



DIL Complex, Ghodbunder Road, Thane(W)- 400 610, INDIA.

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September 27, 2013

Corporate Relations

**The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.**

Sirs:

Ref. : Scrip Code :- 506414

Clause 31(d) of the Listing Agreement

Sub. : Proceedings at the Annual General Meeting

In terms of clause 31(d) of the Listing Agreement, we hereby furnish the proceedings at the 61st Annual General Meeting of the Company held on Friday, September 27, 2013 at 3.00 p.m. at 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (West) 400 610 :

32 Shareholders (including 2 proxies and 3 Corporate Representation) were present.

Mr. G. G. Desai, Chairman took the Chair. The required quorum being present, the Chairman called the meeting to order. With the consent of the shareholders present, the notice convening the meeting was taken as read. Registers as required under the Companies Act, were available at the venue for inspection by the shareholders.

Thereafter, the Auditors' Report was read by Mr. Srikant N. Sharma, Company Secretary and the Annexure to the Auditors' Report was taken as read with the permission of the shareholders.

A handwritten signature in black ink, appearing to be 'S. N. Sharma', is written below the text.

Thereafter the following businesses were then transacted and passed by the shareholders unanimously at the meeting:

ORDINARY BUSINESS

1. Adoption of the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date, the Directors' Report and the Auditors' Report thereon, as an Ordinary Resolution.

"RESOLVED THAT the audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date, the Directors' Report and the Auditors' Report thereon be and are hereby adopted."

The resolution was proposed by Mr. Bharat Dhirshi Bhatia (Folio No. 1203230000009118)

The resolution was seconded by Mr. Vasant Nagvekar (Folio No. IN30085310118944).

The Chairman requested the Shareholders present at the meeting to put their queries, observations and suggestions on the annual accounts. In response to this, the shareholders expressed their observations, queries and suggestions, inter alia, as follows:

1. Proposal for Bonus Issue.
2. Impact of new pharma policy on the Company's subsidiary, Fermenta Biotech Limited. Are the total products manufactured by Fermenta Biotech Limited affected due to Drug Price Control Order, 2013?
3. Concerns of three main segments of Fermenta Biotech Limited and ways to mitigate.
4. Profitability of IT/ITES Project in the future.
5. Proposal for change in venue of the DIL Annual General Meeting.
6. Variation in EPS in consolidated and standalone accounts.



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7. Decline in profits of Fermenta Biotech Limited.
8. Stock split for liquidity and better valuation.
9. Clarification on Foreign Exchange Earnings in DIL's Standalone Accounts and its Consolidated Accounts.
10. Performance of DIL vis-à-vis its demerged entity.

The Chairman then thanked the shareholders for the suggestions and opinions expressed to the Management and on the performance of the Company. Necessary information, details and replies were given to the queries raised by the shareholders to their satisfaction.

Thereafter, the Chairman put the resolution to vote and on show of hands, declared the same was carried nem con.

2. Declaration of final dividend of Rs 7.50 per share (75%) for the financial year 2012-13, as an Ordinary Resolution.

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, Final Dividend of Rs. 7.50 per share (75%) on 22,93,198 Equity Shares of Rs.10/- each for the financial year ended March 31, 2013 be declared and paid to those members whose name appears in the Register of Members as on September 15, 2013 and to the beneficial owners as on September 15, 2013 as per the details furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form."

The resolution was proposed by Ms. Ashalata Maheshwari (Folio No. M0037650)

The resolution was seconded by Mr. Vasant Nagvekar (Folio No. IN30085310118944)

Thereafter, the Chairman put the resolution to vote and on show of hands, declared the same was carried nem con.



3. Re-appointment of Mr. Vinayak Hajare as Director, as an Ordinary Resolution

"RESOLVED THAT Mr. Vinayak Hajare, Director, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company."

The resolution was proposed by Mr. Aspi Bhesania (Folio No. B0067650)

The resolution was seconded by Mr. Vasant Nagvekar (Folio No. IN30085310118944)

Thereafter, the Chairman put the resolution to vote and on show of hands, declared the same was carried nem con.

4. Re-appointment of Statutory Auditors for the financial year 2013-14, as an Ordinary Resolution.

"RESOLVED THAT S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be mutually decided by the Board of Directors of the Company and S.R. Batliboi & Associates LLP."

The resolution was proposed by Ms. Nandini Bhatia (Folio No. 1203230000009181)

The resolution was seconded by Mr. P. K. Agnihotri (Client Id IN30076710624314)

Thereafter, the Chairman put the resolution to vote and on show of hands, declared the same was carried nem con.

5. Payment of remuneration to Managing Director in case of inadequacy or absence of profits, as a Special Resolution.



"RESOLVED THAT pursuant to the provisions of Sections 198, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to such other approvals, as may be required, the consent and approval of the Company be and is hereby accorded to pay the remuneration as mentioned in the Explanatory Statement, to Mr. Krishna Datla, Managing Director of the Company, for the period starting from April 01, 2013 to May 8, 2015, as per the applicable remuneration limits specified in Part II, Section II (1)(B) / (C) of Schedule XIII to the Companies Act, 1956 or any amendments made thereof, in case of absence or inadequacy of profits during the aforesaid period(s);

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of the remuneration (as specified in the Explanatory Statement) of Mr. Krishna Datla, Managing Director, as it may deem fit from time to time so as not to exceed the applicable minimum prescribed limits specified in Part II, Section II of Schedule XIII of the Companies Act 1956, (including any statutory modification, amendment or re-enactment made thereof;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

The resolution was proposed by Ms. Nandini Bhatia (Folio No. 120323000009181)

The resolution was seconded by Ms. Ashalata Maheshwari (Folio No. M0037650)

Thereafter, the Chairman put the resolution to vote and on show of hands, declared the same was carried nem con.

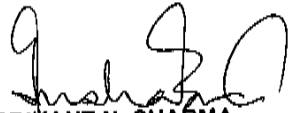
There being no further business, the Chairman thanked the shareholders for their presence and declared the meeting as closed.



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Ms. Ashalata Maheshwari (Folio No. M0037650) delivered the vote of thanks to the
Chair.

Yours sincerely,
for DIL LIMITED



SRIKANT N. SHARMA
COMPANY SECRETARY