

**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

**SRIKANT N SHARMA
COMPANY SECRETARY**

Place : Thane.

Date : April 12, 2006

**QUARTERLY COMPLIANCE REPORT ON
CORPORATE GOVERNANCE**

Name of the Company : **DIL LIMITED**
 Quarter ending on : **June 30, 2006**

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	Yes	
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 : July 11, 2006

**QUARTERLY COMPLIANCE REPORT ON
CORPORATE GOVERNANCE**

Name of the Company : **DIL LIMITED**
Quarter ending on : **September 30, 2006**

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 (IC)	Yes	
(D) Code of conduct	49 (ID)	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	Yes	
VI Report on corporate governance	49 VI	Yes	
VII Compliance	49 VII	Yes	

FOR DIL LIMITED
SD/-

SRIKANT N SHARMA
COMPANY SECRETARY

Place : Thane.
Date : October 9, 2006