Date: November 26, 2026

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

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

The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
NSE Symbol: 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 26th November, 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. TONY SIROHI (DIN: 06451211) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

2) **APPOINTMENT OF MS. SHALINI KAPOOR (DIN: 11930584) AS AN INDEPENDENT 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, November 20, 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 **Friday, November 27, 2026, at 09.00 A.M.** and shall end on **Saturday, December 26, 2026 at 05.00 P.M.** The result of postal ballot will be declared within 2 (two) working days from the conclusion of e-Voting.

The above information will also be made available on the website of the Company at https://dic.co.in/ and the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL.

This is for your kind information and record.

Kindly take the same on your record.

Thanking you,

Yours Truly,

For DIC India Limited

Meghna Saini
Digitally signed by Meghna Saini
Date: 2026.11.26 11:22:53 +05'30'

Meghna Saini

Company Secretary, Compliance Officer & Head-Legal

Membership No. A42587

Encl: As above

DIC INDIA LIMITED
Corporate Office: 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

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" or "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. TONY SIROHI (DIN: 06451211) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

2. **APPOINTMENT OF MS. SHALINI KAPOOR (DIN: 11930584) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice forms part of this Postal Ballot notice ("**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 Circular, 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 ("**DP**") as on the cut-off date.

The Company has 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	November 20, 2026 (Friday)
Date of Dispatch of Notice	November 26, 2026 (Thursday)
Commencement of e-voting	November 27, 2026 (Friday), 09:00 AM
Conclusion of e-voting	December 26, 2026 (Saturday), 05:00 PM
EVEN ID	143613

The e-voting facility will be disabled by NSDL immediately after 05:00pm IST on December 26, 2026, and will be disallowed thereafter.

The last date of the e-voting is **Saturday, December 26, 2026**, on which the resolution shall be deemed to be passed, if the 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 two working days from the conclusion of e-voting. In terms of the proviso to Regulation 25(2A) of the SEBI Listing Regulations, if a special resolution for appointment of an independent director does not receive the requisite majority, the appointment shall nonetheless be deemed to have been approved if the votes cast in favour exceed the votes cast against and the votes cast by the public shareholders in favour exceed the votes cast by them against.

PROPOSED RESOLUTIONS:

1. **APPOINTMENT OF MR. TONY SIROHI (DIN: 06451211) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Tony Sirohi (DIN: 06451211), who was appointed as an Additional Director of the Company in the category of Independent Director with effect from November 3, 2026, who is eligible for appointment as a Director, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from November 3, 2026 up to and including November 2, 2029.

   RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things, and to file all such forms and returns with the Registrar of Companies and other authorities, as may be considered necessary, desirable and expedient to give effect to this resolution and / or otherwise considered by them to be in the best interest of the Company."

2. **APPOINTMENT OF MS. SHALINI KAPOOR (DIN: 11930584) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Ms. Shalini Kapoor (DIN: 11930584), who was appointed as an Additional Director of the Company in the category of Independent Director with effect from November 3, 2026, who is eligible for appointment as a Director, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for

the office of Director, and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from November 3, 2026 up to and including November 2, 2029.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things, and to file all such forms and returns with the Registrar of Companies and other authorities, as may be considered necessary, desirable and expedient to give effect to this resolution and / or otherwise considered by them to be in the best interest of the Company.**"**

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

Place: Noida
Date: 26th November 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 **Friday, November 20, 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.

3. 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.

4. 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.

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

6. 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.

7. 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.,* December 26, 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.

8. 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 two working days 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.

9. 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.

10. 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.

11. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its two working days from the conclusion of e-voting. In terms of the proviso to Regulation 25(2A) of the SEBI Listing Regulations, if a special resolution for appointment of an independent director does not receive the requisite majority, the appointment shall nonetheless be deemed to have been approved if the votes cast in favour exceed the votes cast against and the votes cast by the public shareholders in favour exceed the votes cast by them against.

12. 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).

13. 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.

14. 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 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 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. 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. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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. 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 and Secretarial Standard-2)

Item No. 1

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 161 of the Companies Act, 2013, Articles of Association and Nomination and Remuneration Policy **("NRC Policy")** of the Company, at its meeting held on November 03, 2026 appointed Mr. Tony Sirohi (DIN: 06451211) as an Additional Director (in the category of Non-Executive Independent Director and Independent Director subject to the approval of the shareholders) with effect from November 3, 2026 (both days inclusive) for a period of 3 (three) consecutive years, not liable to retire by rotation, subject to approval of members of the Company.

As per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, approval of the shareholders for appointment of a director is to be considered at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. . Accordingly, approval of the Members is being sought through this Postal Ballot, for the appointment of Mr. Tony Sirohi as an Independent Director of the Company for a period of 3 (three) consecutive years, commencing from November 03, 2026.

Skills and capabilities required for the role of Independent Director and the manner in which Mr. Tony Sirohi meets such requirements:

Mr. Tony Sirohi is a seasoned global business leader with over 30 years of experience in general management, P&L leadership, business transformation, and strategic growth across India, Southeast Asia, and Vietnam. Having held senior leadership and board positions with leading multinational packaging companies including Constantia Flexibles, Aptar Group, and Huhtamaki, he has successfully led market expansions, post-acquisition integrations, turnaround initiatives, and greenfield investments. His extensive board and governance experience, coupled with a proven track record of delivering sustained growth and building high-performing organizations, positions him as a strategic advisor capable of contributing effectively to corporate governance, business strategy, risk oversight, and organizational development.

The Board noted that Mr. Tony Sirohi's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Tony Sirohi with regard to the proposed appointment:

(i) Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

(ii) Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

(iii) Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations.

(iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

(v) Confirmation that he has registered himself with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Further, in terms of Section 160 of the Act, the NRC and Board have recommended the appointment of Mr. Tony Sirohi and the Company has also received a notice in writing from a Member proposing his candidature for appointment as an Independent Director.

In the opinion of the Board, Mr. Tony Sirohi fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and he is independent of the Management.

In terms of NRC Policy of the Company, Mr. Tony Sirohi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, he would be entitled to commission on profits as determined each year by the Board within the overall limits not exceeding 1% of the net profits of the Company as approved by the shareholders for all the Independent Directors put together for every financial year. He is not entitled for stock options and does not hold any shares in the Company.

Copy of the draft letter of appointment of Mr. Tony Sirohi setting out the terms and conditions thereof is available for inspection by the Members through electronic mode as provided in this Postal Ballot Notice.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto and forms a part of this Postal Ballot Notice.

Except Mr. Tony Sirohi, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above of the Notice except to the extent of their shareholding as Members, if any, in the Company.

Given Mr. Tony Sirohi's experience in general management, business transformation and board-level governance in the packaging and allied industries, the Board considers that his appointment will strengthen the Board's strategic and risk oversight. The Board accordingly recommends the Special Resolution set out at Item No. 1 for approval of the Members.

Item No. 2

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 161 of the Companies Act, 2013, Articles of Association and Nomination and Remuneration Policy of the Company, at its meeting held on November 03, 2026 appointed Ms. Shalini Kapoor (DIN: 11930584) as an Additional Director (in the category of Non-Executive Independent Director and Independent Director subject to the approval of the shareholders) with effect from November 3, 2026 (both days inclusive) for a period of 3 (three) consecutive years, not liable to retire by rotation, subject to approval of members of the Company.

As per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the shareholders for appointment of a director is to be considered at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought through this Postal Ballot, for the appointment of Ms. Shalini Kapoor as the Independent Director of the Company for a period of 3 (three) consecutive years, commencing from November 03, 2026.

Skills and capabilities required for the role of Independent Director and the manner in which Ms. Shalini Kapoor meets such requirements:

Ms. Shalini Kapoor is a distinguished legal professional and advocate with over 34 years of practice before the Supreme Court of India, Delhi High Court, and various tribunals, specializing in civil litigation, commercial arbitration, mediation, and dispute resolution. She has represented and advised a wide range of multinational corporations, public institutions, regulatory bodies, and educational organizations in complex corporate, commercial, and cross-border matters. As a Senior Mediator with the Delhi High Court Mediation and Conciliation Centre and an appointed Arbitrator in several significant disputes, she brings deep legal expertise, independent judgment, and a strong governance perspective, making her well suited for board-level oversight and independent directorship roles.

The Board noted that Ms. Shalini Kapoor's skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Company has received, inter alia, the following consents, declarations and confirmations from Ms. Shalini Kapoor with regard to the proposed appointment:

(i) Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that she is not disqualified from being appointed as Director in terms of Section 164 of the Act.

(ii) Declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

(iii) Declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations.

(iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

(v) Confirmation that she has registered herself with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Further, in terms of Section 160 of the Act, the NRC and Board have recommended the appointment of Ms. Shalini Kapoor and the Company has also received a notice in writing from a Member proposing her candidature for appointment as an Independent Director.

In the opinion of the Board, Ms. Shalini Kapoor fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for her proposed appointment as an Independent Director and she is independent of the Management.

In terms of NRC Policy of the Company, Ms. Shalini Kapoor would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, she would be entitled to commission on profits as determined each year by the Board within the overall limits not exceeding 1% of the net profits of the Company as approved by the shareholders for all the Independent Directors put together for every financial year. She is not entitled for stock options and does not hold any shares in the Company.

Copy of the draft letter of appointment of Ms. Shalini Kapoor setting out the terms and conditions thereof is available for inspection by the Members through electronic mode as provided in this Postal Ballot Notice.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto and forms a part of this Postal Ballot Notice.

Except Ms. Shalini Kapoor, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above of the Notice except to the extent of their shareholding as Members, if any, in the Company.

Accordingly, approval of the Members is being sought through this Postal Ballot, for the appointment of Ms. Shalini Kapoor as an Independent Director of the Company for a period of 3 (three) consecutive years, commencing from November 03, 2026.

Information as required pursuant to Regulation 36 of the SEBI Listing Regulations for item no. 1 and 2 are as follows:

Name of Director	**Mr. Tony Sirohi**	**Ms. Shalini Kapoor**
Category / Designation	Non-Executive, Independent Director	Non-Executive, Independent Director
DIN	06451211	11930584
Date of Birth	17/09/1964	10/12/1967
Age (in years)	62 years	58 years
Date of first appointment on the Board	November 03, 2026	November 03, 2026
Qualification	B.E., Mechanical Engineering M.B.A. in Marketing from Sydenham Institute of Management Studies, Bombay University.	B.A. (Hons.) from Delhi University LL.B from Delhi University
Brief Resume of the Director	Mr. Tony Sirohi is a seasoned global business leader with over 30 years of experience in general management, P&L leadership, business transformation, and strategic growth across India, Southeast Asia, and Vietnam. Having held senior leadership and board positions with leading multinational packaging companies including Constantia Flexibles, Aptar Group, and Huhtamaki, he has successfully led market expansions, post-acquisition integrations, turnaround initiatives, and greenfield investments. His extensive board and governance experience, coupled with a proven track record of delivering sustained growth and building high-performing organizations, positions him as a strategic advisor capable of contributing effectively to corporate governance, business strategy, risk oversight, and organizational development.	Ms. Shalini Kapoor is a distinguished legal professional and advocate with over 34 years of practice before the Supreme Court of India, Delhi High Court, and various tribunals, specializing in civil litigation, commercial arbitration, mediation, and dispute resolution. She has represented and advised a wide range of multinational corporations, public institutions, regulatory bodies, and educational organizations in complex corporate, commercial, and cross-border matters. As a Senior Mediator with the Delhi High Court Mediation and Conciliation Centre and an appointed Arbitrator in several significant disputes, she brings deep legal expertise, independent judgment, and a strong governance perspective, making her well suited for board-level oversight and independent directorship roles.
Nature of expertise in specific functional areas	General management, P&L leadership, business transformation and strategic growth; corporate governance, business strategy, risk oversight and organizational development.	Civil litigation, commercial arbitration, mediation and dispute resolution; corporate, commercial and cross-border legal matters; governance.
Inter-se relationship with any other Directors or KMP of the Company	None	None
Directorships held in other Listed Entities	None	None
Listed Entities from which he/ she has resigned in the past three years	None	None
Directorships in other Companies	None	None

Committee positions held in Board	None	None
No. of equity shares held in the Company including shareholding as a beneficial owner	Nil	Nil
No. of Board Meetings attended	Nil till the date of this Postal Ballot Notice	Nil till the date of this Postal Ballot Notice
Terms and conditions of appointment~~/ re-appointment~~	Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from November 03, 2026, and other terms as set out in the resolution read with explanatory statement.	Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from November 03, 2026, and other terms as set out in the resolution read with explanatory statement.
Skills and Capabilities required for the role and the manner in which proposed person meet such requirement	As per details provided in this Notice read with the explanatory statement thereto.	As per details provided in this Notice read with the explanatory statement thereto.
Justification for choosing the appointee for appointment as Independent Director	Seasoned business leader with over 30 years of experience and board experience in leading multinational packaging companies; contributes to corporate governance, strategy and risk oversight.	Distinguished legal professional with over 34 years of practice; Senior Mediator and appointed Arbitrator; brings legal expertise, independent judgment and a strong governance perspective.
Remuneration proposed to be paid	In terms of NRC Policy of the Company, Mr. Tony Sirohi will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings, reimbursement of expenses for participation in meetings, and such commission as may be approved by the Board from time to time based on recommendation of the NRC, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and as approved by the Members.	In terms of NRC Policy of the Company, Ms. Shalini Kapoor will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings, reimbursement of expenses for participation in meetings, and such commission as may be approved by the Board from time to time based on recommendation of the NRC, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and as approved by the Members.
Remuneration last drawn	Not Applicable	Not Applicable

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

Place: Noida
Date: 26th November 2026