

Compliance Report on Corporate Governance

1. Name of Listed Entity: DIL Limited

2. Quarter ending: December 31, 2015

I. Composition of the Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholders Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholders Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Sanjay Buch	PAN - AAPPB5842A DIN - 00391436	Chairperson - Non Executive - Independent Director	24/09/2014	Five years effective from 01/04/2014	1	1) Audit Committee - 3 2) Stakeholders Relationship Committee - 3	1) Audit Committee - 1 2) Stakeholders Relationship Committee - 1	
Ms	Rajeshwari Datla	PAN - AABPD0096L DIN - 00046864	Non Executive Director	21/07/2005		1	1) Audit Committee - 1	None	
Mr.	Vinayak Hajare	PAN - AAVPH6201M	Non Executive - Independent Director	24/09/2014	Five years effective from 01/04/2014	1	1) Audit Committee - 1 2) Stakeholders Relationship Committee - 1	None	



Mr.	Krishna Datla	DIN - 00004635 PAN - AEIPD5499Q DIN - 00003247	Executive Director (Managing Director)	29/01/2005	Re-appointed as Managing Director for a period of three years w.e.f May 9, 2015	1	1) Audit Committee - 1 2) Stakeholders Relationship Committee - 2	None
Mr.	Satish Varma	PAN - AAPPV6580K DIN - 00003255	Non Executive Director	01/07/2003		1	1) Audit Committee - 2 2) Stakeholders Relationship Committee - 2	None

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/Independent/Nominee)
1. Audit Committee	Mr. Sanjay Buch  Ms. Rajeshwari Datla Mr. Vinayak Hajare	Chairman - Non-Executive - Independent Non-Executive Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr. Vinayak Hajare  Mr. Sanjay Buch	Chairman - Non-Executive - Independent Non-Executive - Independent



	Mr. Satish Varma	Non-Executive
3. Risk Management Committee (if applicable)	N.A	N.A
4. Stakeholders Relationship Committee	Mr. Sanjay Buch Mr. Vinayak Hajare Mr. Krishna Datla Mr. Satish Varma	Chairman - Non-Executive - Independent Non-Executive - Independent Executive Non-Executive

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
1) August 14, 2015	1) November 9, 2015	Less than 120 days
2) September 30, 2015		

<b>IV. Meeting of Committees</b>		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
		Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee Meetings</b>		
1) November 9, 2015	Yes. All members were present for the meeting	1) August 14, 2015
		Less than 120 days



### Stakeholders Relationship Committee Meetings

1) November 9, 2015	Yes. All members were present for the meeting	1) August 14, 2015	Less than 120 days
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V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained		NA
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA

### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities) – N.A
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.



5. This report will be placed in the ensuing Board Meeting of the Company and the report submitted in the previous quarter has been placed before the Board of Directors in its meeting held on November 9, 2015.

For DIL Limited



Srikant Sharma

Company Secretary

CS Membership No: F3617

DIL Complex, Ghodbunder Road, Majiwada, Thane (W) 400610