



CIN: L99999MH1951PLC008485

Regd. Office : 'dil' Complex, Ghodbunder Road, Majiwada, Thane (W) - 400 610, Maharashtra, India.

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

October 8, 2014

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 September 30, 2014.**

**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 September 30, 2014.

Kindly acknowledge receipt and take the same on records 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 circular stamp or seal.

Srikant N. Sharma  
Company Secretary  
CS Membership No.F3617

Encl: As above

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

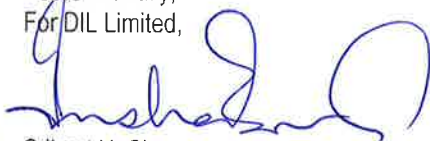
**Quarterly Compliance Report on Corporate Governance**

[CIN No.L99999MH1951PLC008485]

Name of the Company : **DIL LIMITED (Company code no.506414)**  
 Quarter ending on : **September 30, 2014**

Particulars	Clause of Listing agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' compensation & 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>	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	
<b>III. Subsidiary Companies</b>	49 (III)	YES	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	NOT APPLICABLE	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NOT APPLICABLE	
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
<b>V.CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Disclosed in Annual Report for the year 2013 – 2014
<b>VII. Compliance</b>	49 (VII)	YES	Disclosed in Annual Report for the year 2013 -2014

Yours faithfully,  
 For DIL Limited,



Srikant N. Sharma  
 Company Secretary

CS Membership No.F3617  
 Date: October 8, 2014

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