

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Sir,

1. I, Binita Pandey , Practicing Company Secretary, ACS 41594, CP 19730, Partner of **M/s. T.Chatterjee & Associates**, FRN – P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of DIC India Limited, **(herein after referred as the Company)** at its meeting held on 12-02-2020 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 72nd Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 12th June,2020 in a fair and transparent manner 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 the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings , on the resolutions contained in the Notice dated 11th May, 2020 of the 72nd AGM of the members of the Company.



2. The Company had provided remote 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 Tuesday, 9th June, 2020 (9:00 A.M IST) to Thursday, 11th June 2020 (5:00 P.M IST).
3. The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not vote through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 12th June 2020 at 12.15 P.M. and were counted.
5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 11th May, 2020 of the 72nd AGM of the members of the Company.

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



7. I do hereby submit the Consolidated Report of vote casted through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 11th May, 2020 of 72nd AGM.

Date of the AGM	12-06-2020
Total number of shareholders on record date	7451
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through video Conferencing: Promoters and Promoter Group Public	1 55



ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To consider and adopt the Financial Statements of the Company for the financial year ended December 31, 2019, and the Reports of the Board of Directors and the Auditors thereon.

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	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6586077	6586077	100	6586077	-	100
Public-Institution	E-Voting	103	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		103	-	-	--	--	-
Public-Non Institution	E-Voting	2592797	566685	21.86	566620	65	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2592797	566685	21.86	566620	65	99.99
Total		9178977	7152762	77.93	7152697	65	100	-



Item No. 2: **Ordinary Resolution**

To declare final Dividend of INR 4.50 (Four rupees and fifty paise) per equity share, for the financial year ended December 31, 2019

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	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6586077	6586077	100	6586077	-	100
Public-Institution	E-Voting	103	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		103	-	-	--	--	-
Public-Non Institution	E-Voting	2592797	566685	21.86	566620	65	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2592797	566685	21.86	566620	65	99.99
Total		9178977	7152762	77.93	7152697	65	100	-



Item No. 3: **Ordinary Resolution**

To appoint a Director in place of Mr. Masahiro Kikuchi (DIN: 08024525), who retires by rotation and being eligible, seeks re-appointment.

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	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6586077	6586077	100	6586077	-	100
Public-Institution	E-Voting	103	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		103	-	-	-	-	-
Public-Non Institution	E-Voting	2592797	566685	21.86	566620	65	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2592797	566685	21.86	566620	65	99.99
Total		9178977	7152762	77.93	7152697	65	100	-



SPECIAL BUSINESS

Item No. 4: Special Resolution

Re-appointment of Mr. Partha Mitra (DIN: 00335205) as an Independent Director of the Company for a term of three years.

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 Poll	6586077	6586077	100	6586077	-	100	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		6586077	6586077	100	6586077	-	100	-
Public-Institution	E-Voting Poll	103	-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		103	-	-	--	--	-	
\Public-Non Institution	E-Voting Poll	2592797	566685	21.86	566620	65	99.99	0.01	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		2592797	566685	21.86	566620	65	99.99	0.01
Total		9178977	7152762	77.93	7152697	65	100	-	



Item No. 5: Ordinary Resolution

Payment of Commission to Independent Directors

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	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6586077	6586077	100	6586077	-	100
Public-Institution	E-Voting	103	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		103	-	-	-	-	-
Public-Non Institution	E-Voting	2592797	566415	21.85	1863	564552	0.33	99.67
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2592797	566415	21.85	1863	564552	0.33
Total		9178977	7152492	77.92	6587940	564552	92.11	7.89



Item No. 6: Ordinary Resolution

Ratification of Remuneration of Cost Auditor

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	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6586077	6586077	100	6586077	-	100
Public-Institution	E-Voting	103	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		103	-	-	-	-	-
Public-Non Institution	E-Voting	2592797	566685	21.86	566558	127	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2592797	566685	21.86	566558	127	99.98
Total		9178977	7152762	77.93	7152635	127	100	-



A compact Disc (CD) containing list of equity shareholders who vote "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Yours faithfully

**For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)**



**Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730**

**UDIN: A041594B000340640
Place: Kolkata
Date: 13-06-2020**

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 , Practicing Company Secretary, ACS 41594, CP 19730, Partner of **M/s. T.Chatterjee & Associates**, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of DIC India Limited, **(herein after referred as the Company)** at its meeting held on 12-02-2020 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 72nd Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 12th June,2020 in a fair and transparent manner 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 the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings , on the resolutions contained in the Notice dated 11th May, 2020 of the 72nd AGM of the members of the Company.



2. The Company had provided remote 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 Tuesday, 9th June, 2020 (9:00 A.M IST) to Thursday, 11th June 2020 (5:00 P.M IST).
3. The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 12th June 2020 at 12.15 P.M. and were counted.
5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 11th May, 2020 of the 72nd AGM of the members of the Company.

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



7. I do hereby submit the Consolidated Report of vote casted through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 11th May, 2020 of 72nd AGM.

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To consider and adopt the Financial Statements of the Company for the financial year ended December 31, 2019, and the Reports of the Board of Directors and the Auditors thereon.

- (I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
64	7152697	99.99

- (II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	65	0.01



Item No. 2: Ordinary Resolution

To declare final Dividend of INR 4.50 (Four rupees and fifty paise) per equity share, for the financial year ended December 31, 2019

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
64	7152697	99.99

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	65	0.01

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Masahiro Kikuchi (DIN: 08024525), who retires by rotation and being eligible, seeks re-appointment.

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
64	7152697	99.99

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	65	0.01



SPECIAL BUSINESS

Item No. 4: Special Resolution

Re-appointment of Mr. Partha Mitra (DIN: 00335205) as an Independent Director of the Company for a term of three years.

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
64	7152697	99.99

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	65	0.01

Item No. 5: Ordinary Resolution

Payment of Commission to Independent Directors

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
52	6587940	92.11

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
12	564552	7.89



Item No. 6: Ordinary Resolution

Ratification of Remuneration of Cost Auditor

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
61	7152635	99.99

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
4	127	0.01

A compact Disc (CD) containing list of equity shareholders who vote "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Yours faithfully

**For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)**



**Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730**

**UDIN: A041594B000340640
Place: Kolkata
Date: 13-06-2020**