

# V. N. DEODHAR & CO.

Company Secretaries

## V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

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**REPORT OF SCRUTINIZER  
ON E-VOTING PROCESS, POSTAL BALLOT AND PHYSICAL BALLOT  
PROCESS OF  
DIL LIMITED  
FOR ITS 66<sup>TH</sup> ANNUAL GENERAL MEETING**

To  
The Chairman,  
DIL Limited.  
A-1601, Thane One,  
DIL Complex,  
Ghodbunder Road,  
Majiwade,  
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 66<sup>th</sup> Annual General Meeting of the Company held on Friday, 28th September, 2018 at 3.00 P. M. at Thane One, DIL Complex, Ghodbunder Road, Majiwade, 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 Tuesday, 25<sup>th</sup> September, 2018 and ended at 5.00 p.m. on Thursday, 27<sup>th</sup> September, 2018. 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. 21<sup>st</sup> September, 2018.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 21<sup>st</sup> September 2018 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 66<sup>th</sup> Annual General Meeting of the Company.



4. At the venue of the 66<sup>th</sup> Annual General Meeting of the Company held on 28th September, 2018, 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 and Postal Ballot 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, CA. Hrushikesh V. Deodhar and Mr. Ajit Ukidwe, who acted as witnesses and who are not in employment of the Company.
7. Thereafter I as scrutinizor duly compiled the details of Remote E-voting done by the members, voting done through Postal Ballot 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	18	0	40	58
Total number of shares held by them	36006	0	6504268	6540274
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 5 is as under:

**RESOLUTION No.1**

To receive, consider and adopt:

- (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018 along with Report of the Auditors thereon.



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	36006	100	0	0	0
Total Votes through Postal Ballot	0	0	0	0	0
Voting at the meeting through Physical Ballot	6504268	100	0	0	0
<b>Total</b>	<b>6540274</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

**RESOLUTION No. 2**

To declare dividend of Rs. 1.25 per equity share of Rs. 5 each for the financial year ended March 31,2018.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	36006	100	0	0	0
Total Votes through Postal Ballot	0	0	0	0	0
Voting at the meeting through Physical Ballot	6504268	100	0	0	0
<b>Total</b>	<b>6540274</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	36006	100	0	0	0
Total Votes through Postal Ballot	0	0	0	0	0
Voting at the meeting through Physical Ballot	444236	100	0	0	0
<b>Total</b>	<b>480242</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



**RESOLUTION No.4**

To appointment 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** in accordance with the 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 pursuant to the resolution passed by the members at the 65th Annual General Meeting (AGM) of the Company, the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No: 117366W/W-100018) as the statutory auditors of the Company and to hold office from the conclusion of the 66th AGM until the conclusion of 70th AGM 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 Deloitte Haskins & Sells LLP”.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	36006	100	0	0	0
Total Votes through Postal Ballot	0	0	0	0	0
Voting at the meeting through Physical Ballot	6504268	100	0	0	0
<b>Total</b>	<b>6540274</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

**RESOLUTION No.5**

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

**Re-appointment of Mr. Krishna Datla as Managing Director**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or any re-enactment thereof) (“Act”), in accordance to the provisions of the Articles of Association of the Company and the Nomination and Remuneration policy of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded to the re-appointment of Mr. Krishna Datla (DIN: 00003247) as Managing Director of the Company (Managing Director) for a further period of 3 (three) years commencing from May 9, 2018 to May 8, 2021 as per the terms and conditions mentioned in the agreement dated February 6, 2018 (‘Agreement’) entered into between the Company and Managing Director, which inter alia, are set out in the Explanatory Statement.



**RESOLVED FURTHER THAT** the total remuneration including perquisites payable to the Managing Director shall be subject to the overall ceilings laid down in Section 197 of the Act read with Schedule V of the Companies Act, 2013 as amended from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, where in any financial year during the tenure of the Managing Director, if the Company has no profits or its profits are inadequate, the Board of Directors is authorized to decide the payment of remuneration of the Managing Director in the following manner:

- a. Payment of remuneration by way of salary, perquisites and other allowances as set out above, subject to the provisions and applicable ceilings laid down in Section II of Part II of Schedule V to the Act including any amendment thereof; or
- b. Payment of remuneration to the Managing Director by way of salary and perquisites as set out above, subject to prior approval of the Central Government (if applicable) and in accordance with the provisions of Section 197 read with Schedule V of the Act, as amended from time to time, in case the above remuneration exceeds the limits of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter or vary terms of remuneration of the Managing Director as it may deem fit from time to time so as not to exceed the remuneration limits stated in the Explanatory Statement and the Agreement.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution”.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	36006	100	0	0	0
Total Votes through Postal Ballot	0	0	0	0	0
Voting at the meeting through Physical Ballot	444236	100	0	0	0
Total	480242	100	0	0	0



All the resolutions mentioned in the notice of the 66<sup>th</sup> Annual General Meeting dated September 28, 2018 stand passed under Remote E-voting, voting by 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.,  
COMPANY SECRETARIES**



**V. N. DEODHAR  
PROP**

**Place: Thane**

**Dated: 28th September, 2018**

**(HRUSHIKESH V. DEODHAR)**

**(AJIT UKIDWE)**