



CIN : L99999MH1951PLC008485

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Ref: DIL:DIL/BSE/2018-19/F.No.:S-23/ DE05

November 13, 2018

**Corporate Relations**

**BSE Limited,**

**Phiroze Jeejeebhoy Towers,**

**Dalal Street, Fort,**

**Mumbai – 400 001**

Dear Sir,

**Sub.: Outcome of Board Meeting and Financial Results - Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Scrip Code: 506414**

We write to inform you that the Board of Directors of the Company at its meeting held on November 13, 2018 has approved the un-audited financial results for the quarter and half year ended September 30, 2018 (Standalone and Consolidated as enclosed).

We are enclosing herewith Limited Review Reports dated November 13, 2018 (along with Consolidated and Standalone un-audited financial Results for the quarter and half year ended September 30, 2018) issued by Deloitte Haskins & Sells LLP, Statutory Auditors.

The Board meeting commenced at 12:00 noon and concluded at 2:10 p.m.

Thanking you,

Yours faithfully,

for **DIL LIMITED**

**Srikant N Sharma**

**Company Secretary**

CS Membership No: F3617

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

Encl: As above

## INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

### TO THE BOARD OF DIRECTORS OF DIL LIMITED

1. We have reviewed the Standalone Unaudited Financial Results and also the Consolidated Unaudited Financial Results of **DIL LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the loss of its joint venture and associates for the quarter and half year ended September 30, 2018, included in the accompanying Statement of Standalone and Consolidated Unaudited Financial Results for the quarter and half year ended September 30, 2018 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Management of Parent and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34") prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Parent's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Consolidated unaudited financial results in the Statement includes the interim financial results / interim financial information of the following entities:

#### Parent

1. DIL Limited

#### Direct subsidiaries

2. Aegean Properties Limited
3. CC Square Films Limited
4. Fermenta Biotech Limited

#### Step down subsidiaries

5. Fermenta Biotech (UK) Limited
6. G. I. Biotech Private Limited

**Associates**

7. Health and Wellness India Private Limited
8. Zela Wellness Private Limited

**Joint venture**

9. Agastya Films LLP

4. The Parent has given share application money of ₹ 597.00 Lakhs to an entity whose accumulated losses (other equity) at ₹ 4,635.38 Lakhs substantially exceed its equity share capital of ₹ 1,920.55 Lakhs, as at March 31, 2018, as per the latest audited financial statements for the year ended March 31, 2018. Further, the independent auditors of that entity, in their audit report dated May 30, 2018, on the aforesaid financial statements, have *inter-alia* reported that the entity's operations have been suspended since December 2006, and have also expressed their inability to comment whether that entity can be considered as a "Going Concern" and whether its assets would be adequate to meet its liabilities [See note 6 of the Statement]. For the reasons stated in the said note 6 of the Statement, the Management of Parent believes that no impairment is deemed necessary. Having regard to the foregoing and in the absence of sufficient appropriate information, we are unable to comment whether the aforesaid outstanding share application money would be recoverable including the consequential impact, if any, of such impairment that may be required to be made, both, in the standalone unaudited financial results and in the consolidated unaudited financial results.
5. Based on our review conducted as stated above and on the consideration of the review reports of other auditors referred to in paragraph 6 below, except for the possible effects of the matter described in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the aforesaid Indian Accounting Standards ("Ind AS") and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC /62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial information of 3 subsidiaries included in the consolidated unaudited financial results, included in the Statement, whose interim financial information reflect total assets of ₹ 127.00 Lakhs as at September 30, 2018, total revenues of ₹ 4.50 Lakhs and ₹ 9.00 Lakhs for the quarter and half year ended September 30, 2018, respectively, and total profit after tax (net) of ₹ 2.40 Lakhs and ₹ 5.11 Lakhs and total comprehensive income of ₹ 2.40 Lakhs and ₹ 5.11 Lakhs for the quarter and half year ended September 30, 2018, respectively, as considered in the consolidated unaudited financial results, included in the Statement. The above figures are before giving effect of any consolidation adjustments. The interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management of Parent and our report on the consolidated unaudited financial results, included in the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our review report on the consolidated unaudited financial results, included in the Statement, is not modified in respect of these matters.

7. The consolidated unaudited financial results, included in the Statement, includes the interim financial information of a subsidiary which have not been reviewed by their auditors, whose interim financial information reflect total assets of ₹ 37.98 Lakhs as at September 30, 2018, total revenues of ₹ Nil, both, for the quarter and half year ended September 30, 2018 and total profit after tax of ₹ 1.65 Lakhs and total loss after tax of ₹ 0.09 Lakhs and total comprehensive income of ₹ 1.65 Lakhs and total comprehensive loss of ₹ 0.09 Lakhs for the quarter and half year ended September 30, 2018, respectively, as considered in the consolidated unaudited financial results, included in the Statement. The above figures are before giving effect of any consolidation adjustments. The consolidated unaudited financial results also includes the Group's share of loss after tax (net) of ₹ 8.23 Lakhs and ₹ 17.98 Lakhs and total comprehensive loss (net) of ₹ 8.23 Lakhs and ₹ 17.98 Lakhs for the quarter and half year ended September 30, 2018, respectively, as considered in the consolidated unaudited financial results, included in the Statement, in respect of 2 associates and a joint venture, based on their interim financial information which have not been reviewed or audited by their auditors. The interim financial information in respect of this subsidiary, these associates and a joint venture have been furnished to us by the Management of Parent. According to the information and explanations given to us by the Management of Parent, these interim financial information are not material to the Group.

Our review report on the consolidated unaudited financial results, included in the Statement, is not modified in respect of our reliance on the interim financial information certified by the Management of Parent.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



Rajesh K. Hiranandani  
Partner  
(Membership No. 36920)

Mumbai, November 13, 2018

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## Notes

1 Balance Sheet as at		₹. in Lakhs			
PARTICULARS		Standalone		Consolidated	
		September 30, 2018	March 31, 2018	September 30, 2018	March 31, 2018
		Unaudited	Audited	Unaudited	Audited *
	<b>ASSETS</b>				
1	<b>Non-current assets</b>				
(a)	Property, plant and equipment	1,136.53	1,177.82	9,002.31	9,063.71
(b)	Capital work-in-progress	-	-	799.85	250.08
(c)	Investment property	8,267.60	8,409.48	7,913.73	8,049.53
(d)	Goodwill	-	-	412.79	412.79
(e)	Other Intangible assets	1.74	2.12	205.82	211.04
(f)	Intangible assets under development	-	-	100.60	99.50
(g)	Investments				
i)	Investments in equity instruments of subsidiaries	10,032.20	10,032.20	-	-
ii)	Investments in associates	102.91	700.00	102.91	* 120.48
iii)	Investments in joint ventures	-	-	-	-
(h)	Financial assets				
i)	Investments	10.82	7.57	14.94	11.69
ii)	Loans	31.87	31.85	38.12	38.10
iii)	Share application money	597.00	906.86	597.00	* 790.82
iv)	Others financial assets	339.15	222.89	581.49	479.97
(i)	Deferred tax assets	-	-	1.02	-
(j)	Non-current tax assets (net)	207.22	98.32	211.16	106.99
(k)	Other non-current assets	253.17	161.53	1,115.31	602.99
	<b>Sub-total - Non-current assets</b>	<b>20,980.21</b>	<b>21,750.64</b>	<b>21,097.05</b>	<b>* 20,237.69</b>
2	<b>Current assets</b>				
(a)	Inventories	-	-	6,836.62	5,117.88
(b)	Financial assets				
i)	Investments	109.43	105.89	109.43	105.89
ii)	Trade receivables	2.38	28.20	12,314.05	6,871.93
iii)	Cash and cash equivalents	211.09	134.89	4,848.32	3,243.69
iv)	Bank balances other than (iii) above	133.84	22.26	1,935.80	22.26
v)	Loans	5.88	8.30	6.89	9.39
vi)	Other financial assets	19.86	69.19	502.91	90.22
(c)	Other current assets	92.01	140.29	2,907.88	2,765.25
	<b>Sub-total - Current assets</b>	<b>574.49</b>	<b>509.02</b>	<b>29,461.90</b>	<b>18,226.51</b>
	<b>TOTAL ASSETS</b>	<b>21,554.70</b>	<b>22,259.66</b>	<b>50,558.95</b>	<b>* 38,464.20</b>
	<b>EQUITY AND LIABILITIES</b>				
1	<b>EQUITY</b>				
(a)	Equity Share capital	458.64	229.32	458.64	229.32
(b)	Other Equity	4,116.10	6,242.59	16,572.97	* 12,215.50
	<b>Equity attributable to the owners of the Company</b>	<b>4,574.74</b>	<b>6,471.91</b>	<b>17,031.61</b>	<b>* 12,444.82</b>
(c)	Non-controlling interests	-	-	1,485.30	1,098.36
	<b>Total Equity</b>	<b>4,574.74</b>	<b>6,471.91</b>	<b>18,516.91</b>	<b>* 13,543.18</b>
3	<b>Non-current liabilities</b>				
(a)	Financial liabilities				
i)	Borrowings	13,190.56	13,201.79	13,384.38	13,536.79
ii)	Other financial liabilities	583.32	533.73	415.19	365.60
(b)	Provisions	74.06	71.89	287.04	272.97
(c)	Deferred tax liabilities (net)	-	-	191.93	218.93
(d)	Other non-current liabilities	153.49	171.18	153.49	171.18
	<b>Sub-total - Non-current liabilities</b>	<b>14,001.43</b>	<b>13,978.59</b>	<b>14,432.03</b>	<b>14,565.47</b>
4	<b>Current liabilities</b>				
(a)	Financial Liabilities				
i)	Borrowings	641.93	572.50	5,449.15	2,985.51
ii)	Trade payables				
	-Total outstanding dues of micro and small enterprises	-	-	48.93	38.33
	-Total outstanding dues of creditors other than micro enterprises and small enterprises	382.53	179.64	6,739.82	3,970.27
iii)	Other financial liabilities	1,218.93	897.54	3,305.22	2,332.07
(b)	Provisions	16.48	16.48	41.13	46.69
(c)	Other current liabilities	718.66	143.00	254.88	606.19
(d)	Current tax liabilities (Net)	-	-	1,770.88	376.49
	<b>Sub-total - Current liabilities</b>	<b>2,978.53</b>	<b>1,809.16</b>	<b>17,610.01</b>	<b>10,355.55</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>21,554.70</b>	<b>22,259.66</b>	<b>50,558.95</b>	<b>* 38,464.20</b>

\* Restated (See Note 5)

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## NOTES:

2 Segment Information		Consolidated					
		Quarter ended			Half Year Ended		Year Ended
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited *
		September 30,	June 30,	September 30,	September 30,	September 30,	March 31,
Particulars		2018	2018	2017	2018	2017	2018
Segment revenue							
- Bulk drugs/chemicals		11,731.07	7,650.72	6,106.82	19,381.79	10,337.02	29,202.01
- Property		489.51	457.43	293.71	946.94	484.60	1,268.82
- Unallocated		930.78	332.92	424.80	1,263.70	438.00	894.84
Total		13,151.36	8,441.07	6,825.33	21,592.43	11,259.62	31,365.67
Less : Inter-segment revenue		93.60	96.18	25.93	189.78	49.34	173.25
Total Income		13,057.76	8,344.89	6,799.40	21,402.65	11,210.28	31,192.42
Segment results							
- Bulk drugs/chemicals		5,279.05	2,686.26	1,645.73	7,965.31	1,887.82	9,466.54
- Property		194.90	201.94	38.47	396.84	(63.66)	198.50
- Unallocated (Net)		(1,113.88)	(252.01)	(205.55)	(1,365.89)	(424.80)	(854.56)
Total		4,360.07	2,636.19	1,478.65	6,996.26	1,399.36	8,810.48
Less: Inter-segment results		720.19	(0.44)	(0.42)	719.75	4.15	149.84
Total Profit before tax and before finance cost		5,080.26	2,635.75	1,478.23	7,716.01	1,403.51	8,960.32
Less : Finance costs		(475.23)	(438.98)	(414.75)	(914.21)	(681.20)	(1,363.38)
Total Profit before tax		4,605.03	2,196.77	1,063.48	6,801.80	722.31	7,596.94
Segment Assets							
- Bulk Drugs/chemicals		31,679.37	25,429.00	18,890.69	31,679.37	18,890.69	23,336.30
- Property		8,079.66	8,179.03	10,113.51	8,079.66	10,113.51	8,217.82
- Unallocated		10,799.92	9,026.27	3,428.30	10,799.92	3,428.30	* 6,910.08
Total Segment Assets		50,558.95	42,634.30	32,432.50	50,558.95	32,432.50	* 38,464.20
Segment liabilities							
- Bulk Drugs/chemicals		8,806.49	6,545.89	7,875.41	8,806.49	7,875.41	7,337.40
- Property		1,662.18	1,405.22	1,124.81	1,662.18	1,124.81	1,032.06
- Unallocated		21,573.37	19,281.63	6,079.93	21,573.37	6,079.93	16,551.56
Total Segment liabilities		32,042.04	27,232.74	15,080.15	32,042.04	15,080.15	24,921.02

## Footnote:

\* Restated (See Note 5)

The Company on standalone basis has only one primary business segment viz. Renting of Properties

- 3 DIL Limited ('the Company') is in the business of renting properties. The Company also has strategic investments in subsidiaries, associates and a joint venture which are engaged in manufacturing of bulk drugs, providing services of sporting and health awareness/education activities, and motion film production.
- The above unaudited financial results are presented on a standalone basis as well as on a consolidated basis so as to include the operations of the Company's subsidiaries, associates and a joint venture.
- The unaudited financial results included in the above statement of standalone and consolidated results includes the interim financial information of one subsidiary, one joint venture and two associates on the basis of unaudited financial information prepared by the Management which have not been reviewed or audited by their auditors. The said interim financial information is not material to the consolidated results.
- 4 These unaudited standalone and consolidated financial results have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
- 5 The consolidated audited financial statements for the year ended 31st March, 2018, included the share of losses of two associates based on the unaudited financial information of those associates prepared by the management. Subsequently, in the audited financial statements of these associates for the year ended 31st March, 2018, the entire carrying value of property, plant and equipment of ₹ 287.06 Lakhs was written-off in one of the associates and provision for impairment of inter-corporate deposit of ₹ 330.52 Lakhs was made in the other associate. These along with other adjustments of ₹ 84.29 Lakhs have resulted in a net increase in the aggregate loss of these associates by ₹ 533.29 Lakhs, of which the share of loss of the Company is ₹ 197.32 Lakhs. This error has resulted into a retrospective increase in the Company's share of loss of associates by ₹ 197.32 Lakhs for the year ended 31st March, 2018 and a corresponding reduction, as at 31st March, 2018, in the value of investments in associates by ₹ 90.46 Lakhs and financial assets in share application money (in an associate) by ₹ 106.86 Lakhs, aggregating ₹ 197.32 Lakhs, adjusted in other equity. The line items which are affected have been indicated in the unaudited consolidated results along with a reference to this note.
- 6 The Company has not made any provision for share application money of ₹ 597.00 Lakhs given to Noble Explochem Ltd (Noble) whose total equity as at 31st March, 2018 is negative. One of the creditors of Noble has moved an application to the National Company Law Tribunal (NCLT) under the Insolvency and Bankruptcy Code, 2016. The Company has also submitted its claim as financial creditors to Insolvency Resolution Professional (IRP) to protect its interest, which has been taken on the record by the NCLT. Considering the large asset value Noble holds, the management is confident of recovery of this amount, hence no provision for impairment is necessary. The Statutory auditors have modified their review report in respect of the foregoing matter.
- 7 During the quarter ended 30th September, 2018, the Company has split the face value of equity shares of the Company from face value of ₹ 10 per share to face value of ₹ 5 per share and thereafter has also allotted bonus equity shares in the ratio of one fully paid up equity share of ₹ 5 each for every one existing fully paid up equity share of ₹ 5 each held by the members, which has been approved by the shareholders through postal ballot. The record date for implementation of above corporate events had been fixed on 9th August, 2018. In view of the above, the Company's revised paid up share capital as at 30th September, 2018 is ₹ 458.64 Lakhs consisting of 91,72,792 equity shares of ₹ 5 each as against paid up share capital of ₹ 229.32/- lakhs consisting of 22,93,198 equity shares of ₹ 10/- each pertaining to previous periods.
- The earnings per share have been adjusted for previous periods presented in accordance with Ind AS 33 "Earnings per Share" prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued hereunder.
- 8 The Company having received no adverse observations from Bombay Stock Exchange and has subsequently filed an application seeking sanction of the scheme of amalgamation with its subsidiary, namely, Fermenta Biotech Limited, to National Company Law Tribunal, Mumbai.
- 9 The Board of Directors of the Company in its meeting held on 15th May, 2018 had recommended the dividend at the rate of 25% on equity share having face value of ₹ 10 each (₹ 2.50 per share of ₹ 10 each) for the year ended 31st March, 2018.
- Pursuant to the split and issue of bonus shares referred in note 7 above, the Board of Directors at their meeting held on 14th August, 2018 recommended dividend of 25% on equity shares having face value of ₹ 5/- per share (₹ 1.25/- per equity share of ₹ 5/-) on enhanced equity share capital which has been approved by the shareholders at their Annual General Meeting held on 28th September, 2018 and paid subsequently.
- 10 Consequent to the introduction of Goods and Service Tax ("GST") with effect from 1st July, 2017, indirect taxes including duty of excise have been subsumed in to GST. In accordance with Ind AS 115 on "Revenue from contracts with customers" and Schedule III of the Companies Act, 2013, unlike duty of excise, GST are not part of revenue from operations. Accordingly the figures for the six months ended 30th September, 2018 are not comparable with the corresponding period.
- 11 The Company has, during the quarter, made provision for impairment of non-current investments and financial assets in associates:
- (a) in Standalone: on Non-current investments ₹ 597.09 Lakhs; on share application money ₹ 309.86 Lakhs; and on inter-corporate deposits ₹ 37.00 Lakhs
- (b) in Consolidated: On share application money ₹ 186.34 Lakhs; and on inter-corporate deposits ₹ 37.00 Lakhs
- 12 The above unaudited standalone and consolidated financial results of the Company for the quarter and half year ended 30th September, 2018 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 13th November, 2018. The statutory auditors of the Company have conducted a limited review of the above unaudited standalone and consolidated financial results for the quarter and half year ended 30th September, 2018.

For DIL Limited



Krishna Datla  
Managing Director

Place: Thane  
November 13, 2018ANS 