

DCM SHRIRAM INTERNATIONAL LIMITED

Regd Office: 6th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110001

CIN: L17299DL2022PLC404291, Telephone :(011) 43745000

Email: investorservices@dcmstil.com Website : <https://www.dcmstil.com>

NOTICE

The 4th Annual General Meeting of the Company will be held on Thursday, the 16th July, 2026 at 11:00 A.M. through Video Conference (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:

Ordinary Business:

1. To consider and adopt:

- a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Auditors and Board of Directors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon.

2. To declare dividend of Re. 0.40 (20%) per equity share of Rs. 2 each for the financial year ended 31st March, 2026.

3. Appointment of director liable to retire by rotation:

To appoint a director in place of Ms. Kanika Shriram (DIN:00998758), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

4. Cost Auditors – Ratification of Remuneration:

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration of Rs. 1.00 lakh plus GST and out of pocket expenses, if any, fixed by the Board of Directors, on recommendation of the Audit Committee, for audit of the cost records of the Company by M/s. Ramanath Iyer & Co., (Firm Regn. No.000019) for the year 2026-27, be and is hereby ratified and confirmed.

5. Acceptance of Public Deposits

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

RESOLVED that pursuant to Section 73, 76 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 consent of the Company be and is hereby accorded to the Board of Directors to invite and accept unsecured deposits from members and public as per Scheme approved by the Board of Directors from time to time.

RESOLVED further that the total of such deposits together with the existing deposits and the long term borrowings shall not exceed the limit under Section 180(1)(c) of the Companies Act, 2013

6. Payment of Commission to Non-Executive Directors

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

RESOLVED THAT pursuant to the provisions of Sections 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for payment of commission to the "Non-Executive Directors" which shall not exceed 1% (one percent) of the net profits of the Company for that financial year, as computed in the manner referred to in Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to pay commission to the Non-Executive Directors within the limit set out above, in such manner and proportion as the Board may decide, for each financial year commencing from 2026-27.

RESOLVED FURTHER THAT the payment of commission shall be in addition to the sitting fees paid to the Non-Executive Directors for attending meetings of the Board or Committees thereof, and reimbursement of expenses incurred for participation in such meetings.

7. ALTERATION OF THE ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company in the following manner:

1. Existing Article 74(ii) be substituted with the following:

74(ii) – A director may be appointed as managing director, chief executive officer, manager, company secretary or chief financial officer.

2. New sub-clauses 74(iii) and 74(iv) be inserted after Article 74(ii):

74(iii) – Subject to the provisions of section 203 and provision of the Listing Regulations, the Board may appoint the managing director and / or chief executive officer as the chairperson of the company.

74(iv) – Subject to the provisions of Section 152 of the Act, the managing director appointed by the Board of directors shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer authorized by it be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, relevant, or incidental to give effect to this resolution, including filing of necessary forms with the Registrar of Companies.

By order of the Board

For DCM SHRIRAM INTERNATIONAL LIMITED



(Ashish Jha)

Company Secretary & Compliance Officer

FCS 11326

New Delhi
May 21, 2026

DCM SHRIRAM INTERNATIONAL LIMITED

NOTES:

1. Explanatory Statement, as required under Section 102 of the Companies Act, 2013, is annexed.
2. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, the 7th July, 2026 to Thursday, the 16th July, 2026** (both days inclusive) for the purpose of the AGM.

A dividend of Re. 0.40 (20%) per equity share of Rs. 2 each has been recommended by the Board of Directors for the year ended 31.03.2026. Subject to the approval of the shareholders at the ensuing AGM, the dividend is proposed to be paid on or before Saturday, 15th August, 2026 to those members whose names appear in the Register of Members of the Company or Register of Beneficial Owners as on the cut-off date, i.e., Monday, the 6th July 2026.

3. Pursuant to the Scheme of Arrangement for the demerger of the Rayon Undertaking of DCM Shriram Industries Limited ("Demerged Company") into DCM Shriram International Limited (Resulting Company), which was duly sanctioned by the Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench via its Order dated 21st November 2025 the Resulting Company was required to allot equity shares to the shareholders of the Demerged Company in the ratio of 1:1.

As on the Record Date i.e., 26th December 2025, 3.39% of the total equity shares of the Demerged Company were held in the demat account of the IEPF Authority. In compliance with Rule 6(8) of the IEPF Rules, 2016, the Resulting Company has duly allotted the proportionate shares to the IEPF Authority.

To claim shares credited to the IEPF Authority following the demerger, eligible shareholders must initiate the recovery process by filing an online application in **Form IEPF-5** on the MCA portal, as mandated by **Sections 124 and 125 of the Companies Act, 2013**. Upon submission, the claimant must provide the physical application along with a notarized indemnity bond, and KYC documents to the Nodal Officer of DCM Shriram International Limited for verification. This process must be conducted in strict compliance with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, and the transparency standards stipulated under SEBI (LODR) Regulations, 2015, ensuring that all entitlements are verified against the company's records before the IEPF Authority approves the release of shares to the claimant's demat account.

4. Pursuant to the approval of Composite Scheme of Arrangement, shareholders of DCM Shriram Industries Limited as of the Record Date, 26th December 2025, were allotted equity shares in DCM Shriram International Limited in a 1:1 ratio. In compliance with SEBI regulations, the Company had not issued any physical share certificates for this allotment. Consequently, shares belonging to shareholders who held their original holdings in physical form have been credited to a separate Suspense Account maintained by the Company. To claim these shares in dematerialized form, shareholders must submit a formal request to the Registrar, KFin Technologies Limited, along with self-attested copies of their PAN Card, Aadhaar Card, and a valid Client Master List (CML).
5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN, if not already furnished, to their Depository Participants with whom they are maintaining their demat accounts.
6. The information with regard to Ms. Kanika Shriram (DIN:00998758) whose re-appointments as director liable to retire by rotation, comes up in the AGM for approval, is given in Note 25 hereunder and forms an integral part of this Notice.

7. The Central Government by General Circular No. 03/2025 dated 22.09.2025 has allowed general meetings to be held through Video Conference/ Other Audio-Visual Means by following procedures laid down in the circulars, Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 (collectively referred to as "MCA Circulars"). Accordingly, this meeting is convened as e-AGM, to be held through Video Conference.
8. **E-AGM:** The Company has appointed KFin Technologies Limited ("KFIN"), Registrar and Transfer Agents of the Company, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
9. Pursuant to the provisions of the MCA Circulars regarding holding e-AGM through VC/ OAVM:
 - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Since the AGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available and as such the Proxy Form and Attendance Slip are not annexed to this Notice.
 - c. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and e-voting through Instapoll during the AGM. Corporate Members intending to authorize their representatives to attend the AGM are requested to email the same to einward.ris@kfintech.com or investorservices@dcmsil.com, along with certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the AGM, on their behalf.
10. The Members can join the e-AGM 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
11. Up to 2500 members will be able to join the e-AGM on FIFO basis.
12. No restrictions on account of FIFO entry into e-AGM will be there for large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
13. The attendance of the Members (members login) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-Voting agency, M/s KFin Technologies Limited.
15. **Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system through 'instapoll' provided at the Video Conference by KFin Technologies Ltd.

DCM SHRIRAM INTERNATIONAL LIMITED

16. In line with the MCA Circulars, the Notice calling the AGM and the Annual Report for the financial year 2025-26 have been uploaded on the website of the Company at <https://dcmsil.com/financial-results-annual-reports/#>. The Notice can also be accessed from the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of e-voting agency M/s KFin Technologies Limited at their website address (<https://evoting.kfintech.com/public/Downloads.aspx>).

17. Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form):

The Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders.

Those shareholders who have registered / not registered their e-mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent, KFin Technologies Ltd. in case the shares are held in physical form.

Physical shareholders who have not registered their email address download the ISR from link (<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>) and send the physical forms along with the supporting documents to Company's Registrar and Share Transfer Agent, KFin Technologies Limited for updation of their email and other KYC details.

Members may send an email request to investorservices@dcmsil.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self- attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form for Notice of the AGM, the Annual Report of the Company for the financial year 2025-26 and the e-voting instructions for ensuing AGM.

However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 309 4001.

Shareholders are also requested to visit the website of the Company <https://www.dcmsil.com> or the website of the Registrar and Transfer Agent (<https://evoting.kfintech.com/public/Downloads.aspx>) for downloading the Annual Report and Notice of the e-AGM.

18. Instructions for the Members for attending the e-AGM through Video Conference, speaker registration and posting of queries:

1. Members holding shares as on the cut-off date i.e. **Monday, 6th July, 2026** can attend the AGM through VC, by following the instructions, as mentioned below:

(i.) Click on the following URL: <https://emeetings.kfintech.com>

(ii.) For attending the AGM all the shareholders (including the individual shareholders holding shares in Demat Mode) need to use the remote e-voting login credentials as provided by Kfintech/Company.

- (iii.) The remote e-voting credentials will either be received through email from the Company/ Kfintech or can be retrieved by following the procedure as mentioned in Note No. 19 (II)
- (iv.) After logging in, click on "Video Conference" option.
- (v.) Then click on camera icon appearing against AGM event of Company to attend the AGM.

Members who have forgotten the Password are advised to use "Forgot Password" options available on the website.

2. **Speaker Registration during e-AGM session:** Members who wish to ask questions during the AGM, can register themselves as a 'Speaker' by logging into <https://emeetings.kfintech.com/> and clicking on "Speaker Registration" by mentioning the demat account number / folio number, city, email address, mobile number and submit. The speaker registration shall commence from Wednesday, 08th July , 2026 at 9.00 a.m. and shall close on Saturday, 11th July, 2026 at 5.00 p.m.

Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

3. **AGM questions prior to e-AGM:** Members who wish to post their queries may log into <https://emeetings.kfintech.com> and click on "Post your Questions" and may post their queries/views/questions in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. The posting of the questions by the shareholders/members shall commence from Wednesday, 08th July , 2026 at 9.00 a.m. and shall close on Saturday, 11th July, 2026 at 5.00 p.m.
4. Members can participate at the AGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
5. Further Members will be required to allow camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. In case Members have any queries or need any assistance on e-voting/participation at the AGM/ Speaker Registration process or for posting queries, may please write to KFIN at einward.ris@kfintech.com or investorservices@dcmsil.com . They may contact KFIN at toll free number: 1800 309 4001.
8. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM.

DCM SHRIRAM INTERNATIONAL LIMITED

19. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

In compliance with the provisions of Section 108 of the Act and Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the members facility to exercise their right to vote through the e-Voting services provided by Kfintech, on all the resolutions set forth in this Notice.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

The voting through electronic means will commence on Saturday, 11th July, 2026 at 9.00 A.M. and will end on Wednesday, 15th July, 2026 at 5.00 P.M.

The details of the process and manner for remote e-Voting are explained herein below:

I. Individual Members holding shares of the Company in Demat mode:

The procedure to login and access remote e-Voting as devised by Depositories / Depository Participants are given below:

A. Individual Members holding shares in Demat mode with National Securities Depository Limited ("NSDL"):

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:
 - i. Type in the browser / Click on the following e-Services link: <https://eservices.nsd.com>
 - ii Click on the button "Beneficial Owner" available for login under 'IDeAS' section.
 - iii A new page will open. Enter your User ID and Password for accessing IDeAS.
 - iv On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.
 - v Click on the e-Voting link available against Company name or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. To register, type in the browser / Click on the following link: <https://eservices.nsd.com>
- ii Select option "Register Online for IDeAS" available on the left hand side of the page.

- iii Proceed to complete registration using your DP ID, Client ID and Mobile Number etc.
 - iv After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
 2. Users may directly access the e-Voting module of NSDL as per the following procedure:
 - i. Type in the browser/Click on the following link: <https://www.evoting.nsdl.com>
 - ii Click on the button "Login" available under "Shareholder/ Member" section.
 - iii On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
 - iv On successful authentication, you will enter the e-Voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under e-Voting. Click on the e-Voting link available against Company name or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of "KFintech" to cast your vote without any further authentication.

B. Individual Members holding shares in Demat mode with Central Depository Services (India) Limited ("CDSL"):

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:
 - i. Type in the browser / Click on any of the following links <https://web.cdslindia.com/myeasinew/home/login/> or <https://www.cdslindia.com> and click on New System Myeasi / Login to My Easi option under Quick Login.
 - ii. Enter your User ID and Password for accessing Easi / Easiest.
 - iii. You will see Company name on the next screen.
 - iv. Click on the e-Voting link available against Company name or select e-Voting service provider "Kfintech or Karvy" and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication.

Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

- i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
 - ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.
 - iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

DCM SHRIRAM INTERNATIONAL LIMITED

2. Users may directly access the e-Voting module of CDSL as per the following procedure:
 - i. Type in the browser / Click on the following links: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
 - ii. Provide Demat Account Number and PAN
 - iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
 - iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Company name or select e-Voting service provider "KFintech or Karvy" and you will be re-directed to the e-Voting page of KFintech.

C. Individual Members holding shares in Demat mode - Procedure to login through their demat accounts / Website of Depository Participant:

- i. Individual Members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL.
- ii. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins.
- iii. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/ CDSL (as may be applicable). Click on the e-Voting link available against Company name or select e-Voting service provider "KFintech" and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact 022-23058738 or 022- 23058542 or at toll free no. 1800 22 55 33.

II. Information and instructions for remote e-Voting by Members other than individuals holding shares of the Company in demat mode and all Members holding shares in physical mode:

- A. In case a shareholder receives an e-mail from the Company / KFintech [for Members whose e-mail address is registered with the Company / Depository Participant(s)] which include the details of E-Voting Event Number ("EVEN"), USER ID and Password. Kindly follow the following steps:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and Password) as mentioned in the email. However, if you are already registered with KFintech for e-Voting, you must use the existing User ID and password for logging-in.
 - iii. In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who have forgotten the password are advised to use "Forgot Password" options available on the website.
 - iv. After entering these details appropriately, click on "LOGIN".
 - v. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for DCM Shriram International Limited.
 - viii. On the voting page, enter the number of shares as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
 - ix. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

DCM SHRIRAM INTERNATIONAL LIMITED

- xi. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - xii. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
 - xiii. Once you confirm, you will not be allowed to modify your vote.
 - xiv. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc. as mentioned in the notes of this Notice.
- B. In case whose email address is not registered with the Company / Depository Participants, kindly follow the instruction in Note No. 17 to the Notice.

Any Member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFinTech in the manner as mentioned below:

- i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS:

MYEPWD<Space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

 1. Example for NSDL: MYEPWD<SPACE> XXXXIN12345612345678
 2. Example for CDSL: MYEPWD<SPACE> XXXX1402345612345678
 3. Example for Physical: MYEPWD<SPACE> XXXX1234567890
- ii. If e-mail address and mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call on KFinTech's toll-free number 1800-309-4001 [from 9:00 A.M. (IST) to 6:00 P.M. (IST) on all working days].
- iv. Member may send an e-mail request to evoting@kfintech.com after due verification of the request, User ID and password will be sent to the Member.
- v. If the Member is already registered with KFinTech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting : **Saturday, 11th July, 2026 (9:00 A.M.)**

End of remote e-voting : **Wednesday, 15th July, 2026 (5:00 P.M.)**

During this period, only those persons whose names appears in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as

on the cut-off date i.e. **Monday, 6th July, 2026**, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFin after expiry of the said period.

In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFin's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below.

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. S.R. Ramesh, Corporate Registry
KFin Technologies Limited
"Selenium Tower-B", Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad - 500032, Telangana.
Toll-free No.: 1800 309 4001
Email: einward.ris@kfintech.com

Voting at the e-AGM:

- i. Members who could not vote through remote e-Voting may avail the e-Voting system provided at the e-AGM ("Insta Poll") by KFin Technologies Limited.
- ii. Only those Members/ Shareholders who will be present in the e-AGM through Video Conferencing facility and who have not cast their vote through remote e-Voting are eligible to vote through Insta Poll.
- iii. Members who have voted through remote e-Voting will be eligible to attend the e-AGM, however, will not be eligible to vote at the meeting.
- iv. Insta Poll Instructions: The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "Insta Poll" page.
- v. Members to click on the "Insta Poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- vi. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the e-AGM shall be the same person mentioned for remote e-voting.

20. Mr. Kamaljit Singh (C.P. No. 16847) Practicing Company Secretary, has been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. to the Scrutinizer through email to cskamaljitsingh@gmail.com with a copy marked to evoting@kfintech.com, not later than 48 hours before the scheduled time of the commencement of the Meeting.

DCM SHRIRAM INTERNATIONAL LIMITED

21. The Scrutinizer shall immediately after conclusion of the e-AGM, unblock the votes cast through remote e-voting / e-voting through instapoll during the AGM in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than 2 days of conclusion of the meeting, the Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the Report to the Chairman or a person authorized by him in writing, who shall counter-sign the report and declare the results forthwith.
22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website "<https://www.dcmsil.com>" and on the website of KFin Technologies Ltd. i.e. <https://evoting.kfintech.com> within two working days of the conclusion of the meeting. The said Results will also be displayed at the Registered and Corporate Offices of the Company, in accordance with the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.
23. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. We propose to send all future communications in electronic mode to the email address provided by you. Members who have not registered their email IDs are requested to intimate their email ID to the Company's Registrars, viz. KFin Technologies Ltd. (Email ID: einward.ris@kfintech.com) or their depository participants.

24. KPRISM – Mobile Service application by KFin Technologies Ltd:

Members are requested to note that, Registrar and Share Transfer Agents, KFin Technologies Limited have launched a new mobile application – KPRISM and website <https://kprism.kfintech.com/> for online service to shareholders.

Members can download the mobile application, register yourself (onetime) for availing host services viz., consolidated portfolio view serviced by KFin Technologies, Dividends status and send requests for change of address, change/ update Bank Mandate. Through the mobile app, members can download Annual reports, standard forms and keep track of upcoming General Meetings, IPO allotment status and dividend disbursements. The mobile application is available for download from Android Play Store. Alternatively visit the link <https://kprism.kfintech.com/> to download the mobile application.

25. Profile of the Director retiring by rotation (Item no.3):

Ms. Kanika Shriram serves as Deputy Managing Director on the Board of DCM Shriram International Limited. She headed the Shriram Rayons Division of DCM Shriram Industries Ltd., now vested in the Company prior to the effectuation of the Scheme of Arrangement.

Ms. Kanika Shriram is an accomplished communications and marketing professional with extensive experience in brand management, public relations, and strategic communications.

Her professional journey includes significant roles at Harley-Davidson Motor Company India Pvt Ltd and Edelman India. At Harley-Davidson, serving as Assistant Manager - Marketing, she played a pivotal role during the company's set-up phase in India. She spearheaded the establishment of the Harley Owners Group (H.O.G) program for existing and new owners , managed communications with the press, industry bodies, and global affiliates , and set up Customer Relationship Management (CRM) and Corporate Social Responsibility (CSR) programs.

Brief particulars of Ms. Kanika Shriram are as follows:

Particulars	
Age	41 YEARS
Qualification	MA in Corporate Communications & Marketing, Kingston University, London, UK BA(Hons) Philosophy, Lady Shri Ram College
Experience	17 years
Other Directorships	PHD Chamber of Commerce and Industry
Committee Membership/Chairmanship	CSR Committee of the Company – Member
Shareholding in the Company (Equity/Rs.2 each)	14,56,332 (1.67%)
Original Date of Appointment	07.09.2022
Board Meetings attended in 2025-26	Attended all 5 meetings of the Board i.e. on 29th May 2025, 08th August 2025, 30th October 2025, 23rd December 2025 and 06th March 2026.

Her appointment, term and conditions as Deputy Managing Director w.e.f 24.12.2025 for five years was approved by the shareholders through Postal Ballot by special resolution dated 12th May,2026.

Ms. Kanika Shriram , being eligible, offers herself for re-appointment as Directors liable to retire by rotation in terms of Section 152(6)(e) of the Companies Act, 2013. She confirmed that she was not disqualified u/s 164(2) of the Companies Act, 2013, to be appointed or to hold an office of director in a company. As required under SEBI Listing Regulations, she had further confirmed that she is not debarred or disqualified from being appointed or from continuing to act as Directors of companies by any statutory authorities.

Considering her contribution to the growth of the Company, the Directors recommend the resolutions.

Except Ms. Kanika Shriram, Shri Alok Bansidhar Shriram and Shri Rudra Shriram, being related to each other none of the other Director or Key Managerial Personnel of the Company or their relative(s) are interested financially or otherwise in the resolutions.

For remuneration last drawn in FY26 by the above Director, please refer to the Corporate Governance Report which is a part of this Annual Report.

26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant document referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investorservices@dcmsil.com.

27. Since the AGM is being held through VC, the route map for the AGM venue is not attached.

DCM SHRIRAM INTERNATIONAL LIMITED

28. Members may contact the Company or KFIN for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

DCM Shriram International Limited

'Investor Service Section'
5th Floor, Kanchenjunga Building,
18, Barakhamba Road, New Delhi – 110001
E-mail ID – investorservices@dcmsil.com
Tel: 011-43745000

KFIN Technologies Ltd.

Unit: DCM Shriram International Limited
Selenium Tower B, Plot 31-32
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad, Telangana – 500 032.
Toll Free No.- 1800 309 4001
Email ID: einward.ris@kfintech.com
WhatsApp No.: (91) 910 009 4099

Contact Person:

Shri Ashish Jha
Company Secretary

Contact Person:

Shri S.R. Ramesh,
Deputy Vice President – Corporate Registry

Investor Support Centre

<https://kprism.kfintech.com/>

KFINTECH Corporate Website

<https://www.kfintech.com>

RTA Website

<https://ris.kfintech.com>

KPRISM (Mobile Application)

<https://kprism.kfintech.com/signup>

29. **Senior Citizens - Investor Support**

As part of the initiative, KFINTECH, in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com . Senior Citizens (above 60 years of age) have to provide the following details :

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1800-309-4006 for any queries or information.

Annexure

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors in its meeting held on 21.05.2026 appointed M/s. Ramanath Iyer & Co., Cost Auditors (Regn. No.000019), 808, Pearls Business Park, Netaji Subhash Place, Delhi – 110034 as Cost Auditors of the Company for the year 2026-27 at a remuneration of Rs. 1.00 lakh plus GST and out-of-pocket expenses as may be applicable, on the recommendation of the Audit Committee, pursuant to Section 148 of the Companies Act, 2013.

The above remuneration of the Cost Auditors, fixed by the Board for the financial year 2026-27 on the recommendation of the Audit Committee, is for ratification and confirmation by the shareholders as required under Rule 14 of the Companies (Audit & Auditors) Rules, 2014.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

Item No. 5

Background and Rationale

Historically, DCM Shriram Industries Limited (the Demerged Company) maintained a successful and long-standing practice of accepting fixed deposits. This arrangement served as a reliable and cost-effective source of working capital for the business, while concurrently offering a trusted and safe avenue for prospective depositors particularly members and employees to place their funds gainfully. Following the composite scheme of arrangement and the vesting of the Rayon undertaking into DCM Shriram International Limited (the "Company"), the management intends to continue this mutually beneficial legacy.

Consequently, the Board of Directors at its meeting held on 21.05.2026, approved a proposal to invite and accept unsecured fixed deposits from the Members, employees of the Company and the general Public, subject to the approval of the shareholders. The acceptance of these deposits will be classified as borrowings. As specified in the proposed Ordinary Resolution, the total amount of these fixed deposits, when aggregated with the Company's existing deposits, long-term borrowings, and other debt facilities, shall strictly remain within the overall borrowing limits previously authorized by the shareholders under Section 180(1)(c) of the Companies Act, 2013.

As an eligible company, the maximum statutory limits for accepting deposits on the basis of net worth are as follows:

Limit for Public Deposits (25%)	Rs. 65.80 Crores
Limit for Deposits from Members (10%)	Rs. 26.32 Crores

However, based on the evaluation for the credit rating CARE has put a Public Deposit limit of Rs.15 crore based on the Company's financials and assigned "Care A -; Stable" Rating.

DCM SHRIRAM INTERNATIONAL LIMITED

The Board of Directors considers the acceptance of deposits to be in the interest of the Company and recommends the Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of any deposits they may choose to place with the Company under the scheme on the same terms and conditions applicable to the general public and other members.

Item No.6

The Non-Executive Directors (including Independent Directors) of the Company bring valuable, wide-ranging experience and independent judgment to the Board's deliberations. They devote considerable time and effort to the business of the Company, actively participating in Board and Committee meetings, providing strategic guidance, and ensuring strong corporate governance practices.

In view of their enhanced role, responsibilities, and the time commitment required from them, the Board of Directors considers it appropriate that the Non-Executive Directors be suitably rewarded by way of commission on the net profits of the Company.

Section 197 of the Companies Act, 2013, permits the payment of remuneration to Non-Executive Directors by way of commission, not exceeding 1% (one percent) of the net profits of the Company, if the Company has a Managing Director or Whole-Time Director or Manager, subject to the approval of the shareholders.

Accordingly, approval of the shareholders is sought to authorize the Board of Directors to pay a commission to the Non-Executive Directors up to a maximum of 1% of the net profits of the Company per annum, calculated in accordance with Section 198 of the Act, commencing from 2026-27. The distribution of the commission among the Non-Executive Directors will be decided by the Board of Directors based on their specific contributions and committee memberships.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

All Non-Executive Directors and Independent Directors of the Company, and their relatives, are deemed to be concerned or interested in this resolution to the extent of the commission that may be payable to them.

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

Item No 7

The Board of Directors at its meeting held on December 23, 2025, approved a proposal to seek approval of shareholders to amend the Articles of Association (AoA) to align with changing corporate philosophies.

Under Section 203 of the Companies Act, 2013, a person cannot hold the position of Chairperson and Managing Director/CEO unless the Articles of the Company provide otherwise. The Company's current Articles do not contain this enabling provision. To provide flexibility in leadership, the Board proposes to amend Article 74(ii) and insert Article 74(iii) to allow this dual role.

Additionally, the insertion of Article 74(iv) will ensure that the Managing Director & CEO is not liable to retire by rotation, providing stability at the top level management hierarchy. This change is being proposed with due compliance of Section 152.

The Board recommends the passing of this Special Resolution.

None of the Directors except Mr. Alok Bansidhar Shriram (being the Managing Director) and his relatives are concerned or interested in this resolution.