

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE COMPANY**  
**QUARTER ENDED ON**

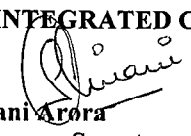
**: INTEGRATED CAPITAL SERVICES LIMITED**  
**: SEPTEMBER 30, 2015**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status YES/NO</b>	<b>Remarks</b>
<b>II Board of Directors</b>	49 II		
(A) Composition of Board	49(IIA)	NO	Mr. Rajiv Jaiswal, Managing Director resigned with effect from July 10, 2015.  The Company is in the process of identifying suitable candidate for the post of Managing Director.
(B) Independent Directors	49 (IIB)	YES	-
(C) Non-executive Directors compensation & disclosures	49 (IIC)	YES	Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationship or transaction with the Company or its subsidiary and / or associate companies.
(D) Other provisions as to Board and Committees	49 (IID)	YES	-
(E) Code of Conduct	49 (IIE)	YES	-
(F) Whistle Blower Policy	49 (IIF)	YES	-
<b>III. Audit Committee</b>	49 (III)	YES	
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	-
(B) Meeting of Audit Committee	49(IIIB)	YES	-
(C) Powers of Audit Committee	49 (IIIC)	YES	-
(D) Role of Audit Committee	49 (IIID)	YES	-
(E) Review of Information by Audit Committee	49 (IIIE)	YES	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	-
<b>V. Subsidiary Companies</b>	49 (V)	YES	-
<b>VI. Risk Management</b>	49 (VI)	YES	-
<b>VII. Related party transactions</b>	49 (VII)	YES	-

<b>VIII. Disclosures</b>	49 (VIII)		
<b>(A) Related party transactions</b>	49 (VIII A)	N.A.	-
<b>(B) Disclosure of Accounting Treatment</b>	49 (VIII B)	N.A.	-
<b>(C) Remuneration of Directors</b>	49 (VIII C)	N.A.	-
<b>(D) Management</b>	49 (VIII D)	YES	-
<b>(E) Shareholders</b>	49 (VIII E)	YES	-
<b>(I) Proceeds from public issues, right issues, preferential issues, etc</b>	49 (VIII I)	N.A.	-
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	-
<b>X. Report on Corporate Governance</b>	49 (X)	YES	-
<b>XI. Compliance</b>	49 (XI)	YES	-

**FOR INTEGRATED CAPITAL SERVICES LIMITED**

Date: 15/10/2015  
Place: New Delhi

  
Shivani Arora  
(Company Secretary, Compliance Officer)