

REVISED
CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 110 of the Companies Act, 2013 read with
Rules 22 of the Companies (Management and Administration) Rules, 2014]

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

Sir,

Further to my Report dated 01-07-2019, this revised report is issued due to clerical mistake in the percentage of total vote casted in favor and against the Resolutions as mentioned in the "ANNEXURE -I " to the report.

I state that there is no material change in the report, except correction of the % of the total votes casted.

1. Board of the Directors of the Company at its meeting held on 26-04-2019 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e voting process.
2. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (a) Companies Act, 2013 and Rules thereto (b) relating to e-voting, voting by Postal Ballot on the resolutions contained in the Postal Ballot Notice dated 26th April 2019.
3. My responsibility as a Scrutinizer is limited to prepare and submit a 'Consolidated Scrutinizer's Report' of the votes casted by the members of the Company "in favour" or "against" on the resolutions contained in the Postal Ballot Notice dated 26th April 2019.
4. I submit my report as under:
 - 4.1 The dispatch of the Postal Ballot Notice and form dated April 26, 2019 was completed on May 31, 2019 to the Members whose names appeared on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on May 24,2019. The Postal Ballot Notice was sent to the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs were not registered, physical copies of the Postal Ballot Notice were sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.



- 4.2 The Company published advertisement regarding completion of dispatch of Postal ballot forms, notices, etc in Kolkata edition of Aajkal and Business Standard on June 1, 2019.
- 4.3 Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 4.4 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
- 4.5 The votes cast through electronic means were unblocked on June 29,2019 at 5.01 P.M. in presence of two witnesses, Mr. Pratim Banerjee and Mr. Sourav Basu who are not in the employment of the Company. Signature of witnesses are appended below:

4.6 Pratim Banerjee

Mr. Pratim Banerjee

Sourav Basu

Mr. Sourav Basu

- 4.7 The postal ballot forms were scrutinized on July 1,2019 at the office of M/s. CB Management Services Private Limited , Kolkata , Registrar and Share Transfer Agent of the Company.
- 4.8 The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on May 24, 2019.
- 4.9 All postal ballot forms and votes cast through electronic means received up to 5.00 pm (IST) on June 29, 2019 being the last time and date fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
- 4.10 No envelope containing postal ballot form was received after June 29, 2019 up to the date of this report.
- 4.11 108 number of envelopes containing postal ballot forms were returned undelivered.
- 4.12 717 number e-mail by which Postal Ballot were mailed bounced , the Company subsequently sent postal ballot to such shareholders by Speed post on June 14, 2019
- 4.12.1 I did not find any defaced or mutilated ballot paper.
5. A consolidated report of votes cast through postal ballot and votes cast through electronic means is given in **Annexure I**.
6. The resolutions shall be deemed to have been passed on Saturday, June 29, 2019, being the last date of receipt of Postal ballot forms from the shareholders of the Company.



7. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary.
8. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

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

A handwritten signature in blue ink, appearing to read 'B. Pandey', with a horizontal line extending to the right.

Binita Pandey- Partner
Membership No: A41594
Certificate of Practice: 19730

Place: Kolkata
Date: 01-07-2019

**Item No. 1: Appointment of Mr. Taishi Nojima (DIN: 08401012)
as a 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.”

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

Postal Ballot Voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
Ballot	66	5923	99.88
e-voting	33	6590708	99.97
Total	99	6596631	99.97*

(I) Voted **against** the Resolution :

Postal Ballot Voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
Ballot	2	7	0.12
e-voting	6	1860	0.03
Total	8	1867	0.03*

*Percentage of total votes casted (In favour + Against)

(I) **Invalid votes**

Postal Ballot Voting	No. of members who voted	No. of votes cast
Ballot	NIL	NIL



**Item No. 2: 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.”

(II) Voted **in favour** of the Resolution :

Postal Ballot Voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
Ballot	64	5860	98.81
e-voting	33	6590708	99.97
Total	97	6596568	99.97*

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

Postal Ballot Voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
Ballot	4	70	1.19
e-voting	6	1860	0.03
Total	10	1930	0.03*

*Percentage of total votes casted (In favour + Against)



(III) **Invalid votes**

Postal Ballot Voting	No. of members who voted	No. of votes cast
Ballot	NIL	NIL

Thanking you,

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



Binita Pandey- Partner
Membership No: A41594
Certificate of Practice: 19730

Place: Kolkata
Date: 01-07-2019