



CIN: L99999MH1951PLC008485

Regd. Office : 'dil' Complex, Ghodbunder Road, Majiwada, Thane (W) - 400 610, Maharashtra, India.

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62nd ANNUAL GENERAL MEETING HELD ON 24th SEPTEMBER, 2014

Declaration of Results of e-voting

(including ballot forms) and poll

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 62nd Annual General Meeting (AGM). The e-voting was open from 18th September, 2014 (09:00 a.m IST) to 20th September, 2014 (06:00 p.m. IST). The Company also provided facility to vote through ballot form to those Shareholders who do not have access to e-voting facility. The last date for receiving the ballot form was 20th September 2014 (06:00 p.m. IST).

The Board of Directors had appointed Mr. Ashish C Bhatt, Practising Company Secretary as the Scrutinizer for e-voting and voting through ballot form. The Chairman appointed Mr. Bhatt as the Scrutinizer for the poll conducted at the AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes (including ballot forms) received up to **06:00 p.m. IST** and poll received till conclusion of the AGM and submitted his Report on 22nd and 24th September, 2014 respectively.

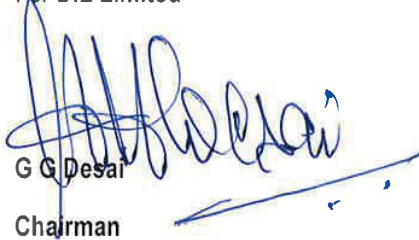
The Consolidated Result as per the Scrutinizers' Reports dated 22nd September, 2014 and 24th September, 2014 is as follows:

Resolution No.	Particulars	% Votes in favour	% Votes Against
1	To receive, consider and adopt the audited Statement of Profit and Loss for the financial year ended March 31, 2014 and the Balance Sheet as at that date, Report of the Directors and the Auditors thereon.	71.93	Nil
2	To confirm the payment of Interim Dividend (Rs.7.50 per equity share) and to declare a Final Dividend on equity shares (Rs.2.50 per equity	71.92	Nil

	share) for the financial year ended March 31, 2014.		
3	To appoint a Director in place of Ms. Rajeshwari Datla (DIN – 00046864), who retires by rotation and being eligible offers herself for re-appointment.	71.92	Nil
4	Appointment of Statutory Auditors, in place of retiring Auditors, and to fix their remuneration	71.92	Nil
5	Appointment of Mr. G.G. Desai as an Independent Director	71.90	Nil
6	Appointment of Mr. Sanjay Buch as an Independent Director	71.90	Nil
7	Appointment of Mr. Vinayak Hajare as an Independent Director	71.90	Nil

Based on the Reports of the Scrutinizer (as enclosed), all Resolutions as set out in the Notice of 62nd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For DIL Limited



G.G. Desai
Chairman

Date: 25th September 2014

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(XI) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
62nd Annual General Meeting of the Equity Shareholders
Of DIL Limited to be held on 24th September 2014 at 3.00 p.m.
At 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (West) -400610, Maharashtra.

Dear Sir,

I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries, having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601, have been appointed as Scrutinizer of DIL Limited ("the company") for the purpose of scrutinizing the e-voting process carried out as per the provisions of Companies act, 2013 and rule 20 of companies (Management and Administration) Rules 2014 on the below mentioned resolutions, at the 62nd Annual General meeting of the Equity Shareholders of DIL Limited, to be held on 24th September 2014 at 3.00 p.m. at 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (West) - 400610, Maharashtra. We submit our report as under:

1. The e-voting period remained open from September 18, 2014 (9.00 a.m.) to September 20, 2014 (6.00 p.m.).
2. The shareholders holding shares as on the "cut off" date September 11, 2014 were entitled to vote on the proposed resolutions (Item No.1 to 7 as sent out in the Notice of the 62nd AGM of the Company) through e-voting and ballot.
3. The votes were unblocked on September 20, 2014 around 06.25 p.m.in the presence of two witnesses Mr. Tushar Patil, residing at 404, Dharmaveer C.H.S., Dhobi Ali, Tembhi naka, Thane (W), 400601 and Mr. Kaustubh Kulkarni, residing at 15, Dwarkanath C.H.S., Gopal Nagar 2, Dombivali (E), 421201, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Tushar Patil



Name: Kaustubh Kulkarni



4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com)- ANNEXURE-A. Further, Eight (8) Shareholders were voted through ballot process upto 6.00 p.m. as on 20th September, 2014.

5. The result of e-voting is as under

(a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 2014.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	5	1129	100%
Ballot voting	7	750	100%
Total	12	1879	100%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	0	0	0
Ballot voting	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	1	10



(b) Resolution 2- Declaration of Interim Dividend and Final Dividend on Equity shares.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	5	1129	100%
Ballot voting	6	452	100%
Total	11	1581	100%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	0	0	0
Ballot voting	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	1	10

(c) Resolution 3- Re-appointment of Ms. Rajeshwari Datla, Director, who retires by rotation.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	5	1129	100%
Ballot voting	6	452	100%
Total	11	1581	100%



(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	0	0	0
Ballot voting	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	1	10

(d) Resolution 4- Appointment of M/s. SRBC & Co. LLP, Chartered Accountants as the Auditors of the company in place of retiring auditors S.R. Batliboi & Associates LLP, as a auditor of the Company for the financial year ending on March 31, 2017.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	5	1129	100%
Ballot voting	6	452	100%
Total	11	1581	100%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	0	0	0
Ballot voting	0	0	0
Total	0	0	0



(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	1	10

(e) Resolution 5- Appointment of Mr. G. G. Desai as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from 1st April, 2014.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	5	1129	100%
Ballot voting	0	0	0
Total	5	1129	100%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	0	0	0
Ballot voting	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	1	10



(f) Resolution 6- Appointment of Mr. Sanjay Buch as an Independent Director of the Company to hold office for a term up to five (5) consecutive years with effect from 1st April, 2014.

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	5	1129	100%
Ballot voting	0	0	0
Total	5	1129	100%

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	0	0	0
Ballot voting	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	1	10

(g) Resolution 7- Appointment of Mr. Vinayak Hajare as an Independent Director of the Company to hold office for a term up to five (5) consecutive years with effect from 1st April, 2014.

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	5	1129	100%
Ballot voting	0	0	0
Total	5	1129	100%



(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	0	0	0
Ballot voting	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	1	10

6. The register, all the papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Thane
Dated: September 22, 2014



Yours faithfully,

Bhatt A.C
Ashish C. Bhatt
Ashish Bhatt & Associates
Company Secretaries

The screenshot shows the CDSL eVoting System interface. The browser address bar displays 'http://www.cdslindia.com'. The page title is 'CDSL eVoting System'. The navigation menu includes 'Home', 'About Us', 'Group Sites', 'Registration', 'Help', 'Contact Us', and 'Terms of Use'. A sidebar on the left contains menu items: 'Manage Users', 'Allocate Functional Users', 'EVM', 'EVM Inquiry', 'Entry', 'Upload', 'Check File Status', 'Ballot Details', 'Facilitate Voting', 'Report', 'Vote Verification', and 'Change Password'. The main content area shows 'Ballot Details' for '140819005 for DIL LIMITED'. It lists 'EVM', 'ISIN', 'Nominal Value', 'Voting Rights', and 'Total Folios Voted'. Below this is a table with columns 'Res. No.', '1', '2', and 'Total'. The table contains 7 rows of data.

Res. No.	1	2	Total
1	1129 (0.05%)	0 (0.00%)	1129
2	1129 (0.05%)	0 (0.00%)	1129
3	1129 (0.05%)	0 (0.00%)	1129
4	1129 (0.05%)	0 (0.00%)	1129
5	1129 (0.05%)	0 (0.00%)	1129
6	1129 (0.05%)	0 (0.00%)	1129
7	1129 (0.05%)	0 (0.00%)	1129

At the bottom of the page, there is a footer with copyright information: '© Copyright 2013. All rights reserved with Central Depository Services (India) Limited. India'. It also includes a 'Site Last Updated on: September 29, 2011 11:55' and a system clock showing '6:25 PM 26-09-2014'.

**For ASHISH BHATT & ASSOCIATES
COMPANY SECRETARIES**

Bhatt & C
ASHISH C. BHATT



FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
62nd Annual General Meeting of the Equity Shareholders
Of DIL Limited held on 24th September, 2014 at 'DIL' Complex, Ghodbunder Road, Majiwada,
Thane (West) -400610, Maharashtra.

Dear Sir,

I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601 have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 62nd Annual General Meeting of the Equity Shareholders of DIL Limited held on 24th September, 2014 at 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (West) -400610, Maharashtra. We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/S Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The polling Box was opened in the presence of Mr. Tushar Patil, residing at 404, Dharmaveer C.H.S., Dhobi Ali, Tembhi naka, Thane (W), 400601 and Mr. Pradeep Kannojiya, residing at Room No. 201, Netaji Subhash Chandra C.H.S., Shivaji Nagar, Mumbra (E), 400612 as witnesses after the voting process is over.



Mr. Tushar Patil



Mr. Pradeep Kannojiya



5. The result of the Poll is as under:

(a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	1647723	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

(b) Resolution 2- Declaration of Interim Dividend and Final Dividend on Equity shares.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	1647723	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

(c) Resolution 3- Re-appointment of Ms. Rajeshwari Datla, Director, who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	1647723	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



(d) Resolution 4- Appointment of M/s. SRBC & Co. LLP, Chartered Accountants as the Auditors of the company in place of retiring auditors S.R. Batliboi & Associates LLP, as a auditor of the Company for the financial year ending on March 31, 2017.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	1647723	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

(e) Resolution 5- Appointment of Mr. G. G. Desai as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from 1st April, 2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	1647723	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

(f) Resolution 6- Appointment of Mr. Sanjay Buch as an Independent Director of the Company to hold office for a term up to five (5) consecutive years with effect from 1st April, 2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	1647723	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

(g) **Resolution 7- Appointment of Mr. Vinayak Hajare as an Independent Director of the Company to hold office for a term up to five (5) consecutive years with effect from 1st April, 2014.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	1647723	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Thane
Dated: September 24, 2014

Ashish C. Bhatt

Ashish C. Bhatt
Ashish Bhatt & Associates
Company Secretaries

