

QUARTERLY COMPLIANCE REPORT ON
CORPORATE GOVERNANCE

Name of the Company : **DIL LIMITED**
Quarter ending on : March 31, 2005

| 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 will be made in the Corporate Governance Report comprised in the Annual Report for the year ended 31 st March, 2005 |
| Board Procedures | 49-IV | Yes | Since the last disclosure (corporate governance report for the quarter ended December 31, 2004), the Company has held two Board Meetings on January 29, 2005 and March 17, 2005 (under intimation to the Stock Exchange). The necessary information was made available to the Board. No Director of the Company is a member in more than 10 committees and is not acting as Chairman of more than five committees. |
| Management | 49-V | Yes | The Management Discussion and Analysis report will form part of the Annual Report for the year ended March 31, 2005. |

| | | | |
|--------------------------------|--------|-----|--|
| Shareholders | 49-VI | Yes | <p>The necessary information about the appointment of new Directors, as well as Re-appointment of Directors during the year 2004-05 will be disclosed in the Annual Report for the year ended March 31, 2005.</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 will form part of the Annual Report for the year ended March 31, 2005.</p> |

FOR DIL LIMITED

Sd/-

**SRIKANT N SHARMA
COMPANY SECRETARY**

Place : Thane.

Date : April 13, 2005

QUARTERLY COMPLIANCE REPORT ON
CORPORATE GOVERNANCE

Name of the Company : **DIL LIMITED**
Quarter ending on : June 30, 2005

| 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 will be made in the Corporate Governance Report comprised in the Annual Report for the year ended June 30, 2005 |
| Board Procedures | 49-IV | Yes | <p>Since the last disclosure (corporate governance report for the quarter ended March 31, 2005), the Company has held Board Meetings on April 20, 2005 and (under intimation to the Stock Exchange) and May 9, 2005.</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 will form part of the Annual Report for the year ended March 31, 2005. |

| | | | |
|--------------------------------|--------|-----|--|
| Shareholders | 49-VI | Yes | <p>The necessary information about the appointment of new Directors, as well as Re-appointment of Directors during the year 2004-05 will be disclosed in the Annual Report for the year ended March 31, 2005.</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 will form part of the Annual Report for the year ended March 31, 2005.</p> |

FOR DIL LIMITED

Sd/-

**SRIKANT N SHARMA
COMPANY SECRETARY**

Place : Thane.

Date : July 11, 2005

QUARTERLY COMPLIANCE REPORT ON
CORPORATE GOVERNANCE

Name of the Company : **DIL LIMITED**
Quarter ending on : **September 30, 2005**

| 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 have been made in the Corporate Governance Report comprised in the Annual Report for the year ended 31 st March, 2005 |
| Board Procedures | 49-IV | Yes | Since the last disclosure (corporate governance report for the quarter ended June 30, 2005), the Company has held one Board Meeting on July 1, 2005 (under intimation to the Stock Exchange). The necessary information was made available to the Board. No Director of the Company is a member in more than 10 committees and is not acting as Chairman of more than five committees. |
| Management | 49-V | Yes | The Management Discussion and Analysis report forms part of the Annual Report for the year ended March 31, 2005. |

| | | | |
|--------------------------------|--------|-----|--|
| Shareholders | 49-VI | Yes | <p>The necessary information about the appointment of new Directors, as well as Re-appointment of Directors during the year 2004-05 have been disclosed in the Annual Report for the year ended March 31, 2005.</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, 2005.</p> |

FOR DIL LIMITED

**SRIKANT N SHARMA
COMPANY SECRETARY**

Place : Thane.

Date : October 11, 2005

**QUARTERLY COMPLIANCE REPORT ON
CORPORATE GOVERNANCE**

Name of the Company : **DIL LIMITED**
 Quarter ending on : **December 31, 2005**

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|---|-----------------------------|----------------------------|--------------------------------|
| 1 | 2 | 3 | 4 |
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-Executive Directors' compensation and disclosures | 49 (IB) | Yes | |
| (C) Other provisions as to Board and Committees | 49 (1C) | Yes | |
| (D) Code of conduct | 49 (1D) | Yes | |
| II Audit Committee | 49 II | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 (IID) | Yes | |
| (E) Review of information by Audit Committee | 49 (IIE) | Yes | |
| III Subsidiary Companies | 49 III | Yes | |
| IV Disclosures | 49 IV | | |
| (A) Basis of related party transactions | 49 (IVA) | Yes | |
| (B) Board disclosures | 49 (IVB & C) | Yes | |
| (C) Proceeds from public issues, rights issues, preferential issues etc | 49 (IVD) | Not Applicable | |
| (D) Remuneration of Directors | 49 (IVE) | Yes | |
| (E) Management | 49 (IVF) | Yes | |
| (F) Shareholders | 49 (IVG) | Yes | |
| V CEO/CFO Certification | 49 V | | Will be complied with when due |
| VI Report on corporate governance | 49 VI | Yes | |
| VII Compliance | 49 VII | | Will be complied with when due |

FOR DIL LIMITED

Sd/-

**SRIKANT N SHARMA
COMPANY SECRETARY**

Place : Thane.

Date : January 10, 2006