

**RESULT OF E-VOTING AND POLL DECLARED BY THE CHAIRMAN OF THE
ANNUAL GENERAL MEETING HELD ON SEPTEMBER 28, 2015**

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, 28th September, 2015 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 August 07, 2015.

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 August 7, 2015 and had appointed Mr. Shrinivas 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 25, 2015 from 12:00 P M and concluded on September 27, 2015 at 05:00PM. 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 Devadiga, a practicing Company Secretary as Scrutinizer for conducting the poll Process at the EGM Held on the September, 28, 2015

The Scrutinizer submitted his report on e-voting, the following results were announced on September 28, 2015 by the Chairman at the AGM:

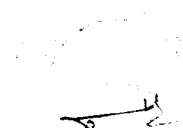
Subject Matter of Ordinary Resolution	Item No.1 Approval of Financial Statements		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	34	6357846	100
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	NIL	NA	NA

Voted against the Resolution	NIL	NA	NA
Grand Total	34	6357846	100
Total Number of Members Voted	34		
Total Number of Votes cast	6357846		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM unanimously		

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	34	6357846	100
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	34	6357846	100
Total Number of Members Voted	34		
Total Number of Votes cast	6357846		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM unanimously		



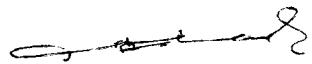
Subject Matter of Ordinary Resolution	Item No.3 Appointment of Auditors		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	34	6357846	100
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	34	6357846	100
Total Number of Members Voted	34		
Total Number of Votes cast	6357846		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM unanimously		



Subject Matter of Special Resolution	Item No.4 Appointment of Mr. T. Mohandas Pai (DIN: 00104336) as Whole-time 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	34	6357846	100
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	34	6357846	100
Total Number of Members Voted	34		
Total Number of Votes cast	6357846		
% of Total number of valid votes cast	100		
Final result	Special Resolution passed at the AGM unanimously		

Subject Matter of Special Resolution	Item No.5 Appointment of Mrs. Vimal Chandrashekar Kamath (DIN: 07182821) as Women 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	34	6357846	100
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	34	6357846	100
Total Number of Members Voted	34		
Total Number of Votes cast	6357846		
% of Total number of valid votes cast	100		
Final result	Special Resolution passed at the AGM unanimously		

For ICDS Limited


(T Mohandas Pai)
(Chairman of the AGM)

Date: 28/09/2015

Place: Manipal





SEC/NSE/008AGM/2015-16
30-09-2015

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

Kind Attn: Mr K Hari
Vice President, NSE.

Dear Sirs

Re: Voting Results of 44th Annual General Meeting held on 28th September, 2015

Pursuant to Clause 35A of the Listing Agreement with the Stock Exchange(s) we submit herewith the voting results (consolidated : eVoting & Poll) on the resolutions forming part of the notice of the 44th Annual General Meeting (AGM) of the company held on Monday, 28th September, 2015 at Rotary Hall, Ananth Nagar, Manipal 576 104.

Please take the same on record in terms of the Clause 35A of the Listing Agreement.

Thanking you,

Yours faithfully,

A handwritten signature in black ink, appearing to be 'W. W.' or similar, written over a horizontal line.

Director/Compliance Officer



Encl: as above.

Regd. and Admn. Offices:

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