

Annual Report 2020-21

Board of Directors Shri S.B. Mathur Chairman – Non Executive

Shri Alok B. Shriram Sr. Managing Director & CEO

Shri Madhav B. Shriram Managing Director

Mrs. Urvashi Tilak Dhar Whole Time Director

Shri N.K. Jain Director Finance & CFO

Shri P.R. Khanna

Shri Ravinder Narain

Ms. V. Kavitha Dutt

Shri Sanjay C. Kirloskar

Shri S.C. Kumar

Shri Manoj Kumar

Shri Mukesh Gupta LIC Nominee

Principal Executives Shri V.K. Jaitly Chief Operating Officer (Business Group Rayons)

Shri Sanjay Rastogi Vice President (Sugar)

Shri Aseem Kr. Srivastava Chief Executive Officer (Chemicals)

Company Secretary Shri Y.D. Gupta Vice President (Law & Taxation)

Bankers State Bank of India

Punjab National Bank

Axis Bank Ltd.

Meerut Zila Sahkari Bank Ltd.

Muzaffar Nagar Zila Sahkari Bank Ltd.

Auditors B S R & Co., LLP

Gurugram

Registered Office Kanchenjunga Building, CIN: L74899DL1989PLC035140

5th Floor, Tel. No. : (011) 2375 9300 / (011) 43745000

18, Barakhamba Road, E-mail : dsil@dcmsr.com

New Delhi - 110 001 Website: https://www.dcmsr.com

Registered Office: "Kanchenjunga", 18, Barakhamba Road, New Delhi - 110 001

CIN: L74899DL1989PLC035140 Telephone: 011-43745000 Email: dsil@dcmsr.com Website: https://www.dcmsr.com

NOTICE

The 30th Annual General Meeting of the Company will be held on Wednesday, the 8th September, 2021 at 11:00 A.M. through Video Conference (VC) / Other Audio Visual Means (OAVM), 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 March 31, 2021 and 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 March 31, 2021 and the Report of the Auditors thereon.
- 2. To declare Final Dividend of Rs. 2.5 (25%) per equity share of Rs. 10 each and to confirm the interim dividend of Rs. 5 per equity share of Rs. 10 each (50%) already paid during the financial year 2020-21.

Appointment of director liable to retire by rotation

To appoint a director in place of Smt. Urvashi Tilak Dhar (DIN: 00294265), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

4. Cost Auditors – Ratification of Remuneration

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration of Rs.1.67 lakh plus GST and out of pocket expenses, if any, fixed by the Board of Directors on recommendation of the Audit Committee for audit of the cost records of the Company by M/s Ramanath Iyer & Co., for the year 2021-22, be and is hereby ratified and confirmed."

5. Appointment of Shri Vineet Manaktala as a director in the casual vacancy

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an ordinary resolution:

"RESOLVED THAT, pursuant to the provisions of Section 161(4) of the Companies Act, 2013 read with the relevant provisions of the Articles of Association of the Company, the appointment of Shri Vineet Manaktala (DIN: 09145644) in the casual vacancy caused by the resignation of Shri Nalin Kumar Jain (DIN: 00203581), effective from 01.07.2021, as a director liable to be retire by rotation, be and is hereby approved."



6. Appointment of Director Finance & CFO

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an ordinary resolution:

"RESOLVED THAT pursuant to Section 196, 197, 198 and Schedule V of the Companies Act, 2013, as amended from time to time and other applicable provisions, if any, of the said Act and/or any other applicable Regulations, and subject to such approvals, if any, required, approval of the Company be and is hereby accorded to the appointment of Shri Vineet Manaktala (DIN: 09145644) as Director Finance & Chief Financial Officer of the Company effective from 01.07.2021 to hold office for 3 years, i.e. up to 30.06.2024, 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 and conditions including as to remuneration and/or designation as it may deem fit, subject to the provisions of the above said Sections read with Schedule V and other applicable provisions of the Companies Act, 2013 or any other Regulations as may be applicable."

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

7. Re-appointment of Smt. Urvashi Tilak Dhar as Whole Time Director

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a special resolution:

"RESOLVED THAT pursuant to Section 196, 197, 198 and Schedule V of the Companies Act, 2013 as amended from time to time and other applicable provisions, if any, of the said Act and/or any other applicable Regulations including SEBI (LODR) Regulations, 2015, and subject to such approvals, if any, required, approval of the Company be and is hereby accorded to the reappointment of Smt. Urvashi Tilak Dhar (DIN:00294265) as Whole Time Director of the Company effective from 14.08.2021 to hold office for 3 years i.e. up to 13.08.2024 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 and conditions including as to remuneration and/or designation as it may deem fit, subject to the provisions of the above said Sections read with Schedule V and other applicable provisions of the Companies Act, 2013 or any other Regulation 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 approval, if any required, and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 or any amendment thereto, or any other Regulations as may be applicable."

8. Sub- Division of Share Capital into smaller nominal value

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder including statutory modification(s)

or re-enactment(s) thereof for the time being in force and the relevant provisions of the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Rules, Regulations, Circulars, Notifications, etc. issued there under, consent of the shareholders of the Company be and is hereby accorded to the sub-division of the nominal value of equity shares in the Company from the existing nominal value of Rs.10 each to nominal value of Rs. 2 each, thereby keeping the paid-up share capital intact and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:

"The authorized share capital of the company is Rs.65,00,00,000 (Rupees Sixty Five Crore only) divided into 32,50,00,000 (Thirty-Two Crore Fifty Lakh only) equity shares of Rs. 2 (Rupees Two) each"

"RESOLVED FURTHER THAT pursuant to sub-division of the equity shares of the Company, nominal value of Rs.10 (Rupees Ten only) of all the issued, subscribed and paid-up equity shares of the Company, existing on the record date to be fixed by the Company, shall stand sub-divided into fully paid equity shares of nominal value of Rs. 2 (Rupees Two only)."

"RESOLVED FURTHER THAT upon sub-division of equity shares, as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "record date" to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of nominal value of Rs. 2 (Rupees Two only) each shall be credited to the respective beneficiary accounts of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."

By order of the Board For DCM SHRIRAM INDUSTRIES LIMITED

(Y.D. Gupta)

Company Secretary & Vice President (Law & Taxation)

FCS 3405

New Delhi, June 29, 2021



NOTES:

- 1. Explanatory Statement, as required under Section 102 of the Companies Act, 2013, is annexed.
- Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books
 of the Company will remain closed from Friday, 27th August, 2021 to Wednesday, 8th September,
 2021 (both days inclusive) for determining the names of members eligible for dividend on Equity
 Shares for the financial year ending 31st March, 2021, if declared at the AGM.
- 3. A final dividend of Rs. 2.5 (25%) per share of Rs.10 has been recommended by the Board of Directors for the year ended March 31, 2021 and subject to the approval of the shareholders at the ensuing AGM, the dividend is proposed to be paid on or before 07.10.2021 to those members whose names appear as Members in the Register of Members of the Company or Register of beneficial owners as on the cut-off date i.e. Thursday, 26th August, 2021.
- 4. In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred the unclaimed dividends in respect of the Financial Year 2012-13 to the IEPF in November 2020. The details are available on the website of the Company i.e. https://www.dcmsr.com.

The shares in respect of which dividend has not been claimed for seven consecutive years or more are also required to be transferred to the IEPF following the prescribed procedure. The Company had in compliance with the said Rules transferred 61906 equity shares held by 3865 shareholders to IEPF in the month of November 2020. The shares and dividend so transferred can be claimed from the IEPF after complying with the prescribed requirements. As per the Rules the holders of such shares cannot exercise any of the rights attached to the shares unless the shares are reclaimed from the IEPF.

The shareholders, who have not encashed their dividend warrant/s for the previous year(s) may contact the Company or Registrar & Transfer Agents for issue of duplicate warrants.

The Company will be transferring the unclaimed dividend, declared in the year 2013-14 and paid in September, 2014, to IEPF by October 2021. The shareholders who have not received/ encashed the dividend for the year 2013-14 may claim the same from the Registrars & Transfer Agents/ Company. The Company will also be transferring 31443 equity shares held by 1726 shareholders, on which dividends remain unclaimed for consecutive seven years, to IEPF as required under the relevant Rules. Details have been uploaded on Company website and individual notices have also been sent. Such shareholders may send their claims to the Company/RTA by not later than 15.09.2021 and after that to IEPF.

- 5. Shareholders who hold shares in physical form may notify change of address, if any, and also email ID to KFin Technologies Pvt. Ltd., Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500032 or New Delhi House, 305, 3rd Floor, Barakhamba Road, New Delhi 110001, along with self attested copies of address proof and PAN card. Members may note that SEBI by Circular dated 20.04.2018 has made it mandatory for the persons holding shares in physical form to furnish their PAN and Bank details to the Company / Registrar & Transfer Agent (KFin Technologies Pvt. Ltd.). Members are requested to comply with the requirement at the earliest.
- 6. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (the "SEBI Listing Regulations"), securities of listed companies can be transferred only in dematerialized form, with effect from 1st April 2019, except in case of request received for transmission or transposition of securities held in physical form. In view of this and to eliminate all risks associated with physical shareholding, Members holding shares in physical form are requested to consider converting their physical holding in securities into electronic form.
- 7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN, if not already furnished, to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFin Technologies Pvt. Ltd.

- 8. The information with regard to Smt. Urvashi Tilak Dhar, whose reappointment as a director liable to retire by rotation, given in Note 27 hereunder, forms an integral part of this Notice.
- 9. In view of the restrictions on assembly of people across the Country due to outbreak of the Covid-19 pandemic and restrictions on the movements apart from social distancing, the Central Government allowed general meetings to be held through Video Conference / Other Audio Visual Means by following procedures laid down circulars Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020. The above provision has been further extended till 31.12.2021 by Circular No.02/2021 dated 13.01.2021 (Collectively referred to as "MCA Circulars") considering the spread of the second wave of the pandemic in the Country. Accordingly, this meeting is convened as e-AGM, to be held through Video Conference.
- 10. **E-AGM:** The Company has appointed M/s KFin Technologies Private Limited ("KFIN"), Registrar and Transfer Agents of the Company, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
- 11. Pursuant to the provisions of the MCA Circulars on the VC/OAVM/e-AGM:
 - a.) Members can attend the meeting through login credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b.) Since the AGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available and as such the Proxy Form and Attendance Slip are not annexed to this Notice.
 - c.) Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and e-voting through Instapoll during the AGM. Corporate Members intending to authorize their representatives to attend the AGM are requested to email the same to einward.ris@kfintech.com, along with certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the AGM, on their behalf.
- 12. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 13. Up to 1000 members will be able to join the e-AGM on a FIFO basis.
- 14. No restrictions on account of FIFO entry into e-AGM will be there for large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- 15. The attendance of the Members (members login) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 16. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s KFin Technologies Private Limited.
- 17. **Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system through `instapoll' provided at the venue by M/s KFin Technologies Pvt. Ltd.
- 18. In line with the MCA Circulars, the Notice calling the AGM and the Annual Report for the financial year 2020-21 have been uploaded on the website of the Company at https://www.dcmsr.com. The Notice



can also be accessed from the website of BSE Limited at www.bseindia.com and is also available on the website of e-voting agency M/s KFin Technologies Private Limited at their website address (https://evoting.kfintech.com/public/Downloads.aspx).

19. Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:

On account of threat posed by Covid-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- Those shareholders who have registered / not registered their e-mail address and mobile nos.
 including address and bank details may please contact and validate/update their details with the
 Depository Participant in case of shares held in electronic form and with the Company's Registrar
 and Share Transfer Agent, KFin Technologies Pvt. Ltd. in case the shares are held in physical form.
- 2. Shareholders who have not registered their email address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be served, may temporarily get their email address and mobile number registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by complying with the following procedure:
 - (i) Visit the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
 - (ii) Select the company name: DCM Shriram Industries Limited
 - (iii) Enter DPID Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (PAN).
 - (iv) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - (v) Enter the email address and mobile number.
 - (vi) System will check the authenticity of the DPID Client ID / Physical Folio No. and PAN/ Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
 - (vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
 - (viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
 - (ix) System will confirm the email address for the limited purpose of serving the Notice of the AGM, the Annual Report of the Company for the financial year 2020-21 and the e-voting instructions along with the User ID and Password.
 - Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Notice of the AGM, the Annual Report of the

Company for the financial year 2020-21 and the e-voting instructions along with the User ID and Password, through electronic mode.

However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 3094 001.

- 3. Shareholders are also requested to visit the website of the Company https://www.dcmsr.com or the website of the Registrar and Transfer Agent (https://evoting.kfintech.com/public/Downloads. aspx) for downloading the Annual Report and Notice of the e-AGM.
- 4. Alternatively, a member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the request letter duly signed providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of e-AGM and the e-voting instructions.
- 20. Instructions for the Members for attending the e-AGM through Video Conference, speaker registration and posting of queries:
 - Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Thursday, 26th August, 2021 can attend the AGM through VC, by following the instructions, as mentioned below:
 - (i) Click on the following URL: https://emeetings.kfintech.com
 - (ii) Use the e-voting User ID and Password to login and select the 'EVENT', for the AGM of the Company.
 - (iii) Members can join the AGM through VC from 10.45 am onwards till the end of the AGM.
 - 2. Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:
 - (i) Click on the following URL: https://emeetings.kfintech.com
 - (ii) Use e-voting User ID and Password, to register as a 'Speaker'.
 - (iii) Only those Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Thursday, 26th August, 2021, may register themselves as a 'Speaker' from Saturday, 4th September, 2021 upto Tuesday, 7th September, 2021. This will enable KFIN to make requisite arrangements for the said Members to ask questions during the AGM through VC.
 - (iv) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.
 - (v) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - 3. Members who wish to post their queries may do so before the AGM, up to Tuesday, 7th September, 2021 (5.00 P.M.) by following the instructions, as mentioned below:
 - (i) Click on the following URL: https://emeetings.kfintech.com
 - (ii) Use e-voting User ID and Password, to post queries.
 - Please note that Members who do not have e-voting User ID and Password or have forgotten
 the e-voting User ID and Password may retrieve the same by following the e-voting instructions
 mentioned at point no. 21 below.



- Members can participate at the AGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
- 6. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- 7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 8. In case Members have any queries or need any assistance on e-voting/participation at the AGM/ Speaker Registration process or for posting queries, may please write to KFIN at einward.ris@ kfintech.com or evoting@kfintech.com or they may contact KFIN at toll free number: 1800 309 4001.
- 9. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM conference.

21. Instructions for members for e-Voting during the e-AGM session:

- Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility and have not cast their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM.
- 2. However, members who have voted through Remote e-Voting will be eligible to attend the e-AGM.

22. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide all its members' facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means.

The procedure and instructions for e-voting are as follows:

Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	1. Existing user who have opted for Easi / Easiest 1. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to
and vote daming and formation of voting portion.	cast your vote.