

Ref. No: CL/BSE

August 11, 2018

To,
DCS-CRD
Bombay Stock Exchange Limited
P.J.Towers,
Dalal Street Fort,
Mumbai-400 001

Scrip Code: 523369
Sub: Outcome of Board Meeting

Dear Sir,

The Board of Directors in its meeting held today, the 11th August, 2018, inter alia, appointed Shri Sanjay Chandrakant Kirloskar (DIN:00007885) as an Independent Director effective from 01.09.2018, subject to the approval of the shareholders for a term of five years. Brief profile of Shri Sanjay Chandrakant Kirloskar is attached.

Pursuant to the first proviso of Section 203(1) of Companies Act, 2013, the Board of Directors approved a proposal of Separation of Office of Chairman and Managing Director with effect from 01.10.2018. Accordingly the board appointed Shri S.B.Mathur (DIN: 00013239), one of the Independent Directors as Chairman of the Board with effect from 01.10.2018 pursuant to Article 87 of the Articles of Association of the Company. The Board also redesignated Shri Tilak Dhar (00204912), presently the Chairman and Managing Director, as Senior Managing Director w.e.f 01.10.2018.

In the said meeting the Board redesignated Shri Alok B. Shriram (DIN:00203808) presently Vice Chairman & Deputy Managing Director as Joint Managing Director w.e.f 01.10.2018.

This information is being filed under Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015.



Yours Faithfully



(Y.D.Gupta)
Company Secretary
& Compliance Officer

Encl: A/a



Profile of Mr. Sanjay C. Kirloskar

Mr. Sanjay Chandrakant Kirloskar is the Chairman and Managing Director of Kirloskar Brothers Limited. He graduated with a Bachelor of Science Degree in Mechanical Engineering from the Illinois Institute of Technology, Chicago in 1978. He is 61 years of age. He is a member of the Dean's Advisory Council for the School of Engineering Massachusetts Institute of Technology.

Established in 1818 Kirloskar Brothers Limited is one of India's oldest Manufacturing companies. It is India's largest centrifugal pump manufacturer and has manufacturing facilities in the Netherlands, South Africa, Thailand, the United Kingdom and the United States of America.

He also serves on the Boards of Kirloskar Ebara Pumps Limited, Kulkarni Power Tools Limited, Asara Sales and Investments Pvt. Limited and Prakar Investments Pvt. Limited. He is Director of India Resources Trust (WRI-India) and Member, CII National Council.



August 20, 2018

Mr. Sanjay Chandrakant Kirloskar,
Sr. No.270, Plot No.22 & 23,
Pallod Farms, Baner,
PUNE - 411045

Dear Sir,

Appointment as an Independent Director

Pursuant to the decision of the Board of Directors in its meeting held on 11.08.2018, I write to confirm your appointment as an Independent Director on the Board of DCM Shriram Industries Ltd (the Company) w.e.f. 01.09.2018 on the following terms and conditions:

1. *Term of appointment* : Subject to the provisions of Sections 149 & 152 of the Companies Act, 2013, the Rules made thereunder and the relevant provisions of the SEBI (LODR) Regulations, 2015, read with the Articles of Association of the Company, your term of appointment is for a period of 5 years i.e. from 01.09.2018. The appointment is subject to the approval of the shareholders at the next General Meeting whenever held or through the process of Postal ballots.
2. *Committee Membership* : The Board of Directors may nominate you to one or more of the sub-committees of the Board from time to time.
3. *Role* : As an Independent Director you have the same general legal responsibilities to the Company as any other director but in terms of the provisions of Section 149(12) of the Act you will be held liable only in respect of such omission or commission which has occurred with your knowledge, attributable through Board processes, or with your consent or connivance or where you have not acted diligently.

The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.

In addition to the above requirements for all Directors, you being an Independent Director shall abide by the Code for Independent Directors as laid down under Schedule IV of the Companies Act, 2013, or any amendments thereto. A copy of the Schedule is attached for ready reference.

4. *Fiduciary position* : Directors being Trustees of the stake-holders of the Company shall discharge their responsibilities upholding their fiduciary responsibilities or duties, which in short are as under :



- To act within their powers, in good faith to promote the success of the Company.
 - To exercise independent judgement, reasonable care, skill and diligence.
 - To avoid conflict of interest.
 - Not to accept benefits from third parties, which are attributable consequent to your independent directorship of the Company.
 - To declare interest in proposed transactions or arrangements.
5. *Code of conduct:* During the tenure of your appointment, you are required to comply with Schedule IV of the Companies Act, 2013 and all relevant Regulations as may be issued by the Listing Authority with regard to insider trading and other market related matters from time to time. You will also adhere to the Code of conduct as may be notified by the Board of Directors of the Company for its directors and other employees from time to time.
6. *Remuneration:* You will be paid sitting fees for attending Board/ Committee meetings as may be fixed by the Board of Directors subject to the provisions of the Companies Act, 2013 from time to time. Presently, the sitting fee per meeting of the Board Sub-committee is Rs.25,000/- and Rs.50,000 per Board meeting. In addition, the Company will reimburse all reasonable and properly documented expenses such as traveling / out of pocket expenses, which you incur in performing your role as an Independent Director of the Company.
- Non-Executive Directors are also entitled to commission on profits of up to 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013, as may be decided by the Board of Directors.
7. *Confidentiality :* You must apply the highest standards of confidentiality and not disclose to any person or company any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as Director.
8. *Independence:* The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'independent' in accordance with the provisions of Companies Act, 2013 and the Listing Regulations. You are expected to continue to be qualified as 'independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.

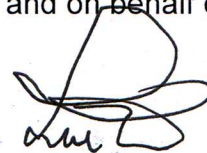


9. *Publication of the letter of appointment* : As required under the Companies Act, 2013 and Listing Regulations, the Company will make public a generic copy of this letter on its website www.dcmsr.com and shall be open for inspection at the Registered office of the Company by any member during normal office hours.

This letter constitutes neither a contract for services nor a service contract.

Please confirm your agreement to the above by signing and returning to me the enclosed duplicate copy of this letter.

Yours sincerely,
For and on behalf of the Board

A handwritten signature in black ink, appearing to be 'A. B.', written over a horizontal line.

CHAIRMAN