

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

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**REPORT OF SCRUTINIZER
ON E-VOTING PROCESS, POSTAL BALLOT AND PHYSICAL BALLOT
PROCESS OF
DIL LIMITED
FOR ITS 65TH ANNUAL GENERAL MEETING**

To
The Chairman,
DIL Limited.
A-1601, Thane One,
DIL Complex,
Ghodbunder Road,
Majiwade,
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 scrutinizing the E-voting process, Postal Ballot and Physical Ballot Process in a fair and transparent manner for the resolutions to be passed at the 65th Annual General Meeting of the Company held on Friday, 29th September, 2017 at 3.00 P. M. at Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West), 400610 and ascertaining the requisite majority on E-voting as well as Postal Ballot and Physical Ballot 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 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company sought approval of Members to the Resolutions via E-Voting, Postal Ballot and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on Tuesday, 26th September, 2017 and ended at 5.00 p.m. on Thursday, 28th September, 2017. 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 i.e. 22nd September, 2017.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 22nd September 2017 were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the 65th Annual General Meeting of the Company.



4. At the venue of the 65th Annual General Meeting of the Company held on 29th September, 2017, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting and had not participated in the Remote E-voting and Postal Ballot to record their votes.
5. After the voting at the Annual General Meeting was concluded the locked Ballot Box was opened in my presence and in presence of two witnesses, as mentioned below, and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
6. After tabulating the votes cast at the venue of the Annual General Meeting through Physical Ballot and the votes cast through Postal Ballot, the votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit Ukidwe, who acted as witnesses and who are not in employment of the Company.
7. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members, voting done through Postal Ballot and the voting done by Physical Ballot at the venue of the Annual General Meeting, the details of which are as follows:

Details	Remote E-voting	Voting through Postal Ballot	Voting through Physical Ballot at AGM	Total Voting
Number of Members who cast their votes	8	5	32	45
Total number of shares held by them	1131	298	1602835	1604264
Valid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.			
Abstained Votes	As per details provided under each one of the resolution(s) mentioned hereunder.			

We Submit our Report as Under:

The result of E- Voting, Postal Ballot and Physical Ballot Process for Resolution No.1 to 4 is as under:

RESOLUTION No.1

To receive, consider and adopt:

- (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, Reports 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, 2017 along with Report of the Auditors thereon.



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	1131	100	0	0	0
Total Votes through Postal Ballot	298	100	0	0	0
Voting at the meeting through Physical Ballot	1602534	100	0	0	0
Total	1603963	100	0	0	0

RESOLUTION No. 2

To declare dividend of Rs. 2.50 per equity share of Rs. 10 each for the financial year ended March 31,2017.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	1131	100	0	0	0
Total Votes through Postal Ballot	298	100	0	0	0
Voting at the meeting through Physical Ballot	1602534	100	0	0	0
Total	1603963	100	0	0	0

RESOLUTION No. 3

To appoint a Director in place of Mr. Satish Varma (DIN – 00003255), who retires by rotation and being eligible offers himself for reappointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	1131	100	0	0	0
Total Votes through Postal Ballot	298	100	0	0	0
Voting at the meeting through Physical Ballot	1602534	100	0	0	0
Total	1603963	100	0	0	0



RESOLUTION No.4

To appointment Statutory Auditors and to fix their remuneration and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No: 117366W/W-100018) be and is hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of 65th Annual General Meeting (AGM) till the conclusion of 70th AGM, in place of the retiring Auditors, SRBC & Co. LLP, Chartered Accountants (Firm Registration no. 324982E/E300003), subject to ratification of their appointment by the Members at every AGM of the Company during the above term, on such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	1131	100	0	0	0
Total Votes through Postal Ballot	298	100	0	0	0
Voting at the meeting through Physical Ballot	1602534	100	0	0	0
Total	1603963	100	0	0	0

All the resolutions mentioned in the notice of the 65th Annual General Meeting dated August 11, 2017 stand passed under Remote E-voting, voting by Postal Ballot and voting conducted at the Annual General Meeting through Physical Ballot with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

**For V.N. DEODHAR & Co.,
COMPANY SECRETARIES**



**V. N. DEODHAR
PROP**

**Place: Mumbai
Dated: 29th September, 2017**

H. Deodhar
(HRUSHIKESH V. DEODHAR)

A. V. Ukidwe
(AJIT UKIDWE)