



DIC INDIA LIMITED

(CIN No.: L24223WB1947PLC015202)

Fusion Square, 5th Floor, 5A-5B, Sector- 126, Noida - 210 303

Telephone : +91 120 6361414

Email: investors@dic.co.in; Website: www.dicindia ltd.co

Registered office: Transport Depot Road, Kolkata - 700 088

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 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”**), read with Circular No. 14/2020 dated April 8, 2020 and Circular no. 33/2020, dated September 28, 2020, issued by the Ministry of Corporate Affairs that the resolution appended below for Ratification of Appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123) to comply with Regulation 17 (1A) OF SEBI (LODR), 2015, is proposed to be passed as Special Resolution by the Members of DIC India Limited (**“Company”**) by way of Postal Ballot, including voting by electronic means (**“e-voting”**).

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended along with a postal ballot form (**“Postal Ballot Form”**). Pursuant to Rule 22(5) of the Rules, the Company has appointed Ms. Binita Pandey (Membership No. A41594, CP No. 19730) of M/s. T. Chatterjee & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and on the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and email the scan copy of the Postal Ballot at the email id of the scrutiniser tchatterjeeassociates@gmail.com, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Friday, November 6, 2020. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 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 and Circular No. 14/2020 dated April 8, 2020 and Circular No. 33/2020, dated September 28, 2020 issued by the Ministry of Corporate Affairs, 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.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) Sunday, November 08, 2020. The said results would be displayed on the Notice Board at the Registered Office of the Company, intimated to BSE Limited, Calcutta Stock Exchange Limited, and National Stock Exchange of India Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <http://www.dicindia ltd.co/> and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsd.com/>

SPECIAL BUSINESS

ITEM NO. 01

RATIFICATION OF APPOINTMENT OF MR. DIPAK KUMAR BANERJEE (DIN: 00028123)

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

"RESOLVED THAT pursuant to Resolution passed at Seventieth Annual General Meeting held on March 22, 2018, Regulation 17(1A), Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Dipak Kumar Banerjee (DIN 00028123), upon him attaining the age of seventy five (75) years i.e. from February 19, 2021 which shall continue upto March 21, 2021, on the terms and conditions as approved in the said Resolution."

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

Raghav Shukla
M.No. F5252

New Delhi, September 23, 2020

Corp. GM-Legal & Company Secretary

Notes:

1. The Explanatory Statement pursuant to the provisions of Regulation 36 of SEBI (LODR), 2015 and Section 102 of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolution is annexed hereto.
2. In view of the Circular no. 14/2020 dated April 8, 2020 and Circular no. 33/2020 dated September 28, 2020, the Notice along with the Postal Ballot Form is being sent by electronic mode only to those Members, whose e-mail addresses are registered with the Company/Depositories. The Members who have not registered their e-mail address, may get the same registered and request for postal ballot notice by sending an email at rta@cbmsl.com. The Members are requested to send duly filled in Postal ballot form by email to the Scrutinizer at tchatterjeeassociates@gmail.com on or before 05.00 pm on Friday, November 6, 2020. 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 will be reckoned on the paid-up value of Equity Shares registered in the name of the Members on Friday, October 02, 2020 ("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 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("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. Friday, November 06, 2020.
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 on the Postal Ballot Form and return scan copy of the said Form duly completed and signed at the email id of the scrutiniser i.e. tchatterjeeassociates@gmail.com, so that it reaches the Scrutinizer not later than 5.00 p.m. (IST) on Friday, November 06, 2020. Postal Ballot received by email after 5.00 p.m. (IST) on Friday, November 06, 2020, it will be considered that no reply from the Member has been received. 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, Corp. GM-Legal & Company Secretary 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.dicindia ltd.co/> and send the duly completed and signed scanned Postal Ballot Form to Ms. Binita Pandey (Unit: DIC India Limited) at tchatterjeeassociates@gmail.com, so as to reach on or before 5.00 P. M. (IST) on Friday, November 06, 2020.
11. The documents referred to in the Explanatory Statement shall be available for inspection in electronic form and Members can inspect the same by sending an email to investors@dic.co.in.
12. 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 is mentioned below:

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:
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 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 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick 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:

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 company for which you wish to cast your vote.
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

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 e-mail to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

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 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 or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in.
13. Other Instructions :
- a. The e-voting period commences from 9.00 A.M. (IST) on Thursday, October 08, 2020 and ends at 5.00 P. M. (IST) on Friday, November 06, 2020. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, October 02, 2020 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 Sunday, November 08, 2020. 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 <http://www.dicindia ltd.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 read with Regulation 36 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Item No. 1

The members of the Company through a Special Resolution passed at Seventieth Annual General Meeting held on March 22, 2018 has appointed Mr. Dipak Kumar Banerjee (DIN: 00028123) as Independent Director of the Company for a period of three (3) years till March 21, 2021.

SEBI, based on Kotak Committee recommendations, on May 9, 2018 notified certain Amendments in SEBI (LODR), 2015 and inserted regulation 17(1A):

No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

In terms of the above Regulation, the Directorship of Mr. Dipak Banerjee shall continue till February 18, 2021 i.e. till attaining the Age of 75 years. It shall cease to exist effective February 19, 2021, around a month before the present term approved by the members i.e. upto March 21, 2021 , as the Company has not provided justification as required in Regulation 17(1A) of SEBI (LODR), 2015.

Accordingly, to comply with the newly inserted Regulation, it is proposed to ratify the appointment of Mr. Banerjee as an Independent Director for a term effective February 19, 2021 upto March 21, 2021, as approved by the members on March 22, 2018.

The Nomination and Remuneration Committee in its meeting held on August 6, 2020 and considered, approved and recommended the Board, the above ratification. Subsequently the Board of Directors of the Company through Resolution passed by circulation on September 23, 2020 has approved the said ratification.

DIC INDIA LIMITED

The Above ratification, if approved by members, shall not in any way result in and/or amount to any change, alteration, modification and/or variation in the terms and conditions of the appointment as approved by the members at the Seventieth Annual General Meeting held on March 22, 2018.

Information pursuant to Regulation 17(1A) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Documents & Information to shareholders.

Mr. Dipak Kumar Banerjee, a Chartered Accountant, underwent training with Lovelock & Lewes (now a part of Price Waterhouse Coopers). He started his career with Life Insurance Corporation of India in 1970 and thereafter, in 1975, joined Hindustan Lever Ltd. His tenure with HLL included a two years secondment to Lever Brothers, Nigeria. In 1992, Mr. Banerjee became the Commercial Director of Unilever Plantation Group. Between 1993 and 1997 he was designated as Commercial Officer – Africa and Middle East Group of Unilever, London and retired on July 2000 as Chairman, Unilever Uganda Limited. Mr. Banerjee holds Board positions in several reputed companies.

Mr. Banerjee joined the Board of your Company on March 8, 2001 and is an Independent Director. He was the Chairman of the Audit Committee and the Nomination and Remuneration Committee of the Company. With effect from June 12, 2017, Mr Dipak Kumar Banerjee took over as the Chairman of the Company.

Justification

- The resolution has been proposed to enable completion of the balance period of second term of chairman, upon attaining 75 years of age, in terms of the SEBI regulations dated May 9, 2018
- The tenure approved by the shareholders during the AGM on March 22, 2018 was upto March 21, 2021.
- The SEBI regulation 17 (1A) came into force subsequent to his appointment.
- This will ensure continuity and smooth transition of the office of Chairman.

Mr. Banerjee is not related to any of the Directors and does not hold any shares in the Company.

Other Directorship and Committee Membership held as on September 23, 2020 by Mr. Dipak Kumar Banerjee are as given below:

Name of the Company	Board Position Held	Committees of Board	Committee Position Held
Tayo Rolls Limited	Director	Audit Committee	Member
Shristi Infrastructure Development Corporation Ltd	Chairman	Audit Committee	Member
Rupa & Company Limited	Director	Audit Committee	Member
A Treds Limited	Director	Audit Committee	Member

Except Mr. Dipak Kumar Banerjee (DIN 00028123), being Director concerned, none of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in the Notice.

Your Directors recommend the approval of proposed resolution by the Members by way of a Special Resolution.

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

Raghav Shukla
M.No. F5252

Corp. GM-Legal & Company Secretary

New Delhi, September 23, 2020



DIC INDIA LIMITED

(CIN No.: L24223WB1947PLC015202)

Fusion Square, 5th Floor, 5A-5B, Sector- 126, Noida - 210 303

Telephone : +91 120 6361414; Email: investors@dic.co.in; Website: www.dicindia ltd.co

Registered office: Transport Depot Road, Kolkata - 700 088

Postal Ballot Form

Member Name			
Address 1			
Address 2			
Address 3			
City		PIN	

Registered Folio no. / DP ID no. / Client ID No.:	Number of shares held:

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item No.	Resolution	No. of shares	I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
1.	Ratification of Appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123)			

Place:

Date:

.....
Signature of the Member

Electronic voting particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (E-Voting Event Number)	User ID	Password
114686	Refer Note No. 12.4 of Notice	Refer Note No. 12.5 of Notice

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Thursday, October 8, 2020 at 09.00 AM	Friday, November 6, 2020 at 05.00 PM

Notes:

- Please read the instructions printed below carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, November 6, 2020 at 05.00 PM.

Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and email it to the Scrutinizer at tchatterjeeassociates@gmail.com.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
4. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
5. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. if the form other than the one issued by the company is used;
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Friday, November 6, 2020 at 05.00 PM. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
7. A Member whose email id is not registered with the Depository/RTA, may download the Postal Ballot Form from the website of the Company <https://www.dicindia ltd.co/> or may request the RTA in writing at rta@cbmsl.com.
8. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at tchatterjeeassociates@gmail.com, with a copy marked to evoting@nsdl.co.in.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in as much as all such Postal Ballot Form will be sent to the Scrutinizer and any extra paper found would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the cut-off date, i.e. Friday, October 02, 2020.
11. The Scrutinizer's decision on the validity of the postal ballot shall be final.
12. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer at tchatterjeeassociates@gmail.com and any recipient of the Notice who has no voting right should treat the Notice as intimation only.