

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,

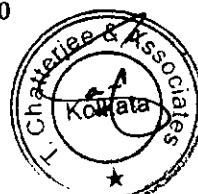
1. I, Tarun Chatterjee, Company Secretary in whole time Practice, have been appointed by the Chairman of the 69th Annual General Meeting of DIC India Limited, as a Scrutinizer for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rules 20, and 21 of the Companies (Management and Administration) Rules, 2014 and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the notice dated 8th February, 2017 calling 69th Annual General Meeting (AGM) of the members of the Company, held on Friday, 24th March, 2017 at the Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, Royal Exchange, No. 6, Netaji Subhas Road, Kolkata-700001.
2. After the declaration of voting by ballot by the Chairman, the ballot box kept for voting was locked in the presence of the members present with due identification mark placed by me.
3. The locked ballot box was subsequently opened in the presence of the following two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company.

a) CS. Shivani Jaiswal : *Shivani Jaiswal*

b) Mr. Ankit Kumar : *Ankit Kumar*



4. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
6. The Company had also provided 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 21st March, 2017 (9:00 A.M) to 23rd March, 2017 (5.00 P.M). The Board of Directors of DIC India Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot in respect of resolutions contained in the Notice calling 69th Annual General Meeting dated 24-03-2017.
7. The votes cast were unblocked on 24th March, 2017 at 1.15 p.m. in the presence of 2 witnesses, CS. Ambalika Sarkar and CS. Shivani Jaiswal who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by ballot at Annual General Meeting on the resolutions contained in the Notice dated 8th February, 2017 of the 69th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions passed by the members of the Company, as required by the Act.
9. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting and on e-voting on the resolutions contained in the Notice of the 69th Annual General Meeting (AGM) dated 8th February, 2017.

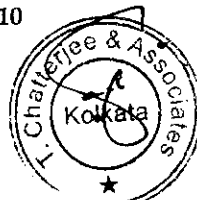


Date of the AGM	24-03-2017
Total Number of Shareholders on record date	8848 on cut-off date 18-03-2017
No. of Shareholders present in the meeting either in person or through proxy:	
1. Promoters and Promoter Group:	1
2. Public:	93
No. of Shareholders attended the meeting through Video Conferencing:	
1. Promoters and Promoter Group:	Nil
2. Public:	Nil

Item No. 1: Adoption of Accounts for the year ended 31st December, 2016 (Ordinary Business)

To receive and consider the Statement of Profit & Loss for the financial year ended December 31, 2016, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

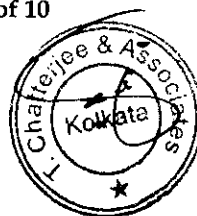
Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (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	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	6586077	6586077	100	6586077	0	100	0
Public-Institution	E-Voting	5553	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5553	-	-	-	-	-	-
Public-Non Institution	E-Voting	2587347	407	0.02	407	0	100	0
	Poll	-	271	0.01	267	4	98.52	1.48
	Postal Ballot	-	-	-	-	-	-	-
	Total	2587347	678	0.03	674	4	99.41	0.59
TOTAL		9178977	6586755	71.76	6586751	4	100	0



Item No. 2: Declaration of Dividend for the year ended 31st December, 2016 (Ordinary Business)

To declare final dividend of Rs 4.00 per equity share, to be paid for the financial year ended December 31, 2016.

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	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	6586077	6586077	100	6586077	0	100	0
Public-Institution	E-Voting	5553	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5553	-	-	-	-	-	-
Public-Non Institution	E-Voting	2587347	407	0.02	407	0	100	0
	Poll	-	271	0.01	270	1	99.63	0.37
	Postal Ballot	-	-	-	-	-	-	-
	Total	2587347	678	0.03	677	1	99.85	0.15
TOTAL		9178977	6586755	71.76	6586754	1	100	0



Item No. 3: Appointment of Mr. Naoyoshi Furuta (DIN: 01689951) as a Director (Ordinary Business)

To appoint a Director in place of Mr. Naoyoshi Furuta (DIN: 01689951), who retires by rotation and being eligible, seeks re-appointment.

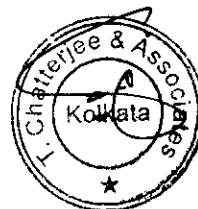
Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (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	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	6586077	6586077	100	6586077	0	100	0
Public-Institution	E-Voting	5553	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5553	-	-	-	-	-	-
Public-Non Institution	E-Voting	2587347	407	0.02	407	0	100	0
	Poll	-	271	0.01	270	1	99.63	0.37
	Postal Ballot	-	-	-	-	-	-	-
	Total	2587347	678	0.03	677	1	99.85	0.15
TOTAL		9178977	6586755	71.76	6586754	1	100	0



Item No. 4: Appointment of Statutory Auditors and to fix their remuneration (Ordinary Business)

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Lovelock & Lewes, Chartered Accountants (ICAI Firm Registration No.301056E), the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Seventieth AGM of the Company, on such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed upon between the Auditors and the Board of Directors of the Company.”

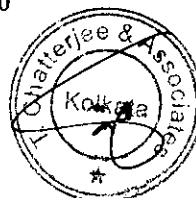
Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% 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	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	6586077	6586077	100	6586077	0	100	0
Public-Institution	E-Voting	5553	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5553	-	-	-	-	-	-
Public-Non Institution	E-Voting	2587347	407	0.02	407	0	100	0
	Poll	-	271	0.01	270	1	99.63	0.37
	Postal Ballot	-	-	-	-	-	-	-
	Total	2587347	678	0.03	677	1	99.85	0.15
TOTAL		9178977	6586755	71.76	6586754	1	100	0



Item No. 5: Re-appointment of Mr. Utpal Sengupta (DIN: 02577237) as an Independent Director of the Company for a term of three years (Special Business)

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, as amended from time to time and Regulation 17 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Utpal Sengupta (DIN:02577237), Director of the Company who was appointed as an Independent Director for a term upto June 26, 2017 by the members 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 re-appointed as an Independent Director of the Company, whose term shall be with effect from June 27, 2017 to June 26, 2020, not liable to retirement by rotation.

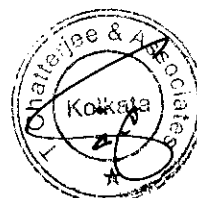
Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% 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	6586077	6586077	100	6586077	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	6586077	6586077	100	6586077	0	100	0
Public-Institution	E-Voting	5553	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5553	-	-	-	-	-	-
Public- Non Institution	E-Voting	2587347	407	0.02	407	0	100	0
	Poll	-	271	0.01	270	1	99.63	0.37
	Postal Ballot	-	-	-	-	-	-	-
	Total	2587347	678	0.03	677	1	99.85	0.15
TOTAL		9178977	6586755	71.76	6586754	1	100	0



Item No. 6: Appointment of Mr. Partha Mitra (DIN: 00335205) as an Independent Director of the Company for a term of three years (Special Business)

RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, as amended from time to time, and Regulation 17 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Partha Mitra (DIN: 00335205) who was appointed as an Additional Director of the Company with effect from February 8, 2017 and who, in terms of Section 161 of the Companies Act, 2013, holds office of directorship up to the date of the 69th Annual 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 an Independent Director of the Company whose term shall be with effect from March 24, 2017 to March 23, 2020, not liable to retirement by rotation.

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	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	6586077	6586077	100	6586077	0	100	0
Public- Institution	E-Voting	5553	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5553	-	-	-	-	-	-
Public- Non Institution	E-Voting	2587347	407	0.02	407	0	100	0
	Poll	-	271	0.01	270	1	99.63	0.37
	Postal Ballot	-	-	-	-	-	-	-
	Total	2587347	678	0.03	677	1	99.85	0.15
TOTAL		9178977	6586755	71.76	6586754	1	100	0

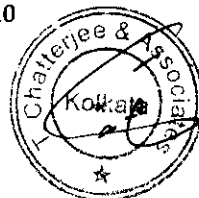


Item No. 7: Remuneration of Cost Auditor (Special Business)

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the remuneration payable to M/s Sinha Chaudhuri & Associates (Firm Registration No. 000057) appointed as the Cost Auditors of the Company, to conduct the audit of the cost records of the notified products of the Company for the year ending on December 31, 2017, amounting to Rs.30,000/-, exclusive of service tax and out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT the Board of Directors of the Company 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.”

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	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	6586077	6586077	100	6586077	0	100	0
Public-Institution	E-Voting	5553	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5553	-	-	-	-	-	-
Public-Non Institution	E-Voting	2587347	407	0.02	407	0	100	0
	Poll	-	271	0.01	270	1	99.63	0.37
	Postal Ballot	-	-	-	-	-	-	-
	Total	2587347	678	0.03	677	1	99.85	0.15
TOTAL		9178977	6586755	71.76	6586754	1	100	0

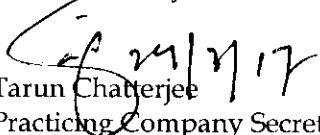


Total Number of Ballot Forms Rejected

Number of Ballot Paper rejected	0
Number of shares held	0

10. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is submitted with the report.
11. The Poll 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, CP 6935

Place: Kolkata
Date: 24-03-2017

