



CIN: L99999MH1951PLC008485

Regd. Office : 'dil' Complex, Ghodbunder Road, Majiwada, Thane (W) - 400 610, Maharashtra, India.

Tel.: +91- 22- 6798 0888 • Fax : +91- 22- 6798 0899 • Email : contact@dil.net • Website : www.dil.net

63rd ANNUAL GENERAL MEETING HELD ON 30th SEPTEMBER, 2015

Declaration of Results of remote e-voting (including postal ballot forms) and poll/ballot form(s)

The 63rd Annual General Meeting of the Company was held at its registered office at 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra on Wednesday, September 30, 2015, which commenced at 3.00 p.m. and concluded at 4:00 p.m.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules) 2014 and the Listing Agreement, the Company had provided the facility of remote e-voting ('e-voting') to the Members of the Company to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 63rd Annual General Meeting (AGM). The e-voting was open from September 27, 2015 (9.00 a.m. IST) to September 29, 2015 (5.00 p.m. IST). The Company also provided facility to vote through ballot form to those Members who do not have access to e-voting facility. The last date for receiving the ballot form was September 29, 2015 (5.00 p.m. IST).

The Board of Directors had appointed Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries as the Scrutinizer for e-voting and voting through ballot form. The Chairman appointed Mr. V. N. Deodhar as the Scrutinizer for the poll / ballot voting conducted at the AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes (including ballot forms) received up to **5.00 p.m. IST** and poll received till conclusion of the AGM and submitted his Report on 30th September, 2015.

The Consolidated Result as per the Scrutinizers' Reports dated 30th September, 2015 is as follows:

Resolution No.	Particulars	% Votes in favour	% Votes Against
1	To receive, consider and adopt: (a) the audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2015, Report of the Board of Directors'	100.00	Nil

	March 31, 2015, Report of the Board of Directors' and the Auditors thereon and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 along with report of the Auditors thereon.		
2	To declare a Final Dividend on equity shares (₹ 5 per equity share) of ₹10 each for the financial year ended March 31, 2015.	99.99	0.0001
3	To appoint a Director in place of Mr. Satish Varma (DIN – 00003255), who retires by rotation and being eligible offers himself for re-appointment.	99.99	0.0001
4	To ratify the appointment of Statutory Auditors and to fix their remuneration	99.99	0.0001
5	To consider and approve re-appointment of Mr. Krishna Datla (DIN:00003247) as Managing Director	99.99	0.0001
6	To consider and adopt revised Articles of Association of the Company to align with the form of Articles specified in Table F of Schedule I to the Companies Act, 2013.	99.99	0.0001
7	To consider and approve increase in borrowing powers of the Company.	99.99	0.0001



Based on the Reports of the Scrutinizer (as enclosed), all Resolutions as set out in the Notice of 63rd Annual General Meeting have been duly approved by the members with requisite majority.

For DIL Limited



Sanjay Buch
Sanjay Buch
Chairman

For DIL Limited

Srikant N. Sharma
Srikant N. Sharma
Company Secretary

Date: September 30, 2015

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.
Tel. : 2385 0364
Fax : 2386 1708
Email : vndeodhar@gmail.com

REPORT OF SCRUTINIZER

To
The Chairman,
DIL Limited.
DIL Complex, Ghodbunder Road,
Majiwada,
Thane (West), 400610.

Corporate Identity Number (CIN): L99999MH1951PLC008485

I V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 was appointed as Scrutinizer for the purpose of conducting the Ballot process in a fair and transparent manner for the resolutions to be passed at the 63rd Annual General Meeting of the Company to be held on Wednesday 30th September, 2015 at 3.00 P. M. at DIL Complex, Ghodbunder Road, Majiwada, Thane (West), 400610 and ascertaining the requisite majority on voting carried out as per provisions of the Companies Act, 2013 ("the Act"). The Company sought approval of Members to the following Resolutions:

1. Voting rights were on the paid-up value of shares registered in the name of the member.
2. The Shareholder holding shares as on the "Cut Off" date i.e. 23rd September, 2015 were entitled to vote on the proposed 7(Seven) Resolutions as mentioned in the Notice of the 63rd Annual General Meeting of the Company.

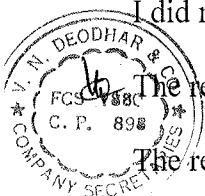
We Submit our Report as Under:

1. After the time fixed for voting on the Poll by the chairman one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and its R&T Agents.

I did not find any poll papers invalid.

The result of the poll is as under:

The result of Voting for Resolution No.1 to 7 is as under:



RESOLUTION No.1

To receive, consider and adopt

a) The audited financial statements of the Company for the financial year ended March, 31, 2015 together with the reports of the Board of Directors and Auditors thereon and,

b) The audited consolidated financial statements of the Company for the financial year ended March, 31, 2015 together with the reports of the Auditor's thereon.

i) Voted **in favor** of Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
53	1538025	99.987

ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

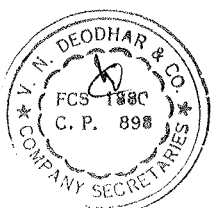
2. To declare a final dividend on equity shares (Rs. 5 per equity share) of Rs. 10/- each for the financial year ended March 31, 2015

i) Voted **in favor** of Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
53	1538025	99.987

ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
1	1	0.013



iii) **Invalid Votes:**

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

3. To appoint Director in place of Mr. Satish Varma (DIN 00003255), who retires by rotation and being eligible, offers himself for re-appointment.

i) **Voted in favor** of Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
53	1538025	99.987

ii) **Voted against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
1	1	0.013

iii) **Invalid Votes:**

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

4. To ratify the appointment of Statutory Auditors and to fix their remuneration.

i) **Voted in favor** of Resolution:

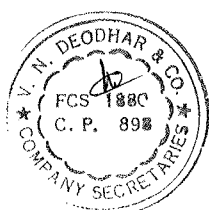
Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
53	1538025	99.987

ii) **Voted against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
1	1	0.013

iii) **Invalid Votes:**

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL



5. To reappoint Mr. Krishna Datla as Managing Director of the company and to approve his Remuneration.

i) Voted **in favor** of Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
46	26120	99.999

ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
1	1	0.001

iii) **Invalid** Votes:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
7	1511905	-

6. To adopt the revised Articles of Association of the Company.

i) Voted **in favor** of Resolution:

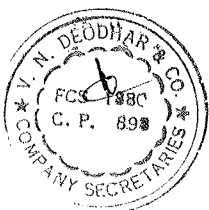
Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
53	1538025	99.987

ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
1	1	0.013

iii) **Invalid** Votes:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL



7. To approve increase in the borrowing powers of the Company.

i) Voted **in favor** of Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
53	1538025	99.987

ii) Voted **against** the Resolution:

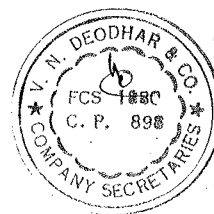
Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
1	1	0.013

iii) **Invalid** Votes:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Yours faithfully,
For V.N. DEODHAR & Co.



V N DEODHAR
PROP.

Place: Mumbai
Dated: 30th September, 2015

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.
Tel. : 2385 0364
Fax : 2386 1708
Email : vndeodhar@gmail.com

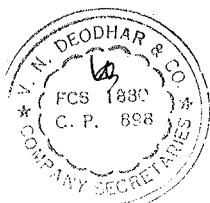
REPORT OF SCRUTINIZER ON E-VOTING PROCESS OF DIL LIMITED FOR ITS 63RD ANNUAL GENERAL MEETING

To
The Chairman,
DIL Limited.
DIL Complex, Ghodbunder Road,
Majiwada,
Thane (West), 400610.

Corporate Identity Number (CIN): L99999MH1951PLC008485

I V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai-400 007 was appointed as Scrutinizer for the purpose of scrutinizing the E- Voting process in a fair and transparent manner for the resolutions to be passed at the 63rd Annual General Meeting of the Company to be held on Wednesday 30th September, 2015 at 3.00 P. M. at DIL Complex, Ghodbunder Road, Majiwada, Thane (West), 400610 and ascertaining the requisite majority on E-voting carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014. The Company sought approval of Members to the following Resolutions via E- Voting:

1. The E-voting period commenced at 9.00 a.m. on Sunday 27th September, 2015 and ended at 5.00 p.m. on Tuesday 29th September, 2015. The e-Voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the "Cut Off" date (Record date) of 23rd September, 2015.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 23rd September 2015 were entitled to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the 63rd Annual General Meeting of the Company.
4. The Votes are unblocked on 30th September, 2015 in the presence of two witnesses, namely, Mr. Santosh Mahadeo Kelkar, residing at 15/A/8, Central Park, Bolinj, Virar Agashi Road, Virar (West) PIN 401305 and Ms. Vidya Pitale, residing at 108, B Wing, Parijat Co-op. Society, Boleshwari Road, Virar (West) PIN 401305 who are not in employment of the Company. They have signed below in confirmation of the E - votes being unblocked in their presence.




SANTOSH MAHADEO KELKAR


VIDYA PITALE

5. Thereafter the details containing, inter-alia, list of equity shareholders who voted "For" and "Against" was downloaded from E-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).

We Submit our Report as Under:

The result of E- Voting for Resolution No.1 to 7 is as under:

RESOLUTION No.1

To receive, consider and adopt

- a) The audited financial statements (Standalone) of the Company for the financial year ended March, 31, 2015 together with the reports of the Board of Directors and Auditors thereon and,
- b) The audited consolidated financial statements of the Company for the financial year ended March, 31, 2015 along with the report of the Auditors thereon.

i) **Voted in favor** of Resolution:

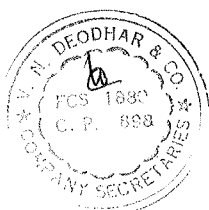
Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
5	1081	100%

ii) **Voted against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL



2. To declare a final dividend on equity shares (Rs. 5 per equity share) of Rs. 10/- each for the financial year ended March 31, 2015

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
5	1081	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

3. To appoint Director in place of Mr. Satish Varma (DIN 00003255), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted **in favor** of Resolution:

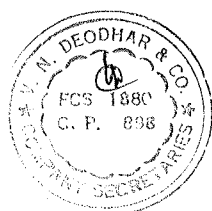
Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
5	1081	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL



4. To ratify the appointment of Statutory Auditors and to fix their remuneration.

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
5	1081	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

5. To reappoint Mr. Krishna Datla as Managing Director of the company and to approve his Remuneration.

i) Voted **in favor** of Resolution:

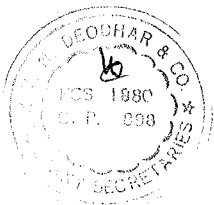
Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
5	1081	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL



6. To adopt the revised Articles of Association of the Company.

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
5	1081	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

7. To approve increase in the borrowing powers of the Company.

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
5	1081	100%

ii) Voted **against** the Resolution:

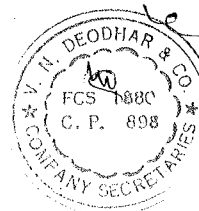
Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

The detailed voting pattern is attached. We report that based on the said voting pattern all the Resolutions have been passed with requisite majority.

For V.N. DEODHAR & Co.



V N DEODHAR
PROP.

Place: Mumbai

Dated: 30th September, 2015