

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : **DIL LIMITED (Company Code No: 506414)**  
 Quarter ending on : **December 31, 2009**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	<b>49 I</b>		
(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	
<b>II. Audit Committee</b>	<b>49 II</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 III</b>	Yes	
<b>IV. Disclosures</b>	<b>49 IV</b>		
(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	
<b>V CEO/CFO Certification</b>	<b>49 V</b>	Yes	Disclosed in Annual Report of Year 2009
<b>VI. Report on corporate governance</b>	<b>49 VI</b>	Yes	Disclosed in Annual Report of Year 2009
<b>VII. Compliance</b>	<b>49 VII</b>	Yes	Disclosed in Annual Report of Year 2009

**FOR DIL LIMITED**

SD/-

**SRIKANT N SHARMA**  
**COMPANY SECRETARY**

Place: Thane

Date: January 11, 2010

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : **DIL LIMITED (Company Code No: 506414)**  
 Quarter ending on : **December 31, 2009**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No)</b>	<b>Remarks</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
<b>I. Board of Directors</b>	<b>49 I</b>		
(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	
<b>II. Audit Committee</b>	<b>49 II</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 III</b>	Yes	
<b>IV. Disclosures</b>	<b>49 IV</b>		
(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	
<b>V CEO/CFO Certification</b>	<b>49 V</b>	Yes	Disclosed in Annual Report of Year 2009
<b>VI. Report on corporate governance</b>	<b>49 VI</b>	Yes	Disclosed in Annual Report of Year 2009
<b>VII. Compliance</b>	<b>49 VII</b>	Yes	Disclosed in Annual Report of Year 2009

**FOR DIL LIMITED**

**SD/-**

**SRIKANT N SHARMA**  
**COMPANY SECRETARY**

Place: Thane  
 Date: January 20, 2010

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **DIL LIMITED (Company Code No: 506414)**

Quarter ending on : **September 30, 2009**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	<b>49 I</b>		
(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	
<b>II. Audit Committee</b>	<b>49 II</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 III</b>	Yes	
<b>IV. Disclosures</b>	<b>49 IV</b>		
(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	
<b>V CEO/CFO Certification</b>	<b>49 V</b>	Yes	Disclosed in Annual Report of Year 2009
<b>VI. Report on corporate governance</b>	<b>49 VI</b>	Yes	Disclosed in Annual Report of Year 2009
<b>VII. Compliance</b>	<b>49 VII</b>	Yes	Disclosed in Annual Report of Year 2009

**FOR DIL LIMITED**

**SD/-**

**SRIKANT N SHARMA  
COMPANY SECRETARY**

Place: Thane

Date: October 15, 2009

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : **DIL LIMITED (Company Code No: 506414)**  
 Quarter ending on : **June 30, 2009**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No)</b>	<b>Remarks</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
<b>I. Board of Directors</b>	<b>49 I</b>		
(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	
<b>II. Audit Committee</b>	<b>49 II</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 III</b>	Yes	
<b>IV. Disclosures</b>	<b>49 IV</b>		
(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	
<b>V CEO/CFO Certification</b>	<b>49 V</b>	Yes	Will be disclosed in Annual Report of Year 2009
<b>VI. Report on corporate governance</b>	<b>49 VI</b>	Yes	Will be disclosed in Annual Report of Year 2009
<b>VII. Compliance</b>	<b>49 VII</b>	Yes	Will be disclosed in Annual Report of Year 2009

**FOR DIL LIMITED**

SD/-

**SRIKANT N SHARMA**  
**COMPANY SECRETARY**

Place: Thane  
 Date: July 10, 2009  
 June 18, 2009