

SEC/IN/NSE/BSE/02/2020
13th February, 2020

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

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

STOCK CODE: ICDSLTD

SECURITY CODE: 511194

Sub: Postal Ballot Notice.

As intimated vide our letter dated 11th February, 2020, the Board of Directors in their meeting held on 11/02/2020 have decided to seek the approval of the Shareholders by passing a Special Resolution through Postal Ballot for approval for continuation of Mr. Tonse Pai Mohandas (DIN-00104336) as a Director (Category- Non Executive, Non Independent) and Chairman of the Company, liable to retire by rotation, who has already attained the age of seventy-five (75) years beyond April 1, 2019 on the existing terms and condition of appointment, till cessation as Non-Executive Director and Chairman of the Company.

Accordingly the Postal Ballot Notice pursuant to Section 110 of the Companies Act 2013 along with the Explanatory Statement is being sent to the Shareholders for passing of the aforesaid Special resolution.

The Company is also providing e-voting facility to the Shareholders to enable them to cast their vote electronically. The Company has engaged M/s Cameo Corporate Services Limited, Chennai (RTA) for the purpose of providing e-voting facility (CDSL) to all its members. The Board has appointed Mr Shrinivas Mutta Devadiga, Practicing Company Secretary (CoP No.10372; Membership No: 22381) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Further the Schedule of Events for the postal ballot is as follows:

Sl.No	Activity	Date
1	Cut of date/Benpos date for sending Postal Ballot Notice to the Shareholders.	11/02/2020
2.	Date of completion of dispatch of notice along with postal ballot	20/02/2020
3.	Commencement of Voting Period date and time (9.00 AM)	21/02/2020
4.	End of Voting Period date and time (5.00 PM)	21/03/2020
5.	Date of Declaration of the results by the Chairman/ Person Authorized by the Chairman.	23/03/2020



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

The Notice of Postal Ballot along with Postal Ballot Form is enclosed herewith which is also available on the Company's Website viz : www.icdslimited.com

This is for your information and records.

Thanking You,

Yours faithfully,
For ICDS Limited


Bharath Krishna Nayak
Managing Director
(DIN 00776729)



Encl : as above.



[CIN L65993KA1971PLC002106]
Regd. Office: Syndicate House, Manipal – 576 104
UDUPI DIST. (KARNATAKA)
Phone: EPABX 0820-2701500; FAX 0820-2571137
Website: www.icdslimited.com, email info@icdslimited.com

NOTICE OF POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management & Administration) Rules, 2014)

To the Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, (the 'Rules'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the Special Resolution appended below are proposed to be passed by the Shareholders by way of postal ballot / voting by electronic means ('E-Voting'). The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form (the 'Form' or the 'Postal Ballot Form').

In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force) the Company is pleased to extend voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through the Postal Ballot Form(s).

The Board of Directors of the Company (the 'Board') has appointed Mr. Shrinivas Mutta Devadiga, a Practicing Company Secretary (ACS No. 22381, C.P. No. 10372) who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the postal ballot process in a fair and transparent manner, as the Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot/E-Voting process.

You are requested to peruse the proposed resolution along with the explanatory statement and carefully read the instructions that form part of this Postal Ballot Notice ('Notice') and return the Form duly filled and signed (at the marked places in the Form) along with your vote, as Assent (FOR) or Dissent (AGAINST) for the said resolution, in the attached self-addressed, postage prepaid reply envelope, so as to reach the Scrutinizer by 5.00 p.m. on or before, March 21, 2020. Please note that any Form received after the said date and time will be strictly treated as if the reply from the Shareholder has not been received.

Shareholders having equity shares in demat form and in physical form may vote either by way of Postal Ballot or by way of e-voting. For the purpose of e-voting, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL'). Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. A shareholder cannot vote both by post and e-voting and if he/she votes by post and e-voting, his / her vote by post shall be treated as invalid.

The Scrutinizer shall submit his report to the Chairman or such authorized person of the Company after completion of scrutiny of the postal ballot forms including e-Voting. The result of the postal ballot including e-voting shall be declared by the Chairman or such authorized person of the Company on Monday, March 23, 2020 and displayed at the Company's registered office. The results shall also be communicated on the same day to the Stock Exchange, Depositories, Registrar and the Share Transfer Agents and be displayed on the Company's website @ www.icdslimited.com. In addition, the results will also be published in the newspapers for information of the Shareholders.



1. Approval for continuation of Mr. Tonse Pai Mohandas (DIN-00104336) as a Director (Category- Non-Executive, Non-Independent) and Chairman of the Company, liable to retire by rotation, who has already attained the age of seventy-five (75) years beyond April 1, 2019 on the existing terms and condition of appointment , till cessation as Non-Executive Director and Chairman of the Company.

To consider and to give assent/dissent for passing the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated May 9, 2018 effective April 1, 2019, the consent and approval of the Shareholders of the Company be and is hereby granted for continuation of Mr. Tonse Pai Mohandas, DIN-00104336 as Director (Category- Non-Executive, Non-Independent) and Chairman of the Company and ratify his reappointment on 26th September 2019 as Director, who offered himself for reappointment at 48th AGM of the Company, be liable to retire by rotation, who has already attained the age of seventy five (75) years, beyond April 1, 2019 on the existing terms and conditions of appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient including execution of the said Resolution, in the interest of the Company.

Date: 11/02/2020
Place: Manipal

By Order of the Board
For ICDS Limited
Sd/-
Bharath Krishna Nayak
(Managing Director)
(DIN 00776729)

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out the material facts in relation thereto is appended to the Notice. Notice shall also be available on the website of the Company at www.icdslimited.com.
- The Postal Ballot Notice is being sent to all the Members of the Company whose names appear in the Register of Members/Record of Depositories as on Tuesday, February 11, 2020 (the "Cut-off Date"). Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Shareholders of the Company as on the Cut-off Date. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their depository participant (in case of electronic holdings) / Company's registrar and share transfer agents (in case of physical holding). For members whose email ID's are not registered, physical copies of the Postal Ballot Notice are being sent by the permitted mode along with the postage prepaid self-addressed business reply envelope.
- Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-off date i.e. Tuesday, February 11, 2020 will be considered for the purpose of voting / e-voting. A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.
- Resolution passed by members with requisite majority through postal ballot shall be deemed to have been passed at the General Meeting of the Members convened on that behalf.
- Members can opt for only one mode of voting i.e. either physical Postal Ballot Form or e-voting. If members are opting for e-voting, please do not vote by physical Postal Ballot Form and vice versa. However, in case a member casts his vote by physical Postal Ballot Form and also by e-voting, voting done by valid e-voting shall prevail and voting done through Postal Ballot Form will be treated as invalid.



- f. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on Tuesday, February 11, 2020. The postal ballot period commences on Friday, February 21, 2020 (9.00 a.m.) and ends on Saturday, March 21, 2020 (5.00 p.m.)
- g. In compliance with the provisions of Section 108 and 110 of the Act read with the rules prescribed thereunder, as amended and Regulation 44 of the SEBI (LODR) regulations, 2015, the Company is pleased to provide e-voting facility to its Members to exercise their votes electronically and to vote on the resolution through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
- h. Members cannot exercise votes by proxy.
- i. Members who wish to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e., 5.00 p.m.) on Saturday, March 21, 2020. The postage will be borne by the Company. However, envelopes containing the postal ballot, if sent by courier or registered or speed post at the expense of the shareholders will be accepted. Postal Ballot Forms received after 5.00 p.m. on Saturday, March 21, 2020 shall be deemed invalid.
- j. The members are requested to return the Postal Ballot form duly completed in all respect in the attached self-addressed (postage will be borne and paid by the company) business reply envelope so as to reach, the Scrutinizer, Mr Shrinivas Mutta Devadiga, C/o ICDS Ltd., IV Floor, Syndicate House, Manipal – 576 104 (Udupi Dist., Kamataka) not later than the close of working hours on Saturday, March 21, 2020. The consents or otherwise received after close of working hours on Saturday, March 21, 2020 shall be treated as if reply from the member has not been received.
- k. The Scrutinizer will submit his report to the Chairman or any person authorized by the Company after completion of the scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any person authorized by the Company on Monday, March 23, 2020 and the same will be displayed on the website of the Company at www.icdslimited.com and communicated to the Stock Exchange, depository, registrar and share transfer agent on the said date.
- l. The Scrutinizer's decision on validity of the Postal Ballot shall be final.
- m. The resolution, is passed by the requisite majority shall be deemed to have been passed on Saturday, March 21, 2020 i.e. last date specified for the receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.
- n. Details of the Director seeking re-appointment [Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name : Mr. Tonse Pai Mohandas
Date of Birth: 20.06.1933
Expertise in specific functional areas: Mr. Tonse Pai Mohandas, Bachelor of Law (BL) from University of Pune, aged about 86 years has joined ICDS Ltd. as Joint Managing Director during 1989. He is an Industrialist having vast experience in the fields of Administration, Management, Finance and Education.
List of other directorships held: Manipal Media Network Ltd.
Manipal Prakashana Limited.



Chairman/Member of the
Committees of the Board:
Chairman / Member of the
Committees of the Board of
other Companies in which
he is Director.

Chairman: Stakeholders Relationship Committee.
: Nil

Instructions:

1. In compliance with the Regulation 44 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the service of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21/02/2020 9.00 a.m. and ends on 21/03/2020 upto 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11/02/2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein



they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
 - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
2. The shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.
 3. If any member has voted in physical as well as remote e-voting, vote cast by way of remote e-voting would be considered valid.
 4. The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast though Postal Ballot Forms and remote e-voting.



5. The results of the Postal Ballot will be announced by the Company on 23rd March, 2020 at 5.00 p.m. The Results will be put up on the Notice Board at the Registered Office of the Company at Syndicate House, Upendra Nagar, Manipal, Karnataka – 576 104 and will also be published in newspapers and communicated to the stock exchanges where the shares of the Company are listed. The result will also be placed on the Company's website www.icdslimited.com.
6. The Special Resolution mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than three times the number of votes cast against it.
7. All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Sunday) between 10 a.m. to 1 p.m. up to the date of the closure of the Postal Ballot.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], vide SEBI (Listing Obligations and Disclosure Requirements) 67 (Amendment) Regulations, 2018 published in the Official Gazette on 9th May, 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April, 2019. According to the new provisions, a person who has attained the age of seventy-five (75) years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders (members) by way of a special resolution. The said provision comes into effect from 1st April, 2019.

Mr. Tonse Pai Mohandas (DIN-00104336) Non-Executive & Non-Independent Director and Chairman of the Company, [DOB - June 20, 1933], has already attained the age of seventy-five (75) years and is currently 86 years old. Accordingly, the continuation of Mr. Tonse Pai Mohandas (DIN-00104336) as a Non-Executive and Non-Independent Director and Chairman of the Company beyond 1st April, 2019 and to ratify his reappointment on 26th September, 2019 as Director, who offered himself for reappointment at 48th AGM of the Company. The Company requires approval of Members of the Company by way of Special Resolution.

Mr. Tonse Pai Mohandas, Bachelor of Law (BL) from University of Pune, aged about 86 years has joined ICDS Ltd. as Joint Managing Director during 1989. He is an Industrialist having vast experience in the fields of Administration, Management, Finance and Education.

The Nomination & Remuneration Committee and in turn, the Board of Directors of the Company at their respective meeting/s held on 11th February, 2020 have, noted and taken into consideration his role to provide technical guidance, value additions and mentorship to the management, approved the continuation of Mr. Tonse Pai Mohandas (DIN-00104336), who has already attained the age of seventy-five (75) years, as a Non-Executive and Non-Independent Director and Chairman of the Company, beyond 1st April, 2019 as a Non-Executive Director and Chairman of the Company.

No director, key managerial personnel or their relatives, except Mr. Tonse Pai Mohandas to whom the resolution relates, are interested or concerned on the resolution.

The Board recommends the resolution set forth in the Item No. 1 for the approval of the Members as special resolution.





CIN:L65993KA1971PLC002106

Registered Office: Syndicate House, Upendra Nagar,
Manipal, Karnataka – 576 104

T: 0820 2701500 F: 0820 2571137 E-mail: info@icdslimited.com Web: www.icdslimited.com

POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Chairman]

1.	Name of the Member(s) (including joint holders, if any)	
2.	Registered address of the Sole / first named member	
3.	Registered Folio No. / DP ID No. / Client ID No.	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said Resolution by placing a tick (✓) mark in the appropriate box below:

Item No.	Particulars of Resolution	No. of Equity Shares for which votes cast	I / We assent to the Resolution [For]	I / We dissent to the Resolution [Against]
1.	Approval for continuation of Mr. Tonse Pai Mohandas (DIN-00104336) as a Director (Category- Non-Executive, Non-Independent) and Chairman of the Company, liable to retire by rotation, who has already attained the age of seventy-five (75) years beyond April 1, 2019 on the existing terms and condition of appointment, till cessation as Non-Executive Director and Chairman of the Company.			

Place:

Date:

.....
(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evotingindia.com>. The electronic voting particulars are set out as follows:

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Friday, February 21, 2020 @9.00 a.m.	Saturday, March 21, 2020 @5.00 p.m.

Notes : 1. Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is March 21, 2020 up to 5.00 p.m.



Instructions :

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Shrinivas Mutta Devadiga, C/o ICDS Ltd., IV Floor, Syndicate House, Manipal – 576 104 (Udupi Dist., Karnataka), in the attached self-addressed business reply envelope, on or before 5.00 p.m. on March 21, 2020. The postage will be borne and paid by the Company. However, envelopes containing postal ballot form(s), if sent by courier or registered/speed post at the expense of the Member on or before 5.00 p.m. on March 21, 2020 will also be accepted.
2. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case postal ballot form is signed through a Delegate/Authorised person, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
3. Duly completed postal ballot form should reach the Scrutinizer to Mr. Shrinivas Mutta Devadiga, C/o ICDS Ltd., IV Floor, Syndicate House, Manipal – 576 104 (Udupi Dist, Karnataka), not later than March 21, 2020 before 5.00 p.m. All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
4. There will be only one postal ballot form for every folio/DP ID-Client ID irrespective of the number of joint Member (s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
5. A Member may request for a duplicate Postal Ballot Form and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
6. In case of shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
7. The voting rights for the equity shares are one vote per equity share, registered in the name of the shareholders/beneficial owners as on February 11, 2020.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. The vote of the Members will be considered as invalid on the following grounds:
 - a. If a form other than Postal Ballot Form issued by the Company is used.
 - b. If the Postal Ballot Form is not signed by or on behalf of the Member.
 - c. If the Members signature does not tally with the specimen signature with the Company.
 - d. If the Member has marked his/her/its vote both for 'Assent' and also 'Dissent' to the Resolution in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held.
 - e. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f. If the Postal Ballot Form is incomplete or incorrectly filled.
 - g. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or any one or more of the above grounds.
 - h. If the voting rights of a Member are frozen by any competent authority.
10. A Member need not use all the votes nor need to cast all the votes in the same way.
11. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
12. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
13. Kindly note that the Members can opt only one mode of voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice versa. However, in case Members cast their vote by physical ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
14. The result of the postal ballot would be announced by the Chairman or Company Secretary of the Company on March 23, 2020 at 5.00 p.m. and displayed on the Notice Board of the Company at its Registered Office situated at Syndicate House, Upendra Nagar, Manipal, Karnataka – 576 104 and communicated to the Stock Exchange. The result will be displayed on the website of the Company i.e. www.icdslimited.com, for the information of the Members.

