background and experience and contributions as board member and member of CSR Committee made by him during his tenure, the continued association of Justice (Retd.) Vikramajit Sen would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Justice (Retd.) Vikramajit Sen as Non Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 9.8.2021 on the Board of the Company.

Justice (Retd.) Vikramajit Sen is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Justice (Retd.) Vikramajit Sen that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Justice (Retd.) Vikramajit Sen fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

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.

Justice (Retd.) Vikramajit Sen is independent of the management. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board/Committee, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions of the Act and any other laws.

Members seeking any information with regard to the draft terms and conditions of his appointment are requested to write to the Company through email on shares@dcmshriram.com.

Except Justice (Retd.) Vikramajit Sen and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in the Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution as set out at Item No. 10 of the Notice for the approval by the Members.

ITEM NO. 11

Mr. Pravesh Sharma (DIN:02252345) was appointed as Non Executive Independent Director for a period of five consecutive years w.e.f. 9.8. 2016.

The NRC Committee of the Board of Directors has recommended re-appointment of Mr. Pravesh Sharma as Non Executive Independent Director for a second term of 5 (five) consecutive years w.e.f. 9.8. 2016 on the Board of the Company.

Mr. Pravesh Sharma is a Member of Audit Committee and Corporate Social Responsibility Committee of the Company. He has an overall working experience of more than 30 years in food security, agriculture, rural finance, rural development and natural resources management. He has served on a five-year UN assignment (2001-2006) with the International Fund for Agriculture Development. During his tenure he worked for 3 years in the Prime Minister's Office.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considers that, given his background and experience and contributions made by him as Board Member, Audit Committee member and member of CSR Committee during his tenure, the continued association of Mr. Pravesh Sharma would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Pravesh Sharma as Non Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 9.8. 2021, on the Board of the Company.

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

The Company has also received declaration from Mr. Pravesh Sharma that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Pravesh Sharma fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

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. Pravesh Sharma is independent of the management. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board/Committee, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions of the Act and any other laws.

Members seeking any information with regard to the draft terms and conditions of his appointment are requested to write to the Company through email on shares@dcmshriram.com.

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

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution as set out at Item No. 11 of the Notice for the approval by the Members.

New Delhi

Date:- 4.5.2021

By Order of the Board

Sameet Gambhir

Company Secretary

Membership No.: F4658



DCM SHRIRAM

Growing with trust

**WE EARN
TRUST.
EVERYTHING
FOLLOWS.**

Growth is not the first reason for our existence. It is a by-product of trust. And that is what we at DCM Shriram have made the primary objective of our pursuit. Earned and nurtured over decades, it has become the bedrock of every business, every transaction and every interaction that we are partner to. It is an old-world value that has not just helped us emerge stronger in the past, but is constantly helping us prepare for the future. It is through winning trust of everyone we touch, that we have been able to diversify and succeed across verticals – manufacturing, agriculture, chemicals and consumer products. That we are poised to expand, grow and evolve, is also for the same reason. And even as we do, we know that what we are really growing in – and with – is trust.

DCM SHRIRAM LTD.

Agri-Rural Business | Chlor-Vinyl Business | Value Added Business

Shriram Fertilisers & Chemicals • Shriram Alkali & Chemicals • DCM Shriram Sugar • Bioseed
• Fenesta Building Systems • Shriram Cement • Shriram Axiall

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