



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](mailto:contact@dil.net) , ● Website: [www.dil.net](http://www.dil.net)

Ref: DIL:DIL/BSE/2018-19/F.No.:S-23/ DE05

May 15, 2018

**Corporate Relations**  
**BSE Limited,**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Fort,**  
**Mumbai – 400 001**

Dear Sir,

**Sub.: Outcome of Board Meeting and Financial Results - Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Scrip Code: 506414**

We write to inform you that the Board of Directors of the Company at its meeting held on May 15, 2018 have, inter alia:

1. Approved the Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2018 as per Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2018 along with the Auditors' Reports issued by Deloitte Haskins & Sells, LLP, Chartered Accountants, dated May 15, 2018 and the Statement on Impact of Audit Qualifications (for Audit Report with modified opinion) are enclosed herewith .

2. Recommended final equity dividend @ Rs. 2.50/- per equity share (25%) of Rs. 10 each for the financial year ended March 31, 2018 for members' approval. (*Date of dispatch/payment of the aforesaid final equity dividend shall be announced separately*).

The Board meeting commenced at 12:00 noon and concluded at 11:10 p.m.

Thanking you,

Yours faithfully,  
for **DIL LIMITED**

**Srikant N Sharma**  
**Company Secretary**

CS Membership No: F3617

A-1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (W) 400610

Encl: As above



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**1. STATEMENT OF STANDALONE AND CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2018** (₹ in Lakhs)

Sr-N o.	Particulars	Standalone				Consolidated					
		Quarter Ended		Audited Year Ended		Quarter Ended		Audited Year Ended			
		Audited	Unaudited	Audited	Unaudited	Audited	Unaudited	Audited	Unaudited		
1	Income										
	a) Revenue from operations	457.35	317.88	134.28	1,250.83	551.53	9,707.06	9,825.98	4,450.36	30,297.58	16,568.83
	b) Other Income	23.67	4.68	13.00	37.99	44.95	433.93	15.17	39.03	894.84	278.26
2	Total Income (a+b)	481.02	322.56	147.28	1,288.82	596.48	10,140.99	9,841.15	4,489.39	31,192.42	16,847.09
3	Expenses										
	a) Cost of materials consumed	-	-	-	-	-	2,509.35	1,652.32	1,927.15	8,490.24	7,599.30
	b) Purchases of stock in trade	-	-	-	-	-	3.11	10.11	(2.67)	28.80	22.21
	c) Change in inventories of finished goods, stock-in-trade and work in progress	-	-	-	-	-	(515.01)	494.34	(86.73)	(538.92)	(789.44)
	d) Excise duty on sale of goods	146.87	142.59	146.92	577.26	563.44	1,394.17	924.40	40.60	30.79	155.89
	e) Employee benefits expense	377.13	195.55	1,063.43	1,063.43	648.97	4,433.36	238.82	245.10	3,983.03	3,084.05
	f) Finance costs	100.63	94.10	92.63	382.64	344.82	3,622.22	304.49	274.10	1,236.31	996.34
	g) Depreciation and amortisation expense	-	-	-	-	-	502.38	923.08	31.10	2,022.98	1,031.10
	h) Commission on sales	-	-	-	-	-	(9.94)	(24.39)	19.15	19.15	126.86
	i) Provision for doubtful trade receivables	601.06	-	-	601.06	-	1,992.86	1,901.84	989.10	6,529.00	4,255.54
	j) Provision for diminution in investments	220.49	-	-	1,010.90	836.69	6,682.50	6,425.01	4,461.20	23,595.48	17,389.94
	k) Other expenses (a to j)	1,446.18	771.88	621.47	3,655.29	2,393.92	6,882.50	6,425.01	28.19	7,596.94	5,522.85
4	Profit/(Loss) before tax (2 - 3)	(965.16)	(389.32)	(474.19)	(2,346.47)	(1,797.44)	3,458.49	3,416.14	28.19	7,596.94	(552.85)
5	Tax expense	-	-	-	-	69.00	757.67	811.47	176.60	2,108.35	419.97
	a) Current tax	-	-	-	-	69.00	69.00	(41.27)	(48.35)	69.00	(69.00)
	b) Deferred tax credit	69.00	-	(69.00)	69.00	(69.00)	(7.96)	(41.27)	(48.35)	69.00	(112.35)
	c) Provision for tax in respect of earlier years (net)	-	-	8.61	69.00	32.75	818.71	770.20	66.60	2,113.23	31.49
6	Profit / (Loss) for the period before share of profit/(loss) of associates and joint ventures and non-controlling interests (4-5)	69.00	(389.32)	(482.80)	(2,415.47)	(1,830.19)	2,639.78	2,645.94	(38.41)	5,483.71	(822.96)
7	Share of profit / (loss) of associates and joint ventures	-	-	-	-	-	(869.97)	(11.62)	(29.84)	(652.12)	(39.28)
8	Net Profit/ (Loss) after taxes and share of profit/(loss) of associates and joint ventures but before non-controlling interests (6+7)	(1,034.16)	(389.32)	(482.80)	(2,415.47)	(1,830.19)	1,969.81	2,634.32	(68.25)	4,831.59	(882.22)
9	Non-controlling interests	-	-	-	-	-	(178.22)	(737.19)	(134.52)	(1,262.84)	(280.20)
10	Profit/ (Loss) for the period after taxes, share of profit/(loss) of associates and joint ventures, and non-controlling interests (8+9)	(1,034.16)	(389.32)	(482.80)	(2,415.47)	(1,830.19)	1,791.59	1,897.13	(202.77)	3,568.75	(1,142.42)
11	Other Comprehensive Income										
	(A) Items that will not be reclassified to Profit or Loss	5.27	1.03	2,089.67	4.17	(185.48)	(1.60)	1.03	(349.60)	(2.70)	(158.58)
	(B) Items that will be reclassified to Profit or Loss	5.27	1.03	2,089.67	4.17	(185.48)	(1.60)	1.03	(349.60)	(2.70)	(158.58)
12	Total other Comprehensive Income (A+B)	(1,039.43)	(390.35)	(2,572.47)	(2,419.64)	(1,644.71)	1,971.41	2,633.29	281.35	4,834.29	(703.64)
13	Attributable to:										
	- Owners of the parent	229.32	229.32	229.32	229.32	229.32	1,793.19	1,896.10	146.83	3,566.05	(983.84)
	- Non-controlling interests	(45.10)	(16.98)	(21.05)	(105.33)	(79.81)	178.22	737.19	134.52	1,262.84	280.20
14	Paid-up equity share capital (Face value ₹ 10/- per share)	(45.10)	(16.98)	(21.05)	(105.33)	(79.81)	78.13	82.73	(8.84)	155.63	(49.82)
	a) ₹ Basic	(45.10)	(16.98)	(21.05)	(105.33)	(79.81)	78.13	82.73	(8.84)	155.63	(49.82)
	b) ₹ Diluted	(45.10)	(16.98)	(21.05)	(105.33)	(79.81)	78.13	82.73	(8.84)	155.63	(49.82)

See accompanying notes to the Standalone and Consolidated audited financial results

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**NOTES:**

1. Segment Information	Consolidated					
	Particulars	Quarter ended			Audited Year Ended	
		Audited	Unaudited	Audited	Audited	
		March 31,	December 31,	March 31,	March 31,	March 31,
		2018	2017	2017	2018	2017
Segment revenue						
- Bulk drugs/chemicals	9,329.31	9,112.80	4,147.05	29,202.01	16,078.41	
- Property	441.02	312.94	130.41	1,230.82	540.55	
- Unallocated	471.92	438.06	232.21	932.84	308.31	
Total	10,242.25	9,863.80	4,509.67	31,365.67	16,927.27	
Less : Inter-segment revenue	101.26	22.65	20.28	173.25	80.18	
Total Income	10,140.99	9,841.15	4,489.39	31,192.42	16,847.09	
Segment results						
- Bulk drugs/chemicals	3,712.40	3,866.33	203.47	9,466.54	1,363.42	
- Property	200.97	61.19	57.84	198.50	(274.59)	
- Unallocated (net)	(180.08)	(249.69)	6.45	(854.56)	(643.63)	
Total	3,733.29	3,677.83	267.76	8,810.48	445.20	
Less: Inter-segment results	168.56	(22.87)	5.53	149.84	(1.71)	
Less : Finance costs	443.36	238.82	245.10	1,363.38	996.34	
Total Profit/(Loss) before tax	3,458.49	3,416.14	28.19	7,596.94	(552.85)	
Segment Assets						
- Bulk Drugs/chemicals	23,336.30	21,434.19	17,690.63	23,336.30	17,690.63	
- Property	9,755.59	9,840.43	9,891.58	9,755.59	9,891.58	
- Unallocated	5,569.63	4,621.11	3,200.35	5,569.63	3,200.35	
Total Segment Assets	38,661.52	35,895.73	30,782.56	38,661.52	30,782.56	
Segment liabilities						
- Bulk Drugs/chemicals	7,337.40	11,947.94	3,260.93	7,337.40	3,260.93	
- Property	1,032.06	955.17	812.52	1,032.06	812.52	
- Unallocated	16,551.56	12,206.01	9,490.50	16,551.56	9,490.50	
Total Segment liabilities	24,921.02	25,109.12	13,563.95	24,921.02	13,563.95	

**Footnote:**

The Company on standalone basis has only one primary business segment Viz. Renting of Properties

- DIL Limited ('the Company') is in the business of renting properties. The Company also has strategic investments in subsidiaries, associates and joint ventures which are engaged in manufacturing of bulk drugs, providing services of sporting and health awareness/education activities, development of discoidal electrical motor technology and motion film production.  
The above audited financial results are presented on a standalone basis as well as on a consolidated basis so as to include the operations of the Company's subsidiaries, associates and joint ventures.  
The audited financial results included in the above statement of standalone and consolidated results includes the financial information of one subsidiary and two associates on the basis of unaudited financial information prepared by the Management which have not been reviewed by their auditors. The said financial information are not material to the Group.
- The above audited standalone and consolidated financial results for the quarter and year ended March 31, 2018 of the Company have been reviewed by the Audit Committee and approved by the Board of directors at their respective meetings held on 15th May, 2018.
- The Company has adopted the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under from 1st April, 2017 and accordingly, these audited standalone and consolidated financial results for the quarter and year ended 31st March, 2018 have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 "Interim Financial Reporting" and the other accounting principles generally accepted in India.
- Consequent to the introduction of Goods and Service Tax ("GST") with effect from 1st July, 2017, indirect taxes including duty of excise have been subsumed into GST. In accordance with Indian Accounting Standard-18 "Revenue" and Schedule III of the Companies Act, 2013, unlike duty of excise, GST are not part of revenue from operations. Accordingly, the figures of revenue from operations, which does not include duty of excise, included in the audited consolidated results for the quarter and year ended 31st March, 2018 and unaudited consolidated results for the quarter ended 31st December, 2017 and year ended 31st March, 2018, are not comparable with those of the previous periods presented.
- (a) The Company has not made any provision for impairment of its exposure in two associates whose aggregate carrying value in standalone financial information is ₹ 1,032.36 lakhs [comprise of investments in equity instruments of ₹ 700.00 lakhs, share application money of ₹309.86 lakhs and other recoverable expenses (ICD) of ₹22.50 lakhs] and in consolidated financial information is ₹ 534.13 lakhs as on 31st March, 2018. In view of the fact that these investments have been made in the recent years, the management is confident that profitability will be achieved by these entities and hence no provision for impairment in respect of these investments is considered necessary. The Statutory auditors have modified their audit report in respect of the foregoing matter.  
(b) The Company has not made any provision for share application money of Rs 597 Lakhs given to Noble Explochem Ltd whose networth has been negative. In View of the proposed revival plan by promoter of Noble Explochem Ltd and considering the large asset it holds, the management is confident of recovery of this amount, hence no provision for impairment is necessary. The Statutory auditors have modified their audit report in respect of the foregoing matter.
- In terms of the Share Purchase Agreement entered into on 4th December, 2017 with Evolve India Life Sciences Fund LLC ("Evolve") and Fermenta Biotech Limited ("FBL"), the Company's subsidiary, the Company has acquired 38,30,072 equity shares (Face Value of Rs 10 each) of FBL, representing 21.05% of the issued and paid up equity share capital of FBL from Evolve for a consideration of ₹ 8,280.00 lakhs. The said equity shares have been transferred to the Company on 15th December, 2017. Subsequent to transfer of equity shares, the Company's holding in FBL has increased to 91.20% of the total shareholding. The Company arranged entire funding by raising loans against securitisation of its assets.
- The Board of Directors at their meeting held on May 15, 2018 have proposed a final dividend of 25 % (₹. 2.50 per share) for the financial year 2017-18. The payment of dividend is subject to approval of shareholders.

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## Notes

9 Audited Balance Sheet		₹. in Lakhs			
PARTICULARS		Standalone		Consolidated	
		March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
	<b>ASSETS</b>				
1	<b>Non-current assets</b>				
(a)	Property, Plant and Equipment	1,177.82	813.67	9,063.71	8,434.99
(b)	Capital work-in-progress	-	129.73	250.08	406.18
(c)	Investment Property	8,409.48	8,548.58	8,049.53	8,182.68
(d)	Goodwill	-	-	412.79	413.33
(e)	Other Intangible assets	2.12	2.90	211.04	132.79
(f)	Intangible Assets under development	-	-	99.50	142.52
(g)	Investments				
i)	Investments in subsidiaries	10,032.20	1,739.25	-	-
ii)	Investments in associates	700.00	700.00	210.94	252.82
iii)	Investments in joint ventures	-	530.00	-	529.82
(h)	Financial Assets				
i)	Investments	7.57	6.45	11.69	10.56
ii)	Loans	31.85	32.62	38.10	61.86
ii)	Share application money	906.86	906.86	897.68	906.86
iv)	Others financial assets	222.89	101.76	479.97	87.87
(i)	Deferred tax assets	-	69.00	-	69.00
(j)	Non-current tax assets (net)	98.32	28.40	106.99	38.77
(k)	Other non-current assets	161.53	139.43	602.99	686.80
	<b>Sub-total - Non-current assets</b>	<b>21,750.64</b>	<b>13,748.65</b>	<b>20,435.01</b>	<b>20,356.85</b>
2	<b>Current assets</b>				
(a)	Inventories	-	-	5,117.88	3,891.38
(b)	Financial Assets				
i)	Investments	105.89	100.45	105.89	100.45
ii)	Trade receivables	28.20	38.72	6,871.93	4,457.10
iii)	Cash and Cash Equivalents	134.89	70.56	3,243.69	223.56
iv)	Bank balances other than (iii) above	22.26	25.00	22.26	25.00
v)	Loans	8.30	15.43	9.39	15.43
vi)	Other financial assets	69.19	162.8	90.22	364.61
(c)	Other current assets	140.29	469.37	2,765.25	1,348.18
	<b>Sub-total - Current assets</b>	<b>509.02</b>	<b>882.33</b>	<b>18,226.51</b>	<b>10,425.71</b>
	<b>TOTAL ASSETS</b>	<b>22,259.66</b>	<b>14,630.98</b>	<b>38,661.52</b>	<b>30,782.56</b>
	<b>EQUITY AND LIABILITIES</b>				
1	<b>EQUITY</b>				
(a)	Equity Share capital	229.32	229.32	229.32	229.32
(b)	Other Equity	6,242.59	8,673.26	12,412.82	14,142.18
	<b>Equity attributable to the owners of the Company</b>	<b>6,471.91</b>	<b>8,902.58</b>	<b>12,642.14</b>	<b>14,371.50</b>
(c)	Non-controlling interests	-	-	1,098.36	2,847.11
	<b>Total Equity</b>	<b>6,471.91</b>	<b>8,902.58</b>	<b>13,740.50</b>	<b>17,218.61</b>
3	<b>Non-current liabilities</b>				
(a)	Financial Liabilities				
i)	Borrowings	13,201.79	3,425.50	13,536.79	4,031.96
ii)	Other financial liabilities	533.73	232.64	365.60	217.62
(b)	Provisions	71.89	74.58	272.97	267.03
(c)	Deferred tax liabilities (net)	-	-	218.93	273.88
(d)	Other Non-current liabilities	171.18	89.17	171.18	89.17
	<b>Sub-total - Non-current liabilities</b>	<b>13,978.59</b>	<b>3,821.89</b>	<b>14,565.47</b>	<b>4,879.66</b>
4	<b>Current liabilities</b>				
a)	Financial Liabilities				
i)	Borrowings	572.50	350.00	2,985.51	3,713.02
ii)	Trade payables	179.64	134.11	4008.6	2817.34
iii)	Other financial liabilities	897.54	1,132.30	2,332.07	1686.79
(b)	Provisions	16.48	13.18	46.69	46.92
(c)	Other current liabilities	143.00	276.92	606.19	392.24
(d)	Current Tax Liabilities (Net)	-	-	376.49	27.98
	<b>Sub-total - Current liabilities</b>	<b>1,809.16</b>	<b>1,906.51</b>	<b>10,355.55</b>	<b>8,684.29</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>22,259.66</b>	<b>14,630.98</b>	<b>38,661.52</b>	<b>30,782.56</b>

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10 Reconciliation of Net Profit/(Loss) for the quarter and year ended 31st March, 2017 between the previous GAAP and Ind AS

₹. In Lakhs

Particulars	Quarter ended		Year Ended		Standalone Equity Reconciliation March 31, 2017	Consolidated Equity Reconciliation March 31, 2017
	Standalone audited March 31, 2017	Consolidated audited March 31, 2017	Standalone audited March 31, 2017	Consolidated audited March 31, 2017		
Net profit / (Loss) for the period (as per previous GAAP)	(530.77)	(355.40)	462.77	1,009.80	8,726.80	14,097.76
Add / (Less): Ind AS adjustments Impacts due to:						
(a) Operating lease rental straight lining in the previous GAAP and initial costs for operating leases.	69.43	69.43	75.39	75.39	75.39	75.39
(b) Measurement of financial liabilities at amortised cost (including unwinding of discounts)	(4.78)	(4.86)	99.09	98.77	129.93	129.46
(c) Prior period adjustments under the previous GAAP	(12.19)	(30.69)	3.96	21.01	-	(36.41)
(d) Prior period error in respect of associates		108.32	-	108.32	-	108.32
(e) Measurement of equity instrument at fair value through Other Comprehensive Income			(2,466.17)	(2,466.17)	6.43	8.12
(g) Others	(4.49)	10.43	(5.23)	10.46	(35.96)	(11.13)
<b>Net profit / (Loss) for the period (as per Ind AS)</b>	<b>(482.80)</b>	<b>(202.77)</b>	<b>(1,830.19)</b>	<b>(1,142.42)</b>	<b>8,902.58</b>	<b>14,371.50</b>

11 The figures for the quarter ended March 31, 2018 and March 31, 2017 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2018 and March 31, 2017 and the unaudited published year to date figures upto the nine months of the relevant financial year which were subject to limited review by the Statutory

12 Figures for the previous periods have been regrouped wherever considered necessary.

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Place: Thane  
May 15, 2018

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For DIL Limited

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Krishna Datla  
Managing Director

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## INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF DIL LIMITED

1. We have audited the Standalone Audited Financial Results and also the Consolidated Audited Financial Results of **DIL LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the loss of its joint venture and associates for the year ended March 31, 2018, included in the accompanying Statement of Standalone and Consolidated Audited Financial Results for the year ended March 31, 2018 ("the Statement"), being submitted by the Parent, pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related Standalone Ind AS Financial Statements and Consolidated Ind AS Financial Statements which are in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act"), read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such Standalone Ind AS Financial Statements and Consolidated Ind AS Financial Statements.
3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Parent's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

# Deloitte Haskins & Sells LLP

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred in paragraph 6 below is sufficient and appropriate to provide a basis for our qualified audit opinion.

4. (i) (a) The Parent has an exposure of ₹ 807.36 Lakhs [including share application money of ₹ 309.86 Lakhs and Inter Corporate Deposit (ICD) of ₹ 22.50 Lakhs] in an associate whose accumulated losses (other equity) at ₹ 1,168.60 Lakhs substantially exceed its equity share capital of ₹ 638.90 Lakhs, as per the management prepared financial information. This exposure on a consolidated basis amounts to ₹ 323.19 Lakhs. However, the Management of the Parent has not made any detailed evaluation of impairment in the carrying value of these amounts for the purposes of ascertaining the provision for impairment, if any, that may be required to be made in the standalone audited financial results and in the consolidated audited financial results, respectively.
- (b) Further, in relation to another associate, the Parent has an investment of ₹ 225.00 Lakhs, where although the net worth has not been eroded as per the management prepared financial information, this net worth includes a significant exposure by way of ICD of ₹ 330.52 Lakhs to the associate mentioned in para (i)(a) above which raises a doubt on the recoverability of the carrying value of this investment amounting to ₹ 225.00 Lakhs on standalone basis and ₹ 210.94 Lakhs on consolidated basis, and the consequential provision for impairment, if any, that may be required to be made, both, in the standalone audited financial results and in the consolidated audited financial results, respectively.

Considering the view of the Management of the Parent that these are long term investments and profitability will be achieved by the entities over a period of time, the Management of the Parent believes that no impairment is deemed necessary [See note 6(a)]. In the absence of sufficient appropriate audit evidence, we are unable to comment upon the matter including the consequential impact, if any, of such impairment on, both, in the standalone audited financial results and in the consolidated audited financial results.

These matters were also qualified in the independent auditor's report issued by the predecessor auditors on, both, in the standalone audited financial results and in the consolidated audited financial results for the year ended March 31, 2017.

- (ii) The Parent has given share application money of ₹ 597.00 Lakhs to another entity whose accumulated losses at ₹ 5,203.19 Lakhs, substantially exceed its equity share capital of ₹ 1,920.55 Lakhs as per the latest audited financial statements for the year ended March 31, 2017 of that entity. Further, the independent auditors of that entity, in their audit report dated May 30, 2017, on the aforesaid financial statements, have *inter-alia* reported that the entity's operations have been suspended since December, 2006, and have also expressed their inability to comment whether that entity can be considered as a "Going Concern" and whether its assets would be adequate to

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# Deloitte Haskins & Sells LLP

6(b), the Management of the Parent believes that no impairment is deemed necessary. Having regard to the foregoing and in the absence of sufficient appropriate audit evidence, we are unable to comment whether the aforesaid outstanding share application money would be recoverable including the consequential impact, if any, of such impairment that may be required to be made, both, in the standalone audited financial results and in the consolidated audited financial results.

5. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the separate financial statements of subsidiaries and a joint venture referred to in paragraph 6 below, except for the possible effects of the matters described in paragraph 4 above, the Statement:

(i) includes the results of the following entities:

**Parent**

1. DIL Limited

**Direct subsidiaries**

2. Aegean Properties Limited

3. CC Square Films Limited

4. Fermenta Biotech Limited

**Step down subsidiaries**

5. Fermenta Biotech (UK) Limited

6. G. I. Biotech Private Limited

**Associates**

7. Health and Wellness India Private Limited

8. Zela Wellness Private Limited

**Joint venture**

9. Agastya Films LLP

(ii) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and

(iii) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, respectively, of the net consolidated profit/standalone loss, total consolidated comprehensive income/total standalone comprehensive loss and other financial information of the Parent, and the Group and its share of the loss of its joint venture and associates for the year ended March 31, 2018.

6. We did not audit the financial statements of 3 subsidiaries, included in the consolidated audited financial results, included in the Statement, whose financial statements reflect total assets of ₹ 120.05 Lakhs as at March 31, 2018, and total revenues of ₹ 18.00 Lakhs, total profit after tax of ₹ 18.45 Lakhs and total comprehensive income of ₹ 18.45 Lakhs for the year ended March 31, 2018, as considered in the consolidated audited financial results, included in the Statement. The above figures are before giving effect of any consolidation adjustments. The consolidated audited financial results, included in the

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Statement, also includes the Group's share of net loss of ₹ 601.06 Lakhs and total comprehensive loss of ₹ 601.06 Lakhs for the year ended on March 31, 2018, as considered in the consolidated audited financial results, included in the Statement, in respect of a joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Parent and our opinion on the consolidated audited financial results, included in the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and a joint venture, is based solely on the reports of the other auditors.

Our opinion on the consolidated audited financial results, included in the Statement, is not modified in respect of the above matters with respect to our reliance on the work done by the other auditors.

7. The consolidated audited financial results, included in the Statement, includes financial information of a subsidiary which has not been audited by their auditors, whose financial information reflect total assets of ₹ 38.05 Lakhs as at March 31, 2018, and total revenues of ₹ Nil, total loss after tax of ₹ 76.40 Lakhs and total comprehensive loss of ₹ 76.40 Lakhs for the year ended March 31, 2018, as considered in the consolidated audited financial results, included in the Statement. The above figures are before giving effect of any consolidation adjustments. The consolidated audited financial results also includes the Group's share of loss of ₹ 51.06 Lakhs and total comprehensive loss of ₹ 51.06 Lakhs for the year ended March 31, 2018, as considered in the consolidated audited financial results, included in the Statement, in respect of 2 associates, whose financial information have not been audited by their auditors. This financial information are unaudited and have been furnished to us by the Management of the Parent and our opinion on the consolidated audited financial results, included in the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and these associates is based solely on such unaudited financial information. In our opinion, and according to the information and explanations given to us by the Management of the Parent, this financial information are not material to the Group.

Our opinion on the consolidated audited financial results, included in the Statement, is not modified in respect of our reliance on this financial information certified by the Management of the Parent. [Also see paragraphs 4(i)(a) and 4(i)(b) which describes our modification in respect of the exposures in the 2 associates referred above.]

8. The Statement includes the results for the Quarter ended March 31, 2018, being the balancing figure between audited figures in respect of the full financial year ended March 31, 2018 and the published year to date figures up to the nine months ended December 31, 2017 which were subjected to limited review by us.
9. The comparative financial information for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 in respect of 3 subsidiaries and a joint venture included in the consolidated Ind AS audited financial results, included in the Statement, have been audited by other auditors, whose reports have been furnished to us by the Management of the Parent and in

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# Deloitte Haskins & Sells LLP

so far as it relates to the comparative amounts and disclosures included in respect of these subsidiaries and a joint venture made in the consolidated Ind AS audited financial results, included in the Statement, is based solely on the reports of the other auditors.

10. The comparative financial information of the Parent, and the Group and its share of loss (net) in its associates and joint venture for the year ended March 31, 2017 and the related transition date opening balance sheets as at April 1, 2016, included in the Statement, have been prepared by the Management of the Parent after adjusting the previously issued standalone audited financial results and consolidated audited financial results prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS. The previously issued standalone audited financial results and consolidated audited financial results were audited by the predecessor auditors whose reports for the years ended March 31, 2017 and March 31, 2016 dated May 30, 2017 and May 27, 2016, respectively, expressed a qualified opinion on the previously issued standalone financial results in respect of matters referred in paragraph 4(i) above and consolidated financial results in respect of matters referred in paragraphs 4(i) and 7 above. The adjustments made by the Management of the Parent to comply with Ind AS to the aforesaid previously issued standalone audited financial results and consolidated audited financial results, included in the Statement, in so far as it relates to the financial information pertaining to the Parent and a subsidiary included in the aforesaid Statement, have been audited by us.

Our opinion on the standalone audited financial results and consolidated audit financial results, included in the Statement, is not modified in respect of these matters.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



Rajesh K. Hiranandani  
Partner  
(Membership No. 36920)

Mumbai, May 15, 2018





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

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted

along-with Annual Audited Financial Results - (Standalone)

(Rs. in Lakhs, except for earnings per share)

<b>Statement on Impact of Audit Qualifications on Standalone Financial Results for the Financial Year</b>				
<b>ended March 31, 2018</b>				
<b>[Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]</b>				
<b>I.</b>	<b>Sl. No.</b>	<b>Particulars</b>	<b>Audited Figures (as reported before adjusting for qualifications)</b>	<b>Adjusted Figures (audited figures after adjusting for qualifications)</b>
	1.	Turnover / Total income	<b>1,288.82</b>	<b>Not determinable</b>
	2.	Total Expenditure	<b>3,635.29</b>	
	3.	Net Profit/(Loss)	<b>(2,346.47)</b>	
	4.	Earnings Per Share	<b>(102.33)</b>	
	5.	Total Assets	<b>22,259.66</b>	
	6.	Total Liabilities	<b>15,787.75</b>	
	7.	Net Worth	<b>6,471.91</b>	
	8.	Any other financial item(s) (as felt appropriate by the management)	<b>NIL</b>	

**II. Audit Qualification (each audit qualification separately):**

**(a) Details of Audit Qualification:**

Extract from the Independent Auditor's Report, dated May 15, 2018, to the Board of Directors of DIL Limited on the Statement of Standalone and Consolidated Audited Financial Results for the year ended March 31, 2018



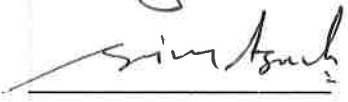
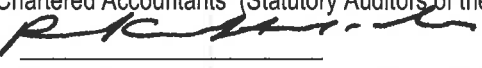
4. (i) (a) The Parent has an exposure of ₹ 807.36 Lakhs [including share application money of ₹ 309.86 Lakhs and Inter Corporate Deposit (ICD) of ₹ 22.50 Lakhs] in an associate whose accumulated losses (other equity) at ₹ 1,168.60 Lakhs substantially exceed its equity share capital of ₹ 638.90 Lakhs, as per the management prepared financial information. This exposure on a consolidated basis amounts to ₹ 323.19 Lakhs. However, the Management of the Parent has not made any detailed evaluation of impairment in the carrying value of these amounts for the purposes of ascertaining the provision for impairment, if any, that may be required to be made in the standalone audited financial results and in the consolidated audited financial results, respectively.
- (b) Further, in relation to another associate, the Parent has an investment of ₹ 225.00 Lakhs, where although the net worth has not been eroded as per the management prepared financial information, this net worth includes a significant exposure by way of ICD of ₹ 330.52 Lakhs to the associate mentioned in para (i)(a) above which raises a doubt on the recoverability of the carrying value of this investment amounting to ₹ 225.00 Lakhs on standalone basis and ₹ 210.94 Lakhs on consolidated basis, and the consequential provision for impairment, if any, that may be required to be made, both, in the standalone audited financial results and in the consolidated audited financial results, respectively.

Considering the view of the Management of the Parent that these are long term investments and profitability will be achieved by the entities over a period of time, the Management of the Parent believes that no impairment is deemed necessary [See note 6(a) Statement of Standalone and Consolidated Audited Financial Results for the year ended March 31, 2018 ("the Statement")]. In the absence of sufficient appropriate audit evidence, we are unable to comment upon the matter including the consequential impact, if any, of such impairment on, both, in the standalone audited financial results and in the consolidated audited financial results.

These matters were also qualified in the independent auditor's report issued by the predecessor auditors on, both, in the standalone audited financial results and in the consolidated audited financial results for the year ended March 31, 2017.

- (ii) The Parent has given share application money of ₹ 597.00 Lakhs to an another entity whose accumulated losses at ₹ 5,203.19 Lakhs, substantially exceed its equity share capital of ₹ 1,920.55 Lakhs as per the latest audited financial statements for the year ended March 31, 2017 of that entity. Further, the independent auditors of that entity, in their audit report dated May 30, 2017, on the aforesaid financial statements, have inter-alia reported that the entity's operations have been suspended since December, 2006, and have also expressed their inability to comment whether that entity can be considered as a "Going Concern" and whether its assets would be adequate to meet its liabilities. For the reasons stated in the said note 6(b) to the Statement, the Management of the Parent believes that no impairment is deemed necessary. Having regard to the foregoing and in the absence of sufficient appropriate audit evidence, we are unable to comment whether the aforesaid outstanding share application money would be recoverable including the consequential impact, if any, of such impairment that may be required to be made, both, in the standalone audited financial results and in the consolidated audited financial results.

	<p><b>(b) Type of Audit Qualification:</b> Qualified Opinion / <del>Disclaimer of opinion / Adverse opinion</del></p>
	<p><b>(c) Frequency of qualification:</b> Items 4 (i) (a) and (b), as restated above, are qualified since Financial Year ended March 31, 2016 and item 4 (ii) is qualified first time during the current financial year i.e. year ended March 31, 2018.</p>
	<p><b>(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Not Applicable</p>
	<p><b>(e) For Audit Qualification(s) where the impact is not quantified by the auditor:</b></p> <p><b>(i) Management's estimation on the impact of audit qualification:</b> Not Applicable</p> <p><b>(ii) If management is unable to estimate the impact, reasons for the same:</b> For items 4. (i) (a) and (b) in (II) (a) above, the Management is confident that profitability will be achieved by these associate entities and hence there is no permanent diminution in the valuation of these investments.</p> <p>For item 4 (ii) in (II) (a) above, in View of the proposed revival plan by promoter of Noble Expochem Limited and considering the large asset it holds, the management is confident of recovery of this amount. Hence no provision for impairment is deemed necessary.</p> <p><b>(iii) Auditors' Comments on (i) or (ii) above:</b> Audit qualifications, as restated above, are self-explanatory.</p>

<p>III. <b>Signatories:</b></p> <ul style="list-style-type: none"><li>• Mr. Krishna Datla (Managing Director):</li><li>• Mr. Sumesh Gandhi (Chief Financial Officer):</li><li>• Mr. Sanjay Buch (Audit Committee Chairman):</li><li>• For Deloitte Haskins &amp; Sells, LLP, Chartered Accountants (Statutory Auditors of the Company): Mr. Rajesh Hiranandani (Partner):</li></ul> <p><i>Mem. No. 36920 (Firm's Registration No. 117366W/W-100018)</i></p>	<p>   </p>
<p>Place: Thane Date: May 15, 2018</p>	

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted

along-with Annual Audited Financial Results - (Consolidated)

(Rs. in Lakhs, except for earnings per share)

Statement on Impact of Audit Qualifications on Consolidated Financial Results for the Financial Year ended March 31, 2018 [Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	31,192.42	Not determinable
	2.	Total Expenditure	23,595.48	
	3.	Net Profit/(Loss)	7,596.94	
	4.	Earnings Per Share	155.63	
	5.	Total Assets	38,661.52	
	6.	Total Liabilities	24,921.02	
	7.	Net Worth	13,740.50	
	8.	Any other financial item(s) (as felt appropriate by the management)	NIL	



**II. Audit Qualification (each audit qualification separately):**

**(a) Details of Audit Qualification:**

Extract from the Independent Auditor's Report, dated May 15, 2018, to the Board of Directors of DIL Limited on the Statement of Standalone and Consolidated Audited Financial Results for the year ended March 31, 2018



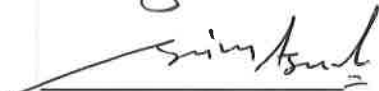
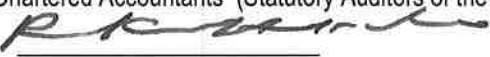
4. (i) (a) The Parent has an exposure of ₹ 807.36 Lakhs [including share application money of ₹ 309.86 Lakhs and Inter Corporate Deposit (ICD) of ₹ 22.50 Lakhs] in an associate whose accumulated losses (other equity) at ₹ 1,168.60 Lakhs substantially exceed its equity share capital of ₹ 638.90 Lakhs, as per the management prepared financial information. This exposure on a consolidated basis amounts to ₹ 323.19 Lakhs. However, the Management of the Parent has not made any detailed evaluation of impairment in the carrying value of these amounts for the purposes of ascertaining the provision for impairment, if any, that may be required to be made in the standalone audited financial results and in the consolidated audited financial results, respectively.
- (b) Further, in relation to another associate, the Parent has an investment of ₹ 225.00 Lakhs, where although the net worth has not been eroded as per the management prepared financial information, this net worth includes a significant exposure by way of ICD of ₹ 330.52 Lakhs to the associate mentioned in para (i)(a) above which raises a doubt on the recoverability of the carrying value of this investment amounting to ₹ 225.00 Lakhs on standalone basis and ₹ 210.94 Lakhs on consolidated basis, and the consequential provision for impairment, if any, that may be required to be made, both, in the standalone audited financial results and in the consolidated audited financial results, respectively.

Considering the view of the Management of the Parent that these are long term investments and profitability will be achieved by the entities over a period of time, the Management of the Parent believes that no impairment is deemed necessary [See note 6(a) Statement of Standalone and Consolidated Audited Financial Results for the year ended March 31, 2018 ("the Statement")]. In the absence of sufficient appropriate audit evidence, we are unable to comment upon the matter including the consequential impact, if any, of such impairment on, both, in the standalone audited financial results and in the consolidated audited financial results.

These matters were also qualified in the independent auditor's report issued by the predecessor auditors on, both, in the standalone audited financial results and in the consolidated audited financial results for the year ended March 31, 2017.

- (ii) The Parent has given share application money of ₹ 597.00 Lakhs to an another entity whose accumulated losses at ₹ 5,203.19 Lakhs, substantially exceed its equity share capital of ₹ 1,920.55 Lakhs as per the latest audited financial statements for the year ended March 31, 2017 of that entity. Further, the independent auditors of that entity, in their audit report dated May 30, 2017, on the aforesaid financial statements, have inter-alia reported that the entity's operations have been suspended since December, 2006, and have also expressed their inability to comment whether that entity can be considered as a "Going Concern" and whether its assets would be adequate to meet its liabilities. For the reasons stated in the said note 6(b) to the Statement, the Management of the Parent believes that no impairment is deemed necessary. Having regard to the foregoing and in the absence of sufficient appropriate audit evidence, we are unable to comment whether the aforesaid outstanding share application money would be recoverable including the consequential impact, if any, of such impairment that may be required to be made, both, in the standalone audited financial results and in the consolidated audited financial results.

	<p><b>(b) Type of Audit Qualification:</b> Qualified Opinion / <del>Disclaimer of opinion / Adverse opinion</del></p>
	<p><b>(c) Frequency of qualification:</b> Items 4 (i) (a) and (b), as restated above, are qualified since Financial Year ended March 31, 2016 and item 4 (ii) is qualified first time during the current financial year i.e. year ended March 31, 2018.</p>
	<p><b>(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Not Applicable</p>
	<p><b>(e) For Audit Qualification(s) where the impact is not quantified by the auditor:</b></p> <p>(i) <b>Management's estimation on the impact of audit qualification:</b> Not Applicable</p> <p>(ii) <b>If management is unable to estimate the impact, reasons for the same:</b> For items 4. (i) (a) and (b) in (II) (a) above, the Management is confident that profitability will be achieved by these associate entities and hence there is no permanent diminution in the valuation of these investments.</p> <p>For item 4 (ii) in (II) (a) above, in View of the proposed revival plan by promoter of Noble Expochem Limited and considering the large asset it holds, the management is confident of recovery of this amount. Hence no provision for impairment is deemed necessary.</p> <p>(iii) <b>Auditors' Comments on (i) or (ii) above:</b> Audit qualifications, as restated above, are self-explanatory.</p>

<p>III.</p>	<p><b>Signatories:</b></p> <ul style="list-style-type: none"><li>• Mr. Krishna Datla (Managing Director): <u></u></li><li>• Mr. Sumesh Gandhi (Chief Financial Officer): <u></u></li><li>• Mr. Sanjay Buch (Audit Committee Chairman): <u></u></li><li>• For Deloitte Haskins &amp; Sells, LLP, Chartered Accountants (Statutory Auditors of the Company): Mr. Rajesh Hiranandani (Partner): <u></u></li></ul> <p><b>Mem. No. 36920</b> (Firm's Registration No. 117366W/W-100018)</p>
	<p>Place: Thane Date: May 15, 2018</p>