



DIC India Limited

Color and Comfort by Chemistry



ANNUAL REPORT 2015

BOARD OF DIRECTORS

As on 31st December 2015



Dr Prabir Kumar Dutt
Chairman



Shailendra Hari Singh
Managing Director & CEO



Yasuo Ikeda
Chief Operation Officer



Kazunari Sakai



Naoyoshi Furuta



Dr. Reena Sen



Dipak Kumar Banerjee



Subir Bose



Bhaskar Nath Ghosh



Utpal Sengupta



Paul Koek

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Corporate Information

as on 31st December 2015

CIN - L24223WB1947PLC015202

Board of Directors

Dr Prabir Kumar Dutt <i>Chairman</i>	Shailendra Hari Singh <i>Managing Director & CEO</i>	Yasuo Ikeda <i>Chief Operation Officer</i>
Kazunari Sakai	Naoyoshi Furuta	Dr. Reena Sen
Subir Bose	Bhaskar Nath Ghosh	Utpal Sengupta
Banibrata DeSarkar <i>Company Secretary</i>		
Sandip Chatterjee <i>Chief Finance Officer</i>		

Board Committees

Audit

Committee

Dipak Kumar Banerjee – *Chairman*
Subir Bose
Bhaskar Nath Ghosh
Paul Koek
Utpal Sengupta

Investor Grievance & Stakeholders' Relationship Committee

Utpal Sengupta – *Chairman*
Dr Prabir Kumar Dutt
Paul Koek

Nomination &

Remuneration Committee

Dipak Kumar Banerjee – *Chairman*
Subir Bose
Kazunari Sakai
Paul Koek

CSR Committee

Utpal Sengupta – *Chairman*
Subir Bose
Yasuo Ikeda
Paul Koek
Shailendra Hari Singh

Bankers

Bank of Baroda
State Bank of India
Standard Chartered Bank
The Hongkong and Shanghai Banking Corporation Limited

Auditors

Lovelock & Lewes
(Rgn No. 301056E)
Plot No. Y-14, Block EP, Sector V, Salt Lake,
Electronics Complex, Bidhan Nagar, Kolkata - 700 091
Phone : (033) 2357 9260 / 7600

Registrar and Share Transfer Agent

C B Management Services (P) Limited
P-22, Bondal Road, Kolkata - 700 019
CIN - U74140WB1994PTC062959
Phone : (033) 4011 6700 / 2280 6692 / 2282 3643 / 2287 0263
E-mail : rta@cbmsl.com | Website : www.cbmsl.com

Registered Office

Transport Depot Road, Kolkata - 700 088
Phone : (033) 2449 6591-95 Fax : (033) 2449 7033 / 2448 9039
E-mail : investors@dic.co.in Website : www.dicindia.co

Ten Years Record

TEN YEARS FINANCIAL STATISTICS

(Rs. in Million)

	2015 Dec-31	2014 Dec-31	2013 Dec-31	2012 Dec-31	2011 Dec-31	2010 Dec-31	2009 Dec-31	2008 Dec-31	2007 Dec-31	2006 Dec-31
Sales (Net)	7,461	7,187	7,087	7,124	6,748	5,534	4,593	4,719	4,039	3,395
Profit before Tax	403	(181)	120 #	315 #	382 #	649	320	231	167	145
Tax	106	(83)	(5)	100	117	141	97	81	58	45
Profit after Tax	297 #	(309) \$	125 #	215 #	265 #	507	223	151	109	100
Dividend	44 *	—	43 *	43 *	43 *	54 *	43 *	38 *	38 *	28 *
Retained Profit	253	(309)	82	172	222	454	180	113	71	72
Earnings per Share (Rs.)										
– Basic	32.37	(33.65)	13.66 #	23.42 #	28.82 #	55.28	24.29	16.56	15.86	14.51
– Diluted	32.37	(33.65)	13.66 #	23.42 #	28.82 #	55.28	24.29	16.56	15.69	—
Dividend per Share (%)	40 @	—	40	40	40	50	40	35	35	35
Net Worth per										
Equity Share (Rs.)	309.08	283.77	317.44	308.46	289.69	265.53	216.04	196.47	170.52	157.54
PBT to Sales (%)	5.4	(2.52) ‡	1.69	4.42	5.66	11.72	6.97	4.90	4.14	4.27
PAT on Shareholders										
Funds (%)	10.47	(11.86)	4.30	7.59	9.95	20.82	11.25	8.37	9.30	9.22
Debt Equity Ratio	0.01:1	0.14:1	0.08:1	0.12:1	0.09:1	0.05:1	0.22:1	0.28:1	0.12:1	0.64:1
Sources of Funds										
Share Capital	92	92	92	92	92	92	92	92	69	69
Share Application	—	—	—	—	—	—	—	—	516	—
Reserves & Surplus	2,745	2,513	2,822	2,740	2,567	2,345	1,891	1,712	1,105	1,016
Borrowings	25	352	233	340	227	115	427	497	209	693
	2,862	2,957	3,147	3,172	2,886	2,552	2,410	2,300	1,899	1,778
Application of Funds										
Net Fixed Assets	731	890	976	1,018	897	772	756	745	682	535
Investments	—	—	—	—	—	—	108	108	108	108
Net Current Assets	2,131	2,067	2,171	2,153	1,989	1,780	1,546	1,448	1,109	1,135
	2,862	2,957	3,147	3,172	2,886	2,552	2,410	2,300	1,899	1,178

Notes:

* Includes Tax on Dividend

@ Proposed

After considering Extra-ordinary items

\$ After considering Exceptional item

‡ Profit before Tax and Exceptional item



DIC INDIA LIMITED

CIN : L24223WB1947PLC015202.

Regd. Office : Transport Depot Road, Kolkata - 700 088

Website : www.dicindia.co

Email id : investors@dic.co.in

Phone : 033 24496591

Notice

NOTICE is hereby given that the Sixty Eighth 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, 22nd April 2016 at 11.00 am to transact the following business:

ORDINARY BUSINESS

1. To receive and consider the Statement of Profit & Loss for the financial year ended 31st December 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare final dividend of Rs 4.00 per equity share, to be paid for the financial year ended 31st December 2015.
3. To appoint a Director in place of Dr. Prabir Kumar Dutt (DIN: 00026833), who retires by rotation and being eligible, seeks re-appointment.
4. Appointment of Statutory Auditors and to fix their remuneration.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“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 Sixty Ninth AGM of the Company, on such remuneration plus travelling and out-of-pocket expenses, as may be mutually agreed upon between the Auditors and the Board of the Company.”

SPECIAL BUSINESS

5. Remuneration of Cost Auditor.

To consider, and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, 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 Company for the year ending on 31st December 2016, be paid a remuneration of Rs.30,000/-, exclusive of service tax and out of pocket expenses incurred by them in connection with the aforesaid audit.

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.”

The Register of Members of the Company will remain closed from 16th April 2016 to 22nd April 2016, both days inclusive.

By order of the Board

Registered Office:
Transport Depot Road
Kolkata - 700 088
Date : 5th February 2016

BANIBRATA DESARKAR
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. As Secretarial Standard 2, the proxy should carry a valid photo-id card to the venue to tender vote.**
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 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
4. 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 certificate(s) to enable the Company to consolidate their holdings in one single folio.
5. 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. The particulars amendment form forms a part of the Annual Report.
6. Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated 21st March 2013, has mandated usage of electronic mode for making cash payments such as dividend, etc to the investors of Companies whose securities are listed on the Stock Exchanges. Payment of dividend through electronic mode is beneficial to the Members since the risks associated with receiving payment through dividend warrants such as loss in transit/ misplacement /revalidation etc. can be easily mitigated. Therefore, Shareholders are requested to provide particulars of their bank account details for availing 'National Electronic Clearing Service' (NECS) facility. Further, ECS facility is also available to the beneficial owners of shares in demat form. Those desirous of availing the facility may provide their mandate for physical holding to the Company and for demat holding to their DP in writing.
7. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividend for the year ended 31st December 2008 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 2008 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 in physical form, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form SH13 and SH14, accordingly 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. 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 or to us on investors@dic.co.in.

DIC INDIA LIMITED

9. Members are requested to bring the admission slips along with their copy of the Annual Report at the Meeting.
10. The Ministry of Corporate Affairs, Government of India, pursuant to its Green Initiative in Corporate Governance, has permitted under Section 20 of the Companies Act, 2013, the service of documents including the Annual Report consisting of Notice, Accounts and other relevant Reports through the electronic mode. Copies of the Annual Report 2015, notice of the AGM along with attendance slip, proxy form and instructions for e-voting are being sent by electronic mode only to those members whose e-mail addresses are registered with the Company/ Depositories Participants for communication purposes unless any member has requested for a hard copy of the same. Shareholders holding shares in physical/dematerialized form are requested to register/update their e-mail addresses with the Company's Registrar and Share Transfer Agent. 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 or to us on investors@dic.co.in.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days upto the date of AGM.
12. Mr Tarun Chatterjee (Membership No. 17195 and CP No. 6935) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting in the AGM venue in a fair and transparent manner.
13. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General meeting to be held on 22nd April 2016, at 11.00 a.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link <https://evoting.nsdl.com>.

The process for e-voting is enumerated below for your reference:

The instruction for e-voting are as under:

- (i) User ID and Password for e-voting is provided with the AGM Notice, please note that the Password is initial Password.
- (ii) National Securities Depository Limited (NSDL) shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized form and whose e-mail addresses are registered with the Company/ Depository participant(s). For members who have not registered their email address, can use the details as provided overleaf.
- (iii) Launch internet browser by typing the following URL: www.eVoting.nsdl.com.
- (iv) Click on shareholder – Login.
- (v) Put user ID and Password as initial password noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-voting > Acting Voting Cycles.
- (viii) Select “EVEN” (E-Voting event number) of DIC India Limited.
- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory/ies who are authorized to vote, to the Scrutinizer through e-mail tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

Notes:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQ) for Shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password for casting your vote.
- III. The e-voting period commences on 19th April 2016 (9.00 am) and ends on 21st April 2016 (5.00 pm). During this period, Shareholders of the Company holding shares in physical form or in dematerialized form, as on the cut-off date 15th April 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- IV. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 15th April 2016.
- V. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the meeting unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The Result shall be declared at the 68th Annual General meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.dicindia.co and on the website of NSDL.

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

(Item Nos. 3):

Dr. Prabir Kumar Dutt

Dr Prabir Kumar Dutt, B.Sc, M.Tech (Chemical Engineering and Chemical Technology), Ph.D (Polymer Chemistry), born on 14th March 1942 joined the Company on 1st August 1970 as a Chemist and was appointed as a member of the Board with effect from 14th May 1984. On 1st January 1987, Dr Dutt was designated as the Assistant Managing Director. Dr Dutt was appointed as the Managing Director with effect from 26th July 1991. Thereafter, Dr. Dutt was appointed as Chairman & Managing Director by the Board with effect from 29th May 2007 and was subsequently re-designated as the Chairman & Chief Executive Officer for a period commencing from 1st April 2008 till 31st March 2011. Considering the succession planning of the Company, the Board of Directors, at its meeting held on 21st October 2010 had approved the fresh terms of appointment of Dr P K Dutt as the Chairman of the Company for a period of 15 (fifteen) months with effect from 1st January 2011 till 31st March 2012.

Considering the contributions made by Dr Dutt, the Board at its meeting held on 8th February 2012 decided to induct Dr Dutt as Additional Director with effect from 1st April 2012 and the same was ratified by the members in the Annual General Meeting held on 29th May 2012. He is not related to any other Directors/KMP of the Company and holds 133 shares of the Company. Dr Dutt is also the member of the Investors' Grievance and Stakeholders Relationship Committee.

Other Directorship and Committee Membership held as on 31st December 2015 by Dr. P K Dutt are as given below:

Name of Company	Board Position Held	Committees of Board	Committee Position Held
DIC Fine Chemicals Pvt. Ltd.	Director	Nil	Nil
CHNHB Association	Committee Member	Nil	Nil

Other than Dr Dutt, no other Director or Key Managerial Personnel of the Company or their relatives are interested in the resolution proposed.

DIC INDIA LIMITED

ITEM NO. 5

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company relating to the business of manufacturing printing inks.

The Board at its meeting held on 5th February 2016 appointed M/s. Sinha Chaudhuri & Associates (Firm Registration No. 000057), Cost Accountants as the Cost Auditor of the Company for the financial year ending on 31st December 2016 at a remuneration of Rs.30000/-, exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the abovementioned Rules.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolutions set out at item no. 5 of the Notice.

The Board of Directors recommends the Resolutions for your approval.

By order of the Board

Registered Office:
Transport Depot Road
Kolkata - 700 088
Date : 5th February 2016

BANIBRATA DESARKAR
Company Secretary