



**DECLARATION OF RESULTS OF VOTING
CONDUCTED BY POSTAL BALLOT IN TERMS
OF THE NOTICE DATED 21st APRIL 2015**

Pursuant to of Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Members of the Company was sought by means of Postal Ballot vide Notice dated 21st April 2015 for the purpose of appointment of Mr. Shailendra Hari Singh as Managing Director and Chief Executive Officer.

The last date for casting of vote through electronic mode and to receive the Postal Ballot Forms, duly completed and signed by the members was 24th June 2015.

Based on the report dated 25th June 2015 of Mr. Tarun Chatterjee of M/s. T. Chatterjee & Associates, Practising Company Secretaries, 152 S P Mukherjee Road, Kolkata – 700026, the Scrutinizer appointed for the Postal Ballot process, the result of the aforesaid Postal Ballot in respect of the said Special Resolutions is as under:

Special Resolution for appointment of Mr. Shailendra Hari Singh as Managing Director and Chief Executive Officer

Summary of the Postal Ballot votes casted

Sl. No	Particulars	E-voting	Ballot Valid Votes	Total
1.	Number of Shareholders voted	44	78	122
2.	Number of shares held	6601471	14643	6616114
3.	Number of voters voted in favour of the Resolution	38	69	107
4.	Number of voters voted against the Resolution	6	9	15
5.	Number of votes in favour of the Resolution	6599271	13423	6612694
6.	Percentage of votes in favour of the Resolution	99.97	91.67	99.95
7.	Number of votes against the Resolution	2200	1220	3420
8.	Percentage of votes against the Resolution	0.03	8.33	0.05

Special Resolution as set out in the Notice dated 21st April 2015 was accordingly carried out by requisite majority.

Date: 26.06.2015
Place: Kolkata

By Order of the Board
For DIC India Limited
Sd/-
Banibrata DeSarkar
Company Secretary

DIC INDIA LIMITED

Corporate Identity Number (CIN) No. L24223WB1947PLC015202
Transport Depot Road, Kolkata - 700 088, West Bengal, India
Telephone : (033) 2449 6591-96, 2449 3984/85
Fax : (033) 2448-9039, 2449-2311 / 0433 / 8650
E-mail ID : dic.custcare@dic.co.in Website : www.dicindia.com



DIC INDIA LIMITED

(Scrip Code : BSE : 500089 NSE : DICIND CSE: 10013217)

**Disclosure of voting results by listed entities in terms of
Clause 35A of the Listing Agreement**

Date of declaration of the Postal Ballot Result	:	26th June,2015
Total number of shareholders on Cut-off date (Record date) (15th May,2015)	:	7504
No.of Shareholders present in the meeting either in person or through proxy:		Not Applicable
Promoters and Promoter Group	:	
Public	:	
No.of Shareholders attended the meeting through Video Conferencing	:	Not Applicable
Promoters and Promoter Group	:	Nil
Public	:	Nil

Agenda -wise details:

Resolution required: Special Resolution

In case of Poll/Postal ballot/E-voting

The mode of voting for the resolution was e-voting and physical voting conducted through Postal Ballot Form

Resolution No 1: - Special Resolution for appointment of Mr. Shailendra Hari Singh (DIN: 07147117) as Managing Director & Chief Executive Officer

Promoter/ Public	No.of shares held	No.of Votes Polled	% of Votes Polled on outstanding shares	No.of Votes in favour	No.of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	3= (2)/(1)*100	(4)	(5)	6= (4)/(2)*100	7= (5)/(2)*100
Promoter and Promoter Group	6586077	6586077	100.00	6586077	0	100.00	0.00
Public - Institutional holders	6555	0	0.00	0	0	0.00	0.00
Public -Others	2586345	30037	1.16	26617	3420	88.61	11.39
TOTAL	9178977	6616114	72.08	6612694	3420	99.95	0.05

Note : The above resolution was passed with requisite majority

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SCRUTINIZER'S REPORT

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Board of Directors
DIC India Limited
Transport Depot Road
Kolkata 700088

Sir,

1. I, Tarun Chatterjee, a Company Secretary in whole time practice, have been appointed by the Board of Directors of DIC India Limited (the Company), as a Scrutinizer for the purpose of Scrutinizing Postal Ballot voting including voting by electronic means (e-voting) in respect of the passing of the Special resolution proposed in the Postal Ballot Notice dated 21st April, 2015 as per the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
2. On the basis of the Register of Members/List of beneficial owners as received from the Depository Participants as on Friday 15th May, 2015 i.e. Record date (cut-off date) fixed for the purpose, the Company completed the dispatch of the Postal Ballot Notice to all the Members by the prescribed mode as specified under the Rules.
3. In terms of the aforesaid Notice and as per the Provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, e-voting remained open from 26th May, 2015 (9:00 A.M) to 24th June, 2015 (5.00 P.M).



4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to postal ballot voting including voting by electronic means, on the resolutions proposed in the Postal Ballot Notice. My responsibility as a Scrutinizer for the Postal Ballot process, I have submitted a Scrutinizer's report of the votes casted "in favour" or "against" the resolution as stated, based on the report generated from e-voting system of National Securities Depository Limited (NSDL) and scrutiny of the postal ballots received till the time fixed for closing of the voting processes i.e. till Wednesday 24th June, 2015 (5:00 P.M).
5. Further to the above, I do hereby submit the Consolidated Report of vote casted through Postal Ballots as well as on e-voting on the resolution contained in the Postal Ballot Notice of the Company :-

Item No. 1: Appointment of Mr. Shailendra Hari Singh as Managing Director and Chief Executive Officer.

Special Resolution:

" RESOLVED THAT Mr. Shailendra Hari Singh (DIN: 07147117), appointed as an Additional Director of the Company with effect from 23rd March 2015, in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, subject to the approval of the Central Government, and in respect of whom the Company has received a Notice in writing from a member signifying his intention to propose Mr. Shailendra Hari Singh as a candidate for the office of Director, be and is hereby appointed as a Director of the Company" .

" RESOLVED FURTHER THAT pursuant to the provisions of Sections 152, 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee in its meeting dated 4th February 2015 and approved by the Board in its Meeting held on 23rd March 2015 and subject to the approval of the Central Government, consent of the Members be and is hereby accorded to the appointment of Mr. Shailendra Hari Singh as Managing Director & Chief Executive Officer for a period of 5 years commencing from 23rd March 2015 till 22nd March 2020 on the terms and conditions, including remuneration, as given in the Notice dated 21st April, 2015".



The Results of voting conducted are as under:

	E-voting	Ballot Valid votes	Total
Number of Shareholders voted	44	78	122
Number of shares held	6601471	14643	6616114
Number of voters voted in favour of the Resolution	38	69	107
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Number of votes in favour of the Resolution	6599271	13423	6612694
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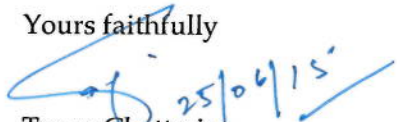
Total Number of Ballot Forms Rejected

Number of Ballot Paper rejected	9
Number of shares held	631
Reason of rejection	<ul style="list-style-type: none">• Vote not marked• Signature did not match• Postal ballot papers not signed.

6. The Postal Ballot papers 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


Tarun Chatterjee
Practicing Company Secretary
Membership No.17195

Place: Kolkata

Date: 25-06-2015

