

Limited Review Report

Review Report to
The Board of Directors
DIL Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of DIL Limited (the 'Company') and unaudited consolidated financial results of the Company and its subsidiaries (together, "the Group"), its associates and jointly controlled entities for the quarter ended June 30, 2017 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. We report that the Company has made investment in an associate where the net worth of this company has substantially been eroded. However, Company has not made any detailed evaluation of impairment in the value of this investment in the standalone and consolidated financial results to the tune of Rs. 784.86 lakhs and Rs. 247.20 Lakhs respectively. Further, in relation to another associate, though net worth as per management prepared financial statements has not been significantly eroded, this net worth includes a significant exposure to the associate mentioned earlier in this paragraph which raises a doubt on the recoverability of the investment in an associate amounting to Rs. 225 lakhs and Rs. 205.94 Lakhs in standalone and consolidated financial results respectively. Considering the view that this is long term investment and profitability will be achieved by the entity over a period of time, Company believes that no impairment is deemed necessary. In the absence of sufficient appropriate audit evidence, we are unable to comment upon the matter including any consequential impact, if any, of such impairment on these results.
5. We did not review the financial statements and other financial information, in respect of three subsidiaries, whose financial statements include total assets of Rs. 59.83 Lakhs and net assets of Rs. 58.45 Lakhs as at June 30, 2017, and total revenue of Rs. 5.47 Lakhs for the quarter ended on that date. These financial statements and other financial information have been reviewed by the other auditors, which financial statements, other financial information and review reports have been furnished to us by the management of the Company. The Consolidated financial results also include the Group's share of net loss of Rs. 0.03 Lakhs for



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the quarter ended June 30, 2017, in respect of one Jointly controlled entity, whose financial statements and other financial information and review report of the auditor and which financial statements, other financial information and review report of the auditor has been furnished to us by the management of the Company. Our review conclusion, in so far as it relates to the affairs of such subsidiaries and jointly controlled entity, is based solely on the report of the other auditors. Our conclusion is not modified in respect of this matter.

6. We did not review the financial statements and other financial information, in respect of one subsidiary, whose financial statements include total assets of Rs. 110.87 Lakhs and net assets of Rs. 109.52 Lakhs as at June 30, 2017, and total revenue of Rs. 1.30 Lakhs for the quarter ended on that date. The Consolidated financial results also include the Group's share of net loss of Rs. 1.24 Lakhs for the quarter ended June 30, 2017, in respect of one jointly controlled entity and two associates. Further, the financial statements for these two associates for the year ended as on March 31, 2017 have not yet been audited. These financial statements and other financial information are based on management accounts provided to us. Accordingly, we are unable to comment on the implications, if any, on the financial results if the same had been reviewed.
7. Based on our review conducted as above and on consideration of reports of other auditors on the unaudited quarterly financial results and other financial information of the components, except for the possible effects of our observations in paragraph 4 & 6 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
8. We have not reviewed the standalone and consolidated financial results and other financial information for the corresponding quarter ended June 30, 2016, which have been presented solely based on the information complied by Management and has been approved by the Board of Directors.

For S R B C & CO LLP

ICAI Firm registration number: 324982E/E300003

Chartered Accountants



per Vikram Mehta

Partner

Membership No.: 105938



Place: Mumbai

Date: September 14, 2017