

DCM SHRIRAM INDUSTRIES LIMITED



Registered Office: Kanchenjunga Building, 18 Barakhamba Road, New Delhi 110001.

Tel.no. (011)-4374500 email: dsil@dcmsr.com

CIN: L74899DL1989PLC035140 Website: <http://www.dcmsr.com>

POSTAL BALLOT NOTICE

Notice pursuant to Sections 108 & 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given that pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 ("Rules") as amended, the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and General Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Resolutions appended below are proposed to be passed through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

The Members' consideration and approval are being sought for the Resolutions annexed hereto.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the relevant MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., casting votes electronically instead of submitting physical postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only, through electronic mode to those Members whose email addresses are registered with the Company/depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors of the Company has appointed Shri Swaran Kumar Jain (COP No.4906) Practicing Company Secretary and Shri Surinder Kumar Jolly (COP: 10376) Practicing Company Secretary (alternate) as Scrutinizer(s) for conducting the Postal Ballot /e- voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 A.M. (IST) on Monday, 17th February, 2025 and ends at 5.00 PM (IST) on Tuesday, the 18th day of March, 2025.

In compliance with the provision of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules thereof and Regulation 44 of the LODR Regulations read with para 16 of the Secretarial Standard on General Meeting ("SS-2"), the Company is offering the facility of e-voting to all its Members (as on Cut-off date 10.02.2025) to enable them to

cast their votes electronically. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

RESOLUTIONS:

1. Appointment of Mrs. Meenakshi Behara (DIN: 00289641) as an Independent Director of the Company

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment by the Board of Directors, of Mrs. Meenakshi Behara (DIN: 00289641) , who has submitted a declaration that she meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and confirmed that she is not disqualified to be a director on the Board of a company u/s 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of two years i.e., from 02nd February, 2025 up to 01st February, 2027.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company so authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

2. Appointment of Mrs. Velagapudi Kavitha Dutt (DIN: 00139274) as a Director liable to retire by rotation

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, pursuant to the relevant provisions in the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mrs. Velagapudi Kavitha Dutt (DIN: 00139274), who was appointed as an Additional Director by the Board of Directors effective from 02.02.2025 and who has confirmed that she is not disqualified to be a director on the Board of a company u/s 164 of the

Act or debarred by SEBI or under any other statutes to hold an office of director, as a Director liable to retire by rotation as per Section 152(6) of the Companies Act, 2013 on the Board of the Company.”

By Order of the Board

Sd/

(Y.D. Gupta)
Company Secretary & Sr. Vice President
(FCS 3405)

New Delhi
January 30th 2025

Notes:

1. An Explanatory statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act, pertaining to the Resolutions stated above, setting out material facts and the reasons thereof is annexed. Details in terms of Regulation 36(3) of the LODR Regulations form part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository (India) Limited (CDSL) (Depositories) as on Monday, 10th February, 2025 (cut-off date) and whose e-mail IDs are registered with the Company / Depositories. For members who have not registered their e-mail IDs, please follow the instructions given under Note No. 9.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Monday, 10th February, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.dcmsr.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at

www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/showallevents.aspx>

7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Monday, 17th February, 2025 to Tuesday, 18th March, 2025 on the request being sent to investorservices@dcmsr.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Monday, 10th February, 2025 being the cut-off date fixed for the purpose.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investorservices@dcmsr.com along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investorservices@dcmsr.com.
10. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him in writing, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The Resolution, if passed by requisite majority shall be deemed to have been passed on 18th March, 2025, being the last date specified by the Company for e-voting.
11. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., <https://www.dcmsr.com> and website of KFin Technologies Limited <https://evoting.kfintech.com/>.
12. The instructions for Shareholders for e-voting are as under:
 - a. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
 - b. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

c. Method of login for Individual shareholders holding the securities in demat mode:

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <p>i Type in the browser / Click on the following e-Services link: https://eservices.nsd.com</p> <p>ii Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.</p> <p>iii A new page will open. Enter your User ID and Password for accessing IDe AS.</p> <p>iv On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.</p> <p>v You will be able to see Company Name: “DCM Shriram Industries Limited” on the next screen. Click on the e-Voting link available against DCM Shriram Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <p>i Type in the browser / Click on any of the Following links: https://web.cdslindia.com/myeasitoken/home/login or https://www.cdslindia.com</p> <p>and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10or above and Mozilla Firefox)</p> <p>ii Enter your User ID and Password for accessing Easi / Easiest.</p> <p>iii You will see Company Name: “DCM Shriram Industries Limited” on the next screen. Click on the e-Voting link available against DCM Shriram Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <p>i To register, type in the browser/ Click on the following e-Services link: https://eservices.nsd.com</p> <p>ii Select option “Register Online for IDeAS” available on the left hand side of the page.</p> <p>iii Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>iv After successful registration, please follow Steps given under Sr. No. 1 above to cast your vote.</p>	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <p>i To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>ii Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</p> <p>iii After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>

3. Users may directly access the e-Voting module of NSDL as per the following procedure:

i Type in the browser/Click on the following link: <https://www.evoting.nsdl.com/>

ii Click on the button “Login” available under “Shareholder/Member” section.

iii On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, (i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.

iv You will be able to see Company Name: “DCM Shriram Industries Limited” on the next screen. Click on the e-Voting link available against DCM Shriram Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

i Type in the browser / Click on the following links:

<https://evoting.cdslindia.com/Evoting/EvotingLogin>

ii Provide Demat Account Number and PAN.

iii System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.

iv On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against DCM Shriram Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

4. NSDL Mobile App – Speede

Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Procedure to login through their demat accounts / Website of Depository Participant(s)

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility Provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An Option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). Click on the e-Voting link available against DCM Shriram Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

For Technical Assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email ID's or contact on the toll-free nos. provided below:

NSDL	CDSL
Email: evoting@nsdl.com	Email: helpdesk.evoting@cdslindia.com
Contact no.: 022- 48867000	Contact no.: 02223058738 or 02223058542-43

d. Information and Instructions for e-voting by Members other than individuals holding shares of the Company in demat mode and all Members holding shares of the Company in physical mode:

- i. Launch internet browser and type the UR: <https://evoting.kfintech.com>.
- ii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.

In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for DCM Shriram Industries Limited.
- vii. On the voting page, enter the number of shares as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on

the Cut-off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.

- viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”, A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- x. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.,) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter to the Scrutinizer through email to swaran234@hotmail.com with a copy marked to evoting@kfintech.com.
- xi. In case of any queries/grievances, in respect of remote e-voting, you may refer <https://evoting.kfintech.com> or contact toll-free number 1800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who forgotten the password are advised to use “Forgot Password” options available on the website.

EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 (“Act”)

Item No.1

Presently, the Board of the Company comprises of four Executive Directors, four Independent Directors and two Non-Executive Non-Independent Directors and a Nominee Director. The term of Mrs. V. Kavitha Dutt, Independent Director of the Company, comes to an end on 01.02.2025 on completion of 2 consecutive terms of 5 years each. In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC), through resolution by circulation approved on 20.01.2025, in its meeting held on 30.01.2025 appointed Mrs. Meenakshi Behara (DIN: 00289641) as an Independent Director, pursuant to Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the relevant Rules thereunder, effective from 02.02.2025 for a term of two years, subject to the approval of the shareholders.

Mrs. Meenakshi Behara (DIN: 00289641) has furnished a declaration of independence u/s 149(6) and also consent to act as a Director u/s 152(5) of the Act. Her other directorships are as under:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	Eurofinance Training Private Limited	Director	---
2	Altius Trucks Sales & Service Private Limited	Director	---
3	NMC Automotive Infrastructure Private Limited	Director	---
4	Octogence Digital Systems Private Limited	Director	---
5	Eurofinance Training and Publishing Private Limited	Director	---
6	Beyond Visual Range Consulting Private Limited	Director	---

Other particulars of Mrs. Meenakshi Behara are as under:

Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	Not Applicable
Board Meetings attended in 2024-25	Not Applicable
Past Remuneration	Not Applicable

Mrs. Meenakshi Behara (DIN: 00289641) has confirmed that she is neither disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013 nor debarred from holding the office of a director. The Company has verified and confirmed that the said person is not debarred from holding the Office of Director pursuant to any SEBI Order.

Considering her credentials and experience in the economics and finance field, the Board considers that the Company will greatly benefit from her association and recommends the resolution in relation to her appointment as an Independent Director for the approval of the members of the Company by a special resolution.

Except Mrs. Meenakshi Behara (DIN: 00289641), being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out as Item No.1.

Brief profile of Mrs. Meenakshi Behara (DIN: 00289641)

Mrs. Meenakshi Behara, aged 70 years, got her MA and MPhil in Economics from Jawaharlal Nehru University, New Delhi, before embarking on a career in economic and business journalism. After writing for Business India and Business World magazines and Economic Times and Business Standard newspapers, she became among the earliest of India's journalists to be published regularly for a specialist global business and financial readership, initially as India Correspondent Far Eastern Economic Review, Hong Kong; and then as Contributing Editor (India): for Euromoney and Asia

money (Published by Euromoney Publications PLC) and World Link (Published by World Economic Forum.)

Mrs. Meenakshi Behara is also the Author of “India: In An Era Of Liberalization”, (Euromoney Books, 1988) and “India: Opening Up For Growth”, (Euromoney Books,1993).

Since 1994, when she founded the company, she has been Managing Director of Eurofinance Training and Publishing Private Limited and Eurofinance Training Private Limited.

Academic Qualification

1976: MA in Economics from Jawaharlal Nehru University, New Delhi.

1978: MPhil in Economics from Jawaharlal Nehru University, New Delhi.

Career Highlights

1981: Staff Correspondent: Business Standard & Business World, Kolkata & Mumbai.

1987: Senior Correspondent: Business India, Mumbai.

1988: India Correspondent: Far Eastern Economic Review, Hong Kong.

1989: Assistant Editor, Economic Times, Mumbai.

Contributing Editor (India):

Euromoney, Asiamoney, & Asset Leasing Digest. (Publications of Euromoney Publications PLC)

World Link (A Publication of World Economic Forum.)

Author:

1) “India: In An Era Of Liberalization”, (Euromoney Books, 1988) and

2) “India: Opening Up For Growth”, (Euromoney Books, 1993).

Item No.2

It has been the efforts of the Company to maintain a broad-based Board, comprising persons of eminence and expertise in diverse fields. Mrs. Velagapudi Kavitha Dutt (DIN: 00139274) was appointed as an Independent Director pursuant to Section 149, 150 and 152 of the Act read with the relevant Rules to hold office till 01.02.2025. She has completed two consecutive terms as an Independent Director on the Board of the Company.

The Company has greatly benefitted from her vast experience and far-sightedness during her tenure as an Independent Director. The Board of Directors considers that her continued association will be in the interest of the Company and its shareholders.

In view of this, the Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC), through resolution by circulation on 20.01.2025 has

appointed Mrs. Velagapudi Kavitha Dutt (DIN: 00139274) who has given her consent u/s 152 (5) of the Act, as an Additional Director pursuant to Section 161 of the Act and Articles of Association of the Company w.e.f 02.02.2025. It is proposed to appoint her as a Director liable to retire by rotation as per Section 152(6) of the Companies Act, 2013, on the Board, subject to the approval of the shareholders.

The particulars of other directorships and Committee memberships of Mrs. Velagapudi Kavitha Dutt are given below:

S. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	The K.C.P Limited	Joint Managing Director	<ul style="list-style-type: none"> • Audit Committee (Member) • Risk Management Committee (Chairperson)
2	V. Rama Krishna Sons Pvt. Ltd.	Director	--
3	Velagapudi Foundation	Director	--
4	KCP Vietnam Industries Ltd. (Registered in Vietnam)	Director	--
5	Chennai Willingdon Corporate Foundation	Director	--
6	ABI- Showatech (India) Pvt. Ltd	Director	<ul style="list-style-type: none"> • NRC(Member) • Audit Committee (Member)
7	Apollo Hospitals Enterprise Ltd.	Independent Director	<ul style="list-style-type: none"> • Audit Committee (Member) • Stakeholders' Relationship Committee (Chairperson)
8	Centum Electronics Limited	Independent Director	<ul style="list-style-type: none"> • NRC(Member) • CSR (Member)
9	Bharat Biotech International Ltd.	Director	--
10	Fives Cail- KCP Limited	Director	--
11	K.C.P Technologies Ltd.	Director	--
12	Flo Industrial Park Federation	Director	--
13	Apollo Healthco Limited	Director	--

Other particulars of Mrs. V. Kavitha Dutt are as under:

Age	53 years
Experience	27 years
Shareholding in the Company (Equity/Rs.2each)	2500

Original Date of Appointment	02.02.2015 as an Independent Director
Board Meetings attended in 2024-25	Attended all 4 meetings of the Board i.e. on 27.05.2024, 07.08.2024, 07.11.2024 and 30.01.2025.
Past Remuneration	Non-Executive Directors are paid Rs.60,000 per Board Meeting and Rs. 30,000 per Committee Meeting as sitting fees. In addition, share in commission as may be decided by the Board of Directors up to 1% of the Net Profit is being paid to non-executive directors.

Mrs. Velagapudi Kavitha Dutt has confirmed that she is not disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013. The Company has verified and confirm that the said person is not debarred from holding the Office of Director pursuant to any SEBI Order.

Considering that the Company will continue to benefit from her experience and stewardship, the Board recommends the resolution in relation to the appointment of Mrs. Velagapudi Kavitha Dutt (DIN: 00139274) as a Director liable to retire by rotation for the approval of the members of the Company by an ordinary resolution.

Except Mrs. Velagapudi Kavitha Dutt (DIN: 00139274), being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out as Item No.2.

Brief Profile of Mrs. Velagapudi Kavitha Dutt

Mrs. V. Kavitha Dutt, Joint Managing Director, The KCP Limited, is a Business Management Graduate with specialization in International Business from Cedar Crest College, Allentown, Penn, USA. She also holds a Post-Graduate Diploma in Human Resources from New York University (NYU), New York.

KCP is involved in the manufacture of Cement, Heavy Industrial Machinery for Sugar plants, steel and sophisticated high-tech equipment for Defence, Space & Nuclear Projects and Power Generation. KCP also has a Joint Venture with Fives Cail of France, Fives Cail KCP Ltd., for design, procurement, project management, delivery and servicing of process plants for production of sugar including erection and commissioning. KCP also operates two sugar plants with a total crushing capacity of 11000 Tons of Sugarcane per day in Vietnam for manufacture of Refined Sugar. KCP has ventured into Hospitality Sector by setting up a four star hotel, Mercure Hyderabad KCP, as a division of The KCP Limited and operated by the internationally known Accor Hotels Group. The Hotel is located at Banjara Hills in the heart of Hyderabad.

As Joint Managing Director of The KCP Limited, Mrs. V. Kavitha Dutt, among other responsibilities, also holds full charge of Human Resource functions of the Group. She

was instrumental in putting in place various novel systems and schemes that have helped not only the Group, but also its employees reap the benefits. A hands-on manager, she believes in personally being involved in all the major activities of the Group which encourages enthusiastic participation from other employees.

Her personal profile includes her active participation in various social and cultural activities. Mrs. V. Kavitha Dutt is Honorary Consul of Vietnam in Tamil Nadu. She was the National President of FICCI Ladies Organisation (FLO) the ladies wing of Federation of Indian Chamber of Commerce and Industry, New Delhi for the term 2009-10. President of the prestigious Madras Management Association (MMA), was also the Chairperson of the MMA Women Managers' Forum during 2006-07. She was the Chairperson of FICCI Tamil Nadu State Council during 2019 & 2020.

Current Positions Held:

- Honorary Consul of Vietnam in Tamil Nadu
- Vice President of World Telugu Federation (WTF).
- Director of FLO Industrial Park, Hyderabad
- Executive Committee Member – Andhra Chamber of Commerce
- National Executive Committee Member - FICCI

Positions Held:

- Chairperson – FICCI Tamil Nadu State Council
- President of the Madras Management Association (MMA)
- National President of FICCI-FLO, the ladies wing of Federation of Indian Chamber of Commerce and Industry, New Delhi
- Vice Chairperson of SCWEC, India. SCWEC is a Sub Sector Council of the SAARC Chamber of Commerce and Industry.

By Order of the Board

Sd/-
(Y.D. Gupta)
Company Secretary &
Sr. Vice President
(Law & Taxation)
(FCS 3405)