

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

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

4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.
Tel. : 2385 0364
Fax : 2386 1708
Email : vndeodhar@gmail.com

REPORT OF SCRUTINIZER ON POSTAL BALLOT THROUGH E-VOTING AND PHYSICAL BALLOT PROCESS

DIL LIMITED

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 and Physical Ballot Process in Postal Ballot in a fair and transparent manner for the resolutions to be passed by Postal Ballot of DIL Limited and ascertaining the requisite majority on E-voting as well as Physical Ballot in Postal Ballot carried out as per Sections 108, 110 & other application provisions of the Companies Act, 2013 ("the Act") read with 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 Postal Ballot through E- Voting and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on Saturday, 14th October, 2017 and ended at 5.00 p.m. on Sunday, 12th November, 2017. 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. 11th October, 2017.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 11th October, 2017 were entitled to vote on the proposed 3 (Three) Resolutions as mentioned in the Notice of the Postal Ballot.



Company Secretaries

4. After the E-voting was concluded the 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.
5. After tabulating the votes cast through Physical Ballot Process, 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.
6. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members and voting done through Physical Ballot Process, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot Process	Total Voting
Number of Members who cast their votes	15	73	88
Total number of shares held by them	24562	1750915	1775477
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 and Postal Ballot for Resolution No.1 to 3 is as under:

RESOLUTION No.1

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 there under (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



Company Secretaries

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(is) 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 abovementioned 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.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	24562	100	0	0	0
Total Votes through Physical Ballot Process	1750714	100	100	0	101
Total	1775276	100	100	0	101

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



Company Secretaries

September 30,2015 and pursuant to provisions of Section180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (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 forgiving 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	24562	100	0	0	0
Total Votes through Physical Ballot Process	1750714	100	100	0	101
Total	1775276	100	100	0	101

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.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	24562	100	0	0	0
Total Votes through Physical Ballot Process	1750814	100	0	0	101
Total	1775376	100	0	0	101



All the resolutions mentioned in the notice of Postal Ballot dated October 11, 2017 stand passed under Remote E-voting and voting by Physical Ballot Process with the requisite majority.

**For V.N. DEODHAR & Co.,
COMPANY SECRETARIES**



**V. N. DEODHAR
PROP**

**Place: Mumbai
Dated: 13th November, 2017**

Witnesses:

(HRUSHIKESH V. DEODHAR)

(AJIT UKIDWE)