

**INSILCO LIMITED**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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

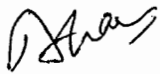
S. NO.	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
I.	<b>Board of Directors</b>	49(I)		
	(A) Composition of Board	49(IA)	Yes	-
	(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	-
	(C) Other provisions as to Board and Committees	49(IC)	Yes	-
	(D) Code of 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	Has been complied in last Annual Report and will be complied in next Annual Report.
	(F) Management	49 (IV F)	Yes	Has been complied in last Annual Report and will be complied in next Annual Report.

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S. NO.	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
	(G) Shareholders	49 (IV G)	Yes	-
V.	CEO/ CFO Certification	49 (V)	Yes	Has been complied in last Annual Report and will be complied in next Annual Report.
VI.	Report on Corporate Governance	49 (VI)	Yes	Has been complied in last Annual Report and will be complied in next Annual Report.
VII.	Compliance	49 (VII)	Yes	Has been complied in last Annual Report and will be complied in next Annual Report.

For Insilco Limited



**Brijesh Arora**  
Compliance Officer

*Rahul*



Place: Gurgaon

Date: 3<sup>rd</sup> October 2011