PUTTAPARTHI JAGANNATHAM
M.Com,. LLB, FCS
Advocate

(O) : 315, Bhanu Enclave, Adj. to ESI Hospital, Erragadda, Hyderabad - 38.
(Res) : F-1, Pavani Aparts., 40, Rajeev Nagar, Hyderabad - 500045.
Tel : (O) +91-40-23701964, 23701374,
E-mail :pjagan123@gmail.com

**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

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

To,
The Chairman,
I.C.S.A. (INDIA) LIMITED
Blocks B, Ground Floor, Softpro Heights, Plot No.12
Software Units Layout, Cyberabad, Hyderabad-500081.

20th Annual General Meeting of the Equity Shareholders of **"I.C.S.A. (India) Limited"** held on Monday, December 22, 2014 at 10.00 A.M. at KLN Prasad Auditorium, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad - 500 004, Telangana.

Dear Sir,

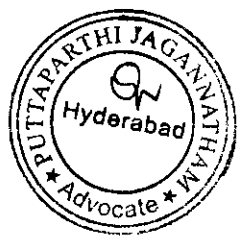
I, **Puttaparthi Jagannatham**, Corporate Advocate, Hyderabad, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the 20th (Twentieth) Annual General Meeting of the Equity Share holders of **"I.C.S.A. (India) Limited"** held on Monday, December 22, 2014 at 10.00 A.M. at KLN Prasad Auditorium, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad - 500 004, Telangana. Submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company, M/s Venture Capital and Corporate Investments Private Limited, Hyderabad and the authorizations/proxies lodged with the Company.

3. I did not find any poll papers invalid

4. The result of the Poll is attached herewith.



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The Poll papers and all other relevant records were sealed and handed over to Director for safe keeping.

**Thanking you,**

**P. Jagannatham**
**Corporate Advocate**

PUTTAPARTHI JAGANNATHAM Hyderabad Advocate

**Place: Hyderabad**
**Date: 22.12.2014**

## I. ORDINARY BUSINESS

**a) Ordinary Resolution: Item No. 1 passed with requisite majority**

**Consideration and adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors**

(i) Voted in favour of Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 73 | 9293 | 97.38% |

(ii) Voted against the Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 2 | 250 | 2.62% |

(iii) Invalid Votes:

| Total Number of Members (in person or by proxy) whose votes were declared invalid | Total Number of Votes cast by them |
|---|---|
| 4 | 14 |

**b) Ordinary Resolution: Item No. 2 passed with requisite majority**

**Re-appointment of Mr. G. Bala Reddy (DIN: 01562665) who retires by rotation.**

(i) Voted in favour of Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 73 | 9293 | 97.38% |

(ii) Voted against the Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| | | |

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| | | |
|---|---|---|
| 2 | 250 | 2.62% |

(iii) Invalid Votes:

| Total Number of Members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|---|
| 4 | 14 |

**c) Ordinary Resolution: Item No. 3 passed with requisite majority**

**Appointment of Auditors and fixing their remuneration**

(i) Voted in favour of Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 73 | 9293 | 97.38% |

(ii) Voted against the Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 2 | 250 | 2.62% |

(iii) Invalid Votes:

| Total Number of Members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|---|
| 4 | 14 |

**II. SPECIAL BUSINESS**

**d) Ordinary Resolution: Item No. 4 passed with requisite majority**

**Appointment of Mr. Venkata Rami Reddy (DIN: 01051690) as Independent Director.**

(i) Voted in favour of Resolution:

| Number of Members present and voting (in | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|

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| person or by proxy) | | |
|---|---|---|
| 73 | 9293 | 97.38% |

(ii) Voted against the Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 2 | 250 | 2.62% |

(iii) Invalid Votes:

| Total Number of Members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|---|
| 4 | 14 |

**e) Ordinary Resolution: Item No. 5 passed with requisite majority**

**Appointment of Mr. M. Sarveswar Reddy (DIN: 02646060) as Independent Director.**

(i) Voted in favour of Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 73 | 9293 | 97.38% |

(ii) Voted against the Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 2 | 250 | 2.62% |

(iii) Invalid Votes:

| Total Number of Members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|---|
| 4 | 14 |

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**f) Ordinary Resolution: Item No. 6 passed with requisite majority**

**Appointment of Dr. T. Srinivasa Rao (DIN: 06545264), as Independent Director.**

(i) Voted in favour of Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 73 | 9293 | 97.38% |

(ii) Voted against the Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 2 | 250 | 2.62% |

(iii) Invalid Votes:

| Total Number of Members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|---|
| 4 | 14 |

**g) Special Resolution: Item No. 7 passed with requisite majority**

**Authorisation to the Board of Directors to borrow funds upto Rs. 3,000 crores**

(i) Voted in favour of Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 73 | 9293 | 97.38% |

(ii) Voted against the Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 2 | 250 | 2.62% |

(iii) Invalid Votes:

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| Total Number of Members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|---|
| 4 | 14 |

**h) Special Resolution: Item No. 8 passed with requisite majority**

**Authorisation to the Board of Directors to mortgage and / or to create charge on the Company's Assets not exceeding Rs. 3,000 crores.**

(i) Voted in favour of Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 73 | 9293 | 97.38% |

(ii) Voted against the Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 2 | 250 | 2.62% |

(iii) Invalid Votes:

| Number of Member voted through ballot | Number of Votes cast by them |
|---|---|
| 4 | 14 |

**i) Special Resolution: Item No. 9 passed with requisite majority**

**Authorisation to the Board of Directors to sell the Wind Mill Assets with Power Generation with a capacity of wind mills at 9.60 MW (6.60 MW at Tamil Nadu and 3 MW at Karnataka)**

(iv) Voted in favour of Resolution:

| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 73 | 9293 | 97.38% |

(v) Voted against the Resolution:

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| Number of Members present and voting (in person or by proxy) | Number of Votes cast by them | % of Total Number of Valid Votes cast |
|---|---|---|
| 2 | 250 | 2.62% |

(vi) Invalid Votes:

| Number of Member voted through ballot | Number of Votes cast by them |
|---|---|
| 4 | 14 |

**P. Jagannatham**
**Corporate Advocate**

**Date: 22.12.2014**
**Place: Hyderabad**

**PUTTAPARTHI JAGANNATHAM**
M.com, LL.B, FCS, ADVOCATE
F-1, Pavani Apts, 40 Rajeev Nagar,
Yousufguda, Hyderabad-500 045.
Cell: 9849013591