

Dated: 14th August, 2023

To, BSE Ltd. Pheroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code: 523369	To, National Stock Exchange of India Ltd Exchange Plaza, 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Symbol: DCMSRIND
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Subject: Outcome of the Board Meeting held on – 14th August 2023 - Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended

Dear Sir/Madam,

This is further to our disclosure dated 8th August, 2022 with respect to constitution of a Committee comprising independent directors/non-executive directors under the Chairmanship of the Company's Chairman, S. B. Mathur (non-executive independent director) to explore the possibility of restructuring the Company's operations with a view to unlock growth potential and shareholders' value (the "**Committee**").

In this respect, this is to inform that the Board of Directors of the Company in its meeting held today (14th August, 2023) has *inter alia*, taken the following decisions/noting:

1. Approved an in-principle basis the following proposal recommended by the Committee, and the Audit Committee, in relation to proposed restructuring of the Company's operations:

To undertake a Composite Scheme of Arrangement pursuant to which *inter-alia*:

- Lily Commercial Private Limited, a promoter company holding shares in the Company, be merged with the Company;

- The two business verticals of the Company, i.e., chemical undertaking and rayon undertaking (including defence and engineering projects) be demerged into two existing companies, on a going concern basis, while the residual undertaking comprising of sugar, alcohol and power would be retained in the Company,

subject to a scheme of arrangement being drafted and approved by the Independent Directors Committee, Audit Committee and the Board, and subject to any other approvals and permissions as may be required under the Companies Act, 2013, the Securities and Exchange Board of India (Listing and Obligations and Disclosure Requirements) Regulation 2015, and/or any other acts, rules and regulations.

2. The Board also considered and noted the proposal from the Promoter Group to the effect that each of the three resultant listed companies pursuant to the aforesaid Composite Scheme of Arrangement, in the event of such Scheme of Arrangement is approved and effected, be independently controlled and managed by a branch of the Lala Bansidhar Family viz. Shri Alok B. Shriram family, Shri Madhav B. Shriram family and Smt. Urvashi Tilakdhar family, in order to address succession (with the generational shift), ensure peace and harmony, avoid any future inter-family disputes, and to maintain good relations within the family and focused independent control, apart from independently planning and executing business plans for each verticals keeping the objective of unlocking shareholders' value, growth and independent expansion. The Board noted that the promoter group shall further deliberate on this aspect and may consider having a family settlement to give effect to the above arrangement, which would be subject to, and also be a part of the proposed Composite Scheme of Arrangement to *inter alia* avoid any future disputes.
3. The Board noted that the promoter group has separately filed a scheme of arrangement u/s 230-232 of the Companies Act, 2013 for amalgamating four (Versa Trading Private Limited, Bantam Enterprises Private Limited, Hi-vac wares Private Limited, HR Travels Private) of the five investment companies, through which the promoters hold and control 31.34% of the paid-up equity capital in the Company, into Lily Commercial Private Limited. This scheme of arrangement is currently pending before the Hon'ble National Company Law Tribunal, Delhi.

It is hereby clarified that the Board has granted only an in-principle approval to proceed with formulating a Composite Scheme of Arrangement, and the same is subject to further deliberation and final approval of the Independent Directors Committee, Audit Committee and the Board. The Company will make appropriate public disclosures in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, as and when there is an event requiring disclosure, in relation to the above.

Kindly take the above information on record.

The Board meeting commenced at 2.30 PM and concluded at 3.30 PM.

Thanking you,

Yours faithfully,

(Y.D. Gupta)
Company Secretary &
Compliance Officer
FCS: 3405