

INSILCO LIMITED

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY - INSILCO LIMITED
QUARTER ENDING ON - 30th June 2012

S. NO.	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
I.	Board of Directors	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.	Audit Committee	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.	Subsidiary Companies	49 (III)	N.A.	-
IV.	Disclosures	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 24 th Annual Report
	(F) Management	49 (IV F)	Yes	Included in 24 th Annual Report
	(G) Shareholders	49 (IV G)	Yes	Included in 24 th Annual Report



S. NO.	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
V.	CEO/ CFO Certification	49 (V)	Yes	Included in 24 th Annual Report
VI.	Report on Corporate Governance	49 (VI)	Yes	Included in 24 th Annual Report
VII	Compliance	49 (VII)	Yes	Included in 24 th Annual Report

For Insilco Limited

Brijesh Arora

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

Brijesh Arora



Place: Gurgaon

Date: 5th July 2012