

September 26, 2017
ICDS/SEC/SE/AGMPRO2017/2017



The Manager – Listing
National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
MUMBAI – 400 051
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The Manager - Listing
Bombay Stock Exchange Ltd
Regd. Office: Floor 25
P J Towers
Dalal Street
MUMBAI – 400 001

Tele : +01 22 2272 1234

STOCK CODE: ICDSLTD

STOCK CODE: 511194

Dear Sir,

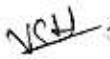
Re: Voting Results of 46th Annual General Meeting held on 25th September, 2017

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results along with Scrutinizer's Report (Consolidated eVoting & Poll) on the resolutions forming part of the notice of the 46th AGM of the Company held on Monday, 25th September, 2017 at Rotary Hall, Ananth Nagar, Manipal 576 104.

Please take the same on record in terms of the said Regulations.

Thanking you,

For ICDS Ltd.


Veena Hegde
Company Secretary & Compliance Officer
M.No.A45746
Date : 25.09.2017
Place: Manipal



Encl: Voting Results / Scrutinizer's Report.

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

ICDS LIMITED

Regd. Office: Syndicate House, Manipal 576 104

Udupi Dt., Karnataka, India

CIN L65993KA1971PLC002106

RESULTS OF E-VOTING AND POLL DECLARED BY THE CHAIRMAN OF 46th THE ANNUAL GENERAL MEETING HELD ON MONDAY, SEPTEMBER 25, 2017.

Pursuant to the applicable provisions of Companies Act, 2013 and rules framed there under, the Annual General meeting ("AGM") of the Company was held on Monday, 25th September, 2017 at 4.00 p.m. at Rotary Hall, Manipal, Udupi District 576104 to seek approval of members of the Company on the business mentioned in the Notice of the AGM dated 30th May, 2017.

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the company had provided facility to the members to vote electronically ("evoting") on the Ordinary Resolutions mentioned in the Notice of AGM dated May 30, 2017 and had appointed Cs. Shrinivas Devadiga (CoP No.10372) as a scrutinizer to conduct the e-voting process in the fair and transparent manner. The e-voting period commenced on September 22, 2017 from 9.30 A.M. and concluded on September 24, 2017 at 05.00 P.M. The Company had also provided the facility to the members who were not able to vote electronically; to cast their vote through poll present at AGM. The Chairman of the AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules with the consent of the members present at the meeting appointed CS. Shrinivas Devadiga, a practicing Company Secretary as Scrutinizer for conducting the poll process at the AGM held on September, 25, 2017.

The scrutinizer submitted his report on e-voting, the following results were announced on September 25, 2017 by the Chairman at the AGM:

Subject Matter of Ordinary Resolution	Item No.1 Approval of Financial Statements		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	51	6779127	52.0402
Voted against the Resolution	NIL	NA	NA



A handwritten signature in black ink, appearing to be "Srinivas Devadiga".

E- voting			
Voted for the resolution	1	1120	0.0085
Voted against the Resolution	NIL	NA	NA
Grand Total	52	6780247	52.0487
Total Number of Members Voted	52		
Total Number of Votes cast	6780247		
% of Total number of valid votes cast	52.0487		
Final result			

Subject Matter of Ordinary Resolution	Item No.2 Appointment of Mr. H.N.S. Rao (DIN: 00106953) as director of the Company		
	Fully Paid Up Equity shares		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
	Poll		
Voted for the resolution	51	6779127	52.0402
Voted against the Resolution	NIL	NA	NA
	E- voting		
Voted for the resolution	1	1120	0.0085
Voted against the Resolution	NIL	NA	NA
Grand Total	52	6780247	52.0487
Total Number of Members Voted	52		
Total Number of Votes cast	6780247		
% of Total number of valid votes cast	52.0487		
Final result			



Subject Matter of Ordinary Resolution	Item No.3 Appointment of Auditors other than retiring Auditors		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	51	6779127	52.0402
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	1	1120	0.0085
Voted against the Resolution	NIL	NA	NA
Grand Total	52	6780247	52.0487
Total Number of Members Voted	52		
Total Number of Votes cast	6780247		
% of Total number of valid votes cast	52.0487		
Final result	<i>Passed With requisite majority</i>		



For ICDS Limited

(Signature)

(T Mohandas Pai)

(Chairman and Whole time Director of the AGM)

Date: 25/09/2017

Place:MANIPAL



CS. Shrinivas Devadiga

COMPANY SECRETARY

Bangalore

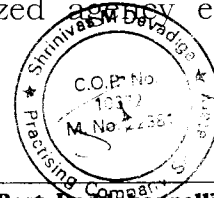
Scrutinizer's Report

[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
46th Annual General Meeting of the Members of
ICDS Limited
Syndicate House,
Upendra Nagar
Manipal - 576104

Dear Sir,

1. I, CS Shrinivas 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 process and ascertaining the requisite majority on e-voting carried out as per the provisions of section of 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules) on the Ordinary and Special Resolution(s) contained in the Notice of the Annual general Meeting ("AGM") of the company Scheduled to be held on September 25, 2017 at 4:00 P.M at Rotary Hall, Ananth Nagar, Manipal, Udupi District- 576104
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 Special Resolution(s) 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(s) 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.



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Kochi

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CS. Shrinivas Devadiga

COMPANY SECRETARY

Bangalore

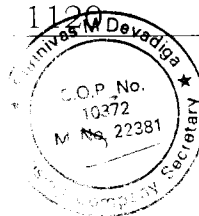
3. Further to the above, I submit my Report as under:

- i) The e-voting remained open from Friday September 22, 2017 at 10:00 A.M to Sunday September 24, 2017 up to 05:00P.M.
- ii) The Members of the company as on the "cut off" date i.e. Monday September 18, 2017 were entitled to vote on the Ordinary or special resolution (s) (Item No. 1 to 3 as set out in the Notice of the AGM of the Company).
- iii) The votes cast were unblocked on 25.09.2017 in the presence of 2 witnesses, Mr.Nagesh Mallya and Mr. Dayananda Prabhu who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.
- iv) 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 and based on such report generated, the results of the e-voting is as under:

Item No.1: Adoption of Financial Statements

i. Vote in favor of the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 170911016 (For Fully paid up equity Shares)	1	1120	0.0085
Total	1	1120	0.0085



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ii. Voted Against the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 170911016 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

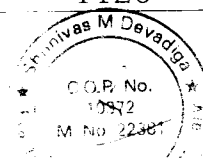
	Number of members voted	Number of Votes cast by them	% of total number of invalid votes cast
EVSN 170911016 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No 2: Appointment of Mr. H.N.S. Rao (DIN: 00106953) as director of the Company

i. Vote in favor of the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 170911016 (For Fully paid up equity Shares)	1	1120	0.0085
Total	1	1120	0.0085

ii. Voted Against the Ordinary Resolution:



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	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 170911016 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

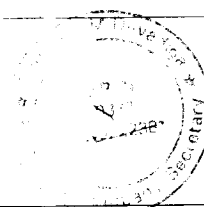
iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of invalid votes cast
EVSN 170911016 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No.3: Appointment of Auditors other than retiring Auditors

i. Vote in favor of the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 170911016 (For Fully paid up equity Shares)	1	1120	0.0085
Total	1	1120	0.0085



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ii. Voted Against the Ordinary Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 170911016 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

iii. Invalid Votes:

	Number of members voted	Number of Votes cast by them	% of total number of invalid votes cast
EVSN 170911016 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Date: 25.09.2017

Place: Manipal

Thanking You,
Yours Faithfully

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

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

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Form No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
46th Annual General Meeting of the Members of
ICDS Limited
Syndicate House,
Upendra Nagar
Manipal - 576104

Annual General Meeting of the Members of ICDS Limited held on Monday
September 25, 2017 at 04:00 P.M at Rotary Hall, Ananth Nagar, Manipal -,
Udupi District-576104

Dear Sir,

I, CS Shrinivas 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 the poll taken on the below mentioned resolution (s), at the Annual General Meeting (AGM) of the members of the company held on September 25, 2017 at 4:00PM at Rotary Hall, Ananth Nagar, Manipal, Udupi District - 576104 submit my Report as under:

1. After the time fixed for closing of the poll by the chairman one polling Box for Fully paid Up Equity Shares kept for polling were locked in my presence with due identification marks placed by me.
2. The locked Polling Boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agents of the Company and the authorizations/ Proxies lodged with the company.

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3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

4. I did not find any poll paper invalid.

5. The Result of the Poll is as under:

Item No.1: Adoption of Financial Statements

i. Vote in favor of the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	6779127	52.0402

ii. Voted against the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

Item No 2: Appointment of Mr. H.N.S. Rao (DIN: 00106953) as director of the Company

i. Vote in favor of the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	6779127	52.0402

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ii. Voted against the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

Item No.3: Appointment of Auditors other than retiring Auditors

i. Vote in favor of the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	6779127	52.0402

ii. Voted against the Ordinary Resolution:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

iii. Invalid votes:

Number of Members Present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

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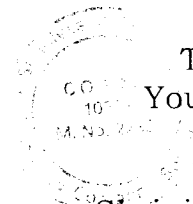


CS. Shrinivas Devadiga

COMPANY SECRETARY

Bangalore

6. A list of members who voted "FOR" "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Mr.Prabhakar Pai AGM secretarial. authorized by the board for safe keeping.



Thanking you
Yours Faithfully

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

Place: Manipal
Date:25/09/2017



CS. Shrinivas Devadiga

COMPANY SECRETARY
Bangalore

Scrutinizer's Report – Combined

To,
The Chairman
46th Annual General Meeting of the Members of
ICDS Limited
Syndicate House,
Upendra Nagar
Manipal - -576104

Dear Sir,

1. I, CS Shrinivas Devadiga (Certificate of Practice No. 10372), Company Secretary in Whole Time Practice, have been appointed as a Scrutinizer by;
 - i) the Board of directors of ICDS Limited (the “company”) for the purpose of scrutinizing the e-voting process under the provisions of section of 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules); and
 - ii) the chairman of the annual general meeting (“AGM”) under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, for conducting the poll process at the AGM of the company, held on Monday, 25th, September 2017 at 04:00 P. M at Rotary Hall, Ananth Nagar, Manipal, Udupi District – 576 104.
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 and Poll on the Ordinary and Special Resolution(s) contained in the Notice of AGM of the company. My responsibility as a scrutinizer for e-voting process and for poll at the AGM is restricted to make a scrutinizer's Report of the votes cast “in favor” or “against” the Ordinary and special resolution(s) 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 for e voting and votes cast at the poll(through Physical means) at AGM.

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3. I have issued separate Scrutinizer's Report dated 25.09.2017 on the e voting on the Ordinary and Special Resolution(s) Contained in the Notice of the AGM and Scrutinizer's Report on poll in Form No. MGT 13. As requested by management I submit herewith my combined Report on the results of e voting together with that of poll as under:

Subject Matter of Ordinary Resolution	Item No.1 Approval of Financial Statements		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	51	6779127	52.0402
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	1	1120	0.0085
Voted against the Resolution	NIL	NA	NA
Grand Total	52	6780247	52.0487
Total Number of Members Voted	52		
Total Number of Votes cast	6780247		
% of Total number of valid votes cast	52.0487		
Final result	Ordinary Resolution passed at the AGM unanimously		

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Subject Matter of Ordinary Resolution	Item No.2 Appointment of Mr. H.N.S. Rao (DIN: 00106953) as director of the Company		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
	Poll		
Voted for the resolution	51	6779127	52.0402
Voted against the Resolution	Nil	NA	NA
	E- voting		
Voted for the resolution	1	1120	0.0085
Voted against the Resolution	NIL	NA	NA
Grand Total	52	6780247	52.0487
Total Number of Members Voted	52		
Total Number of Votes cast	6780247		
% of Total number of valid votes cast	52.0487		
Final result	Ordinary Resolution passed at the AGM unanimously		

Subject Matter of Ordinary Resolution	Item No.3 Appointment of Auditors other than retiring Auditors		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast

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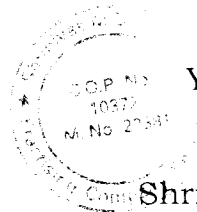
CS. Shrinivas Devadiga

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Poll			
Voted for the resolution	51	6779127	52.0402
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	1	1120	0.0085
Voted against the Resolution	NIL	NA	NA
Grand Total	52	6780247	52.0487
Total Number of Members Voted	52		
Total Number of Votes cast	6780247		
% of Total number of valid votes cast	52.0487		
Final result	Ordinary Resolution passed at the AGM unanimously		

Thanking you
Yours Faithfully



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

Place: Manipal
Date: 25/09/2017

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ICDS LIMITED

Regd. Office: Syndicate House, Manipal 576 104

Udupi Dt . Karnataka, India

CIN L65993KA1971PLC002106

Proceedings of the 46th Annual General Meeting of the Members of ICDS Ltd. held on Monday, 25th September, 2017 at 4.00 P.M.

As per the Notice dated 30th May, 2017 the Forty Sixth Annual General Meeting (AGM) of the members of the Company was held on Monday, 25th September, 2017 at 4.00 P.M at Rotary Hall, Ananth Nagar, Manipal – 576 104.

Mr. T.Mohandas Pai Chairman & Whole-time Director of the Company presided over the proceedings and welcomed all Members present to the 46th AGM of the Company.

A total of 52 Members attended the AGM out of which 51 members in person as per the Members attendance register and 1 member voted through eVoting Channel. Out of total 7 Directors of the Company, 6 Directors were present at the AGM. Mrs CS Veena Hegde, Company Secretary, CS Shrinivas Devadiga, Secretarial Auditor and Scrutinizer and representatives of the Statutory Auditors were also present at the AGM.

The Chairman introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members the notice being already circulated was taken as read. Auditors Report was also read at the meeting

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2017 and its future outlook.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made there under and Listing Agreement with the Stock Exchanges, the Company had extended the remote e-voting facility through Central Depository Services Limited (CDSL) to enable the Members of the Company to cast/ exercise their vote(s) electronically on the agenda items specified in the Notice of the 46th AGM . The remote e-voting period had commenced on 22nd September, 2017 at 10.00 a.m and ended on 24th September, 2017 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting

The Chairman further informed that the Board of Directors had appointed Mr. CS Shrinivas Devadiga (Membership No.22381), Practicing Company Secretary, Bangalore as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 46th AGM.

The Chairman then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31st March 2017 being with Auditors and Directors Report thereon.

Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the Company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman proposed item No. 1, to be passed as an ordinary resolution, relating to Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Report of the Directors and Statutory Auditors and Secretarial Auditors thereon was proposed and seconded by the Members.

Then, the Chairman proposed item No.2, to be passed as an ordinary resolution, relating to re-appointment of Mr H N S Rao, (DIN 00106953) Director of the Company, and the same was proposed and seconded by the Members.

Then, the Chairman proposed item No.3, to be passed as an ordinary resolution, relating to appointment of M/s Pathak H D & Associates, Chartered Accountants, (FRN 107783W) as Statutory Auditors of the Company for a period of 5 years in place of M/s Chaturvedi & Shah, Chartered Accountants, who retire at the conclusion of this AGM, and the same was proposed and seconded by the Members.

The Chairman then ordered for the poll on all the agenda items as stated in Notice of 46th AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot paper and to drop it in the Ballot Box as kept in the Auditorium.

He, then, requested Mr.CS Shrinivas Devadiga, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company

The Chairman announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizer's report shall be announced on 27th September, 2017 at the registered Office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) and would be available at the Registered Office of the Company.

The Chairman thanked all the Members for their presence and support and after casting of the votes by all the Members present at the 46th AGM stood closed.

Based on the Scrutinizers consolidated Report on voting, all the resolutions contained in the Notice of the 46th Annual General Meeting were approved by the requisite majority of the Members and accordingly, all the resolutions were declared to be passed on the date of AGM i.e., 25th September, 2017.

The Consolidated scrutinizer report was uploaded to the website of the Company. Further the results in the format prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were notified to the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).



T MOHANDAS PAI
Chairman & Whole time Director