



CIN : L99999MH1951PLC008485
Regd. Office : A-1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) 400 610, Maharashtra, India
Tel : +91-22-67980888 , ● Fax : +91-22-67980899 , ● Email : contact@dil.net , ● Website: www.dil.net

Ref: DIL:DIL/BSE/2019-20/F.No.: 49

July 9, 2019

Corporate Relations

BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

Dear Sir

Ref. : Scrip Code:- 506414

Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub. : Proceedings at the Annual General Meeting dated July 8, 2019

In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the proceedings at the 67th Annual General Meeting of the Company held on Monday, July 8, 2019, which commenced at 4.45 p.m. and concluded at 6.00 p.m. at Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) - 400 610, Maharashtra.

58 Shareholders (including 1 proxy and 2 (two) Corporate Representations) were present. All Directors and Key Managerial Persons were present for the meeting.

Mr. Sanjay Buch, Chairman, took the Chair. The required quorum being present, the Chairman called the meeting to order. With the consent of the members present, the notice convening the meeting was taken as read. Registers as required under the Companies Act, 2013 were available at the venue for inspection by the members.

Thereafter, the Auditors' Report was read by the partner of the Statutory Auditors.

The members were informed that the Company had provided remote e-voting facility ('e-voting') to the members to cast their votes as per Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 through the remote e-voting platform of Central Depository Services (India) Limited ('CDSL'). The e-voting was open from July 5, 2019 (9.00 a.m. IST) to July 7, 2019 (5.00 p.m. IST). During this period, Members of the



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

Company holding shares either in physical form or in dematerialized form, as on July 1, 2019 were allowed to cast their votes electronically including postal ballot on all resolutions set forth in the AGM Notice dated May 24, 2019 ('AGM Notice'). For the Members who do not have access to e-voting facility, the Company had also provided a facility to the members to vote on all the resolutions set forth in the AGM Notice, through Ballot Form enclosed with the Annual Report. Time limit to send the duly completed Ballot Forms was up to July 7, 2019 (5.00 p.m. IST). In case any Member has voted by both modes, the voting done through e-voting was considered and Ballot Form was treated as invalid. Pursuant to the provisions of Rule 20(3)(ix) of Companies (Management and Administration) Rules, 2014, Mr. V. N. Deodhar, Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the e-voting process (including the Ballot Form received from the Members) in a fair and transparent manner.

The Chairman informed the members present at the AGM that once all the resolutions were placed before the members, they will be given an opportunity to vote on all the resolutions set forth in the AGM Notice, through poll, as required under Section 107 of the Companies Act, 2013. As per provisions of Section 109(5) of the Companies, Act 2013, Mr. V. N. Deodhar, Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, was appointed to act as the 'Scrutinizer' in the presence of two witnesses, who assisted Mr. V. N. Deodhar to scrutinize the poll process and poll papers in a fair and transparent manner and provide the report on the poll results. The Chairman proceeded with the following resolutions mentioned in the AGM notice dated May 24, 2019 before the members for their approval.

ORDINARY BUSINESS

1. To receive, consider and adopt:

(a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019 along with the Report of the Auditors thereon

as Ordinary Resolutions,



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

The Chairman thereafter requested the Shareholders present at the meeting to put their queries, observations and suggestions on the annual financial statements. The Chairman then thanked the shareholders for the queries, suggestions and opinions expressed to the Management and on the performance of the Company. Necessary information, details and replies were given to the queries raised by the shareholders to their satisfaction.

2. **To declare dividend of Rs. 1.25 per equity share of Rs. 5 each for the financial year ended March 31, 2019 as an Ordinary Resolution.**
3. **To appoint a Director in place of Mr. Satish Varma, who retires by rotation and, being eligible, offers himself for re-appointment as an Ordinary Resolution.**

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Sanjay Buch, as an Independent Director of the Company for a period of five years effective from April 1, 2019 as a Special Resolution.**
5. **Re-appointment of Mr. Vinayak Hajare, as an Independent Director of the Company for a period of five years effective from April 1, 2019, as a Special Resolution.**
6. **Appointment of Dr. Gopakumar Nair, as an Independent Director of the Company for a period of five years effective from May 17, 2019, as a Special Resolution.**

The queries, suggestions and clarifications raised by the shareholders for the above resolutions were replied and deliberated by the Board members to the shareholders' satisfaction.

7. Conduct of Poll / Ballot voting:

The members and proxy holders present participated in the voting through poll papers. The poll papers were distributed by the representative of the Registrar and Share transfer (R & T). The members / proxy holders were requested to drop their duly completed and signed poll paper(s) in the ballot box placed near the representative of R & T agent before 6.00 p.m.



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

At 6.00 p.m. the ballot box was handed over to the Scrutinizer for scrutinizing the poll / ballot form(s) and give report thereon and simultaneously this meeting concluded.

8. Results of the E-Voting And Poll / Ballot voting:

The Shareholders were informed that on receipt of the Scrutinizer's report on the Poll Ballot voting, the results of the voting shall be declared within 48 hours of conclusion of this AGM. The results along with the Scrutinizer's report shall also be uploaded on the Company's website (www.dil.net) and on the website of CDSL (www.cdslindia.com).

The meeting concluded at 6.00 p.m. with Vote of thanks to the Chair.

Yours sincerely,

For **DIL Limited**

Srikant Sharma

Vice President (Legal) & Company Secretary

Membership No: FCS – 3617