

**INTEGRATED CAPITAL SERVICES LIMITED**  
Restructuring Advisory and Support

RAAS



Email Copy

January 14, 2017

Corporate Relationship Department  
BSE Ltd.  
P. J. Towers,  
1<sup>st</sup> Floor, New Trading Ring,  
Dalal Street,  
Mumbai- 400001

Listing Department  
Ahmedabad Stock Exchange Ltd.  
Kamdhenu Complex  
Panjarapole,  
Ahmedabad-380015

BSE Scrip Code: 539149 and Scrip Id: ICSL

Sub: Submission of Compliance Report on Corporate Governance

Dear Sir,

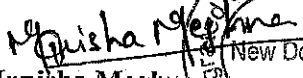
In terms of Regulation 27 (2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing Compliance Report on Corporate Governance in the prescribed format for the quarter ended December 31, 2016.


You are requested to take the above information on your records.

Thanking you,

Yours faithfully,

For Integrated Capital Services Limited

  
Monisha Meghna  
(Company Secretary, Compliance Officer)



Encl a/a

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Corporate Identification Number L74899DL1993PLC051981

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**BSE LTD**  
**ACKNOWLEDGEMENT**

Acknowledgement No	: 1401201711345627	Date & Time	: 14/01/2017 11:35:11 AM
Scrip Code	: 539149		
Entity Name	: Integrated Capital Services Limited		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/12/2016		
Mode	: E-Filing		

<b>General information about company</b>	
Scrp code	539149
Name of the entity	Integrated Capital Services Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Quarterly
Date of Report	31-12-2016
Risk management committee	Not Applicable

Annexure I														
Annexure I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														
Disclosure of notes on composition of board of directors explanatory														
Is there any change in information of board of directors compare to previous quarter												Yes		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mr	Brijinder Bhushan Deora	AAAPD1551D	00004942	Non-Executive - Non Independent Director	Chairperson		25-07-2007			2	5	0	
2	Mr	Sajeve Deora	ABBPD0803C	00003305	Non-Executive - Non Independent Director	Not Applicable		11-04-2008			2	1	1	
3	Mr	Arun Deora	AAGPD7837E	00003367	Non-Executive - Non Independent Director	Not Applicable		25-07-2007			1	0	0	
4	Mr	Suresh Chander Kapur	AAEPK9034G	00742765	Non-Executive - Independent Director	Not Applicable		01-12-2010		71	1	0	0	

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
5	Mr	Sandeep Chandra	ABOPC2832K	00889462	Non-Executive - Independent Director	Not Applicable		09-01-2009		83	1	0	0	
6	Mrs	Alka Jain	AAHPJ7478C	03180218	Non-Executive - Independent Director	Not Applicable		17-03-2015		20	1	0	0	
7	Mr	Ram Lubhaya Kaura	AALPK4481C	01089893	Executive Director	Not Applicable		08-04-2016	14-11-2016		1	0	0	Textual Information(2)

<b>Text Block</b>	
Textual Information(1)	Mr. Ram Lubhaya Kaura has been resigned from the office as on November 14, 2016

Annexure 1					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					
Is there any change in information of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Sandeep Chandra	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Sajeve Deora	Non-Executive - Non Independent Director	Member	
3	Audit Committee	Alka Jain	Non-Executive - Independent Director	Member	
4	Stakeholders Relationship Committee	Suresh Chander Kapur	Non-Executive - Independent Director	Chairperson	
5	Stakeholders Relationship Committee	Brijinder Bhushan Deora	Non-Executive - Non Independent Director	Member	
6	Stakeholders Relationship Committee	Sandeep Chandra	Non-Executive - Independent Director	Member	
7	Nomination and remuneration committee	Suresh Chander Kapur	Non-Executive - Independent Director	Chairperson	
8	Nomination and remuneration committee	Brijinder Bhushan Deora	Non-Executive - Non Independent Director	Member	
9	Nomination and remuneration committee	Sandeep Chandra	Non-Executive - Independent Director	Member	
10	Other Committee	Brijinder Bhushan Deora	Non-Executive - Non Independent Director	Chairperson	Investment Committee

<b>Annexure 1</b>					
<b>II. Composition of Committees</b>					
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
11	Other Committee	Sandeep Chandra	Non-Executive - Independent Director	Member	Investment Committee
12	Other Committee	Alka Jain	Non-Executive - Independent Director	Member	Investment Committee



<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	08-07-2016		
2		14-10-2016	97
3		19-11-2016	35
4		30-11-2016	10

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	14-10-2016	Yes	All the members were present	08-07-2016	97	
2	Stakeholders Relationship Committee	14-10-2016	Yes	All the members were present	08-07-2016	97	
3	Nomination and remuneration committee	14-10-2016	Yes	All the members were present	08-07-2016	97	
4	Other Committee	14-10-2016	Yes	All the members were present	08-07-2016	97	Investment Committee

**Annexure 1****V. Related Party Transactions**

Sr.	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Signatory Details	
Name of signatory	Monisha Meghna
Designation of person	Company Secretary
Place	New Delhi
Date	14-01-2017