



CIN: L99999MH1951PLC008485

Regd. Office : 'dil' Complex, Ghodbunder Road, Majiwada, Thane (W) - 400 610, Maharashtra, India.
Tel.: +91- 22- 6798 0888 • Fax : +91- 22- 6798 0899 • Email : contact@dil.net • Website : www.dil.net

Ref: DE-5-STOCK EXCHANGE

September 24, 2014

Corporate Relations

The Bombay Stock Exchange Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

Dear Sir

Ref. : Scrip Code :- 506414

Clause 31(d) of the Listing Agreement

Sub. : Proceedings at the Annual General Meeting

In terms of clause 31(d) of the Listing Agreement, we hereby furnish the proceedings at the 62nd Annual General Meeting of the Company held on Wednesday, September 24, 2014 at 3.00 p.m. at 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (West) 400 610.

53 Shareholders (including 7 proxies and 3 Corporate Representations) were present.

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

Thereafter, the Auditors' Report was read by Mr. Srikant N. Sharma, Company Secretary and the Annexure to the Auditors' Report was taken as read with the permission of the shareholders.

A handwritten signature in blue ink, appearing to be 'S. N. Sharma', is located at the bottom center of the page.

The members were informed that the Company had provided an electronic voting facility to the members to cast their vote as per Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 through the e-voting platform of Central Depository Services (India) Limited (CDSL). The e-voting period was from September 18, 2014 (9.00 a.m. IST) till September 20, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 11, 2014, were allowed to cast their votes electronically on all resolutions set forth in the AGM Notice dated August 12, 2014. 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 upto September 20, 2014 (6.00 p.m. IST). If case any Member has casted votes by both modes, then voting done through e-voting would be taken as valid and Ballot Form would be treated as invalid. Pursuant to the provisions of Rule 20(3)(ix) of Companies (Management and Administration) Rules, 2014, Mr. Ashish C. Bhatt, Practising Company Secretary, 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 Company had received the Scrutinizer's report dated September 22, 2014 on e-voting (including valid Ballot forms) before the commencement of this meeting.

The Chairman informed the members present at the AGM that once all the resolutions were proposed and seconded they will be given an opportunity to vote on all the resolutions set forth in the AGM Notice dated August 12, 2014 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. Ashish C. Bhatt, Practising Company Secretary was appointed to act as the 'Scrutinizer' in the presence of two witnesses will assist Mr. Ashish C. Bhatt to scrutinize the poll process and poll papers in a fair and transparent manner and provide the report on the poll results.

A handwritten signature in blue ink, appearing to be the name "Ashish C. Bhatt", is written below the text.

Thereafter the following businesses were then transacted and passed by the shareholders unanimously at the meeting:

ORDINARY BUSINESS

- 1. Adoption of the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date, the Directors' Report and the Auditors' Report thereon, as an Ordinary Resolution:**

The resolution was proposed by Mr. Bharat Dhirshi Bhatia (Folio No. 120323000009118)

The resolution was seconded by Mr. Aspi B. Bhesania (Folio No. B0067650).

The Chairman requested the Shareholders present at the meeting to put their queries, observations and suggestions on the annual financial statements. In response to this, the shareholders expressed their observations, queries and suggestions, inter alia, as follows:

1. Percentage of growth in exports of subsidiary company, Fermenta Biotech Limited (FBL).
2. Capacity utilization of Dahej facility of FBL.
3. R&D expenditure incurred for the financial year 2013-2014
4. Products under DPCO / NPPA.
5. Members enquired regarding the future plan on issue of bonus shares, if any.
6. Details of leasable area available in Thane One project.
7. Status of remake of movie Chupke Chupke.
8. Capital expenditure incurred for Thane One project.
9. Details of share subscription in Zela Wellness Private Limited, Associate company.
10. Status of operations of Joint venture, Vasko Glider s r o.
11. Tax benefits available for facilities set up in Kullu and Dahej.

A handwritten signature in blue ink, appearing to be the name "Aspi B. Bhesania", is located at the bottom center of the page.

12. Rate of return on investment made by the Company in Allegro Capital Private Limited.

The Chairman then thanked the shareholders for the 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. Confirmation of payment of Interim dividend of Rs 7.50 per equity share (75%) and declaration of final dividend of Rs. 2.50 per equity share (25%) for the financial year ended March 31, 2014, as an Ordinary Resolution:

The resolution was proposed by Mr. Aspi B. Bhesania (Folio No. B0067650)

The resolution was seconded by Ms. Malti Bhatia (Folio No. 12032300-00009118)

3. Re-appointment of Ms.Rajeshwari Datla as Director, as an Ordinary Resolution:

The resolution was proposed by Mrs. Ashalata Maheshwari (Folio No. M0037650)

The resolution was seconded by Mr. Rakesh Shah (Folio No IN301549-16838464)

4. Appointment of Statutory Auditors [SRBC & Co. LLP, Chartered Accountants (ICAI Firm Registration No: 324982E)] in place of retiring auditors [S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W)] and to fix their remuneration, as an Ordinary Resolution:

The resolution was proposed by Ms. Nandini Bhatia (Folio No. 1203230000009181)

The resolution was seconded by Mrs. Ashalata Maheshwari (Folio No. M0037650)

A handwritten signature in blue ink, appearing to be "J. Bhatia", is located at the bottom center of the page.

5. Appointment of Mr. G.G Desai as an Independent Director, as an Ordinary resolution:

Mr. G.G Desai being interested stepped down as Chairman and Mr. Sanjay Buch took the chair to propose this resolution:

The resolution was proposed by Mrs. Ashalata Maheshwari (Folio No. M0037650)

The resolution was seconded by Mr. Rakesh Shah (Folio No. IN301549-16838464)

Thereafter, Mr. Sanjay Buch handed over the proceedings to Mr. G G Desai.

6. Appointment of Mr. Sanjay Buch as an Independent Director, as an Ordinary resolution:

The resolution was proposed by Mr. Aspi B. Bhesania (Folio No. B0067650)

The resolution was seconded by Ms. Malti Bhatia (Folio No. 12032300-00009118)

7. Appointment of Mr. Vinayak Hajare as an Independent Director, as an Ordinary resolution:

The resolution was proposed by Mrs. Ashalata Maheshwari (Folio No. M0037650)

The resolution was seconded by Mr. Rakesh Shah (Folio No. IN301549-16838464)

8. Conduct of Poll:

All the Resolutions were proposed and duly seconded; all the members and proxy holders present participated in the Poll. The poll papers were distributed by the representative of the Registrar and Share transfer (R & T). All the members / proxy holders were requested to drop their duly completed and signed poll papers in the ballot box placed near the representative of R & T agent before 4:00 p.m.

A handwritten signature in blue ink, appearing to be the initials "G" and "B" or similar, located at the bottom center of the page.

At 4:00 p.m. the ballot box was handed over to the Scrutinizer for scrutinizing the poll papers and give report thereon and simultaneously this meeting concluded.

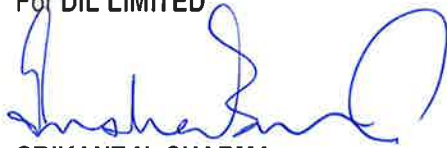
9. Results of the E-Voting And Poll:

The Shareholders were informed that on receipt of the Scrutinizer's report on the Poll, 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).

The meeting concluded with Vote of thanks to the Chair.

Yours sincerely,

For **DIL LIMITED**

A handwritten signature in blue ink, appearing to read "Srikant N. Sharma", is written over the typed name.

SRIKANT N. SHARMA

COMPANY SECRETARY

(FCS - 3617)