

September 25, 2021

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C / 1, G Block,
BandraKurla Complex – Bandra (E)
Mumbai 400051

NSE Symbol: ICEMAKE

Dear Sir,

Sub: Declaration of Results of Resolutions passed at the 12th Annual General Meeting and Submission of Scrutineer's Report - Regulation 30 read with Para A of Part A of Schedule III and Regulation 44 of SEBI (LODR), Regulations 2015

This is to inform you that pursuant to section 108 of Companies Act, 2013 and Rules made thereunder and Regulation 44 of SEBI (LODR), Regulations 2015, the Company provided remote e – voting and facility for e-voting during 12th Annual General Meeting to the Members of the Company.

Based on the Scrutiniser's Report, all the 5 (Five) Resolutions contained in the 12th Annual General Meeting Notice dated July 26, 2021 have been duly passed on the date of 12th AGM i.e. September 25, 2021 and the same has been attached as Annexure – I along with Declaration of results.

Thanking you,

Yours Faithfully,

For Ice Make Refrigeration Limited



Mandar Desai

Company Secretary & Compliance Officer



C.C: Central Depository Services (India) Ltd.,
ISIN No. INE520Y01019

ICE MAKE REFRIGERATION LIMITED

AN ISO 9001 : 2015, ISO 14001 : 2015 & BS OHSAS 18001 : 2007 CERTIFIED COMPANY
Commercial & Industrial Refrigeration Equipment Manufacturer

Registered Office / Mailing Address:

📍 B/1, Ground Floor, Vasupujya Chambers, Nr. Income Tax Cross Road, Ashram Road, Ahmedabad-380 014, Gujarat - India. ☎ +91-79-27540630 📠 +91-79-27540620

Corporate Office / Plant Address:

📍 226, Dantali Industrial Estate, Gota - Vadsar Road, Nr. Ahmedabad City, At : Dantali, Ta. : Kalol, Dist. : Gandhinagar - 382721, Gujarat - India.

☎ +91 9879107881 / 884 📠 +91-79-27540620 ✉ info@icemakeindia.com 🌐 www.icemakeindia.com

C.I.NO : L29220GJ2009PLC056482

DECLARATION OF RESULTS OF REMOTE E-VOTING AND E-VOTING FACILITY AT THE TIME OF AGM IN RESPECT OF 12TH ANNUAL GENERAL MEETING HELD ON 25TH SEPTEMBER, 2021.

The 12th Annual General Meeting (AGM) of the Company was held today, i.e. on Saturday, 25th September, 2021, at 12.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue, in compliance with the General Circular Nos. 14 /2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020 and Circular No. 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") read with SEBI Circular and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder to transact the business as stated in the Notice dated 26th July, 2021 convening the AGM. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the Meeting.

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 read with Para A of Part A of Schedule III and Reg. 44 of SEBI (LODR), Regulations 2015, **Ice Make Refrigeration Limited** provided remote e-voting facility and e-voting facility during the AGM pursuant to above referred MCA Circulars to the Members vide notice dated July 26, 2021 of 12th AGM. Members voted through remote e-voting from September 22, 2021 to September 24, 2021. Further, during the 12th AGM, facility of e-voting was made available to the members of the Company to cast their votes, who were present at the AGM through VC/OAVM and who had not cast their votes through remote e-voting.

The Board appointed M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutineer to scrutinize the votes cast through remote e-voting and e-voting during AGM. Scrutineer prepared and submitted the Scrutineer's Report on the remote e-voting and e-voting during AGM on September 25, 2021 in terms of the above referred MCA circulars.



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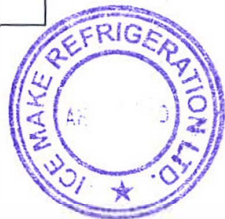
C.I.NO : L29220GJ2009PLC056482

Based on the Scrutineer's Report dated September 25, 2021, I hereby declare that all the 5 (Five) Resolutions contained in the Company's notice dated July 26, 2021 of 12th AGM have been duly passed on the date of 12th AGM as per the details given below:

Item No.	Brief description of the resolution	No. of Shares/Votes in favour (Assent) & %	No. of Shares/Votes Against (Dissent) & %	Passed as
1.	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon	1,17,84,200 (99.99%)	1,000 (0.01%)	Ordinary Resolution
2.	Declaration of Dividend for the financial year 2020-21 – recommended by the Board of Directors @ Rs. 1.20 per Equity Share	1,17,84,200 (99.99%)	1,000 (0.01%)	Ordinary Resolution
3.	Re-appointment of Mr. Rajendra P. Patel (DIN: 02441138) as Director of the Company, liable to retire by rotation	1,17,84,053 (99.99%)	1,137 (0.01%)	Ordinary Resolution
4.	Ratification of Remuneration payable to Cost Auditors of the Company for the financial year 2021-22	1,17,84,063 (99.99%)	1,137 (0.01%)	Ordinary Resolution
5.	Authority to Directors under section 186 of the Companies Act, 2013 for Investments, giving of loans, providing guarantees or securities	1,17,84,175 (99.99%)	1,015 (0.01%)	Special Resolution

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C.I.NO : L29220GJ2009PLC056482

Kindly take the same on record.

Place: Ahmedabad
Date: September 25, 2021

For Ice Make Refrigeration Limited



Chandrakant P. Patel
Chairman

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C.I.NO : L29220GJ2009PLC056482

B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • Mobile: 98250 15581 • Email : kashyaprmehta@hotmail.com • Web : www.cskashyap.in

**SCRUTINEER'S REPORT FOR
REMOTE E-VOTING AND E-VOTING FACILITY PROVIDED DURING THE AGM OF
ICE MAKE REFRIGERATION LIMITED**

The Chairman,
Ice Make Refrigeration Limited
B-1, Vasupujya Chamber, Near Navdeep Building,
Income-Tax Cross Road,
Ahmedabad – 380 009

Sub.: Passing of Resolutions through remote e-voting and e-voting facility provided during the 12th Annual General Meeting (AGM) of Ice Make Refrigeration Limited (the Company) (CIN: L29220GJ2009PLC056482) held on 25th September, 2021 through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM")

Report to the Chairman of the Annual General Meeting of **Ice Make Refrigeration Limited** [CIN- L29220GJ2009PLC056482], a Company incorporated under the Companies Act, 1956 and having its Registered Office at B-1, Vasupujya Chamber, Near Navdeep Building, Income-Tax Cross Road, Ahmedabad – 380 009 on the remote E-voting and e-voting facility provided by the Company during the 12th Annual General Meeting held on Saturday, the 25th September, 2021 through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to pass **5 items** on the agenda as contained in the Notice dated 26th July, 2021.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies, Act, 2013 and the Rules made there under, Secretarial Standards on General Meeting, MCA Circulars issued for conducting of General Meeting through VC/OAVM in view of continuing COVID-19 pandemic and the Listing Regulations and SEBI Circular. The responsibility of the undersigned as a Scrutineer for remote e-voting and e-voting facility to the shareholders present at the AGM through VC/OAVM, is restricted to give a consolidated report on the votes cast by the members for the resolutions as contained in the Notice dated 26th July, 2021, based upon the Report generated from the e-voting platform provided by Central Depository Services (India) Limited [CDSL], (Extracted report of CDSL remote e-voting and e-voting during AGM is attached herewith along with Scrutineer's report at **Annexure - 1**), the authorised agency engaged by the Company to provide remote e-voting facilities and e-voting facilities during the 12th Annual General Meeting by the Company/the Registrar and Share Transfer agent of the Company.

The Board of Directors of the Company at its meeting held on 26th July, 2021 had appointed the undersigned as Scrutineer for the remote E-voting and e-voting during the AGM pursuant to Regulation 44 of SEBI (LODR), Regulations 2015 and relevant sections of the Companies Act, 2013 and Rules made thereunder and MCA Circulars and SEBI Circulars.

The Company appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of remote electronic voting to the Shareholders of the Company during remote E-voting period i.e. **at 9.00 a.m. on Wednesday, 22nd September, 2021 and ends at 5:00 p.m. on Friday, 24th September, 2021** and for e-voting facility to the Shareholder present at the AGM through VC/OAVM and who had not casted their vote earlier through remote e-voting. Link Intime (India) Private Limited is the Registrar and Share Transfer agent of the Company. The cutoff date for determining rights of entitlement of remote E-voting and e-voting during AGM was **18th September, 2021**.



B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • **Mobile:** 98250 15581 • **Email :** kashyaprmehta@hotmail.com • **Web :** www.cskashyap.in

The Shareholders/Members were required to cast their vote on the resolutions as contained in the Notice dated 26th July, 2021 either electronically conveying their assent or dissent, on remote E-voting platform or e-voting facility provided by CDSL to the shareholders of the Company present at the AGM through VC/OAVM at the 12th Annual General Meeting.

At the 12th AGM of the Company, after the time fixed for E-voting facility to the shareholders present at the AGM through VC/OAVM by the Chairman, electronic voting system for Voting was started to facilitate the members present in the meeting who did not participate in the remote E-voting, to record their votes through e-voting.

The E-voting results were unblocked by the undersigned on 25th September, 2021 in the presence of two witnesses viz. **Mr. Parth Thakkar**, Company Secretary and **Ms. Anal Desai**, Company Secretary, Ahmedabad and the same have been scrutinized and reviewed based on the data downloaded from the CDSL e-voting system.

The voting results on E-voting prior to and during the AGM on the following resolutions are as under:

Item No.	Brief description of the resolution	Type of Resolution	No. of Shares in favour (Assent) & (%)	No. of Shares Against (Dissent) & (%)
1	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon	Ordinary	1,17,84,200 (99.99%)	1,000 (0.01%)
2	Declaration of Dividend for the financial year 2020-21 – recommended by the Board of Directors @ Rs. 1.20 per Equity Share	Ordinary	1,17,84,200 (99.99%)	1,000 (0.01%)
3	Re-appointment of Mr. Rajendra P. Patel (DIN: 02441138) as Director of the Company, liable to retire by rotation	Ordinary	1,17,84,053 (99.99%)	1,137 (0.01%)
4	Ratification of Remuneration payable to Cost Auditors of the Company for the financial year 2021-22	Ordinary	1,17,84,063 (99.99%)	1,137 (0.01%)
5	Authority to Directors under section 186 of the Companies Act, 2013 for Investments, giving of loans, providing guarantees or securities	Special	1,17,84,175 (99.99%)	1,015 (0.01%)



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The reports for e-voting for votes cast by the Shareholders of the Company will be handed over to the Company upon declaration of results.

for **KASHYAP R. MEHTA & ASSOCIATES**
COMPANY SECRETARIES
FRN: S2011GJ166500

Place: Ahmedabad
Date: 25th September, 2021



KASHYAP R. MEHTA
PROPRIETOR

COP No.2052: FCS No.1821 : PR-583/2019
UDIN: F001821C001005318

WITNESSED BY:

Mr. Parth Thakkar
Company Secretary

Ms. Anal Desai
Company Secretary

COUNTERSIGNED BY:

For Ice Make Refrigeration Limited

Chandrakant P. Patel
Chairman & Managing Director

Ice Make Refrigeration Limited
[CIN: L29220GJ2009PLC056482]

Summary of Remote E-voting & E-voting during 12th Annual General Meeting held on 25-09-2021 [Saturday]

Date of AGM	25-09-2021
Total Number of Shareholders on Cut-Off Date [i.e. 18-09-2021 for Remote e-voting]	4099
No. of Shareholders Present in the meeting either in person or through Proxy	Not Applicable
Promoter & Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholder attended the meeting through Vc/ OAVM	28
Promoter & Promoter Group	10
Public	18

Date: 25-09-2021
Place: Ahmedabad



For, KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta and Associates, Ahmedabad

Resolution - 1

Resolution Required : (Ordinary / Special)				Ordinary					
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				No					
Description of Resolution considered				Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon					
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	Invalid Votes
		[1]	[2]	[3] [(2)/(1)] * 100	[4]	[5]	[6] [(4)/(2)] * 100	[7] [(5)/(2)] * 100	
Promoter & Promoter Group	E-Voting	11748000	11728000	99.83	11728000	0	100.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	11748000	11728000	99.83	11728000	0	100.00	0.00	0
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	0	0	0.00	0	0	0.00	0.00	0
Public Non-Institutions	E-Voting	3953219	57200	1.45	56200	1000	98.25	1.75	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3953219	57200	1.45	56200	1000	98.25	1.75	0
Total No. of Shares		15701219	11785200	75.06	11784200	1000	99.99	0.01	0
Whether Resolution is Pass or Not							Yes		

Date: 25-09-2021
Place: Ahmedabad

For, KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta and Associates, Ahmedabad



Resolution - 2

Resolution Required : (Ordinary / Special)				Ordinary					
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				No					
Description of Resolution considered				Declaration of Dividend for the financial year 2020-21 – recommended by the Board of Directors @ Rs. 1.20 per Equity Share					
Category	Mode of Voting	Total No of Shares held	Total No of Votes Polled	Total % of Votes Polled on outstanding Shares [3] [(2)/(1)] * 100	No of Votes [In Favour]	No of Votes [Against]	% of Votes in Favour on Votes Polled [6] [(4)/(2)] * 100	% of Votes Against on Votes Polled [7] [(5)/(2)] * 100	Invalid Votes
		[1]	[2]		[4]	[5]			
Promoter & Promoter Group	E-Voting	11748000	11728000	99.83	11728000	0	100.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	11748000	11728000	99.83	11728000	0	100.00	0.00	0
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	0	0	0.00	0	0	0.00	0.00	0
Public Non-Institutions	E-Voting	3953219	57200	1.45	56200	1000	98.25	1.75	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3953219	57200	1.45	56200	1000	98.25	1.75	0
Total No. of Shares		15701219	11785200	75.06	11784200	1000	99.99	0.01	0
Whether Resolution is Pass or Not						Yes			

For, KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR

Date: 25-09-2021
Place: Ahmedabad

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta and Associates, Ahmedabad



Resolution - 3

Resolution Required : (Ordinary / Special)				Ordinary					
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				No					
Description of Resolution considered				Re-appointment of Mr. Rajendra P. Patel (DIN: 02441138) as Director of the Company ,liable to retire by rotation					
Category	Mode of Voting	Total No of Shares held	Total No of Votes Polled	Total % of Votes Polled on outstanding Shares [3] [(2)/(1)]*100	No of Votes [In Favour]	No of Votes [Against]	% of Votes in Favour on Votes Polled [6] [(4)/(2)]*100	% of Votes Against on Votes Polled [7] [(5)/(2)] * 100	Invalid Votes
		[1]	[2]		[4]	[5]			
Promoter & Promoter Group	E-Voting	11748000	11728000	99.83	11728000	0	100.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	11748000	11728000	99.83	11728000	0	100.00	0.00	0
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	0	0	0.00	0	0	0.00	0.00	0
Public Non-Institutions	E-Voting	3953219	57190	1.45	56053	1137	98.01	1.99	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3953219	57190	1.45	56053	1137	98.01	1.99	0
Total No. of Shares		15701219	11785190	75.06	11784053	1137	99.99	0.01	0
Whether Resolution is Pass or Not						Yes			

For, KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR



Date: 25-09-2021
Place: Ahmedabad

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta and Associates, Ahmedabad

Resolution - 4

Resolution Required : (Ordinary / Special)				Ordinary					
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				No					
Description of Resolution considered				Ratification of Remuneration payable to Cost Auditors of the Company for the financial year 2021-22					
Category	Mode of Voting	Total No of Shares held	Total No of Votes Polled	Total % 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	Invalid Votes
		[1]	[2]	[3] [(2)/(1)]*100	[4]	[5]	[6] [(4)/(2)]*100	[7] [(5)/(2)] * 100	
Promoter & Promoter Group	E-Voting	11748000	11728000	99.83	11728000	0	100.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	11748000	11728000	99.83	11728000	0	100.00	0.00	0
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	0	0	0.00	0	0	0.00	0.00	0
Public Non-Institutions	E-Voting	3953219	57200	1.45	56063	1137	98.01	1.99	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3953219	57200	1.45	56063	1137	98.01	1.99	0
Total No. of Shares		15701219	11785200	75.06	11784063	1137	99.99	0.01	0
Whether Resolution is Pass or Not						Yes			

For, KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR

Date: 25-09-2021
Place: Ahmedabad

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta and Associates, Ahmedabad



Resolution - 5

Resolution Required : (Ordinary / Special)				Special					
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				No					
Description of Resolution considered				Authority to Directors under section 186 of the Companies Act, 2013 for Investments, giving of loans, providing guarantees or securities					
Category	Mode of Voting	Total No of Shares held	Total No of Votes Polled	Total % 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	Invalid Votes
		[1]	[2]	[3] [(2)/(1)] * 100	[4]	[5]	[6] [(4)/(2)] * 100	[7] [(5)/(2)] * 100	
Promoter & Promoter Group	E-Voting	11748000	11728000	99.83	11728000	0	100.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	11748000	11728000	99.83	11728000	0	100.00	0.00	0
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	0	0	0.00	0	0	0.00	0.00	0
Public Non-Institutions	E-Voting	3953219	57190	1.45	56175	1015	98.23	1.77	0
	Poll / Ballot		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3953219	57190	1.45	56175	1015	98.23	1.77	0
Total No. of Shares		15701219	11785190	75.06	11784175	1015	99.99	0.01	0
Whether Resolution is Pass or Not							Yes		

Date: 25-09-2021
Place: Ahmedabad

For, KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta and Associates, Ahmedabad





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EVSN

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Ballot Details

Finalise Voting

Report

Report - Disapprove Voting

Report - Final Voting Setup

Report - Final Voting

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Vote Verification

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Ballot Details

Voting Result as of today.

EVSN

210726012 for ICE MAKE REFRIGERATION LIMITED#FORMERLY ICE MAKE REFRIGERATION PRIVATE LIMITED

ISIN

INE520Y01019 ICE MAKE REFRIGERATION LIMITED # EQUITY SHARES

Nominal Value

10

Voting Rights

1

Total Folios Voted

47

No of Votes

11785200

Res. No.					Total Count	Total
1	46	11784200 (99.99%)	1	1000 (0.01%)	47	11785200
2	46	11784200 (99.99%)	1	1000 (0.01%)	47	11785200
3	43	11784053 (99.99%)	3	1137 (0.01%)	46	11785190
4	44	11784063 (99.99%)	3	1137 (0.01%)	47	11785200
5	44	11784175 (99.99%)	2	1015 (0.01%)	46	11785190

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September 25, 2021

National Stock Exchange of India Ltd,
Exchange Plaza,
BandraKurla Complex,
Bandra (East),
Mumbai – 400051

Sub: Minutes of 12th Annual General Meeting

Dear Sir,

We are enclosing herewith copy of the Minutes of the 12th Annual General Meeting of the Company held on 25th September, 2021 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for your records.

This is in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements).

Kindly find the same in order and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **Ice Make Refrigeration Limited**

Mandar Desai
Mandar Desai
Company Secretary & Compliance Officer



Encl: As above

ICE MAKE REFRIGERATION LIMITED

AN ISO 9001 : 2015, ISO 14001 : 2015 & BS OHSAS 18001 : 2007 CERTIFIED COMPANY
Commercial & Industrial Refrigeration Equipment Manufacturer

Registered Office / Mailing Address:

📍 B/1, Ground Floor, Vasupujya Chambers, Nr. Income Tax Cross Road, Ashram Road, Ahmedabad-380 014, Gujarat - India. ☎ +91-79-27540630 📠 +91-79-27540620

Corporate Office / Plant Address:

📍 226, Dantali Industrial Estate, Gota - Vadsar Road, Nr. Ahmedabad City, At : Dantali, Ta. : Kalol, Dist. : Gandhinagar - 382721, Gujarat - India.

☎ +91 9879107881 / 884 📠 +91-79-27540620 ✉ info@icemakeindia.com 🌐 www.icemakeindia.com

C.I.NO : L29220GJ2009PLC056482

ICE MAKE REFRIGERATION LIMITED
[CIN: L29220GJ2009PTC056482]

MINUTES OF THE 12TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ICE MAKE REFRIGERATION LIMITED HELD ON SATURDAY, SEPTEMBER 25, 2021 THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) AT 12.00 P.M. IST AND CONCLUDED AT 12.20 P.M. IST

MEMBERS PRESENT:

Total 28 members were present through VC/OAVM platform. The required Quorum was present throughout the meeting.

CHAIRMAN:

Mr. Chandrakant P. Patel, Chairman occupied the Chair to lead the meeting through VC/OAVM and declared the Meeting to be in order.

The Chairman informed that this Meeting is being held through video conference by using CDSL platform for VC/OAVM in accordance with the Circulars and directives issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India due to Covid-19 pandemic.

The Chairman welcomed the Shareholders and Panelists including the following Directors and attendees present at the meeting and thanked them for sparing their valuable time to attend this meeting in current Covid scenario.

The following Directors of the Company were present in the meeting through VC/OAVM:

1. Mr. Chandrakantbhai P. Patel - Chairman & Managing Director
2. Mr. Rajendrabhai P. Patel - Joint Managing Director
3. Mr. Vipulbhai I. Patel – Joint Managing Director
4. Ms. Darsha R. Kikani – Independent Director
5. Mr. Harshadrai P. Pandya - Independent Director
6. Mr. Krishnakant L. Patel - Independent Director

The following invitees were also present in the meeting through VC/OAVM:

1. Mr. Mandar Desai – Company Secretary & Compliance Officer
2. Mr. Ankit Patel – Chief Financial Officer
3. Nikhil Bhatt, Vice President Strategy
4. Ishwar Dhokai, CEO
5. Umesh Shah, Statutory Auditor,
6. Jatin Kapadia, Secretarial Auditor
7. Kashyap Mehta, Scrutinizer
8. Ashok Patel, Internal Auditor
9. Kishor Manglani, Head-Ammonia
10. Sanjeev Sheth, GM-Sales
11. Mitesh Prajapati, Cost Accountant
12. Naresh Prajapati, Manager, Accounts

The Chairman further informed that the Company had taken all the requisite steps to enable Members to participate and vote at the AGM.

DIRECTORS PRESENT:

The Chairman informed that all 6 Directors which included Chairman of all the Committees were present in the meeting through video conferencing.

AUDITORS AND SECRETARIAL AUDITORS:

The Chairman informed that the Statutory Auditors and Secretarial Auditors of the Company also attended this Meeting through Video Conference.

REGISTER OF DIRECTORS & KMP, THIERSHAREHOLDING AND STATUTORY & SECRETARIAL AUDITORS' REPORT:

As required under Section 171(b) of the Companies Act, 2013 and Secretarial Standards, the Register of Directors & KMP, their shareholding and Statutory & Secretarial Auditors' Report were made available in electronic mode for inspection pursuant to email received from the members of the Company.

PROXY:

As the AGM was held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection was not made available.

NOTICE OF THE MEETING:

The Chairman instructed Mr. Mandar Desai, Company Secretary & Compliance Officer of the Company to read the Notice dated 26th July, 2021 of the 12th Annual General Meeting of the Company and with the consent of the Members present at the meeting took the Notice dated 26th July, 2021 as read.

STATUTORY & SECRETARIAL AUDITORS' REPORT:

The Chairman instructed Mr. Mandar Desai, Company Secretary & Compliance Officer of the Company to read Statutory & Secretarial Auditors' Report to the Shareholders of the Company for the year ended on 31st March, 2021 and the same was read.

CHAIRMAN'S STATEMENT:

The Chairman, through Mr. Mandar Desai, Company Secretary & Compliance Officer of the Company, informed the members about the general progress of the Company.

E-VOTING:

Mr. Mandar Desai, Company Secretary & Compliance Officer of the Company stated that the Company had provided the Members, the facility to cast their vote electronically, on all resolutions set forth in the Notice through CDSL e-voting Platform. The Chairman informed the members that in terms of Section 108 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided remote e-voting facility to the members vide 12th AGM Notice dated 26th July, 2021 circulated to the members. Members voted through remote e-voting between e-voting period from 22nd September, 2021 to 24th September, 2021.

He informed further that the members who were attending the AGM through VC/OAVM facility and had not cast their votes through Remote E-Voting facility were provided an opportunity to cast their votes through the E-voting system during the Annual General Meeting which was integrated with the VC platform. He informed that e-voting was kept open during this meeting till 15 minutes after the conclusion of the AGM.

He informed the members that the Board had appointed Mr. Kashyap R. Mehta, Proprietor of M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutineer to scrutinize the votes cast through remote e-voting and e- voting during the AGM. The Scrutineer prepared the Report on the remote e-voting & e-voting during the AGM and submitted their Scrutineer's Report.

ORDINARY BUSINESS:

1. ADOPTION OF DIRECTORS' REPORT AND STANDALONE & CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2020-21:

The Standalone & Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March, 2021 including Reports of the Directors and Auditors there on were placed before the meeting for consideration and adoption of the same and moved the following resolution as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION:

“RESOLVED THAT the Standalone & Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March, 2021 including Reports of the Directors and Auditors there on which have already been circulated to the Members and laid before this meeting be and are hereby approved and adopted.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	11784200	(99.99)
Against	1000	(0.01)
Total	11785200	100.00

2. DECLARATION OF DIVIDEND:

The Chairman informed members that Directors have recommended the payment of dividend for the Financial Year 2020-21 at Re. 1.20 per Equity Share on 1,57,01,219 Equity Shares of Rs. 10/- each fully paid up and moved the following resolution as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the recommendation of the Directors, dividend at the rate of Rs.1.20 per Share on 1,57,01,219 Equity Shares of the Company aggregating to Rs. 1,88,41,463/- for the year ended March 31, 2021 be and is hereby declared out of the profits for the year ending on March 31, 2021 of the Company and the same be paid to those shareholders whose names appear on the Company’s register of members on 18th September, 2021.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	11784200	(99.99)
Against	1000	(0.01)
Total	11785200	100.00

3. RE-APPOINTMENT OF RETIRING DIRECTOR:

Mr. Rajendra P. Patel (DIN: 02441138) retires by rotation from the office of Director at this 12th Annual General Meeting and that he being eligible has offered himself for re-appointment as a Director of the Company. The following resolution relating to his re-appointment was moved as an ORDINARY RESOLUTION.

ORDINARY RESOLUTION:

“RESOLVED THAT the retiring Director Mr. Rajendra P. Patel (DIN: 02441138) in terms of Section 152(6) of the Companies Act, 2013 be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	11784053	(99.99)
Against	1137	(0.01)
Total	11785190	100.00

SPECIAL BUSINESS:

The following special business, which in the opinion of the Board of Directors, being necessary was transacted at this e-AGM which is already mentioned in the Notice of this AGM.

4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS:

The Chairman instructed Mr. Mandar Desai, Company Secretary & Compliance Officer to read the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the notice of the Meeting relating to the remuneration payable to the Cost Auditors of the Company.

The explanatory statement as annexed to the Notice of AGM for the above business is as under:

‘The Board of Directors of the Company, on the recommendation of the Audit Committee, appointed M/s. M. I. Prajapati & Associates, Cost Accountants, Ahmedabad (Firm Registration No. 101450), as Cost Auditors for the financial year 2021-22.

As per Section 148 of Companies Act, 2013 and applicable rules there under, the remuneration payable to the cost auditors is to be ratified by the members of the Company.

The Board considers the remuneration payable to the cost auditors as fair and recommends the resolution contained in item no. 4 of the notice for approval of the members.

The Board recommends the resolution for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.’

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. M. I. Prajapati & Associates, Cost Accountants, Ahmedabad (Firm Registration No. 101450) appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2021-22, be paid a remuneration of Rs. 50,000 (Rupees Fifty Thousand Only) plus taxes as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.”

“RESOLVED FURTHER THAT the Mr. Chandrakant P. Patel, Chairman & Managing Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	11784063	(99.99)
Against	1137	(0.01)
Total	11785200	100.00

5. AUTHORITY TO DIRECTORS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR INVESTMENT AND OBTAINING APPROVAL OF THE MEMBERS:

The Chairman instructed Mr. Mandar Desai, Company Secretary & Compliance Officer to read the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the notice of the Meeting relating to authority to Board of Directors to invest the funds of the Company.

The explanatory statement as annexed to the Notice of AGM for the above business is as under:

‘As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can:

- make loan(s) and/or
- give guarantees or provide security (ies) in connection with loan(s) taken by any other body corporate or person and
- make investments in shares, debentures and/or any other securities of any other body Corporates,

beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if Special Resolution is passed by the members/ shareholders of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s)/giving loan/providing guarantee/ security from time to time, in one or more tranches, up to the maximum limit of Rs. 60 Crores (Rupees Sixty Crores) only over and above the limits prescribed under the said section.

The Board recommends the resolution for your approval as a Special Resolution.’

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs is in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with applicable provisions of Companies (Meetings of Board and its powers) Rules, 2014, as amended from time to time (including any other applicable rules and regulations framed under the Companies Act, 2013), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to make investment or to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate whether Indian or overseas, to give loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with any loan taken by any other body corporate or person, as may be required from time to time, exceeding 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the

Company, whichever is more, as the Board of Directors may think fit, in one or more tranches, not exceeding Rs. 60 Crores (Rupees Sixty Crores) only over and above the limits prescribed under the above referred Section or any other provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment/loan/guarantee/security including the timing, amount and other terms and conditions of said act and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

The Chairman declared to have passed the above Resolution as a Special Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	11784175	(99.99)
Against	1015	(0.01)
Total	11785190	100.00

CONCLUSION OF THE MEETING AND THANKS GIVING:

The Chairman declared the Annual General Meeting (AGM) of the Company as concluded and once again thanked all the participants for attending this e-AGM.

**Sd/-
CHAIRMAN**