

QUARTERLY COMPLIANCE REPORT ON

CORPORATE GOVERNANCE

Name of the Company : **DIL LIMITED**
 Quarter ending on : December 31, 2004

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|--|-----------------------------|----------------------------|--|
| 1 | 2 | 3 | 4 |
| Board of Directors | 49-I | Yes | -- |
| Audit Committee | 49-II | Yes | -- |
| Shareholders / Investors Grievance Committee | 49-VI(C) | Yes | -- |
| Remuneration of Directors | 49-III | Yes | The necessary Disclosures is made in the Corporate Governance Report comprised in the Annual Report for the year ended 31 st March, 2004. |
| Board Procedures | 49-IV | Yes | <p>Since the last disclosure (corporate governance report for the quarter ended September 30, 2004), the Company has held one Board Meeting on October 27, 2004 (under intimation to the Stock Exchange).</p> <p>The necessary information was made available to the Board.</p> <p>No Director of the Company is a member in more than 10 committees and is not acting as Chairman of more than five committees.</p> |
| Management | 49-V | Yes | The Management Discussion and Analysis report forms part of the Annual Report to the shareholders for the year ended March 31, 2004. |

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|--------------------------------|--------|-----|---|
| Shareholders | 49-VI | Yes | <p>The necessary information about the appointment of new Directors, as well as Re-appointment of Directors during the year 2003-04 is disclosed in the Annual Report for the year ended March 31, 2004.</p> <p>The quarterly results are published in the newspapers and also filed with the Stock Exchange.</p> <p>The shares are transferred within the time prescribed under the Act and the Listing Agreement.</p> |
| Report on Corporate Governance | 49-VII | Yes | <p>The report on Corporate Governance forms part of the Annual Report for the year ended March 31, 2004.</p> |

FOR DIL LIMITED

Sd/-

**SRIKANT N SHARMA
COMPANY SECRETARY**

Place : Thane.
Date : January 10, 2005