



Corporate Identification Number (CIN): L99999MH1951PLC008485

Registered Office: A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) – 400 610, Maharashtra, India Tel: +91-22-6798 0800/888 Fax: +91-22-6798 0899

Email: contact@dil.net Website: www.dil.net

### Postal Ballot Notice Pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and read with regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, for seeking approvals of the members of the Company by means of Postal Ballot including voting through electronic means (“Remote e-voting”) on the resolutions set out below in this Notice.

#### 1. Split/sub-division of Shares of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary** Resolution through Postal Ballot:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof, for the time being in force], the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals and consents from appropriate authorities, the consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) to split/sub-divide the existing Authorised Share Capital of the Company from face value of Rs. 10 (Rupees Ten) each to face value of Rs. 5 (Rupees Five) each as per the following:

Authorised Share Capital	Existing			Revised		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Equity	49,20,000	10	4,92,00,000	98,40,000	5	4,92,00,000
Unclassified	80,000	10	8,00,000	1,60,000	5	8,00,000
<b>Total Authorised</b>	<b>50,00,000</b>	<b>10</b>	<b>5,00,00,000</b>	<b>1,00,00,000</b>	<b>5</b>	<b>5,00,00,000</b>

**RESOLVED FURTHER THAT** pursuant to the split/sub-division of equity shares of the Company from face value of Rs. 10 (Rupees Ten) each to face value of Rs. 5 (Rupees Five) each, the existing fully Paid-up Equity Shares of the Company as on the Record Date as may be decided by the Board ('Record Date') shall stand sub-divided as per the following:

Paid up Share Capital	Existing			Revised		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Equity	22,93,198	10	2,29,31,980	45,86,396	5	2,29,31,980

**RESOLVED FURTHER THAT** upon the split/sub-division of the face value of equity shares as aforesaid, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled with effect from the Record Date, and the Board be and is hereby authorised, without requiring to surrender the existing issued share certificate(s) by the members, to issue new shares certificates in lieu of the existing share certificate(s), with regard to split/sub-divided shares, and in case of the equity shares held in the dematerialized form, the number of split/sub-divided equity shares be credited to the respective beneficiary accounts of the members with the Depository Participants, in lieu of the existing credits in their beneficiary accounts representing the equity shares of the Company before split/sub-division.

**RESOLVED FURTHER THAT** the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to: (a) execute and file necessary applications, declarations, and other documents with stock exchange, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the split/sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

## **2. Issue of Bonus Equity Shares**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary** Resolution through Postal Ballot:

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and other applicable regulations issued by SEBI, the Reserve Bank of India (“RBI”) and other statutory authorities from time to time, the provisions of the Articles of Association of the Company and subject to such approvals and consents as may be necessary from statutory authorities, consent of the members of the Company be and is hereby accorded for capitalisation of a sum not exceeding Rs. 2,29,31,980 (Rupees Two Crore Twenty Nine Lakhs Thirty One Thousand Nine Hundred and Eighty only) from and out of the general reserve and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of Rs. 5/- (Rupees Five only) each, credited as fully paid to eligible members of the Company holding equity shares of Rs. 5/- (Rupees Five only) each of the Company whose names appear in the Register of Members on the Record Date as may be decided by the Board for this purpose ('Record Date'), in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each held by the members, and that such new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in case of members holding equity shares in physical certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched within the prescribed time limit;

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors are subject to the approval of RBI or any other regulatory authority, as may be necessary;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to: (a) take necessary steps for listing of such bonus equity shares on BSE Limited as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines and (b) to settle any question or difficulty that may arise with regard to the issue and allotment of bonus equity shares as the Board in its absolute discretion may deem fit or desirable and its decision shall be final and binding;

**RESOLVED FURTHER THAT** the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to execute all such documents, instruments and writings as may be required to give effect to the foregoing resolution and to do all such acts, deeds, matters and things as may be necessary in this regard.”

### 3. Alteration to the Capital Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary** Resolution through Postal Ballot:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment thereof) [‘Act’], consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

- V. The share Capital of the Company is Rs. 5,00,00,000/- divided into 98,40,000 equity shares of Rs. 5/- each and 1,60,000 unclassified shares of Rs. 5/- each with power to the Company to increase or reduce the capital of the Company or any portion thereof or to issue any part of the capital, original or increased, with or without any preference, priority or special privilege as may be determined by or in accordance with the Company’s Articles of Association and the legislative provisions for the time being in force in that behalf.

**RESOLVED FURTHER THAT** the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

### 4. Alteration to the Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special** Resolution through Postal Ballot:

**“RESOLVED THAT** pursuant to provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof) (the “Act”) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company (“MOA”) by inserting the following new object in the Objects Clause i.e. Clause 3A of MOA after the object no. 2 and, accordingly, to carry out necessary revisions in numbering of the objects of MOA:

*2A. To engage in and to conduct the business of conceiving, designing, providing and manufacturing for sale and distribution of sustainable environmental solutions including but not limited to, solid waste management, waste water management, water management, lake and pond bioremediation and fly ash management, air pollution management, installation, operation and maintenance of Sewage Treatment Plants (STPs) either on its own or through collaboration and other related and incidental activities.*

**RESOLVED FURTHER THAT** the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to: (a) execute and file necessary documents, forms and writings with statutory authority(ies) if any, and (b) do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

By Order of the Board of Directors of DIL Limited

Srikant N. Sharma  
Company Secretary  
Membership No: FCS - 3617

June 18, 2018  
Thane

Registered Office:  
A-1601, Thane One, DIL Complex,  
Ghodbunder Road, Majiwade,  
Thane (W) – 400 610,  
Maharashtra, India.

Notes:

1. Pursuant to section 102 of the Companies Act, 2013 (the "Act"), the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof is set out below for your consideration and the Postal Ballot form is annexed with this Notice.
2. The Board of Directors of the Company at its meeting held on June 18, 2018 has appointed Mr. V. N. Deodhar (Membership No.FCS 1880), V. N. Deodhar & Co., Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting and Remote e-voting in a fair and transparent manner.
3. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Remote e-voting facility to all its members to enable them to cast their votes electronically instead of voting through Postal Ballot Form. The Company has engaged the services of Central Depository Services Limited ("CDSL") for the purpose of providing Remote e- voting facility. Please note that the Remote e-voting is an alternate mode to cast votes and it is optional.
4. In accordance with the provisions of Section 110 and other applicable provisions of the Act read with rule 18 and rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent :
  - (a) electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s);
  - (b) in physical copies, to such members whose e-mail IDs are not registered with the Company/Depository Participant(s), by permitted mode (i.e. through registered or speed post or courier) along with a postage prepaid self-addressed business reply envelope.
5. The instructions for Remote e-voting are as under:
  - (a) Members are requested to follow the steps as mentioned in point (i) to (xx) on page no.7and 8 of this Notice and Other Instructions mentioned in point 5(b) below to cast their votes electronically or through postal ballot form.
  - (b) Other instructions for Remote e-voting:
    - i. The e-voting period commences on Tuesday, June 26, 2018 (9.00 a.m. IST) and ends on Wednesday, July 25, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, June 22, 2018, may cast their votes through Remote e-voting facility. Once the vote on a resolution is cast by the Member by Remote e-voting, the same shall not be allowed to change subsequently.
6. The voting rights of Members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on Friday, June 22, 2018 ("cut-off date"). A person who is not a Member as on cut-off date should treat this Notice for information purpose only.
7. In case the Members have any queries or issues regarding Remote e-voting, they may refer the Frequently Asked Questions ("FAQs") and Remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under 'Help Section' or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. Members who do not have access to Remote e-voting facility may send duly completed Postal Ballot Form (enclosed in page no. 9 of this Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. V. N. Deodhar (Membership No. FCS 1880), V. N. Deodhar & Co., Practising Company Secretaries, Unit: DIL Limited, Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Wednesday, July 25, 2018 (5.00 p.m. IST). Postal Ballot Form received after the said date and time shall be treated as invalid.
9. A Member can opt for only one mode of voting i.e. either through Remote e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
10. The Scrutinizer's Report will be submitted by the Scrutinizer to the Chairman of the Company on or before Friday, July 27, 2018 and the results will be declared at the registered office address of the Company, on or before Friday, July 27, 2018, during business hours. The said results will also be placed on the Company's website [www.dil.net](http://www.dil.net), website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and communicated to BSE Limited, where the shares of the Company are listed.

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Items 1, 2 & 3**

The members may be aware that increased activities/operations of the Company during the last few years have generated considerable interest in the Company's equity shares. Consequently, the market price of the Company's equity shares has increased significantly. In order to improve the liquidity of the Company's equity shares vis a vis increased number of equity shares and to make equity shares more affordable for the small retail investors to invest in the Company's shares, the Board of Directors ('Board') at its meeting held on June 18, 2018, recommended the following for members' approval:

- (i) split/sub-division of face value of Company's shares from face value of Rs. 10 (Rupees Ten) each to face value of Rs. 5 (Rupees Five) each;
- (ii) issue of bonus equity shares of Rs. 5/- (Rupees Five only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each by capitalising a sum not exceeding Rs. 2,29,31,980 (Rupees Two Crore Twenty Nine Lakhs Thirty One Thousand Nine Hundred and Eighty only) out of general reserve and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.

Article 80 of the Articles of Association of the Company ('AOA') permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid up bonus shares. Article 77 of AOA permits sub-division of shares.

Consequent to aforesaid split/ sub-division of shares and issue of bonus equity shares, it is required to alter the existing Clause V of the Memorandum of Association of the Company. Presently, the Authorised Share Capital of the Company is 5,00,00,000/- (Rupees Five Crore only) consisting of 49,20,000 equity shares of Rs.10/- each and 80,000 unclassified shares of Rs. 10/- each and the same shall be altered in view of the aforesaid split/ sub-division of shares and issue of bonus equity shares.

Members are therefore requested to accord their approval for (i) split/ sub-division of shares of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company in terms of Sections 13 and 61 of the Companies Act, 2013 and (ii) issue of bonus equity shares in terms of Section 63 of the Companies Act, 2013.

The Board recommends Ordinary Resolutions set out in item nos. 1, 2 and 3 of this Postal Ballot Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, interested or concerned, in these resolutions except to the extent of their shareholding in the Company.

### **Item No. 4**

Pursuant to the provisions of Section 13 of the Companies Act, 2013, a company may by a special resolution, alter the provisions of its memorandum in accordance with the terms specified therein.

As a part of the Company's overall business restructuring exercise, the Board of Directors at its meeting held on June 18, 2018 proposed to add an object clause for enabling the Company to engage and carry out the activities pertaining to environmental solutions.

Members are therefore requested to accord their approval for alteration of the objects clause of the Memorandum of Association of the Company as aforesaid i.e. by inserting new object pertaining to environmental solutions as mentioned in the proposed resolution.

The Board recommends the Special Resolution set out in item no. 4 of this Postal Ballot Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way interested or concerned in this resolution.

By Order of the Board of Directors of DIL Limited

Srikant N. Sharma  
Company Secretary  
Membership No: FCS - 3617

June 18, 2018  
Thane

Registered Office:  
A-1601, Thane One, DIL Complex,  
Ghodbunder Road, Majiwade,  
Thane (W) – 400 610,  
Maharashtra, India.

**Encl:** (i) Postal Ballot Form and  
(ii) Self-addressed Reply Envelope

## Instructions for Members for remote e-voting ('Remote e-voting)

The instructions for shareholders for voting electronically are as under:

- i. The voting period begins on Tuesday, June 26, 2018 (9.00 a.m. IST) and ends on Wednesday, July 25, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, June 22, 2018 may cast their votes electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.
- iv. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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, please follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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).</li> </ul>

- 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 Electronic Voting Sequence Number (EVSN) 180613004 for DIL 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 and enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Members and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).





## DIL LIMITED

**Corporate Identification Number (CIN):** L99999MH1951PLC008485

**Regd. Office:** A 1601, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwade, Thane (West), Maharashtra – 400 610

**Tel:** +91-22-6798 0800/888 • **Fax:** +91-22-6798 0899

**Email :** contact@dil.net • **Website:** www.dil.net

### POSTAL BALLOT FORM

(To be sent, duly filled and signed to the Scrutinizer appointed by the Company)

(Please read the "Instructions" printed overleaf carefully before completing this form.)

Sr.No.:

1.	Name and Registered Address of the Sole / First named Shareholder	:	
2.	Name of the Joint Holder(s), if any	:	
3.	Registered Folio No. / DP ID and Client ID No	:	
4.	Number of Equity Shares held	:	

I / We hereby exercise my / our vote in respect of Resolutions set out in the Postal Ballot Notice dated June 18, 2018 by sending my / our assent or dissent to the said Resolutions by putting the tick (v) mark at the appropriate box below:

Sr. No.	Description	No. of shares	I/ We assent to the Resolution	I/ We dissent to the Resolution
1.	Split/sub-division of Shares of the Company			
2.	Issue of Bonus Equity Shares			
3.	Alteration to the Capital Clause of the Memorandum of Association of the Company			
4.	Alteration to the Objects Clause of the Memorandum of Association of the Company			

Place :

Date :

\_\_\_\_\_  
Signature of the Member

### ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	User ID	Password
180613004		

**Note:** For e-voting, please refer "Instructions for Members for remote e-voting" in the Notice.

## INSTRUCTIONS

### Process and manner for Members opting to vote by using the Postal Ballot Form:

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to Remote e-voting facility to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e. either by Postal Ballot Form or through Remote e-voting. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on Remote e-voting, please refer to the Notes appended to the Postal Ballot Notice.
4. The Scrutinizer will collate the votes downloaded from the Remote e-voting system and votes received through Postal Ballot Forms to declare the final result for each of Resolutions forming part of the Postal Ballot Notice.
5. Please complete and sign the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company i.e. Mr. V. N. Deodhar (Membership No. 898), V. N. Deodhar & Co., Practising Company Secretaries, at Unit: DIL Limited, Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Wednesday, July 25, 2018 (5.00 p.m. IST). For this purpose, a self-addressed prepaid envelope is enclosed and postage will be paid by the Company. The envelope bears the name and address of the Company and is to the attention of the Scrutinizer. However, envelopes containing the Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post will be at the expense of the Member and will also be accepted.
6. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/ her absence, by the next named joint holder. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
7. For shares held by companies/ entities, duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized representative(s).
8. Votes should be cast in case of each resolution, either in favour or against by putting the tick mark in the column provided for assent/ dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the Member's total shareholding. If the Member does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
9. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, June 22, 2018 ("cut-off date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
10. Voting period commences on Tuesday, June 26, 2018 (9.00 a.m. IST) and ends on Wednesday, July 25, 2018 (5.00 p.m. IST). Duly completed Forms should reach the Scrutinizer not later than the close of working hours on Wednesday, July 25, 2018 (5.00 p.m. IST). Postal Ballot Form received after this date will be treated as invalid.
11. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the ending date specified in Sr. No. 10 above.
12. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
14. Except as otherwise mentioned herein, Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
15. The results of the voting shall be declared on or before Friday, July 27, 2018. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, placed on the Company's website [www.dil.net](http://www.dil.net) and communicated to the Stock Exchange where the Company shares are listed viz. BSE Ltd.
16. Members may address their query(ies) to Mr. Srikant Sharma, Compliance Officer, at the Registered Office of the Company, Tel: 022 6623 0800, Fax: 022 6798 0899 or by e-mail to [srikant.sharma@dil.net](mailto:srikant.sharma@dil.net).

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