

September 30, 2021

**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 50<sup>th</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 Tuesday, September 28, 2021 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).

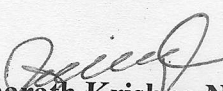
Also, please find enclosed, for your records the report issued by the Scrutinizer i.e. Mr. Shrinivas M Devadiga, Practicing Company Secretary.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For ICDS Limited

  
**Bharath Krishna Nayak**  
**Managing Director (Chairman of the Meeting)**  
**DIN : 00776729**



Encl: as above

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 : L65993KA1971PLCQ02106

**GSTIN: 29AAAC14356H1Z1**

**DETAILS OF  
VOTING  
RESULTS**

<b>Date of the Annual General Meeting</b>	Tuesday, September 28, 2021
<b>Total no. of shareholders as on record date (i.e. Tuesday, September 21, 2021 - cut-off date for voting purpose)</b>	7427
<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>	41
<b>b. Public</b>	20

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


**AGENDA – WISE**

The mode of voting on all the resolutions was:

1. Remote e-voting conducted between Saturday, September 25, 2021 to Monday, September 27, 2021; and
2. Voting through electronic means conducted during the Annual General Meeting.

The details of voting for each resolution are given in **Annexure I**.

**For ICDS Limited**

  
**Bharath Krishna Nayak**  
**Managing Director (Chairman of the Meeting)**  
**DIN : 00776729**

Encl: As above

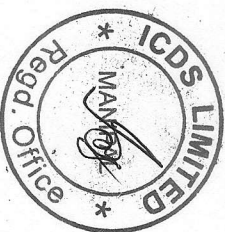


## Annexure I

## ICDS Limited

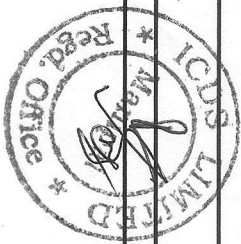
Resolution Required: (Ordinary)		1 - To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated financial statements) for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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		20,93,332	30.7784	20,93,332	-	100.0000	0.0000
	Poll	68,01,304	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		20,93,332	30.7784	20,93,332	-	100.0000	0.0000
Public Institutions	E-Voting		6,77,001	98.9156	6,77,001	-	100.0000	0.0000
	Poll	6,84,423	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		6,77,001	98.9156	6,77,001	-	100.0000	0.0000
Public Non Institutions	E-Voting		28,172	0.5084	28,012	160	99.4321	0.5679
	Poll*	55,40,973		0.0000			0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		28,172	0.5084	28,012	160	99.4321	0.5679
Total		1,30,26,700	27,98,505	21.4828	27,98,345	160	99.9943	0.0057

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



Resolution Required: (Special)		2 - To appoint a Director in place of Sri Tonse Mohandas Pai [DIN 00104336] who retires by rotation and being eligible, offers himself for reappointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		yes						
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 and Promoter Group	E-Voting		2,093,332	30.7784	2,093,332	-	100.0000	0.0000
	Poll	6,801,304	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		2,093,332	30.7784	2,093,332	-	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	-	0.0000	0.0000
	Poll	684,423	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		0	0.0000	0	-	0.0000	0.0000
Public Non Institutions	E-Voting		28,172	0.5084	27,400	772	97.2597	2.7403
	Poll*	5,540,973	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		28,172	0.5084	27,400	772	97.2597	2.7403
Total		13,026,700	2,121,504	16.2858	2,120,732	772	99.9636	0.0364

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

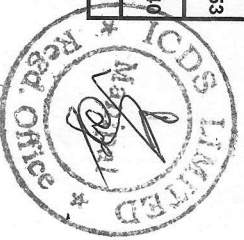


Resolution Required: (Ordinary)

3 - Reappoint of Mr. Bharath Krishna Nayak, (DIN 00776729) as Managing Director of the company without remuneration for a further period of two years with effect from 5th December, 2021 to 4th December, 2023

Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E- Voting		2,093,332	30.7784	2,093,332	-	100.0000	0.0000
	Poll	6,801,304	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		2,093,332	30.7784	2,093,332	-	100.0000	0.0000
Public Institutions	E- Voting		677,001	98.9156	677,001	-	100.0000	0.0000
	Poll	684,423	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		677,001	98.9156	677,001	-	100.0000	0.0000
Public Non Institutions	E- Voting		28,172	0.5084	27,500	672	97.6147	2.3853
	Poll*	5,540,973	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		28,172	0.5084	27,500	672	97.6147	2.3853
Total		13,026,700	2,798,505	21.4828	2,797,833	672	99.9760	0.0240

\*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  
50<sup>th</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, 2021 at 3:30 P.M through Video Conferencing ("VC")/ other Audio Visual means ("OAVM"). The Notice dated 11/08/2021 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

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

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 Saturday September 25, 2021 at 10:00 A.M to Monday September 27, 2021 up to 05:00 P.M.
- ii) The Members of the company as on the "cut off" date i.e. Tuesday September 21, 2021 were entitled to vote on the Ordinary or special resolution (Item No. 1 to 3 as set out in the Notice of the AGM of the Company).
- iii) At the end of the voting period on 28-09-2021 (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 28-09-2021 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:



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COMPANY SECRETARY

Bangalore

- a) 74 (Folio wise) members have cast their vote through remote e-voting.  
b) 5 (Folio wise) members have cast their vote through e-voting at AGM.

Subject Matter of Ordinary Resolution	<b>Item No.1</b> <b>To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated financial statements) for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon</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>72</b>	<b>1813873</b>	<b>99.99</b>
Voted against the Resolution	<b>2</b>	<b>160</b>	<b>0.01</b>
<b>Venue E- voting</b>			
Voted for the resolution	<b>5</b>	<b>984472</b>	<b>100</b>
Voted against the Resolution	<b>NIL</b>	<b>NA</b>	<b>NA</b>
<b>Grand Total</b>	<b>79</b>	<b>2798505</b>	<b>100</b>
<b>Total Number of Members Voted</b>	<b>79</b>		
<b>Total Number of Votes cast</b>	<b>2798505</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

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Subject Matter of Ordinary Resolution	<b>Item No.2</b> <b>To appoint a Director in place of Sri Tonse Mohandas Pai [DIN 00104336] who retires by rotation and being eligible, offers himself for reappointment.</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>69</b>	<b>1136260</b>	<b>99.93</b>
Voted against the Resolution	<b>4</b>	<b>772</b>	<b>0.07</b>
<b>Venue E- voting</b>			
Voted for the resolution	<b>5</b>	<b>984472</b>	<b>100</b>
Voted against the Resolution	<b>NIL</b>	<b>NA</b>	<b>NA</b>
<b>Grand Total</b>	<b>78</b>	<b>2121504</b>	<b>100</b>
<b>Total Number of Members Voted</b>	<b>78</b>		
<b>Total Number of Votes cast</b>	<b>2121504</b>		
<b>% of Total number of valid votes cast</b>	<b>100</b>		
<b>Final result</b>	<b>Special 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	<b>Item No.3</b> <b>Re-appointment of a Managing Director Sri Bharath Krishna Nayak [DIN 00776729] for the further period of two years with effect from 5th December, 2021 to 4th December, 2023.</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>71</b>	<b>1813361</b>	<b>99.96</b>
Voted against the Resolution	<b>3</b>	<b>672</b>	<b>0.04</b>
<b>Venue E- voting</b>			
Voted for the resolution	<b>5</b>	<b>984472</b>	<b>100</b>
Voted against the Resolution	<b>NIL</b>	<b>NA</b>	<b>NA</b>
<b>Grand Total</b>	<b>79</b>	<b>2798505</b>	<b>100</b>
<b>Total Number of Members Voted</b>	<b>79</b>		
<b>Total Number of Votes cast</b>	<b>2798505</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>		

Based on the foregoing, the Resolution No. 1, 2 and 3 in respect of 50<sup>th</sup> AGM may be deemed to have been **passed by requisite majority**.

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.

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**CS. Shrinivas M Devadiga**

**COMPANY SECRETARY**

**Bangalore**

Date: 28.09.2021

Place: Bangalore

**UDIN: A022381C000998543**

Thanking You,  
Yours Faithfully

Shrinivas Mutta Devadiga

Company Secretary

Membership No: 22381

COP No.: 10372

ICDS Limited

Veena Hegde  
(Company Secretary and Compliance Officer)

Witness 1:  
Vidya J. Shenoy

Witness 2:  
Mr. Prakash Shettigar

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