

**SUMAN SUREKA & ASSOCIATES
COMPANY SECRETARIES**

Scrutinizer's Report - Consolidated

(In respect of Public Shareholding)

To,

The Chairman appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
DIL Limited
CIN: L99999MH1951PLC008485
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwade, Thane (West),
Maharashtra, Thane - 400610

Dear Sir,

Subject: Consolidated report of the scrutinizer with respect to voting done by the public shareholders (Equity) of DIL Limited held on Monday, July 08, 2019 at A- 1601, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwade, Thane (W) - 400 610, Maharashtra at 02.00 p.m. through postal ballot, electronic voting (e-voting) and ballot paper at the venue of the meeting in terms of the Securities and Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017.

I Suman Sureka of M/s. Suman Sureka & Associates, Practicing Company Secretaries, appointed as the Scrutinizer, vide order dated June 06, 2019 of the National Company Law Tribunal, Mumbai Bench ("NCLT"), for DIL Limited ("the Company") pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting, postal ballot and voting through ballot and e-voting at the venue, at the meeting of the equity shareholders of the Company convened in accordance with the order of NCLT in the matter of Scheme of Amalgamation of Fermenta Biotech Limited (the Transferor Company) with DIL Limited (the Transferee Company) and their respective shareholders ("Scheme"), held on Monday, July 08, 2019 at A- 1601, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwade, Thane (W) - 400 610, Maharashtra at 02.00 p.m. submit my report as under:

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1. The resolution was transacted through the process of remote e-voting, postal ballot and voting through ballot paper and e-voting at the venue of the Meeting. For the purposes of remote e-voting, the Company had engaged the services of Central Depository Services (India) Limited ("CDSL").
2. The Notice of the meeting dated June 07, 2019 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Act as confirmed by the Company was sent to the Equity Shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting.
3. Voting rights were reckoned on the paid-up value of shares registered in the names of members as on May 31, 2019 (the cut-off date) as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.
4. The Company had, on the basis of the Register of Members and the list of beneficial owners made available by the NSDL and the Central Depository Services (India) Limited, completed the dispatch of the notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc., to the equity shareholders of the Company (holding the equity shares as on cut-off date, i.e. May 31, 2019 (the cut-off date) on 7th June, 2019.
5. The voting period for remote e-voting as well as Postal Ballot commenced on Saturday, June 08, 2019 at 09:00a.m. (IST) and ended on Sunday, July 07, 2019 at 5:00 p.m. (IST) and the CDSL e-voting platform was disabled thereafter.
6. In pursuance of directions issued by NCLT, the Company had published an advertisement of the notice convening the Meeting of the equity shareholders in English newspaper viz. Business Standard, PAN India edition, and in Marathi newspaper viz. Loksatta, Maharashtra edition on 8th June, 2019.
7. The Equity shareholders of the Company as at the cut-off date of Friday, May 31, 2019, who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of poll (Ballot Papers and e-voting) at the NCLT Convened Meeting.
8. After the time fixed for closing of the poll by chairman, 1 (one) ballot box kept for polling was locked in my presence and due identification marks were placed by me.
9. The votes cast under remote e-voting facility were unblocked in the presence of two witnesses Ms. Neetasha Sharma and Ms. Ankita Chaurasia who were not in the

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employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

Neetasha

Name: Neetasha Sharma

Chaurasia

Name: Ankita Chaurasia

10. Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately maintained for the purpose. The Postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid
11. The postal ballot forms and votes cast through remote evoting module of CDSL were diligently scrutinized. Voting conducted through ballot papers at the meeting were reconciled with the records maintained by the Registrar and Transfer Agent and the authorizations lodged with the Company. The votes were scrutinized for eliminating duplicate voting.
12. The locked ballot box was subsequently opened by me in presence of Ms. Neetasha Sharma and Ms. Ankita Chaurasia. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent and the authorizations lodged with the Company. The report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

Neetasha

Name: Neetasha Sharma

Chaurasia

Name: Ankita Chaurasia

13. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots, remote voting and the voting by way of poll and e-voting at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.
14. We have relied on the information provided by M/s Link Intime Private Limited, the Registrar and Share transfer Agent (RTA) of the Company with regard to details regarding number of shares held and verification of specimen signatures of Shareholders.

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15. I now submit my consolidated Report as under on the result of the Postal Ballot forms, remote e-voting and voting by way of poll and e-voting at the venue of the NCLT convened meeting in respect of the said Resolution.

As per the Order of the NCLT dated June 06, 2019, the quorum for the NCLT convened meeting of the Equity Shareholder shall be as prescribed under Section 103(1)(a) (iii) of the Companies Act, 2013 i.e. 30 members.

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Mumbai (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted or to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation of Fermenta Biotech Limited (the Transferor Company) with DIL Limited (the Transferee Company) and their respective shareholders (“Scheme”) placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper”.

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(i) Voted in favour of the resolution: (Only public shareholding)

Mode of voting	Number of members	Number of valid votes Cast by them	% of total number of valid votes cast
Postal ballot	73	1187154	100
Remote e-voting	24	145436	99.9972
Voting at the venue	27	3623	100
Total		1336213	99.9991

(ii) Voted against the resolution: (Only public shareholding)

Mode of voting	Number of members Voted	Number of valid votes Cast by them	% of total number of valid votes cast
Postal ballot	0	0	0
Remote e-voting	1	4	0.0028
Voting at the venue	0	0	0
Total	1	4	0.0009

(iii) Invalid votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them (by postal ballot, remote e-voting or ballot papers)
1 (Postal Ballot)	640
1 (Voting at the venue)	8

The votes were treated as invalid due to signature mismatch.

16. The poll papers including (i) Attendance sheet (ii) Board Resolution/ Authorisation (iii) ballot papers and all other records were sealed and handed over to the Company Secretary of the Company.

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17. The Compliance with the relevant provisions of the Companies Act, 2013, Rules there under and the Order of the NCLT dated June 06, 2019, in relation to voting in person or by proxy or by authorized representative at the NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and render the scrutinizer's report, based on information provided by the management of the DIL Limited.

**For Suman Sureka & Associates,
Company Secretaries**



**(Suman Sureka)
Proprietor
C.P. No. 4892**



**Place: Mumbai
Date: 9th July, 2019**



**MR SIDDHARTH THAKUR
NCLT APPOINTED
CHAIRMAN**