

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY - INSILCO LIMITED
 QUARTER ENDING ON - 31ST MARCH 2013

| 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 | 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. |




Insilco Limited

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 German Centre for Industry & Trade,
 Building No. 9, Tower-B,
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 Fax : + 91 124 4874553
 Web. : www.insilcoindia.com

| 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



Place: Gurgaon

Date: 10th April 2013

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