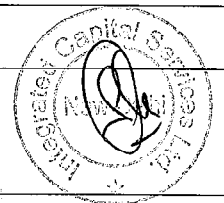


COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : INTEGRATED CAPITAL SERVICES LIMITED
 QUARTER ENDED ON : JUNE 30, 2015

Particulars	Clause of Listing agreement	Compliance Status YES/NO	Remarks
II Board of Directors	49 II		
(A) Composition of Board	49(IIA)	YES	-
(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	-
III. Audit Committee	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	-
IV. Nomination and Remuneration Committee	49 (IV)	YES	-
V. Subsidiary Companies	49 (V)	YES	-
VI. Risk Management	49 (VI)	YES	-
VII. Related party transactions	49 (VII)	YES	-
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	-



(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	-
(C) Remuneration of Directors	49 (VIII C)	N.A.	-
(D) Management	49 (VIII D)	YES	Part of Annual Report 2014-15
(E) Shareholders	49 (VIII E)	YES	-
(F) Disclosure of Resignation of Directors	49 (VIII F)	YES	Resignation of Mr. Rajiv Jaiswal, Managing Director, was taken on record by the Board of Directors of the Company in its meeting held on July 10, 2015 to be effective from close of business hours.
(G) Disclosure of formal letter of appointment	49 (VIII G)	YES	-
(H) Disclosure in the Annual Report	49 (VIII H)	YES	Part of Annual Report 2014-15
(I) Proceeds from public issues, right issues, preferential issues, etc	49 (VIII I)	N.A.	-
IX. CEO/CFO Certification	49 (IX)	YES	Part of Annual Report 2014-15
X. Report on Corporate Governance	49 (X)	YES	Part of Annual Report 2014-15
XI. Compliance	49 (XI)	YES	Part of Annual Report 2014-15

FOR INTEGRATED CAPITAL SERVICES LIMITED

Date: 15/07/2015
Place: New Delhi

Shivani Arora
(Company Secretary, Compliance Officer)