

DIL LIMITED

Code of conduct for Board Members, Senior Management and Other employees (revised)

['Code of Conduct']

(Pursuant To Regulation 17(5) of the Listing Regulations)

1. Company's Philosophy On Code Of Governance

The Company is committed to practice good corporate governance standards by ensuring transparency in its operations and disclosures in order to enhance shareholders' value. The prime focus of the said philosophy is on long-term shareholder value creation without compromising on integrity, social obligations and regulatory compliances. It has been the Company's constant endeavour to conduct business in a true and fair manner by maintaining transparency and accountability in its operations.

2. Definitions:

"Board of Directors" / "Board" means all Directors of the Company who together constitute a Board of Directors of the Company.

"Company" means DIL Limited.

"Director" includes any person occupying the position of a Director by whatever named called and includes a Managing Director.

"Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Other employees" means employees of the Company as may be decided by the Management from time to time. [*]

** Inserted vide Amendment dated April 01, 2016.*

"Senior Management" means those Personnel of the Company who are members of the Core Management Team excluding the Board of Directors and would normally comprise of all members of management one level below the Executive Directors of the Company including all Functional Heads.

3. **Applicability**

All Directors, Senior Management and [*] Other employees of the Company should adhere to the standards contained in this Code of Conduct and should consult the Code of Conduct for guidance when acting on behalf of the Company.

4. **Code of Conduct**

The Code of Conduct for Directors, Senior Management and [*] Other employees includes but is not limited to the following:

- To act in accordance with high standards of integrity, ethical conduct and corporate governance in the discharge of responsibilities and to enhance professionalism in the Company.
- To exercise independent judgment on issues related to strategy, planning, policy decisions, etc.
- To provide expertise and share experience in their areas of specialization to the Company.
- To give independent perspective to the affairs of the Company and to satisfy themselves with the soundness of decisions taken by the Board vis-à-vis management.
- Not to divulge any confidential / privileged and / or business information.
- To comply with the Insider Trading Code of the Company.
- Not to engage in any activities / relationship which is detrimental to the Company and / or creates conflict of interest.
- To make necessary disclosures to the Company as statutorily required.
- To deal and / or decide on matters related to assets and intellectual property rights of the Company judiciously.
- To avoid conflict of interest situations as mentioned in Annexure I to this Code of Conduct. [**]
- Any other Code of Conduct as may be decided and communicated by the management of the Company, from time to time. [**]

[*] The term 'Other employees' has been inserted vide Amendment dated April 01, 2016.

[**] Inserted vide Amendment dated April 01, 2016.

5. Role and Function of Independent Directors

The Independent Directors:

- Shall help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- Shall bring an objective view in the evaluation of the performance of board and management;
- Shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- Shall satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- Shall safeguard the interests of all stakeholders, particularly the minority shareholders;
- Shall balance the conflicting interest of the stakeholders;
- Shall determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- Shall moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

6. DUTIES OF INDEPENDENT DIRECTORS:

The Independent Directors:

- Shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

- Shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- Shall strive to attend all meetings of the Board of Directors and of the Board committees of which he / she is a member;
- Shall participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- Shall strive to attend the general meetings of the company;
- Shall where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- Shall keep themselves well informed about the company and the external environment in which it operates;
- Shall not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- Shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- Shall ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- Shall report concerns about unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct or ethics policy;
- Shall acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

- Shall not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

7. Waiver and Amendments of the Code of Conduct

No waiver and / or amendment to this Code of Conduct shall be valid unless the same is approved by the Board.

8. Affirmation of compliance of the Code of Conduct

In terms of Regulation 26(3) of the Listing Regulations, all Board members, Senior Management Personnel and [*] Other employees of the Company shall within 30 days from close of every financial year affirm compliance with this Code of Conduct. A proforma of Annual Compliance Report is annexed to this Code of Conduct as Appendix-I. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company.

[] The term 'Other employees' has been inserted vide Amendment dated April 01, 2016.*

For DIL LIMITED

**KRISHNA DATLA
MANAGING DIRECTOR**

Date: April 01, 2016

Place : Thane

Annexure I [*]

The following situations create potential conflicts of interest and must be avoided. Any exceptions must be reported to the Company and written approval for continuation must be obtained.

- Revealing Confidential Information to outsiders or misusing Confidential Information. (Unauthorized divulging of information is a violation of this policy whether or not for personal gain and whether or not harm to the Company is intended.
- Accepting or offering substantial gifts, excessive entertainment, favors or payments which may be deemed to constitute undue influence or otherwise be improper or embarrassing to the Company.
- Participating in external activities that might involve divulging Confidential Information of the Company.
- Initiating or approving personnel actions affecting reward or punishment of employees or applicants where there is a family relationship or is or appears to be a personal or social involvement.
- Initiating or approving any form of personal or social harassment of any employees.
- Investing or holding outside directorships in suppliers, customers or competing companies, including financial speculation, where such investment or directorship might influence in any manner a decision or course of action of the Company.
- Borrowing from or lending to employees, customers, suppliers or distributors unless otherwise specifically sanctioned by the company's management.
- Acquiring real estate or other property of interest to the Company.
- Improperly using or disclosing to the Company any proprietary information or trade secrets of any former or other employer or other person or entity with whom obligations of confidentiality exist.
- Unlawfully discussing prices, costs, customers, sales or markets with competing companies or their employees.
- Making any unlawful agreements with distributors with respect to prices.
- Improperly using or authorizing the use of any inventions, which are the subject of patent claims of any other person or entity.
- Engaging in any conduct that conflicts with the interests of the Company.

[*] inserted vide Amendment dated April 01, 2016.

Appendix – I

Date :

The Board of Directors
DIL Limited
Ghodbunder Road, Majiwada,
Thane (W) – 400 610

Dear Sirs,

Re. : COMPLIANCE REPORT

I hereby confirm that I have, for the financial year ended March 31,, complied with all the requirements of the Code of Conduct as per Regulation 26(3) of the Listing Regulations.

I request the Board to take on record the compliance report in this regard.

Yours faithfully,
for **DIL LIMITED**

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