

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory NA

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Disqualification of Directors under section 164 of the Companies Act, 2

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification
1	Mr	SUNIL BEHARI MATHUR	00013239	Non-Executive - Independent Director,Chairperson	No	-	-	-
2	Mr	ALOK BANSIDHAR SHRIRAM	00203808	Executive Director,CEO-MD	No	-	-	-
3	Mr	MADHAV BANSIDHAR SHRIRAM	00203521	Executive Director,MD	No	-	-	-
4	Mrs	URVASHI TILAK DHAR	00294265	Executive Director	No	-	-	-
5	Mr	VINEET MANAKTALA	09145644	Executive Director	No	-	-	-
6	Mr	PRITHVI RAJ KHANNA	00048800	Non-Executive - Independent	No	-	-	-

Disqualification of Directors under section 164 of the Companies Act, 2

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification
7	Mr	RAVINDER NARAIN	00059197	Director Non-Executive - Independent	No	-	-	-
8	Mr	SAMIR CHANDRA KUMAR	00064453	Director Non-Executive - Independent	No	-	-	-
9	Mrs	VELAGAPUDI KAVITHA DUTT	00139274	Director Non-Executive - Independent	No	-	-	-
10	Mr	SANJAY CHANDRAKANT KIRLOSKAR	00007885	Director Non-Executive - Independent	No	-	-	-
11	Mr	MANOJ KUMAR	00072634	Director Non-Executive - Non Independent	No	-	-	-
12	Mrs	MINI IPE	07791184	Director Non-Executive - Nominee	No	-	-	-

Annexure II
Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	https://dcmsr.com/overview/
2	Terms and conditions of appointment of independent directors	Yes	-	https://dcmsr.com/wp-content/uploads/2021/04/letterof-appointment.pdf
3	Composition of various committees of board of directors	Yes	-	https://dcmsr.com/investor-relations/#board-committees
4	Code of conduct of board of directors and senior management personnel	Yes	-	https://dcmsr.com/wp-content/uploads/2021/06/Policy-of-Business-Code-of-Conduct-Ethics.pdf
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	https://dcmsr.com/wp-content/uploads/2021/04/whistleblower-policy.pdf
6	Criteria of making payments to non-executive directors	Yes	-	https://dcmsr.com/
7	Policy on dealing with related party transactions	Yes	-	https://dcmsr.com/wp-content/uploads/2022/02/Policy-on-Related-Party-Transactions.pdf
8	Policy for determining material subsidiaries	Yes	-	https://dcmsr.com/wp-content/uploads/2021/04/mspolicy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://dcmsr.com/wp-content/uploads/2021/04/Familiarization-Programme-for-Independent-Directors.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	https://dcmsr.com/investor-grievance-section/#investor-grievance-section
11	Email address for grievance redressal and other relevant details	Yes	-	https://dcmsr.com/investor-grievance-section/#investor-grievance-section
12	Financial results	Yes	-	https://dcmsr.com/financial-results-annual-reports/#financial-results
13	Shareholding pattern	Yes	-	https://dcmsr.com/shareholding-pattern/#shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-	-
16	New name and the old name of the listed entity	NA	-	-
17	Advertisements as per regulation 47 (1)	Yes	-	https://dcmsr.com/financial-results-annual-reports/#financial-results
18	Credit rating or revision in credit rating obtained	Yes	-	https://dcmsr.com/wp-content/uploads/2021/04/Credit-Rating.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	https://dcmsr.com/financial-results-annual-reports/#financial-results
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-	https://dcmsr.com/disclosures-under-regulation-46-of-sebi-lodr-regulations/#disclosures-under-regulation-46
21	Materiality Policy as per Regulation 30	Yes	-	https://dcmsr.com/wp-content/uploads/2021/04/mevents.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	-	https://dcmsr.com/wp-content/uploads/2022/08/Dividend-Distribution-Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes	-	https://dcmsr.com/

Annexure 2

II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of compliance reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of conduct	17(5)	Yes	-
8	Fees or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and management	17(9)	Yes	-
12	Performance evaluation of independent directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of audit committee	18(1)	Yes	-
16	Meeting of audit committee	18(2)	Yes	-
17	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of stakeholder relationship committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
23	Vigil mechanism	22	Yes	-
24	Policy for related party transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	-
25	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
26	Approval for material related party transactions	23(4)	Yes	-
27	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
28	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
29	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
30	Annual Secretarial Compliance Report	24(A)	Yes	-
31	Alternate Director to Independent Director	25(1)	NA	-
32	Maximum Tenure	25(2)	Yes	-
33	Meeting of independent directors	25(3) & (4)	Yes	-
34	Familiarization of independent directors	25(7)	Yes	-
35	Declaration from Independent Director	25(8) & (9)	Yes	-
36	D & O Insurance for Independent Directors	25(10)	Yes	-

37	Meeting of Risk Management Committee	21(3A)	Yes	-
38	Memberships in committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
40	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
41	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-
Any other information to be provided				-

Annexure II

Name of signatory	YAGYA DATT GUPTA
Designation	Company Secretary and Compliance Officer

DCM SHRIRAM INDUSTRIES LTD.-\$

Scrip Code :523369

Quarter Ending : March 2023

Annexure II

III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes
Any other information to be provided		-

Annexure II

1.	Name of signatory	YAGYA DATT GUPTA
2.	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
	Any other information to be provided		no record found	
			-	

1	Name of signatory	YAGYA DATT GUPTA
2	Designation	Company Secretary and Compliance Officer

Annexure IV

Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure **Not Applicable**

Reason for Non Applicability **Not Applicable**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
	no record found	

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
		no record found	

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
		no record found	

(D) Additional Information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	-
Designation	-
Place	-
Date	

Corporate Governance

DCM SHRIRAM INDUSTRIES LTD.-\$	
Scrip Code :523369	Quarter Ending : March 2023

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	-
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00048800	PRITHVI RAJ KHANNA	Non-Executive - Independent Director	Chairperson	30-05-2014	-	-
2	00013239	SUNIL BEHARI MATHUR	Non-Executive - Independent Director	Member	30-05-2014	-	-
3	00064453	SAMIR CHANDRA KUMAR	Non-Executive - Independent Director	Member	30-05-2014	-	-
4	00203521	MADHAV BANSIDHAR SHRIRAM	Executive Director	Member	01-11-2019	-	-
5	00072634	MANOJ KUMAR	Non-Executive - Non Independent Director	Member	13-08-2020	-	-
6	00139274	VELAGAPUDI KAVITHA DUTT	Non-Executive - Independent Director	Member	24-11-2020	-	-

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00064453	SAMIR CHANDRA KUMAR	Non-Executive - Independent Director	Chairperson	30-05-2014	-	-
2	00013239	SUNIL BEHARI MATHUR	Non-Executive - Independent Director	Member	30-05-2014	-	-
3	00048800	PRITHVI RAJ KHANNA	Non-Executive - Independent Director	Member	30-05-2014	-	-
4	00059197	RAVINDER NARAIN	Non-Executive - Independent Director	Member	30-05-2014	-	-
5	00007885	SANJAY CHANDRAKANT KIRLOSKAR	Non-Executive - Independent Director	Member	27-10-2018	-	-

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00048800	PRITHVI RAJ KHANNA	Non-Executive - Independent Director	Chairperson	30-05-2014	-	-

2	00203808	ALOK BANSIDHAR SHRIRAM	Executive Director	Member	30-05-2014	-	-
3	00203521	MADHAV BANSIDHAR SHRIRAM	Executive Director	Member	01-04-2019	-	-
4	00059197	RAVINDER NARAIN	Non-Executive - Independent Director	Member	30-05-2014	-	-

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00203808	ALOK BANSIDHAR SHRIRAM	Executive Director	Chairperson	30-05-2022	-	-
2	00007885	SANJAY CHANDRAKANT KIRLOSKAR	Non-Executive - Independent Director	Member	30-05-2022	-	-
3	00072634	MANOJ KUMAR	Non-Executive - Non Independent Director	Member	30-05-2022	-	-
4	09145644	VINEET MANAKTALA	Executive Director	Member	30-05-2022	-	-

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00203808	ALOK BANSIDHAR SHRIRAM	Executive Director	Chairperson	30-05-2014	-	-
2	00064453	SAMIR CHANDRA KUMAR	Non-Executive - Independent Director	Member	30-05-2014	-	-
3	00139274	VELAGAPUDI KAVITHA DUTT	Non-Executive - Independent Director	Member	01-04-2019	-	-
4	00294265	URVASHI TILAK DHAR	Executive Director	Member	29-10-2019	-	-
5	00203521	MADHAV BANSIDHAR SHRIRAM	Executive Director	Member	14-08-2019	-	-

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022	-	-	Yes	12.00	-	-
2	14-02-2023	91	-	Yes	12.00	11	6
3	29-03-2023	42	-	Yes	12.00	12	6

Corporate Governance

DCM SHRIRAM INDUSTRIES LTD.-\$

Scrip Code :523369

Quarter Ending : March 2023

Annexure 1

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14 Nov 2022	-	-	-	Yes	6	6	4	0
2	Audit Committee	14 Feb 2023	91	-	-	Yes	6	6	4	0
3	Risk Management Committee	02 Feb 2023	-	-	-	Yes	4	4	1	0
4	Stakeholders Relationship Committee	29 Mar 2023	54	-	-	Yes	4	4	2	0
5	Corporate Social Responsibility Committee	29 Mar 2023	-	-	-	Yes	5	5	2	0

Corporate Governance

DCM SHRIRAM INDUSTRIES LTD.-\$	
Scrip Code :523369	Quarter Ending : March 2023

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

Corporate Governance

DCM SHRIRAM INDUSTRIES LTD.-\$

Scrip Code :523369

Quarter Ending : March 2023

Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	YAGYA DATT GUPTA
2.	Designation	Company Secretary and Compliance Officer