

Notice

Notice is hereby given that the Thirty-First (31st) Annual General Meeting (AGM) of Members of DCM Shriram Ltd. (the Company) will be held on Tuesday, the 21st July, 2020 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, 2020, 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, 2020 and the reports of the auditors thereon.
2. To confirm the payment of interim dividends of Rs.8.20 per Equity share already paid during the financial year 2019-2020.
3. 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.
4. To appoint a Director in place of Mr. Sharad Shrivastva (DIN : 01271854), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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 2019-20, 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 a Special Resolution:

"Resolved that pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and subject to such consents and permissions, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Ajit S. Shriram, Joint Managing Director (DIN : 00027918) on the terms and conditions including the remuneration as set out hereunder:

Terms & Conditions of appointment

1. **Tenure:-** 5 years w.e.f. 2.5.2021

2. Remuneration

(a) Salary

Rs.17.20 lakhs per month.

(b) Perquisites

Perquisites (evaluated as per Income Tax Rules, wherever applicable) like the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence, medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund, gratuity and any other perquisite(s)/benefit(s) in accordance with the scheme(s) and rule(s) applicable to the Members of the staff of the Company from time to time, for the aforesaid 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 Mr. Ajit S. Shriram as the minimum remuneration, subject to necessary approvals, if any.

3. Functions

Mr. Ajit S. Shriram 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, he shall, subject to the approval of Board, 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. Ajit S. Shriram may be terminated by either party giving to the other six calendar months' notice in writing. In the event of termination of this appointment of Mr. Ajit S. Shriram by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 and rules made thereunder or any statutory amendment or re-enactment thereof.

Resolved further that the Board of Directors or a Committee thereof be and is hereby authorised to vary or modify any of the above terms & conditions including 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 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.”

7. 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, Ms. Ramni Nirula (DIN: 00015330), who has submitted a declaration that she 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, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of 5 consecutive years w.e.f. 3.2.2020 at such remuneration including fees and commission as approved by Board/Committee within prescribed limits.

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”.

By Order of the Board

New Delhi
Date:- 3.6.2020

Sameet Gambhir
Company Secretary
Membership No.: F4658

Notes:

1. In view of the continuing Covid-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5,2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM without the physical presence of Members at a common venue. In compliance of the provisions of Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. **Since this AGM is held without the physical presence of the Members, the Proxy Form and the Attendance Slip are not annexed to this Notice.**
4. Institutional/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, authorizing 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 to the scrutinizer by e-mail through its registered e-mail address to sanjaygrover7@gmail.com with a copy marked to shares@dcmsriram.com
5. Details under Regulation 36 of the SEBI Listing Regulations, 2015 and Secretarial Standards on General Meeting (“SS-2”), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting (AGM), form integral part of the Notice. The Directors have furnished the requisite declarations in regard to their appointment.
6. In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 21st March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience of trading in the shares of the Company.

7. In Compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 Notice, inter-alia, explaining the manner of attending AGM through VC/OAVM and electronic (e-voting) voting along with explanatory statement of 31st AGM of the Company and with the Annual Report 2019-20 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 Ltd. 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 our 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 required.
10. 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 our 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., 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.
11. **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 scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company 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 for receiving the Annual Report 2019-20 along with AGM Notice by email to shares@dcmshriram.com or admin@mcsregistrars.com. Members holding shares in demat form can update their email address with their Depository Participants.**
12. **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 31st AGM and Annual Report for 2019-20 and thereafter shall be disabled from the records of the RTA immediately after the 31st AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.**
13. Members who are holding shares in physical form in identical names 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. 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 2019-20, transferred the unpaid dividend for the financial year 2012-13 to the Investor Education and Protection Fund (IEPF). The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on date 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 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 said rules, 6,75,765 Equity Shares (Including shares lying in Unclaimed suspense account) in respect of which dividends have not been claimed by the Shareholders for a period of seven consecutive years (i.e. from the dividend of the Financial Year 2012-13 onwards) has been transferred to a Demat Account of the Investor Education and Protection Fund (IEPF) Authority, during the F.Y. 2019-20.
15. The above details have also been uploaded on the website of the IEPF authority and the same can be accessed through the website: www.iepf.gov.in. Members may also note that dividend as well as shares transferred to IEPF Authority can be claimed back from there as per the procedure prescribed.
16. In terms of Section 72 of the Companies Act, 2013 and related Rules thereunder, Member(s) of the Company may nominate a person to whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective DP, if held in electronic form.
17. Appointment/Re-appointment of Directors
The information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the appointment/re-appointment of Directors is as under:

Name of the Director	Mr. Ajit S. Shriram	Mr. K.K. Kaul	Ms. Ramni Nirula	Mr. Sharad Shrivastva
Date of Birth & Age	3.10.1967 (52 Years)	30.3.1950 (70 Years)	27.5.1952 (68 Years)	17.1.1960 (60 Years)
Nationality	Indian	Indian	Indian	Indian
Date of first Appointment on the Board of the Company	2.5.2001	2.7.2014	3.2.2015	2.7.2014
Qualification	B.Com., MBA	BE in Chemical Engineering and Doctorate Degree in Human Letters	B.A. (Eco.), MBA	B.A., Associate (Insurance Institute of India)
Experience	29 Years	46 Years	41 Years	37 Years
Expertise in Functional Areas	General Management, Strategy, Finance, Agri Businesses, Sugar, and Chlor 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.	Project Financing, Strategy, Planning & Resources, Finance and Corporate Banking	Administration, Governance, HR & Marketing
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 - Indian Sugar Exim Corporation Ltd. - Ajit Shriram Facilities Private Ltd. 	<ul style="list-style-type: none"> - The Fertiliser Association of India - DCM Shriram Aqua Foods Ltd. - Shriram Axial Private Ltd. - DCM Shriram Foundation 	<ul style="list-style-type: none"> - HEG Limited (L) - PI Industries Ltd. (L) - Usha Martin Ltd. (L) - CG Power and Industrial Solutions Ltd. (L) - PT CG Power Systems, Indonesia - CG Holdings Belgium NV - CG Power Systems Belgium NV 	-
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other entities	DCM Shriram Ltd. Member <ul style="list-style-type: none"> - Board Finance Committee - Corporate Social Responsibility Committee - Stakeholder Relationship Committee Indian Sugar Exim Corporation Ltd. (ISEC) Member <ul style="list-style-type: none"> - Legal Committee 	DCM Shriram Ltd. Chairman <ul style="list-style-type: none"> - Risk Management Committee Member <ul style="list-style-type: none"> - Board Finance Committee 	DCM Shriram Ltd. Member <ul style="list-style-type: none"> - Audit Committee PI Industries Ltd. Chairman <ul style="list-style-type: none"> - Nomination & Remuneration Committee Member <ul style="list-style-type: none"> - Audit Committee - Corporate Social Responsibility Committee 	-

Name of the Director	Mr. Ajit S. Shriram	Mr. K.K. Kaul	Ms. Ramni Nirula	Mr. Sharad Shrivastva
			CG Power and Industrial Solutions Ltd. Chairman - Corporate Social Responsibility Committee Member - Audit Committee - Stakeholder's Relationship Committee - Hungary Business Divestment Committee HEG Ltd. Member - Risk Management Committee Usha Martin Limited Member - Finance Committee - Nomination and Remuneration Committee - Corporate social Responsibility Committee	
Number of shares held in the Company	5,95,580	59,000	-	-
Last Drawn Remuneration from the company (per annum)	8.03 Cr.	2.59 Cr.	0.39 Cr.	0.27 Cr.*
Number of Board Meetings attended during the year	4	4	4	4
Relationship with other Directors, Manager and other Key Managerial Personnel	Brother of Mr. Ajay S. Shriram and Mr. Vikram S. Shriram	NIL	NIL	NIL
Terms and Conditions of Appointment/Reappointment	The terms and conditions of Appointment/Reappointment are given in the proposed resolutions and explanatory statement of this Notice.			

L stands for Listed Companies.

* Paid to LIC of India

18. In case of joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to e-vote.
19. 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@dcmsriram.com
20. 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 18.7.2020 through email on shares@dcmsriram.com. Such questions shall be taken up during the meeting or replied by the Company suitably. 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@dcmsriram.com on or before 16.7.2020. Those Members who have registered themselves as a speaker will only be allowed to express their view, 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.
21. 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; and (iii) certificate by the Statutory Auditors of the Company, regarding the DCM Shriram Employee Stock Purchase Scheme as required under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 (iv) or 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.
22. 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 ("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 18.7.2020 (9.00 A.M.) and ends on 20.7.2020 (5.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14.7.2020, may cast their vote by remote e-voting. The said remote e-voting module shall be disabled by NSDL for voting thereafter. Once the e-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 participating in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through e-voting prior to AGM 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 Vasisht (CP No. 13700), Partner, M/s. Sanjay Grover & Associates, Company Secretaries failing him, Ms. Priyanka Gupta (CP No. 16187), Partner, M/s. Sanjay Grover & Associates, Company Secretaries, has been appointed as Scrutinizer to scrutinize the process of e-voting during the AGM and remote e-voting held before the AGM in a fair and transparent manner.
- VI. The manner and process of remote e-Voting are as under:

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

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

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

Your User ID is:

8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

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. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password'. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

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

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

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in or shares@dcmskriram.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the one-time password (OTP) based login for casting the e-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.

Details on Step 2 is given below:

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of DCM Shriram Limited.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your e-vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your e-vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- 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 e-vote.

VII. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amarjit at 011-41406148 (E-mail : admin@mcsregistrars.com) or Mr. Amit Mehra, Addl. Manager (Co. Law)/Mr. Y.K. Gupta, Manager (Co. Law) at 011-42100200 (E-mail : shares@dcmskriram.com). If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14.7.2020.

X. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14.7.2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agent (RTA) of the Company.

- XI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM and a person who is not a Member as on the cut-off date i.e. 14.7.2020, should treat this Notice for information purposes only.

B. Instructions for Members for Attending the AGM through VC/OAVM are as under

- Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
Members who do not have the User ID and password or have forgotten the user id and password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based for logging into the e-voting system of NSDL.
- Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first basis.
- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in/ 022-24994360/ or Ms. Soni Singh, Assistant Manager- NSDL at sonis@nsdl.co.in/ 022-24994559.
- Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied by the Company suitably.

C. e-voting result

- 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 e-votes cast before the AGM 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.
- The Results declared along with the report of the Scrutinizer will be placed on the website of the Company at 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.
- 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, 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. 2019-20.

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, 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 2019-20.

Based on recommendation of Board, the Ordinary Resolution as set out at Item No.5 of the Notice is sought for the approval by the Members.

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

The Members in their AGM held on 18.8.2015 had approved the re-appointment of Mr. Ajit S. Shriram for a period of upto 5 years from 2.5.2016 to 1.5.2021.

On the recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors in its meeting held on 3.6.2020 has approved his re-appointment for a further period of 5 years from 2.5.2021, subject to the approval of Members.

Mr. Ajit S. Shriram is the Member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Board Finance Committee of the Company. He joined the Company in 1991 as an Executive after graduating in Commerce from Osmania University, Hyderabad. He did his MBA from The International Institute for Management Development (IMD), Lausanne, Switzerland. He has done the Owner/President Management Program (OPM) from Harvard Business School (HBS), USA. He has been the President of the Indian Sugar Mills Association (ISMA) (2013-14) and is a Director of Indian Sugar Exim Corporation Ltd. (ISEC) and Member of its Legal Committee.

Under the leadership of Mr. Ajit S. Shriram, Joint Managing Director, the Company has effectively and successfully implemented the automation processes across the business operations to strengthen the systems, processes, controls and effective use of IT for business enhancement and transformation. He

has been instrumental in improving automation processes by effectively and successfully implementing the latest version of SAP S4Hana across the Organisation. He plays an important role in getting the effective implementation of internal audits and controls including formulation and successful implementation of organization's policies and the strategies discussed and approved by the Board. He is also overall responsible for business and affairs concerning the Sugar business and has been continuously emphasizing on the quality improvement in Corporate Finance & Accounts Functions.

The other information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, of Mr. Ajit S. Shriram is provided in the Notes.

Mr. Ajit S. Shriram 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. Ajit S. Shriram and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in any way, whether financially or otherwise in the Resolution.

Based on recommendation of Nomination, Remuneration and Compensation Committee and the Board, the Special Resolution as set out at Item No.6 of the Notice is sought for the approval by the Members.

ITEM NO. 7

Ms. Ramni Nirula (DIN: 00015330) was appointed as Non Executive Independent Director for a period of five consecutive years w.e.f. 3.2. 2015.

The NRC Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Ramni Nirula as Non Executive Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

Ms. Ramni Nirula is a Member of Audit Committee of the Company. She retired as Sr. General Manager of ICICI Bank Ltd. Beginning her career with erstwhile ICICI Ltd. in 1976 in project appraisal division, she has held various leadership positions since then. She was a part of top management team instrumental in transforming ICICI Bank from a term lending institution into technology led diversified financial services group with a strong presence in India's retail financial services market. Ms. Nirula also held key position as Managing Director & CEO of ICICI Securities Limited, the Investment Banking arm of ICICI Bank Limited. She also headed the Corporate Banking Group for ICICI Bank. In addition, she was also responsible for setting up the Government Banking/Corporate Agri Group based out of New Delhi within the bank. She has more than 41 years of experience in the financial services sector.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considered that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Ramni Nirula would be beneficial to the Company and it is desirable to continue to avail her services as Non Executive Independent Director.

Accordingly, it is proposed to re-appoint Ms. Ramni Nirula as Non Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Ms. Ramni Nirula is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has also received declaration from Ms. Ramni Nirula that she 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, Ms. Ramni Nirula fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

The other information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, of Ms. Ramni Nirula is provided in the Notes.

Ms. Ramni Nirula is Independent of the management. She 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, 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.

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

Except Ms. Ramni Nirula and her relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in any way, whether financially or otherwise in the Resolution.

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

Based on recommendation of Nomination, Remuneration and Compensation Committee and the Board, the Special Resolution as set out at Item No.7 of the Notice is sought for the approval by the Members.

By Order of the Board

New Delhi

Date:- 3.6.2020

Sameet Gambhir

Company Secretary

Membership No.: F4658



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