



DCM SHRIRAM FINE CHEMICALS LIMITED

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CIN: U24296DL2021PLC387429

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to Sections 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 April 8, 2020, 17/2020 dated April 13, 2020 and General Circular No. 03/2025 dated September 22, 2025 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), 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.

With a view to be compliant with Regulation 17(1)(c) of the SEBI (LODR) Regulations, 2015, at the time of listing of the Company's shares, the Board on recommendation of NRC, had reconstituted its Board by appointing Independent Directors, a Non-Executive Director, and Executive Directors w.e.f. 01/12/2025 and 24/12/2025. The new Directors were inducted as Additional Directors u/s 161(1) of the Companies Act to hold office till the next general meeting. Their appointments were subject to approval of the shareholders as per the said section of the Companies Act, 2013. Accordingly, it was envisaged to seek the approval of the shareholders to the appointments at the ensuing Annual General Meeting.

The shares in the Company were listed and admitted for dealings from 17.02.2026. Subsequently, the Company has inducted Mr. Alok Bansidhar Shriram and Mr. Sunil Behari Mathur on the Board as Additional Directors w.e.f 03/03/2026. As per the SEBI (LODR) Regulations, 2015, appointment of a director on the Board of a listed company required to be approved by the shareholders at the next general meeting or within 3 months of the date of appointment, whichever is earlier. In view of this provision, the approval of the shareholders is being sought to the appointments of not only Mr. Alok

B. Shriram and Mr. Sunil Behari Mathur but also to other items listed below through this Postal Ballot process.

Sr. No.	Particulars	Type of Resolution
1	Appointment of Ms. Rama Sanjay Kirloskar (DIN: 07474724) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025	Special Resolution
2	Appointment of Mr. Siddhartha Mukherjee (DIN: 11385631) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025	Special Resolution
3	Appointment of Mr. Rohit Bhandari (DIN: 11389548) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025	Special Resolution
4	Appointment of Mr. Venkata Rama Subbu Behara (DIN: 00289721) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025	Special Resolution
5	Appointment of Mr. Vijay Anand (DIN: 06431219) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025	Special Resolution
6	Appointment of Mrs. Urvashi Tilakdhar (DIN: 00294265) as Sr. Managing Director for five years w.e.f. 24.12.2025	Special Resolution
7	Appointment of Mr. Akshay Dhar (DIN: 01078392) as Managing Director for five years w.e.f. 24.12.2025	Special Resolution
8	Appointment of Dr. Sandeep Bajaj (DIN: 11362256) as Whole-time Director designated as Director-Business Development for two years w.e.f. 24.12.2025	Ordinary Resolution
9	Appointment of Ms. Aditi Dhar (Non-ED) (DIN: 10844764) as a Director liable to retire by rotation w.e.f. 24.12.2025	Ordinary Resolution
10	Appointment of Mr. Alok Bansidhar Shriram (Non-ED) (DIN: 00203808) as a Director liable to retire by rotation w.e.f. 03.03.2026	Ordinary Resolution
11	Appointment of Mr. Sunil Behari Mathur (Non-ED) (DIN:00013239) as a Director liable to retire by rotation w.e.f. 03.03.2026	Special Resolution
12	Appointment of Secretarial Auditors	Ordinary Resolution

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

In compliance with Regulation 44 of the 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 Mr. Sumit (COP No. 25337 Practicing Company Secretary as Scrutinizer for conducting the postal ballot /e-voting process in a fair and transparent manner.

The remote e-voting period will commence from 9.00 A.M. (IST) on Thursday, April 30, 2026 and will end at 5.00 PM (IST) on Friday, May 29, 2026.

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 i.e. **April 23, 2026** (Thursday) to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes for casting votes by e-voting.

RESOLUTIONS:

- 1. Appointment of Ms. Rama Sanjay Kirloskar (DIN: 07474724) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025**

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

"RESOLVED THAT pursuant to the provisions of Sections 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, Ms. Rama Sanjay Kirloskar (DIN: 07474724), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013, on recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Ms. Rama Sanjay Kirloskar, 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 also 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 five years i.e., from December 1, 2025 up to November 30, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company 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 Mr. Siddhartha Mukherjee (DIN 11385631) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025

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

"RESOLVED THAT pursuant to the provisions of Sections 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, Mr. Siddhartha Mukherjee (DIN 11385631), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013, on recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Mr. Siddhartha Mukherjee, who has submitted a declaration that he meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he 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 five years i.e., from December 1, 2025 up to November 30, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company 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."

3. Appointment of Mr. Rohit Bhandari (DIN 11389548) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025

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

"RESOLVED THAT pursuant to the provisions of Sections 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, Mr. Rohit Bhandari (DIN 11389548) who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013, on recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Mr. Rohit Bhandari, who has submitted a declaration that he meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he 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 five years i.e., from December 1, 2025 up to November 30, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company 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."

4. Appointment of Mr. Venkata Rama Subbu Behara (DIN 00289721) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025

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

"RESOLVED THAT pursuant to the provisions of Sections 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, Mr. Venkata Rama Subbu Behara (DIN 00289721) who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013, on

recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Mr. Venkata Rama Subbu Behara, who has submitted a declaration that he meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he 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 five years i.e., from December 1, 2025 up to November 30, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company 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."

5. Appointment of Mr. Vijay Anand (DIN 06431219) as an Independent Director of the Company for a term of five years w.e.f. 01.12.2025

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

"RESOLVED THAT pursuant to the provisions of Sections 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, Mr. Vijay Anand (DIN 06431219) who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013, on recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Mr. Vijay Anand, who has submitted a declaration that he meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he 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 five years i.e., from December 1, 2025 up to November 30, 2030.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company 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."

6. Appointment of Mrs. Urvashi Tilakdhar (DIN: 00294265) as Senior Managing Director for five years w.e.f. 24.12.2025

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and Schedule V to the Companies Act, 2013 (the 'Act'), as amended from time to time, and other applicable provisions, if any, of the Act and / or applicable Regulations, and subject to such approvals, if any, required, approval of the Company be and is hereby accorded to the appointment of Mrs. Urvashi Tilakdhar (DIN: 00294265) as Senior Managing Director, for a period of five years w.e.f. 24.12.2025 on the terms and conditions and remuneration as set out in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, duly authorized by the Board, be and is hereby authorized to alter, increase, vary or modify from time to time, the said terms including as to remuneration and/ or designation as it may deem fit, subject to the provisions of the above said Sections read with Schedule V and other applicable provisions of the Companies Act, 2013 or any other Regulations as may be applicable.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the managerial personnel be paid the remuneration other than commission as set out in the Explanatory Statement or such higher amount as may be permitted subject to necessary approvals and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 or any amendment thereto or any other Regulations as may be applicable."

7. Appointment of Mr. Akshay Dhar (DIN: 01078392) as Managing Director for five years w.e.f. 24.12.2025

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

"RESOLVED THAT appointment of Mr. Akshay Dhar ((DIN: 01078392) as Managing Director of the Company for a period of five years w.e.f. 24.12.2025 on the terms and conditions and remuneration as set out in the Explanatory

Statement to this Notice, be and is hereby approved pursuant to Sections 196, 197, 198 and Schedule V to the Companies Act, 2013 (the 'Act'), as amended from time to time, and other applicable provisions, if any, of the Act, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and/or any other applicable Regulations and subject to such approvals, if any, required.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, duly authorized by the Board, be and is hereby authorized to alter, increase, vary or modify from time to time, the said terms including as to remuneration and/ or designation as it may deem fit, subject to the provisions of the above said Sections read with Schedule V and other applicable provisions of the Companies Act, 2013 or any other Regulations as may be applicable.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the managerial personnel be paid the remuneration other than commission as set out in the Explanatory Statement or such higher amount as may be permitted subject to necessary approvals and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 or any amendment thereto or any other Regulations as may be applicable.”

8. Appointment of Dr. Sandeep Bajaj (DIN: 11362256) as Whole-time Director, designated as Director – Business Development for two years w.e.f. 24.12.2025

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

“RESOLVED THAT appointment of Dr. Sandeep Bajaj (DIN: 11362256) as Whole-time Director of the Company designated as Director – Business Development for a period of two years w.e.f. 24.12.2025 on the terms and conditions contained in the Explanatory Statement to this Notice, be and is hereby approved pursuant to Sections 196, 197, 198, 203 and Schedule V to the Companies Act, 2013 (the 'Act'), as amended from time to time, and other applicable provisions, if any, of the Act, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and/or any other applicable Regulations and subject to such approvals, if any, required.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, duly authorized by the Board, be and is hereby authorized to alter, increase, vary or modify from time to time, the said terms including as to remuneration and/ or designation as it may deem fit, subject to the provisions of the above

said Sections read with Schedule V and other applicable provisions of the Companies Act, 2013 or any other Regulations as may be applicable.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the managerial personnel be paid the remuneration other than commission as set out in the Explanatory Statement or such higher amount as may be permitted subject to necessary approvals and also subject to the overall ceilings laid down in Part II of Section II of Schedule V of the Companies Act, 2013 or any amendment thereto or any other Regulations as may be applicable.”

9. Appointment of Ms. Aditi Dhar (Non- ED) (DIN: 10844764) as a Director liable to retire by rotation w.e.f. 24.12.2025

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

“RESOLVED THAT pursuant to Section 161 and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to relevant provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of Ms. Aditi Dhar (DIN: 10844764), who was appointed as an Additional Director on the Board w.e.f. 24.12.2025, 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 Act, on the Board of the Company with effect from 24.12.2025.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board or any officer of the Company 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 following resolution.”

10. Appointment of Mr. Alok Bansidhar Shriram (Non- ED) (DIN: 00203808) as a Director liable to retire by rotation w.e.f. 03.03.2026

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

“RESOLVED THAT pursuant to Section 161 and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to relevant provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee

and Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of Mr. Alok Bansidhar Shriram (DIN: 00203808) who was appointed as an Additional Director on the Board w.e.f. 03.03.2026, and who has confirmed that he 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 Act, on the Board of the Company with effect from 03.03.2026.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board or any officer of the Company 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 following resolution.”

11.Appointment of Mr. Sunil Behari Mathur (Non- ED) (DIN: 00013239) as a Director liable to retire by rotation w.e.f. 03.03.2026

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

“RESOLVED THAT pursuant to Section 161 and any other applicable provisions of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to relevant provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of Mr. Sunil Behari Mathur (DIN: 00013239) who was appointed as an Additional Director on the Board w.e.f. 03.03.2026, and who has confirmed that he 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 Act, on the Board of the Company with effect from 03.03.2026.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board or any officer of the Company 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 following resolution.”

12.Appointment of Secretarial Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act,2013 and Regulation 24A of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable provisions, M/s. Chandrasekaran Associates, a Peer Reviewed Firm of Company Secretaries (Peer Review Certificate No.6689/2025), having Registration Number - P1988DE002500, be and are hereby appointed as the Secretarial Auditors of the Company for a term of five years, commencing from 01.04.2025 to 31.03.2030 for conducting the Secretarial Audit and for undertaking additional certification works as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to the Secretarial Auditors, in addition to reimbursement of actual out - of - pocket expenses incurred by them in connection with the performance of their duties from year to year.

By Order of the Board

Sd/-
(Kokila Arora)
Company Secretary &
Compliance Officer
(ACS 21670)

New Delhi
April 23, 2026

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 **Thursday, April 23, 2026 (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 Thursday, April 23,

2026, 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://dsfcl.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 **Thursday, April 30, 2026** to **Friday, May 29, 2026** on the request being sent to compliance@dsfcl.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 **Thursday, April 23, 2026** 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 compliance@dsfcl.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 compliance@dsfcl.com.
10. The Scrutinizer will submit his report to Mrs. Urvashi Tilakdhar, Sr. Managing Director 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 **Friday, May 29, 2026**, 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://dsfcl.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 July 11, 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:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.
	<p>B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" Portal or click at</p>

	https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp
	<p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i. e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.
Shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest is www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. KFin Technologies Limited. Click on KFin

	Technologies Limited to cast your vote.
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p>C. Visit the e-voting website of CSDL</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. 2. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider- KFin Technologies Limited and you will be redirected to e-voting website of KFin Technologies Limited for casting your vote during the e-voting period.

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	Toll free no.: 1800 22 55 33

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 URL: <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.
- 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 Fine Chemicals 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 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 Sections 102 and 110 of the Companies Act, 2013 ("Act")

Item No. 1

Appointment of Ms. Rama Sanjay Kirloskar (DIN: 07474724) as an Independent Director of the Company for a term of five years w.e.f 01.12.2025

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on 01.12.2025, appointed Ms. Rama Sanjay Kirloskar (DIN: 07474724) as an Additional Director in the independent category, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 01.12.2025 for a term of five years, subject to the approval of the shareholders.

At the time of appointment of Ms. Rama Sanjay Kirloskar, the Company was unlisted. The Company was required and intended to seek shareholders' approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, on listing and the commencement of trading in Company's shares on February 17, 2026, and the subsequent induction of Mr. Alok Bansidhar Shriram and Mr. Sunil Behari Mathur as Additional Directors on the Board w.e.f March 03, 2026 (as detailed in Item Nos. 10 & 11 of the Notice), this postal ballot process has been necessitated to comply with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholders' approval to be obtained to the appointment of Directors within three months of such appointments. Accordingly, proposals for approval to the appointment of other directors made prior to the listing have been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Ms. Rama Sanjay Kirloskar (DIN: 07474724) as an Independent Director.

Ms. Rama Sanjay Kirloskar (DIN: 07474724) 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	Kirloskar Brothers Limited	Joint Managing Director	a. Corporate Social Responsibility Committee-Member b. Risk Management Committee – Member
2	Kirloskar Ebara Pumps Limited	Managing Director	Corporate Social Responsibility Committee – Member
3	Karad Projects and Motors Limited	Director	-
4	KPT Industries Limited	Independent Director	-
5	Prakar Investments Private Limited	Director	-

Other details of Ms. Rama Sanjay Kirloskar are as under:

Experience	12 years
Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	01.12.2025
Board Meetings attended in 2025-26	One – 24.12.2025
Past Remuneration (Sitting Fee)	Rs. 50,000 per Board meeting and Rs. 25,000 per Committee meeting

Ms. Rama Sanjay Kirloskar 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 hands-on experience in supporting/managing businesses, the Board considers that the Company will greatly benefit from her association and recommends the Special Resolution in relation to her appointment as an Independent Director for the approval of the members of the Company.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Except Rama Sanjay Kirloskar herself, being the appointee, none of the other 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 Ms. Rama Sanjay Kirloskar (DIN: 07474724)

Ms. Rama Sanjay Kirloskar, aged 36 years, is a young business leader with 12 years of rich experience in business management, market strategy, product value management and restructuring. Ms. Rama Kirloskar pursued a double major in Mathematics and Biology at Bryn Mawr College, USA. She worked at Polaris Partners, a venture capital firm in the USA and Massachusetts Institute of Technology, before joining Kirloskar Brothers Limited, a company with 130-year-old legacy, in 2014. Currently she serves as Managing Director at Kirloskar Ebara Pumps Limited and as a Joint Managing Director of Kirloskar Brothers Limited.

She has been instrumental in the turnaround of Kirloskar Ebara Pumps Limited into a debt-free company. Previously, she was General Manager and Head of the Product Portfolio Management at Kirloskar Brothers Limited, where she was responsible for driving the Go-to-market strategy, product value management and restructuring for the mass production business; material grade rationalization and streamlining for the foundry business and product rationalization for the made-to-order business.

Item No. 2

Appointment of Mr. Siddhartha Mukherjee (DIN 11385631) as an Independent Director of the Company for a term of five years w.e.f 01.12.2025

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on 01.12.2025, appointed Mr. Siddhartha Mukherjee (DIN 11385631) as an Additional Director in the independent category, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 01.12.2025 for a term of five years, subject to the approval of the shareholders.

At the time of appointment of Mr. Siddhartha Mukherjee, the Company was unlisted. The Company was required and intended to seek shareholders' approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, on listing and the commencement of trading in Company's shares on February 17, 2026, and the subsequent induction of Mr. Alok Bansidhar Shriram and Mr. Sunil Behari Mathur as Additional Directors on the Board w.e.f March 03, 2026 (as detailed in Item Nos. 10 & 11 of the Notice), this postal ballot process has been necessitated to comply with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholders' approval to be obtained to the appointment of Directors within three months of such appointments. Accordingly, proposals for approval to the appointment of other directors made prior to the listing have been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Mr. Siddhartha Mukherjee (DIN 11385631) as an Independent Director.

Mr. Siddhartha Mukherjee 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. Mr. Mukherjee does not hold any other directorships.

Other details of Mr. Siddhartha Mukherjee are as under:

Experience	35 years
Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	01.12.2025
Board Meetings attended in 2025-26	Two – 24.12.2026 & 02.03.2026
Past Remuneration (Sitting Fee)	Rs. 50,000 per Board meeting and Rs. 25,000 per Committee meeting

Mr. Siddhartha Mukherjee has confirmed that he 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 Mr. Mukherjee's 35 years of vast experience as a bureaucrat in Tax Law and Administration, the Board considers that the Company will greatly benefit from his association and recommends the Special Resolution in relation to his appointment as an Independent Director for the approval of the members of the Company.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Except Mr. Siddhartha Mukherjee himself, being the appointee, none of the other 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 Mr. Siddhartha Mukherjee (DIN 11385631)

Mr. Siddhartha Mukherjee, aged 72 yrs, has completed his post-graduation in MBA from the University of Hull, UK, and his graduation in MA from JNU. He is Indian Revenue Servant 1979 batch. He Retired as Chief Commissioner of Income Tax in year 2014.

Item No. 3

Appointment of Mr. Rohit Bhandari (DIN 11389548) as an Independent Director of the Company for a term of five years w.e.f 01.12.2025

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on 01.12.2025, appointed Mr. Rohit Bhandari (DIN 11389548) as an Additional Director in the independent category, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 01.12.2025 for a term of five years, subject to the approval of the shareholders.

At the time of appointment of Mr. Rohit Bhandari, the Company was unlisted. The Company was required and intended to seek shareholders' approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, on listing and the commencement of trading in Company's shares on February 17, 2026, and the subsequent induction of Mr. Alok Bansidhar Shriram and Mr. Sunil Behari Mathur as Additional Directors on the Board w.e.f March 03, 2026 (as detailed in Item Nos. 10 & 11 of the Notice), this postal ballot process has been necessitated to comply with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholders' approval to be obtained to the appointment of Directors within three months of such appointments. Accordingly, proposals for approval to the appointment of other directors made prior to the listing have been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Mr. Rohit Bhandari (DIN 11389548) as an Independent Director.

Mr. Rohit Bhandari (DIN 11389548) 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.

Mr. Bhandari does not hold any other directorships.

Other details of Mr. Rohit Bhandari are as under:

Experience	40 years
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Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	01.12.2025
Board Meetings attended in 2025-26	Two – 24.12.2026 & 02.03.2026
Past Remuneration (Sitting Fee)	Rs. 50,000 per Board meeting and Rs. 25,000 per Committee meeting

Mr. Rohit Bhandari has confirmed that he 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.

Mr. Bhandari is a veteran engineering and operations executive with over four decades of leadership experience in international trade, technical sales, industrial services, and multi-division management. Considering Mr. Bhandari's credentials and over four decades of leadership experience, the Board considers that the Company will greatly benefit from his association and recommends the Special Resolution in relation to her appointment as an Independent Director for the approval of the members of the Company.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Except Mr. Rohit Bhandari himself, being the appointee, none of the other 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. 3.

Brief profile of Mr. Rohit Bhandari (DIN 11389548)

Mr. Rohit Bhandari, aged 71 years, holds a Post Graduate Diploma in International Trade from the Indian Institute of Foreign Trade and a Bachelor of Technology in Chemical Engineering from IIT Delhi.

He began his career in export marketing with Larsen & Toubro, developing deep expertise in global business development, turnkey project coordination, and client engagement in the petrochemical and heavy engineering sectors. Since 1980, he has been a key executive at Al-Najim Saudi International Company (NASICO), Saudi Arabia, where he progressed to General Manager and is currently a management consultant to the company. Over his long tenure, he led the company's transformation into a diversified, high performing industrial group overseeing diverse business divisions including technical sales, valve services, fabrication, fiberglass piping, elevators, and automotive services – driving strategic growth, operational excellence, and sustained profitability. He has a strong track record in expanding operations, turning around underperforming units, driving revenue growth, and managing large multicultural teams. He played a pivotal role in business leadership and executive-

level engagement with NASICO's most important customers, including Saudi Aramco and SABIC, the world's leading energy and petrochemical companies. Throughout his career, Rohit travelled extensively across the USA, Europe, Asia and the Middle East for business meetings, contract negotiations, partner development, product training and global industry conferences.

Item No. 4

Appointment of Mr. Venkata Rama Subbu Behara (DIN 00289721) as an Independent Director of the Company for a term of five years w.e.f 01.12.2025

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on 01.12.2025, appointed Mr. Venkata Rama Subbu Behara (DIN 00289721) as an Additional Director in the independent category, pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules thereunder, effective from 01.12.2025 for a term of five years, subject to the approval of the shareholders.

At the time of appointment of Mr. Venkata Rama Subbu Behara (DIN 00289721), the Company was unlisted. The Company was required and intended to seek shareholders' approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, on listing and the commencement of trading in Company's shares on February 17, 2026, and the subsequent induction of Mr. Alok Bansidhar Shriram and Mr. Sunil Behari Mathur as Additional Directors on the Board w.e.f March 03, 2026 (as detailed in Item Nos. 10 & 11 of the Notice), this postal ballot process has been necessitated to comply with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholders' approval to be obtained to the appointment of Directors within three months of such appointments. Accordingly, proposals for approval to the appointment of other directors made prior to the listing have been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Mr. Venkata Rama Subbu Behara (DIN 00289721) as an Independent Director.

Mr. Venkata Rama Subbu Behara (DIN 00289721) 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.

His other directorships are as under:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	Gabriel India Limited	Director	Stakeholders' Relationship Committee – Member

2	Altius Trucks Sales & Service Private Limited	Director	-
3	Beyond Visual Range Consulting Private Limited	Director	-
4	Octogence Technologies Private Limited	Director	-
5	Eurofinance Training and Publishing Private Limited	Director	-
6	NMC Automotive Infrastructure Private Limited	Director	-
7	Eurofinance Training Private Limited	Director	-
8	MTAR Technologies Limited	Director	a. Audit Committee- Member b. Risk Management Committee- Chairman c. Nomination & Remuneration Committee- Member
9	Octogence Digital Systems Private Limited	Director	-
10	Altius Leo Automotive Private Limited	Director	-

Other details of Mr. Venkata Rama Subbu Behara are as under:

Experience	48 years
Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	01.12.2025
Board Meetings attended in 2025-26	Two – 24.12.2025 & 02.03.2026
Past Remuneration (Sitting Fee)	Rs. 50,000 per Board meeting and Rs. 25,000 per Committee meeting

Mr. Venkata Rama Subbu Behara has confirmed that he 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 his credentials and hands-on experience in elevating businesses, the Board considers that the Company will greatly benefit from his association and recommends the Special Resolution in relation to his appointment as an Independent Director for the approval of the members of the Company.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Except Mr. Venkata Rama Subbu Behara himself, being the appointee, none of the other 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. 4.

Brief profile of Mr. Venkata Rama Subbu Behara (DIN 00289721)

Mr. Venkata Rama Subbu Behara, aged 72 years, completed a Master's in Economics from New Delhi's prestigious Jawaharlal Nehru University, and a Post Graduate Diploma in International Trade from the Indian Institute of Foreign Trade.

He manages a boutique strategy consulting firm 'Beyond Visual Range', which specializes in 'actionable strategy' focused primarily on the automotive, aerospace, defense and engineering industries and advises some of the world's best known PE funds on these areas.

In 1977, he joined the Tata Administrative Service. He was seconded to TELCO (now TATA Motors Ltd) and held a variety of line and staff responsibilities in marketing, sales, after-sales-service, spare parts and retail finance. In 1997, he was part of the team that established Hyundai Motor India, joining initially as Director (Marketing & Sales), and later taking on the role of President of the company. (1997 – 2006). Mr. BVR Subbu is globally recognized as the strategist responsible for building Hyundai Motor from an unknown name to India's second largest car company in just six months. a 20% plus market share and growing from first car to millionth car in a record breaking eight years; from marginal losses in Y1, to US\$ 1 billion in cumulative profits in six years; from a minor component exporter to 130,000 cars exports per annum and India's largest manufactured goods exporter in five years – feats that have not been replicated since.

Item No. 5

Appointment of Mr. Vijay Anand (DIN 06431219) as an Independent Director of the Company for a term of five years w.e.f 01.12.2025

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on 01.12.2025, appointed Mr. Vijay Anand (DIN 06431219) as an Additional Director in the independent category,

pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and the relevant Rules thereunder, effective from 01.12.2025 for a term of five years, subject to the approval of the shareholders.

At the time of appointment of Mr. Vijay Anand (DIN 06431219), the Company was unlisted. The Company was required and intended to seek shareholders’ approval for his appointment at the upcoming AGM, pursuant to Section 161(1) of the Companies Act, 2013.

In the meantime, on listing and the commencement of trading in Company’s shares on February 17, 2026, and the subsequent induction of Mr. Alok Bansidhar Shriram and Mr. Sunil Behari Mathur as Additional Directors on the Board w.e.f March 03, 2026 (as detailed in Item Nos. 10 & 11 of the Notice), this postal ballot process has been necessitated to comply with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, which requires shareholders’ approval to be obtained to the appointment of Directors within three months of such appointments. Accordingly, proposals for approval to the appointment of other directors made prior to the listing have been included in the Postal Ballot process.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the shareholders is being sought to the appointment of Mr. Vijay Anand (DIN 06431219) as an Independent Director.

Mr. Vijay Anand (DIN 06431219) 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.

His other directorships are as under:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	Pondy Oxides and Chemicals Limited	Director	a. Audit Committee- Chairman b. Nomination & Remuneration Committee – Chairman c. Stakeholders’ Relationship Committee – Chairman d. CSR Committee - Chairman
2	MFAR Holdings Private Limited	Director	-
3	SASMOS Het Technologies Limited	Director	a. Audit Committee – Chairman b. Nomination & Remuneration Committee – Chairman

Other details of Mr. Vijay Anand are as under:

Experience	30 years
Shareholding in the Company (Equity/Rs. 2 each)	Nil
Original Date of Appointment	01.12.2025
Board Meetings attended in 2025-26	Two – 24.12.2025 & 02.03.2026
Past Remuneration (Sitting Fee)	Rs. 50,000 per Board meeting and Rs. 25,000 per Committee meeting

Mr. Vijay Anand has confirmed that he 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 his credentials and hands-on experience in proven leadership experience in various roles, the Board considers that the Company will greatly benefit from his association and recommends the Special Resolution in relation to his appointment as an Independent Director for the approval of the members of the Company.

The appointment is aimed at Board diversification and to be compliant with requirements of composition of the Board under Regulation 17(1) of the SEBI (LODR) Regulations, 2015 and the provisions of the Companies Act, 2013.

Except Mr. Vijay Anand himself, being the appointee, none of the other 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. 5.

Brief profile of Mr. Vijay Anand (DIN 06431219)

Mr. Vijay Anand, 69 years, carries with him over 30 years of vast experience in the Defense and Aerospace industries. His expertise lies in deep understanding of the Defense and Aerospace sectors, Project Management, and Government Regulations. He has a proven leadership experience in various roles within the Indian government and public sector organizations with an ability to provide strategic guidance and support to companies operating in these industries.

He has formerly held positions in various Project Management Boards at ISRO. He has been former Member Secretary of the Space Commission, Financial Advisor and Additional Secretary, Department of Space, Joint Secretary, Department of Space, Executive Director, Hindustan Aeronautics Limited, Principal Chief Commissioner, GST and Customs, Government nominee director, Antrix Corporation.

Item No. 6

Appointment of Mrs. Urvashi Tilakdhar (DIN: 00294265) as Senior Managing Director for five years w.e.f. 24.12.2025

Mrs. Urvashi Tilakdhar (DIN: 00294265), aged 69 years, one of the Promoters, brings with her a wealth of leadership and experience. She has been impressively leading as the Whole-time Director of DCM Shriram Industries Limited (DCMSR). During her tenure as in charge of the Chemical business, the Daurala Organics segment of DCMSR performed well and posted exemplary results despite geo-political problems. Mrs. Urvashi Tilakdhar combines academic understanding with an intuitive grasp of human behaviour and organizational growth. Beyond her corporate responsibilities, she has been deeply involved in the Company's cultural and social initiatives, actively supporting education, community engagement, and women's empowerment. Her early experience in market research continues to shape her thoughtful approach to decision-making and stakeholder relations.

Known for her empathy, balanced perspective, and steady leadership, Mr. Urvashi Tilakdhar's role has been critical during the recent corporate restructuring, culminating in the successful transfer of the Chemical business Undertaking, which became effective on December 17, 2025 pursuant to the approval of the Hon'ble NCLT, New Delhi bench. Recognizing her exemplary leadership qualities, strategic planning, and interpersonal skills and deep familiarity with the Company's legacy and operational divisions, the Board of Directors believes that her continued stewardship is essential to maintain operational stability and drive the next phase of strategic growth as envisaged in the Scheme of Arrangement.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee has appointed Mrs. Urvashi Tilakdhar as Sr. Managing Director for a period of 5 years from 24.12.2025 on the terms and conditions set out below, subject to the approval of the shareholders.

Particulars	Mrs. Urvashi Tilakdhar
Designation	Sr. Managing Director
Tenure	5 years w.e.f 24.12.2025
Salary (Rs. Lakh/ per month)	Rs. 6 Lakh
Housing	Company maintained furnished accommodation or house rent allowance @ 60% of the salary as may be opted for
Gas, Water, Electricity, Furniture, Furnishings and house maintenance	Actual
Medical expenses for self and family	Actual (Family means self and spouse)
P.A. Insurance	As Per Company Rules (APCR)
L.T.C./Leave	APCR (Privilege leave not availed may be encashed at the time of cessation of service.)
PF, Gratuity & Superannuation	APCR
Club Fees (Admission/ life membership fee not allowed)	2 Clubs

Commission on profit* (including remuneration)	Not exceeding 5% of the net profit as per Section 198 of the Companies Act, 2013, to be decided by the Board.
Age	69 years
Qualification	Post-graduate in Sociology from Jawaharlal Nehru University of Delhi
Experience	8 years
Other Directorships	a. Breinworks Services Private Limited
Shareholding in the Company (Equity/Rs.2 each)	58,89,611 nos. Equity Shares (6.77%) (as one of the Promoters)
Past Remuneration (Salary) 2024-25	Rs. 5.10 cr (DCMSR)

* Subject to the above limits, commission on profit to be decided by the Board but not to exceed overall limits of remuneration u/s 197/ 198 read with Schedule V of the Companies Act, 2013 or any other applicable Regulations.

Other Terms Applicable to the Re-appointments

1. Salary, perquisites and commission/reward to all the managerial personnel shall not exceed 10% of the Net Profits computed in the manner laid down in Section 198 of the Companies Act, 2013 for all the managerial personnel in any financial year.
2. The managerial personnel will also be entitled for Company maintained chauffeur driven car, communication facilities, reimbursement of entertainment expenses actually and properly incurred during legitimate business of the Company and maintenance of a residential office suitable to his position. These will not be considered as perquisites for the purpose of ceilings on remuneration under the Companies Act.
3. Remuneration for part of the year will be computed on pro-rata basis.
4. In the event of absence or inadequacy of profits in any financial year the managerial personnel will be paid the above remuneration, subject to the ceiling provided in Part II Section II of Schedule V of the Companies Act, 2013 read with the proviso thereto or such higher amount as may be permitted by the Govt. or subject to such approvals as may be required as minimum remuneration.
5. The appointment may be terminated by either party giving to the other six calendar months' notice in writing or lesser notice as may be agreed to. In the event of termination of appointment by the Company, the managerial personnel shall be entitled to compensation in accordance with the provisions of the Companies Act.

Considering the skills and contributions of the above managerial personnel in managing the affairs of the Company, the Directors recommend the resolution for Members' approval.

The remuneration proposed to be paid to Mrs. Urvashi Tilakdhar, Sr. Managing Director, has been approved by the Nomination and Remuneration Committee and the

Board of Directors, and is subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013 read with the proviso thereto.

While the Company expects to generate adequate profits in the ordinary course of business, as a measure of abundant caution, it is proposed that in the event of any loss or inadequacy of profits in any financial year during the tenure of Mrs. Urvashi Tilakdhar, the Company shall pay the proposed remuneration (excluding commission) as minimum remuneration.

In the event the minimum remuneration payable as per table A works out to be less than the actual remuneration (other than commission) drawn in any year, the Sr. MD shall be paid remuneration subject to proviso to table A of Section II, part II of Schedule V, as per the limits laid down in the resolution.

Accordingly, the required information pursuant to proviso to table A of Section II, part II of Schedule V pertaining to the Company and the appointee is provided hereunder:

I. General Information

- Nature of Industry: DCM Shriram Fine Chemicals Limited is involved in (a) production and sale of chemicals and their by products and (b) contract manufacturing of chemical products.
- Date or expected date of commencement of commercial production: The Company is an existing entity and is already carrying out its commercial operations after the transfer of Chemical Undertaking effective from December 17, 2025 pursuant to the approval of Hon'ble NCLT, New Delhi bench.
- In case of new companies, expected date of commencement of activities: Not applicable.
- Financial performance based on given indicators: The effective capital of the Company is approximately Rs. 145 Crores (as on March 31, 2026).
- Foreign investments or collaborators, if any: None

II. Information about the Appointee (Mrs. Urvashi Tilakdhar)

- **Background Details:** Mrs. Urvashi Tilakdhar, aged 69, holds a post-graduate degree in Sociology from Jawaharlal Nehru University of Delhi. She has 8 years of leadership experience.
- **Past Remuneration:** Mrs. Tilakdhar has been serving as the Whole-time Director of DCMSR and was previously reappointed for a two year term with effect from 14.08.2019. The annual remuneration for the year 2024-25 was Rs. 5.10 Crore.
- **Recognition or Awards:** She is also the President of the Board of Governors of The Shriram Research Institute in Bengaluru - an independent, self-sustaining not-

for-profit organization dedicated to industrial research and quality certification, recognized by leading government and private institutions.

- **Job Profile and his Suitability:** She has been appointed as the Sr. Managing Director of the Company for a period of five years with effect from 24.12.2025 considering her past track record as WTD of DCM Shriram Industries Limited. Her 8 years of industry experience in various leadership positions and deep familiarity with the Company's legacy and operational divisions make her highly suitable to continue leading the organization.

- **Remuneration Proposed:**
Details already provided in the table above.

- **Comparative Remuneration Profile:**
The proposed remuneration is commensurate with industry standards for an executive of her seniority, responsibilities, and the size of the Company's operations.

- **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:**

Mrs. Urvashi Tilakdhar is part of the Promoter Group and holds 58,89,611 nos. Equity Shares (6.77%) in the Company. She is related to Mr. Akshay Dhar & Ms. Aditi Dhar, who are Managing Director and Non Executive Director of the Company. respectively. She is also on the Board of Directors of Breinworks Services Private Limited, which has leased out a flat bearing No. 607 at 6th Floor, at Kanchenjunga Building, 18 Barakhamba Road, New Delhi to the Company for use of Registered Office against which a monthly rent of Rs. 3,27,300/- is being paid to the Lessor.

III. Other Information

- **Reasons for loss or inadequate profits:**

While the Company continues its normal operations, this enabling provision is being provided to ensure the Sr. Managing Director receives her minimum remuneration in the event of any unforeseen macroeconomic challenges, cyclical industry downturns capital expenditures that may temporarily result in inadequate net profits during his tenure. The geopolitical situation can also affect the Company's performance, its business being export oriented.

Steps taken or proposed to be taken for improvement:

The Company, under the guidance of the Board of Directors has been continuously undertaking strategic initiatives to optimize the operations of the Chemical business and implement cost-rationalization measures.

Expected increase in productivity and profits in measurable terms:

Once the uncertainties of geopolitical situation normalises, the Company is expected to maintain operational stability, drive strategic growth, and protect the Company's margins, ensuring long-term profitability and value creation for the shareholders.

IV. Disclosures

The Company affirms that the required details regarding the remuneration package of the managerial personnel, including elements of salary, benefits, and the terms of the appointment, will be properly disclosed in the Corporate Governance section of the Board's Report for the relevant financial years, as required by law.

Except Mr. Akshay Dhar and Ms. Aditi Dhar, who are related, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution No 6.

Item No. 7

Appointment of Mr. Akshay Dhar (DIN: 01078392) as Managing Director for five years w.e.f. 24.12.2025

Pursuant to implementation of the Scheme of Arrangement and as part of strengthening the managerial team and succession plan, the Board of Directors in its meeting held on December 24, 2025, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Akshay Dhar (DIN: 01078392) Mr. Akshay Dhar (DIN: 01078392) aged 42 years, who is a fifth-generation member of the Shriram family, who was already WTD & CEO of the Company, as Managing Director for a period of five years effective from 24.12.2025. The appointment is subject to the approval of the shareholders by a special resolution as required under Sections 196, 197, 198 of the Companies Act, 2013 read with Schedule V thereof and SEBI (LODR) Regulations.

Mr. Akshay Dhar joined DCM Shriram Industries Limited in the year 2008 as a Management Trainee, progressing through multiple roles within the Organics and Fine Chemicals divisions. He has been looking after the operations of the Chemical Division of DCMSR as President- Business Group Chemicals, wherein he played a key role in DCMSR's expansion into new product lines and in establishing strategic partnerships for dedicated contract manufacturing. President- Business Group Chemicals, he and his team led a successful revival of the retail sugar segment, drove a complete brand transformation across consumer products, and oversaw the launch of the company's sanitisers business in 2019, serving both institutional and retail markets. Since 2023, he has been leading the next phase of growth at the Company, steering its next evolution.

With the coming into effect of the Scheme, his services have vested in DCM Shriram Fine Chemicals Limited. His appointment as Managing Director is with continuity of his service in DCM Shriram Industries Limited, which shall be counted for deciding his length of service for the purposes *inter alia* of retirement benefits.

Mr. Akshay Dhar began his professional journey in 2006 with EID Parry at their factories in Tamil Nadu, gaining hands-on exposure to manufacturing, HR management, project execution, and the agri sector. Beyond his corporate responsibilities, he has a strong creative streak, having worked as a freelance correspondent with leading publications such as Hindustan Times and Indiatimes between 2004 and 2008. In 2013, he founded a small-press publishing imprint, continuing to pursue his interests in writing and art alongside his professional career and has won awards for his published works.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee has appointed Mr. Akshay Dhar as Managing Director for a period of 5 years from 24.12.2025 on the terms and conditions set out below, subject to the approval of the shareholders.

Particulars	Mr. Akshay Dhar
Designation	Managing Director
Tenure	5 years w.e.f 24.12.2025
Salary (Rs. Lakh/ per month)	Rs. 4.75 Lakh
Housing	Company maintained furnished accommodation or house rent allowance @ 60% of the salary as may be opted for
Gas, Water, Electricity, Furniture, Furnishings and house maintenance	Actual
Medical expenses for self and family	Actual (Family means self and spouse)
P.A. Insurance	As Per Company Rules (APCR)
L.T.C./Leave	APCR (Privilege leave not availed may be encashed at the time of cessation of service.)
PF, Gratuity & Superannuation	APCR
Club Fees (Admission/ life membership fee not allowed)	2 Clubs
Commission on profit* (including remuneration)	Not exceeding 5% of the net profit as per Section 198 of the Companies Act, 2013, to be decided by the Board.
Age	42 years
Qualification	A Business Administration Graduate with Honours in Marketing and a Minor in Human Resources from Bradford University (UK)
Experience	18 years
Other Directorships	a. Kirloskar Ebara Pumps Limited b. Breinworks Services Private Limited c. Daurala Foods and Beverages Private Limited
Shareholding in the Company	15,26,766 nos. Equity Shares (1.76%)

(Equity/Rs.2 each)	(as part of the Promoter group)
Past Remuneration (Salary) 2024-25	Rs. 56.82 lakhs (DCMSR)

** Subject to the above limits, commission on profit to be decided by the Board but not to exceed overall limits of remuneration u/s 197/ 198 read with Schedule V of the Companies Act, 2013 or any other applicable Regulations.*

Other Terms Applicable to the Re-appointments

1. Salary, perquisites and commission/reward to all the managerial personnel shall not exceed 10% of the Net Profits computed in the manner laid down in Section 198 of the Companies Act, 2013 for all the managerial personnel in any financial year.
2. The managerial personnel will also be entitled for Company maintained chauffeur driven car, communication facilities, reimbursement of entertainment expenses actually and properly incurred during legitimate business of the Company and maintenance of a residential office suitable to his position. These will not be considered as perquisites for the purpose of ceilings on remuneration under the Companies Act.
3. Remuneration for part of the year will be computed on pro-rata basis.
4. In the event of absence or inadequacy of profits in any financial year the managerial personnel will be paid the above remuneration, subject to the ceiling provided in Part II Section II of Schedule V of the Companies Act, 2013 read with the proviso thereto or such higher amount as may be permitted by the Govt. or subject to such approvals as may be required as minimum remuneration.
5. The appointment may be terminated by either party giving to the other six calendar months' notice in writing or lesser notice as may be agreed to. In the event of termination of appointment by the Company, the managerial personnel shall be entitled to compensation in accordance with the provisions of the Companies Act.

Mr. Akshay Dhar will report to the Sr. Managing Director.

Considering the skill set and contributions of the above managerial personnel in managing the affairs of the Company, the Directors recommend the resolution for Members' approval.

Except Mrs. Urvashi Tilakdhar, and Ms. Aditi Dhar who are related to Mr. Akshay Dhar, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution No. 7.

Item No. 8

Appointment of Dr. Sandeep Bajaj (DIN: 11362256) as Whole-time Director, designated as Director – Business Development for two years w.e.f. 24.12.2025

As part of inclusive management practice in DCM Limited and followed by DCM Shriram Industries Limited, the predecessor companies, a Senior Management level officer is elevated to the Board from time to time. Following this practice, the Board of Directors in its meeting held on 24.12.2025, on the recommendation of the Nomination & Remuneration Committee, inducted Dr. Sandeep Bajaj (DIN: 11362256), Vice President (Tech), Chemical business, whose services stood transferred to the Company on effectuation of the Scheme of Arrangement, on the Board as an Additional Director as per Section 161 of the Companies Act, 2013 and appointed him as Whole Time Director and designated as Director-Business Development for a period of two years with effect from 24.12.2025.

The appointment is subject to the approval of the shareholders by an Ordinary resolution as required under Sections 152, 161, 196 and 197 of the Companies Act, 2013 and other applicable provisions.

Brief profile of Dr. Sandeep Bajaj

Dr. Bajaj is a PhD in Synthetic Organic Chemistry from Rohilkhand University and M.Sc. in Organic Chemistry from Bareilly College (Bareilly), Rohilkhand University, Dr. Bajaj has more than 35 yrs of experience in Chemical Sectors, particularly in Quality Assurance/ Quality Control, R&D and Production.

Dr. Bajaj joined DCM Shriram Industries Limited (Chemical Business) in 1994 and prior to joining DCMSR as an Officer, he was working as Chemist in Synthetics and Chemicals Ltd. He was elevated to Vice President (Tech) in 2024 to act as Factory In charge for both DO & DC plants. His expertise also extends to Project Execution & Engineering. He has been actively involved in running the chemical plant in the areas of Operations, QA/ QC, R&D and Engineering. This cross functional experience has enabled him to gain deep insight in all aspects in the chemical operations.

Terms and conditions of appointment

The appointment of Dr. Sandeep Bajaj is with continuity of his service in DCM Shriram Industries Limited for his retirement benefits.

The terms and conditions of the appointment of Dr. Sandeep Bajaj as set out below are subject to the approval of the shareholders:

Particulars	Dr. Sandeep Bajaj
Designation	Whole time Director designated as Director – Business Development
Tenure	2 years w.e.f 24.12.2025
Salary (Rs. Lakh/ per month)	Rs. 3 Lakh
Annual reward	Not exceeding 30% of the annual salary as may be decided by the Board
Housing	Company maintained accommodation or house rent allowance @ 60% of the

	salary as may be opted for (Maintenance means normal routine upkeep and maintenance and shall not include structural changes).
Gas, Water, Electricity, Furniture, Furnishings and house maintenance	Actual
Medical expenses for self and family	As Per Company Rules (APCR)
P.A. Insurance	APCR
L.T.C./Leave	Leave and Leave encashment: As per Company Rules. LTA: As applicable to Whole Time Directors
PF, Gratuity & Superannuation	As per Company Rules
Club Fees (admission/ life membership fee not allowed)	2 Clubs
Age	55 years
Qualification	PhD in Synthetic Organic Chemistry from Rohilkhand University and M.Sc. in Organic Chemistry from Bareilly College (Bareilly), Rohilkhand University
Experience	35 years
Other Directorships	Nil
Shareholding in the Company (Equity/Rs.2 each)	Nil
Past Remuneration (Salary) 2024-25	Rs. 69.50 lakhs

Other Terms Applicable to the Re-appointments

1. Salary, perquisites and commission/reward to all the managerial personnel shall not exceed 10% of the Net Profits computed in the manner laid down in Section 198 of the Companies Act, 2013 for all the managerial personnel in any financial year.
2. The managerial personnel will also be entitled for Company maintained chauffeur driven car, communication facilities, reimbursement of entertainment expenses actually and properly incurred during legitimate business of the Company and maintenance of a residential office suitable to his position. These will not be considered as perquisites for the purpose of ceilings on remuneration under the Companies Act.
3. Remuneration for part of the year will be computed on pro-rata basis.
4. In the event of absence or inadequacy of profits in any financial year the managerial personnel will be paid the above remuneration, subject to the ceiling provided in Part II Section II of Schedule V of the Companies Act, 2013 read with the proviso thereto or such higher amount as may be permitted by the Govt. or subject to such approvals as may be required as minimum remuneration.

5. The appointment may be terminated by either party giving to the other three calendar months' notice in writing or lesser notice as may be agreed to. In the event of termination of appointment by the Company, the managerial personnel shall be entitled to compensation in accordance with the provisions of the Companies Act.

WTD will report to the Sr. Managing Director and Managing Director.

Considering the skill set and contributions of the above managerial personnel in managing the affairs of the Company, the Directors recommend the resolution for Members' approval.

Except Dr. Sandeep Bajaj (DIN: 11362256), being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution No. 8.

Item No. 9

Appointment of Ms. Aditi Dhar (Non- ED) (DIN: 10844764) as a Director liable to retire by rotation w.e.f. 24.12.2025

Ms. Aditi Dhar, 36 years, is a fifth-generation member of the Shriram family and one of the Promoters of the Company.

A Psychodynamic Psychotherapist by profession, Ms. Aditi Dhar has completed three Masters Degrees and Clinical Qualifications and is an accredited Clinical Practitioner and Supervisor from the United Kingdom. She earned her undergraduate degree from St. Stephen's College, New Delhi.

It has been the efforts of the Company to maintain a broad-based Board, comprising persons of eminence and expertise in diverse fields. In view of this, on the basis of recommendation of the Nomination & Remuneration Committee, the Board, in its meeting held on 24.12.2025, inducted Ms. Aditi Dhar (DIN: 10844764), being one of the Promoters, as an Additional Director of the Company u/s 161(1) of the Act, who has given her consent u/s 152(5) of the Act, effective from 24.12.2025, subject to approval of the shareholders to hold office as a Director liable to retire by rotation as per Section 152(6) of the Act.

Ms. Aditi Dhar is also on the Board of Breinworks Services Private Limited.

Ms. Aditi Dhar 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 Ms. Dhar is not debarred from holding the Office of Director pursuant to any SEBI Order.

Brief Profile of Ms. Aditi Dhar

A Psychodynamic Psychotherapist by profession, Ms. Dhar has completed three Masters Degrees and Clinical Qualifications and is an accredited Clinical Practitioner

and Supervisor from the United Kingdom. She earned her undergraduate degree from St. Stephen's College, New Delhi.

She has been working for the National Health Service since 2016 as Clinician, Lecturer and Supervisor, as well as working within the Higher Education sector and in private practice in the UK She also provides Supervision, Training and Reflective Practice within different Organisations.

Through her deep expertise in human behavior, leadership dynamics, and organizational psychology, Ms. Dhar brings a distinctive perspective to the Company's Board. Her insights into motivation, communication, and team development strengthen the Company's approach to leadership effectiveness, cultural alignment, and strategic decision-making. By integrating behavioral understanding with business strategy, she contributes meaningfully to fostering a resilient, people-focused, and performance-driven organization.

Other details of Ms. Aditi Dhar are as under:

Shareholding in the Company	15,26,765 Equity Shares of Rs. 2 each (1.76%)
Original Date of Appointment	24.12.2025
Board meetings attended in 2025-26	One – 02.03.2026
Past Remuneration (Sitting fee)	Rs. 50,000 per Board meeting and Rs. 25,000 per Committee meeting

Considering that the Company will continue to benefit from Ms. Dhar's diverse experience and leadership dynamics, the Board recommends the resolution for the appointment of Ms. Aditi Dhar as a Director liable to retire by rotation for the approval of the members of the Company by an Ordinary Resolution.

Except Mrs. Urvashi Tilakdhar and Mr. Akshay Dhar who are related to Ms. Aditi Dhar, none of the other 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. 9.

Item No. 10

Appointment of Mr. Alok Bansidhar Shriram (Non- ED) (DIN: 00203808) as a Director liable to retire by rotation w.e.f. 03.03.2026

Mr. Alok Bansidhar Shriram (DIN: 00203808) is part of the Promoters Group of the Company.

He is the Managing Director & CEO of DCM Shriram International Limited (DCMSIL), a multi-product company, being one of the companies which was part of the Scheme of Arrangement. It is considered in the interest of the Company to have common

Directors with the other two companies which were parties to the Scheme of Arrangement to ensure continuity and to draw on their long-term experience.

In view of this, the Board of Directors, on the basis of recommendation of the Nomination & Remuneration Committee, in its meeting held on 02.03.2026, has appointed Mr. Alok Bansidhar Shriram (DIN: 00203808), as an Additional Director of the Company u/s 161(1) of the Act and who has given his consent u/s 152(5) of the Act, effective from 03.03.2026, subject to approval of the shareholders to hold office as a Director liable to retire by rotation as per Section 152(6) of the Act.

DCM Shriram Industries has extremely benefitted from Mr. Alok Shriram's splendid experience and extra-ordinary leadership qualities as Senior Managing Director.

The particulars of other directorships and committee memberships of Mr. Alok Bansidhar Shriram are given below:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	DCM Shriram International Limited	Managing Director & CEO	a. Stakeholders' Relationship Committee- Member b. CSR Committee - Chairman
2	Shriram Midivisana Engineering Private Limited	Director	-
3	Syenergy Environics Limited	Independent Director	-
4	National Skill Development Corporation	Director	-

Mr. Alok Shriram has confirmed that he is not disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013. The Company has verified and confirm that Mr. Shriram is not debarred from holding the Office of Director pursuant to any SEBI Order.

Brief Profile of Mr. Alok Bansidhar Shriram

Mr. Alok B. Shriram, aged 65 years, has over 44 years of experience in various Senior Management positions. He is closely associated with Industry and Trade Associations and was the past President of PHD Chamber of Commerce and Industry (PHDCCI). He continues to be associated with PHDCCI and also is on the Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI). He is a life member of the Textile Association of India. He is a member of the prestigious Rotary Club of Delhi Premier and a Paul Harris Fellow. He is also on the Board of Indian Social Responsibility Network (ISRN) and the International Organisation of Employers

(IOE). Shri Alok B. Shriram is Chairman of the Board of Governors of Dr. Bansi Dhar Institute, an Organisation engaged in Research & Development.

Other details of Mr. Alok Bansidhar Shriram are as under:

Shareholding in the Company	89,42,540 nos. Equity Shares of Rs. 2 each (10.28%)
Original Date of Appointment	03.03.2026
Board meetings attended in 2025-26	None
Past Remuneration (2024-25)	Rs. 5.10 crores (DCMSR)

Considering that the Company will continue to benefit from Mr. Alok Shriram's multi-dimensional experience and leadership skills, the Board recommends the resolution for the appointment of Mr. Alok B. Shriram as a Director liable to retire by rotation for the approval of the members of the Company by an Ordinary Resolution.

Except Mr. Alok B. Shriram, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution No. 10.

Item No. 11

Appointment of Mr. Sunil Behari Mathur (Non- ED) (DIN: 00013239) as a Director liable to retire by rotation w.e.f. 03.03.2026

Mr. Sunil Behari Mathur, who is a Non-Independent Director and Chairman of the Board of DCM Shriram Industries Limited (DCMSR) had spear-headed the Scheme of Arrangement process, including as Chairman of the Reorganization Committee constituted in August 2022 by DCMSR. It is considered in the interest of the Company to have some common directors with the other two companies which were parties to the Scheme of Arrangement so as to ensure continuity and to draw on their long experience.

It has been the efforts of the Company to maintain a broad-based Board, comprising persons of eminence and expertise in diverse fields. The Company will benefit from Mr. S B Mathur's long experience and familiarity with the operations of the Company in his capacity / association as Chairman of the Board of DCMSR.

In view of this, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), in its meeting held on 02.03.2026 has appointed Mr. S.B. Mathur as an Additional Director u/s 161(1) of the Act, who has given his consent u/s 152 (5) of the Act, effective from 03.03.2026, subject to the approval of the shareholders to hold office as a Director liable to retire by rotation as per Section 152(6) of the Companies Act, 2013.

DCMSR has immensely benefitted from his vast experience and far sightedness during his long tenure as a Director, Independent Director and Chairman of the Board. The Directors consider that his continued association will be in the interest of the

Company and its shareholders. Mr. S.B. Mathur, aged 81 years, is in good health and active.

As per the requirement of Regulation 17(1A) of the SEBI (LODR) Regulation, 2015, a special resolution is required to be passed for the appointment of a person as non-executive director who has attained the age of seventy-five years or more.

The particulars of other directorships and Committee memberships of Mr. S.B. Mathur are given below:

Sl. No.	Name of the Company	Category of directorship	Membership of Committee(s)
1	DCM Shriram Industries Ltd.	Chairman (Non-Executive & Non-Independent Director)	a. Audit Committee - Member b. Stakeholders' Relationship Committee - Member c. Nomination & Remuneration Committee - Member
2	DCM Shriram International Ltd.	Non-Executive & Non-Independent Director	-
3	QRG Investments and Holdings Limited	Independent Director	a. Audit Committee (Chairman) b. Corporate Social Responsibility Committee (Chairman) c. Nomination & Remuneration Committee- Member d. Risk Management Committee- - Member

Mr. S. B. Mathur has confirmed that he is not disqualified to be appointed as a Director u/s 164 of the Companies Act, 2013. The Company has verified and confirm that Mr. S. B. Mathur is not debarred from holding the Office of Director pursuant to any SEBI Order.

Brief Profile of Mr. Sunil Behari Mathur

Mr. S.B. Mathur, aged 81 years, is a qualified fellow Chartered Accountant and ICWA (London). He was the Chairman of LIC of India and Non-Executive Chairman of National Stock Exchange of India (NSE). Under his leadership, LIC successfully rose to the challenges of a competitive environment by enhancing product offerings. He

held various positions in LIC including Senior Divisional Manager of Gwalior Division, Chief of Corporate Planning, General Manager of LIC (International) E.C., Zonal Manager in-charge of Western Zone and Executive Director. He was appointed by the Government of India as an Administrator of Specified Undertaking of the Unit Trust of India (SUUTI) which managed funds of over 40 billion Dollars.

He was Director on the Boards of Companies like L&T, ITC etc., for long tenures.

Other details of Mr. S B Mathur are as under:

Shareholding in the Company	Nil
Original Date of Appointment	03.03.2026
Board meetings attended in 2025-26	None
Past Remuneration (Sitting fee)	None

Considering that the Company will continue to benefit from his experience and stewardship, the Board recommends the Special Resolution for the appointment of Mr. S.B. Mathur as a Director liable to retire by rotation for the approval of the members of the Company by a special resolution.

Except Mr. S.B. Mathur, being the appointee, none of the other 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.10.

Item No. 12

Appointment of Secretarial Auditors

- The Company is required to appoint Secretarial Auditors to conduct the Secretarial Audit of the Company as per Section 204 of the Companies Act, 2013.
- As per Regulation 24A of SEBI Listing Regulations, the appointment of Secretarial Auditors is to be approved by shareholders and the appointment shall be for a term of five years, renewable for a further term of five years.
- The Board of Directors has recommended the appointment of M/s. Chandrasekaran Associates (FRN P1988DE002500), as the Secretarial Auditors of the Company for a term of five years from 01.04.2025.
- M/s. Chandrasekaran Associates is a Peer Reviewed Company Secretary/Firm of Company Secretaries (Peer Review Certificate No. 6689/2025) and is eligible for appointment as the Secretarial Auditors of the Company.
- M/s. Chandrasekaran Associates are Secretarial Auditors of DCM Shriram Industries Limited since many years.

- The Board of Directors considers from the past experience, the appointment of M/s. Chandrasekaran Associates as the Secretarial Auditors of DCM Shriram Fine Chemicals Limited would be in the best interests of the Company and its shareholders as they are expected to carry out a professionally thorough job.
- Brief particulars of the Secretarial Auditors are as under:
 - Name – Chandrasekaran Associates
 - Address – 11F, Pocket 4, Mayur Vihar Phase 1, Delhi – 110091.
 - Website – <https://www.cacsindia.com>
 - Telephone – 011-22710514, 011-2713708, 011-43026310
 - Email – info@cacsindia.com
- The firm comprises of Company Secretaries of long experience with reputation for carrying out assignments on professional manner.
- M/s Chandrasekaran Associates are presently serving as the Secretarial Auditors for approximately 40 listed entities.
- It is proposed to authorise the Board to decide their fees considering the work involved on a year-to-year basis.
- M/s Chandrasekaran Associates or any of its partner or employee is in no way related with the Company, its Directors or Senior Management.

By Order of the Board

Sd/-
(Kokila Arora)
Company Secretary &
Compliance Officer
(ACS 21670)

New Delhi
April 23, 2026