



DIC INDIA LIMITED

C-55, A&B, NOIDA – 201305 (UP)
Telephone : (0120) 4868500 Fax: (0120) 4868545
CIN No: L24223WB1947PLC015202 Website: www.dicindia ltd.co
Registered office: Transport Depot Road, Kolkata – 700 088

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 (1) (b) of the Companies Act, 2013, as amended (“**Act**”) and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**Rules**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), to pass the following Resolution(s) by way of Postal Ballot and /or through electronic means (“e-voting”). The Explanatory Statement pursuant to Section 102 of the Act relating to the Resolutions is annexed.

The Board of Directors of your Company at its meeting held on April 26, 2019, 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.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 17.00 Hours (IST) on Saturday, June 29, 2019. Postal Ballot Forms received after 17.00 Hours (IST) on Saturday, June 29, 2019 will not be considered and shall be rejected.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is also offering the facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

Based on the Scrutinizer’s Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on or before 17.00 Hours (IST) on Monday, July 1, 2019 at the registered office of the Company. Such Results, alongwith the Scrutinizer’s Report, will be available on the Company’s website <http://www.dicindia ltd.co/> and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/> and will be forwarded to the Stock Exchanges where the Company’s shares are listed.

SPECIAL BUSINESS

ITEM NO. 01

APPOINTMENT OF MR. TAISHI NOJIMA (DIN: 08401012) AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, Articles of Association and Regulation 17 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Taishi Nojima (DIN: 08401012) who was appointed as an Additional Director of the Company with effect from April 26, 2019 and who, in terms of Section 161 of the Companies Act, 2013, holds office of directorship upto the date of ensuring 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 a Director of the Company, and who is not liable to retire by rotation.”

ITEM NO. 02

APPOINTMENT OF MR. TAISHI NOJIMA (DIN: 08401012) AS WHOLE TIME 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** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013, or any amendment thereto or modification thereof for the time being in force and as may be enacted hereinafter, Articles of Association of the Company, subject to central government approval and subject to such modification and variation as may be approved and acceptable to the appointee, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Taishi Nojima (DIN: 08401012) as Whole time Director of the Company for a period of 32 months commencing from April 26, 2019 till December 25, 2021, 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 term shall include the Human Resources, Nomination and Remuneration Committee of the Board to alter and vary the terms and conditions of the said 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.”

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

Sd/-

Raghav Shukla

(Membership No. F5252)

GM-Legal & Company Secretary

Place: Kolkata

Date: April 26, 2019

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice also will be available on the Company’s website, <http://www.dicindialtd.co/> and on the website of National Securities Depository Limited (“NSDL”), <https://www.evoting.nsdl.com/>.
3. Voting rights are reckoned on the paid-up value of Equity Shares registered in the register of the Members on Friday, May 24, 2019 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case, any Member cast his votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by the requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, June 29, 2019.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 17.00 Hours (IST) on Saturday, June 29, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered/speed post or deposited personally at the address given on the self-addressed Business Reply Envelope at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 17.00 Hours (IST) on Saturday, June 29, 2019, will not be considered and shall be rejected. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member; and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote; and/or (v) the details provided in the form are incomplete or incorrect.
9. 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 or contact: Mr. Raghav Shukla, GM-Legal & Company Secretary at telephone No. 0120-4868589 or by email at raghav.shukla@dic.co.in.
10. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company’s website <http://www.dicindialtd.co/> and send the duly completed and signed Postal Ballot Form to Ms. Binita Pandey (Unit: DIC India Limited) C/o. C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019, so as to reach on or before 17.00 Hours (IST) on Saturday, June 29, 2019.
11. In case, a Member is desirous of obtaining a duplicate Postal Ballot Form, the Member may write to the Company at its registered office or its Registrar and Share Transfer Agents, C. B. Management Services Private Limited, P - 22, Bondel Road, Kolkata – 700019. The duplicate Postal Ballot Form may also be downloaded from the Company’s website <http://www.dicindialtd.co/>. However, the duly completed and signed Duplicate Postal Ballot Form should reach the Scrutinizer on or before 17.00 Hours (IST) on Saturday, June 29, 2019.
12. The documents referred to in the Explanatory Statement shall be available for inspection in physical or in electronic form at the registered office of the Company on any working day between 11.00 Hours (IST) and 13.00 Hours (IST) till Saturday, June 29, 2019.
13. The details of the process and manner for remote e-voting are explained herein below:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 are mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.
4. Your User ID details are given below:

Manner of holding Shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****
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*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
- 6) 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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, **click on Agree** to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you **click on the "Login" button**, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. After click on Active Voting Cycles, you will be able to see all the companies **"EVEN"** in which you are holding shares and whose voting cycle is in active status.
3. **Select "EVEN" of DIC India Limited.**
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 pandey.tca@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) 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 to reset the password.
- c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

14. Other Instructions :

- a) The e-voting period commences from 9.00 Hours (IST) on Friday, May 31, 2019 and ends at 17.00 Hours (IST) on Saturday, June 29, 2019.

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, May 24, 2019 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.
- b) 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.
- c) The result of the voting by Postal Ballot will be announced on or before 17.00 Hours (IST) Monday, the July 1, 2019. 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 placed on the Company's website <http://www.dicindia.co> and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com for the information of the Members, immediately after the declaration of the result by the Chairman or any person authorised 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.

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

Item No. 1 & 2

Mr. Taishi Nojima, born on January 20, 1965, completed his Bachelor Degree in Commerce from WASEDA University, Tokyo, Japan. Prior to Joining DIC India, Mr. Nojima worked at a leadership position of General Manager of Corporate Business Planning & Administrative Department of DIC Graphics. Mr. Nojima has association with DIC Corporation from last 31 years. Prior to becoming additional director, he was working as COO of DIC India Limited.

In Mr. Nojima's career journey, he has undertaken multiple leadership roles across different work functions and has developed valuable technical knowledge and management experience. He is recognized as a valuable talent within the Group and was personally mentored to drive success in all his assignments. Importantly, he is recognized by many as a people leader and has the needed experience due to his involvement in reorganizational activities in his overseas assignments in the China Region to create a sustainable structure that drives profitability and synergies across the various functions.

In view of the consolidation and performance initiatives being undertaken by the Company and considering the experience of Mr. Nojima, the Board felt it would be immensely beneficial in the interest of the Company to avail the services of Mr. Taishi Nojima.

The Board in its meeting held on April 26, 2019, on the terms and conditions as recommended in the meeting of the Nomination & Remuneration Committee held earlier on April 25, 2019, approved the appointment of Mr. Nojima as an Additional Director with effect from April 26, 2019. The Board also approved appointment of Mr. Nojima as Whole time Director w.e.f. April 26, 2019 for a period of thirty-two months (32 Months) based on the recommendation of the Nomination & Remuneration Committee. Further, the Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his candidature to be appointed as a Director. The Nomination & Remuneration Committee of the Board considered various aspects while approving the remuneration as stated herein as appropriate to retain a person of Mr. Nojima's qualification, competence and experience. The said remuneration package is at par with current market practice and trends prevalent in the Country.

The remuneration payable to Mr. Taishi Nojima as Whole time Director is as detailed herein. Mr. Nojima represents ultimate promoter and is not related to any of the Directors and does not hold any shares in the Company. Mr. Nojima does not hold any directorship in any other company.

The Company has received from Mr. Nojima (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

Mr. Nojima satisfies all conditions set out in Part I of Schedule V to the Act for being eligible for the appointment except being a resident of India for which Central Government approval is required and an application for same shall be filed with Central Government after obtaining shareholder's approval.

No director, key managerial personnel or their relatives, except Mr. Taishi Nojima, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 1 & 2 for the approval of members vide Ordinary and Special Resolution, respectively.

Information as required pursuant to Part II of Schedule V of the Companies Act, 2013

1. General Information

Nature of Industry: DIC India Limited is in the business of manufacturing printing inks. Its four factories manufacture inks of diverse kinds including news black inks, offset inks, liquid inks, screen inks and print finish inks. These cover virtually all printing processes in use in the country today and find its use in printing, packaging, advertisement etc. The Company also manufactures lamination adhesives.

Date of commencement of commercial production: DIC India Limited commenced its business in the year 1947. Its Registered Office is at Transport Depot Road, Kolkata – 700 088. DIC India Limited is a subsidiary of DIC Asia Pacific Pte Ltd, Singapore which holds 71.75% of the paid up share capital of the Company.

Financial performance based on given indicators:

The following is the summary of financial highlights for the last three years.

(Rs in Millions except EPS and ratios)

Particulars	December 31, 2018	December 31, 2017	December 31, 2016
Revenue from Operations	8379.60	7382.92	7041.51
Total income	8525.11	7411.06	7139.14
Profit/(loss) before tax	(58.90)	(157.96)	308.15
Profit/(loss) after tax	(93.24)	(117.92)	228.42
Other comprehensive income (loss)	(5.45)	(5.76)	NA
Total comprehensive Profit/ (loss) for the year (X + XI)	(98.68)	(123.68)	NA
Paid up Share Capital	91.79	91.79	91.79
Reserves and Surplus	2707.02	2805.71	2929.53
Net worth per equity share	304.92	315.67	329.16
Dividend (inc. DDT)	-	-	44.19
Dividend %	-	-	40
Earnings per share (basic and diluted)	(10.16)	(12.85)	24.89
Debt equity ratio	0.18:1	0.12:1	0.01:1
Current ratio	1.60	2.08	2.67

Export performance and net foreign exchange collaborations:

(Rs in Millions)

Particulars	December 31, 2018	December 31, 2017	December 31, 2016
Earnings in foreign exchange	729.43	598.40	519.05
Net foreign exchange outgo	2,335.47	2,295.48	2,069.17

Foreign investments or collaborators: The Company has executed an Agreement with its parent company, DIC Corporation (formerly Dainippon Ink & Chemicals Inc.), Japan on April 1, 2007 (with effect from January 1, 2007 till December 31, 2018) to import technology and technical information for manufacturing poly-ester poly-urethane poly-urea resin solely for captive consumption. The Company also has a Technical Collaboration Agreement with DIC Corporation, Japan with effect from July 1, 2011. This Technical Collaboration Agreement does not relate to a specific project or product but transfer of technology 'on an ongoing basis for all the existing and future range of printing inks and lamination adhesives. On February 27, 2015, the Company executed an agreement with DIC Corporation whereby the Company shall provide research and development services related to lamination adhesives.

2. Information about the appointee:

Background Details: Mr. Nojima has been associated with DIC since 1988. He was responsible for Corporate Business Planning & Administrative Department of DIC Graphics. He has undertaken multiple leadership roles across different work functions and has developed valuable technical knowledge and management experience. Importantly, he is recognized by many as a people leader and has the needed experience due to his involvement in reorganizational activities in his overseas assignments in the China Region to create a sustainable structure that drives profitability and synergies across the various functions.

He holds Bachelor Degree in Commerce from WASEDA University, Tokyo, Japan.

Past remuneration: Same as below

Recognitions or awards: None

Job profile and his suitability: During his role at DIC India, Mr. Nojima would be responsible for Business planning and Management. He is also expected to build an efficient and solid business platform to create a sustainable structure that drives profitability and synergies across the various functions.

Remuneration proposed:

Description		Mr. Taishi Nojima, Whole time director
1	Fixed Salary	INR 1,014,000/- per month from April 26, 2019 to December 31, 2019.
	Increment	Such annual increment as may be determined by the Board, based on the recommendation of the Nomination & Remuneration Committee.
2	Management Allowance	Not Applicable
	Increment	
3	Pension Allowance	Not Applicable
	Increment	
4	Performance Bonus for the year 2019	No any
5	Perquisites [see note below]	INR 35,00,000/- per annum from April 26, 2019 to December 31, 2019.
	Annual ceiling for specified perquisites	Such increment as may be determined by the Board, based on the recommendation of the Nomination & Remuneration Committee.
6	Period of appointment	April 26, 2019 to December 25, 2021.

Minimum Remuneration:

Where in any financial year during the currency of tenure of the appointment, in the event of the Company having no profit or its profit is inadequate, the Board of Directors may determine the remuneration payable to Mr. Taishi Nojima in terms of Sections 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force as the minimum remuneration.

Sitting Fees:

Mr. Taishi Nojima shall not receive any sitting fees for attending meetings of the Board or any Committee thereof.

Notes on Perquisites:

In addition to the aforesaid Salary, Management Allowance, Performance Bonus and Pension Allowance, Mr. Taishi Nojima shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, furnishing, medical reimbursement and leave travel allowance, in accordance with the Rules of the Company and such other perquisites as may be determined by the Board from time to time, such perquisites being restricted to Rs. 35,00,000/- per annum.

For purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

The following, however, shall not be included in the computation of perquisites for the purpose of calculating the said ceiling, as aforesaid.

Provision for use of company car for official duties and telephone at residence (including payment for local calls and long distance official calls);

Encashment of un-availed leave as per the Rules of the Company at the time of retirement / cessation of service.

Company's contribution to Recognized Provident Fund of the remuneration and Company's contribution to Gratuity Fund as actuarially determined or upto such other limit as may be prescribed under the Income Tax Act, 1961 and Rules made thereunder for this purpose.

Other Terms:

No severance fees is payable on termination of office.

The term of office of Mr. Taishi Nojima would not be subject to retirement by rotation in terms of the Articles of the Association of the Company.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Nojima is neither related to any of the Managerial personnel nor the Company.

3. Other Information

Reasons of loss or inadequate profits: Fluctuating raw material cost, high crude oil price, and depreciation of INR vs USD have resulted in losses.

Steps taken or proposed to be taken for improvement: Several steps have been taken for improving the financial position of the company such as cost control, realignment of manpower, streamlining of fund management, efficient sourcing of material, quality improvement etc.

Expected increase in productivity and profits in measureable terms: It is expected that the presence of effective managerial personnel in managing the overall business aspect will enable the Company to improve the performance of the Company, enabling increased market presence contributing to increase in the profits in the long term.

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.

Mr. Taishi Nojima

Mr. Nojima has been associated with DIC since 1988. He was responsible for Corporate Business Planning & Administrative Department of DIC Graphics. He has undertaken multiple leadership roles across different work functions and has developed valuable technical knowledge and management experience. Importantly, he is recognized by many as a people leader and has the needed experience due to his involvement in reorganizational activities in his overseas assignments in the China Region to create a sustainable structure that drives profitability and synergies across the various functions.

He holds Bachelor Degree in Commerce from WASEDA University, Tokyo, Japan.

Age- 53 Years

Nature of expertise in specific functional areas – Business Planning and Administrative Department

Disclosure of inter-se relationships between directors and Key Managerial Personnel – NIL

Listed companies in which Taishi Nojima holds directorship and Committee membership – NIL

Shareholding in the Company – NIL

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

Sd/-

Raghav Shukla

(Membership No. F5252)

GM-Legal & Company Secretary

Place: Kolkata

Date: April 26, 2019