

DCM SHRIRAM INDUSTRIES LIMITED

Regd Office: Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110001.

CIN: L74899DL1989PLC035140, Telephone : (011) 43745021

Email: dsil@dcmsr.com **Website :** <https://www.dcmsr.com>

NOTICE

The 35th Annual General Meeting of the Company will be held on Wednesday, the 15th July, 2026 at 11:30 A.M. through Video Conference (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:

Ordinary Business:

- 1. To consider and adopt 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.**
- 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 Shri Sunil Behari Mathur (DIN: 00013239), who retires by rotation and being eligible, offers himself for re-appointment.
- 4. Appointment of director liable to retire by rotation:**
To appoint a director in place of Smt. V. Kavitha Dutt (DIN:00139274), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

- 5. 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. 2.20 lakh plus applicable tax and actual 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.”

6. Appointment of Shri Sanjay Rastogi as Director & COO (DSW)

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 196, 197, 198 and Schedule V of the Companies Act, 2013, as amended from time to time and other applicable provisions, if any, of the said Act and/or any other applicable Regulations, and subject to such approvals, if any required, approval of the Company be and is hereby accorded to the appointment of Shri Sanjay Rastogi (DIN:11712916) as Director & Chief Operating Officer (DSW) effective from 01.07.2026 for a period of two years, on the terms and conditions and remuneration as set out in the Explanatory Statement to this Notice with continuity of service.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, duly authorized by the Board, be and is hereby authorized to alter, increase, vary or modify, from time to time, the said terms and conditions including as to remuneration and/ or designation as it may deem fit, subject to the provisions of the above said Sections read with Schedule V and other applicable provisions of the Companies Act, 2013 or any other Regulations as may be applicable.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the managerial personnel be paid the remuneration as set out in the Explanatory Statement or such higher amount as may be permitted subject to necessary approval, if any required, and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 or any other amendment thereto, or any other Regulations as may be applicable.”

By order of the Board

For DCM SHRIRAM INDUSTRIES LIMITED

New Delhi
May 20, 2026



(Y.D. Gupta)
Company Secretary & Sr. Vice President
(Law & Taxation)
FCS 3405

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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 **Saturday, the 4th July, 2026 to Wednesday, the 15th 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 Thursday, 13th 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. Friday, the 3rd July, 2026.

3. In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (IEPF) the Company has transferred the unclaimed dividend (final) in respect of financial year 2017-18 in October, 2025 to IEPF. The details are available on the website of the Company i.e. <https://drive.google.com/file/d/1-xaek-g1fcbC90S6nyYrBF77yIHBVbRY/view> .

The shares in respect of which dividend has not been claimed for seven consecutive years or more are also required to be transferred to the IEPF following the prescribed procedure. The Company had in compliance with the said Rules transferred 1,32,705 equity shares to IEPF in the month of November, 2025. The shares and dividends so transferred can be claimed from the IEPF after complying with the prescribed requirements. As per the Rules, the holders of such shares cannot exercise any of the rights attached to the shares unless the shares are reclaimed from the IEPF. The details of the dividend/shares transferred to IEPF have been uploaded on the above Company website after such transfer.

The shareholders who have not encashed their dividend for the previous year(s) may contact the Company or Registrar & Transfer Agents for claiming the unpaid dividend.

The unclaimed dividend for the financial year 2018-19 declared on August 13, 2019 along with the shares are due to be transferred to the IEPF by September, 2026. The same can, however, be claimed by the Members by 31st August, 2026. The details of such unclaimed dividend and shares to be transferred are available on the Company's Website, www.dcmsr.com. Individual notice will be sent to those shareholders whose shares are liable to transfer to IEPF.

4. Shareholders who hold shares in physical form may note that SEBI has made it mandatory for the persons holding securities in physical form to furnish PAN, email, postal address, mobile number, signature, bank account details and nomination details. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.dcmsr.com/investors> under "Circular to Shareholders" tab and at KFIN's website <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> . Members holding shares in physical form are requested to submit their aforesaid details, if not already furnished, to the Registrar and Share Transfer Agent viz. KFin Technologies Ltd.
5. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (the "SEBI Listing Regulations") as amended, securities of listed companies can be transferred only in dematerialized form.

SEBI has mandated the listed companies that all service requests for issue of duplicate share certificates, claim from unclaimed share suspense account, renewal/ exchange of share certificates, endorsement, subdivision/ splitting/consolidation of certificates, transmission and transposition should be processed in dematerialized form only. On completion of formalities the relative share/s will be credited in the demat account of the shareholders / legal heirs. The necessary forms for the above request are available on the website of the Company i.e. <https://www.dcmsr.com/investors> under "Circular to Shareholders" tab.

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In view of the above guidelines and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

6. 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.
7. The information with regard to Shri Sunil Behari Mathur (DIN:00013239) and Smt. V. Kavitha Dutt (DIN:00139274), whose re-appointments as directors liable to retire by rotation, come up in the AGM for approval, is given in Note 26 hereunder and forms an integral part of this Notice.
8. The Central Government by 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. The above provision has been extended till further orders (collectively referred to as "MCA Circulars"). Accordingly, this meeting is convened as e-AGM, to be held through Video Conference.
9. **E-AGM:** The Company has appointed KFin Technologies Limited ("KFIN" / "KFintech"), Registrar and Transfer Agents of the Company, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting the e-AGM.
10. 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@dcmsr.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.

11. 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.
12. Up to 2500 members will be able to join the e-AGM on FIFO basis.
13. 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.
14. 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.
15. **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, KFin Technologies Limited.

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16. **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 KFintech.
17. 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://www.dcmsr.com/investors>. 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 KFintech at their website address <https://evoting.kfintech.com/public/Downloads.aspx>.
18. **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, KFintech. 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, KFintech. for up-dation of their email and other KYC details.

Members may send an email request to investorservices@dcmsr.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.dcmsr.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.

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

1. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. **Friday, the 3rd 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. 20 (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,

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mobile number and submit. The speaker registration shall commence from 6th July, 2026 at 9.00 a.m. and shall close on 10th 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 6th July, 2026 at 9.00 a.m. and shall close on 10th 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@dcmsr.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.

20. 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 Friday 10th July, 2026 at 9.00 A.M. and will end on Tuesday, 14th 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.nsdl.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-

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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.nsdl.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/myeasitoken/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/myeasitoken/Home/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.

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” 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.

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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 Industries 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".
- 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

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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. 18 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	: Friday 10 th July, 2026 (9:00 AM)
End of remote e-voting	: Tuesday, 14 th July, 2026 (5:00 PM)

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. **Friday, 3rd 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.

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21. Shri 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 cskamljitsingh@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.
22. 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.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.dcmsr.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 Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India.
24. 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.
25. **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 KFinTech, 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.

26. Profile of the Directors retiring by rotation (Item no.3 & 4):

Item No. 3

Shri Sunil Behari Mathur (DIN: 00013239), was appointed as a director liable to retire by rotation by postal ballot resolution passed on 19.03.2024. He is the Chairman of the Board of the Company since 2018.

The Board of Directors considers that the Company will continue to benefit from his long and varied experience and accordingly recommends his reappointment for approval.

Brief particulars of Shri S.B. Mathur are as follows:

Particulars				
Age	81 years			
Qualification	Fellow Chartered Accountant and ICWA (Part I & II), London			
Other Directorships	1. QRG Investments and Holdings Ltd. 2. DCM Shriram Fine Chemicals Ltd. 3. DCM Shriram International Ltd.			
Committee Membership/ Chairmanship	S. No	Name of Company	Name of Committee	Chairman / Member
	1.	DCM Shriram Industries Ltd.	Stakeholder's Relationship Committee	Member
			Audit Committee	Member
			Nomination & Remuneration Committee	Member
	2.	QRG Investments and Holding Limited	Audit Committee	Chairman
			Corporate Social Responsibility Committee	Chairman
			Nomination & Remuneration Committee	Member

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		Risk Management Committee	Member
Shareholding in the Company (Equity/Rs.2 each)	Nil		
Original Date of Appointment	30.05.2014		
Board Meetings attended in 2025-26	Attended all 7 meetings of the Board i.e. on 29.05.2025, 12.08.2025, 05.11.2025, 09.12.2025, 23.12.2025, 14.02.2026 and 30.03.2026.		

Item No. 4

Smt. V. Kavitha Dutt (DIN: 00139274), Non-Executive Director of the Company, was appointed on the Board as a Director liable to retire by rotation by Postal Ballot resolution passed on 18.03.2025.

Smt. V. Kavitha Dutt belongs to a reputed industrialist family of Chennai. She holds 2500 equity shares of Rs.2 each in the Company. The Board of Directors considers that the Company will continue to benefit from her long and varied business experience particularly in sugar industry and accordingly recommends her reappointment for approval.

The particulars of other directorships and Committee memberships of Smt. Velagapudi Kavitha Dutt are given below:

S. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	The K.C.P Limited	Joint Managing Director	<ul style="list-style-type: none"> • Audit Committee (Member) • Risk Management Committee (Chairperson) • CSR Committee (Member)
2	Centum Electronics Limited	Independent Director	<ul style="list-style-type: none"> • Audit Committee (Member) • NRC(Chairperson) • CSR (Member)
3	Apollo Hospitals Enterprise Ltd.	Independent Director	<ul style="list-style-type: none"> • Audit Committee (Member) • Stakeholders' Relationship Committee (Chairperson) • Risk Management Committee (Member)
4	Bharat Biotech International Ltd.	Director	--
5	V. Rama Krishna Sons Pvt. Ltd.	Director	--

6	Velagapudi Foundation	Director	--
7	KCP Vietnam Industries Ltd. (Registered in Vietnam)	Director	--
8	Chennai Willingdon Corporate Foundation	Director	--
9	ABI- Showatech (India) Pvt. Ltd.	Director	<ul style="list-style-type: none"> • NRC(Member) • Audit Committee (Member)
10	K.C.P Technologies Ltd.	Director	--
11	Apollo Healthco Limited	Director	--

Brief particulars of Smt. V. Kavitha Dutt are given below:

Particulars	
Age	54 years
Qualification	Post-Graduate Diploma in Human Resources from New York University (NYU), New York
Experience	28 years
Original Date of Appointment	02.02.2015
Board Meetings attended in 2025-26	Attended 6 out of 7 meetings of the Board i.e. on 29.05.2025, 12.08.2025, 09.12.2025, 23.12.2025, 14.02.2026 and 30.03.2026.

Shri S.B. Mathur and Smt. V. Kavitha Dutt, being eligible, offers themselves for re-appointment as Directors liable to retire by rotation in terms of Section 152(6)(e) of the Companies Act, 2013. They confirmed that they were not disqualified u/s 164(2) of the Companies Act, 2013, to be appointed or to hold an office of directors in a company. As required under SEBI Listing Regulations, they have further confirmed that they are not debarred or disqualified from being appointed or from continuing to act as Directors of companies by any statutory authorities.

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

Except Shri S.B. Mathur and Smt. V. Kavitha Dutt, none of the other directors 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 directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

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27. 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@dcmsr.com.
28. Since the AGM is being held through VC, the route map for the AGM venue is not attached.
29. 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 Industries Limited

'Investor Service Section'

5th Floor, Kanchenjunga Building,

18, Barakhamba Road,

New Delhi 110001

E-mail ID – investorservices@dcmsr.com

Tel: 011-43745075

KFIN Technologies Ltd.

Unit: DCM Shriram Industries 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 Persons:

Shri G S Nair

Sr. Vice President

Shri Y D Gupta

Company Secretary

Contact Person:

Shri S.R. Ramesh,

Deputy Vice President –Corporate Registry

Investor Support Centre

KFINTECH Corporate Website

RTA Website

KPRISM (Mobile Application)

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

<https://www.kfintech.com>

<https://ris.kfintech.com>

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

30 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. 5

The Board of Directors in its meeting held on 20.05.2026 reappointed 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.2.20 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.5.

Item No.6

The term of office of Shri Vineet Manaktala, Director Finance & CFO, will come to an end on 30.06.2026. Continuing the policy of elevating a senior officer on the Board of the Company from time to time, the Board of Directors in its meeting held on 20.05.2026, on the recommendation of the Nomination & Remuneration Committee, inducted Shri Sanjay Rastogi (DIN 11712916), Chief Operating Officer (DSW) to the Board as an Additional Director as per Section 161 of the Companies Act, 2013 and appointed him as Director & Chief Operating Officer (DSW), effective from 01.07.2026 for a period of two years.

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The appointment is subject to the approval of the shareholders by an Ordinary resolution as required under Sections 152, 161, 196, 197 and 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions.

Brief profile of Shri Sanjay Rastogi

Shri Sanjay Rastogi, (DIN: 11712916), aged 60 years, is B.Sc (Sugar Technology) and an alumnus of IIM- Ahmedabad and ASCI, Hyderabad with over 36 years of diversified experience in Sugar Industry. He oversees end to end plant functionality at Daurala Sugar Works (DSW).

He is presently Chief Operating Officer and under his broader leadership, the DSW Plant upholds quality standards and industrial research and development.

His contributions to sugar industry were acknowledged by "Bharatiya Sugar" in 10th annual symposium, 2022, Pune conferring the title "Best COO Sugar Mill Award 2022".

Terms and Conditions of Appointment

The terms and conditions of the appointment of Shri Sanjay Rastogi as set out below are subject to the approval of the shareholders.

Particulars	Shri Sanjay Rastogi (60 years)
Designation	Director & COO (DSW)
Tenure	Two years from 01.07.2026 with continuity of service for the purpose of terminal benefits.
Salary (Rs./ per month)	Rs.5,00,000/-
Annual Reward	As may be decided by MD & CEO.
Housing	Company maintained accommodation or House Rent Allowance @ 55% of the salary as may be opted for. (Maintenance means normal routine upkeep and maintenance and shall not include structural changes)

Perquisites:

Gas, Water, Electricity, Furniture, Furnishings, Attendant, LTA, etc.	50% of Basic salary.
P.A. Insurance	APCR *
Leave and Leave Encashment	APCR
PF, Gratuity & Superannuation	APCR
Medical expenses for self and family	APCR

Club Fees (Admission/ life membership fee not allowed)	Fees of clubs subject to a maximum of 2 Clubs (Admission/life membership fee not allowed).
Communication expenses	Actual

* As Per Company Rules

The remuneration proposed is in line with his present remuneration.

Other Terms Applicable to the appointments

1. Salary, perquisites and commission/reward to all the managerial personnel shall not exceed 10% of the net profits computed in the manner laid down in Section 198 of the Companies Act 2013 in any financial year.
2. The managerial personnel will also be entitled for Company maintained chauffeur driven car, communication facilities, reimbursement of entertainment expenses actually and properly incurred for legitimate business of the Company and maintenance of a residential office suitable to his position. These will not be considered as perquisites for the purpose of ceilings on remuneration under the Companies Act.
3. Remuneration for part of the year will be computed on pro-rata basis.
4. In the event of absence or inadequacy of profits in any financial year the managerial personnel will be paid the above remuneration, subject to the ceiling provided in Part II Section II of Schedule V of the Companies Act, 2013 or such higher amount as may be permitted by the Govt. or subject to such approvals as may be required as minimum remuneration.
5. The appointment may be terminated by either party giving to the other three calendar months' notice in writing or lesser notice as may be agreed to. In the event of termination of appointment by the Company, the managerial personnel shall be entitled to compensation in accordance with the provisions of the Companies Act.
6. Shri Sanjay Rastogi has confirmed to the Board that he has not been 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 (LODR) Regulations, 2015, he has further confirmed that he has not been debarred or disqualified from being appointed or from continuing to act as director of companies by any statutory authorities.

Considering his skill and contributions to the operations of the Company, the Directors recommend the resolution for your approval.

Except Shri Sanjay Rastogi, being the appointee, none of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.