

SEC/IN/NSE/BSE06/2020
29th June, 2020

The Manager – Listing
National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
MUMBAI – 400 051

The Manager - Listing
Bombay Stock Exchange Ltd
Regd. Office : Floor 25
P J Towers, Dalal Street
MUMBAI – 400 001

STOCK CODE: ICDSLTD

SECURITY CODE: 511194

Dear Sir,

Sub : Annual Secretarial Compliance Report in terms of SEBI.
Circular CIR/CFD/CMD1/27/2019 dt.8th February, 2019 &
Regulation 24A of SEBI(LODR) Regulations, 2015.

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Dear Sir,

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019 & Regulation 24A of SEBI(LODR) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2020.

Kindly take the above for your records and oblige.

Thanking You,
Yours faithfully,


Bharath Krishna Nayak
Managing Director.
(DIN 00776729)



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



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

ANNAUL SECRETARIAL COMPLIANCE REPORT OF
M/s ICDS LIMITED (CIN L65993KA1971PLC002106)
FOR THE YEAR ENDING 31ST MARCH 2020

[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 Dated February 08, 2019 Issued by Securities and Exchange Board of India]

I, SHRINIVAS MUTTA DEVADIGA, Practicing Company Secretary, have examined:

- All the documents and records made available to us and explanation provided by ICDS limited ("the listed entity")
- The filings/submissions made by the ICDS limited to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). (However, shares are presently suspended from Trading. Company already filed revocation application in both stock exchanges, which is in advanced stage)
- The website of the listed entity (www.icdslimited.com)
- Any other document/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st march 2020 in respect of compliance with the provisions of:

- The **Securities and Exchange Board of India Act, 1992** and the regulations, circulars, guidelines issued thereunder;
- The **Securities Contracts (Regulations) Act, 1956**, rules made thereunder and the Regulations, Circulars, guidelines issued thereunder by the Securities and Exchange Board of India;

The specific Regulations whose provisions and the circulars/guidelines issued thereunder have been examined include:

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time).
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (as amended from time to time).
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).



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

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Bangalore

Mumbai



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- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the companies act and dealing with client (as amended from time to time).
- e. The Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018
- f. Provision of Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018 (were not applicable during the review period)
- g. Provision of Securities and Exchange Board of India (Buyback of Securities) Regulation, 2018 (were not applicable during the review period).
- h. Provision of Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009, (were not applicable during the review period)
- i. Provision of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (were not applicable during the review period)
- j. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008 (were not applicable during the review period)

And based on above examination, I hereby report that, during the review period:

- a) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sl. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1A) of SEBI (LODR) 2015 as amended from time to time w.e.f. 01-04-2019: No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for	Presently, Trading from both NSE and BSE are suspended and revocation application with both stock exchanges, are in advanced stage. Hence, exact deviation is	However, Company has appointed Mr. Tonse Pai Mohandas DIN-00104336 as Director (Category- Non-Executive, Non-Independent) and Chairman of the Company and ratified his earlier appointment dated 26-09-2019 on 21-03-2020 through Postal Ballot

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such motion shall indicate the justification for appointing such a person

not quantifiable.

Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of annual report by listed entities, 1. Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies

2. Detail of fees paid to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Presently, Trading from both NSE and BSE are suspended and revocation application with both stock exchanges, are in advanced stage. Hence, exact deviation is not quantifiable.

However, the management of the Company replied to the Stock Exchange, they will incorporate necessary disclosures in the financial year ended 31/03/2020 with comparative figures for the previous financial year ended 31/03/2019. Due to the outbreak of pandemic Covid-19, Company express its difficulties to comply, which was cause to shutdown of office as the whole country was under lockdown

- b) ICDS has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records.
- c) There were no actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Act Regulations/and circulars/guidelines issued thereunder in so far as it appear from my examination of those records.
- d) The listed Company was not required to take any action with regard to compliance with the observations made in previous reports as the same was not applicable.



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Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March,2020.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	NA	NA	NA	NA

Signature :

Name :

Membership No. :

COP No. :

:

Shrinivas Muttta Devadiga

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10372



Place : Bangalore
Date : 23/06/2020

UDIN : A022381B000370630

Note : The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended by 19 days across the country to contain the spread of the virus. Due to COVID- 19 pandemic impact, the compliance documents were obtained through electronic mode and verified with requirements.

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