

September 26, 2024

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

BSE Limited
Corporate Relations Department,
1stFloor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Symbol: ICDSLTD

Security Code No.: 511194

Kind Attn: Head – Listing Department / Dept of Corporate Communications

Sub: Details of voting results with respect to the 53rd Annual General Meeting and Scrutinizer's Report.

Dear Sir / Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed the details of voting results with respect to the Fiftieth Annual General Meeting of the Company held on Wednesday, September 25, 2024 at 3:00 p.m. through electronic mode (video conference or other audio visual means) as per the format prescribed.

Further, the results are also being uploaded on website of the Company at www.icdslimited.com.

Also, please find enclosed, for your records the report issued by the Scrutinizer i.e. Mr. Shrinivas M Devadiga, Practicing Company Secretary.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For ICDS Ltd

Sujir Prabhakar
Chairman & Managing Director
(DIN 02577488)

Encl: as above



Regd. and Admn. Offices :

Syndicate House, P.B. No. 46, Upendra Nagar, Manipal - 576 104. Phone : EPABX 0820-2701500

Fax : 0820-2571137 Website : www.icdslimited.com CIN : L65993KA1971PLC002106GSTIN : 29AAACI4355H1ZI E-mail : info@icdslimited.com

**DETAILS OF
VOTING
RESULTS**

Date of the Annual General Meeting	Wednesday, September 25, 2024
Total no. of shareholders as on record date (i.e. Wednesday, September 18, 2024 - cut-off date for voting purpose)	8225
No. of shareholders present in the meeting either in person or through proxy:	
a. Promoters and Promoter Group	Not Applicable
b. Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing*:	
a. Promoters and Promoter Group	8
b. Public	29

* Video conferencing includes video conference and other audio visual means

AGENDA – WISE

The mode of voting on all the resolutions was:

7. Remote e-voting conducted between Sunday, September 22, 2024 to Tuesday, September 24, 2024; and
8. Voting through electronic means conducted during the Annual General Meeting.

The details of voting for each resolution are given in **Annexure I**.

For ICDS Ltd

Sujir Prabhakar
Chairman & Managing Director
(DIN 02577488)

Encl: As above



Annexure 1

ICDS LIMITED								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				1. Adopted Audited Financial Statement for the Financial Year ended 31st March, 2024 and Reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5011092	74.8531	5011092	0	100.0000	0.0000
	Poll	6694572	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6694572	5011092	74.8531	5011092	0	100.0000	0.0000
Public-Institutions	E-Voting		1562	0.2460	1562	0	100.0000	0.0000
	Poll	635014	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	635014	1562	0.2460	1562	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1529588	26.8485	1524069	5519	99.6392	0.3608
	Poll	5697114	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5697114	1529588	26.8485	1524069	5519	99.6392	0.3608
Total		13026700	6542242	50.2218	6536723	5519	99.9156	0.0844

Annexure 1

ICDS LIMITED								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				2.To appoint a Director in place of Sri Kalsank Umesh Kini [DIN 07231231] who retires by rotation and being eligible, offers himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5011092	74.8531	5011092	0	100	0
	Poll	6694572	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6694572	5011092	74.8531	5011092	0	100	0
Public-Institutions	E-Voting		1562	0.246	1562	0	100	0
	Poll	635014	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	635014	1562	0.246	1562	0	100	0
Public- Non Institutions	E-Voting		1529588	26.8485	1524068	5520	99.6391	0.3609
	Poll	5697114	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5697114	1529588	26.8485	1524068	5520	99.6391	0.3609
Total		13026700	6542242	50.2218	6536722	5520	99.9156	0.0844

Annexure 1

ICDS LIMITED								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				3. Approve Material Related Party Transaction(s) between the Company and Manipal Properties Limited, a subsidiary				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5011092	74.8531	5011092	0	100.0000	0.0000
	Poll	6694572	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6694572	5011092	74.8531	5011092	0	100.0000	0.0000
Public-Institutions	E-Voting		1562	0.2460	1562	0	100.0000	0.0000
	Poll	635014	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	635014	1562	0.2460	1562	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1529588	26.8485	1524075	5513	99.6396	0.3604
	Poll	5697114	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5697114	1529588	26.8485	1524075	5513	99.6396	0.3604
Total		13026700	6542242	50.2218	6536729	5513	99.9157	0.0843



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
53rd 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 prior to the AGM (Remote E-Voting) and Electronic Voting (E-Voting at venue) ascertaining the requisite majority on e- voting carried out as per the provisions of section of 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules 2014 on the Ordinary and Special Resolution contained in the Notice of the Annual general Meeting ("AGM") of the company held on September 25, 2024 at 3:00 P.M through Video Conferencing ("VC")/ other Audio Visual means ("OAVM"). The Notice dated 12/08/2024 as confirmed by the Company was sent to the shareholders in respect of below mentioned Resolutions passed at the AGM of the Company through electronic mode to those members whose E-mail addresses are registered with the company/ Depositories, in compliance with the MCA Circular dated 5th May, 2020 read with Circular no. 14/2020 dated 8th April, 2020 and in compliance with various other Circulars issued by MCA and SEBI.
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

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CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Special Resolution 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 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.

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

- i) The e-voting remained open from Sunday September 22, 2024 at 10:00 A.M to Tuesday September 24, 2024 up to 05:00 P.M.
- ii) The Members of the company as on the "cut off" date i.e. Wednesday September 18, 2024 were entitled to vote on the Ordinary or special resolution (Item No. 1 to 3 as set out in the Notice of the AGM of the Company).
- iii) At the end of the voting period on 25-09-2024 (04:44 P.M. IST), the voting portal of the CDSL was blocked forthwith.
- iv) After conclusion of the E-Voting at AGM, the vote cast under remote e-voting and vote cast through e-voting at venue of the AGM where unblocked on 25-09-2024 in the presence of Ms. Vidhya J. Shenoy and Mr. Prakash Shettigar who acts as a witnesses as prescribed under sub-rule 3(xii) of rule 20 of Companies (Management and Administration) Rules, 2014 as amended and thereafter the votes cast there under were counted.
- v) 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:

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- a) 56 (Folio wise) members have cast their vote through remote e-voting.
b) No members have cast their vote through e-voting at AGM.

Subject Matter of Ordinary Resolution	Item No.1 To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated financial statements) for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon		
<i>Fully Paid Up Equity shares</i>			
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Remote E-Voting			
Voted for the resolution	53	6536723	99.92
Voted against the Resolution	3	5519	0.08
Venue E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	56	6542242	100
Total Number of Members Voted	56		
Total Number of Votes cast	6542242		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM by requisite Majority		

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Subject Matter of Ordinary Resolution	Item No.2 To appoint a Director in place of Sri Kalsank Umesh Kini [DIN 07231231] who retires by rotation and being eligible, offers himself for reappointment.		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Remote E-Voting			
Voted for the resolution	52	6536722	99.92
Voted against the Resolution	4	5520	0.08
Venue E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	56	6542242	100
Total Number of Members Voted	56		
Total Number of Votes cast	6542242		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM by requisite Majority		

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Subject Matter of Ordinary Resolution	Item No.3 Approve Material Related Party Transaction(s) between the Company and Manipal Properties Limited, a subsidiary		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Remote E-Voting			
Voted for the resolution	53	6536729	99.92
Voted against the Resolution	3	5513	0.08
Venue E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	56	6542242	100
Total Number of Members Voted	56		
Total Number of Votes cast	6542242		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM by requisite Majority		

Based on the foregoing, the Resolution No. 1 to 3 in respect of 53rd AGM may be deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and e-voting at AGM venue are under safe custody and will be handed over to the Chairman or the Company Secretary for preserving safely.

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CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Date: 26.09.2024

Place: Bangalore

UDIN: A022381F001312692

Thanking You,
Yours Faithfully

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



ICDS Limited

Veena Hegde
(Company Secretary and Compliance Officer)

Witness 1:

Witness 2:

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