

September 30, 2020

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

Symbol: ICDSLTD

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

Security Code No.: 511194

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

Sub: Details of voting results with respect to the Forty Ninth Annual General Meeting

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 Forty Ninth Annual General Meeting of the Company held on Monday, September 28, 2020 at 3:30 p.m. at 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 Mutta Devadiga, Practicing Company Secretary.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For ICDS Limited


Bharath Krishna Nayak
Managing Director (Chairman of the Meeting)
DIN : 00776729

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 : L65993KA1971PLC002106

**DETAILS OF VOTING
RESULTS**

Date of the Annual General Meeting	Monday, September 28, 2020
Total no. of shareholders as on record date (i.e. Monday, September 21, 2020 - cut-off date for voting purpose)	5502
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	22
b. Public	32

* Video conferencing includes video conference and other audio visual means


AGENDA – WISE

The mode of voting on all the resolutions was:

1. Remote e-voting conducted between Friday, September 25, 2020 to Sunday, September 27, 2020; and
2. Voting through electronic means conducted during the Annual General Meeting.

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

For **ICDS Limited**


Bharath Krishna Nayak
Managing Director (Chairman of the Meeting)
DIN : 00776729

Encl: As above



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Annexure I

ICDS Limited								
Resolution Required: (Ordinary)		1 – Adoption of Financial Statements for the Year ended 31-03-2020 and Reports of Board of Directors and Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E- Voting		5,978,915	89.3122	5,978,915	-	100.0000	0.0000
	Poll	6,694,396	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		5,978,915	89.3122	5,978,915	-	100.0000	0.0000
Public Institutions	E- Voting		868,488	30.7434	868,488	-	100.0000	0.0000
	Poll	2,824,959	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		868,488	30.7434	868,488	-	100.0000	0.0000
	E- Voting		21,511	0.6133	20,936	575	97.3269	2.6731



Public Non Institutions	Poll*		3,507,345	-	0.0000	-	0.0000	0.0000
	Postal Ballot	Total						
		21,511	0.6133	20,936	575	97,3269	2.6731	
Total		13,026,700	6,868,914	52.7295	6,868,339	575	99,9916	0.0084

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



ICDS Limited

Resolution Required: (Ordinary)

2 - To appoint a Director in place of Sri Touse Sachin Pai [DIN: 00795780] who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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	6,694,396	5,978,915	89.3122	5,978,915	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		5,978,915	89.3122	5,978,915	-	100.0000	0.0000
Public Institutions	E-Voting	2,824,959	868,488	30.7434	868,488	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		868,488	30.7434	868,488	-	100.0000	0.0000

Registrar of Companies
Bangalore

Public Non Institutions	E- Voting		3,507,345	21,511	0.6133	20,936	575	97.3269	2.6731
	Poll*	Postal Ballot							
	Total								
Total			13,026,700	6,868,914	52.7295	6,868,339	575	99.9916	0.0084

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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
49th 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 28, 2020 at 3:30 P.M through Video Conferencing ("VC")/ other Audio Visual means ("OAVM"). The Notice dated 29/06/2020 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

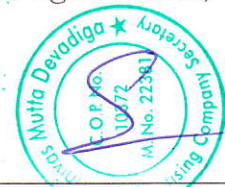
COMPANY SECRETARY

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 Friday September 25, 2020 at 09:00 A.M to Sunday September 27, 2020 up to 05:00 P.M.
- ii) The Members of the company as on the "cut off" date i.e. Monday September 21, 2020 were entitled to vote on the Ordinary or special resolution (Item No. 1 to 2 as set out in the Notice of the AGM of the Company).
- iii) At the end of the voting period on 28-09-2020 (05:07 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 were unblocked on 28-09-2020 in the presence of Mr. Dayanand Prabhu and Ms. Vidhya J. Shenoy 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) 64 (Folio wise) members have cast their vote through remote e-voting.
b) None of the member have cast their vote through e-voting at AGM.

Subject Matter of Ordinary Resolution	<i>Item No. 1</i> Adoption of Financial Statements for the Year ended 31-03-2020 and Reports of Board of Directors and Auditors thereon		
	Fully Paid Up Equity shares		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Remote E-Voting			
Voted for the resolution	61	6868339	99.99%
Voted against the Resolution	3	575	0.01%
Venue E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	64	6868914	100
Total Number of Members Voted	64		
Total Number of Votes cast	6868914		
% 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 Tonse Sachin Pai [DIN: 00795780] who retires by rotation and being eligible, offers himself for re-appointment.		
	<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	61	6868339	99.99%
Voted against the Resolution	3	575	0.01%
Venue E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	64	6868914	100
Total Number of Members Voted	64		
Total Number of Votes cast	6868914		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM by requisite Majority		



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Based on the foregoing, the Resolution No. 1 and 2 in respect of 49th 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.

Date: 28.09.2020

Place: Bangalore

Thanking You,
Yours Faithfully

UDIN: A022381B000791151

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



ICDS Limited

Veena Hegde
(Company Secretary and Compliance Officer)

Witness 1:
Dayanand Prabhu

Witness 2:
Vidya J. Shenoy

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