

14th April 2014

**The Listing Department
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400001**

Sub: Corporate Governance Report for the Quarter- January to March 2014
Ref:- Scrip Code No. 500211

Dear Sir/Madam,

Please find enclosed herewith the Report on Corporate Governance as per Clause 49 of Listing agreement for quarter ended 31st March 2014.

The above is for your information and records.

Thanking You

Yours Faithfully
For **Insilco Limited**



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

Encl: as above

Insilco Limited
"The Corenthum"
Office No. 2312, 3rd Floor,
2nd Lobe, Tower-A,
A-41, Sector-62
Noida 201309, Uttar Pradesh
India

Phone : +91 120 4307910-12
Fax : +91 120 4165888
Web. : www.insilcoindia.com

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY - INSILCO LIMITED
 QUARTER ENDING ON - 31ST MARCH 2014

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.



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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

Place: Noida

Date: 14th April 2014

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