



Corporate Identification Number (CIN): L99999MH1951PLC008485

Registered Office: A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) – 400 610, Maharashtra, India • Tel: +91-22-6798 0800/888 • Fax: +91-22-6798 0899

Email: contact@dil.net • Website: www.dil.net

Postal Ballot Notice Pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and read with regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, for seeking approvals of the members of the Company by means of Postal Ballot including voting through electronic means (“Remote e-voting”) on the resolutions set out below in this Notice.

1. Loans, guarantees, securities and investments

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution through Postal Ballot:

“**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 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) (“Act”), the Articles of Association of the Company, and subject to such other approvals and permissions as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as the “Board”), to give any loan(s) to any person(s) or body(ies) corporate and/or to make investments in or acquire, by way of subscription, purchase or otherwise, shares, debentures and/or other securities of any body(ies) corporate and/or to give, on behalf of the Company, any guarantee and/or provide any security in connection with any loan(s) made by any other person(s) or body(ies) corporate to any other person(s) / company(ies) / body(ies) corporate, from time to time, upto the aggregate limit of Rs. 200,00,00,000 (Rupees Two Hundred Crores only) and which may be, individually or in aggregate, in excess of limits prescribed in the Act i.e. sixty per cent (60%) of the Company’s paid up share capital, free reserves and securities premium account or one hundred per cent (100%) of the Company’s free reserves and securities premium amount, whichever is more;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take, from time to time, all decisions and steps necessary, expedient or proper, in respect of the above mentioned loan(s)/ guarantee(s), security(ies) or investment(s) including their tenure, amount and other terms and conditions and also to take all incidental actions i.e. varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the aforesaid limit and also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.”

2. Increase in borrowing limits of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution through Postal Ballot:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the members at the Annual General Meeting of the Company held on September 30, 2015 and pursuant to provisions of Section 180(1)(c) 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) [“Act”] and the Articles of Association of the Company, the consent of members of the Company be and

is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as the "Board") to borrow money (including the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business), for and on behalf of the Company, up to an aggregate amount not exceeding Rs. 200,00,00,000 (Rupees Two Hundred Crores only) by way of loans, borrowings, advances, credits in the form of either fund based or non-fund based facility(ies) or otherwise in any other form from banks, financial institutions and/or other sources, from time to time, for Company's business activities, notwithstanding that the money so borrowed may exceed aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings 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."

3. Creation of charges and sale, lease or otherwise disposal of assets

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT in supersession of the earlier resolution passed by the members at the Annual General Meeting of the Company held on September 27, 2016 and 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) ("Act"), the Articles of Association of the Company, and subject to such other approvals and permissions as may be required, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as the "Board") to pledge, mortgage or create charge, in addition to pledge/ mortgage/ charge already created by the Company, in favour of bank(s), financial institution(s) and/or any other lender(s), to secure the borrowings of the Company 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 from time to time and/or to sell, lease or otherwise dispose of whole or any part of the movables and/or immovable assets of the Company, both present and future, upto Rs. 200,00,00,000 (Rupees Two Hundred Crores only), on such terms and conditions as the Board in its absolute discretion may deem fit and appropriate;

RESOLVED FURTHER THAT 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."

By Order of the Board of Directors of DIL Limited

Srikant N. Sharma
Company Secretary
Membership No: FCS - 3617

Thane
October 11, 2017.

Registered Office:
A-1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwade,
Thane (W) – 400 610,
Maharashtra, India.

Notes:

1. Pursuant to section 102 of the Companies Act, 2013 (the “Act”), the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof is set out below for your consideration and the Postal Ballot form is annexed with this Notice.
2. The Board of Directors of the Company at its meeting held on October 11, 2017 has appointed Mr. V. N. Deodhar (Membership No.FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting and remote e-voting in a fair and transparent manner.
3. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Remote e-voting facility to all its members, to enable them to cast their votes electronically instead of voting through Postal Ballot Form. The Company has engaged the services of Central Depository Services Limited (“CDSL”) for the purpose of providing Remote e-voting facility. Please note that the Remote e-voting is an alternate mode to cast votes and it is optional.
4. In accordance with the provisions of Section 110 and other applicable provisions of the Act read with rule 18 and rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent :
 - (a) electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s);
 - (b) in physical copies, to such members whose e-mail IDs are not registered with the Company/Depository Participant(s), by permitted mode (i.e. through registered or speed post or courier) along with a postage prepaid self-addressed business reply envelope.
5. The instructions for Remote e-voting are as under:
 - (A) Members are requested to follow the steps as mentioned in point (i) to (xx) on page no. 5 and 6 of this Notice and Other Instructions mentioned in point 5(B) below to cast their votes electronically or through postal ballot form.
 - (B) Other instructions for Remote e-voting:
 - i. The e-voting period commences on Saturday, October 14, 2017 (9.00 a.m. IST) and ends on Sunday, November 12, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Wednesday, October 11, 2017, may cast their votes through Remote e-voting facility. Once the vote on a resolution is cast by the Member by Remote e-voting, the same shall not be allowed to change subsequently.
6. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, October 11, 2017 (“cut-off date”). A person who is not a Member as on cut-off date should treat this Notice for information purpose only.
7. In case the Members have any queries or issues regarding Remote e-voting, they may refer the Frequently Asked Questions (“FAQs”) and Remote e-voting manual available at www.evotingindia.com under ‘Help Section’ or write an email to helpdesk.evoting@cdslindia.com.
8. Members who do not have access to Remote e-voting facility may send duly completed Postal Ballot Form (enclosed in page no. 7 of this Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, Unit: DIL Limited, Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Sunday, November 12, 2017 (5.00 p.m. IST). Postal Ballot Form received after the said date and time shall be treated as invalid.
9. A Member can opt for only one mode of voting i.e. either through Remote e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
10. The Scrutinizer’s Report will be submitted by the Scrutinizer to the Chairman of the Company on or before Tuesday, November 14, 2017 and the results will be declared at the registered address of the Company, on or before Tuesday, November 14, 2017, during business hours. The said results will also be placed on the Company’s website www.dil.net, on the website of CDSL www.cdslindia.com and communicated to BSE Limited, where the shares of the Company are listed.

Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013

Item 1

As per Section 186 of the Companies Act, 2013, a Company can give any loan, guarantee or provide security in connection with loan to any person or body corporate and acquire by way of subscription, purchase or otherwise, the securities of any body corporate exceeding 60% of Company's paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more, subject to the prior approval of members by way of a special resolution.

In view of future business activities of the Company including but not limited to the comprehensive restructuring of operations of group companies and purchase of equity shares of Fermenta Biotech Limited, subsidiary of the Company, from Evolve India Life Sciences Fund LLC, it is proposed to authorise the Board of Directors to make investments in securities and/or to give loan(s) and/or guarantee(s) and/or provide security (ies) for an amount not exceeding Rs. 200,00,00,000 (Rupees Two Hundred Crores only) from time to time and to decide the sources of funds as it may deem appropriate. Since the investment(s), loan(s), guarantee(s), security(ies) etc. together with the aggregate of loan(s) made, guarantee(s) given, security(ies) provided and investment(s) made from time to time by the Company may exceed the limits mentioned in the Act, the approval of the Members is sought for the same in terms of the provisions of the Act.

The Board of Directors of the Company recommend the resolution for approval of the Members, as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way interested or concerned in this resolution.

Item 2 and 3

As per section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to borrow money, where the money to be borrowed along with the monies already borrowed may exceed the aggregate of the company's paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, only with the consent of the Company by a special resolution.

As per section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s)/assets of the company, subject to the consent of the Company by special resolution.

The members of the Company at the Annual General Meetings held on September 30, 2015 and on September 27, 2016 approved the borrowings limits and authorised the Board of Directors of the Company to borrow upto Rs. 100,00,00,000 (Rupees One Hundred Crores) and approved creation of charge, sale or other modes of disposal of all or any part of the movables and/or immovable assets of the Company upto Rs. 100,00,00,000 (Rupees One Hundred Crores), respectively.

In view of future business activities of the Company and to purchase of equity shares of Fermenta Biotech Limited, subsidiary of the Company, from Evolve India Life Sciences Fund LLC, it is proposed to obtain members' approval for revising the existing borrowing limits so that the Company can borrow upto Rs. 200,00,00,000 (Rupees Two Hundred Crores only) as well as to secure such borrowings by creating charge, mortgage etc. on the assets of the Company and/or to sell or dispose of the whole or substantially the whole of the undertaking(s)/assets of the company as may be decided by the Board from time to time up to such approved limit of Rs. 200,00,00,000 (Rupees Two Hundred Crores only).

The Board of Directors of the Company recommend the resolution for approval of the Members, as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way interested or concerned in this resolution.

By Order of the Board of Directors of DIL Limited

Srikant N. Sharma

Company Secretary

Membership No: FCS - 3617

Thane

October 11, 2017.

Registered Office:

A-1601, Thane One, DIL Complex, Ghodbunder Road,
Majiwade, Thane (W) – 400 610, Maharashtra, India.

Encl: (i) Postal Ballot Form and (ii) Self-addressed Reply Envelope

Instructions for Members for remote e-voting ('Remote e-voting)

The instructions for Members for voting electronically are as under:

- i. The voting period begins on Saturday, October 14, 2017 (9.00 a.m. IST) and ends on Sunday, November 12, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, October 11, 2017 may cast their votes electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Members should log on to the e-voting website of CDSL viz. www.evotingindia.com.
- iii. Click on Members.
- iv. Now Enter your User ID
 - For Members having demat account with DP connected to CDSL: Please enter 16 digits beneficiary ID as your User ID,
 - For Members having demat account with DP connected to NSDL: Please enter 8 Characters DP ID followed by 8 Digits Client ID as your User ID,
 - For Members holding shares in physical form : Please enter Folio Number registered with the Company as your User ID.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user, please follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat Members as well as physical Members).</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.• If both the details are not recorded with the depository or company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company Selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company

opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the Electronic Voting Sequence Number (EVSN) 171010004 for DIL Limited on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xviii. Members can also cast their votes using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
- xix. Note for Non-Individual Members and Custodians
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



Corporate Identification Number (CIN): L99999MH1951PLC008485

Registered Office: A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) – 400 610, Maharashtra, India • Tel: +91-22-6798 0800/888 • Fax: +91-22-6798 0899

Email: contact@dil.net • Website: www.dil.net

POSTAL BALLOT FORM

(To be sent, duly filled and signed, to the Scrutinizer appointed by the Company)

(Please read the instructions printed overleaf carefully before completing this form.)

1. Name(s) of Member(s), including Joint holder(s), if any, (in block letters) : _____

2. Registered Address of the Sole / First named Member / Beneficial Owner : _____

3. Registered Folio No. / DP ID and Client ID No : _____
4. Number of Equity Shares held : _____

I / We hereby exercise my / our vote in respect of the Resolutions set out in the Postal ballot Notice dated October 11, 2017 by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolu- tion No.	Description	No. of shares	I/ We assent to the Resolution	I/ We dissent to the Resolution
1	Loans, guarantees, securities and investments			
2	Increase in borrowing powers of the Company			
3	Creation of charges and sale, lease or otherwise disposal of assets			

Place: _____

Date: _____

Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password
171010004		

Note:

For e-voting, please refer “Instructions for Members for remote e-voting” in the Notice.

INSTRUCTIONS

Process and manner for Members opting to vote by using the Postal Ballot Form:

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to Remote e-voting facility to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting, i.e. either by Postal Ballot Form or through Remote e-voting. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on Remote e-voting, please refer to the Notes appended to the Postal Ballot Notice.
4. The Scrutinizer will collate the votes downloaded from the Remote e-voting system and votes received through Postal Ballot Forms to declare the final result for each of the Resolutions forming part of the Postal Ballot Notice.
5. Please complete and sign the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company i.e. Mr. V. N. Deodhar & Co. (Membership No. 898), Practising Company Secretaries, Unit: DIL Limited, Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Sunday, November 12, 2017 (5.00 p.m. IST). For this purpose, a self-addressed prepaid envelope is enclosed and postage will be paid by the Company. The envelope bears the name and address of the Registrar and Transfer agents (Unit: DIL) of the Company and is to the attention of the Scrutinizer. However, envelopes containing the Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post will be at the expense of the Member and will also be accepted.
6. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/ her absence, by the next joint holder. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
7. For shares held by companies/ entities, duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized representative(s).
8. Votes should be cast in case of each resolution, either in favour or against by putting the tick mark in the column provided for assent/ dissent. Members may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed the Member’s total shareholding. If the Member does not indicate either “FOR” or “AGAINST” in case of any resolution, it will be treated as “ABSTAIN” for that resolution and the shares held will not be counted under either head.
9. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, October 11, 2017 (“cut-off date”) as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
10. Voting period commences on Saturday, October 14, 2017 (9.00 a.m. IST) and ends on Sunday, November 12, 2017 (5.00 p.m. IST). Duly completed Forms should reach the Scrutinizer not later than the close of working hours on Sunday, November 12, 2017 (5.00 p.m. IST). Postal Ballot Form received after this date will be treated as invalid.
11. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the ending date specified in Sr. No. 10 above.
12. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Form will also be rejected if it is received in torn, defaced or mutilated condition to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
13. The Scrutinizer’s decision on the validity of a Postal Ballot Form will be final.
14. Except as otherwise mentioned herein, Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
15. The results of the voting shall be declared by Tuesday, November 14, 2017. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.dil.net and communicated to the Stock Exchange where the Company shares are listed viz. BSE Ltd.
16. Members may address any query to Mr. Srikant Sharma, Compliance Officer, at the Registered Office of the Company, Tel: 022 6623 0800, Fax: 022 6798 0899 or by e-mail to srikant.sharma@dil.net.