

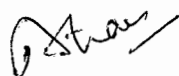
**INSILCO LIMITED**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

NAME OF THE COMPANY - INSILCO LIMITED  
 QUARTER ENDING ON - 30<sup>th</sup> June 2011

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	Included in 23 <sup>rd</sup> Annual report
	(F) Management	49 (IV F)	Yes	Included in 23 <sup>rd</sup> Annual report
	(G) Shareholders	49 (IV G)	Yes	Included in 23 <sup>rd</sup> Annual report
V.	<b>CEO/ CFO Certification</b>	49 (V)	Yes	Included in 23 <sup>rd</sup> Annual report
VI.	<b>Report on Corporate Governance</b>	49 (VI)	Yes	Included in 23 <sup>rd</sup> Annual report
VII.	<b>Compliance</b>	49 (VII)	Yes	Included in 23 <sup>rd</sup> Annual report

For Insilco Limited



**Brijesh Arora**  
 Vice President (Finance & Accounts)  
 & Company Secretary

*Rabul*



Place: Gurgaon  
 Date: 13<sup>th</sup> July 2011