



Date: March 20, 2019

The Corporate Relationship Department

**The BSE Limited**

P.J. Towers, Dalal Street

Mumbai - 400001

**Scrip Code: 500089**

**The Calcutta Stock Exchange Ltd.**

7 Lyons Range

Kolkata- 700001

**Scrip Code: 10013217**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor

Plot No. C/1, G Block, Bandra Kurla Complex

Bandra (E), Mumbai- 4000051

**Scrip Code: DICIND**

Dear Sir,

**Sub: Regulation 44 (1) of SEBI (LODR) 2015**

Pursuant to Regulation 44 (1) of Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations, 2015, Please find attached herewith the report of Scrutinizer on the 71<sup>st</sup> Annual General Meeting of DIC India Limited held at the Williamson Magor Hall in the premises of The Bengal Chamber of Commerce & Industry, Royal Exchange, No. 6, Netaji Subhas Road, Kolkata – 700 001 on Wednesday, March 20, 2019.

Thanking You,

Yours Truly,

**For DIC India Limited**

A handwritten signature in blue ink, appearing to be 'Raghav Shukla', written over a blue horizontal line.

**Raghav Shukla**

**General Manager- Legal & Company Secretary**

**M. No.: F5252**

**DIC INDIA LIMITED**

C-55, A&B, NOIDA – 201305 (UP)

Telephone : (0120) 4868500 Fax: (0120) 4868545

CIN No. L24223WB1947PLC015202 Website: dicindia ltd.co

Registered office: Transport Depot Road, Kolkata – 700 088

## **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20, and 21(1) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
**DIC India Limited**  
**(L24223WB1947PLC015202)**  
Transport Depot Road,  
Kolkata-700088

Sir,

1. I, Binita Pandey, Partner of M/s. T.Chatterjee & Associates, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed as a Scrutinizer by the Chairman of the 71st Annual General Meeting of DIC India Limited (the "Company") for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rules 20, and 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the notice dated 30<sup>th</sup> January, 2019 calling 71<sup>st</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, 20<sup>th</sup> March, 2019 at the Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, Royal Exchange, No. 6, Netaji Subhas Road, Kolkata- 700001.



2. After the declaration of voting by ballot by the Chairman, the ballot box kept for voting was locked in the presence of the members present with due identification mark placed by me.
3. The locked ballot box was subsequently opened in the presence of the following two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company.
  - a) Madhumita Khan :
  - b) CA. Surojit Banerjee :
4. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
6. The Company had also provided e-voting facility for its members as per the Provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from 17<sup>th</sup> March, 2019 (9:00 A.M) to 19<sup>th</sup> March, 2019 (5.00 P.M). The Board of Directors of DIC India Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot in respect of resolutions contained in the Notice calling 71<sup>st</sup> Annual General Meeting dated 30-01-2019.
7. The votes cast were unblocked on 20<sup>th</sup> March, 2019 at 01:00 p.m. in the presence of 2 witnesses, Madhumita Khan and CA. Surojit Banerjee who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.



8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by ballot at Annual General Meeting on the resolutions contained in the Notice dated 30<sup>th</sup> January, 2019 of the 71<sup>st</sup> Annual General Meeting (AGM) of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions passed by the members of the Company, as required by the Act.

9. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting and on e-voting on the resolutions contained in the Notice of the 71<sup>st</sup> Annual General Meeting (AGM) dated 30<sup>th</sup> January, 2019.

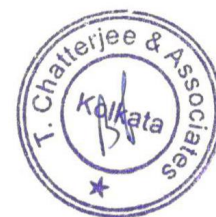
<b>Date of the AGM</b>	<b>20-03-2019</b>
<b>Total number of shareholders on record date</b>	<b>7469</b>
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	<b>62</b> <b>1</b> <b>61</b>
<b>No. of Shareholders attended the meeting through video Conferencing:</b> Promoters and Promoter Group Public	<b>NA</b>



**Item No. 1: Adoption of Accounts for the financial year ended 31<sup>st</sup> December, 2018 (Ordinary Business)**

**"RESOLVED THAT** the Balance Sheet as at December 31, 2018, and the Profit and Loss Account for the year ended on that date together with the Report of the Auditors and the Directors thereon be and are hereby received, approved and adopted."

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6586077	6586077	100	6586077	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>6586077</b>	<b>6586077</b>	<b>100</b>	<b>6586077</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institution	E-Voting	419	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>419</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	2592481	534835	20.63	3435	531100	0.64	99.24
	Poll		343	0.01	343	0	0.06	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>535178</b>	<b>20.64</b>	<b>3778</b>	<b>531100</b>	<b>0.71</b>	<b>99.24</b>
		<b>9178977</b>	<b>7121255</b>	<b>77.58</b>	<b>6589855</b>	<b>531100</b>	<b>92.54</b>	<b>7.46</b>



**Item No. 2: To appoint director in place of Mr. Ho Yeu Guan (DIN: 08066136) (Ordinary Business)**

"RESOLVED THAT Mr Ho Yeu Guan (DIN: 08066136) retiring by rotation under Article 115 of the Articles of Association of the Company, be and is hereby re-appointed a Director of the Company."

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6586077	6586077	100	6586077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>6586077</b>	<b>6586077</b>	<b>100</b>	<b>6586077</b>	<b>0</b>	<b>100</b>
Public-Institution	E-Voting	419	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>419</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	2592481	534813	20.63	513	534300	0.10	99.84
	Poll		343	0.01	343	0	0.06	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2592481</b>	<b>535156</b>	<b>20.64</b>	<b>856</b>	<b>534300</b>	<b>0.16</b>
		<b>9178977</b>	<b>7121233</b>	<b>77.58</b>	<b>6586933</b>	<b>534300</b>	<b>92.50</b>	<b>7.50</b>



**Item No. 3: Appointment of Mr. Manish Bhatia (DIN: 08310936) as Director of the Company (Special Business)**

**RESOLVED THAT** Pursuant to the provisions of Section 149, 152 and other applicable Provisions of the Companies Act, 2013, as amended from time to time, and Regulation 17 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Manish Bhatia (DIN : 08310936) who was appointed as an Additional Director of the Company with effect from January 30, 2019 and who, in terms of Section 161 of the Companies Act, 2013, holds office of directorship up to the date of the 71<sup>st</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company, not liable to retirement by rotation.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6586077	6586077	100	6586077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>6586077</b>	<b>6586077</b>	<b>100</b>	<b>6586077</b>	<b>0</b>	<b>100</b>
Public-Institution	E-Voting	419	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>419</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	2592481	534813	20.63	513	534300	0.10	99.84
	Poll		343	0.01	343	0	0.06	0.00
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2592481</b>	<b>535156</b>	<b>20.64</b>	<b>856</b>	<b>534300</b>	<b>0.16</b>
		<b>9178977</b>	<b>7121233</b>	<b>77.58</b>	<b>6586933</b>	<b>534300</b>	<b>92.50</b>	<b>7.50</b>



**Item No. 4: To Appoint Mr. Manish Bhatia (DIN : 08310936) as Managing Director and Chief Executive Officer of the Company (Special Business)**

"RESOLVED THAT, pursuant to the provisions of Section 196,197 and 203 read with Schedule V of the Companies Act, 2013 including any statutory modifications(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, Articles of Association of the Company , and such other consents. and permissions as may be necessary and subject to such modification and variation as may be approved and acceptable to the appointee, the consent of the Members be and is hereby accorded for the appointment of Mr. Manish Bhatia (DIN : 08310936) as Managing Director & Chief Executive Officer of the Company for a period of 3 years commencing from January 30, 2019 till January 29,2022 and payment of remuneration for the aforesaid period on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which terms shall include the Human Resources , Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re- appointment and / or remuneration as it may deem fit;

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6586077	6586077	100	6586077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>6586077</b>	<b>6586077</b>	<b>100</b>	<b>6586077</b>	<b>0</b>	<b>100</b>
Public-Institution	E-Voting	419	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>419</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	2592481	534802	20.63	502	534300	0.09	99.84
	Poll		343	0.01	343	0	0.06	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2592481</b>	<b>535145</b>	<b>20.64</b>	<b>845</b>	<b>534300</b>	<b>0.16</b>
		<b>9178977</b>	<b>7121222</b>	<b>77.58</b>	<b>6586922</b>	<b>534300</b>	<b>92.50</b>	<b>7.50</b>



**Item No. 5: Remuneration of Cost Auditor (Special Business)**

“RESOLVED THAT, pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder , as amended from time to time , the remuneration payable to M/s Sinha Chaudhuri & Associates (Firm Registration No. 000057) appointed as the Cost Auditors of the Company , to conduct the audit of the cost records of the notified products of the Company for the year ending on December 31, 2019, amounting to Rs. 30,000/-, exclusive of applicable tax and out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

“FURTHER RESOLVED THAT , the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolution Required:					Ordinary Resolution				
Whether promoter/promoter group are interested in the resolution					No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	6586077	6586077	100	6586077	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	<b>Total</b>		<b>6586077</b>	<b>6586077</b>	<b>100</b>	<b>6586077</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institution	E-Voting	419	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	<b>Total</b>		<b>419</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	2592481	534835	20.63	3735	531100	0.70	99.24	
	Poll		343	0.01	343	0	0.06	0	
	Postal Ballot		0	0	0	0	0	0	
	<b>Total</b>		<b>2592481</b>	<b>535178</b>	<b>20.64</b>	<b>4078</b>	<b>531100</b>	<b>0.76</b>	<b>99.24</b>
			<b>9178977</b>	<b>7121255</b>	<b>77.58</b>	<b>6590155</b>	<b>531100</b>	<b>92.54</b>	<b>7.46</b>



**Total Number of Ballot Forms Rejected**

Number of Ballots rejected	NIL
Number of shares held	-

6. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is submitted with the report.
7. The Ballots and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,  
Yours faithfully  
**M/s. T. Chatterjee & Associates**  
**Practicing Company Secretaries Firm**  
**(FRN No. P2007WB067100)**



**Binita Pandey- Partner**  
**Practicing Company Secretary**  
**Membership No: A41594**  
**Certificate of Practice: 19730**

Place: Kolkata  
Date: 20-03-2019