



# DIC India Limited

Color and Comfort by Chemistry



## ANNUAL REPORT 2012

# BOARD OF DIRECTORS



**Dr P K Dutt**  
*Chairman*



**S Bhaumik**  
*Managing Director*



**D Banerjee**



**K Kudo**



**S Bose**



**B N Ghosh**



**U Sengupta**



**P Koek**



**DIC INDIA LIMITED**

# Notice

NOTICE is hereby given that the Sixty Fifth Annual General Meeting of the Members of DIC India Limited, will be held at the Williamson Magor Hall in the premises of The Bengal Chamber of Commerce & Industry, Royal Exchange, No. 6, Netaji Subhas Road, Kolkata - 700 001 on Friday, 12th April 2013 at 11.00 a.m. to transact the following business:

## **ORDINARY BUSINESS**

1. To receive and consider the Statement of Profit & Loss for the financial year ended 31st December 2012, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr Subir Bose, who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr Bhaskar Nath Ghosh, who retires by rotation and, being eligible, seeks re-appointment.
5. To appoint a Director in place of Mr Kazuo Kudo, who retires by rotation and, being eligible, seeks re-appointment.
6. To appoint Statutory Auditors and to fix their remuneration.

## **SPECIAL BUSINESS**

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Ordinary Resolution:

RESOLVED THAT consent be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1 (one) per cent of the net profit of the Company, determined in the manner laid down in the Companies Act, 1956, to Resident Indian Directors, other than the Wholtime Executive Directors of the Company, for a period of five years commencing from the financial year starting on 1st January 2014, such commission being divided amongst the Directors entitled thereto, in such proportion and manner as the Board may from time to time determine, and in the absence of such determination, equally.

The Register of Members of the Company will remain closed from 4th April 2013 to 12th April 2013, both days inclusive.

By order of the Board

Registered Office:

Transport Depot Road

Kolkata - 700 088

Dated : 4th February 2013

**TIMIR BARAN CHATTERJEE**

Senior Executive Vice President

(Corporate Affairs and Legal) & Company Secretary

**Notes :**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than forty eight hours before the commencement of the Annual General Meeting.**
2. Corporate Members are requested to send to the Company's Share Department, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
3. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
4. Transfer of shares (in physical form) received in order by the Share Department at the Company's Registered Office or the office of the Registrar & Share Transfer Agent, M/s C B Management Services (P) Limited, P-22 Bondel Road, Kolkata - 700 019 by 5.30 p.m. on 3rd April 2013 will be passed for payment of dividend, if declared.
5. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s C B Management Services (P) Limited, enclosing their share certificates to enable the Company to consolidate their holdings in one single folio.
6. Members holding shares in physical form are requested to notify immediately any change in their address/mandate/bank details to the Company or to the office of the Registrar & Share Transfer Agent, M/s C B Management Services (P) Limited quoting their folio number.
7. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividend for the year ended 31st December 2005 and thereafter, which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, members who have not encashed their dividend warrant(s) so far for the year ended 31st December 2005 or subsequent years, are requested to make their claim to the Company or to the office of the Registrar & Share Transfer Agent, M/s C B Management Services (P) Limited. Members are advised that in terms of the provisions of the Act, once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.
8. Members desirous of making a nomination in respect of their shareholding, as permitted under Section 109A of the Companies Act, 1956, are requested to submit the prescribed Form 2B to the Share Department of the Company or to the office of the Registrar & Share Transfer Agent, M/s C B Management Services (P) Limited.
9. Members are requested to bring the admission slips along with their copy of the Annual Report at the Meeting.
10. Members are requested to register their e-mail addresses with the Company for receiving the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India. The form for such registration can be obtained by mailing such request to our Registrar & Share Transfer Agent, M/s C B Management Services (P) Limited at [rta@cbmsl.com](mailto:rta@cbmsl.com) or to us on [investors@dic.co.in](mailto:investors@dic.co.in).

**Information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, relating to the Code of Corporate Governance, regarding Directors seeking appointment and re-appointment.**

**Item Nos. 3, 4 and 5**

**Mr Subir Bose**

Mr. Subir Bose, born on 10th December 1949, holds a B. Tech in Chemical Engineering from IIT (Kanpur) and PGDBA from IIM, Ahmedabad. Mr. Bose has over 35 years of experience in the paints industry and had held the position of Managing Director of Berger Paints India Limited till June 2012, besides holding Directorship of several of its group companies. He continues to hold Directorship in Berger Paints India Limited as a Non-executive Director.

Mr. Subir Bose was inducted on the Board with effect from 27th July 2007 as an Independent Director. He is also a member of the Audit Committee of the Company. He is not related to any of the Directors and does not hold any shares in the Company.

**Mr Bhaskar Nath Ghosh**

Mr Bhaskar Nath Ghosh, born on 31st January 1946, is a Chartered Accountant, and underwent training with Lovelock & Lewes (now a part of Price Waterhouse Coopers). He started out in January 1972 with the Tea Department of Duncan Brothers in Accounts Department and subsequently shifted to the newly incorporated Goodricke Group Limited in 1978. He retired in December 2008 as Managing Director (Finance & Corporate Affairs) and CFO from Goodricke Group Limited after a service of 37 years during which he had held several senior positions. He also held membership in various Committees like Indian Tea Association, Tea Research Association etc. Mr B N Ghosh brings with him vast expertise in the field of finance eg. investment planning, corporate projections, risk management, long term financial planning and corporate decision making. He does not hold any Directorship in any other Company.

Mr B N Ghosh was inducted on the Board with effect from 25th July 2009 as an Independent Director and is also a member of the Audit Committee. He is not related to any of the Directors and does not hold any shares in the Company.

**Mr Kazuo Kudo**

Mr Kazuo Kudo, born on 3rd January 1954, graduated with Bachelor of Economics from Hitotsubashi University in Tokyo, Japan in March 1978. After graduation, he joined DIC Corporation, Japan where he was in the legal department till 1988 when he was sponsored by DIC Corporation for a full time MBA with University of Washington, Seattle, USA in 1988-90. Prior to joining DIC Asia Pacific Pte Limited, Singapore, a subsidiary of DIC Corporation, Japan as its Regional Managing Director, Mr Kudo was the Executive Officer in DIC Corporation wherein he was responsible for corporate strategic planning, public & investor relation and corporate marketing. He had also held the directorship of Sun Chemicals Corporation from February 2006 to March 2008 wherein he had been responsible for governance of the top management. Mr Kudo has over 32 years of experience in the DIC Group and has vast experience in the field of legal, group company restructuring, corporate strategic planning, budgeting, investor relation and corporate marketing.

Mr Kudo was inducted on the Board with effect from 2nd June 2010 and is also a member of the Remuneration Committee. He is not related to any of the Directors and does not hold any shares in the Company.

Other Directorships and Committee Memberships held as on 31st December 2012 by Mr Subir Bose, Mr Bhaskar Nath Ghosh and Mr Kazuo Kudo are as given below:

Director	Name of Company	Board Position Held	Committees of Board	Committee Position Held
S Bose	Berger Paints India Ltd	Director	Investor Grievance Committee	Member
			Share Transfer Committee	Chairman
			Selection Committee	Member
	Beepee Coatings (P) Ltd	Chairman	Nil	Nil
	Berger Paints (Bangladesh) Ltd	Director	Nil	Nil
	Berger Jenson & Nicholson (Nepal) (P) Ltd	Director	Nil	Nil
	Berger Paints (Cyprus) Ltd	Director	Nil	Nil
	Lusako Trading Ltd., Cyprus	Alternate Director	Nil	Nil
	Bolix SA, Poland	Director	Nil	Nil
B N Ghosh	NIL	NA	NA	NA
K Kudo	DIC Asia Pacific Pte Ltd	Managing Director	Nil	Nil
	DIC (Malaysia) Sdn Bhd	Director	Nil	Nil
	DIC Graphics (Thailand) Co. Ltd	Director	Nil	Nil
	DIC International (Thailand) Co. Ltd	Director	Nil	Nil
	DIC Australia Pty Ltd	Director	Nil	Nil
	DIC New Zealand Ltd	Director	Nil	Nil
	DIC Pakistan Ltd	Director	Nil	Nil
	DIC Fine Chemicals Pvt Ltd	Director	Nil	Nil
	PT Pardic Jaya Chemicals	Director	Nil	Nil
	Siam Chemical Industry Co. Ltd.	Director	Nil	Nil
	DIC Color (Thailand) Co. Ltd	Director	Nil	Nil
	PT DIC Astra Chemicals	Director	Nil	Nil
	Coates Thailand Ltd.	Director	Nil	Nil

No other Director other than Mr S Bose, Mr B N Ghosh and Mr K Kudo are interested or concerned in the Resolutions.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956**

### **Item No.7**

#### **Commission to Resident Non-executive Directors**

The Resident Indian Non-executive Directors of the Company are paid remuneration by way of commission not exceeding 1% of the net profits, computed in the manner laid down by the Companies Act, 1956 as approved by the members and the Central Government.

The members, at the Annual General Meeting held on 12th June 2008, had accorded their approval to such payment of commission by the Company, being for a period of 5 years commencing from 1st January 2009 which was duly accorded by the members in their meeting held on 12th June 2008. The above approval is due to expire on 31st December 2013 and accordingly approval of the members is sought for payment of commission for a further period of 5 years commencing from 1st January 2014. It may be noted that Article 106(3) of the Articles of Association of the Company permits payment of such commission by the Company.

Dr P K Dutt, Mr D Banerjee, Mr S Bose, Mr B N Ghosh and Mr U Sengupta may be deemed to be interested or concerned in the proposed resolution to the extent of the remuneration that may become payable to them. No other Director is interested or concerned in this Ordinary Resolution.

The Board of Directors accordingly recommend the Resolutions mentioned under Item Nos.3, 4, 5 and 7 of the Notice for the approval of the Members.

By order of the Board

Registered Office:  
Transport Depot Road  
Kolkata - 700 088  
Dated : 4th February 2013

**TIMIR BARAN CHATTERJEE**  
Senior Executive Vice President  
(Corporate Affairs and Legal) & Company Secretary







**DIC INDIA LIMITED**

Registered Office : Transport Depot Road, Kolkata 700 088

**ATTENDANCE SLIP**

**65th Annual General Meeting, 12th April 2013, 11.00 a.m.**

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.

Name of the Member

Folio/D.P.& Client I.D.No.

No. of Shares held

.....

I hereby record my presence at the 65th Annual General Meeting of the Company at the premises of The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata 700 001.

Signature of the Shareholder or the Proxy attending the Meeting	
If Member, please sign below	If Proxy, please sign below

..... TEAR OFF HERE .....

**DIC INDIA LIMITED**

Registered Office : Transport Depot Road, Kolkata 700 088

**PROXY FORM**

Folio/D.P. & Client I.D.No. :

I/We \_\_\_\_\_

of \_\_\_\_\_

being a members(s) of DIC India Limited, hereby appoint \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_

or failing him \_\_\_\_\_ of \_\_\_\_\_

or failing him \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the 65th Annual General Meeting of the Company to be held on the 12th April 2013 and at any adjournment thereof.

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2013



NOTE : The Proxy Form must be deposited at the Registered Office of the Company, Transport Depot Road, Kolkata 700 088, not less than 48 hours before the time for holding the meeting.

