



## NOTICE OF POSTAL BALLOT

[Pursuant to section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

<b>E-Voting Starts on 05<sup>th</sup> September,2023 (Tuesday)</b>	<b>E-Voting Ends on 04<sup>th</sup> October,2023 (Wednesday)</b>
9:00 Hours (IST) on 05 <sup>th</sup> September,2023	17:00 Hours (IST) on 04 <sup>th</sup> October,2023

Dear Members,

**Notice** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulation, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard-2 on General Meetings issued by the Companies Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circulars dated April 8, 2020, April 13,2020, June 15,2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, and December 28, 2022( collectively referred to as (**'MCA Circular'**), to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot only by voting through electronic means( remote e-voting).

In compliance with aforesaid MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by DIC India Limited (**'the Company'**) only through electronic mode to those Members whose email address are registered with the Company/ Registrar and Transfer Agent (**'RTA'**)/Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelop are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provision of Section 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its member, to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The communication of the assent or dissent of the members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its members.

The Explanatory Statement pursuant to Section 102 and 110 and other applicable provision of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof are annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **17:00 Hours (IST) on Wednesday, 04<sup>th</sup> October 2023**. The Remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

DIC INDIA LIMITED  
Fusion square, 5<sup>th</sup> Floor, 5A & 5B, Sector-126, Noida – 201303  
Telephone: (0120) 6361414  
CIN No. L24223WB1947PLC015202 Website: www.dicindia ltd.co  
Registered office: Transport Depot Road, Kolkata – 700 088

The Board of Director of Company at its meeting held on August 04, 2023, appointed Ms. Binita Pandey (Membership No. A41594, CP No. 19730), Practicing Company Secretary, Partner of M/s T. Chatterjee & Associates, Company Secretaries, FRN: P2007WB067100 as the Scrutinizer to conduct the Postal Ballot and e-voting process.

After completion of scrutiny of the vote cast, the Scrutinizer will submit her report to the chairman or any other person authorized by him. The result declared, along with the Scrutinizer's Report, shall be announced by the Chairman or such person as authorized, within the stipulated timelines. The Scrutinizer's decision on the validity of vote cast will be final.

The said result will be displayed on the website of the Company at <http://www.dicindia ltd.co/>, the website of the NSDL at [www.evoting.nSDL.com](http://www.evoting.nSDL.com) and shall also be communicated to the Stock Exchanges where the Company shares are listed viz Bombay Stock Exchange, National Stock Exchange and Calcutta Stock Exchange. The result shall also be displayed on the Notice Board at the Registered office of the Company.

## **SPECIAL BUSINESS**

### **ITEM NO. 01**

#### **RE-APPOINTMENT OF MR. RAJEEV ANAND (DIN:02519876) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Anand (DIN: 02519876), who was appointed as an Independent Director of the Company on 6<sup>th</sup> November, 2020 for a term of three years and whose present term would expire on 5th November, 2023 and who qualifies for re-appointment as an Independent Director and who has submitted the declarations as provided in the Section 149(6) and (7) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a further period of three years and upto April 30, 2027 with effect from 6th November, 2023 (both day inclusive)."

### **ITEM NO. 02**

#### **RE-APPOINTMENT OF MR. PRABAL KUMAR SARKAR (DIN:03124712) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prabal Kumar Sarkar (DIN: 03124712), who was appointed as an Independent Director of the Company on 6<sup>th</sup> November, 2020 for a term of three years and whose present term would expire on 5th November, 2023 and who qualifies for re-appointment as an Independent Director and who has submitted the declarations as provided in the Section 149(6) and (7) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, ,

not liable to retire by rotation, for a further period of three years and upto April 30, 2027 with effect from 6th November, 2023 (both day inclusive).”

**ITEM NO. 03**

**RE-APPOINTMENT OF MS. PRITHA DUTT (DIN:02910608) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Pritha Dutt (DIN: 02910608), who was appointed as an Independent Director of the Company on 6<sup>th</sup> November,2020 for a term of three years and whose present term would expire on 5th November, 2023 and who qualifies for re-appointment as an Independent Director and who has submitted the declarations as provided in the Section 149(6) and (7) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing her candidature for the office of director, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a further period of three years and upto 30<sup>th</sup> April,2027 with effect from 6th November, 2023 (both day inclusive).

Date: 04-08-2023

By order of the Board of Directors  
for DIC India Limited

Raghav Shukla  
M.No. F5252  
General Manager- Legal & Company Secretary

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act,2013(**'the Act'**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rule ,2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reason thereof is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those members whose names appear in the Register of Members/List of Beneficial Owners as received from **C.B Management Services Private Limited , P22, Bondel Road, Kolkata700019** the Company's Registrar and Transfer Agent (**'RTA'**)/ Depository Participants ( in case of electronic shareholding) or who will register their email address in accordance with the process outlines in this Notice. In line with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The voting rights of the Members shall be in in proportion to their share of the paid-up equity capital of the Company as on the Cut-off date i.e **25<sup>th</sup> August,2023**
3. The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The instruction for remote e-voting is mentioned in Note No. 15 (3) of this Notice. A Member shall only avail this facility as per instruction provided herein.
4. Only those members whose names appear in the Register of members. /List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only.

It is however clarified that, all members of the Company as on the Cut-off date (including those Members who may not have received this Notice due non-registration of their email address with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

5. Members holding shares in physical mode and who have not updated their email address with the Company are requested to update their email addresses by writing to the CB Management Services Private Limited ("RTA") at [rt@cbmsl.com](mailto:rt@cbmsl.com). Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
6. In compliance with the provisions of the Act and rules made thereunder and the Listing regulations, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide an e-voting facility to its members.
7. The remote e-voting shall commence at **9:00 Hours (IST) on Tuesday, 5<sup>th</sup> September 2023** and shall end on **17:00 Hours (IST) on Wednesday, 04th October 2023**. During this period, members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. A copy of this Postal Ballot Notice is also available on the website of the Company [www.dicindia ltd.co.in](http://www.dicindia ltd.co.in) the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), on which the shares of the Company are listed and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com).

9. The voting for this Postal Ballot cannot be exercised through proxy.
10. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e 17:00 Hours (IST) on Wednesday, 04<sup>th</sup> October,2023. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they were passed at a General Meeting of the Members.
11. The documents referred to in the Explanatory Statement shall be available for inspection in physical or in electronic form and members can inspect the same by sending an email to [investors@dic.co.in](mailto:investors@dic.co.in).
12. In case of any query/grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Download section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact: Mr. Raghav Shukla, Corp. GM-Legal & Company Secretary by email at [raghav.shukla@dic.co.in](mailto:raghav.shukla@dic.co.in)
13. The Scrutinizer will, after completion of the scrutiny of the Postal Ballots, prepare a Scrutinizer's Report of the total votes cast in favor or against the proposed resolutions and submit the same with the Chairman or any person authorized by him in writing, who shall countersign the same.
14. The result of the voting by Postal Ballot will be announced on or before Friday, 06<sup>th</sup> October,2023. The result along with the Scrutinizer's Report shall be displayed on the notice board at the registered Office the Company and shall also be placed on the Company's website [www.dic.co.in](http://www.dic.co.in) and on the website of National Securities Depository Limited (NSDL) [www.evotingnsdl.com](http://www.evotingnsdl.com) for the information of the members, immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The Company shall simultaneously intimate the result to National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange (CSE), where the shares of the Company are listed.

## 15. Process for registration of email addresses:

### 1. Process for registration of email addresses:

**Onetime registration of email address with RTA for receiving the Notice and casting votes electronically:** As part of Company's green initiative and to facilitate Members to receive this Notice and cast their vote electronically, the Company has made special arrangements with RTA for registration of email addresses in terms of the MCA Circulars. Eligible Members who have not registered their email addresses with the Company / Depository Participants ('DP') are required to provide the same to the RTA, on or before Friday, 29<sup>th</sup> September,2023 pursuant to which, any Member may receive on the email address provided, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting. The process for registration of email address is as under:

- a) Visit the link: <https://cbmsl.com/>
- b) Select the name of the Company from the dropdown list: DIC India Limited.
- c) Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and email address.

Members holding shares in physical form are additionally required to enter one of their share certificate numbers and upload a self-attested copy of the PAN Card and address proof viz. Aadhaar Card or Passport and front and backside of their share certificate.

- d) The system will send OTP on the Mobile no. and email address.
- e) Enter OTP received on Mobile no. and email address.
- f) The system will then confirm the email address for the limited purpose of service of Notice.

After successful submission of the email address, NSDL will email a copy of this Notice along with the e-voting user ID and password.

2. Once the vote on a Resolution is cast by the Member the Member, shall not be allowed to change it subsequently.

3. **The instructions for remote e-voting by Members are as under:**

The way to vote electronically on NSDL e-voting system consists of ‘Two Steps’ which are mentioned below:

**Step 1: Access to NSDL e-Voting System.**

**A) Login method for remote e-voting for individual Shareholders/Members holding securities in demat mode**

In terms of the Circular issued by SEBI dated December 9, 2020 on ‘e-voting facility provided by Listed Companies’, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email address in their demat accounts in order to access remote e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A) Existing <b>IDeAS</b> users can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the ‘<b>Beneficial Owner</b>’ icon under ‘Login’ which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on ‘<b>Access to e-Voting</b>’ under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider <b>i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>B) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select ‘<b>Register Online for IDeAS Portal</b>’ or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>C) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon ‘<b>Login</b>’ which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or e-</p>

	<b>Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')	<p>A) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>B) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>C) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</p> <p>D) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email address as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- i) 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.
- ii) Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv) Your User ID details are given below:

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 123449 then userID is 123449001***

- v) Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open



the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vi) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
- viii) Now, you will have to click on 'Login' button.
- ix) After you click on the 'Login' button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system. How to

### cast your vote electronically on NSDL e-Voting system?

- A. After successful login at Step 1, you will be able to see the Home Page of e-voting. **Click on e voting. Then click on Active Voting Cycles.**
- B. After clicking on Active voting cycle, you will be able to see all the Companies '**EVEN**' in which you are holding shares and whose voting cycle is in active status.
- C. Select 'Even' of DIC India Limited.
- D. Cast your vote by selecting appropriate options i.e. Assent or Dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- E. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [csbinita.tca@gmail.com](mailto:csbinita.tca@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **4. Other Instructions :**

- a. The e-voting period commences from 9:00 Hours (IST) on Tuesday, 5<sup>th</sup> September 2023 and ends at 17:00 Hours (IST) on Wednesday, 04<sup>th</sup> October 2023.
- b. During this period, members holding shares either in physical form or in dematerialized form, as on Friday, 25<sup>th</sup> August, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- c. The Scrutinizer will, after completion of the scrutiny of the Postal Ballots, both physical and through e-voting, prepare a Scrutinizer's Report of the total votes cast in favour or against the proposed resolutions and submit the same with the Chairman or any person authorized by him in writing, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- d. The result of the voting by Postal Ballot will be announced on or before 17.00 Hours (IST), Friday, 06<sup>th</sup> October, 2023. The result along with the Scrutinizer's Report shall be displayed on the notice board at the registered office and the Corporate Office of the Company and shall also be posted on the Company's website <http://www.dicindia ltd.co/> and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsd.com](http://www.evoting.nsd.com) for the information of the members, immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The Company shall simultaneously intimate the result to National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange (CSE), where the shares of the Company are listed.

**By order of the Board of Directors  
For DIC India Limited**

**Raghav Shukla  
M.No.F5252  
General Manager-Legal and Company  
Secretary**

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **ITEM NO-01**

Mr. Rajeev Anand (DIN: 02519876) is currently an Independent Director of the Company. Mr. Anand was appointed as an Independent Director of the Company by the Members on November 06, 2020 for a period of 3 (three) consecutive years commencing from November 06, 2020 upto November 05, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 04, 2023, proposed the re-appointment of Mr. Anand as an Independent Director of the Company for a further period of three years and upto April 30, 2027 with effect from 6th November, 2023 (both day inclusive).", not liable to retire by rotation, for the approval of the members by way of a Special Resolution.

Mr. Anand is a strategic-minded business veteran with almost four decades of industry experience. He has a strong commercial acumen coupled with manufacturing and operational experience. He is a well-rounded P&L leader and has spent the last decade (11+ years) as Chairman and Managing Director of Goodyear India and Goodyear South Asia Tires Pvt Ltd. He is currently engaged in the multiple Indian Company as Senior Advisor on the Board and advising the management on Strategy, Governance and providing mentoring/ coaching to the leadership teams.

In the opinion of the Board, Mr. Anand fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Director is uploaded on the website of the Company at <https://www.dic.co.in/> and would also be made available for inspection to the Members of the Company upto Wednesday, 04th October, 2023, by sending a request from their registered email address to the Company at [raghav.shukla@dic.co.in](mailto:raghav.shukla@dic.co.in) along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Anand as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Anand and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying notice.

### **ITEM NO-02**

Mr. Prabal Kumar Sarkar (DIN: 03124712) is currently an Independent Director of the Company. Mr. Sarkar was appointed as an Independent Director of the Company by the Members on November 06, 2020, for a period of 3 (three) consecutive years commencing from November 06, 2020 upto November 05, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 04, 2023, proposed the re-appointment of Mr. Sarkar as an Independent Director of the Company for a further period of three years and upto April 30, 2027 with effect from 6th November, 2023 (both day inclusive), not liable to retire by rotation, for the approval of the members by way of a Special Resolution.

Mr. Sarkar is a Chartered Accountant and a retired partner of the firms Price Waterhouse and Lovelock & Lewes. He graduated from St. Xavier's College, Kolkata, in 1977 and completed Chartered Accountancy from the Institute of Chartered Accountants of India, New Delhi, in 1984. In 1984, He joined the Assurance practice of Lovelock & Lewes, a member firm of Coopers & Lybrand and was made a partner in 1995. Post-merger of Price Waterhouse and Coopers & Lybrand, Prabal was made an Assurance partner and headed the GRMS (Global Risk Management Solutions) practice in the East. He has vast experience in various industries which includes consumer products like cement, paints, tyres, tea, utilities including electricity generation, power supply, solar power generation and industrial products. He currently holds the position of directorship in Merino Industries Limited.

In the opinion of the Board, Mr. Sarkar fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Director is uploaded on the website of the Company at <https://www.dic.co.in/> and would also be made available for inspection to the Members of the Company upto Wednesday, 04<sup>th</sup> October, 2023, by sending a request from their registered email address to the Company at [raghav.shukla@dic.co.in](mailto:raghav.shukla@dic.co.in) along with their Name, DP ID & Client ID/Folio No

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Sarkar as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 02 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Sarkar and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying notice.

### **ITEM NO-03**

Ms. Pritha Dutt (DIN: [02910608](#)) is currently an Independent Director of the Company. Ms. Dutt was appointed as an Independent Director of the Company by the Members on November 06, 2020, for a period of 3 (three) consecutive years commencing from November 06, 2020 upto November 05, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 04, 2023, proposed the re-appointment of Ms. Dutt as an Independent Director of the Company for a further period of three years and upto April 30, 2027 with effect from 6th November, 2023 (both days inclusive), not liable to retire by rotation, for the approval of the members by way of a special resolution.

Ms. Dutt is as a is an HR & Development Sector Professional with over three decades of experience with both Corporate and Government organizations and Social Enterprises. She has nearly twenty years' experience in the development sector post Corporate HR experience of sixteen years. She is a founder of MERABIZNET and currently chairperson, centre for Gender Equality and Inclusive Leadership (CGEIL) and director of Empower Pragati on NSDC Company. She has previously held positions as Project Director, Asia Pacific (HR) with ICI Inc, Group Management Development Head with BHARTI AIRTEL, and GM –HR with EIH Hotels and CEO of Empower Foundation. She is a Honors Diploma in IR & Personnel Management, XLRI, Jamshedpur (85-87), MA (Development Studies) 2013, IGNOU, Certificate Summer School, Cambridge University (2015) Ms. Dutt is Visiting Faculty since 1992 with MBA Institutes of repute, which includes IMT Ghaziabad; Oberoi Centre of Learning & Development; MDI (Gurgaon); IIM Bangalore and IIM Visakhapatnam.

In the opinion of the Board, Ms. Dutt fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.dic.co.in/> and would also be made available for inspection to the Members of the Company upto Wednesday, 04<sup>th</sup> October, 2023, by sending a request from their registered email address to the Company at [raghav.shukla@dic.co.in](mailto:raghav.shukla@dic.co.in) along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Ms. Dutt as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 03 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Ms. Dutt and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying notice.

By Order of the Board of Directors  
For **DIC India Limited**

Raghav Shukla  
M.No. F5252  
GM-Legal & Company Secretary