



## **DCM SHRIRAM**

BSE Limited Phiroze JeeJeeBhoy Towers, Dalal Street, <u>Mumbai – 400 001</u>	National Stock Exchange of India Ltd., “Exchange Plaza”, 5 <sup>th</sup> Floor, Plot No. C-1, G Block, Bandra-Kurla Complex, Bandra (E) <u>Mumbai: 400 051</u>
<b>SCRIP CODE: 523367</b>	<b>SCRIP CODE: DCM SHRIRAM</b>

**Kind Attn. : Department of Corporate Communications/Head Listing Department**

**Sub. : Notice of 28<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

Pursuant to Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Notice of 28<sup>th</sup> Annual General Meeting of DCM Shriram Limited, which is scheduled to be held on Tuesday, the 1<sup>st</sup> August, 2017 at 11.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010.

You are requested to take the above information on your records.

Thanking You,

Yours Faithfully,  
For DCM Shriram Ltd.

(Sameet Gambhir)  
Company Secretary

Date : 29.06.2017

### **DCM SHRIRAM LTD.**

Registered and Corporate Office: 1st Floor, Kanchenjunga Building, 18 Barakhamba Road, New Delhi - 110001, India  
Tel: +91 11 23316801 Fax: +91 11 23318072 e-mail: response@dcmshriram.com website: www.dcmshriram.com  
CIN No. L74899DL1989PLC034923 • (Formerly DCM Shriram Consolidated Ltd.)

# Notice

**Registered Office:**  
1<sup>st</sup> Floor, Kanchenjunga Building,  
18, Barakhamba Road, New Delhi-110001  
Tel : 011-23316801, Fax : 011-23318072  
CIN : L74899DL1989PLC034923  
E-mail : response@dcmshriram.com  
Website : www.dcmshriram.com

Notice is hereby given that the Twenty Eighth Annual General Meeting (AGM) of DCM Shriram Limited will be held on Tuesday, the 1<sup>st</sup> August, 2017 at 11.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following businesses:

## Ordinary Business:

1. To consider and adopt:
  - (a) the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017.
2. To declare a final dividend and to note the payment of interim dividends on Equity Shares for the financial year 2016-17.
3. To appoint a Director in place of Mr. Ajit S. Shriram (DIN 00027918), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. N.J. Singh (DIN 01893202), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable law, Price Waterhouse Chartered Accountants LLP (FRN No.012754N/ N500016), be and is hereby appointed as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting, subject to ratification by the Members at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors or a Committee thereof or its other delegate."

## Special Business:

6. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable law, the remuneration payable to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the Company for the financial year 2017-18, as detailed in the Explanatory Statement to this Notice, be and is hereby ratified and confirmed.  
RESOLVED FURTHER THAT the Board of Directors or Committee thereof or its other delegate be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection."
7. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable law, Justice (Retd.) Vikramajit Sen (DIN 00866743), who was appointed as Additional Director of the Company by the Board w.e.f. 9.8.2016, be and is hereby appointed as Director of the Company.  
RESOLVED FURTHER THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, the appointment of Justice (Retd.) Vikramajit Sen, as an Independent Director for 5 (Five) consecutive years w.e.f. 9.8.2016, be and is hereby approved."
8. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable law, Mr. Pravesh Sharma (DIN 02252345), who was appointed as Additional Director of the Company by the Board w.e.f. 9.8.2016, be and is hereby appointed as Director of the Company.  
RESOLVED FURTHER THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, the appointment of Mr. Pravesh Sharma, as an Independent Director for 5 (Five) consecutive years w.e.f. 9.8.2016, be and is hereby approved."
9. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:  
"RESOLVED THAT pursuant to Section(s) 88, 94 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, consent of the Company be and is hereby accorded for maintaining the statutory registers viz. Register of Members, Debenture holders & other Security holders including index of the names etc. at any place within the NCT of Delhi, being the city where the Registered Office of the Company is situated.  
RESOLVED FURTHER THAT the Board of Directors or Committee thereof or its other delegate be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection."

By Order of the Board

New Delhi  
May 01, 2017

Sameet Gambhir  
Company Secretary  
Membership No.: F4658

## Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A Member entitled to attend and vote is entitled to appoint a proxy/proxies to attend and vote instead of himself and the proxy/proxies need not be a Member of the Company. A Proxy Form is attached herewith.**

**The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such a person cannot act as a proxy for any other Member.

Any Member entitled to vote on the resolution(s), may request the Company, in writing, at least three days before the commencement of AGM for the inspection of Proxies. The same shall be made available for inspection during the business hours of the Company from the period beginning twenty-four hours before the time fixed for commencement of AGM and ending with the conclusion of AGM.
3. The Share Transfer Books and the Register of Members of the Company will remain closed from 25.7.2017(Tuesday) to 1.8.2017(Tuesday) (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2016-17, if declared by the Members.
4. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM, form integral part of the Notice. The Directors have furnished the requisite declarations in regard to their appointment.
5. In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 21<sup>st</sup> March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience in trading in the shares in the Company.
6. Electronic Copy of Notice of 28<sup>th</sup> Annual General Meeting of the Company, inter-alia, indicating the manner of electronic voting ('e-voting') along with Explanatory Statement, Attendance Slip, Proxy Form and Route Map is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the aforesaid notice/other documents are being sent in the permitted mode.
7. Members may also note that the Notice of 28<sup>th</sup> AGM, Attendance Slip, Proxy Form, Route Map, polling/ballot paper and the Annual Report for 2017 are available on the Company's website i.e. [www.dcmshriram.com](http://www.dcmshriram.com) for the download.
8. Members holding shares in Physical form, are requested to intimate their change in address/Bank Mandate/National Electronic Clearing Service (NECS) details, if any, to M/s. MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent (RTA) at F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 along with a cancelled cheque with preprinted name of the Shareholder and proof of change of address (old and new for both change of address and bank mandate), as applicable. Beneficial owners holding shares in electronic form are requested to intimate their change in address/Bank Mandate/NECS details, if any, to their respective Depository Participants (DPs) in order to get the same registered.
9. **Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.**
10. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, application for : (i) Transfer of physical shares (ii) Deletion of name of the deceased shareholder(s) where the shares are held in the name of two or more shareholders (iii) Transmission of shares to the legal heir(s)/representative(s), where deceased shareholder was the sole holder of shares (iv) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders has to be accompanied with a self-attested copy of their Income Tax PAN Cards along with the other required documents to the RTA irrespective of the value of the transaction. Further in case of registration of transfer of shares in physical form, in addition to the necessary transfer documents, a self attested copy of Income Tax PAN Card of both transferor(s) and transferee(s) shall also be furnished to the Company. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or RTA for any of the purposes stated above.
11. Section 124 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”) as amended from time to time, mandates that the dividend that has remained unpaid/unclaimed for a period of seven years be transferred to the Investor Education and Protection Fund (the Fund), established by the Central Government.

In view of the said provisions, the Company has during the Financial Year 2016-17 transferred the unpaid final dividend for the financial year 2008-09 and unpaid interim dividend for the financial year 2009-10 to the Fund, for which no claim lies against the Company. The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 9.8.2016 (date of last Annual General Meeting) on the website of the Company ([www.dcmshriram.com](http://www.dcmshriram.com)). Members of the Company who have not yet encashed their final dividend for the financial year 2009-10 onwards are requested to write to the Company immediately.

Further, according to the Rules, the shares in respect of which dividends has not been paid or claimed by the shareholders for a period of seven consecutive years or more shall also be transferred to the said fund/dealt with as per the procedure to be prescribed by the appropriate Authority.

12. In terms of Section 72 of the Companies Act, 2013 and related rules thereunder, Member(s) of the Company may nominate a person to whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective DP, if held in electronic form.
13. **Members are requested to register/update their e-mail addresses for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.**
14. **Appointment/Re-appointment of Directors**

The information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the appointment/re-appointment of Directors is as under:

Name of the Director	Mr. Ajit S. Shriram	Dr. N.J Singh	Justice (Retd.) Vikramajit Sen	Mr. Pravesh Sharma
<b>Date of Birth &amp; Age</b>	3.10.1967 (49 Years)	29.11.1953 (63 Years)	31.12.1950 (66 Years)	7.7.1959 (57 Years)
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of Appointment on the Board of the Company</b>	2.5.2001	20.11.2007	9.8.2016	9.8.2016
<b>Qualification</b>	B.Com, MBA	M.Sc., Ph.D.	LL.B	IAS (Retd.)
<b>Experience</b>	26 Years	37 Years	42 Years	34 Years
<b>Expertise in Functional Areas</b>	General Management, Finance, Strategy, Agri Business and Sugar Industry	Environment, Health, Safety, Quality Systems, Sustainability, Biodiversity, Food Safety, Energy, Recourse Management including Rainwater harvesting & solar power.	Civil & Commercial matters and Arbitration	Food Security, Agriculture, Rural finance, Rural development and Natural Resources Management.
<b>Directorships held in other Companies</b>	1. DCM Shriram Credit and Investments Ltd. 2. Hariyali Rural Ventures Ltd. 3. Fenesta India Ltd. 4. Hariyali Kisaan Bazaar Ltd. 5. DCM Shriram Infrastructure Ltd.. 6. Ajit Shriram Facilities Private Ltd.. 7. DCM Shriram Foundation. 8. Shridhar Shriram Foundation. 9. SRCC Development Foundation. 10. Indian Sugar Exim Corporation Ltd.	Shriram Axiall Pvt. Ltd.	BSE Limited	1. Nabkisan Finance Limited 2. Shambhavi Tech Farms Private Limited

<b>Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities</b>	<p><b><u>DCM Shriram Ltd.</u></b> <u>Member</u></p> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee</li> <li>- Stakeholders Relationship Committee</li> <li>- Board Finance Committee</li> </ul> <p><b><u>Shriram Bioseed Ventures Ltd.</u></b> <u>Member</u></p> <ul style="list-style-type: none"> <li>- Board Audit Committee</li> <li>- Nomination, Remuneration and Compensation Committee</li> </ul>	NIL	<p><b><u>DCM Shriram Ltd.</u></b> <u>Member</u></p> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee</li> </ul> <p><b><u>BSE Ltd.</u></b> <u>Member</u></p> <ul style="list-style-type: none"> <li>- Disciplinary Action Committee</li> <li>- Defaulters Committee</li> <li>- Independent Oversight Committee</li> <li>- Sub Committee for Monitoring Compliance for suggestions given by SEBI</li> <li>- Arbitration Committee</li> <li>- Listing Committee</li> </ul>	<p><b><u>DCM Shriram Ltd.</u></b> <u>Member</u></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Corporate Social Responsibility Committee</li> </ul>
<b>Number of shares held in the Company</b>	5,95,580	5,000	NIL	NIL
<b>Number of Board Meetings attended during the year</b>	4	4	1	3
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	Brother of Mr. Ajay S. Shriram (Chairman and Senior Managing Director & KMP) & Mr. Vikram S. Shriram (Vice Chairman and Managing Director)	NIL	NIL	NIL

15. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative as also the signature of the said representative duly attested by the Company Secretary or Director of the Company, to attend and vote on their behalf at the AGM.
16. In case of joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related rules thereunder will be available for inspection by Members of the Company at the venue of the AGM.
18. As per Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, a certificate issued by the Statutory Auditors of the Company, certifying the implementation of the DCM Shriram Employee Stock Purchase Scheme in accordance with the said Regulations, will be available for inspection by Members of the Company at the venue of the AGM.
19. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the AGM Venue during AGM.

20. The route map for reaching the venue of the AGM is attached for the ready reference.

**21. Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 (the Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members to cast their votes, on the resolutions proposed to be considered at AGM, by electronic voting system from a place other than venue of the AGM (“remote e-voting”) arranged by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling/ballot paper will be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right at the AGM through polling/ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote again.
- IV. Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Practising Company Secretaries (Membership No. - FCS-4223, CP No.3850) Company Secretary in Practice, has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The remote e-voting period shall commence on 29.7.2017 (9.00 A.M.) and ends on 31.7.2017 (5.00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26.7.2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VI. The manner and process of remote e-Voting are as under:

- A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)] :
  - (i) Open email and open PDF file viz; “remote e-voting .pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” (E-Voting Event Number) of “DCM Shriram Limited”.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (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.
  - (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xii) Once you have voted on the Resolution, you will not be allowed to modify your vote.
  - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s)] :
  - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) of 'A' above, to cast vote.

- VII. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800-222-990 or contact Mr. Amarjit 011-41406149 (E-mail : [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)) or Mr. Amit Mehra, Jt. Manager (Co. Law)/Mr. Y.K. Gupta, Manager (Co. Law) at 011-23316801 (E-mails : [amitmehra@dcmsshriram.com](mailto:amitmehra@dcmsshriram.com) / [ykgupta@dcmsshriram.com](mailto:ykgupta@dcmsshriram.com)). If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 26.7.2017.
- X. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 26.7.2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Transfer Agent (RTA) of the Company.
- XI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through polling/ballot paper.
- XII. The Chairman shall, at the AGM, at the end of discussion allow voting on all the resolutions, with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer will after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.dcmsshriram.com](http://www.dcmsshriram.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited, Mumbai & National Stock Exchange of India Ltd., Mumbai.
- XV. General  
Please note that:
- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
  - Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
  - If you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.: [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

#### **EXPLANATORY STATEMENT**

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

#### **ITEM NO. 6**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Bahadur Murao & Co., Cost Accountants, New Delhi (FRN: 000008) and M/s. J.P. Sarda & Associates, Cost Accountants, Kota (FRN: 000289) to audit the cost accounting records of the Company at a total remuneration upto Rs. 4.20 Lakhs plus applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, confirmation of the Members is being sought by passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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

#### **ITEM NO. 7**

On the basis of recommendation of Nomination, Remuneration and Compensation Committee of the Company, Justice (Retd.) Vikramajit Sen, was appointed on the Board of the Company as an Additional Director under the category of Independent Director w.e.f. 9.8.2016. According to the provisions of Section 161 of the Companies Act, 2013, he holds office as a Director upto the date of ensuing Annual General Meeting.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received declaration from Justice (Retd.) Vikramajit Sen that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, Justice (Retd.) Vikramajit Sen fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations.

As required under Section 160 of the Companies Act, 2013 and rules made thereunder, a notice has been received along with a deposit of Rs. 1 Lakh.

Copy of the terms and conditions of appointment of Justice (Retd.) Vikramajit Sen, an Independent Director, shall be available for inspection without any fee by the Members at the Registered Office of the Company during 11.00 A.M. to 1.00 P.M. The relevant details of Justice (Retd.) Vikramajit Sen as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are covered in point no. 14 of this Notice.

Except Justice (Retd.) Vikramajit Sen and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution as set out at Item No.7 of the Notice for approval by the Members.

#### **ITEM NO. 8**

On the basis of recommendation of Nomination, Remuneration and Compensation Committee of the company, Mr. Pravesh Sharma, was appointed on the Board of the Company as an Additional Director under the category of Independent Director w.e.f. 9.8.2016. According to the provisions of Section 161 of the Companies Act, 2013, he holds office as a Director upto the date of ensuing Annual General Meeting.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received declaration from Mr. Pravesh Sharma that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, Mr. Pravesh Sharma fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations.

As required under Section 160 of the Companies Act, 2013 and rules made thereunder, a notice has been received along with a deposit of Rs. 1 Lakh.

Copy of the terms and conditions of appointment of Mr. Pravesh Sharma, an Independent Director, shall be available for inspection without any fee by the Members at the Registered Office of the Company during 11.00 A.M. to 1.00 P.M. The relevant details of Mr. Pravesh Sharma as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are covered in point no. 14 of this Notice.

Except Mr. Pravesh Sharma and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution as set out at Item No.8 of the Notice for approval by the Member.

#### **ITEM NO. 9**

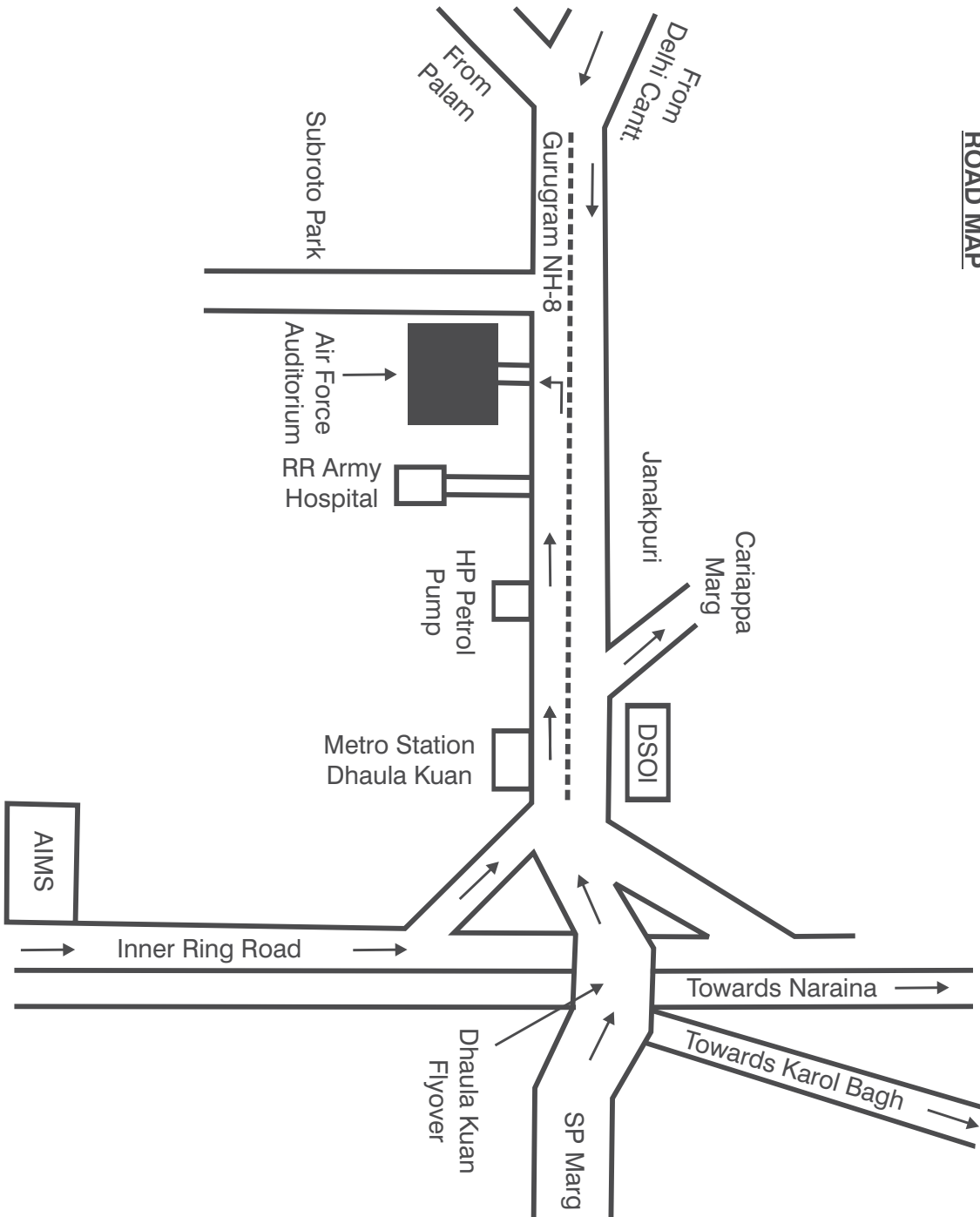
Under Section(s) 88, 94 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, approval of the Members is required to keep statutory registers viz. Register of Members, Debenture holders & other Security holders including index of the names etc. at the place other than the Registered Office of the Company.

Your Directors seek the approval for keeping the above registers etc. at any place within NCT of Delhi, being the city of Registered Office of the Company.

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

The Board recommends the Special Resolution as set out at Item No. 9 of the Notice for approval by the Members.

**AGM VENUE  
AIR FORCE AUDITORIUM  
ROAD MAP**



**Nearest Landmark: Dhauila Kuan Metro Station.**

# ADMISSION SLIP

DCM Shriram Ltd. Regd. Office : 1<sup>st</sup> Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110 001.  
(CIN : L74899DL1989PLC034923)



Tel : 011-23316801; Fax : 011-23318072; E-mail : [response@dcmshriram.com](mailto:response@dcmshriram.com); Website : [www.dcmshriram.com](http://www.dcmshriram.com)

**PLEASE COMPLETE THE ADMISSION SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING VENUE**

# 2017

**Please register/update my/our under mentioned E-mail ID/Phone No. for sending all future Company's correspondence:**

E-mail ID \_\_\_\_\_ Ph. No. : \_\_\_\_\_

Shareholder(s)' Signature \_\_\_\_\_

I HEREBY RECORD MY PRESENCE AT THE 28<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF DCM SHRIRAM LIMITED ON TUESDAY, 1<sup>ST</sup> AUGUST, 2017 AT 11.00 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010.

SIGNATURE OF THE SHAREHOLDER/PROXY

- Notes :-
- Shareholders/Proxies who come to attend the AGM are requested to bring their copies of the Annual Report and Admission Slip with them.
  - Shareholders having queries are requested to send them 10 days in advance of the AGM at the registered office of the Company to enable it to collect the relevant information.
  - This Admission Slip is valid only in case shares are held on the date of this AGM.

# PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

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Tel : 011-23316801; Fax : 011-23318072; E-mail : [response@dcmshriram.com](mailto:response@dcmshriram.com); Website : [www.dcmshriram.com](http://www.dcmshriram.com)

I/We, being the member(s) holding ..... shares of DCM Shriram Ltd., hereby appoint:

1. .... of ..... having e-mail id ..... or failing him.

2. .... of ..... having e-mail id ..... or failing him.

3. .... of ..... having e-mail id .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting (AGM) of the Company, to be held on Tuesday, 1<sup>st</sup> August, 2017 at 11.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 and at any adjournment thereof in respect of such resolution(s) as are indicated overleaf.

### E-voting facility particulars (to be retained with the shareholder)

EVEN (E-voting Event Number)	USER ID	PASSWORD / PIN

**Note :** Please read instructions given at note no.21 of the notice of the 28<sup>th</sup> AGM carefully before voting Electronically.

\* I/We wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions#	For	Against
	<b>Ordinary Business</b>		
1	Consider and adopt : (a) the audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017		
2	Declaration of Final Dividend and noting of Interim Dividends on Equity Shares for the F.Y. 2016-17.		
3	Re-appointment of Mr. Ajit S. Shriram, Director who retires by rotation		
4	Re-appointment of Dr. N.J. Singh, Director who retires by rotation		
5	Appointment of Statutory Auditors and fixing their Remuneration.		
	<b>Special Business</b>		
6	Ratification of Remuneration to Cost Auditors for the F.Y. 2017-18.		
7	Appointment of Justice (Retd.) Vikramajit Sen as Director.		
8	Appointment of Mr. Pravesh Sharma as Director.		
9	Consent to maintain the statutory registers at any place within the NCT of Delhi, being the city where the Registered Office of the Company is situated.		

Signed this ..... day of ..... 2017

Signature of Shareholder(s)

Affix  
Revenue  
Stamp

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the AGM.  
2. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. A Proxy Form is sent herewith.  
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.  
\* This is only optional. Please put a '✓' in the appropriate column of the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.  
# Please refer AGM Notice for detailed Resolutions.