



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 , • Website: www.dil.net

Submission of voting results of Ballot process and Remote E-voting under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DIL LIMITED

Date of the AGM	July 8, 2019
Total number of members on record date i.e. as on July 1, 2019 (Book closure period was from July 2, 2019 to July 8, 2019)	5211
No. of members present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public	56
No. of members attended the meeting through Video Conferencing	
Promoters and Promoter Group	Not arranged
Public	Not arranged

(Agenda-wise)

In case of Poll/Postal ballot/E-voting:

The mode of voting on all the resolutions was E-voting [including postal ballot form(s)] and poll/ballot form(s):



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Resolution No. 1: To receive, consider and adopt: (Ordinary Resolution)

- (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019 along with the Report of the Auditors thereon.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	5741280	0	0.0000	0	0	0.0000	0.0000
	Poll		5741280	100.0000	5741280	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5741280	100.0000	5741280	0	100.0000	0.0000
Public Institutions	E-Voting	55067	25000	45.3992	25000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25000	45.3992	25000	0	100.0000	0.0000
Public Non Institutions	E-Voting	3376445	8802	0.2607	8798	4	99.9546	0.0454
	Poll		4622	0.1369	4622	0	100.0000	0.0000
	Postal Ballot		1187746	35.1774	1187746	0	100.0000	0.0000
	Total		1201170	35.5750	1201166	4	99.9997	0.0003
Total		9172792	6967450	75.9578	6967446	4	99.9999	0.0001



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Resolution No. 2: To declare dividend of Rs. 1.25 per equity share of Rs. 5 each for the financial year ended March 31, 2019 (Ordinary Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	5741280	0	0.0000	0	0	0.0000	0.0000
	Poll		5741280	100.0000	5741280	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5741280	100.0000	5741280	0	100.0000	0.0000
Public Institutions	E-Voting	55067	25000	45.3992	25000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0.0000	0	0	0.0000	0.0000
	Total		25000	45.3992	25000	0	100.0000	0.0000
Public Non Institutions	E-Voting	3376445	8802	0.2607	8798	4	99.9546	0.0454
	Poll		4620	0.1368	4620	0	100.0000	0.0000
	Postal Ballot		1187746	35.1774	1187746	0	100.0000	0.0000
	Total		1201168	35.5749	1201164	4	99.9997	0.0003
Total		9172792	6967448	75.9578	6967444	4	99.9999	0.0001



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Resolution No.3: To appoint a Director in place of Mr. Satish Varma, who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5741280	0	0.0000	0	0	0.0000	0.0000
	Poll		5741280	100.0000	5741280	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5741280	100.0000	5741280	0	100.0000	0.0000
Public Institutions	E-Voting	55067	25000	45.3992	25000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25000	45.3992	25000	0	100.0000	0.0000
Public Non Institutions	E-Voting	3376445	8802	0.2607	8798	4	99.9546	0.0454
	Poll		4620	0.1368	4620	0	100.0000	0.0000
	Postal Ballot		1187746	35.1774	1187746	0	100.0000	0.0000
	Total		1201168	35.5749	1201164	4	99.9997	0.0003
Total		9172792	6967448	75.9578	6967444	4	99.9999	0.0001



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Resolution No. 4: Re-appointment of Mr. Sanjay Buch, as an Independent Director of the Company for a period of five years effective from April 1, 2019 (Special Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	5741280	0	0.0000	0	0	0.0000	0.0000
	Poll		5741280	100.0000	5741280	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5741280	100.0000	5741280	0	100.0000	0.0000
Public Institutions	E-Voting	55067	25000	45.3992	25000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25000	45.3992	25000	0	100.0000	0.0000
Public Non Institutions	E-Voting	3376445	8802	0.2607	8798	4	99.9546	0.0454
	Poll		4620	0.1368	4620	0	100.0000	0.0000
	Postal Ballot		1187746	35.1774	1187746	0	100.0000	0.0000
	Total		1201168	35.5749	1201164	4	99.9997	0.0003
Total		9172792	6967448	75.9578	6967444	4	99.9999	0.0001



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Resolution No. 5: Re-appointment of Mr. Vinayak Hajare, as an Independent Director of the Company for a period of five years effective from April 1, 2019 (Special Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5741280	0	0.0000	0	0	0.0000	0.0000
	Poll		5741280	100.0000	5741280	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5741280	100.0000	5741280	0	100.0000	0.0000
Public Institutions	E-Voting	55067	25000	45.3992	25000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25000	45.3992	25000	0	100.0000	0.0000
Public Non Institutions	E-Voting	3376445	8802	0.2607	8798	4	99.9546	0.0454
	Poll		4620	0.1368	4620	0	100.0000	0.0000
	Postal Ballot		1187746	35.1774	1187746	0	100.0000	0.0000
	Total		1201168	35.5749	1201164	4	99.9997	0.0003
Total		9172792	6967448	75.9578	6967444	4	99.9999	0.0001



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Resolution No. 6: Appointment of Dr. Gopakumar Nair, as an Independent Director of the Company for a period of five years effective from May 17, 2019 (Special Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	5741280	0	0.0000	0	0	0.0000	0.0000
	Poll		5741280	100.0000	5741280	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5741280	100.0000	5741280	0	100.0000	0.0000
Public Institutions	E-Voting	55067	25000	45.3992	25000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25000	45.3992	25000	0	100.0000	0.0000
Public Non Institutions	E-Voting	3376445	8802	0.2607	8798	4	99.9546	0.0454
	Poll		4620	0.1368	4620	0	100.0000	0.0000
	Postal Ballot		1187746	35.1774	1187746	0	100.0000	0.0000
	Total		1201168	35.5749	1201164	4	99.9997	0.0003
Total		9172792	6967448	75.9578	6967444	4	99.9999	0.0001

All the aforesaid resolutions were passed by the members with requisite majority.

For DIL Limited

SRIKANT NATH
 SHARMA

Digitally signed by SRIKANT NATH SHARMA
 DN: cn=SRIKANT NATH SHARMA, o=DIL Limited, email=srikant.nath@dil.net, c=India
 Date: 2019.07.09 11:20:20 +05'30'

Srikant Sharma

Vice President (Legal) & Company Secretary

Membership No: FCS – 3617

Date: July 9, 2019

Encl: Scrutiniser's report

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.
Tel. : 2385 0364
Fax : 2386 1708
Email : vndeodhar@gmail.com

REPORT OF SCRUTINIZER ON E-VOTING PROCESS, POSTAL BALLOT AND PHYSICAL BALLOT PROCESS OF DIL LIMITED FOR ITS 67TH ANNUAL GENERAL MEETING

To
The Chairman,
DIL Limited.
A-1601, Thane One,
DIL Complex,
Ghodbunder Road,
Majiwade,
Thane (West), 400610.

Corporate Identity Number (CIN): L99999MH1951PLC008485

I V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 was appointed as Scrutinizer for the purpose of scrutinizing the E-voting process, Postal Ballot and Physical Ballot Process in a fair and transparent manner for the resolutions to be passed at the 67th Annual General Meeting of the Company held on Monday, 8th July, 2019 at 4.45 P. M. at Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West), 400610 and ascertaining the requisite majority on E-voting as well as Postal Ballot and Physical Ballot carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company sought approval of Members to the Resolutions via E- Voting, Postal Ballot and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on Friday, 5th July, 2019 and ended at 5.00 p.m. on Sunday, 7th July, 2019. The E-voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the Cut Off date i.e. 1st July 2019.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 1st July 2019 were entitled to vote on the proposed 6 (six) Resolutions as mentioned in the Notice of the 67th Annual General Meeting of the Company.



4. At the venue of the 67th Annual General Meeting of the Company held on 8th July, 2019, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting and had not participated in the Remote E-voting and Postal Ballot to record their votes.
5. After the voting at the Annual General Meeting was concluded the locked Ballot Box was opened in my presence and in presence of two witnesses, as mentioned below, and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
6. After tabulating the votes cast at the venue of the Annual General Meeting through Physical Ballot and the votes cast through Postal Ballot, the votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit Ukidwe, who acted as witnesses and who are not in employment of the Company.
7. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members, voting done through Postal Ballot and the voting done by Physical Ballot at the venue of the Annual General Meeting, the details of which are as follows:

Details	Remote E-voting	Voting through Postal Ballot	Voting through Physical Ballot at AGM	Total Voting
Number of Members who cast their votes	13	68	30	111
Total number of shares held by them	33802	1201968	5745902	6981672
Valid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.			
Abstained Votes	As per details provided under each one of the resolution(s) mentioned hereunder.			

We Submit our Report as Under:

The result of E- Voting, Postal Ballot and Physical Ballot Process for Resolution No.1 to 6 is as under:

RESOLUTION No.1

To receive, consider and adopt:

- (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019 along with Report of the Auditors thereon.



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e-voting	33798	99.99	4	0.01	-
Total Votes through Postal Ballot	1187746	100.00	0	0.00	12480
Voting at the meeting through Physical Ballot	5745902	100.00	0	0.00	-
Total	6967446	99.9999	4	0.0001	12480

RESOLUTION No. 2

To declare dividend of Rs. 1.25 per equity share of Rs. 5 each for the financial year ended March 31,2019.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	33798	99.99	4	0.01	-
Total Votes through Postal Ballot	1187746	100.00	0	0.00	12480
Voting at the meeting through Physical Ballot	5745900	100.00	0	0.00	-
Total	6967444	99.9999	4	0.0001	12480

RESOLUTION No. 3

To appoint a Director in place of Mr. Satish Varma (DIN – 00003255), who retires by rotation and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	33798	99.99	4	0.01	-
Total Votes through Postal Ballot	1187746	100.00	0	0.00	12480
Voting at the meeting through Physical Ballot	5745900	100.00	0	0.00	-
Total	6967444	99.9999	4	0.0001	12480



RESOLUTION No.4

To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

Re-appointment of Mr. Sanjay Buch, as an Independent Director of the Company for a period of five years effective from April 1, 2019

“RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 Companies Act, 2013 (‘Act’) read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to re-appoint Mr. Sanjay Buch (DIN: 00391436) as an Independent Director, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of independent director on the Board of Directors of the Company, for a second term of 5 (five) consecutive years with effect from April 01, 2019.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	33798	99.99	4	0.01	-
Total Votes through Postal Ballot	1187746	100.00	0	0.00	12480
Voting at the meeting through Physical Ballot	5745900	100.00	0	0.00	-
Total	6967444	99.9999	4	0.0001	12480

RESOLUTION No.5

To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

Re-appointment of Mr. Vinayak Hajare, as an Independent Director of the Company for a period of five years effective from April 1, 2019

“RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 Companies Act, 2013 (‘Act’) read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to re-appoint Mr. Vinayak Hajare (DIN: 00004635), as an Independent Director, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of Director on the Board of Directors of the Company, for a second term of 5 (five) consecutive years w.e.f. April 01, 2019.



“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	33798	99.99	4	0.01	-
Total Votes through Postal Ballot	1187746	100.00	0	0.00	12480
Voting at the meeting through Physical Ballot	5745900	100.00	0	0.00	-
Total	6967444	99.9999	4	0.0001	12480

RESOLUTION No.6

To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

Appointment of Dr. Gopakumar Nair, as an Independent Director of the Company for a period of five years effective from May 17, 2019

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 Companies Act, 2013 (‘Act’) read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby given to appoint Dr. Gopakumar Nair (DIN: 00092637) as an Independent Director, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of Director on the Board of Directors of the Company for a term of 5 (five) consecutive years with effect from May 17, 2019.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	33798	99.99	4	0.01	-
Total Votes through Postal Ballot	1187746	100.00	0	0.00	12480
Voting at the meeting through Physical Ballot	5745900	100.00	0	0.00	-
Total	6967444	99.9999	4	0.0001	12480



All the resolutions mentioned in the notice of the 67th Annual General Meeting dated July 8, 2019 stand passed under Remote E-voting, voting by Postal Ballot and voting conducted at the Annual General Meeting through Physical Ballot with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

**For V.N. DEODHAR & Co.,
COMPANY SECRETARIES**



**V. N. DEODHAR
PROP**

Place: Thane

Dated: 9th July, 2019

(HRUSHIKESH V. DEODHAR)

A.V. UKidwe

(AJIT UKIDWE)