

## DCM SHRIRAM INDUSTRIES LIMITED



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

Tel.no. (011)-43745000 email: [dsil@dcmsr.com](mailto:dsil@dcmsr.com)

CIN: L74899DL1989PLC035140 Website: <https://dcmsr.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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and General Circular No. 03/2025 dated 22<sup>nd</sup> 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.

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

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("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, 26<sup>th</sup> January, 2026 and ends at 5.00 PM (IST) on Tuesday, the 24<sup>th</sup> February, 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. 19.01.2026 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. Anurag Surana (DIN:00006665) 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. Anurag Surana (DIN: 00006665), 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, on recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Mr. Anurag Surana, who has submitted a declaration that he meets with 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 10<sup>th</sup> December, 2025 up to 9<sup>th</sup> December, 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."

### **2. Appointment of Mr. Sidharth Prasad (DIN 00074194) 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. Sidharth Prasad (DIN 00074194), 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, on recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Mr. Sidharth Prasad, who has submitted a declaration that he meets with 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 10<sup>th</sup> December, 2025 up to 9<sup>th</sup> December, 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. Uday Shriram (DIN: 11407307) as a Director liable to retire by rotation and Dy. Managing Director.**

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

"RESOLVED THAT Mr. Uday Shriram (DIN:11407307) who was inducted on the Board as an Additional Director u/s 161(1) of the Companies Act, effective from 23.12.2025 be and is hereby appointed as a Director liable to retire by rotation pursuant to Section 152 and other applicable provisions of the Companies Act and other Regulations as may be applicable and the SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the appointment of Mr. Uday Shriram, as Dy. Managing Director of the Company w.e.f. 23.12.2025 as per terms and conditions contained in the Explanatory Statement for a term of five years, 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 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 or any amendment thereto or any other Regulations as may be applicable.”

**4. Appointment of Mr. Rohan Shriram (DIN: 08940521) as a Director liable to retire by rotation and Whole Time Director**

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

“RESOLVED THAT Mr. Rohan Shriram (DIN:08940521) who was inducted on the Board as an Additional Director u/s 161(1) of the Companies Act, effective from 23.12.2025 be and is hereby appointed as a Director liable to retire by rotation pursuant to Section 152 and other applicable provisions of the Companies Act and other Regulations as may be applicable and the SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the appointment of Mr. Rohan Shriram, as Whole Time Director of the Company w.e.f. 23.12.2025 as per terms and conditions contained in the Explanatory Statement for a term of five years, 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 or any amendment thereto or any other Regulations as may be applicable.”

By Order of the Board

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

New Delhi  
January 13, 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 form part of the Explanatory Statement forming 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, 19<sup>th</sup> January, 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, 19<sup>th</sup> January, 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://dcmsr.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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, 26<sup>th</sup> January, 2026 to Tuesday, the 24<sup>th</sup> February, 2026** on the request being sent to [investorservices@dcmsr.com](mailto:investorservices@dcmsr.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, 19<sup>th</sup> January, 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@dcmsr.com](mailto:investorservices@dcmsr.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@dcmsr.com](mailto:investorservices@dcmsr.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, 24<sup>th</sup> February, 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://dcmsr.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	<b>A. Users registered for NSDL IDeAS facility:</b> <ol style="list-style-type: none"><li>1. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</li><li>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.</li><li>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.</li></ol>
	<b>B. Users not registered for IDeAS e-Services:</b> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

	<p><b>C. Visit the e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> <li>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.</li> <li>3. 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.</li> </ol>
<b>Shareholders</b>	<b>Login Method</b>
<b>Shareholders holding securities in demat mode with CDSL</b>	<p><b>A. Users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> </ol>
	<p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>Option to register for Easi/Easiest is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>



	<b>C. Visit the e-voting website of CDSL</b> <ol style="list-style-type: none"> <li>1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account.</li> <li>2. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</li> </ol>
<b>Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ol>

**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:

<b>NSDL</b>	<b>CDSL</b>
<b>Email:</b> <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>	<b>Email:</b> <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Contact no.:</b> 022- 48867000	<b>Toll free no.:</b> 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 Industries 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 [cskamaljiitsingh@gmail.com](mailto:cskamaljiitsingh@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on 09.12.2025, appointed Mr. Anurag Surana (DIN: 00006665) 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 10.12.2025 for a term of five years, subject to the approval of the shareholders.

Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the appointment of directors is required to be approved by the shareholders within 3 months.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought for the appointment of Mr. Anurag Surana (DIN: 00006665) as an Independent Director.

Mr. Anurag Surana (DIN: 00006665) 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	Neogen Chemicals Limited	Director	---
2	Neogen Morita New Materials Limited	Director	---
3	Cohizon Life Sciences Limited	Director	---
4	Neogen Ionics Limited	Director	- NRC Committee (Member) - Risk Management Committee (Member) - CSR Committee (Member)
5	Yasho Industries Limited	Independent Director	- Audit Committee - NRC Committee - Stakeholders Relationship Committee - Risk Management Committee - CSR Committee

6	Kagashin Network Limited	Global Private	Managing Director	---
7	Privi Chemicals Limited	Speciality	Independent Director	- Audit Committee (Member) - NRC Committee (Member) - Risk Management Committee (Chairperson) - CSR Committee (Chairperson)

Other details of Mr. Anurag Surana are as under:

Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	10.12.2025
Board Meetings attended in 2025-26	One – 23.12.2025
Past Remuneration (Sitting Fee)	Rs.60,000

Mr. Anurag Surana (DIN: 00006665) 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. Anurag Surana (DIN: 00006665), 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.

#### Brief profile of Mr. Anurag Surana (DIN: 00006665)

Mr. Anurag Surana, aged 60 years, a seasoned business leader with over 35 years of experience in the agrochemical, fine chemical, and speciality chemical industries, with a strong track record in strategic leadership, operations management, and international business development. He is currently serving as the Managing Director & CEO of Kagashin Global Network (P) Ltd, a company established to support international organisations with India-focused market-entry, growth, and partnership strategies.

Previously, Mr. Surana was associated with PI Industries Ltd. for 20 years, including 14 years as an Executive Director, with responsibility for operations, contract manufacturing, and strategic partnerships. He demonstrated success in developing and implementing an innovative In-Licensing model for introducing newly patented agrochemicals from Japan into the Indian market, significantly strengthening global collaborations and domestic market reach. He holds extensive knowledge of Indian regulatory frameworks, compliance requirements, and industry standards across the chemical value chain.

## **Item No.2**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on 09.12.2025, appointed Mr. Sidharth Prasad (DIN 00074194) as an Independent Director, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 10.12.2025 for a term of five years, subject to the approval of the shareholders.

Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the appointment of directors is required to be approved by the shareholders within 3 months.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought for the appointment of Mr. Sidharth Prasad (DIN 00074194) as an Independent Director.

Mr. Sidharth Prasad (DIN 00074194) 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:

<b>Sl. No.</b>	<b>Name of the Company</b>	<b>Category of directorship</b>	<b>Membership of Committee(s)</b>
1	The United Provinces Sugar Company Limited	Independent Director	Audit Committee (Member)
2	L H Sugar Factories Limited	Whole-Time Director	Audit Committee (Member)
3	Shrikar Pharmaceuticals Private Limited	Director	---
4	Shrikar Hotels Private Limited	Director	---
5	Gangaheritage Resorts Private Limited	Director	---
6	Prasad Heritage Projects Private	Director	---

	Limited		
--	---------	--	--

Other details of Mr. Sidharth Prasad are as under:

Experience	44 years
Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	10.12.2025
Board Meetings attended in 2025-26	One – 23.12.2025
Past Remuneration (Sitting Fee)	Rs. 60,000

Mr. Sidharth Prasad (DIN 00074194) 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. Sidharth Prasad (DIN 00074194), 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. Sidharth Prasad (DIN 00074194)

Mr. Sidharth Prasad, aged 62 years, is a seasoned entrepreneur, business owner, and board-level leader with over decades of diversified experience across the sugar, hospitality, real estate, and energy sectors. Demonstrated expertise in building, managing, and scaling multi-site businesses with strong operational capabilities and a long-term strategic vision.

Mr. Prasad is a Board Member of L.H. Sugar Factories Limited, an integrated sugar enterprise with a daily crushing capacity of 12,500 tons, ethanol production of 160 KLPD, 38 MWh power co-generation, and extensive agricultural operations. He has deep industry knowledge and influential experience through active involvement in the Indian Sugar Mills Association and serves as an Independent Director at United Provinces Sugar Company Limited. In the hospitality and real estate sector, he serves as Business Owner and Managing Director for multiple ventures across North India.

A respected business leader recognized for operational excellence, strategic growth initiatives, and sustained contributions to India's sugar and hospitality industries.

### **Item No.3**

Pursuant to the implementation of the Scheme of Arrangement (SoA), the consequential reconstitution of the Board of the Company and as part of the Succession Plan as envisaged in the Listing Regulations, the Board of Directors in its meeting held on 23.12.2025, on recommendation of the Nomination & Remuneration Committee, inducted Mr. Uday Shriram (DIN-11407307) on the Board as an Additional Director u/s 161(1) of the Companies Act, 2013, and appointed him as Dy. Managing Director.

Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the appointment of directors is required to be approved by the shareholders within 3 months.

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

The brief profile of Mr. Uday Shriram is given below:

Mr. Uday Shriram, aged 33 years, is the son of Mr. Madhav B. Shriram, Managing Director of DCM Shriram Industries Limited, and Mrs. Divya Shriram, a noted social worker associated with initiatives in the field of education. Mr. Uday Shriram is an experienced data analytics-focused, business professional with over eight years of professional experience across analytics leadership, management consulting, and life sciences. Mr. Shriram served as an Associate Director, Analytics, at Sanofi Speciality Care, Cambridge, Massachusetts, a role held since November 2020, where he led advanced analytics initiatives supporting strategic and commercial decision-making.

His Prior experience includes Management Consultant to biopharmaceutical and medical device companies, as well as roles in clinical data management and laboratory research, including authorship of two published research papers and completion of a Master's thesis. Earlier experience also includes a summer internship at Daurala Sugar Works / Daurala Organics. Mr. Uday Shriram holds a Bachelor of Arts (double major) in Biology and Writing for Performance and a Master of Science in Biotechnology, both from Brown University, Providence, Rhode Island. He is presently Joint President (Sugar Division) in the organization. Prior to the induction on the Board, he was Jt. President looking after the Daurala Sugar Works operations. He joined the Company in 2024. He is not a director or a member of the board of any other company. His last drawn remuneration for part of the year from August 2024 to March 2025 was Rs. 17,31,242.

The terms and conditions of appointment of Mr. Uday Shriram as Dy. Managing Director are as under:



Salary: Rs.5.00 lakh per month

Commission on profits:

Commission on profits as may be decided by the Board from year to year, provided that the total remuneration i.e. salary, perquisites and commission, shall not exceed 2% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, in a particular year, subject to the overall limits under Section 197 of the said Act, or any amendments thereto or any other applicable Regulations.

Perquisites

Mr. Uday Shriram will also be entitled to the following perquisites:

1. Housing – Company maintained accommodation or house rent allowance @ 60% of the salary as may be opted for.
2. Gas, Electricity, Water, Furniture /Furnishings and house maintenance – Actual
3. Medical expenses – Reimbursement of actual medical expenses incurred for self and family.
4. Leave travel Concession/Leave – For self and family, as per Company rules. Privilege Leave not availed to be encashed at the time of cessation of service.
5. Club Fees – Fees of Clubs, subject to a maximum of two clubs; admission and life membership fees not being allowed.
6. Personal Accident Insurance – As per Company rules.
7. Company's contribution towards Provident Fund/ Superannuation Fund/NPS – As per Company rules.
8. Gratuity – As per Company rules.

Other Terms Applicable to the Appointment

1. Salary, perquisites and commission/reward shall not exceed 10% of the net profits computed in the manner laid down in Section 197 of the Companies Act, 2013 for all the managerial personnel in any financial year or such limit as per any other Regulation applicable to the appointment.
2. Mr. Uday Shriram will also be entitled for Company maintained chauffeur driven car, communication facilities, reimbursement of entertainment expenses actually and properly incurred in the course of 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 ceiling u/s 197 of the Companies Act, 2013.

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 Mr. Uday Shriram will be paid the above remuneration (excluding commission), subject to the overall ceilings provided in Part II Section II of Sch. V of the Companies Act, 2013 or such higher amount as may be permitted by the Central Government or subject to such approvals as may be required as minimum remuneration. (In that event contribution to Provident Fund and Superannuation Fund to the extent these are exempt under the Income Tax Act, 1961 and gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure will not be included for computing the ceiling on remuneration).
5. The managerial personnel shall not become interested or otherwise concerned personally or through his spouse, son or unmarried daughter, in any selling agency of the Company, without necessary prior approvals.
6. The appointment may be terminated by either party giving to 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. Uday Shriram will report to the Managing Director & CEO.

Mr. Uday Shriram is part of the promoter group and holds 961628 equity shares of Rs.2 each in the Company. Subsequent to his appointment on 23.12.2025, he attended one meeting of the Board held on 23.12.2025.

Except Mr. Uday Shriram (DIN-11407307), being the appointee and Mr. Madhav B. Shriram and Mr. Rohan Shriram, who are related to Mr. Uday Shriram, none of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out as Item No.3.

#### **Item No.4**

Pursuant to the implementation of the Scheme of Arrangement (SoA), the consequential reconstitution of the Board of the Company and as part of the Succession Plan as envisaged in the Listing Regulations, the Board of Directors in its meeting held on 23.12.2025, on recommendation of the Nomination & Remuneration Committee, inducted Mr. Rohan Shriram (DIN:08940521) on the Board as an Additional Director u/s 161(1) of the Companies Act, 2013, and appointed him as Whole Time Director.

Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the appointment of Directors is required to be approved by the shareholders within 3 months.

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

The brief profile of Mr. Rohan Shriram is given below:

Mr. Rohan Shriram, aged 31 years, is the son of Mr. Madhav B. Shriram, Managing Director of DCM Shriram Industries Limited, and Mrs. Divya Shriram, a noted social worker associated with initiatives in the field of education. He holds a Bachelor's degree in Economics and Government from Middle Town, CT, and has undertaken advanced academic coursework in Econometrics, Corporate Finance, Industrial Economics, International Security, and Applied Mathematics. He has also completed an Undergraduate Programme in Central European Studies at the Centre for Economic Research and Education, Prague, Czech Republic, and is an alumnus of The Doon School, India.

Mr. Rohan Shriram has diverse professional experience across portfolio management, strategy, research, and marketing. Previously, he worked with Argus Portfolio Management, Boston Consulting Group, Turner Broadcasting, and academic institutions in Europe. In his current role, he is involved in strategic planning, business development, and operational management of the Sugar, Alcohol as Joint President (Business Group Sugar) within the organization. Prior to the induction on the Board, he was Jt. President looking after the Daurala Sugar Works operations. He joined the Company in 2020. He is not a director or a member of the board of any other company. His last drawn remuneration for the year 2024-25 was Rs. 32,28,334.

The terms and conditions of appointment of Mr. Rohan Shriram as Whole Time Director are as under:

Salary: Rs. 5.00 lakh per month

Commission on profits:

Commission on profits as may be decided by the Board from year to year, provided that the total remuneration i.e. salary, perquisites and commission, shall not exceed 2% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, in a particular year, subject to the overall limits under Section 197 of the said Act, or any amendments thereto or any other applicable Regulations.

Perquisites

Mr. Rohan Shriram will also be entitled to the following perquisites:

1. Housing – Company maintained accommodation or house rent allowance @ 60% of the salary as may be opted for.
2. Gas, Electricity, Water, Furniture /Furnishings and house maintenance – Actual
3. Medical expenses – Reimbursement of actual medical expenses incurred for self and family.
4. Leave travel Concession/Leave – For self and family, as per Company rules. Privilege Leave not availed to be encashed at the time of cessation of service.
5. Club Fees – Fees of Clubs, subject to a maximum of two clubs; admission and life membership fees not being allowed.
6. Personal Accident Insurance – As per Company rules.
7. Company's contribution towards Provident Fund/ Superannuation Fund/NPS – As per Company rules.
8. Gratuity – As per Company rules.

#### Other Terms Applicable to the Appointment

1. Salary, perquisites and commission/reward shall not exceed 10% of the net profits computed in the manner laid down in Section 197 of the Companies Act, 2013 for all the managerial personnel in any financial year or such limit as per any other Regulation applicable to the appointment.
2. Mr. Rohan Shriram will also be entitled for Company maintained chauffeur driven car, communication facilities, reimbursement of entertainment expenses actually and properly incurred in the course of 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 ceiling u/s 197 of the Companies Act, 2013.
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 Mr. Rohan Shriram will be paid the above remuneration (excluding commission), subject to the overall ceilings provided in Part II Section II of Sch. V of the Companies Act, 2013 or such higher amount as may be permitted by the Central Government or subject to such approvals as may be required as minimum remuneration. (In that event contribution to Provident Fund and Superannuation Fund to the extent these are exempt under the Income Tax Act, 1961 and gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure will not be included for computing the ceiling on remuneration).

5. The managerial personnel shall not become interested or otherwise concerned personally or through his spouse, son or unmarried daughter, in any selling agency of the Company, without necessary prior approvals.
6. The appointment may be terminated by either party giving to 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. Rohan Shriram will report to the Managing Director & CEO.

Mr. Rohan Shriram is part of the promoter group and holds 33593 equity shares of Rs.2 each in the Company. Subsequent to his appointment on 23.12.2025, he attended one meeting of the Board held on 23.12.2025.

Except Mr. Rohan Shriram (DIN:08940521), being the appointee and Mr. Madhav B. Shriram and Mr. Uday Shriram, who are related to Mr. Rohan Shriram, none of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out as Item No.4.

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

By Order of the Board

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