

General information about company	
Scrip code	506414
NSE Symbol	
MSEI Symbol	
ISIN	INE225B01021
Name of the entity	DIL LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable



# Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	KRISHNA DATLA	AEIPD5499Q	00003247	Executive Director	Not Applicable	MD	09-05-2018		36	1	3	0		
2	Mr	SATISH VARMA	AAPPV6580K	00003255	Non-Executive - Non Independent Director	Not Applicable		29-09-2017			1	2	0		
3	Mrs	RAJESHWARI DATLA	AABPD0096L	00046864	Non-Executive - Non Independent Director	Not Applicable		28-09-2018			1	1	0		
4	Mr	SANJAY BUCH	AAPPB5842A	00391436	Non-Executive - Independent Director	Chairperson		01-04-2014		60	1	2	2		



**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	VINAYAK HAJARE	AAVPH6201M	00004635	Non- Executive - Independent Director	Not Applicable		01-04-2014		60	1	2	0		



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00391436	SANJAY BUCH	Non-Executive - Independent Director	Chairperson	14-02-2015		
2	00046864	RAJESHWARI DATLA	Non-Executive - Non Independent Director	Member	14-02-2015		
3	00004635	VINAYAK HAJARE	Non-Executive - Independent Director	Member	14-02-2015		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00391436	SANJAY BUCH	Non-Executive - Independent Director	Member	14-02-2015		
2	00004635	VINAYAK HAJARE	Non-Executive - Independent Director	Chairperson	14-02-2015		
3	00003255	SATISH VARMA	Non-Executive - Non Independent Director	Member	14-02-2015		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00391436	SANJAY BUCH	Non-Executive - Independent Director	Chairperson	14-02-2015		
2	00004635	VINAYAK HAJARE	Non-Executive - Independent Director	Member	14-02-2015		
3	00003247	KRISHNA DATLA	Executive Director	Member	14-02-2015		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00391436	SANJAY BUCH	Non-Executive - Independent Director	Chairperson	14-02-2015		
2	00004635	VINAYAK HAJARE	Non-Executive - Independent Director	Member	14-02-2015		
3	00003255	SATISH VARMA	Non-Executive - Non Independent Director	Member	14-02-2015		
4	00003247	KRISHNA DATLA	Executive Director	Member	14-02-2015		





Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00004635	VINAYAK HAJARE	BUYOUT AND RESTRUCTURING COMMITTEE	Non-Executive - Independent Director	Chairperson	
2	00003247	KRISHNA DATLA	BUYOUT AND RESTRUCTURING COMMITTEE	Executive Director	Member	
3	00003255	SATISH VARMA	BUYOUT AND RESTRUCTURING COMMITTEE	Non-Executive - Non Independent Director	Member	



**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	
1	13-11-2018			
2		12-02-2019	90	



## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								Reson for not providing date
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	
1	Audit Committee	12-02-2019	Yes		13-11-2018	90		
2	Stakeholders Relationship Committee	12-02-2019	Yes		13-11-2018	90		
3	Nomination and remuneration committee	12-02-2019	Yes					No meeting of Nomination and Remuneration committee was held in the previous quarter



**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	SRIKANT N SHARMA
2	Designation	Company Secretary and Compliance Officer



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>



**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
12	Financial results	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
13	Shareholding pattern	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>
15	New name and the old name of the listed entity	Yes		<a href="http://www.dil.net/">http://www.dil.net/</a>





**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



**Annexure II**

1	Name of signatory	SRIKANT N SHARMA
2	Designation	Company Secretary and Compliance Officer



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



**Annexure II**

1	Name of signatory	SRIKANT N SHARMA
2	Designation	Company Secretary and Compliance Officer



Signatory Details	
Name of signatory	SRIKANT N SHARMA
Designation of person	Company Secretary and Compliance Officer
Place	THANE
Date	12-04-2019



