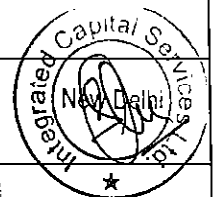


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE COMPANY : INTEGRATED CAPITAL SERVICES LIMITED**  
**QUARTER ENDED ON : DECEMBER 31, 2014**

<u>Particulars</u>	<u>Clause of Listing agreement</u>	<u>Compliance Status YES/NO</u>	<u>Remarks</u>
<b>II Board of Directors</b>	49 II		
<b>(A) Composition of Board</b>	49(IIA)	YES	Woman Director will be appointed on the Board by March 31, 2015
<b>(B) Independent Directors</b>	49 (IIB)	YES	----NIL----
<b>(C) Non-executive Directors' compensation &amp; disclosures</b>	49 (IIC)	YES	Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationship or transactions with the Company, Subsidiaries or Associate Companies.
<b>(D) Other provisions as to Board and Committees</b>	49 (IID)	YES	----NIL----
<b>(E) Code of Conduct</b>	49 (IIE)	YES	----NIL----
<b>(F) Whistle Blower Policy</b>	49 (IIF)	YES	----NIL----
<b>III. Audit Committee</b>	49 (III)	YES	
<b>(A) Qualified &amp; Independent Audit Committee</b>	49 (IIIA)	YES	----NIL----
<b>(B) Meeting of Audit Committee</b>	49(IIIB)	YES	----NIL----
<b>(C) Powers of Audit Committee</b>	49 (IIIC)	YES	----NIL----
<b>(D) Role of Audit Committee</b>	49 (IIID)	YES	----NIL----
<b>(E) Review of Information by Audit Committee</b>	49 (IIIE)	YES	----NIL----
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	----NIL----
<b>V. Subsidiary Companies</b>	49 (V)	YES	----NIL----

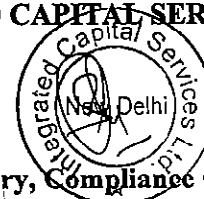


<b>VI. Risk Management</b>	49 (VI)	YES	----NIL----
<b>VII. Related party transactions</b>	49 (VII)	YES	----NIL----
<b>VIII. Disclosures</b>	49 (VIII)		
<b>(A) Related party transactions</b>	49 (VIII A)	YES	Will be complied in the next Annual Report
<b>(B) Disclosure of Accounting Treatment</b>	49 (VIII B)	N.A.	----NIL----
<b>(C) Remuneration of Directors</b>	49 (VIII C)	N.A.	Will be complied with as and when applicable
<b>(D) Management</b>	49 (VIII D)	YES	Will be complied in the next Annual Report
<b>(E) Shareholders</b>	49 (VIII E)	YES	----NIL----
<b>(F) Disclosure of Resignation of Directors</b>	49 (VIII F)	N.A.	Will be complied with as and when applicable.
<b>(G) Disclosure of formal letter of appointment</b>	49 (VIII G)	YES	----NIL----
<b>(H) Disclosure in the Annual Report</b>	49 (VIII H)	YES	Will be complied in the next Annual Report
<b>(I) Proceeds from public issues, right issues, preferential issues, etc</b>	49 (VIII I)	N.A.	Will be complied with as and when applicable.
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	Will be complied in the next Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	YES	Will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	YES	Will be complied in the next Annual Report

**For INTEGRATED CAPITAL SERVICES LIMITED**

  
Shivani Arora

(Company Secretary, Compliance Officer)



Date: 15/01/2015  
Place: New Delhi