

Dated: 07th April, 2026

To, BSE Ltd. Pheroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code: 544702	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: DCMSIL
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**Subject : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –
Postal Ballot Notice.**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice dated 04.04.2026 together with the Explanatory Statement thereto, seeking approval of Members of the Company, on the following items:

S. No.	Description of Resolution	Type of Resolution
1	Appointment of Mr Sunil Behari Mathur w.e.f 07/03/2026 (Non- ED) liable to retire by rotation.	Special Resolution
2	Appointment of Mr. Sanjay Chandrakant Kirloskar as an Independent Director for 5 years w.e.f 15/11/2025	Special Resolution
3	Appointment of Mr. Suman Jyoti Khaitan as an Independent Director for 5 years w.e.f 15/11/2025	Special Resolution
4	Appointment of Mr. Mukesh Gupta as an Independent Director for 5 years w.e.f 15/11/2025	Special Resolution
5	Appointment of Mrs. Meeta Makhan as an Independent Director for 5 years w.e.f 15/11/2025	Special Resolution
6	Appointment and remuneration of Mr. Alok Bansidhar Shriram, w.e.f 24/12/2025 as Managing Director & CEO.	Special Resolution
7	Appointment and remuneration of Ms. Kanika Shriram for five years w.e.f 24/12/2025 as DMD.	Special Resolution

S. No.	Description of Resolution	Type of Resolution
8	Appointment and remuneration of Mr. Rudra Shriram for five years w.e.f 24/12/2025 as DMD.	Special Resolution
9	Appointment and remuneration of Mr. Purushottam Das Bagla for three years w.e.f 24/12/2025 as WTD & CEO.	Ordinary Resolution
10	Appointment of Secretarial Auditors (2025-2030)	Ordinary Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose name appears in the Register of Members/ list of Beneficial Owners as received from Depositories and whose email IDs are registered with the Company/ Depository Participants as on **Monday, 06th April, 2026, ("Cut-off date")**. Members holding shares in physical mode and who have not updated their email addresses with the Company are being requested to update their email addresses as per the instructions given in the enclosed Notice through public notice.

The Company has engaged the services of KFIN Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating remote e-voting to enable the Members to cast their votes electronically.

The remote e-voting period will commence on Monday, 13th April, 2026 at 9.00 A.M. (IST) and will end on Tuesday, the 12th May, 2026 at 5.00 PM (IST).

The aforesaid notice is also posted on the website of the Company at https://dcmsil.com/wp-content/uploads/2026/04/Postal-Ballot-Notice_04.04.2026-1.pdf.

This is for information and record.

Thanking you,

Yours faithfully,

(Ashish Jha)
Company Secretary
& Compliance Officer
FCS: 11326

Encl: As above

DCM SHRIRAM INTERNATIONAL LIMITED

Registered Office: 6th Floor, Kanchenjunga Building, 18 Barakhamba Road, New Delhi 110001.

Tel.no. (011)-43745000/ Email: investorservices@dcmsil.com

CIN: U17299DL2022PLC404291 Website: www.dcmsil.com

POSTAL BALLOT NOTICE**Notice pursuant to Sections 108 & 110 of the Companies Act, 2013**

Dear Member(s),

Notice is hereby given that pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 ("Rules") as amended, the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Resolutions appended below are proposed to be passed through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

With a view to be compliant with Regulation 17 (1)(c) of the SEBI (LODR) Regulations, 2015, at the time of listing of the Company's shares, the Board on recommendation of NRC, had reconstituted its Board by appointing Independent Directors and Executive Directors w.e.f. 15/11/2025 and 24/12/2025 respectively. The new Directors were inducted as Additional Directors u/s 161(1) of the Companies Act to hold office till the next general meeting. Their appointments were subject to approval of the shareholders as per the said section of the Companies Act, 2013. Accordingly, it was envisaged to seek the approval of the shareholders to the appointments at the ensuing Annual General Meeting.

The shares in the Company were listed and admitted for dealings from 17.02.2026. Subsequently, the Company has inducted Mr. Sunil Behari Mathur on the Board as an Additional Director w.e.f 07/03/2026. As per the SEBI (LODR) Regulations, 2015, appointment of a director on the Board of a listed company required to be approved by the shareholders at the next general meeting or within 3 months of the date of appointment, whichever is earlier. In view of this provision, the approval of the shareholders is being sought to the

appointment of not only Mr. Sunil Behari Mathur but also other items listed below through this Postal Ballot process.

S. No.	Particulars	Type of Resolution
1	Appointment of Mr Sunil Behari Mathur w.e.f 07/03/2026 (Non- ED) liable to retire by rotation.	Special Resolution
2	Appointment of Mr. Sanjay Chandrakant Kirloskar as an Independent Director for 5 years w.e.f 15/11/2025	Special Resolution
3	Appointment of Mr. Suman Jyoti Khaitan as an Independent Director for 5 years w.e.f 15/11/2025	Special Resolution
4	Appointment of Mr. Mukesh Gupta as an Independent Director for 5 years w.e.f 15/11/2025	Special Resolution
5	Appointment of Mrs. Meeta Makhan as an Independent Director for 5 years w.e.f 15/11/2025	Special Resolution
6	Appointment and remuneration of Mr. Alok B. Shriram, w.e.f 24/12/2025 as Managing Director & CEO.	Special Resolution
7	Appointment and remuneration of Ms Kanika Shriram for five years w.e.f 24/12/2025 as DMD.	Special Resolution
8	Appointment and remuneration of Mr. Rudra Shriram for five years w.e.f 24/12/2025 as DMD.	Special Resolution
9	Appointment and remuneration of Mr. P. D. Bagla for three years w.e.f 24/12/2025 as WTD & CEO.	Ordinary Resolution
10	Appointment of Secretarial Auditors - (2025-2030)	Ordinary Resolution

Accordingly, the Members' consideration and approval are being sought for the Resolutions annexed hereto.

In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the relevant MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., casting votes electronically instead of submitting physical postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only, through electronic mode to those Members whose email addresses are

registered with the Company/ depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors of the Company has appointed Mr. Kamaljit Singh (COP No. 16847) Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot /e- voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 A.M. (IST) on Monday, 13th April, 2026 and ends at 5.00 PM (IST) on Tuesday, the 12th May, 2026.

In compliance with the provision of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules thereof and Regulation 44 of the LODR Regulations read with para 16 of the Secretarial Standard on General Meeting ("SS-2"), the Company is offering the facility of e-voting to all its Members as on Cut-off date i.e. **06th April 2026** to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes for casting votes by e-voting.

RESOLUTIONS:

1. Appointment of Mr. Sunil Behari Mathur (DIN: 00013239) as a Director liable to retire by rotation

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

"RESOLVED THAT pursuant to Section 161 and any other applicable provisions of the Companies Act, 2013, including any statutory modifications or reenactment thereof for the time being in force, pursuant to the relevant provisions in the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of Mr. Sunil Behari Mathur (DIN 00013239), who was appointed as an Additional Director u/s 161 (1) of the Companies Act, 2013 w.e.f 07/03/2026, who has confirmed that he is not disqualified to be a director on the board of a company u/s 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, as a Director liable to retire by rotation as per Section 152(6) of the Companies Act, 2013 on the Board of the Company with effect from 07/03/2026.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

2. Appointment of Mr. Sanjay Chandrakant Kirloskar (DIN:00007885) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, Mr. Sanjay Chandrakant Kirloskar (DIN:00007885), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013 w.e.f 15.11.2025, approval of the Members be and is hereby accorded to the appointment of Mr. Sanjay Chandrakant Kirloskar , who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he is not disqualified to be a director on the Board of a Company u/s 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of five years i.e., from 15th November, 2025 to 14th November, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

3. Appointment of Mr. Suman Jyoti Khaitan (DIN: 00023370) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, Mr. Suman Jyoti Khaitan (DIN: 00023370) , who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013 w.e.f 15.11.2025, approval of the Members be and is hereby accorded to the appointment of Mr. Suman Jyoti Khaitan , who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he is not disqualified to be a director on the Board of a Company u/s 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of five years i.e., from 15th November, 2025 to 14th November, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

4. Appointment of Mr. Mukesh Gupta (DIN: 06638754) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, Mr. Mukesh Gupta (DIN: 06638754), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013 w.e.f 15.11.2025, approval of the Members be and is hereby accorded to the appointment of Mr. Mukesh Gupta , who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he is not disqualified to be a director on the Board of a Company u/s 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of five years i.e., from 15th November, 2025 up to 14th November, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

5. Appointment of Mrs. Meeta Makhan (DIN:07135150) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, Mrs. Meeta Makhan (DIN:07135150), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013 w.e.f 15.11.2025, approval of the Members be and is hereby accorded to the appointment of Mrs. Meeta Makhan, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that she is not disqualified to be a director on the Board of a Company u/s 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of five years i.e., from 15th November, 2025 to 14th November, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

6. Appointment of Mr. Alok Bansidhar Shriram (DIN:00203808) as Managing Director & CEO.

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 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 Mr. Alok Bansidhar Shriram, (DIN: 00203808) Managing Director & CEO, for a period of 5 years w.e.f. 24.12.2025 on the terms and conditions and remuneration as set out in the Explanatory Statement to this Notice."

"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 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 other than commission as set out in the Explanatory Statement or such higher amount as may be permitted subject to necessary approvals and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 read with the proviso thereto or any amendment thereto or any other Regulations."

7. Appointment of Ms. Kanika Shriram (DIN: 00998758) as Deputy Managing Director

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

RESOLVED THAT the appointment of Ms. Kanika Shriram, as Deputy Managing Director of the Company, for a period of 5 years w.e.f. 24.12.2025 as per terms and conditions contained in the Explanatory Statement, be and is hereby approved pursuant to Sections 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, Regulation 17 of the SEBI (LODR) Regulations, 2015 and/or any other applicable Regulations and subject to such approvals, if any, required.

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 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 other than commission as set out in the Explanatory Statement or such higher amount as may be permitted subject to necessary approvals and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 read with the proviso thereto or any amendment thereto or any other Regulations as may be applicable."

8. **Appointment of Mr. Rudra Shriram (DIN: 08617576) as Deputy Managing Director**

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

RESOLVED THAT the appointment of Mr. Rudra Shriram (DIN: 08617576), as Deputy Managing Director of the Company, for a period of 5 years w.e.f. 24.12.2025 as per terms and conditions contained in the Explanatory Statement, be and is hereby approved pursuant to Sections 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, Regulation 17 of the SEBI (LODR) Regulations, 2015 and/or any other applicable Regulations and subject to such approvals, if any, required.

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 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 other than commission as set out in the Explanatory Statement or such higher amount as may be permitted subject to necessary approvals and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 read with proviso thereto or any amendment thereto or any other Regulations as may be applicable."

9. Appointment of Mr. Purushottam Das Bagla (DIN: 11354856) as Whole Time Director & CFO

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

"RESOLVED THAT the appointment of Mr. Purushottam Das Bagla (DIN: 11354856) , as Whole Time Director of the Company, for a period of 3 years w.e.f. 24.12.2025 as per terms and conditions contained in the Explanatory Statement, be and is hereby approved pursuant to Sections 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, Regulation 17 of the SEBI (LODR) Regulations, 2015 and/or any other applicable Regulations and subject to such approvals, if any, required.

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 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 other than commission as set out in the Explanatory Statement or such higher amount as may be permitted subject to necessary approvals and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 read with proviso thereto or any amendment thereto or any other Regulations as may be applicable."

10. **Appointment of Secretarial Auditors**

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable provisions, M/s. Chandrasekaran Associates, a Peer Reviewed Firm of Company Secretaries (Peer Review Certificate No.6689/2025), having Registration Number - P1988DE002500, be and are hereby appointed as the Secretarial Auditors of the Company for a term of five years, commencing from 01.04.2025 to 31.03.2030 for conducting the Secretarial Audit and for undertaking additional certification works as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to the Secretarial Auditors, in addition to reimbursement of actual out-of-pocket expenses incurred by them in connection with the performance of their duties from year to year."

By Order of the Board

Sd/-
(Ashish Jha)
Company Secretary &
Compliance Officer
(FCS 11326)

New Delhi
04th April, 2026

Notes:

1. An Explanatory statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act, pertaining to the Resolutions stated above, setting out material facts and the reasons thereof is annexed. Details in terms of Regulation 36(3) of the LODR Regulations details in the Explanatory Statement forms an integral part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository (India) Limited (CDSL) (Depositories) as on Monday, 06th April, 2026 (cut-off date) and whose e-mail IDs are registered with the Company / Depositories. For members who have not registered their e-mail IDs, please follow the instructions given under Note No. 9.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Monday, 06th April, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://dcmsil.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of

India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/showallevents.aspx>

7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from **Monday, 13th April, 2026** to **Tuesday, the 12th May, 2026** on the request being sent to investorservices@dcmsil.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Monday, 06th April, 2026 being the cut-off date fixed for the purpose.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investorservices@dcmsil.com along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investorservices@dcmsil.com.
10. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him in writing, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The Resolution, if passed by requisite majority shall be deemed to have been passed on Tuesday, 12th May 2026, being the last date specified by the Company for e-voting.
11. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., <https://dcmsil.com/> and website of KFin Technologies Limited <https://evoting.kfintech.com/>.

12. The instructions for Shareholders for e-voting are as under:

- a. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, e-voting process has been enabled for 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. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- b. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- c. Method of login for Individual shareholders holding the securities in demat mode:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.

	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nSDL.com Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i. e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 2. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.
Shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest is www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. KFin Technologies Limited. Click on KFin Technologies

	Limited to cast your vote.
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p>C. Visit the e-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. 2. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
<p>Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider- KFin Technologies Limited and you will be redirected to e-voting website of KFin Technologies Limited for casting your vote during the e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

For Technical Assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email ID's or contact on the toll-free nos. provided below:

NSDL	CDSL
Email: evoting@nsdl.com	Email: helpdesk.evoting@cdslindia.com
Contact no.: 022- 48867000	Toll free no.: 1800 22 55 33

d. Information and Instructions for e-voting by Members other than individuals holding shares of the Company in demat mode and all Members holding shares of the Company in physical mode:

- i. Launch internet browser and type the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for DCM Shriram International Limited.
- vii. 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.

- viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix. 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". You may then cast your vote by selecting an appropriate option and click on "SUBMIT", A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- x. 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 to the Scrutinizer through email to cskamaljitsingh@gmail.com with a copy marked to evoting@kfintech.com.
- xi. In case of any queries/grievances, in respect of remote e-voting, you may refer <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 forgotten the password are advised to use "Forgot Password" options available on the website.

EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 ("Act")

Item No.1

Mr. Sunil Behari Mathur, who is a Non-Independent Director and Chairman of the Board of DCM Shriram Industries Limited (DCMSR) had spear-headed the Scheme of Arrangement process, including as Chairman of the Reorganization Committee constituted in August 2022 by DCMSR. It is considered in the interest of the Company to have some common directors with the other two companies which were parties to the Scheme of Arrangement so as to ensure continuity and to draw on their long experience.

It has been the efforts of the Company to maintain a broad-based Board, comprising persons of eminence and expertise in diverse fields. The Company will benefit from Mr. S B Mathur's long experience and familiarity with the operations of the Company in his capacity / association as Chairman of the Board of DCMSR

In view of this, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), in its meeting held on 06.03.2026 has appointed Mr. S.B. Mathur as an additional director u/s 161(1) of the Act, who has given his consent u/s 152 (5) of the Act, effective from 07/03/2026, subject to the approval of the shareholders to hold office as a Director liable to retire by rotation as per Section 152(6) of the Companies Act, 2013.

DCMSR has immensely benefitted from his vast experience and far sightedness during his long tenure as a Director, Independent Director and Chairman of the Board. The Directors consider that his continued association will be in the interest of the Company and its shareholders. Mr. S.B. Mathur, aged 80 years, is in good health and active.

As per the requirement of Regulation 17(1A) of the SEBI (LODR) Regulation, 2015, a special resolution is required to be passed for the appointment of a person as non-executive director who has attained the age of seventy-five years or more.

The particulars of other directorships and Committee memberships of Mr. S.B. Mathur are given below:

S. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	DCM Shriram Industries Ltd.	Non-Executive & Non-Independent Director	<ul style="list-style-type: none"> • Audit Committee • Stakeholders' Relationship Committee • Nomination & Remuneration Committee
2	DCM Shriram Fine Chemicals Limited	Non-Executive & Non-Independent Director	--
2	QRG Investments and Holding Limited	Independent Director – Non – Executive Chairman	<ul style="list-style-type: none"> • Audit Committee (Chairman) • Corporate Social Responsibility Committee (Chairman) • Nomination & Remuneration Committee • Risk Management Committee

Mr. S.B. Mathur has confirmed that he is not disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013. The Company has verified and confirm that Mr. S B Mathur is not debarred from holding the Office of Director pursuant to any SEBI Order.

Brief Profile of Mr. Sunil Behari Mathur

Mr. S.B. Mathur, aged 81 years, is a qualified fellow Chartered Accountant and ICWA (London). He was the Chairman of LIC of India and Non-Executive Chairman of NSE Stock Exchange of India. Under his leadership, LIC successfully rose to the challenges of a competitive environment by enhancing product offerings. He held various positions in LIC including Senior Divisional Manager of Gwalior Division, Chief of Corporate Planning, General Manager of LIC (International) E.C., Zonal Manager in-charge of Western Zone and Executive Director. He was appointed by the Government of India as an Administrator of Specified Undertaking of the Unit Trust of India (SUUTI) which managed funds of over 40 billion Dollars.

He was director on the Boards of Companies like L&T, ITC etc., for long tenures.

Other details of Mr. S B Mathur are as under:

Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	07.03.2026
Board Meetings attended in 2025-26	None
Past Remuneration (Sitting Fee)	None

Considering that the Company will continue to benefit from his experience and stewardship, the Board recommends the resolution for the appointment of Mr. S.B. Mathur as a Director liable to retire by rotation for the approval of the members of the Company by a special resolution.

Except Mr. S.B. Mathur, being the appointee, 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 as Item No.1.

Item No.2

The Board of Directors, at its meeting held on 30.10.2025, appointed Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885) as an Additional Director in

the Independent Director category, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 15.11.2025 for a term of five years, subject to the approval of the shareholders as required under the Companies Act, 2013.

At the time of Mr. Sanjay Chandrakant Kirloskar's appointment, the Company was unlisted. The Company was required and intended to seek shareholders' approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, listing and the commencement of trading in company's shares on 17 February 2026, and subsequent induction of Mr. S. B. Mathur as an Additional Director w.e.f 07th March 2026 (as detailed in Item No. 1 of the Notice), this postal ballot process has been necessitated to comply with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholder approval to be obtained within three months of such an appointment. Accordingly, proposals for approval to the appointment of other directors made prior to listing have also been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885) as an Independent Director.

Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885) has furnished a declaration of independence u/s 149(6) and also consent to act as a Director u/s 152(5) of the Act. His other directorships are as under:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	Kirloskar Brothers Limited	Managing Director	-Stakeholders' Relationship Committee (Member) - Nomination and remuneration committee (Member) -Corporate Social Responsibility Committee (Member)

2	DCM Shriram Industries Limited	Independent Director	- Audit Committee (Member) - Nomination & Remuneration Committee (Chairman)
3	Kirloskar Ebara Pumps Limited	Director	- Audit Committee (Chairman) -Nomination & Remuneration Committee (Chairman)
4	MCCIA Limited	Director	---
5	Mahratta Chamber Of Commerce Industries And Agriculture	Director	---
6	Auto Cluster Development And Research Institute	Director	---
7	MCCIA Electronic Cluster Foundation	Nominee Director	---

Other details of Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885) are as under:

Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	15.11.2025
Board Meetings attended in 2025-26	Two – 23.12.2025 & 06.03.2026
Past Remuneration (Sitting Fee)	Rs.50,000 per meeting of Board and Rs.25,000 per Committee meeting.

Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885) has confirmed that he is neither disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013 nor debarred from holding the office of a director. The Company has verified and confirmed that the said person is not debarred from holding the Office of Director pursuant to any SEBI Order.

Considering his credentials and experience as a leading industrialist, the Board considers that the Company will greatly benefit from his association and recommends the resolution in relation to his appointment as an Independent Director for the approval of the members of the Company by a special resolution.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Except Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885), being the appointee, 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 as Item No.2.

Brief profile of Mr. Sanjay Chandrakant Kirloskar (DIN: 00007885)

Mr. Sanjay Chandrakant Kirloskar , aged 69 years, is a fourth-generation industrialist and Managing Director of Kirloskar Brothers Ltd., one of India's oldest engineering companies. He graduated with a Bachelor of Science degree in Mechanical Engineering from the Illinois Institute of Technology.

He is a Fellow of the Indian National Academy of Engineering and was a member of the School of Engineering Dean's Advisory Council at the Massachusetts Institute of Technology, President of All India Management Association, and Chairman, CII Western Region. Currently he is President of Maharashtra Chamber of Commerce Industry and Agriculture, Chairman of the Advisory Board of the Savitribai Phule Pune University and a member of the Executive Council of the Gokhale Institute of Politics and Economics also, he is on the board of directors of DCM Shriram Industries Ltd., Kirloskar Brothers International BV (Netherlands), Kirloskar Ebara Pumps Ltd. and SPP Pumps Ltd. (UK).

Item No.3

The Board of Directors, at its meeting held on 30.10.2025, appointed Mr. Suman Jyoti Khaitan (DIN: 00023370) as an Additional Director in the Independent Director category, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 15.11.2025 for a term of five years,

subject to the approval of the shareholders as required under the Companies Act, 2013.

At the time of Mr. Suman Jyoti Khaitan's appointment, the Company was unlisted. The Company was required and intended to seek shareholders' approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, listing and the commencement of trading in Company's shares on 17 February 2026, and subsequent induction of Mr. S. B. Mathur as an Additional Director w.e.f 07th March 2026 (as detailed in Item No. 1 of the Notice), this postal ballot process has been necessitated to comply with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholder approval within three months of such an appointment. Accordingly, proposals for approval to the appointment of other directors made prior to listing have also been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Mr. Suman Jyoti Khaitan (DIN: 00023370) as an Independent Director.

Mr. Suman Jyoti Khaitan (DIN: 00023370) has furnished a declaration of independence u/s 149(6) and also consent to act as a Director u/s 152(5) of the Act. His other directorships are as under:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	Gopi Nursery Private Limited	Director	-
2	OCCL Limited	Non-Executive Independent Director	<ul style="list-style-type: none"> • Audit Committee-Member • Stakeholders Relationship Committee-Chairperson • Corporate Social Responsibility Committee-Chairperson • Operational & Finance

			Committee-Chairperson
3	RSWM Limited	Independent Director	<ul style="list-style-type: none"> • Audit Committee-Member • Stakeholders Relationship Committee-Chairperson
4	Maral Overseas Limited	Independent Director	<ul style="list-style-type: none"> • Audit Committee-Member
5	Khaitan Chemicals and Fertilizers Limited	Independent Director	<ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee-Member • Corporate Social Responsibility Committee-Member • Stakeholders Relationship Committee - Chairman

Other details of Mr. Suman Jyoti Khaitan (DIN: 00023370) are as under:

Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	15.11.2025
Board Meetings attended in 2025-26	Two – 23.12.2025 & 06.03.2026
Past Remuneration (Sitting Fee)	Rs.50,000 per meeting of Board and Rs.25,000 per Committee meeting.

Mr. Suman Jyoti Khaitan (DIN: 00023370) has confirmed that he is neither disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013 nor debarred from holding the office of a director. The Company has verified

and confirmed that the said person is not debarred from holding the Office of Director pursuant to any SEBI Order.

Considering his credentials and experience in the economics and finance field, the Board considers that the Company will greatly benefit from his association and recommends the resolution in relation to his appointment as an Independent Director for the approval of the members of the Company by a special resolution.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Except Mr. Suman Jyoti Khaitan (DIN: 00023370) , being the appointee, 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 as Item No.3.

Brief profile of Mr. Suman Jyoti Khaitan (DIN: 00023370)

Mr. Suman Jyoti Khaitan, aged 67 years, is a practicing advocate in India since 1985 and is the Founder & CEO of Law Firms, Suman Khaitan & Co. and Khaitan & Partners, both full service law firms based at New Delhi, India having associates in all important cities in India including Bengaluru, Chandigarh, Chennai, Jaipur, Kolkata and Mumbai. He has wide experience in diverse fields of practice including arbitration, aviation, banking & finance, bankruptcy & insolvency, consumer protection, corporate, environment, insurance, infrastructure, intellectual property, litigation, overseas & inbound investment, power, real estate, taxation, telecom, trade, etc. He regularly advises on business restructuring, schemes of amalgamations, demergers and takeovers, overseas acquisitions, raising finance, tax planning, family settlements and trusts. He is also an Advocate-on-Record of the Hon'ble Supreme Court of India and a registered Patent Attorney.

He was the President of PHDCCI during the year 2013. He was also a Special Invitee to the Managing Committee of FICCI during the year 2013. He was a member of the Managing Committee of ASSOCHAM and the Chair of the National Council on Legal Affairs & Regulatory Reforms of ASSOCHAM for more than 20 years. He was also a member of Secretarial Standard Board of

the Institute of Company Secretaries of India. He is also a member of Managing Committee of ICC India and Confederation of Indian Bar, Indian Council of Arbitration, International Centre for Alternative Dispute Resolution and Society of Indian Law Firms. He was a Special Invitee to CII Delhi State Council for the year 2024-25. He was a Special Invitee to CII Northern Regional Council for the year 2023-2024. He is a Member of CII National Committee on Legal Services 2025-2026 and has been a Chair of the Sub-Committee on Insolvency Laws under National Committee on Legal Services 2024-2025. He has also been a Member of CII Northern Region - Regional Committee on Economic Affairs & Taxation since 2023-24.

Item No.4

The Board of Directors, at its meeting held on 30.10.2025, appointed Mr. Mukesh Gupta (DIN: 06638754) as an Additional Director in the Independent Director category, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 15.11.2025 for a term of five years, subject to the approval of the shareholders as required under the Companies Act, 2013.

At the time of Mr. Mukesh Gupta's appointment, the Company was unlisted. The Company was required and intended to seek shareholders' approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, the listing and the commencement of trading in Company's shares on 17 February 2026, and subsequent induction of Mr. S. B. Mathur as an Additional Director w.e.f 07th March 2026 (as detailed in Item No. 1 of the Notice), this postal ballot process has been necessitated to comply with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholder approval within three months of such an appointment. Accordingly, proposals for approval to the appointment of other directors made prior to listing have also been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Mr. Mukesh Gupta (DIN: 06638754) as an Independent Director.

Mr. Mukesh Gupta (DIN: 06638754) has furnished a declaration of independence u/s 149(6) and also consent to act as a Director u/s 152(5) of the Act. His other directorships are as under:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	Runwal Residency Private Limited	Independent Director	<ul style="list-style-type: none"> • CSR Committee - Member
2	Runwal Enterprises Limited	Independent Director	<ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee-Chairman • Stakeholders' Relationship Committee-Member
3	ITC Hotels Limited	Independent Director	<ul style="list-style-type: none"> • Audit Committee-Member • Risk Management Committee-Member
4	CFM Asset Reconstruction Private Limited	Independent Director	<ul style="list-style-type: none"> • Audit Committee-Chairman • Nomination & Remuneration Committee-Member • CSR Committee-Member

Other details of Mr. Mukesh Gupta (DIN: 06638754) are as under:

Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	15.11.2025
Board Meetings attended in 2025-26	Two – 23.12.2025 & 06.03.2026
Past Remuneration (Sitting Fee)	Rs.50,000 per meeting of Board and Rs.25,000 per Committee meeting.

Mr. Mukesh Gupta (DIN: 06638754) has confirmed that he is neither disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013 nor debarred from holding the office of a director. The Company has verified and confirmed that the said person is not debarred from holding the Office of Director pursuant to any SEBI Order.

Considering his credentials and experience in insurance, economics and finance field, the Board considers that the Company will greatly benefit from his association and recommends the resolution in relation to his appointment as an Independent Director for the approval of the members of the Company by a special resolution.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Brief profile of Mr. Mukesh Gupta (DIN: 06638754)

Mr. Mukesh Gupta, aged 64 years, is a seasoned boardroom leader and public sector veteran with over four decades of executive and governance experience across the insurance, financial services, hospitality, real estate, and manufacturing sectors. He is best known for his tenure as the Managing Director of the Life Insurance Corporation of India (LIC). During his executive career with LIC spanning from 1984 to 2021, he rose through the ranks from Branch Manager to Managing Director, ultimately overseeing an impressive Asset Under Management (AUM) of over ₹36 trillion and engaging with 290 million policyholders. His leadership was instrumental in shaping India's

financial services narrative, directing large-scale human resources visions for over 100,000 employees, and strengthening bancassurance partnerships.

Mr. Gupta is recognized for his strong competencies in corporate governance and compliance, ensuring alignment with SEBI, RBI, and IRDAI frameworks. He is highly skilled in audit, investment, and risk oversight, frequently steering asset-liability management and fiduciary controls. Furthermore, he is a champion of strategic growth, business transformation, and ESG stewardship, consistently driving long-term value creation through climate-conscious practices, inclusive growth, and strategic talent development.

Backing his extensive professional experience, he holds a B.Sc. (PCM) from the University of Rajasthan and an MBA in Human Resources from SMU. Additionally, he is a certified Independent Director through the Indian Institute of Corporate Affairs (IICA) and actively engages in continuous learning regarding governance trends, financial markets, and ESG reporting standards.

Except Mr. Mukesh Gupta (DIN: 06638754) , being the appointee, 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 as Item No.4.

Item No. 5

The Board of Directors, at its meeting held on 30.10.2025, appointed Mrs. Meeta Makhan (DIN: 07135150) as an Additional Director in the Independent Director category, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 15.11.2025 for a term of five years, subject to the approval of the shareholders as required under the Companies Act,2013.

At the time of Mrs. Meeta Makhan's appointment, the Company was unlisted. The Company was required and intended to seek shareholders' approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, the listing and the commencement of trading in Company's shares on 17 February 2026, and subsequent induction of Mr. S. B. Mathur as an Additional Director w.e.f 07th March 2026 (as detailed in Item No. 1 of the Notice), this postal ballot process has been necessitated to comply with

Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholder approval within three months of such an appointment. Accordingly, proposals for approval to the appointment of other directors made prior to listing have also been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Mrs. Meeta Makhan (DIN: 07135150) as an Independent Director.

Mrs. Meeta Makhan (DIN: 07135150) has furnished a declaration of independence u/s 149(6) and also consent to act as a Director u/s 152(5) of the Act. Her other directorships are as under:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	Kanoria Chemicals & Industries Limited	Non-Executive Independent Director	<ul style="list-style-type: none"> • Audit Committee-Chairperson • Nomination & Remuneration Committee-Member • CSR Committee-Member • Committee of Directors-Member
2	Timex Group India Limited	Non-Executive Independent Director	<ul style="list-style-type: none"> • Audit Committee-Chairperson • Stakeholders Relationship Committee-Member • Nomination and Remuneration Committee-Member • Risk Management Committee-Member • CSR Committee- Member
3	S V Creditline Limited	Independent Director	<ul style="list-style-type: none"> • Audit Committee-Chairperson • Nomination and Remuneration Committee-Chairperson

			<ul style="list-style-type: none"> • Borrowing Committee-Member • IT Strategy Committee-Chairperson • Asset Liability Management-Member
4	Doundo Services Private Limited	Director	-
5	Aurie Bhoomiboost Private Limited	Director	-

Other details of Mrs. Meeta Makhan (DIN: 07135150) are as under:

Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	15.11.2025
Board Meetings attended in 2025-26	Two – 23.12.2025 & 06.03.2026
Past Remuneration (Sitting Fee)	Rs.50,000 per meeting of Board and Rs.25,000 per Committee meeting.

Mrs. Meeta Makhan (DIN: 07135150) has confirmed that she is neither disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013 nor debarred from holding the office of a director. The Company has verified and confirmed that Mrs. Meeta Makhan is not debarred from holding the Office of Director pursuant to any SEBI Order.

Considering her credentials and experience in the economics and finance field, the Board considers that the Company will greatly benefit from her association and recommends the resolution in relation to her appointment as an Independent Director for the approval of the members of the Company by a special resolution.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Brief profile of Mrs. Meeta Makhan (DIN: 07135150)

Ms. Meeta Makhan, aged 51 years, is an experienced finance professional and corporate leader with over 25 years of experience in global banking, structured finance, corporate governance, and advisory roles across multinational institutions and Indian organizations.

Ms. Makhan currently serves as an Independent Non-Executive Director on the boards of Timex Group India Limited, Kanoria Chemicals & Industries Ltd., and SV Creditline Ltd. She also co-founded DoUndo Services Pvt. Ltd., where she serves as a Director, promoting sustainable and impact-driven business initiatives.

Her professional background includes senior leadership positions at major international banks:

Managing Director at Bank of America
Head of Multinational Corporate at Barclays Bank
Director at Standard Chartered Bank
Head of Multinational Corporate at IDFC Limited
Early career roles at Citibank N.A.

Mrs. Makhan specializes in structured finance, capital markets, project and working capital finance, risk management, and strategic advisory. She has been frequently involved in banking relationships across emerging markets and the United States.

She is the Founder and Director of DoUndo Services Pvt. Ltd., a company focused on knowledge, services, and investment solutions across consumer, development, and government sectors. In addition, she is a strategic investor in sustainable and technology-focused start-ups such as Sanesan Farms, MIMO Technologies, and Bharosa Technoserve. She also advises cleantech and cybersecurity ventures including Amida Tech and Lisanthus Technologies.

Education

Ms. Makhan holds a Bachelor's degree in Economics from Delhi University and an MBA from the Indian Institute of Management (IIM), Lucknow.

Beyond corporate roles, she actively participates in Rotary International initiatives focused on health, financial inclusion, and community service for underserved groups in India.

Except Mrs. Meeta Makhan (DIN: 07135150) , being the appointee, 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 as Item No.5.

Item No.6

Mr. Alok B. Shriram (DIN: 00203808), aged 65 years brings to the Board an extensive 46 years of rich professional and management experience. He has been effectively leading as the Sr. Managing Director & CEO of DCM Shriram Industries Limited, having been previously reappointed to the position for a five-year term with effect from October 1, 2023. Throughout his tenure, Mr. Alok B. Shriram has been instrumental in successfully managing the overall affairs of the Company, with specific focus on overseeing the Corporate Office functions as well as the Rayons and Engineering Projects Divisions.

His strategic foresight and leadership have been particularly critical during the recent corporate restructuring, culminating in the successful transfer of the Rayon Undertaking, which became effective on 17th December 2025 pursuant to the approval of the Hon'ble NCLT, New Delhi bench. Recognizing his substantial skills, consistent performance, and deep familiarity with the Company's legacy and operational divisions, the Board of Directors believes that his continued stewardship is essential to maintain operational stability and drive the next phase of strategic growth as envisaged in the Scheme of Arrangement.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee has appointed Mr. Alok B. Shriram as MD & CEO for a period of 5 years from 24.12.2025 on the terms and conditions set out below, subject to the approval of the shareholders.

Particulars	Mr. Alok Bansidhar Shriram
Designation	Managing Director & CEO
Tenure	5 years w.e.f 24.12.2025
Salary (Rs. Lakh/ per month)	8.50
Housing	Company maintained furnished accommodation or 60% of salary as HRA
Gas, Water, Electricity, Furniture, Furnishings and house maintenance	Actual
Medical expenses for self and family	Actual (Family means self and spouse)
P.A. Insurance	As Per Company Rules (APCR)
L.T.C./Leave	APCR (Privilege leave not availed may be encashed at the time of cessation of service.)
PF, Gratuity & Superannuation	NA
Club Fees (Admission/ life membership fee not allowed)	2 Clubs
Commission on profit * (including remuneration)	Not exceeding 5% of the net profit as per Section 198 of the Co(s) Act, 2013, to be decided by the Board.
Age	65 YEARS
Qualification	B.Com.(Hons)
Experience	46 years
Other Directorships	- Shriram Midivisana Engg. Pvt. Ltd. - DCM Shriram Fine Chemicals Ltd. - Synergy Environics Ltd. -National Skills Development Corporation
Shareholding in the Company (Equity/Rs.2each)	23,88,944 Equity Shares (2.75%)
Past Remuneration (Salary)	Rs.5.90 Lakh p.m.

Subject to the above limits, commission on profit to be decided by the Board but not to exceed overall limits of remuneration u/s 197/ 198 read with Schedule V of the Companies Act, 2013 or any other applicable Regulations.

Other Terms Applicable to the Re-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 for all the managerial personnel 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 during 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 read with the proviso thereto 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 six 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.

Considering the skill and contributions of the above managerial personnel in managing the affairs of the Company, the Directors recommend the resolution for your approval.

The remuneration proposed to be paid to Mr. Alok Bansidhar Shriram, Managing Director & CEO, has been approved by the Nomination and Remuneration Committee and the Board of Directors, and is subject to the provisions of Sections 196, 197, and 198 read with Schedule V to the Companies Act, 2013 read with the proviso thereto.

While the Company expects to generate adequate profits in the ordinary course of business, as a measure of abundant caution, it is proposed that in

the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Alok B. Shriram, the Company shall pay the proposed remuneration (excluding commission) as minimum remuneration.

In the event the minimum remuneration payable as per table A works out to be less than the actual remuneration (other than commission) drawn in any year, the MD & CEO shall be paid remuneration subject to proviso to table A of Section II, part II of Schedule V, as per the limits laid down in the resolution.

Accordingly, the required information pursuant to proviso to table A of Section II, part II of Schedule V pertaining to the Company and the appointee is provided hereunder:

I. General Information

- Nature of Industry: DCM Shriram International Limited operates in diverse manufacturing and engineering sectors, with Mr. Alok B. Shriram specifically overseeing the Rayons and Engineering Projects Divisions.
- Date or expected date of commencement of commercial production: The Company is an existing entity and is already carrying out its commercial operations after the transfer of Rayon Undertaking effective from 17th December 2025 pursuant to the approval of Hon'ble NCLT, New Delhi bench.
- In case of new companies, expected date of commencement of activities: Not applicable.
- Financial performance based on given indicators: The effective capital of the Company is approximately Rs. 383 Crores.
- Foreign investments or collaborators, if any:

II. Information about the Appointee (Mr. Alok Bansidhar Shriram)

- **Background Details:** Mr. Alok Bansidhar Shriram, aged 65, holds a B.Com.(Hons) degree. He has an 46 years of professional experience.
- **Past Remuneration:** He has been serving as the Sr. Managing Director & CEO of the Company and was previously reappointed for a 5-year term

with effect from 01.10.2018. The annual remuneration for the year 2024-25 was Rs. 5.10 Crore.

- **Recognition or Awards:** He is closely associated with Industry and Trade Association and was the past President of PHD Chamber of Commerce and Industry (PHDCCI). He continues to be associated with PHDCCI and also is on the Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI). He is a life member of the Textile Association of India. He is a member of the prestigious Rotary Club of Delhi Premier and a Paul Harris Fellow. He is also on the Board of Indian Social Responsibility Network (ISRN) and the International Organisation of Employers (IOE). He is the President & Chairman of Dr. Bansi Dhar Institute, Delhi, engaged in research, development and testing.
- **Job Profile and his Suitability:** He has been appointed as the Managing Director & CEO for a period of 5 years with effect from 24.12.2025 considering his past track record as Sr.MD & CEO of DCM Shriram Industries Limited. His 46 years of industry experience and deep familiarity with the Company's legacy and operational divisions make him highly suitable to continue leading the organization.
- **Remuneration Proposed:**
Details already provided in the table above.
- **Comparative Remuneration Profile:**
The proposed remuneration is commensurate with industry standards for an executive of his seniority, responsibilities, and the size of the Company's operations.
- **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel:**
Mr. Alok Bansidhar Shriram is part of the Promoter Group and holds 23,88,944 equity shares (2.75%) in the Company. He is related to Ms. Kanika Shriram and Mr. Rudra Shriram who are Dy. Managing Directors.

III. Other Information

- **Reasons for loss or inadequate profits:**
While the Company continues its normal operations, this enabling provision is being provided to ensure the Managing Director & CEO receives his minimum remuneration in the event of any unforeseen macroeconomic challenges, cyclical industry downturns, or heavy capital

expenditures that may temporarily result in inadequate net profits during his tenure. The geopolitical situation can also affect the Company's performance, its business being export oriented.

- **Steps taken or proposed to be taken for improvement:**

The Company, under the guidance of the Board of Directors has been continuously undertaking strategic initiatives to optimize the operations of the Rayons and Engineering Projects Divisions and implement cost-rationalization measures.

- **Expected increase in productivity and profits in measurable terms:**

Once the uncertainties of geopolitical situation normalises, the Company is expected to maintain operational stability, drive strategic growth, and protect the Company's margins, ensuring long-term profitability and value creation for the shareholders.

IV. Disclosures

The Company affirms that the required details regarding the remuneration package of the managerial personnel, including elements of salary, benefits, and the terms of the appointment, will be properly disclosed in the Corporate Governance section of the Board's Report for the relevant financial years, as required by law.

Except Mr. Alok B. Shriram and Ms Kanika Shriram & Shri Rudra Shriram who are related, none of the directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution No 6.

Item No. 7

Pursuant to the implementation of the Scheme of Arrangement and as part of strengthening the managerial team and succession plan, the Board of Directors in its meeting held on 23.12.2025, on the recommendation of the Nomination & Remuneration Committee, appointed Ms. Kanika Shriram (DIN: 00998758) who was already a Director liable to retire by rotation on the Board as Deputy Managing Director (BGR) of the Company for a period of five years with effect from 24.12.2025. The appointment is subject to the approval of the shareholders by a special resolution as required under Sections 196, 197, 198 of the Companies Act, 2013 read with Schedule V thereof and SEBI (LODR) Regulations.

Ms. Kanika Shriram joined DCM Shriram Industries Limited in the year 2011. She has been looking after the Rayons operations as President (BGR), and with the coming into effect of the Scheme, her services have vested in DCM Shriram International Limited. She has been one of the Directors of the Company since its incorporation. Her appointment as Deputy Managing Director is with continuity of her service in DCM Shriram Industries Limited, which shall be counted for deciding her length of service for the purposes inter alia for retirement benefits.

Ms. Kanika Shriram serves as Executive 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.

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.

Prior to this, during her tenure at Edelman, she successfully managed high-profile clients and communication campaigns across various sectors, including automotive, fashion and lifestyle, healthcare, and consumer goods. She also brings valuable international experience, having worked at Edelman's London office with a focus on Crisis Communication Management and Risk Mitigation. Her broader expertise spans market entries, product launches, long and short-term marketing strategy development, and digital engagement. Beyond her professional endeavours, she has volunteered with Tamana, an NGO for differently-abled children.

Ms. Kanika Shriram has held various management positions in DCM Shriram Industries Ltd. for 14 years. She served on the managing committees of PHDCCI, AIMA, and FICCI's Rajasthan Committee, and as Secretary on the Governing Board of Bansuri Charitable Society, a trust supporting differently

abled children. She is also a Trustee of the Central Board Employees Provident Fund Organisation under the Ministry of Labour and Employment, Government of India and a member of its finance committee.

The terms and conditions of the appointment of Ms. Kanika Shriram, as set out below are subject to the approval of the shareholders.

Particulars	Ms Kanika Shriram
Designation	Deputy Managing Director
Tenure	5 years w.e.f 24.12.2025
Salary (Rs. Lakh/ per month)	5.00
Housing	Company maintained furnished accommodation or 60% of salary as HRA
Gas, Water, Electricity, Furniture, Furnishings and house maintenance	Actual
Medical expenses for self and family	Reimbursement of actual medical expenses incurred for self and family.
P.A. Insurance	As Per Company Rules (APCR)
L.T.C./Leave	For self and family, once in a year for visiting any place in India or nearby country. Actual fare and 1/3rd incidental expenses of the fare shall be reimbursed. Privilege Leave not availed to be encashed at the time of cessation of service.
PF, Gratuity & Superannuation	APCR
Club Fees (Admission/ life membership fee not allowed)	2 Clubs
Commission on profit * (including remuneration)	Not exceeding 2% of the net profit as per Section 198 of the Co(s) Act, 2013, to be decided by the Board.
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

Shareholding in the Company (Equity/Rs.2each)	14,56,332 Equity Shares, 1.67%
Past Remuneration (Salary) 2024-25	Rs.50.39 lakh

Subject to the above limits, commission on profit to be decided by the Board but not to exceed overall limits of remuneration u/s 197/ 198 read with Schedule V of the Companies Act, 2013 or any other applicable Regulations.

Other Terms Applicable to the Re-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 for all the managerial personnel 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 during 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 read with the proviso thereto 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 six 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.

Ms. Kanika Shriram, DMD, will report to the Managing Director & CEO.

Other Directorships and membership details are as follows:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	PHD Chamber of Commerce and Industry	Director	-

Considering the skill and contributions of the above managerial personnel in managing the affairs of the Company, the Directors recommend the resolution for approval.

Except Ms. Kanika Shriram (DIN: 00998758), being the appointee, Mr. Alok Bansidhar Shriram, and Mr. Rudra Shriram who are related to her, 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.

Item No 8

Pursuant to the implementation of the Scheme of Arrangement and as part of strengthening the Managerial team and succession plan, the Board of Directors in its meeting held on 23.12.2025, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Rudra Shriram (DIN: 08617576), who was already a Director liable to retire by rotation on the Board, as Deputy Managing Director (Defence Division & EPS) of the Company for a period of five years with effect from 24.12.2025.

The appointment is subject to the approval of the shareholders by a special resolution as required under Sections 196, 197, 198 of the Companies Act, 2013 read with Schedule V thereof and SEBI (LODR) Regulations.

Brief Profile of Mr. Rudra Shriram

Mr. Rudra Shriram joined DCM Shriram Industries Limited in the year 2013. He has been looking after the Defence and Engineering Project Section as President, and with the coming into effect of the Scheme, his services have vested in DCM Shriram International Limited. He has been one of the Directors of the Company since its incorporation. His appointment as Deputy Managing Director is with continuity of service in DCM Shriram Industries Limited, which

shall be counted for deciding his length of service for the purposes inter alia of retirement benefits.

A dedicated professional and a fifth-generation leader in the esteemed DCM Shriram legacy, he plays a pivotal role in driving the company's strategic and operational growth.

At DCM Shriram International Limited, he currently heads the Engineering Projects Section (EPS) and the Defence Division. Broadening his strategic oversight across the enterprise, Mr. Shriram also spearheads the company's IT/HR/Strategy team and looks after Corporate Affairs. He brings over twelve years of specialized expertise in engineering management, SAP-SD, data analysis, and process de-bottlenecking.

Mr. Rudra Shriram holds a Bachelor of Science (B.Sc.) degree in Economics from Purdue University's prestigious Krannert School of Management. He remains highly active within his alumni community, serving on the core team of Purdue Alumni India. Outside of his professional commitments, he is an avid golfer.

Prior to assuming his core responsibilities within the Group, he gained valuable industry exposure and analytical skills through various strategic roles at prominent organizations. At KPMG Advisory Services (Mumbai), he contributed to market studies and supply chain strategies across fast-moving industries. He also acquired international corporate exposure at Buckeye Technologies Inc. in Tennessee, USA, focusing on cost analysis and the implementation of lean marketing concepts. Additionally, he gained hands-on manufacturing and project execution experience at DCM Hyundai Ltd., overseeing operations for high-value institutional orders.

Mr. Rudra Shriram also serves as the Co-Chairman of the FICCI Defence & Homeland Security (HLS) Committee and Co-Founder & Vice President of the Dribble Academy Foundation, reflecting his growing commitment to philanthropy.

Beyond his professional commitments, Mr. Rudra Shriram has a strong track record of leadership and community involvement. During his academic tenure, he held significant leadership positions, including Executive Vice President of the Alpha Kappa Psi business fraternity and President of the Purdue Squash Club. He is also committed to social causes and has volunteered his time as a

Teaching Assistant at TAMANA, a charitable organization dedicated to differently-abled students

Other Directorship and membership details:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	Shriram Midivisana Engineering Private Limited	Director	-
2	DCM Defco Private Limited	Director	-
3	DCM Containers & Engineering Private Limited	Director	-
4	Indian Shipping Container Manufacturers Association	Director	-
5	Aruka Technologies General Trading FZE, UAE	Director	-

The terms and conditions of the appointment of Mr. Rudra Shriram, as set out below are subject to the approval of the shareholders.

Particulars	Mr. Rudra Shriram
Designation	Deputy Managing Director
Tenure	5 years w.e.f 24.12.2025
Salary (Rs. Lakh/ per month)	5.00
Housing	Company maintained furnished accommodation or 60% of salary as HRA
Gas, Water, Electricity, Furniture, Furnishings and house maintenance	Actual
Medical expenses for self and family	Reimbursement of actual medical expenses incurred for self and family.
P.A. Insurance	As Per Company Rules (APCR)
L.T.C./Leave	For self and family, once in a year for visiting any place in India or nearby country. Actual fare and 1/3rd incidental expenses of the fare shall be reimbursed.

	Privilege Leave not availed to be encashed at the time of cessation of service.
PF, Gratuity & Superannuation	APCR
Club Fees (Admission/ life membership fee not allowed)	2 Club
Commission on profit * (including remuneration)	Not exceeding 2% of the net profit as per Section 198 of the Co(s) Act, 2013, to be decided by the Board.
Age	35 YEARS
Qualification	B. Sc (Economics), Minors: History, Communication, Purdue University, Indiana, USA
Experience	15 years
Shareholding in the Company (Equity/Rs.2each)	9,58,802 Equity Shares, 1.10%
Past Remuneration (Salary) 2024-25	Rs.53.82 lakh

Subject to the above limits, commission on profit to be decided by the Board but not to exceed overall limits of remuneration u/s 197/ 198 read with Schedule V of the Companies Act, 2013 or any other applicable Regulations.

Other Terms Applicable to the Re-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 for all the managerial personnel 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 during 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 read with the proviso thereto 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 six 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.

Mr. Rudra Shriram, DMD, will report to the Managing Director & CEO.

Considering the skills and contributions of the managerial personnel in managing the operations of the Company, the Directors recommend the resolution for your approval.

Except Mr. Rudra Shriram (DIN: 08617576), being the appointee, and Mr. Alok B. Shriram & Ms. Kanika Shriram, being other members of the promoter group on the Board, 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.

Item No 9

As a measure of inclusive management practice in DCM Limited and followed by DCM Shriram Industries Limited, a Senior Management level officer is elevated to the Board from time to time. Following this practice, the Board of Directors in its meeting held on 23.12.2025, on the recommendation of the Nomination & Remuneration Committee and Audit Committee, inducted Mr. Purushottam Das Bagla (DIN: 11354856) , Chief Operating Officer, Business Group Rayons, whose services stand transferred to the Company, on the Board as an Additional Director as per Section 161 of the Companies Act, 2013 and appointed him as Whole Time Director & Chief Financial Officer for a period of 3 years with effect from 24.12.2025.

The appointment is subject to the approval of the shareholders by a special resolution as required under Sections 152, 161, 196 and 197 of the Companies Act, 2013 and other applicable provisions.

Brief profile of Mr. P D Bagla

Mr. Purushottam Das Bagla is an accomplished finance and commercial leader with over four decades of rich experience in the manufacturing sector. He holds a Bachelor of Science degree and is a qualified Cost Accountant (ICWA, 1986).

Mr. Bagla began his professional journey in 1981 at JK Synthetics Ltd., where he served for 16 years and rose to the position of Deputy General Manager. He joined Shriram Rayons, which was the Unit of DCM Shriram Industries Limited in 1997, as the Head of Plant Accounts and Finance in Kota. Demonstrating strong leadership, strategic foresight, and exceptional domain expertise, he moved to the Delhi Head Office in 2005 to lead the Finance and Accounts function for the unit. Over the years, he has successfully progressed through various senior management roles within the organization.

In April 2023, he was elevated to the position of Chief Operating Officer (COO) of the unit. In this critical capacity, he oversees overall operations, drives financial discipline, and plays a pivotal role in steering the strategic growth and operational efficiency of the organization.

Terms and Conditions of Appointment

The appointment of Mr. P.D. Bagla is with continuity of his service in DCM Shriram Industries Limited for his retirement benefits.

The terms and conditions of the appointment of Mr. P.D. Bagla as set out below are subject to the approval of the shareholders.

Particulars	Mr. Purushottam Das Bagla
Designation	Whole Time Director & CFO
Tenure	3 years from 24.12.2025
Salary (Rs. Lakh/ per month)	Rs. 4,00,000/- (Rupees Four Lakh only) per month with an annual increment of Rs. 40,000/-
Annual Reward	Not exceeding 50% of the annual salary as may be decided by the Board.
Housing	Company maintained accommodation or

	House Rent Allowance @ 60% of the salary as may be opted for. <i>(Maintenance means normal routine upkeep and maintenance and shall not include structural changes)</i>
Gas, Water, Electricity, Furniture, Furnishings and house maintenance	Actual
Medical expenses for self and family	As Per Company Rules (APCR)
P.A. Insurance	(APCR)
L.T.C./Leave	Once in a year to visit anywhere in India. Actual fare will be paid and 1/3rd of the fare will be paid towards incidental expenses. Leave APCR
PF, Gratuity & Superannuation	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).
Age	66 YEARS
Qualification	ICWA, B. Sc
Experience	45 years
Shareholding in the Company (Equity/Rs.2each)	Nil
Other Directorship	None
Past Remuneration (Salary) 2024-25	Rs.90.23 lakh

Other Terms Applicable to the Re-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 for all the managerial personnel 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 during 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.

The WTD & CFO will report to the Managing Director & CEO.

Considering his skill and contributions in managing the affairs of the Company, the Directors recommend the resolution for your approval.

Except Mr. Purushottam Das Bagla (DIN: 11354856), 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.

Item No 10

- The Company is required to appoint Secretarial Auditors to conduct the Secretarial Audit of the Company as per Section 204 of the Companies Act, 2013.
- As per Regulation 24A of SEBI Listing Regulations, the appointment of Secretarial Auditors is to be approved by shareholders and the appointment shall be for a term of five years, renewable for a further term of five years.
- The Board of Directors has recommended the appointment of M/s. Chandrasekaran Associates (FRN P1988DE002500), as the Secretarial Auditors of the Company for a term of five years from 01.04.2025.
- M/s. Chandrasekaran Associates is a Peer Reviewed Company Secretary/Firm of Company Secretaries (Peer Review Certificate No.

6689/2025) and is eligible for appointment as the Secretarial Auditors of the Company.

- The Board of Directors considers from the past experience the appointment of M/s. Chandrasekaran Associates as the Secretarial Auditors of DCM Shriram Industries Limited would be in the best interests of the Company and its shareholders.

- Brief particulars of the Secretarial Auditors are as under:

Name – Chandrasekaran Associates

Address – 11F, Pocket 4, Mayur Vihar Phase 1, Delhi – 110091.

Website – <https://www.cacsindia.com>

Telephone – 011-22710514, 011-2713708, 011-43026310

Email – info@cacsindia.com

- The firm comprises of Company Secretaries of long experience with reputation for carrying out assignments on professional manner.
- M/s Chandrasekaran Associates are presently serving as the Secretarial Auditors for approximately 40 listed entities.
- It is proposed to authorise the Board to decide their fees considering the work involved on a year-to-year basis.
- M/s Chandrasekaran Associates or any of its partner or employee is in no way related with the Company, its Directors or Senior Management.

By Order of the Board

Sd/-
(Ashish Jha)
Company Secretary &
Compliance Officer
(FCS 11326)