

September 26, 2018
ICDS/SEC/SE/AGMPRO2018/2018



The Manager – Listing
National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
MUMBAI – 400 051
Tel : +91 22 26598235/36
Fax : +91 22 26598237/38

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 47th Annual General Meeting held on 25th September, 2018

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 47th AGM of the Company held on Monday, 25th September, 2018 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 : 26.09.2018
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**

RESULT OF E-VOTING AND POLL DECLARED BY THE CHAIRMAN OF THE ANNUAL GENERAL MEETING HELD ON SEPTEMBER 25, 2018

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 Tuesday, 25th September, 2018 at 04:00PM at Rotary Hall, Ananth Nagar, Manipal, Udupi District – 576104 to seek approval of members of the company on the business mentioned in the Notice of the AGM dated May 29, 2018.

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 ("e-voting") on the Ordinary and Special Resolution mentioned in the Notice of AGM dated May 29, 2018 and had appointed Mr. Shrinivas Mutta Devadiga (Certificate of Practice No: 10372) as a scrutinizer to conduct the e voting process in a fair and transparent manner. The e-voting period commenced on September 22, 2018 from 10:00 A M and concluded on September 24, 2018 at 05:00 PM. 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 companies Act, 2013 read with Rule 21 of Rules, with the consent of the members present at meeting appointed Mr. Shrinivas Mutta Devadiga, a practicing Company Secretary as Scrutinizer for conducting the poll Process at the AGM Held on the September, 25, 2018

The Scrutinizer submitted his report on e-voting, the following results were announced on September 25, 2018 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	46	6586560	50.5620
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	46	6586560	50.5620
Total Number of Members Voted	46		
Total Number of Votes cast	6586560		
% of Total number of valid votes cast	50.5620		
Final result	Passed with requisite majority		



Subject Matter of Ordinary Resolution	Item No.2 Re -Appointment of Mrs. Vimal C Kamath (DIN: 07182821) director, who retires by rotation		
	<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	46	6586560	50.5620
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	46	6586560	50.5620
Total Number of Members Voted	46		
Total Number of Votes cast	6586560		
% of Total number of valid votes cast	50.5620		
Final result	Passed with requisite majority		



Subject Matter of Ordinary Resolution	Item No.3 Ratification of Appointment of Statutory 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	46	6586560	50.5620
Voted against the Resolution	NIL	NA	NA
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	46	6586560	50.5620
Total Number of Members Voted	46		
Total Number of Votes cast	6586560		
% of Total number of valid votes cast	50.5620		
Final result	Passed with requisite majority		

For ICDS Limited


(T Mohandas Pai)
(Chairman of the AGM)
(DIN 00104336)

Date: 25/09/2018
Place: Manipal





CS. Shrinivas Mutta 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
47th Annual General Meeting of the Members of
ICDS Limited
Syndicate House,
Upendra Nagar
Manipal - 576104

Dear Sir,

1. I, CS 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 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, 2018 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.



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 Mutta Devadiga

COMPANY SECRETARY

Bangalore

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

- i) The e-voting remained open from Saturday September 22, 2018 at 10:00 A.M to Monday September 24, 2018 up to 05:00P.M.
- ii) The Members of the company as on the "cut off" date i.e. Tuesday September 18, 2018 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 25.09.2018 in the presence of 2 witnesses, Mr. K Narasimha Kini 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 180914027 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA



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CS. Shrinivas Mutta Devadiga

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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 180914027 (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 180914027 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No 2: Re -Appointment of Mrs. Vimal C Kamath (DIN: 07182821) director, who retires by rotation

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 180914027 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

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 180914027 (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 180914027 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No.3: Ratification of Appointment of Statutory 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 180914027 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA



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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 180914027 (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 180914027 (For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Date: 25.09.2018

Place: Manipal

Thanking You,
Yours Faithfully

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



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CS. Shrinivas Mutta Devadiga

COMPANY SECRETARY

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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
47th 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 Tuesday September 25, 2018 at 04:00 P.M at Rotary Hall, Ananth Nagar, Manipal -, Udupi District-576104

Dear Sir,

I, CS 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 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, 2018 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
46	6586560	50.56

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: Re -Appointment of Mrs. Vimal C Kamath (DIN: 07182821) director, who retires by rotation

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
46	6586560	50.56

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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: Ratification of Appointment of Statutory 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
46	6586560	50.56

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

Place: Manipal
Date:25/09/2018



CS. Shrinivas Mutta Devadiga

COMPANY SECRETARY

Bangalore

Scrutinizer's Report – Combined

To,
The Chairman
47th 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 Tuesday, 25th, September 2018 at 04:00 P. M at Rotary Hall, Ananth Nagar, Manipal, Udipi 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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CS. Shrinivas Mutta Devadiga

COMPANY SECRETARY

Bangalore

3. I have issued separate Scrutinizer's Report dated 25.09.2018 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	46	6586560	50.56
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	46	6586560	50.56
Total Number of Members Voted	46		
Total Number of Votes cast	6586560		
% of Total number of valid votes cast	50.56		
Final result	Ordinary Resolution passed at the AGM unanimously		

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CS. Shrinivas Mutta Devadiga

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Subject Matter of Ordinary Resolution	Item No.2 Re -Appointment of Mrs. Vimal C Kamath (DIN: 07182821) director, who retires by rotation		
	<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	46	6586560	50.56
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	46	6586560	50.56
Total Number of Members Voted	46		
Total Number of Votes cast	6586560		
% of Total number of valid votes cast	50.56		
Final result	Ordinary Resolution passed at the AGM unanimously		

Subject Matter of Ordinary Resolution	Item No.3 Ratification of Appointment of Statutory 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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Poll			
Voted for the resolution	46	6586560	50.56
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	46	6586560	50.56
Total Number of Members Voted	46		
Total Number of Votes cast	6586560		
% of Total number of valid votes cast	50.56		
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: 25/09/2018