

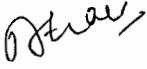
**INSILCO LIMITED**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

NAME OF THE COMPANY - INSILCO LIMITED  
 QUARTER ENDING ON - 31<sup>st</sup> March 2009

S. NO.	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
I.	<b>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	-
II.	<b>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	-
III.	<b>Subsidiary Companies</b>	49 (III)	N.A.	-
IV.	<b>Disclosures</b>	49 (IV)		
	(A) Basis of related party transactions	49 (IV A)	Yes	-
	(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	-
	(C) Board Disclosures	49 (IV C)	Yes	-
	(D) Proceeds from public issues, rights issues, preferential issues, etc.	49 (IV D)	N.A.	-
	(E) Remuneration of Directors	49 (IV E)	Yes	Will be Included in next Annual report
	(F) Management	49 (IV F)	Yes	Will be Included in next Annual report
	(G) Shareholders	49 (IV G)	Yes	-
V.	<b>CEO/ CFO Certification</b>	49 (V)	Yes	Will be Included in next Annual report
VI.	<b>Report on Corporate Governance</b>	49 (VI)	Yes	Will be Included in next Annual report
VII.	<b>Compliance</b>	49 (VII)	Yes	Will be Included in next Annual report

For Insilco Limited

  
 Brijesh Arora  
 Compliance officer



Place: New Delhi  
 Date: 13<sup>th</sup> April 2009