



September 27, 2019
ICDS/SEC/SE/AGMPRO2019/2019

The Manager – Listing
National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
MUMBAI – 400 051
Tel : +91 22 26598235/36
Fax : +91 22 26598237/38

The Manager - Listing
Bombay Stock Exchange Ltd
Regd. Office: Floor 25
P J Towers
Dalal Street
MUMBAI – 400 001
Tele : +01 22 2272 1234

STOCK CODE: ICDSLTD

STOCK CODE: 511194

Dear Sir,

Re: Voting Results of 48th Annual General Meeting held on 26th September, 2019

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results along with Scrutinizer's Report (Consolidated eVoting & Poll) on the resolutions forming part of the notice of the 48th AGM of the Company held on Thursday, 26th September, 2019 at Rotary Hall, Ananth Nagar, Manipal 576 104.

Please take the same on record in terms of the said Regulations.

Thanking you,

For ICDS Ltd.

Veena Hegde
Company Secretary & Compliance Officer
M.No.A45746
Date : 27.09.2019
Place: Manipal

Encl: Voting Results / Scrutinizer's Report.



CIN: L65993KA1971PLC002106

Regd. and Admn. Offices:

Syndicate House, P.B. No. 46, Upendra Nagar, Manipal – 576 104
Phones : EPABX : 0820-2571121 (11 Lines) Fax : 0820-2571137

ICDS LIMITED

**Regd. Office: Syndicate House, Manipal 576 104
Udupi Dt., Karnataka, India
CIN L65993KA1971PLC002106**

RESULT OF E-VOTING AND POLL DECLARED BY THE CHAIRMAN OF THE 48th ANNUAL GENERAL MEETING HELD ON SEPTEMBER 26, 2019

Pursuant to the applicable provisions of Companies Act, 2013 and rules framed there under, the 48th Annual General Meeting("AGM") of the company was held on Thursday, 26th September, 2019 at 04:00PM at Rotary Hall, Ananth Nagar, Manipal, Udupi District – 576104 to seek approval of members of the company on the business mentioned in the Notice of the AGM dated May 28, 2019.

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the company had provided facility to the members to vote electronically ("e-voting") on the Ordinary and Special Resolution mentioned in the Notice of AGM dated May 28, 2019 and had appointed Mr. Shrinivas Mutta Devadiga (Certificate of Practice No:10372) as a scrutinizer to conduct the e-voting process in a fair and transparent manner. The e-voting period commenced on September 23, 2019 from 10:00 A M and concluded on September 25, 2019 at 05:00PM. The company had also provided the facility to the members who were not able to vote electronically; to cast their vote through poll present at AGM. The chairman of the AGM under the provisions of section 109 of companies Act, 2013 read with Rule 21 of Rules, with the consent of the members present at meeting appointed Mr. Shrinivas Mutta Devadiga, a practicing Company Secretary as Scrutinizer for conducting the poll Process at the AGM Held on the September, 26, 2019.

The Scrutinizer submitted his report on e-voting, the following results were announced on September 26, 2019 by the Chairman at the AGM:



Subject Matter of Ordinary Resolution	Item No.1 Approval of Financial Statements		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously.		
Subject Matter of Ordinary Resolution	Item No.2 Re-Appointment of Mr. T Mohandas Pai (DIN: 00104336) Director, who retires by rotation		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	NIL	NA	NA

E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously.		
Subject Matter of Ordinary Resolution	Item No.3 Regularisation of Mr Tonse Sachin Pai (DIN 00795780) Additional Director as Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously.		

Subject Matter of Ordinary Resolution	Item No.4 Regularisation of Mr Sujir Prabhakar (DIN 02577488) Additional Director and Independent Director as Independent Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously.		
Subject Matter of Ordinary Resolution	Item No.5 Appointment of Mrs Vimal Chandrashekhar Kamath (DIN 07182821) as Independent Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	NIL	NA	NA

E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Special Resolution passed at the AGM unanimously.		
Subject Matter of Ordinary Resolution	Item No.6 Re-Appointment of Mr Airody Giridhar Pai (DIN 00109985) as Independent Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Special Resolution passed at the AGM unanimously.		

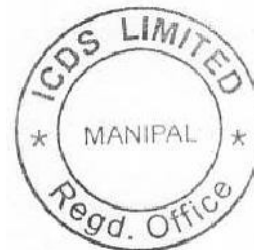
Subject Matter of Ordinary Resolution	Item No.7 Re-Appointment of Mr U Harish P Shenoy (DIN 00109884) as Independent Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Special Resolution passed at the AGM unanimously.		

Subject Matter of Ordinary Resolution	Item No.8 Approval accorded for Appointment of Mr Bharath Krishna Nayak (DIN 00776729) as Managing Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously.		

For ICDS Limited


(T Mohandas Pai)
(Chairman of the AGM)
(DIN 00104336)

Date: 27/09/2019
Place: Manipal





CS. Shrinivas M Devadiga

COMPANY SECRETARY
Bangalore

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
48th Annual General Meeting of the Members of
ICDS Limited
Syndicate House,
Upendra Nagar
Manipal - -576104

Dear Sir,

1. I, Shrinivas Mutta Devadiga (Certificate of Practice No. 10372), Company Secretary in Whole Time Practice, have been appointed by the Board of directors of ICDS Limited as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e- voting carried out as per the provisions of section of 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules) on the Ordinary and Special Resolution(s) contained in the Notice of the Annual general Meeting("AGM") of the company Scheduled to be held on September 26, 2019 at 4:00 P.M at Rotary Hall, Ananth Nagar, Manipal, Udupi District- 576104
2. The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Ordinary and Special Resolution(s) contained in the Notice of AGM of the company. My responsibility as a scrutinizer for e-voting process is restricted to make a scrutinizer's Report of the votes cast "in favor" or "against" the Ordinary and special resolution(s) stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") the authorized agency engaged to provide e-voting facilities.



No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur
Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

3. Further to the above, I submit my Report as under:

- i) The e-voting remained open from Monday September 23, 2019 at 10:00 A.M to Wednesday September 25, 2019 up to 05:00P.M.
- ii) The Members of the company as on the "cut off" date i.e. Thursday September 19, 2019 were entitled to vote on the Ordinary or special resolution (s) (Item No. 1 to 3 as set out in the Notice of the AGM of the Company).
- iii) The votes cast were unblocked on 26.09.2019 in the presence of 2 witnesses, Mr. Dayananda Prabhu and Mr. N.Vishwanath Kamath who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.
- iv) The details containing inter alia, list of Members, who voted "for" and "against" the Ordinary and Special Resolution(s) that were put to vote, was generated from the e- voting website of the CDSL i.e. www.evotingindia.com and based on such report generated, the results of the e-voting is as under:

Item No.1: Adoption of Financial Statements

i. Vote in favor of the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	3	677753	5.20
Total	3	677753	5.20



No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY
Bangalore

ii. Voted Against the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of invalid votes cast
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No 2: Re -Appointment of Mr. T. Mohandas Pai (DIN: 0104336) director, who retires by rotation

i. Vote in favor of the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	3	677753	5.20
Total	3	677753	5.20



No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

ii. Voted Against the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of invalid votes cast
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No.3: Regularization of Mr. Tonse Sachin Pai (DIN: 00795780) Additional Director as Director.

i. Vote in favor of the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	3	677753	5.20
Total	3	677753	5.20

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

ii. Voted Against the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of invalid votes cast
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No.4: Regularization of Sujir Prabhakar (DIN: 02577488) Additional Director and Independent Director as Independent Director.

i. Vote in favor of the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	3	677753	5.20
Total	3	677753	5.20

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

ii. Voted Against the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No.5: Appointment of Mrs. Vimal Chandrashekhar Kamath (DIN: 07182821) as Independent Director.

i. Vote in favor of the Special Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	3	677753	5.20
Total	3	677753	5.20

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY
Bangalore

ii. Voted Against the Special Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No.6: Re-Appointment of Mr. Airody Giridhar Pai (DIN: 00109985) as Independent Director.

i. Vote in favor of the Special Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	3	677753	5.20
Total	3	677753	5.20

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



**CS. Shrinivas M Devadiga**

COMPANY SECRETARY

Bangalore

ii. Voted Against the Special Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No. 7: Re-Appointment of Mr. U. Harish P. Shenoy (DIN: 00109884) as Independent Director.

i. Vote in favor of the Special Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	3	677753	5.20
Total	3	677753	5.20

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY
Bangalore

ii. Voted Against the Special Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No.8: Approval Accorded for Appointment of Mr. Bharath Krishna Nayak (DIN: 00776729) as Managing Director.

i. Vote in favor of the Ordinary Resolution:

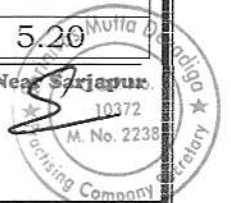
	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	3	677753	5.20
Total	3	677753	5.20

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

ii. Voted Against the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 190904064 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Date: 26.09.2019

Place: Manipal

Thanking You,
Yours Faithfully

Shrinivas M Devadiga
Company Secretary
Membership No: 22381
COP No.: 10372

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhructics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Form No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
48th Annual General Meeting of the Members of
ICDS Limited
Syndicate House,
Upendra Nagar
Manipal - 576104

Annual General Meeting of the Members of ICDS Limited held on Thursday
September 26, 2019 at 04:00 P.M at Rotary Hall, Ananth Nagar, Manipal -,
Udupi District-576104

Dear Sir,

I, Shrinivas Mutta Devadiga (Certificate of Practice No. 10372), Company Secretary in Whole Time Practice, have been appointed by the Board of directors of ICDS Limited as Scrutinizer for the purpose of the poll taken on the below mentioned resolution (s), at the Annual General Meeting (AGM) of the members of the company held on September 26, 2019 at 4:00PM at Rotary Hall, Ananth Nagar, Manipal, Udupi District - 576104 submit my Report as under:

1. After the time fixed for closing of the poll by the chairman one polling Box for Fully paid Up Equity Shares kept for polling were locked in my presence with due identification marks placed by me.
2. The locked Polling Boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agents of the Company and the authorizations/ Proxies lodged with the company.



No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur
Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

4. I did not find any poll paper invalid.

5. The Result of the Poll is as under:

Item No.1: Adoption of Financial Statements

i. Vote in favor of the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6804661	52.24

ii. Voted against the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

Item No 2: Re -Appointment of Mr. T. Mohandas Pai (DIN: 00104336) director, who retires by rotation

i. Vote in favor of the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6804661	52.24

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

ii. Voted against the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

Item No.3: Regularization of Mr. Tonse Sachin Pai (DIN: 00795780) Additional Director as Director.

i. Vote in favor of the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6804661	52.24

ii. Voted against the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA



No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

***Item No.4: Regularization of Surjit Prabhakar (DIN: 02577488)
Additional Director and Independent Director as Independent
Director.***

i. Vote in favor of the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6804661	52.24

ii. Voted against the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

***Item No.5: Appointment of Mrs. Vimal Chandrashekhar Kamath
(DIN: 07182821) as Independent Director.***

i. Vote in favor of the Special Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6804661	52.24

ii. Voted against the Special Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur
Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY
Bangalore

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

Item No.6: Re-Appointment of Mr. Airody Giridhar Pai (DIN: 00109985) as Independent Director.

i. Vote in favor of the Special Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6804661	52.24

ii. Voted against the Special Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

Item No.7: Re-Appointment of Mr. U. Harish P. Shenoy (DIN: 00109884) as Independent Director.

i. Vote in favor of the Special Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6804661	52.24

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

ii. Voted against the Special Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

Item No.8: Approval Accorded for Appointment of Mr. Bharath Krishna Nayak (DIN: 00776729) as Managing Director.

i. Vote in favor of the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6804661	52.24

ii. Voted against the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA



No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

6. A list of members who voted "FOR" "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Mr. Prabhakar Pai AGM secretarial, authorized by the board for safe keeping.

Thanking you
Yours Faithfully

Shrinivas Muttu Devadiga
Company Secretary
Membership No: 22381
COP No: 10372

Place: Manipal
Date: 26/09/2019



CS. Shrinivas M Devadiga

COMPANY SECRETARY

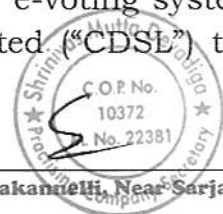
Bangalore

Scrutinizer's Report - Combined

To,
The Chairman
48th Annual General Meeting of the Members of
ICDS Limited
Syndicate House,
Upendra Nagar
Manipal - 576104

Dear Sir,

1. I, Shrinivas Devadiga (Certificate of Practice No. 10372), Company Secretary in Whole Time Practice, have been appointed as a Scrutinizer by;
 - i) the Board of directors of ICDS Limited (the "company") for the purpose of scrutinizing the e-voting process under the provisions of section of 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules); and
 - ii) the chairman of the annual general meeting ("AGM") under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, for conducting the poll process at the AGM of the company, held on Thursday, 26th, September 2019 at 04:00 P. M at Rotary Hall, Ananth Nagar, Manipal, Udupi District - - 576 104.
2. The Management of the company is responsible to ensure the compliance with the requirements of the Companies act, 2013 and Rules relating to voting through electronic means and Poll on the Ordinary and Special Resolution(s) contained in the Notice of AGM of the company. My responsibility as a scrutinizer for e-voting process and for poll at the AGM is restricted to make a scrutinizer's Report of the votes cast "in favor" or "against" the Ordinary and special resolution(s) stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") the



No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur
Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

authorized agency engaged to provide e-voting facilities for e voting and votes cast at the poll(through Physical means) at AGM.

3. I have issued separate Scrutinizer's Report dated 26.09.2019 on the e voting on the Ordinary and Special Resolution(s) Contained in the Notice of the AGM and Scrutinizer's Report on poll in Form No. MGT 13. As requested by management I submit herewith my combined Report on the results of e voting together with that of poll as under:

Subject Matter of Ordinary Resolution	Item No. 1 Approval of Financial Statements		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
	Poll		
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	Nil	NA	NA
	E- voting		
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Final result	Ordinary Resolution passed at the AGM unanimously
---------------------	---

Subject Matter of Ordinary Resolution	Item No.2 Re -Appointment of Mr. T. Mohandas Pai (DIN: 00104336) director, who retires by rotation		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously		

Subject Matter of Ordinary Resolution	Item No.3 Regularization of Mr. Tonse Sachin Pai (DIN:00795780) Additional Director as Director.
	<i>Fully Paid Up Equity shares</i>

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously		

Subject Matter of Ordinary Resolution	Item No.4 Regularization of Surjit Prabhakar (DIN: 02577488) Additional Director and Independent Director as Independent Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted	Nil	NA	NA

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

against the Resolution			
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously		

Subject Matter of Special Resolution	Item No.5 Appointment of Mrs. Vimal Chandrashekhar Kamath (DIN: 07182821) as Independent Director.		
	Fully Paid Up Equity shares		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Special Resolution passed at the AGM unanimously		

Subject Matter of Special Resolution	Item No.6 Re-Appointment of Mr. Airody Giridhar Pai (DIN: 00109985) as Independent Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Special Resolution passed at the AGM unanimously		

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Gear Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Subject Matter of Special Resolution	Item No.7 Re-Appointment of Mr. U. Harish P. Shenoy (DIN: 00109884) as Independent Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Special Resolution passed at the AGM unanimously		

Subject Matter of Ordinary Resolution	Item No.8 Approval Accorded for Appointment of Mr. Bharath Krishna Nayak (DIN: 00776729) as Managing Director.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob: +91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai





CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Poll			
Voted for the resolution	44	6804661	52.24
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	3	677753	5.20
Voted against the Resolution	NIL	NA	NA
Grand Total	47	7482414	57.44
Total Number of Members Voted	47		
Total Number of Votes cast	7482414		
% of Total number of valid votes cast	57.44		
Final result	Ordinary Resolution passed at the AGM unanimously		

Thanking you
Yours Faithfully

Shrinivas M Devadiga
Company Secretary
Membership No: 22381
COP No: 10372

Place: Manipal
Date: 26/09/2019

No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur Road Wipro, Bangalore-560035

Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com

Bangalore

Mumbai