

# Corporate Governance Report 2020-21

## (A) Company's Philosophy

The Company's philosophy on Corporate Governance is focused upon a rich legacy of fair, ethical and transparent policies and Governance practices. The Company is conscious of its responsibility as a good corporate citizen and is committed to high standard of Corporate Governance practices. This is reflected in the good composition, well balanced / diversified and independent structure of the Company's eminent and well represented Board of Directors. The Company is in full compliance with the requirements of Corporate Governance under the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations, 2015].

## (B) Board of Directors

As at 31.03.2021, there were twelve (12) Directors comprising five (5) Executive Directors including an Executive Chairman, six (6) Non-Executive Independent Directors and one (1) Nominee Director.

During the year, six (6) Board Meetings were held on 19.05.2020, 03.06.2020, 21.07.2020, 22.07.2020, 20.10.2020 & 19.01.2021.

A separate meeting of Independent Directors was held during the year.

The composition of Board of Directors, their attendance at Board Meetings during the year 2020-21 and at the last Annual General Meeting duly held on 21.07.2020 along with details of other Directorship and Committee Membership/Chairmanship as at 31.03.2021 are as follows:

Name of Director	Category of Directorship	No. of Board meetings attended	Attended last AGM	No. of other Directorship*	Name of the listed Companies (holding position of Director and category of Directorship)	No. of other Committee Membership**	
						Member (including Chairmanship)	Chairman/ Chairperson
Mr. Ajay S. Shriram (Chairman & Senior Managing Director)	Promoter & ED	6*	YES	6	--	--	--
Mr. Vikram S. Shriram (Vice Chairman & Managing Director)	Promoter & ED	6*	YES	6	--	--	--
Mr. Ajit S. Shriram (Joint Managing Director)	Promoter & ED	6*	YES	7	--	--	--
Mr. K.K. Kaul (Whole Time Director)	ED	6*	YES	1	--	--	--
Mr. K.K. Sharma (Whole Time Director) (EHS)	ED	6*	YES	--	--	--	--
Mr. Pradeep Dinodia	NE-I-D	6*	YES	3	1. Shriram Pistons and Rings Ltd. - NED 2. Hero MotoCorp Ltd. - NED	6	3
Mr. Vimal Bhandari	NE-I-D	6*	YES	6	1. JK Tyre & Industries Ltd. - NE-I-D 2. Bharat Forge Ltd. - NE-I-D 3. Kalpataru Power Transmission Ltd. - NE-I-D 4. RBL Bank Ltd. - NE-D	3	1
Mr. Sunil Kant Munjal	NE-I-D	6*	YES	4	Escorts Ltd. -NE-I-D	1	--
Ms. Ramni Nirula	NE-I-D	6*	YES	3	1. PI Industries Ltd. - NE-I-D 2. HEG Ltd. - NE-I-D 3. Usha Martin Ltd. - NE-I-D	1	--
Justice (Retd.) Vikramajit Sen	NE-I-D	5*	YES	1	BSE Ltd. - NE-I-D	--	--
Mr. Pravesh Sharma	NE-I-D	6*	YES	--	--	--	--
Mr. Sharad Shrivastva (LIC Nominee)**	Nominee Director	2*	NO	--	--	--	--
Ms. Sarita Garg (LIC Nominee)***	Nominee Director	2*	NO	--	--	--	--

\* Meetings attended through VC.

\*\* Resigned w.e.f. 07.08.2020

\*\*\* Appointed w.e.f. 20.10.2020

# Excluding Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

## Includes only Audit Committee and Stakeholders Relationship Committee.

ED - Executive Director  
 NE-I-D - Non-Executive Independent Director  
 NED - Non-Executive Director

The ratio between Executive and Non-Executive Directors (including Nominee Director) is 5 : 7.

Relationship amongst Directors

Mr. Ajay S. Shriram, Mr. Vikram S. Shriram and Mr. Ajit S. Shriram, being brothers, are related to each other. Apart from the above none of the Directors are related to each other.

Number of Shares held directly by Non-Executive Independent Directors as on 31<sup>st</sup> March, 2021

Name of Directors	No. of Shares held	% age of Share holding
Mr. Pradeep Dinodia	29,270	0.02
Mr. Vimal Bhandari	2,000	0.00

None of the other non Executive Directors holding office as on 31<sup>st</sup> March, 2021 hold any shares in the Company. There are no Convertible Instruments issued by the Company.

The details of familiarization programme for Independent Directors are available on the Company's website at the following web link:

<https://www.dcmshriram.com/sites/default/files/Familiarization-Programme-for-Independent-Director-2020-21.pdf>

Chart of skills/expertise/competence identified by the Board of Directors in context of the Company's business(es) and sector(s) for it to function effectively and actually available with the Board:

Name of Director	List of Core Skills/Expertise/Competencies
Mr. Ajay S. Shriram	General Management, Strategy, Finance, HR, Agri Businesses, Sugar, Retail and Chloro Vinyl Business.
Mr. Vikram S. Shriram	General Management, Strategy, Finance, Agri Businesses, Sugar, Retail and Chloro Vinyl Business.
Mr. Ajit S. Shriram	General Management, Strategy, Finance, Agri Businesses, Sugar, and Chloro Vinyl Business.
Mr. K.K. Kaul	General Management, Project Management, Procurement and Supply Chain Management, Setting up/Operation of Fertilizer, Chemicals, Petrochemicals, Cement, process plants and Human Resource Management.
Mr. K.K. Sharma	Environment Health and Safety, Agrochemicals and Pharmaceutical Manufacturing.
Mr. Pradeep Dinodia	Corporate Legal Matters, FEMA, Accounting and Direct Taxes.

Name of Director	List of Core Skills/Expertise/Competencies
Mr. Vimal Bhandari	Finance, Human Resources and General Management.
Mr. Sunil Kant Munjal	Mergers & Acquisitions, Impact Investing, Finance & Banking, Macro-economy, Corporate Strategy, Succession Planning, Business process and improvements, Restructuring etc.
Ms. Ramni Nirula	Project Financing, Strategy, Planning & Resources and Corporate Banking.
Justice (Retd.) Vikramajit Sen	Civil & Commercial Legal Matters and Arbitration.
Mr. Pravesh Sharma	Food Security, Agriculture, Rural finance, Rural development and Natural Resources Management.
Ms. Sarita Garg	Administration, Governance, Group Insurance and Information Technology.

Confirmation

On the basis of declaration received from the Independent Directors, the Board confirms that in their opinion the Independent Directors of the Company fulfill the conditions specified in the SEBI Listing Regulations, 2015 and are independent of the management.

(C) Audit Committee

(i) Terms of reference

The role and terms of reference of Audit Committee shall cover areas mentioned under SEBI Listing Regulations/and Section 177 of the Companies Act, 2013 and rules related thereto/other SEBI Laws/Regulations, as applicable from time to time besides other matters as may be delegated by the Board of Directors from time to time.

(ii) Composition

The Audit Committee was constituted in the year 1990. As at 31.03.2021, the Committee comprises of four (4) Non-Executive Independent Directors. The Committee met four (4) times during the year on 03.06.2020, 20.07.2020, 19.10.2020 & 18.01.2021 and attendance of the Members at the meetings was as follows:

Name of Member	Status	No. of meetings attended
Mr. Pradeep Dinodia	Chairman	4
Mr. Sunil Kant Munjal	Member	3
Ms. Ramni Nirula	Member	4
Mr. Pravesh Sharma	Member	4

Mr. Sameet Gambhir, Company Secretary, is a Secretary to the Committee.

**(D) Nomination, Remuneration and Compensation Committee**

**(i) Terms of reference**

The role and terms of reference of Nomination, Remuneration and Compensation Committee shall cover areas mentioned under SEBI Listing Regulations/and Section 178 of the Companies Act, 2013 and rules related thereto/other SEBI Laws/Regulations, as applicable from time to time and other matters as may be delegated by the Board of Directors from time to time.

**(ii) Composition**

As at 31.03.2021, the Committee comprises of three (3) Non-Executive Independent Directors and the Chairman of the Company who is an Executive Director. The Committee met two (2) times during the year on 03.06.2020 & 20.10.2020 and the attendance of the Members at the meetings was as follows:

Name of Member	Status	No. of meetings attended
Mr. Pradeep Dinodia	Chairman	2
Mr. Ajay S. Shriram	Member	2
Mr. Vimal Bhandari	Member	2
Mr. Sunil Kant Munjal	Member	2

Mr. Sameet Gambhir, Company Secretary, is a Secretary to the Committee.

**(iii) Performance Evaluation criteria**

The Nomination, Remuneration and Compensation Committee (NRCC) has approved the following criteria for evaluation of performance of Directors (including Independent Directors).

<ul style="list-style-type: none"> <li>Fulfillment of responsibilities as a director as per the Act, the Listing Regulations and applicable Company policies and practices;</li> </ul>
<ul style="list-style-type: none"> <li>In case of the concerned director being Independent Director, Executive Director, Chairperson of the Board or Chairperson or member of the Committees, with reference to such status and role;</li> </ul>
<ul style="list-style-type: none"> <li>In case of Independent Directors fulfillment of the independence criteria as specified under applicable Regulations and their independence from the management;</li> </ul>
<ul style="list-style-type: none"> <li>Board and/or Committee meetings attended; and</li> </ul>
<ul style="list-style-type: none"> <li>General meetings attended.</li> </ul>

**(iv) Remuneration of Directors**

(a) During the current financial year, there was no material pecuniary relationship or transaction between the Company and any of its Non-Executive Directors which is required to be disclosed.

(b) Criteria of making payments to Non-Executive Directors is as per Remuneration Policy of the Company which is available on the Company's website at the following web link :

[https://www.dcmshriram.com/sites/default/files/Remuneration%20Policy\\_0.pdf](https://www.dcmshriram.com/sites/default/files/Remuneration%20Policy_0.pdf)

**(v) Details of remuneration of Directors for the year 2020-21**

(i) **Non Executive Directors** :- The details of remuneration paid/payable during the year by way of Commission, and sitting fee for attending meetings of Board/Committees to Non-Executive Directors are as under:

Name of the Director	Amount/Rs. Lakhs		
	Sitting Fee	Commission	Total
Mr. Pradeep Dinodia	19.00	63.50	82.50
Mr. Vimal Bhandari	8.00	32.00	40.00
Mr. Sunil Kant Munjal	12.00	38.00	50.00
Ms. Ramni Nirula	10.00	35.00	45.00
Justice (Retd.) Vikramajit Sen	6.00	29.00	35.00
Mr. Pravesh Sharma	12.00	38.00	50.00
Mr. Sharad Shrivastva/ Ms. Sarita Garg (LIC Nominee)*	4.00	26.00	30.00

\* Paid to LIC of India

**(ii) Executive Directors**

(Amount/Rs. Lakhs)

Executive Directors	Salary	PF/Superannuation /NPS contribution	Allowances/ Perquisites/ Others	Commission	Stock Options	Total
Mr. Ajay S. Shriram	223.65	62.46	128.05	550.00	-	964.16
Mr. Vikram S. Shriram	220.50	61.57	120.22	545.00	-	947.29
Mr. Ajit S. Shriram	180.60	50.38	117.77	530.00	--	878.75
Mr. K.K. Kaul	104.52	12.76	60.30	75.00	-	252.58
Mr. K.K. Sharma	37.20	4.46	50.85	7.50	-	100.01

No Sitting fee has been paid to the Executive Directors.

- I. Provision for incremental gratuity and earned leave for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.
- II. Notice period for termination of appointment of Managing/Whole Time Directors is six/three calendar months respectively, on either side.
- III. In the event of termination of appointment of Managing Director, compensation will be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder or any statutory amendment or re-enactment thereof.
- IV. The Commission is paid to Executive Directors as approved by the Board of Directors within the prescribed limit.

**(E) Stakeholders' Relationship Committee**

**(i) Terms of reference**

The role and terms of reference of Stakeholders Relationship Committee shall cover areas mentioned under SEBI Listing Regulations/and the Companies Act, 2013 and rules related thereto/other SEBI Laws/Regulations, as applicable from time to time, inter-alia, including the following :

1. To consider and resolve the grievances of security holders of the Company including Shareholders, debenture holders and any other security holders.
2. Others
  - a. to scrutinize and approve registration of transfer and transmission of shares/debentures/warrants issued/to be issued by the Company.
  - b. to exercise all powers conferred on the Board of Directors under Article 43 of the Articles of Association.
  - c. to decide all questions and matters that may arise in regard to transmission of shares/debentures/warrants issued/to be issued by the Company.
  - d. to approve and issue duplicate shares/debentures/warrant certificates in lieu of those reported lost, and arrange for printing of blank share certificates, as per requirement.
  - e. to refer to the Board any proposal of refusal of registration of transfer of shares/debentures/warrants for their consideration.
  - f. to look into shareholders and investors complaints like transfer of shares, non-receipt of annual reports, non-receipt of declared dividend warrants, etc.
  - g. printing of Share Certificates.
  - h. to delegate all or any of its powers to Officers/Authorised Signatories of the Company and
  - i. to formulate the necessary process and procedures to ensure the compliance of the IEPF Rules, 2016 and other applicable provisions, if any, as amended from time to time for the transfer of shares to IEPF.

**(ii) Composition**

The Committee comprises of one (1) Non-Executive Independent Director and three (3) Executive Directors. The Committee met seven (7) times during the year on 01.07.2020, 23.07.2020, 09.10.2020, 23.11.2020, 28.12.2020, 20.01.2021 & 19.02.2021 and the attendance of the Members at the meetings was as follows:

Name of Member	Status	No. of meetings attended
Mr. Pradeep Dinodia	Chairman	7
Mr. Ajay S. Shriram	Member	2
Mr. Vikram S. Shriram	Member	7
Mr. Ajit S. Shriram	Member	2

Mr. Sameet Gambhir, Company Secretary, is a Secretary to the Committee.

During the year, 13 Complaints were received from the shareholders and all of them were resolved to the full satisfaction of the shareholders.

**(F) Other Committees**

**(i) Finance Committee**

**Composition:-**

The Committee comprises of four (4) Executive Directors. The Committee met ten(10) times during the year on 26.06.2020, 14.08.2020, 15.09.2020, 20.10.2020, 28.10.2020, 03.11.2020, 11.11.2020, 19.01.2021, 17.02.2021 & 22.03.2021 and the attendance of the Members at the meetings was as follows:

Name of Member	Status	No. of meetings attended
Mr. Ajay S. Shriram	Chairman	10
Mr. Vikram S. Shriram	Member	10
Mr. Ajit S. Shriram	Member	10
Mr. K.K. Kaul	Member	10

Mr. Sameet Gambhir, Company Secretary, is a Secretary to the Committee.

**(ii) CSR Committee :-**

**Composition:-**

The Committee comprises of three (3) Executive Directors and three (3) Non-Executive Independent Directors. The Committee met two (2) times during the year on 03.06.2020 & 19.10.2020 and the attendance of the Members at the meeting was as follows:

Name of Member	Status	No. of meeting attended
Mr. Ajay S. Shriram	Chairman	2
Mr. Vikram S. Shriram	Member	2
Mr. Ajit S. Shriram	Member	2
Mr. Sunil Kant Munjal	Member	1
Justice (Retd.) Vikramajit Sen	Member	1
Mr. Pravesh Sharma	Member	2

Mr. Sameet Gambhir, Company Secretary, is a Secretary to the Committee.

**(iii) Risk Management Committee**

The Committee was constituted on 29.01.2019 and comprises of two (2) Executive Directors. The Committee met two (2) times during the year on 10.07.2020 & 08.01.2021 and the attendance of the Members at the meeting was as follows:

Name of Member	Status	No. of meeting attended
Mr. K.K. Kaul	Chairman	2
Mr. K.K. Sharma	Member	2

Mr. Sameet Gambhir, Company Secretary, is a Secretary to the Committee.

**(G) General Body Meetings**

The last three Annual General Meetings were held as under:

Date of AGM	Time	Location
21.07.2020	10.30 A.M.	Not Applicable as the meeting was conducted through video Conferencing ("VC")/Other Audio Visual Means ("OAVM")
23.07.2019	11.30 A.M.	Kamani Auditorium, 1, Copernicus Marg (Near Mandi House), New Delhi – 110001
31.07.2018	10.00 A.M.	Kamani Auditorium, 1, Copernicus Marg (Near Mandi House), New Delhi – 110001

The details of Special Resolutions passed in previous three (3) Annual General Meetings are as under:

**AGM 2020**

- Approval for re-appointment of Mr. Ajit S. Shriram (DIN: 00027918), as a Joint Managing Director under Sections 196, 197, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of five years effective from 02.05.2021.
- Approval for re-appointment of Ms. Ramni Nirula (DIN: 00015330), as a Non Executive Independent Director under section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for second term of 5 consecutive years effective from 03.02.2020.

**AGM 2019**

- Approval for re-appointment of Mr. K.K. Kaul (DIN: 00980318), as a Whole Time Director under Sections 196, 197, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of two years w.e.f. 02.07.2019.
- Approval for re-appointment of Mr. Pradeep Dinodia (DIN: 00027995), as a Non Executive Independent Director under section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35<sup>th</sup> AGM.
- Approval for re-appointment of Mr. Vimal Bhandari (DIN: 00001318), as a Non Executive Independent Director under section 149, 150, 152 and

any other applicable provisions of the Companies Act, 2013 for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35<sup>th</sup> AGM.

- Approval for re-appointment of Mr. Sunil K. Munjal (DIN: 00003902), as a Non Executive Independent Director under section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35<sup>th</sup> AGM.
- Approval to increase in the borrowings limit to the extent of Rs. 5000 Crores (Rupees Five Thousand Crores Only) under Section 180(1)(c) of the Companies Act, 2013.
- Approval to create security on the assets of the Company to the extent of Rs. 5000 Crores (Rupees Five Thousand Crores Only) under Section 180(1)(a) of the Companies Act, 2013.

**AGM 2018**

- Approval for re-appointment of Mr. Ajay S. Shriram (DIN : 00027137), Chairman and Senior Managing Director under Sections 196, 197, 203, 188(1)(f) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of five years w.e.f. 01.11.2018.
- Approval for re-appointment of Mr. Vikram S. Shriram (DIN : 00027187), Vice Chairman and Managing Director under Sections 196, 197, 203, 188(1)(f) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of five years w.e.f. 01.11.2018.
- Approval for appointment of Mr. K.K. Sharma (DIN : 07951296) as Whole Time Director (EHS) under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of five years w.e.f. 20.11.2017.
- Approval for revision in the maximum limit of remuneration of Mr. Aditya A. Shriram, a relative of Chairman and Senior Managing Director, pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder.

**SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT**

- During the financial year 2020-21, no Special Resolution was passed through Postal Ballot.
- As on date, no Special Resolution is proposed to be conducted through Postal Ballot.

**(H) Means of Communication**

The Company interacts with its Investors through multiple forms of corporate and financial communications such as annual reports, result announcements and media releases. Quarterly results are usually published in English and Hindi daily newspapers, viz., Business Standard. These results are also made available on the website of the Company www.dcmshriram.com and also posted at the online portal

of NSE and BSE. The Company's website also displays official news releases and presentations made to the Institutional Investors or to the Analysts. The Company has interacted with analysts and investors during the year under review through VC and conference calls.

**(I) General Shareholders Information**

- (i) Next Annual General Meeting is proposed to be held on 20.07.2021 through video conferencing.
- (ii) Financial Year: 1<sup>st</sup> April to 31<sup>st</sup> March.
- (iii) Dividend: Dividend, if declared in the ensuing Annual General Meeting, will be paid within 30 days from the date of declaration to those Members whose names appear in the Register of Members on the date of book closure.
- (iv) Listing of Equity Shares and Stock Codes

The names of Stock Exchanges at which Company's Shares are listed, Symbol/Script Code and status of payment of listing fees are as under:

Name and Address of the Stock Exchange	Scrip Symbol/ Code	Status of fee paid
National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051	DCMSHRIRAM	Paid
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	523367	Paid

Under the depository system, the ISIN allotted to the Company's Equity Shares of face value of Rs.2/- each is INE499A01024.

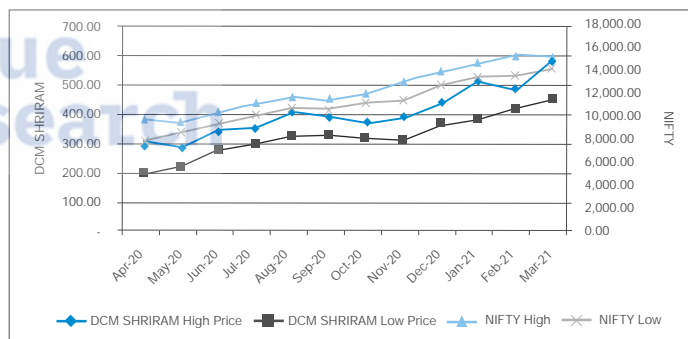
**(v) Listing of Commercial Papers**

During the year ended 31<sup>st</sup> March, 2021, the Company listed the following Commercial papers issued by it, in accordance with the SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated 22<sup>nd</sup> October, 2019.

Ref. No:	Date of Issue	Amount (Cr.)	ISIN	Maturity Date
1	21-Apr-20	1,000,000,000	INE499A14CD9	20-Jul-20
2	28-Apr-20	1,000,000,000	INE499A14CE7	27-Jul-20
3	28-May-20	500,000,000	INE499A14CF4	26-Aug-20
4	12-Jun-20	500,000,000	INE499A14CG2	10-Sep-20
5	13-Jul-20	500,000,000	INE499A14CH0	28-Sep-20
6	21-Aug-20	500,000,000	INE499A14CI8	19-Nov-20
7	22-Oct-20	500,000,000	INE499A14CJ6	21-Jan-21
8	12-Nov-20	500,000,000	INE499A14CK4	10-Feb-21
9	28-Dec-20	500,000,000	INE499A14CL2	26-Mar-21
10	18-Feb-21	500,000,000	INE499A14CM0	20-May-21

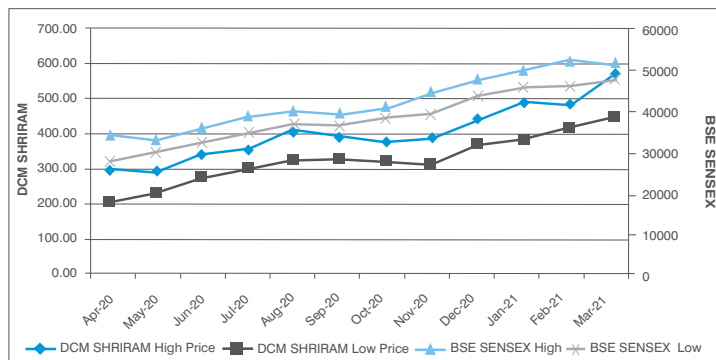
**(vi) Equity Share Price data for the year 2020-21  
Equity Share Price on NSE and NIFTY Index**

Month	DCM Shriram		NIFTY	
	High	Low	High	Low
Apr-20	298.00	204.00	9,889.05	8,055.80
May-20	290.05	229.05	9,598.85	8,806.75
Jun-20	345.00	281.00	10,553.15	9,544.35
Jul-20	354.90	303.30	11,341.40	10,299.60
Aug-20	408.95	328.10	11,794.25	10,882.25
Sep-20	394.50	328.65	11,618.10	10,790.20
Oct-20	375.20	323.10	12,025.45	11,347.05
Nov-20	392.25	315.10	13,145.85	11,557.40
Dec-20	445.10	370.15	14,024.85	12,962.80
Jan-21	515.55	385.05	14,753.55	13,596.75
Feb-21	485.95	420.45	15,431.75	13,661.75
Mar-21	577.95	452.95	15,336.30	14,264.40



**Equity Share Price on BSE and BSE SENSEX**

Month	DCM Shriram		BSE SENSEX	
	High	Low	High	Low
Apr-20	300.65	204.10	33,887.25	27,500.79
May-20	291.00	229.05	32,845.48	29,968.45
Jun-20	344.00	277.00	35,706.55	32,348.10
Jul-20	354.70	303.00	38,617.03	34,927.20
Aug-20	408.75	325.00	40,010.17	36,911.23
Sep-20	394.05	328.45	39,359.51	36,495.98
Oct-20	379.95	322.95	41,048.05	38,410.20
Nov-20	391.65	315.00	44,825.37	39,334.92
Dec-20	445.35	370.30	47,896.97	44,118.10
Jan-21	494.95	383.80	50,184.01	46,160.46
Feb-21	486.20	420.50	52,516.76	46,236.35
Mar-21	577.70	453.05	51,821.84	48,236.35



(vii) **Registrar and Share Transfer Agent:** M/s. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agent for shares of the Company - both in physical and electronic mode.

(viii) **Share Transfer System:** The Company's shares are traded in the Stock Exchanges compulsorily in DEMAT mode.

(ix) **Distribution of Shareholding as on 31.03.2021**

No. of Shares		Shareholders	
From	To	Number	% to total no. of Shareholders
1	500	3198982	88.9912
501	1000	1640744	5.3721
1001	2000	1658484	2.7828
2001	3000	956977	0.9358
3001	4000	660966	0.4605
4001	5000	528746	0.2793
5001	10000	1487706	0.5046
10001	50000	4233873	0.4973
50001	100000	1852266	0.0637
100001 and Above		139723552	0.1127
<b>Total</b>		<b>155942296</b>	<b>100.00</b>

(x) **Dematerialisation of Equity Shares and liquidity**

As on 31.03.2021, 98.62% of the total eligible Equity Shares were in dematerialized form and the balance 1.38% shares in physical form.

The Company has not issued any GDRs/ADRs/warrants or any convertible instruments, which are pending for conversion.

(xi) **Commodity price risk or foreign exchange risk and hedging activities**

The Company's operations are mainly in India and therefore rupee denominated, except the foreign currency denominated loans (Long Term and Short Term) and Imports of some raw materials, stores & spares and capital goods. These liabilities are mostly fully hedged against foreign currencies.

(xii) **Covid-19**

The impact of Covid-19 pandemic continued to be in force in the Country during current year also. The details of impact on operations of the Company and steps taken by the Company to mitigate the impact of Covid-19 are described in the Management Discussion and Analysis Report which forms part of this Annual Report and is provided in a separate section.

(xiii) **Plant Locations**

The Company's plants are located at Ajbapur, Rupapur, Hariawan, Loni (U.P.), Bharuch (Gujarat), Kota, Bhiwadi (Rajasthan), Hyderabad (Telangana) and Chennai (Tamil Nadu).

(xiv) **Address for Correspondence**

The Company's Registered Office is situated at 2<sup>nd</sup> Floor, (West Wing) Worldmark 1, Aerocity, New Delhi-110037

Correspondence by the shareholders should be addressed to:

(a) MCS Share Transfer Agent Limited  
F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I,  
New Delhi - 110020  
Tel. Nos. : 011-41406149 to 41406152  
Fax No. : 011-41709881  
E-mail : [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)/  
[admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)

(b) Exclusive E-mail for Investor Complaints (excluding Institutional Investors) : [shares@dcmshriram.com](mailto:shares@dcmshriram.com)

Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

(xv) **List of all credit ratings obtained:-**

Sr. No.	Particular	Rating
1.	Commercial Paper	A1+ (ICRA & CRISIL)
2.	Short Term	A1+ (ICRA)
3.	Long Term	AA (ICRA)
4.	Fixed Deposit	MAA + (ICRA)

(J) **Other disclosures**

- (i) There were no transactions of material nature with related parties during the year that had potential conflict with the interest of the Company at large.
- (ii) There were no instances of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital markets during the last three years.
- (iii) The Company has established a Vigil Mechanism/Whistle Blower Policy as per the requirement of the SEBI Listing Regulations, 2015 and the Companies Act, 2013. It is affirmed that no personnel was denied access to the Audit Committee.

- (iv) The Company is complying with all the mandatory requirements of SEBI Listing Regulations, 2015 as applicable.
- (v) The Company has formulated a Policy for determining 'Material' Subsidiaries, which is also available on the Company's website at the following web link:  
<https://www.dcmshriram.com/sites/default/files/MATERIAL%20SUBSIDIARY%20POLICY%20-%20FINAL.pdf>
- (vi) The Company has formulated a Policy on dealing with Related Party Transactions, which is also available on the Company's website at the following web link:  
[https://www.dcmshriram.com/sites/default/files/Related%20Party%20Transaction%20Policy%20-%20FINAL\\_0.pdf](https://www.dcmshriram.com/sites/default/files/Related%20Party%20Transaction%20Policy%20-%20FINAL_0.pdf)
- (vii) The Company has obtained a certificate from Mukta Kheterapal & Co., Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- (viii) The details of total fees for all services paid to the Statutory Auditors and its network firm/entity (registered with the ICAI as Chartered Accountant) during the year ended 31.03.2021 are as below:

Particulars	Amount (In Lakhs)
Statutory audit	135.00*
Tax audit	19.70
Limited reviews	58.00
Other certification services	50.41*
<b>Total</b>	<b>263.11</b>

\*includes fee related to a jointly controlled entity.

- (ix) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year	Number of Complaints disposed off during the Financial Year	Number of complaints pending as on end of the financial year
1	1	0

- (x) The Company is in compliance with Corporate Governance requirements as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI Listing Regulations, 2015.

**(K) Code of Conduct for Board Members & Senior Management Team**

In compliance to the provisions of SEBI Listing Regulations, 2015, the Board has laid down a Code of Conduct for all Board Members and Senior Management Team. A copy of the said Code of Conduct is available on the Company's website at the following web link:

<http://www.dcmshriram.com/code-of-conduct>

All Board Members and Senior Management Team have affirmed compliance of Code of Conduct as on 31.3.2021 and a declaration to that effect signed by Chairman & Senior Managing Director is attached and forms part of this report.

(AJAY S. SHRIRAM)

Place : New Delhi

Chairman & Sr. Managing Director

Date : 4.5.2021

DIN : 00027137

**Declaration regarding Compliance of Code of Conduct**

I, **Ajay S. Shriram, Chairman & Senior Managing Director and CEO of DCM Shriram Limited** hereby declare that all Board Members and Senior Management Team have affirmed compliance of the Code of Conduct for the year ended March 31, 2021.

Place : New Delhi

Date : 4.5.2021

(AJAY S. SHRIRAM)

Chairman & Sr. Managing Director

DIN : 00027137