

CIN: L99999MH1951PLC008485

Regd. Office : 'dil' Complex, Ghodbunder Road, Majiwada, Thane (W) - 400 610, Maharashtra, India.

Tel.: +91- 22- 6798 0888 • Fax : +91- 22- 6798 0899 • Email : contact@dil.net • Website : www.dil.net

**Report under Clause 35A of the Listing Agreement**

**DIL LIMITED**

Date of the AGM	September 30, 2015
Total number of members on record date i.e. as on September 23, 2015 (Book closure period was from September 24, 2015 to September 30, 2015)	4691
No. of members present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public	54
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):

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 1 : To receive, consider and adopt:</b>							
<b>(a) the audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2015, Report of the Board of Directors' and the Auditors thereon and</b>							
<b>(b) the audited Financial Statements (Consolidated) of the Company for the financial year ended March 31, 2015 along with report of the Auditors thereon.</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	1435320	0	0	0	0	0	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	1081	0.1260	1081	0	100	0
<b>Total (A)</b>	<b>2293198</b>	<b>1081</b>	<b>0.0471</b>	<b>1081</b>	<b>0</b>	<b>100</b>	<b>0</b>

Mode of Voting: [Poll/Ballot Form(s)]							
Promoter and Promoter Group	1435320	1435320	100	1435320	0	100	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	102705	11.9744	102705	0	100	0
<b>Total (B)</b>	<b>2293198</b>	<b>1538025</b>	<b>67.069</b>	<b>1538025</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>2293198</b>	<b>1539106</b>	<b>67.1161</b>	<b>1539106</b>	<b>0</b>	<b>100</b>	<b>0</b>

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
------------------	-----------------------	------------------------	---	-----------------------------	-------------------------	--	--

Resolution No. 2 : To declare a Final Dividend on equity shares (₹ 5 per equity share) of ₹ 10 each for the financial year ended March 31, 2015.

Mode of Voting: (E-voting)							
Promoter and Promoter Group	1435320	0	0	0	0	0	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	1081	0.1260	1081	0	100	0
<b>Total (A)</b>	<b>2293198</b>	<b>1081</b>	<b>0.0471</b>	<b>1081</b>	<b>0</b>	<b>100</b>	<b>0</b>

Mode of Voting: [Poll/Ballot Form(s)]							
Promoter and Promoter Group	1435320	1435320	100	1435320	0	100	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	102706	11.9745	102705	1	99.9990	0.001
<b>Total (B)</b>	<b>2293198</b>	<b>1538026</b>	<b>67.0690</b>	<b>1538025</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Result (A+B)</b>	<b>2293198</b>	<b>1539107</b>	<b>67.1161</b>	<b>1539106</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>



Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
------------------	-----------------------	------------------------	---	-----------------------------	-------------------------	--	--

**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.**

**Mode of Voting: (E-voting)**

Promoter and Promoter Group	1435320	0	0	0	0	0	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	1081	0.1260	1081	0	100	0
<b>Total (A)</b>	<b>2293198</b>	<b>1081</b>	<b>0.0471</b>	<b>1081</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Mode of Voting: [Poll/Ballot Form(s)]**

Promoter and Promoter Group	1435320	1435320	100	1435320	0	100	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	102706	11.9745	102705	1	99.9990	0.0010
<b>Total (B)</b>	<b>2293198</b>	<b>1538026</b>	<b>67.0690</b>	<b>1538025</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Result (A+B)</b>	<b>2293198</b>	<b>1539107</b>	<b>67.1161</b>	<b>1539106</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
------------------	-----------------------	------------------------	---	-----------------------------	-------------------------	--	--

**Resolution No. 4 : To ratify the appointment of Statutory Auditors and to fix their remuneration**

**Mode of Voting: (E-voting)**

Promoter and Promoter Group	1435320	0	0	0	0	0	0
-----------------------------	---------	---	---	---	---	---	---

*g*

Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	1081	0.1260	1081	0	100	0
<b>Total (A)</b>	<b>2293198</b>	<b>1081</b>	<b>0.0471</b>	<b>1081</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: [Poll/Ballot Form(s)]</b>							
Promoter and Promoter Group	1435320	1435320	100	1435320	0	100	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	102706	11.9745	102705	1	99.9990	0.0010
<b>Total (B)</b>	<b>2293198</b>	<b>1538026</b>	<b>67.0690</b>	<b>1538025</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Result (A+B)</b>	<b>2293198</b>	<b>1539107</b>	<b>67.1161</b>	<b>1539106</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 5 : To consider and approve re-appointment of Mr. Krishna Datla (DIN:00003247) as Managing Director</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	1435320	0	0	0	0	0	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	1081	0.1260	1081	0	100	0
<b>Total (A)</b>	<b>2293198</b>	<b>1081</b>	<b>0.0471</b>	<b>1081</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: [Poll/Ballot Form(s)]</b>							
Promoter and Promoter Group	1435320	1435320	100	1435320	0	100	0



Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	102706	11.9745	102705	1	99.9990	0.0010
<b>Total (B)</b>	<b>2293198</b>	<b>1538026</b>	<b>67.0690</b>	<b>1538025</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Result (A+B)</b>	<b>2293198</b>	<b>1539107</b>	<b>67.1161</b>	<b>1539106</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
------------------	-----------------------	------------------------	---	-----------------------------	-------------------------	--	--

**Resolution No. 6 : To consider and adopt revised Articles of Association of the Company to align with the form of Articles specified in Table F of Schedule I to the Companies Act, 2013.**

**Mode of Voting: (E-voting)**

Promoter and Promoter Group	1435320	0	0	0	0	0	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	1081	0.1260	1081	0	100	0
<b>Total (A)</b>	<b>2293198</b>	<b>1081</b>	<b>0.0471</b>	<b>1081</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Mode of Voting: [Poll/Ballot Form(s)]**

Promoter and Promoter Group	1435320	1435320	100	1435320	0	100	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	102706	11.9745	102705	1	99.9990	0.0010
<b>Total (B)</b>	<b>2293198</b>	<b>1538026</b>	<b>67.0690</b>	<b>1538025</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Result (A+B)</b>	<b>2293198</b>	<b>1539107</b>	<b>67.1161</b>	<b>1539106</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>


*g*

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 7 : To consider and approve increase in borrowing powers of the Company</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	1435320	0	0	0	0	0	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	1081	0.1260	1081	0	100	0
<b>Total (A)</b>	<b>2293198</b>	<b>1081</b>	<b>0.0471</b>	<b>1081</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: [Poll/Ballot Form(s)]</b>							
Promoter and Promoter Group	1435320	1435320	100	1435320	0	100	0
Public Institutional Holders	174	0	0	0	0	0	0
Public-Others	857704	102706	11.9745	102705	1	99.9990	0.0010
<b>Total (B)</b>	<b>2293198</b>	<b>1538026</b>	<b>67.0690</b>	<b>1538025</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Result (A+B)</b>	<b>2293198</b>	<b>1539107</b>	<b>67.1161</b>	<b>1539106</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>



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

For DIL Limited



**Srikant Sharma**

**Vice President (Legal) & Company Secretary**

Membership No: FCS – 3617

Date: September 30, 2015