



CIN: L99999MH1951PLC008485

Regd. Office : 'dil' Complex, Ghodbunder Road, Majiwada, Thane (W) - 400 610, Maharashtra, India.
Tel.: +91- 22- 6798 0888 • Fax : +91- 22- 6798 0899 • Email : contact@dil.net • Website : www.dil.net

Ref: DIL: DIL/BSE/2014-15/F.No.DE05

April 9, 2015

Department of Corporate Services
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Sir,

**Sub: Clause 49 of the Listing Agreement
Submission of Corporate Governance Compliance Report for the quarter ended March 31, 2015.**

Ref: Company Code No - 506414

In compliance of Clause 49 of the Listing Agreement, we are submitting the Compliance Report on Corporate Governance for the quarter ended March 31, 2015.

In this regard, we would like to state that pursuant to SEBI circular no.CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 and considering that the paid up share capital of the Company is less than Rs. 10 crore as on March 31, 2015, compliance with the revised provisions of Clause 49 of the Listing Agreement shall not be mandatory for the Company, for the time being.

Kindly acknowledge receipt and take the same on record and oblige.

Thanking You,

Yours faithfully,
For DIL Limited,

A handwritten signature in blue ink, appearing to read 'Srikant N. Sharma', is written over a blue circular stamp.

Srikant N. Sharma

Company Secretary

CS Membership No.F3617

Office Add:

DIL Complex, Ghodbunder Road, Thane (W) 400610

Encl: As above

Quarterly Compliance Report on Corporate Governance
[CIN No.L99999MH1951PLC008485]



Name of the Company : DIL LIMITED (Company code no.506414)

Quarter ending on : March 31, 2015

Sr. No.	Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
II	Board of Directors	49(II)	YES	
A	Composition of Board	49(IIA)	YES	
B	Independent Directors	49(IIB)	YES	
C	Non-Executive Directors' Compensation and Disclosures	49(IIC)	YES	
D	Other provisions as to Board and Committees	49(IID)	YES	
E	Code of Conduct	49(IIE)	YES	
F	Whistle Blower Policy	49(IIF)	YES	
III	Audit Committee	49(III)	YES	
A	Qualified & Independent Audit Committee	49(IIIA)	YES	
B	Meeting of Audit Committee	49(IIIB)	YES	
C	Powers of Audit committee	49(IIIC)	YES	
D	Role of Audit Committee	49(IIID)	YES	
E	Review of Information by Audit Committee	49(IIIE)	YES	
IV	Nomination and Remuneration Committee	49(IV)	YES	
V	Subsidiary Companies	49(V)	YES	
VI	Risk Management	49(VI)	YES	
VII	Related party Transactions	49(VII)	YES	
VIII	Disclosures	49(VIII)	YES	
A	Related Party Transactions (RPT)	49(VIIIA)	YES	
B	Disclosure of Accounting Treatment	49(VIIIB)	NOT APPLICABLE	
C	Remuneration of Directors	49(VIIIC)	YES	
D	Management	49(VIIID)	YES	
E	Shareholders	49(VIIIE)	YES	
F	Proceeds from public issues, rights issue, preferential issues etc.	49(VIII F)	NOT APPLICABLE	
IX	CEO/CFO Certification	49(IX)	YES	
X	Report on Corporate Governance	49(X)	YES	Disclosed in Annual Report for the year 2013 -2014
XI	Compliance	49(XI)	YES	Disclosed in Annual Report for the year 2013 -2014

Yours faithfully,
For DIL Limited,

Srikant N. Sharma

Company Secretary

CS Membership No.F3617

Office Add : DIL Complex, Ghodbunder Road, Majiwada, Thane (W) 400610

Date: April 9, 2015