

Date: 10.07.2024

**To,
Corporate Relationship Department
BSE Limited
P.J. Towers
1st Floor, New Trading Ring
Dalal Street, Mumbai 400 001.**

BSE Scrip Code: 539149 and Scrip Id: ICSL

Sub: Combined Scrutinizer's Report on the 31st Annual General Meeting of the Company held on Wednesday, July 10, 2024.

Dear Sir/Madam,

The Combined Scrutinizer Report of E-Voting of the 31st Annual General Meeting of the Company held on Wednesday, July 10, 2024 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) is enclosed.

We request you to take the above in your record and disseminate the same on your website.

For Integrated Capital Services Limited



**Dolly Makhija
Company Secretary & Compliance Officer**

Place: New Delhi

Date: 10.07.2024

**SCRUTINIZER'S REPORT – CONSOLIDATED**

Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014

To

The Chairman of 31st Annual General Meeting (AGM) of **Integrated Capital Services Limited** held on July 10, 2024 at 9:32 AM through video conferencing (VC) or other Audio Visual means (OAVM).

Sub: Consolidated Scrutinizer's Report

Dear Sir,

1. I, Rajesh Lakhanpal, partner of DR Associates, Company Secretaries, have been appointed as scrutinizer by the board of directors of the Company vide resolution passed at their board meeting held on June 4, 2024 for the purpose of scrutinizing the voting i.e. remote e-voting and e-voting at Annual General Meeting of the Company held on Wednesday, 10th day of July 2024 at 9.32 AM through video conferencing or other audio visual means.
2. The said appointment as Scrutinizer is [Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) amendment Rules, 2015], and my responsibility is to ensure that the voting process was conducted in a fair and transparent manner and to submit a Consolidated Scrutinizer's report for remote e-voting and e-voting at the AGM, for the resolutions set out in the AGM Notice to the chairman of the Company.
3. **Responsibility of the Management**
The Management of the Company is responsible to ensure the Compliance with SEBI (Listing Obligations & Disclosure requirements) regulations relating to E-voting, and the requirements of the Companies Act, 2013 and the circulars issued by the Ministry of corporate affairs and Security & Exchange board of India (SEBI) from time to time regarding the conduct of AGM through VC and OAVM.
4. **Cut-off date**
The equity shareholders of the company as on the cut-off date, as set out in the notice i.e. July 3, 2024 were entitled to vote on the resolutions and their voting rights were in proportion to their share in the paid up equity share capital of the company as on the cut-off date.
5. **Remote e-voting/E-voting Process**
 - i. The remote e-voting period commenced on Saturday, 06th July, 2024 (9:00 AM) (IST) and ended on Tuesday, 9th July, 2024 (5:00 PM) (IST)

The Company has made available e-voting facility to the shareholders present at the AGM through VC/OAVM and who has not cast their votes earlier, and the said facility was kept open for 15 minutes after the conclusion of AGM.





- ii. The e-votes cast were unblocked on Wednesday, July 10, 2024, after the conclusion of the AGM and was witnessed by two witnesses, Mr. Sanchit and Ms. Nikita, who are not in the employment of the Company. They have signed below in confirmation of the same.

Mr. Sanchit

Ms. Nikita

- iii. The e-votes cast were unblocked on Wednesday, July 10, 2024, after the conclusion of the AGM
- iv. I hereby submit consolidated report on the results of remote e – voting and e-voting based on the reports generated by NSDL E voting system:

Item No. 1 – ORDINARY RESOLUTION

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage of votes to the total votes cast
	No of members	Votes	No of members	Votes	No of members	Votes	
Assent	58	28902019	2	13	60	28902032	99.99
Dissent	11	60	0	0	11	60	0.01
Total	69	28902079	2	13	71	28902092	100



**Item No. 2 – ORDINARY RESOLUTION**

To appoint a Director in place of Mr. Sajeve Deora (DIN: 00003305) who retires by rotation and, being eligible, has offered himself for reappointment.

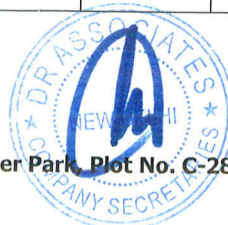
Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members	Votes	No. of member	Votes	No. of members	Votes	
Assent	56	10121869	2	13	58	10121882	99.99
Dissent	11	60	0	0	11	60	0.01
Total	67	10121929	2	13	69	10121942	100

Item No. 3 – SPECIAL RESOLUTION

“RESOLVED THAT in accordance with the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Vijay Kumar Narang (DIN: 10593432), who was appointed as an Additional Independent Director of the Company with effect from April 16, 2024, pursuant to section 161 of the Act and who has submitted the declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and who holds office upto date of this Annual General Meeting and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from April 16, 2024 to April 15, 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage of votes to the total votes cast
	No of members	Votes	No of members	Votes	No of members	Votes	
Assent	58	28902019	2	13	60	28902032	99.99
Dissent	11	60	0	0	11	60	0.01
Total	69	28902079	2	13	71	28902092	100



**Item No. 4 – SPECIAL RESOLUTION**

“RESOLVED THAT in accordance with the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Gyaneshwar Sahai (DIN: 00657315), who was appointed as an Additional Independent Director of the Company with effect from April 11, 2024, pursuant to section 161 of the Act and who has submitted the declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and who holds office upto date of this Annual General Meeting and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from April 11, 2024 to April 10, 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage of votes to the total votes cast
	No of members	Votes	No of members	Votes	No of members	Votes	
Assent	58	28902019	2	13	60	28902032	99.99
Dissent	11	60	0	0	11	60	0.01
Total	69	28902079	2	13	71	28902092	100

Thanking you,
Yours truly



Rajesh Lakhanpal

CP No: 5551

UDIN: F005679F000715168

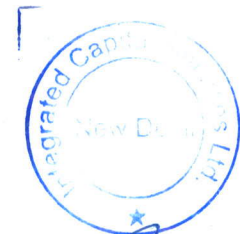
Partner – DR Associates, Company Secretaries

Firm Regn. No.: P2007DE003300



Place: New Delhi

Date: July 10, 2024




Countersigned by Chairman of the AGM
SAJEVE DEORA
DIN: 00003305