

September 30, 2022

**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 51<sup>st</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 28, 2022 at 3:30 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)**



*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](http://www.icdslimited.com) CIN : L65993KA1971PLC002106

**GSTIN: 29AAAC14395H1Z1**

**DETAILS OF  
VOTING  
RESULTS**

<b>Date of the Annual General Meeting</b>	Wednesday, September 28, 2022
<b>Total no. of shareholders as on record date (i.e. Wednesday, September 21, 2022 - cut-off date for voting purpose)</b>	7934
<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>	36
<b>b. Public</b>	34

\* Video conferencing includes video conference and other audio visual means

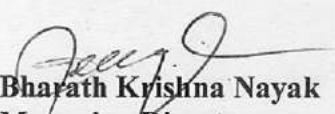
**AGENDA – WISE**

The mode of voting on all the resolutions was:

3. Remote e-voting conducted between Sunday, September 25, 2022 to Tuesday, September 27, 2022; and
4. 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)



Regd. and Admn. Offices :

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Phone : EPABX 0820-2701500 Fax : 0820-2571137 Website : www.icdslimited.com CIN : L65993KA1971PLC002106

GSTIN: 29AAACI4350H1Z1

## 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, 2022 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		5737438	84.2411	5737438	0	100.0000	0.0000
	Poll	6810736	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6810736	5737438	84.2411	5737438	0	100.0000	0.0000
Public- Institutions	E-Voting		677001	99.1565	677001	0	100.0000	0.0000
	Poll	682760	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	682760	677001	99.1565	677001	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1413356	25.5432	1412809	547	99.9613	0.0387
	Poll	5533204	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	5533204	1413356	25.5432	1412809	547	99.9613	0.0387
<b>Total</b>		13026700	7827795	60.0904	7827248	547	99.9930	0.0070

\*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		5737438	84.2411	5737438	0	100.0000	0.0000
	Poll	6810736	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6810736	5737438	84.2411	5737438	0	100.0000	0.0000
Public- Institutions	E-Voting		677001	99.1565	677001	0	100.0000	0.0000
	Poll	682760	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	682760	677001	99.1565	677001	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1413356	25.5432	1412809	547	99.9613	0.0387
	Poll	5533204	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	5533204	1413356	25.5432	1412809	547	99.9613	0.0387
<b>Total</b>		13026700	7827795	60.0904	7827248	547	99.9930	0.0070

\*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. Appointment of Statutory Auditors and fix their remuneration				
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		5737438	84.2411	5737438	0	100.0000	0.0000
	Poll	6810736	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6810736	5737438	84.2411	5737438	0	100.0000	0.0000
Public- Institutions	E-Voting		677001	99.1565	677001	0	100.0000	0.0000
	Poll	682760	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	682760	677001	99.1565	677001	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1413356	25.5432	1412676	680	99.9519	0.0481
	Poll	5533204	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	5533204	1413356	25.5432	1412676	680	99.9519	0.0481
<b>Total</b>		13026700	7827795	60.0904	7827115	680	99.9913	0.0087

\*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				4.To 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		5737438	84.2411	5737438	0	100.0000	0.0000
	Poll	6810736	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6810736	5737438	84.2411	5737438	0	100.0000	0.0000
Public- Institutions	E-Voting		677001	99.1565	677001	0	100.0000	0.0000
	Poll	682760	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	682760	677001	99.1565	677001	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1413356	25.5432	1412809	547	99.9613	0.0387
	Poll	5533204	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	5533204	1413356	25.5432	1412809	547	99.9613	0.0387
<b>Total</b>		13026700	7827795	60.0904	7827248	547	99.9930	0.0070

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



## Annexure 1

ICDS LIMITED								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				5.Appointment of Sri Sujir Prabhakar (DIN:02577488) as a Director (Category- Non-Executive, Non-Independent) and Chairman of the Company, liable to retire by rotation				
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		5737438	84.2411	5737438	0	100.0000	0.0000
	Poll	6810736	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6810736	5737438	84.2411	5737438	0	100.0000	0.0000
Public- Institutions	E-Voting		677001	99.1565	677001	0	100.0000	0.0000
	Poll	682760	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	682760	677001	99.1565	677001	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1413356	25.5432	1412809	547	99.9613	0.0387
	Poll	5533204	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	5533204	1413356	25.5432	1412809	547	99.9613	0.0387
<b>Total</b>		13026700	7827795	60.0904	7827248	547	99.9930	0.0070

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



**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  
51<sup>st</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 28, 2022 at 3:30 P.M through Video Conferencing ("VC")/ other Audio Visual means ("OAVM"). The Notice dated 11/08/2022 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

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 25, 2022 at 10:00 A.M to Tuesday September 27, 2022 up to 05:00 P.M.
- ii) The Members of the company as on the "cut off" date i.e. Wednesday September 21, 2022 were entitled to vote on the Ordinary or special resolution (Item No. 1 to 5 as set out in the Notice of the AGM of the Company).
- iii) At the end of the voting period on 28-09-2022 (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 28-09-2022 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:





# CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

- a) S3(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, 2022 together with the reports of the 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	S1	7827248	99.99
Voted against the Resolution	2	547	0.01
Venue E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
<b>Grand Total</b>	<b>S3</b>	<b>7827795</b>	<b>100</b>
Total Number of Members Voted	S3		
Total Number of Votes cast	7827795		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM by requisite Majority		



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Bangalore

Mumbai





# CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Subject Matter of Ordinary Resolution	<b>Item No.2</b> <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>		
	Fully Paid Up Equity shares		
	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>81</b>	<b>7827248</b>	<b>99.99</b>
Voted against the Resolution	<b>2</b>	<b>547</b>	<b>0.01</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>83</b>	<b>7827795</b>	<b>100</b>
<b>Total Number of Members Voted</b>	<b>83</b>		
<b>Total Number of Votes cast</b>	<b>7827795</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

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## CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Subject Matter of Ordinary Resolution	<b>Item No.3 Appointment of Statutory Auditors and fix their remuneration.</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>80</b>	<b>7827115</b>	<b>99.99</b>
Voted against the Resolution	<b>3</b>	<b>680</b>	<b>0.01</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>83</b>	<b>7827795</b>	<b>100</b>
<b>Total Number of Members Voted</b>	<b>83</b>		
<b>Total Number of Votes cast</b>	<b>7827795</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>		





**CS. Shrinivas M Devadiga**  
COMPANY SECRETARY

Bangalore

Subject Matter of Ordinary Resolution	Fully Paid Up Equity shares		
	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	81	7827248	99.99
Voted against the Resolution	2	547	0.01
<b>Venue E- voting</b>			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
<b>Grand Total</b>	<b>83</b>	<b>7827795</b>	<b>100</b>
<b>Total Number of Members Voted</b>	<b>83</b>		
<b>Total Number of Votes cast</b>	<b>7827795</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

Subject Matter of Ordinary Resolution	<i>Item No.5</i> <b>Appointment of Mr. SUJIR PRABHAKAR (DIN- 02577488) as a Director (Category- Non-Executive, Non-Independent) and Chairman of the Company, liable to retire by rotation, who is going to attain the age of 70 years in this Year.</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	81	7827248	99.99
Voted against the Resolution	2	547	0.01
<b>Venue E- voting</b>			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
<b>Grand Total</b>	83	7827795	100
<b>Total Number of Members Voted</b>	83		
<b>Total Number of Votes cast</b>	7827795		
<b>% of Total number of valid votes cast</b>	100		
<b>Final result</b>	<b>Special Resolution passed at the AGM by requisite Majority</b>		

Based on the foregoing, the Resolution No. 1 to 5 in respect of 51<sup>st</sup> AGM may be deemed to have been **passed by requisite majority**.



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## CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

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: 29.09.2022

Place: Bangalore

UDIN: A022381D001073552

Thanking You,  
Yours Faithfully

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

ICDS Limited



Veena Hegde  
(Company Secretary and Compliance Officer)

Witness 1:



Witness 2:

