

SEC/IN/NSE/BSE/03/2020  
23/03/2020

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

Tel : +91 22 26598235/36  
Fax : +91 22 26598237/38

Tele : +01 22 2272 1234

STOCK CODE: ICDSLTD

SECURITY CODE: 511194

Dear Sir,


Sub : Intimation of voting result of Postal Ballot under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015.

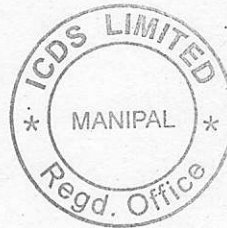
We refer to our letter dated 13th February, 2020 whereby we had submitted a copy of the notice dated 11th February, 2020 sent to the members pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for seeking their approval by way of a Postal Ballot, including voting by electronic means in respect of the resolution set out in the aforesaid Notice.

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we attach herewith in the prescribed format, the voting results of the Postal ballot including voting by electronic means. We also enclose herewith the Scrutinizers Report on e-Voting and Ballot.

Please take the above information and documents on record.

Thanking You,  
Yours faithfully,

  
Bharath Krishna Nayak  
Managing Director.  
(DIN 00776729)



Regd. and Admn. Offices :

**GSTIN: 29AAACI4355H1Z1**

Syndicate House, P.B. No. 46, Upendra Nagar, Manipal - 576 104

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

**ICDS LIMITED**  
REGD.OFFICE: SYNDICATE HOUSE, MANIPAL 576 104

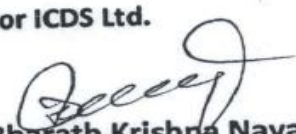
**Postal Ballot Voting Results**

Disclosure as per regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Company Name	ICDS LIMITED
Date of the Postal Ballot Notice	February 11, 2020
Total Number of Shareholders on record date	5505
Voting-	
Start Date	21/02/2020
End date	21/03/2020
No.of shareholders present in the meeting either in person or through proxy	Not Applicable
Promoter and Promoter Group	-
Public	-
No.of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoter and Promoter Group	-
Public	-
Resolution Required (Ordinary/Special)	Special Resolution for approval for continuation of Mr. Tonse Pai Mohandas (DIN-00104336) as 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 01, 2019 on the existing terms and condition of appointment, till cessation as Non-Executive Director and Chairman of the Company.
Whether promoter/promoter group are interested in the agenda/resolution?	Yes- to the extent of their shareholding.

Category	Mode of Voting	No.of Shares Held (1)	No of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/1]*100	No of Votes- In favour (4)	No of Votes- Against (5)	% of Votes in Favour On votes Polled (6)=[(4)/(2)]*100	% of Votes Against On votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	-	--	-	-	-	-	-
	Poll	-	--	-	-	-	-	-
	Postal Ballot (if applicable)	6694396	5976074	89.27	5976074	0	100	0
Public-Institutions	E-voting	-	--	-	-	-	-	-
	Poll	-	--	-	-	-	-	-
	Postal Ballot (if applicable)	2824959	1239396	43.87	1239396	0	100	0
Public-Non-Institutions	E-voting	-	1164	0.03	652	512	56.01	43.98
	Poll	-	--	-	-	-	-	-
	Postal Ballot (if applicable)	3507345	19376	00.55	19351	25	99.87	0.12
<b>Total</b>		<b>13026700</b>	<b>7236010</b>	<b>55.55</b>	<b>7235473</b>	<b>537</b>	<b>99.99</b>	<b>00.01</b>

For ICDS Ltd.

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





## **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**

March 23, 2020

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 and postal ballot as per the provisions of the Companies Act, 2013 on the resolutions contained in the notice dated February 11, 2020 issued by the Company.

2. 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 and the postal ballot papers received. The Company assumed the complete responsibility of ensuring compliance as may be necessary under the Companies 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 February 11, 2020.

3. I submit my report as under:

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

**Mob:+91-9611765369, 9844041800; E-mail: santhruptics@gmail.com**

**Bangalore**

**Mumbai**



## **CS. Shrinivas M Devadiga**

### **COMPANY SECRETARY**

**Bangalore**

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The dispatch of the Postal Ballot Notice dated February 11, 2020 was completed on February 20, 2020 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 February 11, 2020. 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). For Members whose email IDs were not registered, physical copies of the Postal Ballot Notice were sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.

- 3.1 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.
  - 3.2 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
  - 3.3 The votes cast through electronic means were unblocked on March 21, 2020 at 8.01 P.M. The postal ballot forms were scrutinized on 23<sup>rd</sup> March, 2020 at ICDS Limited Manipal,
  - 3.4 The postal ballot forms and 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, February 11, 2020.
  - 3.5 All postal ballot forms and votes cast through electronic means received up to 5.00 pm (IST) on March 21, 2020 being the last time and date fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
  - 3.6 No envelope containing postal ballot form was received after March 21, 2020 up to the date of this report.
  - 3.7 Few envelopes containing postal ballot forms were returned undelivered.
  - 3.8 I did not find any defaced or mutilated ballot paper.
  - 3.9 The remote e-voting was unblocked in the presence of two witnesses who are not in the employment of the Company.
4. A summary of votes cast through postal ballot and votes cast through electronic means is given in Annexure I.

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**Mumbai**



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## **CS. Shrinivas M Devadiga**

**COMPANY SECRETARY**

**Bangalore**

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5. I have handed over the postal ballot forms and other related papers/  
registers and records for safe custody to AGM secretarial.

6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

(Shrinivas Mutta Devadiga)  
Membership No. 22381; CP No.10372  
Place: Manipal

Date : March 23, 2020



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## CS. Shrinivas M Devadiga

COMPANY SECRETARY

Bangalore

### ANNEXURE I.

#### ICDS Limited

Syndicate House, Upendra Nagar, Manipal, Karnataka - 576104

Summary of votes cast through postal ballot and votes cast through electronic means for the Special resolution mentioned in the Postal Ballot Notice dated February 11, 2020

- 1) Approval for continuation of Mr. Tonse Pai Mohandas (DIN-00104336) as 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 01, 2019 on the existing terms and condition of appointment, till cessation as Non-Executive Director and Chairman of the Company.

Particulars	Postal Ballot		E - Voting		Total		% of total paid up capital as on cut off date (11.02.2020) ( 13026700) Equity Shares)
	No. of members voted through Postal Ballot Forms	No. of Votes cast (Equity shares of Rs. 10 each)	No. of members voted through E – Voting System	No. of Votes cast (Equity shares of Rs. 10 each)	No. of members voted through Postal Ballot Forms & through E Voting System	No. of Votes cast (Equity shares of Rs. 10 each)	
(a) Total postal ballot forms/ e votes received	87	7234846	4	1164	91	7236010	55.55%
(b) Less : Invalid Postal Ballot	Nil	0	Nil	0	Nil	0	0%

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Forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)							
(c) *Net valid postal ballot forms (as per register)	87	7234846	4	1164	91	7236010	55.55%
(d) Postal Ballot Forms/ e votes with assent for the Resolution as a percentage of net valid shares polled	86	7234821	3	652	89	7235473	99.99*
(e) Postal Ballot Forms/ e votes with dissent for the Resolution as a percentage of net valid shares polled	1	25	1	512	2	537	0.01*



- Voted favour and against the resolution.

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