

Corporate Governance

DCM SHRIRAM INDUSTRIES LIMITED

General information about company

| | |
|---|--|
| Scrip code | 523369 |
| NSE Symbol | DCMSRIND |
| MSEI Symbol | NOTLISTED |
| ISIN | INE843D01027 |
| Date of start of financial year | 01-04-2024 |
| Date of end of financial year | 31-03-2025 |
| Reporting Quarter Type | Quarterly |
| Date of Quarter Ending | 31-12-2024 |
| Type of company | Equity |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | true |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | true |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | false The Company has not acquired shares or voting rights in Unlisted Companies during the quarter as per Part C of SEBI Circular dated December 31, 2024. |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | false No fines or penalties were imposed on the Company during the quarter as per Annexure 1 (Part D) of SEBI Circular dated December 31, 2024. |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | true |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | |
| Risk management committee | true |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |
| SCORE Registration ID | D00029 |
| Reason For No SCORE ID | |
| Type of Submission | Original |
| Remarks (website dissemination) | |
| Remarks for Exchange (not for Website Dissemination) | |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--------------|------------------------------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|-------------------------------|---|--|---|--|----------------------|-----------------------------|-----------------------------|
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | | | | | | | | | | | | | | |
| true | | | | | | | | | | | | | | | | | | | | | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | | | | | | | | | | | | | | |
| false | | | | | | | | | | | | | | | | | | | | | | | | |
| Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | | | | | |
| Sr no. | Title(Mr/Ms) | Name of the Director | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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) | No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
| 1 | Mr | SUNIL BEHARI MATHUR | Non-Executive - Non Independent Director | Chairperson | | 11-10-1944 | false | | | | Active | Yes | 19-03-2024 | 01-04-2024 | 01-04-2024 | | | 2 | 1 | 5 | 1 | | | |
| 2 | Mr | ALOK BANSIDHAR SHRIRAM | Executive Director | Not Applicable | CEO-MD | 30-11-1960 | false | | | | Active | NA | | 01-04-1992 | 01-10-2023 | | | 1 | 0 | 1 | 0 | | | |
| 3 | Mr | MADHAV BANSIDHAR SHRIRAM | Executive Director | Not Applicable | MD | 08-10-1964 | false | | | | Active | NA | | 05-10-2005 | 01-10-2023 | | | 1 | 0 | 2 | 0 | | | |
| 4 | Mrs | URVASHI TILAKDHAR | Executive Director | Not Applicable | | 27-07-1956 | false | | | | Active | NA | | 14-08-2019 | 14-08-2024 | | | 1 | 0 | 0 | 0 | | | |
| 5 | Mr | VINEET MANAKTALA | Executive Director | Not Applicable | | 08-03-1963 | false | | | | Active | NA | | 01-07-2021 | 01-07-2024 | | | 1 | 0 | 0 | 0 | | | |
| 6 | Mrs | VELAGAPUDI KAVITHA DUTT | Non-Executive - Independent Director | Not Applicable | | 17-05-1971 | false | | | | Active | NA | | 02-02-2015 | 02-02-2020 | | 118.3 | 4 | 3 | 4 | 2 | | | |
| 7 | Mr | SANJAY CHANDRAKANT KIRLOSKAR | Non-Executive - Independent Director | Not Applicable | | 22-03-1957 | false | | | | Active | NA | | 01-09-2018 | 01-09-2023 | | 75 | 2 | 1 | 3 | 1 | | | |
| 8 | Mr | MANOJ KUMAR | Non-Executive - Non Independent Director | Not Applicable | | 16-11-1965 | false | | | | Active | NA | | 27-06-2020 | 08-08-2022 | | | 2 | 1 | 3 | 2 | | | |
| 9 | Mr | SUMAN JYOTI KHAITAN | Non-Executive - Independent Director | Not Applicable | | 09-02-1959 | false | | | | Active | NA | | 01-04-2024 | 01-04-2024 | | 9 | 3 | 3 | 6 | 2 | | | |
| 10 | Mr | HARJEET SINGH CHOPRA | Non-Executive - Independent Director | Not Applicable | | 11-02-1965 | false | | | | Active | NA | | 01-04-2024 | 01-04-2024 | | 9 | 1 | 1 | 1 | 0 | | | |
| 11 | Mr | KAMAL KUMAR | Non-Executive - Nominee Director | Not Applicable | | 13-07-1964 | false | | | | Active | NA | | 15-03-2024 | 15-03-2024 | | | 1 | 0 | 0 | 0 | | | |

Annexure I

| | |
|--|--|
| | II. Composition of Committees |
| | Disclosure of notes on composition of committees explanatory |

Audit Committee Details

| | | | | | | Whether the Audit Committee has a Regular Chairperson | true |
|----|------------------------------|--|-------------------------|---------------------|-------------------|---|------|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | |
| 1 | VELAGAPUDI KAVITHA DUTT | Non-Executive - Independent Director | Chairperson | 01-04-2024 | | | |
| 2 | SUNIL BEHARI MATHUR | Non-Executive - Non Independent Director | Member | 01-04-2024 | | | |
| 3 | SUMAN JYOTI KHAITAN | Non-Executive - Independent Director | Member | 01-04-2024 | | | |
| 4 | HARJEET SINGH CHOPRA | Non-Executive - Independent Director | Member | 01-04-2024 | | | |
| 5 | SANJAY CHANDRAKANT KIRLOSKAR | Non-Executive - Independent Director | Member | 01-04-2024 | | | |
| 6 | MADHAV BANSIDHAR SHRIRAM | Executive Director | Member | 01-11-2019 | | | |

Nomination and remuneration committee

| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | | true |
|---|------------------------------|--|-------------------------|---------------------|-------------------|---------|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | SANJAY CHANDRAKANT KIRLOSKAR | Non-Executive - Independent Director | Chairperson | 01-04-2024 | | |
| 2 | SUNIL BEHARI MATHUR | Non-Executive - Non Independent Director | Member | 01-04-2024 | | |
| 3 | MANOJ KUMAR | Non-Executive - Non Independent Director | Member | 01-04-2024 | | |
| 4 | SUMAN JYOTI KHAITAN | Non-Executive - Independent Director | Member | 01-04-2024 | | |
| 5 | HARJEET SINGH CHOPRA | Non-Executive - Independent Director | Member | 01-04-2024 | | |
| 6 | VELAGAPUDI KAVITHA DUTT | Non-Executive - Independent Director | Member | 01-04-2024 | | |

Stakeholders Relationship Committee

| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | | true |
|---|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | MANOJ KUMAR | Non-Executive - Non Independent Director | Chairperson | 01-04-2024 | | |
| 2 | SUNIL BEHARI MATHUR | Non-Executive - Non Independent Director | Member | 01-04-2024 | | |
| 3 | ALOK BANSIDHAR SHRIRAM | Executive Director | Member | 30-05-2014 | | |
| 4 | MADHAV BANSIDHAR SHRIRAM | Executive Director | Member | 01-04-2019 | | |
| 5 | SUMAN JYOTI KHAITAN | Non-Executive - Independent Director | Member | 01-04-2024 | | |

Risk Management Committee

| | | | | | | Whether the Risk Management Committee has a Regular Chairperson | true |
|----|------------------------------|--|-------------------------|---------------------|-------------------|---|------|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | |
| 1 | ALOK BANSIDHAR SHRIRAM | Executive Director | Chairperson | 30-05-2022 | | | |
| 2 | SANJAY CHANDRAKANT KIRLOSKAR | Non-Executive - Independent Director | Member | 30-05-2022 | | | |
| 3 | MANOJ KUMAR | Non-Executive - Non Independent Director | Member | 30-05-2022 | | | |
| 4 | VINEET MANAKTALA | Executive Director | Member | 30-05-2022 | | | |
| 5 | HARJEET SINGH CHOPRA | Non-Executive - Independent Director | Member | 01-04-2024 | | | |
| 6 | KAMAL KUMAR | Non-Executive - Nominee Director | Member | 07-08-2024 | | | |

Corporate Social Responsibility Committee

| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | true |
|---|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Sr | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | ALOK BANSIDHAR SHRIRAM | Executive Director | Chairperson | 30-05-2014 | | |
| 2 | VELAGAPUDI KAVITHA DUTT | Non-Executive - Independent Director | Member | 01-04-2019 | | |
| 3 | MADHAV BANSIDHAR SHRIRAM | Executive Director | Member | 14-08-2019 | | |
| 4 | URVASHI TILAKDHAR | Executive Director | Member | 29-10-2019 | | |
| 5 | MANOJ KUMAR | Non-Executive - Non Independent Director | Member | 01-04-2024 | | |
| 6 | KAMAL KUMAR | Non-Executive - Nominee Director | Member | 07-08-2024 | | |

Other Committee

| | | | | | Whether the Corporate Social Responsibility Committee has a Regular Chairperson | true |
|----|---------------------------|---|--|-------------------------|---|------|
| Sr | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks | |
| 1 | ALOK BANSIDHAR SHRIRAM | Board Committee for Approving Borrowing | Executive Director | Chairperson | | |
| 2 | MADHAV BANSIDHAR SHRIRAM | Board Committee for Approving Borrowing | Executive Director | Member | | |
| 3 | SUNIL BEHARI MATHUR | Board Committee for Approving Borrowing | Non-Executive - Non Independent Director | Member | | |
| 4 | URVASHI TILAKDHAR | Board Committee for Approving Borrowing | Executive Director | Member | | |
| 5 | VINEET MANAKTALA | Board Committee for Approving Borrowing | Executive Director | Member | | |
| 6 | HARJEET SINGH CHOPRA | Board Committee for Approving Borrowing | Non-Executive - Independent Director | Member | | |

Annexure I

| III. Meeting of Board of Directors | | | | | | | |
|--|---|---|------------------------------|--|---|---|---|
| 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 | 07-08-2024 | | | true | 11 | 11 | 4 |
| 2 | | 91 | | true | 11 | 11 | 4 |

Annexure I

| IV. Meeting of Committees | | | | | | | | | | |
|--|---------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
| Sr | Name of Committee | 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) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | 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 | 07-08-2024 | | | | true | 6 | 6 | 4 | 0 |
| 2 | Risk Management Committee | 31-07-2024 | | | | true | 5 | 5 | 2 | 0 |

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 | true |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | true |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | true |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee | true |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | true |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | true |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | true |
| 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 |

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 | false |
| 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 | |

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | YAGYA DATT GUPTA |
| Designation of person | Company Secretary and Compliance Officer |
| Place | NEW DELHI |
| Date | 24-01-2025 |

Investor Grievance Details

| | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 4 |
| No. of investor complaints received during the Quarter | 0 |
| No. of investor complaints disposed off during the Quarter | 4 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

| Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes | | | | |
|--|----------------------------------|--|---|--|
| Sr.No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
| 1 | DCIT CIRCLE 7(1) NEW DELHI | 20-12-2018 | Appeals pertaining to the Assessment Years 2004-05, 2005-06, 2006-07, 2015-16, and 2017-18 were pending before the Income Tax Appellate Tribunal (ITAT) for a long time. The Orders covering different amounts of refund claims totalling Rs.16.5 cr for five years, besides interest, have been approved by the Assessing Officer on different dates between 07.02.2024 and 26.04.2024 on the basis of ITAT orders passed. | The Company has received a further Income Tax refund of Rs. 8.83 Crore including interest pertaining to financial years ended March 2015 to 2017. This was disclosed to Stock Exchanges on 21.10.2024. |
| 2 | DCIT CIRCLE 7(1) NEW DELHI | 11-12-2006 | Appeals pertaining to the Assessment Years 2004-05, 2005-06, 2006-07, 2015-16, and 2017-18 were pending before the Income Tax Appellate Tribunal (ITAT) for a long time. The Orders covering different amounts of refund claims totalling Rs.16.5 cr for five years, besides interest, have been approved by the Assessing Officer on different dates between 07.02.2024 and 26.04.2024 on the basis of ITAT orders passed. | The Company has received a further Income Tax Refund of Rs. 9.51 Crore including interest pertaining to financial year ended March, 2005. This was disclosed to Stock Exchanges on 24.12.2024. |