

Annexure I

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory The tenure of four Independent Directors namely, Mr. Sunil Behari Mathur, Mr. Prithvi Raj Khanna, Mr. Ravinder Narain and Mr. Samir Chandra Kumar were completed on 31.03.2024. Two new Independent Directors and one Non-executive Non-Independent Director were appointed w.e.f 01.04.2024. Mrs. Mini Ipe resigned w.e.f. 03.01.2024.

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, 2013

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status						
1	Mr	SUNIL BEHARI MATHUR	00013239	Non-Executive - Independent Director,Chairperson	No	-	-	-	Active	Yes	27-12-2018	30-05-2014	01-04-2019	31-03-2024	118.02
2	Mr	ALOK BANSIDHAR SHRIRAM MADHAV	00203808	Executive Director,CEO-MD	No	-	-	-	Active	NA	-	01-04-1992	01-10-2013	-	-
3	Mr	BANSIDHAR SHRIRAM	00203521	Executive Director,MD	No	-	-	-	Active	NA	-	05-10-2005	01-10-2013	-	-
4	Mrs	URVASHI TILAKDHAR	00294265	Executive Director	No	-	-	-	Active	NA	-	14-08-2019	14-08-2021	-	-
5	Mr	VINEET MANAKTALA	09145644	Executive Director	No	-	-	-	Active	NA	-	01-07-2021	01-07-2021	-	-
6	Mr	PRITHVI RAJ KHANNA	00048800	Non-Executive - Independent Director	No	-	-	-	Active	Yes	27-12-2018	30-05-2014	01-04-2019	31-03-2024	118.02

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status						
7	Mr	RAVINDER NARAIN	00059197	Non-Executive - Independent Director	No	-	-	-	Active	Yes	27-12-2018	30-05-2014	01-04-2019	31-03-2024	118.02
8	Mr	SAMIR CHANDRA KUMAR	00064453	Non-Executive - Independent Director	No	-	-	-	Active	Yes	27-12-2018	30-05-2014	01-04-2019	31-03-2024	118.02
9	Mrs	VELAGAPUDI KAVITHA DUTT	00139274	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	02-02-2015	02-02-2020	-	110.00
10	Mr	SANJAY CHANDRAKANT KIRLOSKAR	00007885	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	01-09-2018	01-09-2023	-	67.00
11	Mr	MANOJ KUMAR	00072634	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	27-06-2020	08-08-2022	-	-
12	Mrs	MINI IPE	07791184	Non-Executive - Nominee Director	No	-	-	-	Active	NA	-	30-03-2022	30-03-2022	03-01-2024	-
13	Mr	KAMAL KUMAR	10548701	Non-Executive - Nominee Director	No	-	-	-	Active	NA	-	15-03-2024	15-03-2024	-	-

- [Composition of Committee](#)
- [Meeting of Board of Directors](#)
- [Meeting of Committees](#)
- [Related Party Transactions](#)
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Annexure II
Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	https://demsr.com/overview/

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
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	-	It is already disclosed in Annual Report / Directors Report.
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/2023/05/Familiarization-Programme-for-Independent-Directors.pdf
10	Email address for grievance redressal and other relevant details	Yes	-	https://dcmsr.com/investor-grievance-section/#investor-grievance-section
11	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
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	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	-	https://dcmsr.com/wp-content/uploads/2022/08/Dividend-Distribution-Policy.pdf
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/notices-and-announcements/#notices 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/2023/08/Credit-Ratings-23.08.2023.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	Secretarial Compliance Report	Yes	-	-
21	Materiality Policy as per Regulation 30 (4)	Yes	-	-
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	-	-
23	Disclosures under regulation 30(8)	Yes	-	-
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	-	-
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	-	-
26	Annual return as provided under section 92 of the Companies Act, 2013	NA	-	-

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA	-	-
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	NA	-	-
Disclosure of notes on website in terms of Listing Regulations explanatory		-		

[Annual Affirmation](#)
[Affirmation](#)

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
			no record found	
Any other information to be provided		-		

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
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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	-
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Designation	-
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Place	-
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Date	-
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Signatory Details:

Name of signatory	YAGYA DATT GUPTA
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Designation of person	Company Secretary and Compliance Officer
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Place	--
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Date	--
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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory				All the Committees were reconstituted w.e.f. 01.04.2024.			
Audit Committee Details							
Whether the Audit 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	00048800	PRITHVI RAJ KHANNA	Non-Executive - Independent Director	Chairperson	30-05-2014	31-03-2024	Audit Committee reconstituted on 01.04.2024. New Committee members are Mrs. Velagapudi Kavitha Dutt (Chairperson), Mr. Sunil Behari Mathur, Mr. Suman Jyoti Khaitan, Mr. Harjeet Singh Chopra, Mr. Sanjay Chandrakant Kirloskar and Mr. Madhav Bansidhar Shriram.
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	31-03-2024	-
4	00203521	MADHAV BANSIDHAR SHRIRAM	Executive Director	Member	01-11-2019	-	-
5	00072634	MANOJ KUMAR	Non-Executive - Non Independent Director	Member	13-08-2020	31-03-2024	-
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			

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00064453	SAMIR CHANDRA KUMAR	Non-Executive - Independent Director	Chairperson	30-05-2014	31-03-2024	Nomination & Remuneration Committee reconstituted on 01.04.2024. New Committee members are Mr. Sanjay Chandrakant Kirloskar (Chairman), Mr. Sunil Behari Mathur, Mr. Suman Jyoti Khaitan, Mr. Harjeet Singh Chopra and Mr. Manoj Kumar.
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	31-03-2024	-
4	00059197	RAVINDER NARAIN	Non-Executive - Independent Director	Member	30-05-2014	31-03-2024	-
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

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00048800	PRITHVI RAJ KHANNA	Non-Executive - Independent Director	Chairperson	30-05-2014	31-03-2024	Stakeholders & Relationship Committee reconstituted on 01.04.2024. New Committee members are Mr. Manoj Kumar(Chairman), Mr. Sunil Behari Mathur, Mr. Alok Bansidhar Shriram, Mr. Madhav Bansidhar Shriram & Mr. Suman Jyoti Khaitan.
2	00203808	ALOK BANSIDHAR SHRIRAM	Executive Director	Member	30-05-2014	-	-
3	00203521	MADHAV	Executive Director	Member	01-04-2019	-	-

BANSIDHAR
SHRIRAM

4	00059197	RAVINDER NARAIN	Non- Executive - Independent Director	Member	30-05-2014	31-03- 2024	-
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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	-	Risk Management Committee reconstituted on 01.04.2024. New Committee members are Mr. Alok Bansidhar Shriram (Chairman), Mr. Sanjay Chandrakant Kirloskar, Mr. Manoj Kumar, Mr. Vineet Manaktala & Mr. Harjeet Singh Chopra.
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	-	Corporate Social Responsibility Committee reconstituted on 01.04.2024. New Committee members are Mr. Alok Bansidhar Shriram (Chairman), Mrs. Velagapudi Kavitha Dutt, Mr. Madhav Bansidhar Shriram & Mrs. Urvashi Tilakdhar, and Mr. Manoj Kumar.

2	00064453	SAMIR CHANDRA KUMAR	Non- Executive - Independent Director	Member	30-05-2014	31-03- 2024	-
3	00139274	VELAGAPUDI KAVITHA DUTT	Non- Executive - Independent Director	Member	01-04-2019	-	-
4	00294265	URVASHI TILAKDHAR	Executive Director	Member	29-10-2019	-	-
5	00203521	MADHAV BANSIDHAR SHRIRAM	Executive Director	Member	14-08-2019	-	-

DCM SHRIRAM INDUSTRIES LTD.-\$

Scrip Code :523369

Quarter Ending : March 2024

Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory

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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	14-11-2023	-	-	Yes	12.00	12	6
2	12-02-2024	89	-	Yes	11.00	11	6
3	28-03-2024	44	-	Yes	12.00	12	6

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 2023	-	-	-	Yes	6	6	4	0
2	Audit Committee	12 Feb 2024	89	-	-	Yes	6	6	4	0
3	Audit Committee	28 Mar 2024	44	-	-	Yes	6	6	4	0
4	Nomination and remuneration committee	12 Feb 2024	-	-	-	Yes	5	5	5	0
5	Stakeholders Relationship Committee	28 Mar 2024	44	-	-	Yes	4	4	2	0
6	Risk Management Committee	19 Jan 2024	-	-	-	Yes	4	4	1	0
7	Corporate Social Responsibility Committee	28 Mar 2024	68	-	-	Yes	5	5	2	0
8	Other Committee	14 Nov 2023	-	Independent Directors	-	Yes	6	6	6	0
9	Other Committee	28 Mar 2024	134	Independent Directors	-	Yes	6	6	6	0

DCM SHRIRAM INDUSTRIES LTD.-\$	
Scrip Code :523369	Quarter Ending : March 2024

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			-

DCM SHRIRAM INDUSTRIES LTD.-\$

Scrip Code :523369

Quarter Ending : March 2024

Annexure 1

Cyber Security Incidence

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	0
Date of the event	-
Brief details of the event	-

DCM SHRIRAM INDUSTRIES LTD.-\$

Scrip Code :523369

Quarter Ending : March 2024

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