

Quarterly Compliance Report on Corporate Governance

[CIN No.L99999MH1951PLC008485]

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

Quarter ending on : December 31, 2014

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	

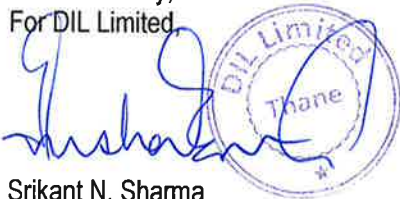


V	Subsidiary Companies	49(V)	YES	The Company is in process of formulating and adopting policy for determining material subsidiaries.
VI	Risk Management	49(VI)	YES	
VII	Related party Transactions	49(VII)	YES	The Company is in process of formulating and adopting policy on materiality of Related Party Transactions (RPTs) and dealing with RPTs (RPT Policy).
VIII	Disclosures	49(VIII)	YES	
A	Related Party Transactions (RPT)	49(VIIIA)	YES	RPT Policy shall be disclosed on Company's website as soon as it is approved by the Board of Directors of the Company.
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	
XI	Compliance	49(XI)	YES	

Yours faithfully,
For DIL Limited,

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text 'DIL Limited' at the top and 'Thane' at the bottom, with a small star symbol at the bottom center.

Srikant N. Sharma

Company Secretary

CS Membership No.F3617

Date:

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