



CIN : L99999MH1951PLC008485  
Regd. Office : A-1601, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) 400 610, Maharashtra, India  
Tel : +91-22-67980888 , ● Fax : +91-22-67980899 , ● Email : [contact@dil.net](mailto:contact@dil.net) , ● Website: [www.dil.net](http://www.dil.net)

Ref: DIL:DIL/BSE/2018-19/F.No.:S-23/ DE05

September 28, 2018

**Corporate Relations**

**BSE Limited,**

**Phiroze Jeejeebhoy Towers,**

**Dalal Street, Fort,**

**Mumbai – 400 001**

Dear Sir

**Ref. : Scrip Code:- 506414**

**Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub. : Proceedings at the Annual General Meeting dated September 28, 2018**

In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the proceedings at the 66<sup>th</sup> Annual General Meeting of the Company held on Friday, September 28, 2018, which commenced at 3.00 p.m. and concluded at 5.30 p.m. at Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) - 400 610, Maharashtra.

54 Shareholders (including 8 proxies and 4 Corporate Representations) were present.

Mr. Sanjay Buch, Chairman, took the Chair. The required quorum being present, the Chairman called the meeting to order. With the consent of the members present, the notice convening the meeting was taken as read. Registers as required under the Companies Act, 2013 were available at the venue for inspection by the members.

Thereafter, the Auditors' Report was read by Mr. Srikant Sharma, Company Secretary.

The members were informed that the Company had provided remote e-voting facility ('e-voting') to the members to cast their votes as per Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 through the remote e-voting platform of Central Depository Services (India) Limited ('CDSL'). The e-voting was open from September 25, 2018 (9.00 a.m. IST) to September 27, 2018 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as



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on September 21, 2018 were allowed to cast their votes electronically on all resolutions set forth in the AGM Notice dated August 14, 2018 ('AGM Notice'). For the Members who do not have access to e-voting facility, the Company had also provided a facility to the members to vote on all the resolutions set forth in the AGM Notice, through Ballot Form enclosed with the Annual Report. Time limit to send the duly completed Ballot Forms was up to September 27, 2018 (5.00 p.m. IST). In case any Member has voted by both modes, then voting done through e-voting was considered and Ballot Form was treated as invalid. Pursuant to the provisions of Rule 20(3)(ix) of Companies (Management and Administration) Rules, 2014, Mr. V. N. Deodhar, Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the e-voting process (including the Ballot Form received from the Members) in a fair and transparent manner.

The Chairman informed the members present at the AGM that once all the resolutions were proposed and seconded they will be given an opportunity to vote on all the resolutions set forth in the AGM Notice dated August 14, 2018, through poll, as required under Section 107 of the Companies Act, 2013. As per provisions of Section 109(5) of the Companies, Act 2013, Mr. V. N. Deodhar, Proprietor of V. N. Deodhar & Co., Practising Company Secretaries was appointed to act as the 'Scrutinizer' in the presence of two witnesses, who assisted Mr. V. N. Deodhar to scrutinize the poll process and poll papers in a fair and transparent manner and provide the report on the poll results.

Thereafter, the following businesses were then transacted and passed by the shareholders at the meeting:

#### **ORDINARY BUSINESS**

1. **Adoption of:**
  - (a) **the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018 along with the Report of the Auditors thereon.**

**as an Ordinary Resolutions:**



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The resolution was proposed by Ms Ashalata Maheshwari (Folio No. IN30154915413379)

The resolution was seconded by Mr. Pramod Agnihotri (Folio No. IN30154936508923).

The Chairman requested the Shareholders present at the meeting to put their queries, observations and suggestions on the annual financial statements. The Chairman then thanked the shareholders for the suggestions and opinions expressed to the Management and on the performance of the Company. Necessary information, details and replies were given to the queries raised by the shareholders to their satisfaction.

**2. Declaration of dividend of Rs. 1.25 per equity share of Rs. 5 each for the financial year ended March 31, 2018 as an Ordinary Resolution:**

The resolution was proposed by Ms. Malti Dhirshi Bhatia (Folio No. 1203230000009118).

The resolution was seconded by Mr. Pramod Agnihotri (Folio No. IN30021423875934).

**3. Re-appointment of Ms. Rajeshwari Datla (DIN: 00046864), who retires by rotation and being eligible offers herself for re-appointment as an Ordinary Resolution:**

The resolution was proposed by Ms. Ashalata Maheshwari (Folio No. IN30154915413379)

The resolution was seconded by Mr. Nandlal Mulchand Raheja (Folio No. IN30154914364821).

**4. Ratification of appointment of Statutory Auditors [Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No: 117366W/W-100018)] and to fix their remuneration, as an Ordinary Resolution:**

The resolution was proposed by Ms. Malti Dhirshi Bhatia (Folio No. 1203230000009118).

The resolution was seconded by Mr. Rakesh Kantilal Shah (Folio No. IN30154916838464).



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## **SPECIAL BUSINESS:**

### **5. Re-appointment of Mr. Krishna Datla as Managing Director, as a Special Resolution:**

The resolution was proposed seconded by Mr. Rakesh Kantilal Shah (Folio No. IN30154916838464).

The resolution was seconded by Ms. Malti Dhirshi Bhatia (Folio No. 1203230000009118).

### **6. Conduct of Poll / Ballot voting:**

All the Resolutions were proposed and duly seconded. The members and proxy holders present participated in the voting through poll papers. The poll papers were distributed by the representative of the Registrar and Share transfer (R & T). The members / proxy holders were requested to drop their duly completed and signed poll paper(s) in the ballot box placed near the representative of R & T agent before 5.30 p.m.

At 5.30 p.m. the ballot box was handed over to the Scrutinizer for scrutinizing the poll / ballot form(s) and give report thereon and simultaneously this meeting concluded.

### **7. Results of the E-Voting And Poll / Ballot voting:**

The Shareholders were informed that on receipt of the Scrutinizer's report on the Poll Ballot voting, the results of the voting shall be declared within 48 hours of conclusion of this AGM. The results along with the Scrutinizer's report shall also be uploaded on the Company's website ([www.dil.net](http://www.dil.net)) and on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)).

The meeting concluded at 5.30 p.m. with Vote of thanks to the Chair.

Yours sincerely,

For **DIL Limited**

**Srikant Sharma**

**Vice President (Legal) & Company Secretary**

Membership No: FCS – 3617