August 31, 2026

The Corporate Relationship Department
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai- 400001
Scrip Code: 500089

The Calcutta Stock Exchange Ltd.
71 Lyons Range,
Kolkata- 700001
Scrip Code: 10013217

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
Scrip Code: DICIND

Sub: - Submission of Postal Ballot Notice

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Madam/Sir,

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Postal Ballot Notice dated 31st August,2026 (“**Notice**”) seeking the approval of the members of the Company by way of remote e-voting in respect of the following special resolutions:

1) **APPOINTMENT OF MR. HAYATO KASHIWAGI (DIN: 10953592) AS MANAGING DIRECTOR OF THE COMPANY.**

2) **APPOINTMENT OF MR. PRAVEEN KUMAR ASTHANA (DIN: 06830096) AS WHOLE TIME DIRECTOR OF THE COMPANY**

In accordance with Sections 110, 102 read with 108 and other applicable provisions of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, as amended and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs (‘**MCA**’) *inter alia* including General Circular No. 03/2025 on 22nd September 2025, issued by MCA from time to time, read with applicable circulars/master circulars/notifications as may be issued by SEBI from time to time (“**SEBI Circular)**, the notice is being sent to all the members whose name appears in the Register of Members/Beneficial Owners as on **Friday, August 21, 2026** (“Cut-off date”).

The Company has engaged services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility to all its members. The voting through postal ballot and e-voting will commence from **Tuesday, September 01, 2026, at 09.00 A.M.** and shall end on **Wednesday, September 30, 2026 at 05.00 P.M.** The result of postal ballot will be declared on or before 48 hours from closure of voting.

The above information will also be made available on the website of the Company at https://dic.co.in/

This is for your kind information and record.

DIC INDIA LIMITED
Fusion square, 5th Floor, Plot no. 5A & 5B, Sector-126, Noida – 201303
Tel: +91-120-6361414 I Fax: +91-120-6361443
GSTIN: 09AABCC0703C1ZF
CIN No. L24223WB1947PLC015202
Website: www.dic.co.in I Email id: investors@dic.co.in
Registered office: UB 03, Mani Tower, 31/41, Binova Bhave Road, Behala, Kolkata-700038

Kindly take the same on your record.

For and on behalf of:
DIC India Limited

Meghna Saini

Digitally signed by Meghna Saini
Date: 2026.08.31 12:08:41 +05'30'

Meghna Saini
Company Secretary, Compliance Officer & Head-Legal
Membership No. A-42587

NOTICE
POSTAL BALLOT
[Pursuant to sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of sections 108, 110 and other applicable provisions of the Companies Act, 2013 (*as amended from time to time)* (the "**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (*as amended from time to time) ("***Rules**"), and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs ("**MCA"**) *inter alia* including General Circular No. 03/2025 on 22nd September 2025, issued by MCA from time to time ("**MCA Circulars**"), the regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and all other applicable regulations of SEBI Listing Regulations read with applicable circulars/master circulars/notifications as may be issued by SEBI from time to time ("**SEBI Circulars")** and the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and any other applicable provisions, rules, regulations, circulars and notifications (*including any statutory modification, re-enactment, amendment thereof, for the time being in force),* that the resolutions appended below, are proposed to be passed by the members of DIC India Limited ("**DIC India/Company**") as on the cut-off date (*as mentioned here below in the notice)* through postal ballot ("**Postal Ballot**") only by way of remote e-voting for the following **special resolutions:**

1. **APPOINTMENT OF MR. HAYATO KASHIWAGI (DIN: 10953592) AS MANAGING DIRECTOR OF THE COMPANY,**
2. **APPOINTMENT OF MR. PRAVEEN KUMAR ASTHANA (DIN: 06830096) AS WHOLE TIME DIRECTOR OF THE COMPANY**

An Explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts and reason/rationale relating to the resolution is annexed to this Postal Ballot Notice ("**Notice**") forms part of this Notice.

In compliance with regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, MCA Circulars and the SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting *i.e.,* by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and the instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company/depository participant/RTA ("**DP**") as on the cut-off date. Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-Voting facility to its Members.

The Board appointed Karan Arora & Associates, Practicing Company Secretaries, through its proprietor Mr. Karan Arora (ICSI Membership number 41391; COP number 15604) as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

The e-voting facility will be available during the following period through National Securities Depository Limited ("**NSDL**") e-voting facility:

Cut-off date for eligibility to e-vote	August 21, 2026
Commencement of e-voting	September 01, 2026, 09:00 AM
Conclusion of e-voting	September 30, 2026, 2026, 05:00 PM

The e-voting facility will be disabled by NSDL immediately after 05:00 pm IST on September 30, 2026 and will be disallowed thereafter.

The last date of the e-voting is September 30, 2026, on which the resolution shall be deemed to be passed, if votes cast in favour of the resolution not less than three times the number of the votes cast against the resolution. The Scrutinizer will submit its report to the Chairman of the Board, or any other person authorized by the Chairman and the result will be announced within 48 hours from the conclusion time of e-voting.

The Notice is also available on the website of the Company at www.dic.co.in;BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.

PROPOSED RESOLUTION:

1. **APPOINTMENT OF MR. HAYATO KASHIWAGI (DIN: 10953592) AS MANAGING DIRECTOR OF THE COMPANY.**

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 **("the Act")** and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and in accordance with the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to the approval from the Central Government and such other approvals, waiver, permissions and sanctions, as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Hayato Kashiwagi **(DIN: 10953592)**, as the Managing Director of the Company for a period of three (3) consecutive years commencing from September 01, 2026, not liable to retire by rotation, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of a director on below mentioned terms and conditions, including remuneration, perquisites and other benefits.

Description		Mr. Hayato Kashiwagi Managing Director
1	**Salary** **Increment**	INR 15,85,925 per month Such increment as may be determined by the Board, based on the recommendation of the Nomination & Remuneration Committee.
2	**Performance Bonus Commencing 2026**	**Performance Bonus of** INR 22,80,319 per annum Actual payout shall be determined and recommended by the Nomination & Remuneration Committee and approved by the Board, based on the achievement of the established performance milestones. The amount shall be paid in April of the following year provided the incumbent is in employment of the Company when the Bonus is declared and/or paid. Such increments as may be determined by the Board, based on the recommendations of the Nomination & remuneration committee.

5.	**Perquisites [see note below]** **Perquisites** **Annual ceiling for specified perquisites**	INR 1,15,00,000 per annum Such increment as may be determined by the Board, based on the recommendation of the Nomination & Remuneration Committee.
6	**Period of appointment**	For a period of 03 years commencing from September 01, 2026, subject to the approval of Central Government.

MINIMUM REMUNERATION:

Where in any financial year during the currency of tenure, 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. Hayato Kashiwagi 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. Hayato Kashiwagi 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, and Performance Bonus, Mr. Hayato Kashiwagi 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, including on non-monetary perquisites payable and such other perquisites as may be determined by the Board from time to time, such perquisites being restricted to INR 1,15,00,000 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.

i) Provision for use of company car for official duties and telephone at residence (including payment for local calls and long distance official calls);
ii) Encashment of un-availed leave as per the Rules of the Company at the time of retirement / cessation of service
iii) 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. Hayato Kashiwagi would not be subject to retirement by rotation in terms of the Article 123 of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorised, to vary, alter, modify or restructure the terms and conditions of appointment and remuneration of Mr. Hayato Kashiwagi (DIN: 10953592), including the composition and quantum of any component thereof, in accordance with the applicable provisions of the Act and Schedule V thereto, the SEBI Listing Regulations and other applicable laws for the time being in force**.**

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings, as may be considered necessary, expedient or desirable for giving effect to the aforesaid resolutions.

2. APPOINTMENT OF MR. PRAVEEN KUMAR ASTHANA (DIN: 06830096) AS THE WHOLE TIME DIRECTOR OF THE COMPANY.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 161, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ***("Act")*** read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended from time, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such approvals, waivers, permissions and sanctions, as may be necessary, **Mr. Praveen Kumar Asthana (DIN: 06830096)**, who was appointed as an Additional Whole Time Director of the Company by the Board in its meeting held on July 15, 2026 be and is hereby appointed as a **Whole-time Director** of the Company for a period of three (3) consecutive years commencing from July 15, 2026, not liable to retire by rotation, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a director, at below mentioned terms and conditions including payment of remuneration.

Description		Praveen Asthana –Whole Time Director
1	**Salary** **Increment**	INR 6,02,900 per month Such increment as may be determined by the Board, based on the recommendation of the Nomination & Remuneration Committee.
2	**Performance Bonus Commencing from Jan. to Dec.**	**Target Performance Bonus of** INR 36,26,782 per annum Actual payout shall be determined and recommended by the Nomination & Remuneration Committee and approved by the Board, based on the achievement of the established performance milestones. The amount shall be paid in April of the following year provided the incumbent is in employment of the Company when the Bonus is declared and/or paid. Such increments as may be determined by the Board, based on the recommendations of the Nomination & remuneration committee.
3.	**Deferred Bonus**	Deferred Bonus as part of the approved Scheme INR 17,59,963 to be paid out as per scheme timelines. Such increment if and as may be determined by the Board, based on the recommendation of the Nomination & Remuneration Committee
4.	**Perquisites [see note below]**	INR 70,00,000 per annum Such increment as may be determined by the Board, based on the recommendation of the Nomination & Remuneration Committee.

<table>
<tr><td></td><td>Annual ceiling for specified perquisites</td><td></td></tr>
<tr><td>6</td><td>Period of appointment</td><td>3 consecutive years with effect from 15th July 2026</td></tr>
<tr><td></td><td colspan="2">Minimum Remuneration:

Where in any financial year during the currency of tenure, 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. Praveen Asthana 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. Praveen Asthana 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, Performance Bonus and Deferred Bonus, Mr. Praveen Asthana 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, including tax borne by the Company on non-monetary perquisites payable and such other perquisites as may be determined by the Board from time to time, such perquisites being restricted to INR 70,00,000 per annum.

For purposes of calculating the above ceiling, perquisites shall be evaluated as per actual cost.

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

iv) Provision for use of company car for official duties and telephone at residence (including payment for local calls and long distance official calls);
v) Encashment of un-availed leave as per the rules of the Company at the time of retirement / cessation of service
vi) 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. Praveen Asthana would not be subject to retirement by rotation in terms of the Article 123 of the Articles of Association of the Company.</td></tr>
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RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorised, to vary, alter, modify or restructure the terms and conditions of appointment and remuneration of Mr. Praveen Asthana (DIN: **06830096**), including the

DIC INDIA LIMITED
Fusion square, 5th Floor, Plot no. 5A & 5B, Sector-126, Noida – 201303
Tel: +91-120-6361414 I Fax: +91-120-6361443
GSTIN: 09AABCC0703C1ZF,CIN No. L24223WB1947PLC015202
Website: www.dic.co.in I Email id: investors@dic.co.in
Registered office: UB 03, Mani Tower, 31/41, Binova Bhave Road,
Behala, Kolkata-700038

composition and quantum of any component thereof, in accordance with the applicable provisions of the Act and Schedule V thereto, the SEBI Listing Regulations and other applicable laws for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings, as may be considered necessary, expedient or desirable for giving effect to the aforesaid resolution.

By Order of the Board
For DIC India Limited

Sd/-

Meghna Saini
Company Secretary
M. No. A42587

Place: Noida,
Date: August 31, 2026

NOTES

1. The explanatory statement pursuant to section 102 read with section 110 of the Act and other applicable provisions, if any, along with requisite enclosure(s) setting out material facts and the reason/rationale thereof of the proposed resolution is annexed herewith and forms part of this Notice.

2. This Notice is being sent by email to all the members whose names appear on the register of members/list of beneficial owners as received from the depositories (NSDL/CDSL) and whose e-mail addresses are registered with the Company and/or DPs as on **August 21, 2026** ("**Cut-off Date**") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, MUFG Intime India Private Limited ("RTA"), in accordance with the provisions of the Act read with the rules made thereunder and the framework provided under the MCA Circulars. A person who is not the member as on the cut-off date should treat this Notice for informational purposes only. In compliance with regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with Rules framed thereunder, the MCA Circulars, the SEBI Circulars and SS-2, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the Postal Ballot form and the pre-paid business reply envelope are not being sent to the members. The communication (assent or dissent) of the members would only take place through the remote e-voting system.

3. Members holding shares in physical mode and who have not updated their email address with the Company are requested to update their email addresses by writing to the MUFG Intime India Private Limited ("**RTA**") at investor.helpdesk@in.mpms.mufg.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. The detailed procedure can be accessed from the website of the Company https://www.dic.co.in/investors/investor-service-request.

4. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.

5. Once the vote on resolution is cast by the member(s), he/she shall not be allowed to change it subsequently. The voting rights of the members shall be in proportion to their shares in the paid-up share capital of the Company as on Cut-off Date.

6. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting *i.e.,* **September 30, 2026**. Further, resolutions passed by the members through Postal Ballot are deemed to have been passed as if they are passed at the general meeting of the members.

7. The Scrutinizer will submit its report to the Chairman or any other person authorized by the Chairman after completion of scrutiny of e-voting and the result of e-voting by Postal Ballot will be announced within 48 hours from the conclusion of the e-voting and will also be placed on the website of the Company www.dic.co.in and the website of NSDL www.evoting.nsdl.com and communicated to the stock exchanges and RTA.

8. All material documents (if any) and referred to in the explanatory statement will be available for inspection only through electronic mode on all working days and from the date of dispatch till the conclusion of e-voting. Members may send their requests from their registered email address to investors@dic.co.in and/or ashok.sherugar@in.mpms.mufg.com mentioning their name, Folio no. / Client ID and DP ID.

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: Ms. Meghna Saini, Company Secretary by email at Meghna.saini@dic.co.in.

10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at investor.helpdesk@in.mpms.mufg.com. The forms for updating the same are available at https://www.dic.co.in/investors/investor-service-request. Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

11. Those members who have any unclaimed dividend or who have not updated their KYC are requested to follow the due process for claiming the unclaimed dividend, if any, and update their respective KYCs.

12. The way to vote electronically on NSDL e-voting system consists of "two steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Circulars dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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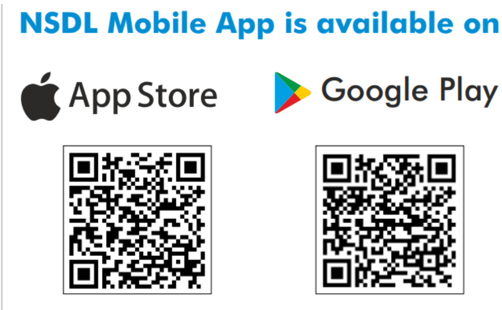
3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.


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<td>Individual Shareholders holding securities in demat mode with CDSL</td>
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1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
</td>
</tr>
</table>

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 cskaranarora@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@dic.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@dic.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 Basis the recommendation of Nomination & Remuneration Committee and approval by the Board of Directors of the Company, Mr, Hayato Kashiwagi (DIN: 10953592) was first time inducted on the Board of DIC India Limited as an Additional Non-Executive Director w.e.f. February 21, 2025 and subsequently the Members of the Company in the 77th AGM of the Company confirmed the appointment of Mr. Hayato Kashiwagi as the Non-Executive Director of the Company, liable to retire by rotation. Thereafter, the members of the Company in the 78th AGM of the Company approved the re-appointment of Mr. Hayato Kashiwagi (DIN: 10953592) who retired by rotation and being eligible sought re-appointment.

Considering his extensive experience, leadership capabilities and significant contribution towards the business growth of DIC group, the Nomination and Remuneration Committee in its meeting held on July 15, 2026, considered it appropriate to recommend his appointment to the Board as Managing Director of the Company in terms of section 152, 161, 196, 197, 203 read with Schedule V and other applicable provisions of the Act, subject to the approval of the Central Government.

Subsequently the Board at its meeting held on July 15, 2026 approved the appointment of Mr. Hayato Kashiwagi as the Managing Director of the Company for a term of 3 (three) consecutive years commencing from September 01, 2026 till August 31, 2029 subject to and the approval of members and the Central Government and such other approvals, permissions and sanctions, as may be necessary in accordance with the provisions of the Companies Act, 2013.

In this regard the requisite consent/ disclosures/ declarations, have been received from Mr. Kashiwagi.

Based on the declaration received from Mr. Kashiwagi, the Board is of the opinion that Mr. Kashiwagi is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Further, being a Foreign National and a Non-Resident of India all the conditions set out in Part-I of Schedule V to the Act have been complied with, except clause (e) of Part I of Schedule V of the Act, application shall be filed with Central Government in e-form MR-2 within prescribed timelines.

Mr. Kashiwagi holds a degree in Bachelor of Commerce from Doshisha University, he was earlier designated as Non-Executive Director of DIC India Limited, and also served as Regional Business Product Director of DIC Asia Pacific Pte Ltd ("DICAP"), with overall responsibility for product growth across all operating entities of the Packaging and Graphic Division in the DIC AP region.

His 25-year career at DIC Corporation, the parent company of DICAP, covered multiple areas in sales and marketing, corporate management and international business. He brings with him a wealth of experience of working with Group companies in Japan and Asia Pacific region on various projects.

The NRC, while recommending his appointment, has, inter alia, evaluated his qualifications, skills, experience, leadership capabilities and fitment with the Company's strategic objectives, in line with the Company's Nomination and Remuneration Policy and the criteria laid down under the Act and the SEBI Listing Regulations. The Board is of the opinion that his appointment will significantly strengthen the leadership team and enable effective execution of the Company's growth and diversification strategy and is in the best interests of the Company. Both NRC and Board are of the opinion that considering extensive global experience of Mr. Kashiwagi across different entities of DIC Group, he will bring global standards and values in DIC India as well.

In terms of the provisions of the SEBI Listing Regulations and the Act, the approval of the Members is being sought by way of a Special Resolution for the appointment of Mr. Hayato Kashiwagi as Managing Director of the Company and the remuneration proposed to be paid to him as set out in the accompanying Resolution.

Further post his appointment he will be classified in the KMPs of the Company in terms of Section 2(51) of the Act.

The remuneration payable to Mr. Hayato Kashiwagi as Managing Director is detailed in the resolution. The remuneration proposed to be paid to Mr. Hayato Kashiwagi is in accordance with the Company's Nomination and Remuneration Policy and is in line with industry benchmarks, considering the size, scale and complexity of the Company's operations. The remuneration structure includes an appropriate balance of fixed pay and performance linked incentives to ensure alignment with the Company's performance and shareholder value creation.

Mr. Hayato Kashiwagi is not related to any Director/ Key Managerial Personnel of the Company except earlier being the Non-Executive Director of the Company and does not hold any shares in the Company.

Additional information as required under Schedule V to the Companies Act, 2013, Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

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, flexo 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 UB 03, Mani Tower, 31/41, Binova Bhave Road, Behala, Kolkata, West Bengal-700038. DIC India Limited is a subsidiary of DIC Asia Pacific Pte Ltd, Singapore which holds 71.75% of the paid-up equity share capital of the Company.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:
The following is the summary of financial highlights for the last three years:

(Rs. in lakhs except Net worth, Dividend EPS and ratios)

Particulars	**December 31, 2025 (in lakhs)**	**December 31, 2024 (in lakhs)**	**December 31, 2023 (in lakhs)**
Revenue from Operations	89178.85	88,152.89	82,885.14
Total income	89,786.38	89,110.90	83,703.89
Profit/(loss) before tax	2,364.66	2,589.58	(2,824.60)
Profit/(loss) after tax	1,737.66	1,953.90	(2,267.62)
Other comprehensive income (loss)	(30.86)	(61.19)	(141.11)
Total comprehensive Profit/ (loss) for the year (X + XI)	1,706.80	1,892.71	(2408.73)
Paid up Share Capital	917.90	917.90	917.90
Reserves and Surplus	41,946.90	40,607.26	38,714.55
Net worth per equity share	466.9824	452.3954	39,632.45
Dividend (inc. DDT) per share	3	4	0
Dividend %	30	40	0
Earnings per share (basic and diluted)	18.93	21.29	(24.70)

Particulars	December 31, 2025 (in lakhs)	December 31, 2024 (in lakhs)	December 31, 2023 (in lakhs)
Debt equity ratio (times)	0.01	0.01	0.05
Current ratio (times)	2.42	2.55	2.22

Export performance and net foreign exchange collaborations:
(Rs in lakhs)

Particulars	December 31, 2025	December 31, 2024	December 31, 2023
Earnings in foreign exchange	7429.15	7743.78	7557.50
Net foreign exchange outgo	16418.88	16639.49	18256.20

Foreign investments or collaborators: Company has not made any foreign investments nor has any foreign collaboration except DIC Asia Pacific Pte Limited, Singapore (holding company) which holds 71.75% equity shares in the Company.

2. **Information about the appointee**:

Background Details, Brief Resume and Qualification:

Mr. Kashiwagi aged around 49 years holds a degree in Bachelor of Commerce from Doshisha University, he was earlier designated as Non Executive Director of DIC India Limited, and also served as Regional Business Product Director of DIC Asia Pacific Pte Ltd ("DICAP"), with overall responsibility for product growth across all operating entities of the Packaging and Graphic Division in the DIC AP region.

His 25-year career at DIC Corporation, the parent company of DICAP, covered multiple areas in sales and marketing, corporate management and international business. He brings with him a wealth of experience of working with Group companies in Japan and Asia Pacific region on various projects. As on the date of this notice, he also holds Directorship in various other DIC Group Companies registered and situated outside India.

His extensive experience in managing businesses across multiple geographies and working with multicultural teams provides him with a global perspective and strategic insight that will support the Company's long-term growth and competitiveness.

Lately he has been serving on the Board of DIC India Limited as Non-Executive Director w.e.f. February 21, 2025, and considering his rich experience and deep understanding of the Company's operations at a multinational level, it is proposed by the board to designate him as the **Managing Director of the Company,** his appointment is expected to further strengthen the Company's operations and create enhanced opportunities for sustainable growth and value creation.

Past Remuneration: Not applicable.

Recognitions or awards: None

Job profile and his suitability:
The Board is of the opinion that his appointment will significantly strengthen the leadership team and enable effective execution of the Company's growth and diversification strategy and is in the best interests of the Company. Both NRC and Board are of the opinion that considering extensive global experience of Mr. Kashiwagi across different entities of DIC Group, he will bring global standards and values in DIC India as well.

The Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of origin): The proposed remuneration payable to Mr. Hayato Kashiwagi is commensurate with the remuneration paid to a Managing Director of the said profile in the same industry and size of the Company.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Hayato Kashiwagi is neither related to any of the Directors, Managerial personnel nor the Company except earlier being the Non-Executive Director of the Company.

Nature of expertise in specific functional areas – Sales & Marketing, Business Strategy, Corporate Management, International Business Operations, Product Management, Packaging & Graphic Solutions, Regional Business Leadership, Strategic Planning and Cross-border Business Development.

Disclosure of inter-se relationships between directors and Key Managerial Personnel – No relation except being the Non-Executive Director on the Board prior to this appointment.

Listed companies in which Mr. Hayato Kashiwagi holds directorship and Committee membership – None other than DIC India Limited, in which he was previous associated as Non-Executive Director of the company.

Shareholding in the Company, including shareholding as a beneficial owner: NIL

Terms and Conditions for the appointment including remuneration: Appointed for a period of 3 years commencing from September 01, 2026, not liable to retire by rotation, on such remuneration forming part of the resolution stated in this Notice.

Number Board Meetings attended during the Year: During the Year 2026, Mr. Hayato Kashiwagi has attended 4 Board Meetings.

Directorships in other Boards: As on the date of this Notice, he also holds Directorship in DIC Philippines Inc, DIC (Vietnam) Co. Ltd, DIC Malaysia Sdn Bhd, DIC Lanka (Private) Limited, PT DIC Graphics, DIC Bangladesh Private Limited, DIC Australia Pty Ltd, DIC India Limited. The Board of DIC Fine Chemical Private Limited has approved the appointment of Mr. Hayato Kashiwagi as Additional Non-Executive Director w.e.f. September 01, 2026.

Membership/Chairmanship of Committees of Other Board- NIL

3. Other Information

Reasons of loss or inadequate profits: The Company has not incurred losses as per the audited financial statements for the financial year ended on December 31, 2025. To the extent profits computed under Section 198 are or may be inadequate in any financial year during the tenure, this may be attributable to industry-wide factors, principally escalation in raw material prices and disruption in global supply chains, which have pressured input costs and operating margins.

Steps taken or proposed to be taken for improvement: Cost-control programmes, realignment of manpower deployment, streamlining of fund and working capital management, and development of alternate raw material sourcing.

Expected increase in productivity and profits in measurable terms: Improvement is expected in measurable operating parameters, including raw material cost as a percentage of revenue, EBITDA margin, employee cost ratio, and inventory and working capital turnover, supported by the continued stewardship of experienced managerial personnel. The foregoing is not a forecast or guarantee of future performance.
Save and except the above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of this Notice.

Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), and Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors of the Company, at its meeting held on July 15, 2026, have approved the appointment of Mr. Praveen Kumar Asthana as the Additional Director designated as Whole Time Director of the Company, considering his extensive industry experience, leadership capabilities and significant contribution towards the strategic, operational and business growth of the Company.

In this regard requisite consent/ disclosures/ declarations, have been received from Mr. Praveen Kumar Asthana, stating that all the conditions as set out under relevant provisions of the Act for being eligible for this appointment are duly met and he is also duly qualified for being appointed as a Director in terms of Section 164 of the Act and also not debarred from holding the office of Director.

Further Based on the declaration received from Mr. Asthana, the Board is of the opinion that Mr. Praveen Kumar Asthana is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority.

Mr. Praveen Kumar Asthana has more than three decades of work experience. He has worked in leading MNCs & Indian companies prior to joining DICI. He is a B.Tech. in Chemical Engineering. from IIT Kanpur.

Prior to his induction in the Board of the Company, he has been serving as Chief Operating Officer (COO) and has been a part of the Senior Management Personnel of DIC India Limited. In the said capacity, he has been responsible for overseeing and driving the Company's core operational functions including manufacturing, procurement, logistics, planning, projects, safety & excellence.

His deep understanding of the Company's business, industry dynamics, customer requirements, and strategic priorities has contributed significantly to the Company's operational performance and long-term growth.

Considering his qualifications, skills, experience, leadership capabilities and fitment with the Company's long-term strategic objectives, the Board is of the opinion that his appointment as whole time director will significantly strengthen the leadership team and enable effective execution of the Company's growth and diversification strategy and is in the best interests of the Company.

In terms of Regulation 17(1)(c) of the SEBI Listing Regulations, the appointment of a director on the Board is required to be approved by the shareholders at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and considering his appointment as whole time director of the Company, the approval of the Members is being sought for the appointment of Mr. Asthana as Whole-time Director of the Company as special resolution.

Mr. Asthana satisfies all the conditions set out in Part I of Schedule V to the Act for being eligible for appointment.

The remuneration payable to Mr. Praveen Kumar Asthana is detailed in the resolution.

Further post his appointment he will be classified in the KMPs of the Company in terms of Section 2(51) of the Companies Act, 2013

The remuneration proposed to be paid to Mr. Praveen Asthana is in accordance with the Company's Nomination and Remuneration Policy and is in line with industry benchmarks, considering the size, scale and complexity of the Company's operations. The remuneration structure includes an appropriate balance of fixed pay and performance linked incentives to ensure alignment with the Company's performance and shareholder value creation.

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

Additional information as required under Schedule V to the Companies Act, 2013, Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

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 UB 03, Mani Tower, 31/41, Binova Bhave Road, Behala, Kolkata, West Bengal-700038. 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 lakhs except Net worth, Dividend EPS and ratios)

Particulars	**December 31, 2025 (in lakhs)**	**December 31, 2024 (in lakhs)**	**December 31, 2023 (in lakhs)**
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Total income	89,786.38	89,110.90	83,703.89
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Profit/(loss) after tax	1,737.66	1,953.90	(2,267.62)
Other comprehensive income (loss)	(30.86)	(61.19)	(141.11)
Total comprehensive Profit/ (loss) for the year (X + XI)	1,706.80	1,892.71	(2408.73)
Paid up Share Capital	917.90	917.90	917.90
Reserves and Surplus	41,946.90	40,607.26	38,714.55
Net worth per equity share	466.9824	452.3954	39,632.45
Dividend (inc. DDT) per share	3	4	0
Dividend %	30	40	0
Earnings per share (basic and diluted)	18.93	21.29	(24.70)
Debt equity ratio (in times)	0.01	0.01	0.05
Current ratio (in times)	2.42	2.55	2.22

Export performance and net foreign exchange collaborations:
(Rs in lakhs)

Particulars	**December 31, 2025**	**December 31, 2024**	**December 31, 2023**
Earnings in foreign exchange	7429.15	7743.78	7557.50
Net foreign exchange outgo	16418.88	16639.49	18256.20

Foreign investments or collaborators: Company has not made any foreign investments nor has any foreign collaboration except DIC Asia Pacific Pte Limited, Singapore (holding company) which holds 71.75% equity shares in the Company.

2. **Information about the appointee**:

Background Details, Brief Resume and Qualification
Mr. Praveen Kumar Asthana aged around 56 years has rich experience of more than three decades of work experience, he holds a degree in B.Tech. in Chemical Engineering. from IIT Kanpur.

Earlier he was designated a Chief Operating Officer where he has been responsible for Manufacturing, Quality, Procurement, Supply Chain, Projects, Safety & Excellence at DIC India Limited

The Board believes that his strategic vision and operational expertise will contribute significantly to effective decision-making, enhanced operational efficiency, and the long-term growth and success of the Company.

Mr. Asthana is inducted on the Board of DIC India for the first time w.e.f. July 15, 2026 as an Additional Director.

Past Remuneration: Not applicable as he has been appointed as a Director for the first time with effect from July 15, 2026. Past remuneration in the capacity as COO was INR 1.85 Crore.

Recognitions or awards: None

Job profile and his suitability: The Board is of the opinion that his appointment will significantly strengthen the leadership team and enable effective execution of the Company's growth and diversification strategy and is in the best interests of the Company. In his capacity as Whole Time Director of the Company Mr. Asthana would be responsible for overall Business planning, Operation, Management & Governance of the Company.

The Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of origin): The proposed remuneration payable to Mr. Praveen Kumar Asthana is commensurate with the remuneration paid to a Whole Time Director of the said profile in the same industry and size of the Company

The remuneration proposed to be paid to Mr. Praveen Kumar Asthana is in accordance with the Company's Nomination and Remuneration Policy and is comparable with industry benchmarks, considering the size, scale and complexity of the Company's operations. The remuneration structure includes an appropriate balance of fixed pay and performance linked incentives to ensure alignment with the Company's performance and shareholder value creation.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Asthana was earlier designated as Chief Operating Officer and was receiving remuneration for such position in accordance with the Company's remuneration policies and applicable laws.

Nature of expertise in specific functional areas – Business and Manufacturing Operations, Business Strategy, Corporate Management, Packaging & Graphic Solutions, Business Leadership, Strategic Planning.

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

Listed companies in which Mr. Praveen Asthana holds directorship and Committee membership – None other than DIC India Limited,

Shareholding of non-executive directors, including shareholding as a beneficial owner: NIL

Terms and Conditions for the appointment including remuneration: Appointed for a period of 3 years commencing from July 15, 2026, not liable to retire by rotation, on such remuneration forming part of the resolution stated in this Notice.

Number Board Meetings attended during the Year: Mr. Asthana has not attended any Board Meeting in the capacity of the Director but has attended one meeting as an invitee for one agenda matter.

Directorships in other Boards: NIL

Membership/Chairmanship of Committees of Other Board- NIL

3. Other Information

Reasons of loss or inadequate profits: The Company has not incurred losses as per the audited financial statements for the financial year ended on December 31, 2025. To the extent profits computed under Section 198 are or may be inadequate in any financial year during the tenure, this may be attributable to industry-wide factors, principally escalation in raw material prices and disruption in global supply chains, which have pressured input costs and operating margins

Steps taken or proposed to be taken for improvement: Cost-control programmes, realignment of manpower deployment, streamlining of fund and working capital management, and development of alternate raw material sourcing

Expected increase in productivity and profits in measurable terms: Improvement is expected in measurable operating parameters, including raw material cost as a percentage of revenue, EBITDA margin, employee cost ratio, and inventory and working capital turnover, supported by the continued stewardship of experienced managerial personnel. The foregoing is not a forecast or guarantee of future performance

Save and except the above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 of this Notice.

By Order of the Board
For **DIC India Limited**
Sd/-
Meghna Saini
Company Secretary
M. No. A42587

Noida,
August 31, 2026