



September 29, 2023

**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,  
1<sup>st</sup>Floor, 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 52<sup>nd</sup> 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 27, 2023 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](http://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**

**Bharath Krishna Nayak**  
**Managing Director**  
**(DIN 00776729)**

Encl: as above



**DETAILS OF VOTING RESULTS:**

|   |                               |
|---|-------------------------------|
| <b>Date of the Annual General Meeting</b>   | Wednesday, September 27, 2023 |
| <b>Total no. of shareholders as on record date (i.e. Wednesday, September 20, 2023 - cut-off date for voting purpose)</b> | 8200                          |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b>                                      |                               |
| <b>a. Promoters and Promoter Group</b>  | Not Applicable                |
| <b>b. Public</b>  | Not Applicable                |
| <b>No. of shareholders attended the meeting through Video Conferencing*:</b>  |                               |
| <b>a. Promoters and Promoter Group</b>  | 15                            |
| <b>b. Public</b>  | 36                            |

*\* 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 Sunday, September 24, 2023 to Tuesday, September 26, 2023; 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 Ltd**

**Bharath Krishna Nayak**  
**Managing Director**  
**(DIN:00776729)**

Encl: As above

Regd.and Admn.Offices:  
Syndicate House, P.B.No.46, Upendra Nagar, Manipal 576 104. KA INDIA  
Phone EPABX 0820 2701500 Website [www.icdslimited.com](http://www.icdslimited.com), CIN  
L65993KA971PLC002106 GSTIN 29AAACI4355H1ZI

## Annexure 1

| ICDS LIMITED   |                               |                    |                     |  |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | 1. Adopted Audited Financial Statement for the Financial Year ended 31st March, 2023 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                      |                    | 5052818             | 75.4800  | 5052818                  | 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                                  |
|  | <b>Total</b>                  | <b>6694572</b>     | <b>5052818</b>      | <b>75.4800</b>   | <b>5052818</b>           | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public- Institutions   | E-Voting                      |                    | 0                   | 0.0000   | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Poll                          | 637003             | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | <b>637003</b>      | <b>0</b>            | <b>0.0000</b>  | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      |                    | 1408122             | 24.7300  | 1400210                  | 7912                   | 99.4400                              | 0.5600                             |
|  | Poll                          | 5695125            | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | <b>5695125</b>     | <b>1408122</b>      | <b>24.7300</b>   | <b>1400210</b>           | <b>7912</b>            | <b>99.4400</b>                       | <b>0.0387</b>                      |
| <b>Total</b>   |                               | <b>13026700</b>    | <b>6460940</b>      | <b>49.6000</b>   | <b>6453028</b>           | <b>7912</b>            | <b>99.8800</b>                       | <b>0.1200</b>                      |

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

## Annexure 1

| ICDS LIMITED   |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | 2.To appoint a Director in place of Sri Tonse Sachin Pai (DIN 00795780) 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                      |                    | 5052818             | 75.4800   | 5052818                  | 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                                  |
|  | <b>Total</b>                  | 6694572            | 5052818             | 75.4800   | 5052818                  | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions   | E-Voting                      |                    | 0                   | 0.0000  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Poll                          | 637003             | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 637003             | 0                   | 0.0000  | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions   | E-Voting                      |                    | 1408122             | 24.7000   | 1400210                  | 7912                   | 99.4400                              | 0.5600                             |
|  | Poll                          | 5695125            | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 5695125            | 1408122             | 24.7000   | 1400210                  | 7912                   | 99.4400                              | 0.5600                             |
| <b>Total</b>   |                               | <b>13026700</b>    | <b>6460940</b>      | <b>49.6000</b>  | <b>6453028</b>           | <b>7912</b>            | <b>99.8800</b>                       | <b>0.1200</b>                      |

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

## Annexure 1

| ICDS LIMITED   |                               |                    |                     |  |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | 3. Regularization of Additional Director, Mr. Kalsank Umesh Kini (DIN: 07231231) as Director of the Company. |                          |                        |                                      |                                    |
| 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                      |                    | 5052818             | 75.5300  | 5052818                  | 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                                  |
|  | <b>Total</b>                  | 6694572            | 5052818             | 75.5300  | 5052818                  | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions   | E-Voting                      |                    | 0                   | 0.0000   | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Poll                          | 637003             | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 637003             | 0                   | 0.0000   | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions   | E-Voting                      |                    | 1408122             | 24.7000  | 1400210                  | 7912                   | 99.4400                              | 0.5600                             |
|  | Poll                          | 5695125            | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  |                    | 1408122             | 24.7000  | 1400210                  | 7912                   | 99.4400                              | 0.5600                             |
| <b>Total</b>   |                               | <b>13026700</b>    | <b>6460940</b>      | <b>49.6000</b>   | <b>6453028</b>           | <b>7912</b>            | <b>99.8800</b>                       | <b>0.1200</b>                      |

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



## **CS. Shrinivas M Devadiga**

**COMPANY SECRETARY**

**Bangalore**

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### **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  
52<sup>nd</sup> 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 27, 2023 at 3:00 P.M through Video Conferencing ("VC")/ other Audio Visual means ("OAVM"). The Notice dated 10/08/2023 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 5<sup>th</sup> May, 2020 read with Circular no. 14/2020 dated 8<sup>th</sup> 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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**Bangalore**

**Mumbai**



## **CS. Shrinivas M Devadiga**

**COMPANY SECRETARY**

**Bangalore**

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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 24, 2023 at 10:00 A.M to Tuesday September 26, 2023 up to 05:00 P.M.
- ii) The Members of the company as on the "cut off" date i.e. Wednesday September 20, 2023 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 27-09-2023 (05:01 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 27-09-2023 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](http://www.evotingindia.com) and based on such report generated, the results of the e-voting is as under:

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## **CS. Shrinivas M Devadiga**

**COMPANY SECRETARY**

**Bangalore**

- a) 65(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        | <b>Item No.1</b><br><b>To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated financial statements) for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon</b> |                                |                                       |
|  | <i>Fully Paid Up Equity shares</i>   |                                |                                       |
|  | Number of Members Voted  | Number of votes Casted by them | % of total number of valid votes Cast |
| <b>Remote E-Voting</b>                       |  |                                |                                       |
| Voted for the resolution                     | <b>62</b>  | <b>6453028</b>                 | <b>99.88</b>                          |
| Voted against the Resolution                 | <b>3</b>   | <b>7912</b>                    | <b>0.12</b>                           |
| <b>Venue E- voting</b>                       |  |                                |                                       |
| Voted for the resolution                     | <b>NIL</b>   | <b>NA</b>                      | <b>NA</b>                             |
| Voted against the Resolution                 | <b>NIL</b>   | <b>NA</b>                      | <b>NA</b>                             |
| <b>Grand Total</b>                           | <b>65</b>  | <b>6460940</b>                 | <b>100</b>                            |
| <b>Total Number of Members Voted</b>         | <b>65</b>  |                                |                                       |
| <b>Total Number of Votes cast</b>            | <b>6460940</b>   |                                |                                       |
| <b>% of Total number of valid votes cast</b> | <b>100</b>   |                                |                                       |
| <b>Final result</b>                          | <b>Ordinary Resolution passed at the AGM by requisite Majority</b>   |                                |                                       |

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**Bangalore**

**Mumbai**





## **CS. Shrinivas M Devadiga**

**COMPANY SECRETARY**

**Bangalore**

|  |  |                                |                                       |
|--|--|--------------------------------|---------------------------------------|
| Subject Matter of Ordinary Resolution        | <b>Item No.2</b><br><b>To appoint a Director in place of Sri Tonse Sachin Pai [DIN 00795780] who retires by rotation and being eligible, offers himself for reappointment.</b> |                                |                                       |
|  | <i>Fully Paid Up Equity shares</i>   |                                |                                       |
|  | Number of Members Voted  | Number of votes Casted by them | % of total number of valid votes Cast |
| <b>Remote E-Voting</b>                       |  |                                |                                       |
| Voted for the resolution                     | <b>62</b>  | <b>6453028</b>                 | <b>99.88</b>                          |
| Voted against the Resolution                 | <b>3</b>   | <b>7912</b>                    | <b>0.12</b>                           |
| <b>Venue E- voting</b>                       |  |                                |                                       |
| Voted for the resolution                     | <b>NIL</b>   | <b>NA</b>                      | <b>NA</b>                             |
| Voted against the Resolution                 | <b>NIL</b>   | <b>NA</b>                      | <b>NA</b>                             |
| <b>Grand Total</b>                           | <b>65</b>  | <b>6460940</b>                 | <b>100</b>                            |
| <b>Total Number of Members Voted</b>         | <b>65</b>  |                                |                                       |
| <b>Total Number of Votes cast</b>            | <b>6460940</b>   |                                |                                       |
| <b>% of Total number of valid votes cast</b> | <b>100</b>   |                                |                                       |
| <b>Final result</b>                          | <b>Ordinary Resolution passed at the AGM by requisite Majority</b>   |                                |                                       |

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**Bangalore**

**Mumbai**



## CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

|  |  |                                |                                       |
|--|--|--------------------------------|---------------------------------------|
| Subject Matter of Ordinary Resolution        | <b>Item No.3</b><br><b>Regularization of Additional Director, Mr. Kalsank Umesh Kini (DIN: 07231231) as Director of the Company.</b> |                                |                                       |
|  | <i>Fully Paid Up Equity shares</i>   |                                |                                       |
|  | Number of Members Voted  | Number of votes Casted by them | % of total number of valid votes Cast |
| <b>Remote E-Voting</b>                       |  |                                |                                       |
| Voted for the resolution                     | <b>62</b>  | <b>6453028</b>                 | <b>99.88</b>                          |
| Voted against the Resolution                 | <b>3</b>   | <b>7912</b>                    | <b>0.12</b>                           |
| <b>Venue E- voting</b>                       |  |                                |                                       |
| Voted for the resolution                     | <b>NIL</b>   | <b>NA</b>                      | <b>NA</b>                             |
| Voted against the Resolution                 | <b>NIL</b>   | <b>NA</b>                      | <b>NA</b>                             |
| <b>Grand Total</b>                           | <b>65</b>  | <b>6460940</b>                 | <b>100</b>                            |
| <b>Total Number of Members Voted</b>         | <b>65</b>  |                                |                                       |
| <b>Total Number of Votes cast</b>            | <b>6460940</b>   |                                |                                       |
| <b>% of Total number of valid votes cast</b> | <b>100</b>   |                                |                                       |
| <b>Final result</b>                          | <b>Ordinary Resolution passed at the AGM by requisite Majority</b>   |                                |                                       |

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## CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Based on the foregoing, the Resolution No. 1 to 3 in respect of 52<sup>nd</sup> 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.

Thanking You,  
Yours Faithfully

Date: 28.09.2023  
Place: Bangalore

**UDIN: A022381E001093407**

Shrinivas Muttu 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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