



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

Ref: DIL:DIL/BSE/2016-17/F.No.: S-23/ DE05

September 28, 2016

Corporate Relations

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001.

Dear Sir,

Re : Declaration of Voting Results

Ref: Code No. 506414

Please find enclosed declaration of results of remote e-voting (including postal ballot forms) and poll/ballot form(s) on all the resolutions set out in the notice of the 64th Annual General Meeting of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,

for DIL LIMITED

SRIKANT N SHARMA

COMPANY SECRETARY

CS Membership No: F3617

DIL Complex,

Ghodbunder Road, Majiwada,

Thane (W) 400610

Encl : A/A



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64th ANNUAL GENERAL MEETING HELD ON 27th SEPTEMBER, 2016

Declaration of Results of remote e-voting (including postal ballot forms) and poll/ballot form(s)

The 64th Annual General Meeting of the Company was held at its registered office at 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra on Tuesday, September 27, 2016, which commenced at 3.00 p.m. and concluded at 4.00 p.m.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules) 2014 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting ('e-voting') to the Members of the Company to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 64th Annual General Meeting (AGM). The e-voting was open from September 24, 2016 (9.00 a.m. IST) to September 26, 2016 (5.00 p.m. IST). The Company also provided facility to vote through ballot form to those Members who do not have access to e-voting facility. The last date for receiving the ballot form was September 26, 2016 (5.00 p.m. IST).

The Board of Directors had appointed Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries as the Scrutinizer for e-voting and voting through ballot form. The Chairman appointed Mr. V. N. Deodhar as the Scrutinizer for the poll / ballot voting conducted at the AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes (including ballot forms) received up to September 26, 2016 (5.00 p.m. IST) and poll received till conclusion of the AGM and submitted his Report on September 27, 2016.

The Consolidated Result as per the Scrutinizers' Reports dated September 27, 2016 is as follows:

Resolution No.	Particulars	% Votes in favour	% Votes Against
1	To receive, consider and adopt: (a) the audited Financial Statements (Standalone) of the Company for the financial	100	Nil

	<p>year ended March 31, 2016, Reports of the Board of Directors' and the Auditors thereon and</p> <p>(b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 along with Report of the Auditors thereon.</p>		
2	To declare a Final Dividend on equity shares (₹ 2.50 per equity share) of ₹ 10 each for the financial year ended March 31, 2016.	100	Nil
3	To appoint a Director in place of Ms. Rajeshwari Datla (DIN – 00046864), who retires by rotation and being eligible offers herself for reappointment.	100	Nil
4	To ratify the appointment of Statutory Auditors and to fix their remuneration	100	Nil
5	To consider and approve creation of mortgage and/or charge under section 180(1)(a) of Companies Act, 2013	100	Nil
6	To consider and approve delivery of documents to a member through a particular mode pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013.	99.99	0.01



Based on the Reports of the Scrutinizer (as enclosed), all Resolutions as set out in the Notice of 64th Annual General Meeting have been duly approved by the members with requisite majority.

For DIL Limited

A handwritten signature in blue ink, appearing to read 'Sanjay Buch', written over a horizontal line.

Sanjay Buch

Chairman

For DIL Limited
A handwritten signature in blue ink, appearing to read 'Srikant N. Sharma', written over a horizontal line.
Srikant N. Sharma
Company Secretary

Date: September 27, 2016

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 64TH ANNUAL GENERAL MEETING**

To
The Chairman,
DIL Limited,
DIL Complex, Ghodbunder Road,
Majiwada,
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 64th Annual General Meeting of the Company held on Tuesday, 27th September, 2016 at 3.00 P. M. at DIL Complex, Ghodbunder Road, Majiwada, 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 Saturday, 24th September, 2016 and ended at 5.00 p.m. on Monday, 26th September, 2016. 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. 20th September, 2016.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 20th September 2016 were entitled to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the 64th Annual General Meeting of the Company.
4. At the venue of the 64th Annual General Meeting of the Company held on 27th September, 2016, 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 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, Mr. Hrushikesh V Deodhar and Mr. Santosh Kelkar, 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 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	6	12	43	61
Total number of shares held by them	1151	551	1513291	1514993
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 Financial Statements (Standalone) of the Company for the financial year ended March 31, 2016, 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, 2016 along with Report of the Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514993	100	0	0	0



RESOLUTION No.2

To declare final dividend on equity shares (Rs.2.50 per equity share) of Rs.10 each for the financial year ended March 31, 2016.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514993	100	0	0	0

RESOLUTION No.3

To appoint a Director in place of Ms. Rajeshwari Datla (DIN – 00046864), who retires by rotation and being eligible offers herself for reappointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514923	100	0	0	70

RESOLUTION No.4

To ratify the appointment of Statutory Auditors and to fix their remuneration and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and in furtherance of the resolution passed by the members in 62nd Annual General Meeting of the Company, the appointment of SRBC & Co. LLP, Chartered Accountants (ICAI Firm Registration No: 324982E) to hold office from the conclusion of this 64th Annual General Meeting until the conclusion of 65th Annual General Meeting of the Company, be and is hereby ratified at such remuneration as may be mutually decided by the Board of Directors of the Company and SRBC & Co. LLP.”



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514993	100	0	0	0

RESOLUTION No.5

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof) and the Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the Company be and is hereby accorded to pledge, mortgage or create charge in addition to mortgage/charge created by the Company including sale or other modes of disposal of all or any part of the movables and/or immovable properties of the Company, both present and future, and on such terms and conditions as may be deemed fit and appropriate by the Board in favour of Bank(s), Financial Institution(s) and/or any other lender(s) to secure the borrowings of the Company, from time to time, upto Rs.100,00,00,000 (Rupees One Hundred Crores), for the due payment / repayment of the principal amount borrowed by the Company together with its interest, charges, costs, expenses and all other monies payable by the Company;

“RESOLVED FURTHER THAT the Board of Directors including any committee thereof (hereinafter referred to as the ‘Board’) be and is hereby authorised to take such steps as may be necessary and to settle all matters arising out of and incidental thereto, sign and execute deeds, applications and documents that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514993	100	0	0	0



RESOLUTION No.6

To consider, and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to deliver the documents to a member through a particular mode, by charging from such member, an amount equivalent to the actual expenses of documents pursuant to request made by such member for delivery of such document to him / her through such mode of service and other reasonable incidental expenses as may be incurred by the company, provided such request along with the requisite fee / expenses has been duly received by the Company at least two weeks in advance of the dispatch of the document by the Company;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514923	99.99	70	0.01	0

All the resolutions mentioned in the notice of the Annual General Meeting dated 12th August,2016 stand passed under Remote E-voting, 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.,



**V N DEODHAR
PROP**

Place: Mumbai

Dated: 27th September,2016

The following were the witnesses to the unblocking of votes cast through Remote E-voting process and Physical Ballot Process.

(HRUSHIKESH V. DEODHAR)

(SANTOSH KELKAR)



CIN: L99999MH1951PLC008485

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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	September 27, 2016
Total number of members on record date i.e. as on September 20, 2016 (Book closure period was from September 21, 2016 to September 27, 2016)	4420
No. of members present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public	62
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):

Resolution No. 1: To receive, consider and adopt:

(a) the audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2016, 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, 2016 along with 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]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1435320	0	0.0000	0	0	0.0000	0.0000
	Poll		1435320	100.0000	1435320	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1435320	100.0000	1435320	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000

Handwritten signature



	Poll	174	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	857704	1151	0.1342	1081	70	93.9183	6.0817
	Poll		77971	9.1401	77971	0	100.0000	0.0000
	Postal Ballot		424	0.0000	424	0	0.0000	0.0000
	Total		79546	9.2743	79476	70	99.9120	0.0880
Total		2293198	1514866	66.0591	1514796	70	99.9954	0.0046

Resolution No. 2: To declare a Final Dividend on equity shares (₹ 2.50 per equity share) of ₹ 10 each for the financial year ended March 31, 2016.

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
Promoter and Promoter Group	E-Voting	1435320	0	0.0000	0	0	0.0000	0.0000
	Poll		1435320	100.0000	1435320	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1435320	100.0000	1435320	0	100.0000	0.0000
Public Institutions	E-Voting	174	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	857704	1151	0.1342	1151	0	100.0000	0.0000
	Poll		77971	9.1401	77971	0	100.0000	0.0000
	Postal Ballot		424	0.0000	424	0	0.0000	0.0000
	Total		79546	9.2743	79546	0	100.0000	0.0000
Total		2293198	1514866	66.0591	1514866	0	100.0000	0.0000

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Resolution No.3: To appoint a Director in place of Ms. Rajeshwari Datla (DIN – 00046864), who retires by rotation and being eligible offers herself for reappointment.

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	1435320	0	0.0000	0	0	0.0000	0.0000
	Poll		1435320	100.0000	1435320	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1435320	100.0000	1435320	0	100.0000	0.0000
Public Institutions	E-Voting	174	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	857704	1081	0.1260	1081	0	100.0000	0.0000
	Poll		77971	9.1401	77971	0	100.0000	0.0000
	Postal Ballot		424	0.0000	424	0	0.0000	0.0000
	Total		79476	9.2661	79476	0	100.0000	0.0000
Total		2293198	1514796	66.0560	1514796	0	100.0000	0.0000

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

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	1435320	0	0.0000	0	0	0.0000	0.0000
	Poll		1435320	100.0000	1435320	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1435320	100.0000	1435320	0	100.0000	0.0000
Public Institutions	E-Voting	174	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000



	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	857704	1151	0.1342	1151	0	100.0000	0.0000
	Poll		77971	9.1401	77971	0	100.0000	0.0000
	Postal Ballot		424	0.0000	424	0	0.0000	0.0000
	Total		79546	9.2743	79546	0	100.0000	0.0000
Total		2293198	1514866	66.0591	1514866	0	100.0000	0.0000

Resolution No. 5: To consider and approve creation of mortgage and/or charge under section 180(1)(a) of Companies Act, 2013

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
Promoter and Promoter Group	E-Voting	1435320	0	0.0000	0	0	0.0000	0.0000
	Poll		1435320	100.0000	1435320	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1435320	100.0000	1435320	0	100.0000	0.0000
Public Institutions	E-Voting	174	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	857704	1151	0.1342	1151	0	100.0000	0.0000
	Poll		77971	9.1401	77971	0	100.0000	0.0000
	Postal Ballot		424	0.0000	424	0	0.0000	0.0000
	Total		79546	9.2743	79546	0	100.0000	0.0000
Total		2293198	1514866	66.0591	1514866	0	100.0000	0.0000



Resolution No. 6 : To consider and approve delivery of documents to a member through a particular mode pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013.

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	1435320	0	0.0000	0	0	0.0000	0.0000
	Poll		1435320	100.0000	1435320	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1435320	100.0000	1435320	0	100.0000	0.0000
Public Institutions	E-Voting	174	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	857704	1151	0.1342	1081	70	93.9183	6.0817
	Poll		77971	9.1401	77971	0	100.0000	0.0000
	Postal Ballot		424	0.0000	424	0	0.0000	0.0000
	Total		79546	9.2743	79476	70	99.9120	0.0880
Total		2293198	1514866	66.0591	1514796	70	99.9954	0.0046

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 28, 2016

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 64TH ANNUAL GENERAL MEETING**

To
The Chairman,
DIL Limited,
DIL Complex, Ghodbunder Road,
Majiwada,
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 64th Annual General Meeting of the Company held on Tuesday, 27th September, 2016 at 3.00 P. M. at DIL Complex, Ghodbunder Road, Majiwada, 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 Saturday, 24th September, 2016 and ended at 5.00 p.m. on Monday, 26th September, 2016. 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. 20th September, 2016.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 20th September 2016 were entitled to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the 64th Annual General Meeting of the Company.
4. At the venue of the 64th Annual General Meeting of the Company held on 27th September, 2016, 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 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, Mr. Hrushikesh V Deodhar and Mr. Santosh Kelkar, 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 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	6	12	43	61
Total number of shares held by them	1151	551	1513291	1514993
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 Financial Statements (Standalone) of the Company for the financial year ended March 31, 2016, 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, 2016 along with Report of the Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514993	100	0	0	0



RESOLUTION No.2

To declare final dividend on equity shares (Rs.2.50 per equity share) of Rs.10 each for the financial year ended March 31, 2016.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514993	100	0	0	0

RESOLUTION No.3

To appoint a Director in place of Ms. Rajeshwari Datla (DIN – 00046864), who retires by rotation and being eligible offers herself for reappointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514923	100	0	0	70

RESOLUTION No.4

To ratify the appointment of Statutory Auditors and to fix their remuneration and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and in furtherance of the resolution passed by the members in 62nd Annual General Meeting of the Company, the appointment of SRBC & Co. LLP, Chartered Accountants (ICAI Firm Registration No: 324982E) to hold office from the conclusion of this 64th Annual General Meeting until the conclusion of 65th Annual General Meeting of the Company , be and is hereby ratified at such remuneration as may be mutually decided by the Board of Directors of the Company and SRBC & Co. LLP.”



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514993	100	0	0	0

RESOLUTION No.5

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof) and the Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the Company be and is hereby accorded to pledge, mortgage or create charge in addition to mortgage/charge created by the Company including sale or other modes of disposal of all or any part of the movables and/or immovable properties of the Company, both present and future, and on such terms and conditions as may be deemed fit and appropriate by the Board in favour of Bank(s), Financial Institution(s) and/or any other lender(s) to secure the borrowings of the Company, from time to time, upto Rs.100,00,00,000 (Rupees One Hundred Crores), for the due payment / repayment of the principal amount borrowed by the Company together with its interest, charges, costs, expenses and all other monies payable by the Company;

“RESOLVED FURTHER THAT the Board of Directors including any committee thereof (hereinafter referred to as the ‘Board’) be and is hereby authorised to take such steps as may be necessary and to settle all matters arising out of and incidental thereto, sign and execute deeds, applications and documents that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514993	100	0	0	0



RESOLUTION No.6

To consider, and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to deliver the documents to a member through a particular mode, by charging from such member, an amount equivalent to the actual expenses of documents pursuant to request made by such member for delivery of such document to him / her through such mode of service and other reasonable incidental expenses as may be incurred by the company, provided such request along with the requisite fee / expenses has been duly received by the Company at least two weeks in advance of the dispatch of the document by the Company;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting, voting by Postal Ballot and Voting at the meeting through Physical Ballot	1514923	99.99	70	0.01	0

All the resolutions mentioned in the notice of the Annual General Meeting dated 12th August,2016 stand passed under Remote E-voting, 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.,



**V N DEODHAR
PROP**

Place: Mumbai

Dated: 27th September,2016

The following were the witnesses to the unblocking of votes cast through Remote E-voting process and Physical Ballot Process.

(HRUSHIKESH V. DEODHAR)

(SANTOSH KELKAR)