



CIN : L99999MH1951PLC008485

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Ref: DIL:DIL/BSE/2017-18/F.No.:S-23/ DE05

October 11, 2017

Corporate Relations

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai-400 001

**Re: (i) Scrip Code 506414;**

**(ii) Disclosure under regulation 30 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015. ('SEBI LODR')**

Dear Sir / Madam,

With reference to the captioned subject, we would like to inform the Exchange that the Board of Directors of DIL Limited (the "Company") at its meeting held on 11<sup>th</sup>, October, 2017 have authorised the following decisions:

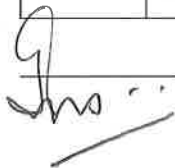
1. To sign a Term Sheet to acquire 3,830,072 equity shares in its subsidiary, Fermenta Biotech Limited ("FBL"), representing 21.05 % of the issued and paid-up capital of FBL (the "said Acquisition"), from Evolvence India Life Sciences Fund LLC, a Private Equity Investor;
2. For the purpose of commencing and completing the said Acquisition, authorised Mr. Krishna Datla, the Managing Director of the Company to execute and sign a Term Sheet and other ancillary documents containing such terms and conditions as may be required and as are in the best interests of the Company and its members;

3. The details required under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are furnished hereunder

Sr. No.	Particulars	Details
a)	Name of the target entity, details in brief such as size, turnover etc.	Name: Fermenta Biotech Limited ("FBL") a) Authorized Share Capital: Rs 2,000 lakhs b) Paid-up Share Capital: Rs 1,770.45 lakhs c) Turnover: As on 31.03.2017, Rs 16,155 lakhs
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	The said Acquisition would not fall within the definition of Related Party Transaction(s) as the Company is acquiring/purchasing the shares from an unrelated third party, i.e., Evolvence India Life Sciences Fund LLC, a Private Equity Investor.
c)	Industry to which the entity being acquired belongs.	Pharmaceuticals Industry.



Sr. No.	Particulars	Details
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	<p>The object of the said Acquisition is to increase the Company's stake in its unlisted subsidiary, FBL. As a result of the said Acquisition, the Company's shareholding in its subsidiary, FBL will increase from 70.15% to 91.20%. The Company's Memorandum of Association fully empowers it to carry out the business of FBL. The said Acquisition will permit the Company to further rationalize and consolidate its operations involving its subsidiary company, and is expected to yield the following benefits, inter alia:</p> <ul style="list-style-type: none"> <li>• to carry on and conduct business more efficiently and advantageously with better economies of scale, and more productive and optimum utilisation of various resources;</li> <li>• to strengthen financial position and ability to raise resources for conducting business, stronger capital base for future expansion/growth;</li> <li>• optimize the costs of associated complexities in operating these businesses; and</li> <li>• economize on administrative and other expenses and use of combined managerial and technical expertise.</li> </ul>
e)	Brief details of any governmental or regulatory approvals required for the acquisition .	For completing the said Acquisition, no Governmental or Regulatory Approvals are required.
f)	Indicative time period for completion of the acquisition.	90 days.



Sr. No.	Particulars	Details
g)	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration only.
h)	Cost of acquisition or the price at which the shares are acquired.	The cost of the shares to be acquired will be Rs 82.80 crores. The entire amount for funding the said Acquisition being Rs 82.80 crores will be raised by way of borrowing subject to the Company obtaining necessary shareholders' and lender's approvals.
i)	Percentage of shareholding / control acquired and / or number of shares acquired.	The number of shares to be acquired is 3,830,072 equity shares (or 21.05 % of the shareholding) in FBL.
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>FBL is currently a material subsidiary of the Company. It operates in the field of pharmaceuticals, biotechnology and environmental solutions.</p> <p>FBL was incorporated on July 11, 1986 and has its registered office at A-1501, Thane One, DIL Complex, Majiwade, Thane, West - 400610. FBL's products are sold in more than 58 countries (including the USA, the UK, Germany, Belgium, the Netherlands, China, Brazil, Spain, France, Mexico, Switzerland, Turkey, Saudi Arabia, Israel, New Zealand and Sri Lanka).</p> <p>FBL is the only manufacturer and supplier of Vitamin D3 in India.</p> <p>FBL's turnover in the last three financial years is as under:</p> <ul style="list-style-type: none"> <li>• FY 2016-17: Rs. 16,155 lakhs</li> <li>• FY 2015-16: Rs. 14,979 lakhs</li> <li>• FY 2014-15: Rs. 12,931 lakhs</li> </ul>



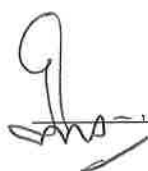
**4. Disclosure of Information under Regulation 30 (1) of SEBI LODR:**

- i. Subject to the provisions of its Articles of Association and approval of its members under the relevant and applicable provisions of the Companies Act, 2013 and SEBI LODR as may be required, the Board of Directors of the Company considered and approved the following proposals together with the draft Postal Ballot Notice in relation to the following resolutions, for seeking its members' approvals:
  - a. To give Loans, guarantees, securities and or to make investments;
  - b. To increase borrowing limits of the Company; and
  - c. For Creation of charges and sale, lease or otherwise disposal of properties
  
- ii. The Board of Directors also approved the following schedule of events for the said Postal Ballot:

Sr. No.	Activity	Date
1.	Cut-off date/Benpos date for sending postal ballot notice to members	October 11, 2017
2.	Voting – Start date	October 14, 2017
3.	Voting – End date	November 12, 2017
4.	Scrutinizers Report	November 14, 2017
5.	Declaration of postal ballot results	November 14, 2017

- 5. Subject to successful completion of the said Acquisition from Evolvence India Life Sciences Fund LLC, it is proposed to amalgamate FBL into the Company. For this purpose, the Board of Directors of the Company has further authorized a Committee of its Directors to appoint consultant(s) and obtain feasibility report, valuation reports and other related statements and to evaluate the proposal of the amalgamation/merger of FBL and the Company and to present the same with its recommendations to the Board for its consideration and approval.

These Disclosures are made pursuant to the provisions of sub- regulation 1 of the Regulation 30 of the SEBI LODR.





Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **DIL Limited**

A handwritten signature in black ink, appearing to read "Srikant Sharma", is written over a horizontal line.

**Srikant Sharma**

**Company Secretary**

CS Membership No: F3617

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