

**INSILCO LIMITED**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

NAME OF THE COMPANY - INSILCO LIMITED  
 QUARTER ENDING ON - 30<sup>th</sup> September 2010

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	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.	CEO/ CFO Certification	49 (V)	Yes	Will be Included in next Annual report
VI.	Report on Corporate Governance	49 (VI)	Yes	Will be Included in next Annual report
VII.	Compliance	49 (VII)	Yes	Will be Included in next Annual report

For Insilco Limited

  
 Brijesh Arora  
 Compliance officer

Place: Gurgaon  
 Date: 11<sup>th</sup> October 2010