

# INTEGRATED CAPITAL SERVICES LIMITED

## Quarterly Compliance Report on Corporate Governance

Name of the Company: INTEGRATED CAPITAL SERVICES LIMITED

Quarter ended on : March 31, 2011

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	Yes	
<b>(A)</b> Composition of Board	49(IA)	Yes	
<b>(B)</b> Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
<b>(C)</b> Other provisions as to Board and Committees	49 (IC)	Yes	
<b>(D)</b> Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)	Yes	
<b>(A)</b> Qualified & Independent Audit Committee	49 (IIA)	Yes	
<b>(B)</b> Meeting of Audit Committee		Yes	
<b>(C)</b> Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
<b>(D)</b> Role of Audit Committee	49 II(D)	Yes	
<b>(E)</b> Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	49 (IV)	Yes	
<b>(A)</b> Basis of related party transactions	49 (IV A)	Yes	
<b>(B)</b> Disclosure of Accounting Treatment	49 (IV B)	Yes	
<b>(C)</b> Board Disclosures	49 (IV C)	Yes	
<b>(D)</b> Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Shareholder resolution was passed on 01.01.2011 to allot 8,30,000 equity shares of Re. 1/- each at a premium of Rs. 4/- each aggregating to Rs. 5/- each per share. However, the proposed allottees have withdrawn their share application in March, 2011.
<b>(E)</b> Remuneration of Directors	49 (IV E)	Yes	
<b>(F)</b> Management	49 (IV F)	Yes	
<b>(G)</b> Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

For INTEGRATED CAPITAL SERVICES LIMITED

Place: New Delhi  
Date: 08.04.2011

Ashish Wadhwa  
Company Secretary