



January 08, 2024
ICDS/SEC/SR/PB_JAN 2024/2023-24

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001
Scrip Code: 511194

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, C Block, Bandra
Kurla Complex, Bandra (East)
Mumbai 400 051
Scrip Code: ICDSLTD

Sub: Result of Postal Ballot by remote e-voting process and Scrutinizer's Report.

This is in furtherance to our letter dated 7th December, 2023, enclosing the copy of Postal Ballot Notice dated 4th December, 2023, for seeking consent of the Members of the Company by way of Special Resolutions regarding the following matters:

1. Appointment of Mr. Katapady Bhujangesha Kamath (DIN – 10411585) as a Non-Executive Independent Director for a term of five years;
2. Appointment of Mrs. Roopashree Roopashree (DIN - 08966571) as a Non-Executive Woman Independent Director for a term of five years; and
3. Change in Designation of Mr. Sujir Prabhakar (DIN – 02577488) from Non-Executive Non Independent Director to Managing Director for a term of five years.

We further inform that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company conducted the Postal Ballot as set out in the notice of Postal Ballot dated 4th December, 2023.

Remote e-voting process concluded at 5.00 p.m. (IST) on 6th January, 2024 post which the scrutinizer submitted his report on the results of the postal ballot. Based on the report of the scrutinizer, we hereby inform you that the members of the Company have duly passed the special resolutions for matters mentioned above.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of the voting results and Scrutinizer's Report dated 8th January, 2024 in this behalf for your record.

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, CIN
L65993KA971PLC002106
GSTIN 29AAACI4355H1ZI



The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. www.icdslimited.com and on website of Central Depository Services (India) Limited (CDSL) website i.e. www.evotingindia.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For ICDS Ltd

Veena Hegde
Company Secretary

Encl: as above



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ICDS LIMITED

DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF SEBI LISTING REGULATIONS.

Date of Notice of Postal Ballot	Monday, 4 th December, 2023		
Date of the AGM/ Last date of receipt of Postal Ballot Form	Saturday, 6 th January, 2024		
Total no. of shareholders as on record date (i.e. Friday, 1st December, 2023 - cut-off date for voting purpose)	8177		
No. of shareholders present in the meeting either in person or through proxy:			
a. Promoters and Promoter Group	Not Applicable (Resolutions passed through Postal Ballot)		
b. Public	Not Applicable (Resolutions passed through Postal Ballot)		
No. of shareholders attended the meeting through Video Conferencing*:			
a. Promoters and Promoter Group	Not Applicable (Resolutions passed through Postal Ballot)		
b. Public	Not Applicable (Resolutions passed through Postal Ballot)		
Special Resolutions	<ol style="list-style-type: none"> 1. Appointment of Mr. Katapady Bhujangesha Kamath (DIN – 10411585) as a Non-Executive Independent Director for a term of five years; 2. Appointment of Mrs. Roopashree Roopashree (DIN - 08966571) as a Non-Executive Woman Independent Director for a term of five years; and 3. Change in Designation of Mr. Sujir Prabhakar (DIN – 02577488) from Non-Executive Non Independent Director to Managing Director for a term of five years. 		
Mode of voting	Remote e-voting		
Results of the Postal Ballot			
Sr. No.	Agenda	Resolution Required	Remark
1	Appointment of Mr. Katapady Bhujangesha Kamath (DIN – 10411585) as a Non-Executive Independent Director for a term of five years	Special	Passed with requisite Majority
2	Appointment of Mrs. Roopashree Roopashree (DIN - 08966571) as a Non-Executive Woman Independent Director for a term of five years	Special	Passed with requisite Majority
3	Change in Designation of Mr. Sujir Prabhakar (DIN – 02577488) from Non-Executive Non Independent Director to Managing Director for a term of five years.	Special	Passed with requisite majority

RESOLUTIONWISE DETAILS OF VOTING RESULTS ATTACHED BELOW:



NAME OF THE COMPANY: ICDS LIMITED

Postal Ballot – Voting Results

1. .Appointment of Mr. Katapady Bhujangesha Kamath (DIN – 10411585) aged 60 years as a Non-Executive Independent Director for a term of five years

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	6694572	4923404	73.54	4923404	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		6694572	4923404	73.54	4923404	0	100
PUBLIC-INSTITUTIONS	E-VOTING	635014	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		635014	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	5697114	1385748	24.32	1380234	5514	99.6	0.4
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		5697114	1385748	24.32	1380234	5514	99.6
GRAND TOTAL		13026700	6309152	48.43	6303638	5514	99.91	0.09

2.Appointment of Mrs. Roopashree Roopashree (DIN - 08966571) aged 47 years as a Non-Executive Woman Independent Director for a term of five years

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	6694572	4923404	73.54	4923404	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		6694572	4923404	73.54	4923404	0	100
PUBLIC- INSTITUTIONS	E-VOTING	635014	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		635014	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	5697114	1385748	24.32	1380234	5514	99.6	0.4
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		5697114	1385748	24.32	1380234	5514	99.6
GRAND TOTAL		13026700	6309152	48.43	6303638	5514	99.91	0.09

3.Change in Designation of Mr. Sujir Prabhakar (DIN – 02577488) aged 71 years from Non-Executive Non Independent Director to Managing Director for a term of five years

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?			No					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	6694572	4923404	73.54	4923404	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		6694572	4923404	73.54	4923404	0	100
PUBLIC-INSTITUTIONS	E-VOTING	635014	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		635014	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	5697114	1385748	24.32	1380234	5514	99.6	0.4
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		5697114	1385748	24.32	1380234	5514	99.6
GRAND TOTAL		13026700	6309152	48.43	6303638	5514	99.91	0.09

For, ICDS Limited

Veena Hegde
Company Secretary



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

SCRUTINIZER'S REPORT

(Pursuant to Section 108 and Sec 110 of the Companies Act and rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

January 08, 2024

The Board of Directors
ICDS Limited
Syndicate House,
Upendra Nagar, Manipal
Karnataka – 576104

Sir,

1. I, Mr. Shrinivas Mutta Devadiga, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of ICDS Limited pursuant to Sec 110 of the Companies Act and rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, to the extent applicable, for the purpose of scrutinising the e-voting as per the provisions of the Companies Act, 2013 on the resolutions contained in the notice dated December 04, 2023 issued by the Company.

2. In terms of section 110 of the Act and in terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular Nos. 14/2020 dated 8th April 2020, 17 /2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31 December, 2020, 10/ 2021 dated June 23, 2021, 20/ 2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (the "MCA Circulars"), Company can take all the decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting.

3. As a Scrutinizer of the process, my responsibility was restricted to ensure the process to be carried on in fair and transparent manner and report on the votes casted in 'Favour' and 'Against' the resolutions based on the reports generated from the remote voting system provided by CDSL. The Company assumed the complete responsibility of ensuring compliance as may be necessary under the Companies

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

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Bangalore

Mumbai



CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

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act, 2013, rules thereon and the listing regulations relating to the e-voting process and the postal ballot process on the resolutions contained in the notice dated December 04, 2023.

4. A public notice in newspaper informing the members about dispatch of notice and commencement of postal ballot was published on Friday, December 08, 2023. Members have been informed that those shareholders who were members of the Company as on cut-off date, i.e. Friday, December 01, 2023, and who have not, received notice of postal ballot and postal ballot form can request for a duplicate copy of postal ballot notice, if so required, and the postal ballot notice and postal ballot form can be downloaded from the website of the Company or website of CDSL.

5. I submit my report as under:

The dispatch of the Postal Ballot Notice dated December 04, 2023 was completed on December 07, 2023 to the Members whose names appeared on the Register of Members/ List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) as on December 01, 2023. The Postal Ballot Notice was sent to the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In compliance with the requirements of the MCA Circulars hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were requested to communicate their assent or dissent through the remote e-voting system only.

- 5.1 Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 5.2 The votes cast through electronic means were unblocked on January 06, 2024 at 6.10 P.M.
- 5.3 The votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on Friday, December 01, 2023 (Cut-off date).
- 5.4 All votes cast through electronic means received up to 5.00 pm (IST) on January 06, 2024 being the last time and date fixed by the company for votes cast through electronic means were considered for my scrutiny.
- 5.5 The remote e-voting was unblocked in the presence of two witnesses who are not in the employment of the Company.

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Bangalore

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6. A summary of votes cast through electronic means is given in Annexure I.
7. All electronic data and relevant records of voting will remain in my custody until the chairman considers, approves and signs the minutes of the postal ballot of the company and the same shall be handed over thereafter to the Company Secretary for safe keeping.
8. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

(Shrinivas Mutta Devadiga)
Membership No. 22381; CP No.10372
UDIN: A022381E003142872
Peer Review Certificate No.: 3155/2023

Place: Manipal
Date : January 08, 2024



Counter signed by:

Veena Hegde
Company Secretary
ICDS Limited

Place : Manipal
Date: January 08, 2024

**No.105 Munireddy Building, Gear International School Road, Karmelaram Post, Doddakannelli, Near Sarjapur
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CS. Shrinivas M Devadiga

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Bangalore

ANNEXURE I

ICDS Limited

Syndicate House, Upendra Nagar, Manipal, Karnataka - 576104

Summary of votes cast through electronic means for the Special resolution(s) mentioned in the Postal Ballot Notice dated December 04, 2023

Voting Pattern of Electronic Vote

Particulars	No. Shareholders voted in favour	No. of shares in favour	% of shares in favour	No. Shareholders voted against	No. of shares against	% of shares against	No. Shareholders votes abstained	No. of shares abstained	No. Shareholders – Invalid Votes	No. Shares – Invalid Votes
1. Appointment of Mr. Katapady Bhujangesha Kamath (DIN – 10411585) aged 60 years as a Non-Executive Independent Director for a term of five years	36	6303638	99.91	4	5514	0.09	NIL	NIL	NIL	NIL

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Particulars	No. Shareholders voted in favour	No. of shares in favour	% of shares in favour	No. Shareholders voted against	No. of shares against	% of shares against	No. Shareholders votes abstained	No. of shares abstained	No. Shareholders – Invalid Votes	No. Shares – Invalid Votes
2. Appointment of Mrs. Roopashree Roopashree (DIN - 08966571) aged 47 years as a Non-Executive Woman Independent Director for a term of five years	36	6303638	99.91	4	5514	0.09	NIL	NIL	NIL	NIL

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CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

Particulars	No. Shareholders voted in favour	No. of shares in favour	% of shares in favour	No. Shareholders voted against	No. of shares against	% of shares against	No. Shareholders votes abstained	No. of shares abstained	No. Shareholders – Invalid Votes	No. Shares – Invalid Votes
3. Change in Designation of Mr. Sujir Prabhakar (DIN – 02577488) aged 71 years from Non-Executive Non Independent Director to Managing Director for a term of five years	36	6303638	99.91	4	5514	0.09	NIL	NIL	NIL	NIL

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