

INSILCO LIMITED

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY - INSILCO LIMITED
 QUARTER ENDING ON - 30th September 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	Has been complied in last Annual Report and will be complied in next Annual Report.



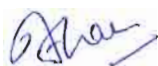

Insilco Limited

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 DLF Cyber City, Phase-III
 Gurgaon -122002 (Haryana)
 India

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 Web. : www.insilcoindia.com

S. NO.	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
	(F) Management	49 (IV F)	Yes	Has been complied in last Annual Report and will be complied in next Annual Report.
	(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: 5th October 2012



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