

20<sup>th</sup> March, 2024

To, BSE Ltd. The Corporate Relationship Department Pheroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001  <b>Scrip Code: 523369</b>	To, National Stock Exchange of India Ltd Exchange Plaza, 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051  <b>Symbol: DCMSRIND</b>
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**Sub: Copy of Consolidated Scrutinizer's Report**

Dear Sirs,

We refer to our letter dated 12.02.2024 with respect to the Postal Ballot Notice for passing the following resolutions:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Shri Suman Jyoti Khaitan (DIN: 00023370) as an Independent Director of the Company	Special Resolution
2.	Appointment of Shri Harjeet Singh Chopra (DIN: 02564163) as an Independent Director of the Company	Special Resolution
3.	Appointment of Shri S.B. Mathur (DIN: 00013239) as a Director liable to retire by rotation	Special Resolution

We wish to confirm that as per the Scrutinizer's Report dated 20<sup>th</sup> March, 2024, all the resolutions as set out in the said Postal Ballot Notice have been passed by the Members with overwhelming majority.

In this regard, we enclose the following documents:

1. Details of the voting results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's Report

Copies of the Results and the Scrutinizer's Report are being placed on the Company's website also i.e. [www.dcmsr.com](http://www.dcmsr.com).

Thanking you,

**Yours faithfully,**  
YAGYA DATT GUPTA  
Digitally signed by  
YAGYA DATT GUPTA  
Date: 2024.03.20  
12:49:47 +05'30'  
**(Y.D. Gupta)**  
**Company Secretary &  
Compliance Officer**  
**FCS 3405**

Encl: As above

## **Declaration of Results of the voting on the Resolutions set out in the Postal Ballot Notice dated 12.02.2024 through remote e-voting.**

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Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, approval of the shareholders of the Company was sought for three special resolutions through postal ballot only by way of remote e-voting process.

The Scrutinizer's Report dated 20.03.2024 on remote e-voting is annexed herewith.

Based on the above, I declare all the three resolutions proposed in the Postal Ballot Notice dated 12.02.2024 as passed with overwhelming majority.



**(Alok B. Shriram)**  
**Sr. Managing Director & CEO**

Place: New Delhi  
Dated: 20.03.2024





# Swaran Jain & Associates

Company Secretaries

Office : 52/31, Ramjas Road, Karol Bagh, New Delhi-110 005

Tel. : 011-49875172 Mobile : 9811293795

E-mail : swaran234@hotmail.com, swaran@cssja.com

Dated- 20.03.2024

## SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
DCM Shri Ram Industries Ltd  
Kanchenjunga Building, 5th Floor,  
18, Barakhamba Road,  
New Delhi-110001.

Dear Sir

**Sub.:** Scrutinizer's Report on postal ballot through Electronic Voting process in respect of passing of the resolutions set-out in the postal ballot notice dated 12.02.2024

I, Swaran Kumar Jain of M/s. Swaran Jain & Associates., Company Secretaries, Delhi, appointed by the Board of Directors of **DCM Shriram Industries limited** (the Company) as the Scrutinizer for the purpose of scrutinizing the Postal Ballot voting conducted by remote e-voting pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated February 12, 2024 ("**Notice**") issued in accordance with the Act and Rules read with General Circulars No.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 9/2023 dated September 25, 2023 ("**MCA Circulars**"), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**").



The management of the Company is responsible to ensure compliance with the requirements of:

- (i) the Act and the Rules made thereunder;
- (ii) the MCA Circulars; and
- (iii) the Listing Regulations

The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems. Further as confirmed by the Company, the Notice of Postal Ballot was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Registrar and Transfer Agents (RTA) or Central Depositories Services (India) Limited (CDSL) /National Securities Depositories Limited (NSDL)/ KFin Technologies Limited (KFIN).

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice. My report is based on verification of data and reports generated from KFin Technologies Limited ("KFin"), engaged by the Company to provide e-voting facility to its Members and who is also Registrar and Transfer Agent of the Company.

The Members of the Company holding shares as on the "**cut-off**" date as set out in the Notice i.e. **Monday, February 12, 2024** were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

The e-voting commenced at 9.00 A.M. (1ST) on Monday, February 19, 2024 onwards and concluded at 5.00 P.M. (1ST) on Tuesday, March 19, 2024.

The votes cast during the e-voting were unblocked on Tuesday, March 19, 2024 at around 5.05 P.M. i.e. after the conclusion of e-voting period for Postal Ballot in the presence of two witnesses viz. Mr. Himanshu Chitkara and Mr. Chandresh Ashta, who are not in the employment of the Company, and thereafter a final electronic report was generated by me. The data generated was diligently scrutinized.

I hereby submit a Scrutinizer's Report, pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the Postal Ballot, based on the scrutiny of remote e-voting and votes cast therein based on the data downloaded from the e-voting system of KFin Technologies Limited in respect of the following resolution as under:



**1. RESOLUTION NO. 1 AS A SPECIAL RESOLUTION:**

**Appointment of Shri Suman Jyoti Khaitan (DIN: 00023370) as an Independent Director of the Company**

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	257	52124508	99.99
<b>TOTAL</b>	<b>257</b>	<b>52124508</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	10	2281	0
<b>TOTAL</b>	<b>10</b>	<b>2281</b>	<b>0</b>

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

(iv) **Abstained** votes:

Particulars of Voting	Total number of members whose votes were declared abstained	Total number of votes cast by them
Remote e-Voting	6	1048
<b>TOTAL</b>	<b>6</b>	<b>1048</b>

**Note:** As per the Report of Kfin Technologies Ltd., E-voting facility provider, one shareholder has casted vote partially in favour and partially against the resolution, resulting in increase in the total no. of members voted by 1.



**2. RESOLUTION NO. 2 AS A SPECIAL RESOLUTION:**

**Appointment of Shri Harjeet Singh Chopra (DIN: 02564163) as an Independent Director of the Company**

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	258	52125223	99.99
<b>TOTAL</b>	<b>258</b>	<b>52125223</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	9	1566	0
<b>TOTAL</b>	<b>9</b>	<b>1566</b>	<b>0</b>

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

(iv) **Abstained** votes:

Particulars of Voting	Total number of members whose votes were declared abstained	Total number of votes cast by them
Remote e-Voting	6	1048
<b>TOTAL</b>	<b>6</b>	<b>1048</b>

**Note:** As per the Report of Kfin Technologies Ltd., E-voting facility provider, one shareholder has casted vote partially in favour and partially against the resolution, resulting in increase in the total no. of members voted by 1.



**3. RESOLUTION NO. 3 AS A SPECIAL RESOLUTION:**

**Appointment of Shri S.B. Mathur (DIN: 00013239) as a Director liable to retire by rotation**

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	248	51967938	99.69
<b>TOTAL</b>	<b>248</b>	<b>51967938</b>	<b>99.69</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	18	158851	0.30
<b>TOTAL</b>	<b>18</b>	<b>158851</b>	<b>0.30</b>

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

(iv) **Abstained** votes:

Particulars of Voting	Total number of members whose votes were declared abstained	Total number of votes cast by them
Remote e-Voting	6	1048
<b>TOTAL</b>	<b>6</b>	<b>1048</b>



Based on the foregoing, all the above Resolution Nos. 1 to 3 as also mentioned in the Notice of the Postal ballot dated February 12, 2024 were passed under remote e-voting with the requisite majority.

All the electronic data and relevant records of remote e-voting will remain in my safe Custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman or / Company Secretary for safekeeping.

Thanking you, sincerely,



*Swaran Jain*  
Swaran Kumar Jain  
Practicing Company Secretary  
FCS No.3236, CP No.4906  
UDIN: F003236E003606825  
M/s. Swaran Jain & Associates  
Company Secretaries  
Firm Registration No: S2002DE057300  
Peer review No: 881/2020  
New Delhi  
Date: 20.03.2024

for DCM Shriram Industries Ltd

*Ases*  
(Sr. MD & CEO)

I the undersigned witnesseth that the votes were unblocked from the e-voting website of the KFin Technologies Limited (<https://www.evoting.Kfintech.com>) in our presence at 5:05 P.M IST on March 19, 2024.

WITNESSES:

1.

*Himan Shu Chitkara*

HIMAN SHU CHITKARA  
562, 3, BALLABGARH  
HARYANA - 121004

For DCM Shriram Industries Limited

*Y.D. Gupta*

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

2.

*Chandresh*

CHANDRESH ASHTA

H No 27 South Anarkali  
Street No -1, New Delhi - 110051



### Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Suman Jyoti Khaitan (DIN: 00023370) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		43590115	100.0000	43590115	0	100.0000	0.0000
	Poll	43590115	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		43590115	43590115	100.0000	43590115	0	100.0000
Public- Institutions	E-Voting		1272972	78.9533	1272972	0	100.0000	0.0000
	Poll	1612310	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1612310	1272972	78.9533	1272972	0	100.0000
Public- Non Institutions	E-Voting		7263702	17.3815	7261421	2281	99.9686	0.0314
	Poll	41789760	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		41789760	7263702	17.3815	7261421	2281	99.9686
<b>Total</b>	<b>Total</b>	86992185	52126789	59.9212	52124508	2281	99.9956	0.0044
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Harjeet Singh Chopra (DIN: 02564163) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43590115	43590115	100.0000	43590115	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>43590115</b>	<b>43590115</b>	<b>100.0000</b>	<b>43590115</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	1612310	1272972	78.9533	1272972	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1612310</b>	<b>1272972</b>	<b>78.9533</b>	<b>1272972</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	41789760	7263702	17.3815	7262136	1566	99.9784	0.0216
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>41789760</b>	<b>7263702</b>	<b>17.3815</b>	<b>7262136</b>	<b>1566</b>	<b>99.9784</b>
<b>Total</b>	<b>Total</b>	<b>86992185</b>	<b>52126789</b>	<b>59.9212</b>	<b>52125223</b>	<b>1566</b>	<b>99.9970</b>	<b>0.0030</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



### Resolution (3)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Shri S.B. Mathur (DIN: 00013239) as a Director liable to retire by rotation						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43590115	43590115	100.0000	43590115	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		43590115	43590115	100.0000	43590115	0	100.0000
Public- Institutions	E-Voting	1612310	1272972	78.9533	1116902	156070	87.7397	12.2603
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1612310	1272972	78.9533	1116902	156070	87.7397
Public- Non Institutions	E-Voting	41789760	7263702	17.3815	7260921	2781	99.9617	0.0383
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		41789760	7263702	17.3815	7260921	2781	99.9617
<b>Total</b>	<b>Total</b>	86992185	52126789	59.9212	51967938	158851	99.6953	0.3047
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

