

DK/
March 19, 2016

To,
Department of Corporate Service,
The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 023.

Dear Sir(s),

Sub: Postal Ballot Notice and Form

Please find enclosed, the Postal Ballot Notice and Form which will be circulated to those shareholders of the Company whose names appear in the Register of Members/ List of Beneficial Owners as on May 20, 2016.

This is for your information and records.

Thanking you,

Yours faithfully,
For DAI-ICHI KARKARIA LIMITED



Kavita Thadeshwar
Company Secretary

Encl: as above



DAI-ICHI KARKARIA LTD.

Registered Office: Liberty Building, Sir V. Thackersey Marg,
Mumbai - 400 020, Maharashtra, India.
CIN No.: L24100MH1960PLC011681

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirement) Regulation 2015, the Company is seeking consent of its members for passing resolutions by means of voting by postal ballot (including voting through electronic means). The proposed special resolutions and the statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning each item of the special business and the reasons thereof are annexed hereto along with the Postal ballot form for your consideration. The Board of Directors of the Company has appointed Mr. Vijay Sonone, Practicing Company Secretary, and failing him, Mr. Alwyn D'Souza, Practicing Company Secretary of M/s Alwyn Jay & Co., Company Secretaries as a Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the self – addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on Thursday, 30th June, 2016.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairperson or Company Secretary of the Company after completion of the scrutiny of Postal Ballots received in physical form and through e-voting process. The result of the Postal Ballot shall be announced by Chairperson or Company Secretary of the Company on or before Monday, 04th July, 2016 at the Registered office of the Company at **Liberty Building, S. V. T Marg, New Marine Lines, Mumbai – 400020**. In addition to the results being communicated to Bombay Stock Exchange Limited, the same along with the Scrutinizers report shall be displayed at the Registered office of the Company and on the Company's website i.e. www.dai-ichiindia.com.

SPECIAL BUSINESS:

1. Authorization to the Board of Directors to borrow moneys for the business 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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 150 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

2. Authorization to the Board of Directors to create mortgage, charge, hypothecation or lien or pledge on all or any movable or immovable properties of the Company

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

"RESOLVED THAT pursuant to section 180(1)(a) or any other applicable provisions of the Companies Act, 2013, as amended from time to time, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) to create such charge, mortgage, hypothecation, lien or pledge on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of

banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 150 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

By order of the Board
For Dai-ichi Karkaria Ltd.

Place: Mumbai
Date: May 14, 2016

Kavita Thadeshwar
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors in its meeting held on 14th May, 2016 has appointed Mr. Vijay Sonone, Practicing Company Secretary, and failing him, Mr. Alwyn D'Souza, Practicing Company Secretary of M/s Alwyn Jay & Co., Company Secretaries as Scrutinizer for conducting the Postal Ballot process and to scrutinize the e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being dispatched to all the Members whose names appear on the register of members/ statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 20th May, 2016. Duly completed Postal Ballot Form should however reach the Scrutinizer not later than 5:00 p.m. on 30th June, 2016.
4. In accordance with Regulation 44 of the Listing Regulations, Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote through the services provided by Central Depository Services (India) Limited (CDSL). Please note that e-voting is optional.
5. Kindly note that the Members can opt for only one mode of voting i.e., either by physical postal ballot or e-voting. If the Members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case Members cast their vote both by physical postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.
6. All documents referred to in this Postal Ballot Notice and Explanatory Statement are open for inspection to the Members at the Registered Office of the Company between 11.00 a.m. to 1 p.m. on all working days except Saturdays from the date hereof upto June 30, 2016.
7. The Postal Ballot Notice is also being published in Free Press Journal and Navshakti and the same has been uploaded on the Company's website viz., www.dai-ichiindia.com and CDSL website viz. www.cdslindia.com.
8. Voting rights of the Members shall be in proportion to their shares in the total paid up equity capital of the Company as on 20th May, 2016. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
9. The Resolutions, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting i.e. Thursday, 30th June, 2016, in the event, the draft Resolution is assented to by the requisite majority of shareholders.
10. The duly completed Postal Ballot form should reach the Scrutinizer not later than 5.00 p.m. on 30th June, 2016 to be eligible for being considered, failing with it will be treated as it no reply has been received from the member.
11. The Scrutinizer will submit his report to the Chairperson or Company Secretary after completion of the scrutiny and the result of the Postal Ballot will be announced on or before Monday, 4th July, 2016 at the Registered Office of the Company. The result of the Postal Ballot alongwith the Scrutinizer's Report will be displayed on the Company's website www.dai-ichiindia.com and on the website of CDSL and communicated to the Bombay Stock Exchange (BSE).

12. Instructions for e-voting

Voting through electronic means

In compliance with the provisions of Regulation 44 of the Listing Regulations, Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights by electronic means and business may be transacted through e-voting services provided by CDSL

- (i) The voting period for e-voting starts on **31st May, 2016** and ends on **30th June, 2016**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **20th May, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL at 5.00 p.m. on **30th June, 2016**.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **DAI-ICHI KARKARIA LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS

Item No. 1& 2

The Company has received Environmental Clearance for its upcoming Project at Dahej. It needs to borrow funds for implementation of the Project. As the amount to be borrowed may exceed its paid capital and free reserves and will require a charge to be created on the assets of the Company in favour of lenders/holders of securities / trustees for the holders of the said securities mentioned in resolutions at item no. 1 and 2.

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item Nos. 1 and 2 of the accompanying Notice.

In view of this it is recommended to pass:

- A Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs. 150 crores/- (Rupees One Hundred fifty crores only) or the aggregate of the paid up share capital and free reserves of the Company, at the relevant time, whichever is higher. And
- A Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, to enable to the Board of Directors to create charge / mortgage / hypothecation / lien / pledge on the movable/ immovable property of the Company in favour of lenders/holders of securities / trustees for the holders of the said securities.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 1 and 2 of the accompanying Notice for the approval of the Members

By order of the Board
For Dai-ichi Karkaria Ltd.

Place: Mumbai
Date: May 14, 2016

Kavita Thadeshwar
Company Secretary



DAI-ICHI KARKARIA LTD.

Registered Office: Liberty Building, Sir V. Thackersey Marg,

Mumbai - 400 020, Maharashtra, India.

CIN No.: L24100MH1960PLC011681

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered Address :
of the Sole / First Named Member

2. Name of Joint Holders :
If any

3. Registered Folio No./ DP ID No. :
and Client ID No.

4. Number of Equity Share(s) :
held

5. I./We hereby exercise my /our vote in respect of the special resolutions to be passed through Postal ballot for the business stated in the Postal Ballot Notice of the Company dated May 14, 2016 by sending my/our Assent or Dissent to the said resolution by placing the Tick ($\sqrt{\quad}$) mark at the appropriate box below:

Sr. No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180 (1)(c) of the Companies Act, 2013 to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.			
2.	Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 to create charge / mortgage / hypothecation / lien / pledge on the movable / immovable property of the Company.			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN/ Sequence Number

NOTES:

1. Please read carefully the instructions printed overleaf before exercising the vote.
2. Last date for receipt of Postal Ballot forms by Scrutinizer is 30th June, 2016.

INSTRUCTIONS FOR POSTAL BALLOT VOTING

1. Member(s) desirous to exercise vote by Postal Ballot may complete this Postal ballot Form and send it to the Scrutinizer in the attached self-addressed pre – paid postage Business Reply Envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier/registered post/speed post at the expense of the Member(s) will also be accepted.
2. This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Members and in his / her absence, by the next named Member.
3. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Thursday, 30th June, 2016. Postal Ballot Forms received after this date will be strictly treated as if reply from such Members has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).Postal Ballot cannot be exercised by a proxy.
5. In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a relevant Board Resolution / Authority Letter duly certified / attested by authorized signatory/ (ies).
6. A Member may request for a duplicate Postal ballot form, if so required. However, the duly filed in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Thursday, 30th June, 2016.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
8. Members may cast their votes as per the voting rights of the Members in proportion to their shares in the total paid up equity share capital of the Company as on 20th May, 2016.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding on the concerned Member and the Company.
10. The company is also offering e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice dated May 14, 2016, of the company.
11. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
12. A Member can opt for only one mode of voting, i.e. either by physical Postal Ballot or through evoting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.
13. The result of the Postal Ballot shall be declared on or before Monday, 4th July, 2016. The result would be displayed at the Registered Office of the Company, intimated to CDSL & Stock Exchanges where the Company's equity shares are listed and displayed alongwith the Scrutinizer's Report on the Company's website www.dai-ichiindia.com and on website of CDSL.