

**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Report of Scrutinizer - Consolidated**

**(In respect of Secured Creditors)**

To,

The Chairman appointed for the National Company Law Tribunal,  
Mumbai Bench Convened Meeting of Secured Creditors of  
DIL Limited

CIN: L99999MH1951PLC008485

A -1601, Thane One, DIL Complex,  
Ghodbunder Road, Majiwade, Thane (West),  
Maharashtra, Thane - 400610

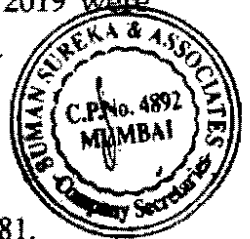
Dear Sir,

**Sub: Consolidated Scrutinizer's Report on voting at the venue conducted pursuant to at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the Secured Creditors 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 03:00 p.m.**

The Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated June 06, 2019 appointed me as Scrutinizer for the meeting of the Secured Creditors to scrutinize the voting process at the Hon'ble NCLT Convened Meeting of the Secured Creditors of DIL Limited held on Monday, July 08, 2019 at 3:00 P.M at A- 1601, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwade, Thane (W) - 400 610, Maharashtra.

Notices were issued to the Secured Creditors whose names appeared in the List of Secured Creditors as on May 31, 2019.

The Secured Creditors of the Company as on the cut-off date of May 31, 2019 were allowed to vote by way of poll (Ballot Paper) at the NCLT Convened Meeting.



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As per the Order of the NCLT dated June 06, 2019, the quorum for the NCLT convened meeting of the Secured Creditors is 3 (Three) Secured Creditors.

The total number of Secured creditors present at the NCLT convened meeting of the Secured Creditors of DIL Limited were Three (3) and the details of Secured Creditors present in person or by proxy or by their Authorised Representatives and the amount due to them are given below:

Sr. No	Category of Secured Creditors present in person or in proxy or by Authorised Representatives	In Number	Amount due to them as on May 31, 2019 (Rs.)
1	In person	-	-
2	By Proxy I Authorised Representatives	3	1,358,127,933.9
	Total	3	1,358,127,933.9

After the announcement was made by the Chairman appointed for the meeting, the Secured Creditors (present in person or by proxy or through Authorised Representative) voted by Poll (Ballot Paper) provided by the Company.

We hereby submit our Report as under:

Details of Votes Cast (by way of Poll/Ballot Paper) at the Hon'ble NCLT Convened Meeting with respect to the Resolution proposed in the Notice dated June 07, 2019.

**"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

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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".

**(i) Voted in favour of the resolution:**

Number of Secured creditors present and voting (in person or by proxy or by authorized representatives)	Value of votes cast by Secured Creditors (Rs.)	% of value of total votes cast
3	1,358,127,933.9	100%

**(ii) Voted against the resolution:**

Number of Secured creditors present and voting (in person or by proxy or by authorized representatives)	Value of votes cast by Secured Creditors (Rs.)	% of value of total votes cast
-	-	-

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(iii) Invalid votes:

Number of Secured creditors present and voting (in person or by proxy or by authorized representatives)	Value of votes cast by Secured Creditors (Rs.)	% of value of total votes cast
-	-	-

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: 9<sup>th</sup> July, 2019**