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Advocate

(O) : 315, Bhanu Enclave, Adj. to ESI Hospital, Erragadda, Hyderabad - 38.
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REPORT OF SCRUTINIZER
[E-VOTING]
[Pursuant to Clause 35B of Listing Agreement and 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,
I.C.S.A. (INDIA) LIMITED
Blocks B, Ground Floor, Softpro Heights, Plot No.12
Software Units Layout, Cyberabad, Hyderabad-500081

I, **Puttaparthi Jagannatham**, Corporate Advocate, Hyderabad, was appointed as Scrutinizer for the 20th (Twentieth) Annual General Meeting of the Equity Share holders of **"I.C.S.A. (India) Limited"** to be 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, for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub rule(xi) of Rule 20 of Companies (Management & Administration) Rules, 2014 on the resolutions referred to in this report.

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 resolutions contained in the Notice to the 20th AGM of the members of the company. Our responsibility as a scrutinizer for the e-Voting process is restricted to make a report on the votes cast "in favour" or "against" the said resolutions, based on the reports generated from the e-Voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.

I submit my report as under:

1. The E-Voting period remained open from 9 am on 15th December, 2014 to 6 pm on 17th December, 2014.

2. The members of the company as on the "cut-off" date i.e., November 21, 2014 were entitled to vote as set out in the notice of the 20th AGM of the Company.

3. The votes were unblocked on December 17, 2014 around 6.40 p.m in the presence of Two Witnesses, Namely Mr. B. Rajesh Resident of 315, Bhanu Enclave, Adj to ESI



Hospital, ESI, Erragadda, Hyderabad, and Mr. P. Prakash Reddy Resident of 315, Bhanu Enclave, Adj to ESI Hospital, ESI, Erragadda, Hyderabad, who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

(Mr. B. Rajesh) (Mr. P. Prakash Reddy)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website www.evotingindia.com

5. The result of the e-voting on every Agenda item of the said notice is as under:

I. ORDINARY BUSINESS

Resolution 1: Consideration and adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
8	3050959	100%

(ii) Voted against the Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
Nil	Nil	Nil

(iii) Invalid Votes: Nil

(iv) Total Votes Cast: 3050959

Resolution 2: Re-appointment of Mr. G. Bala Reddy (DIN: 01562665) who retires by rotation.

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
8	3050959	99%

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(ii) Voted against the Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	30884	1%

(iii) Invalid Votes: Nil

(iv) Total Votes Cast: 3081843

Resolution 3: Appointment of Auditors and fixing their remuneration

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
8	3050959	100%

(ii) Voted against the Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
0	0	0

(iii) Invalid Votes: Nil

(iv) Total Votes Cast: 3050959

II. SPECIAL BUSINESS

Resolution 4: Appointment of Mr. Venkata Rami Reddy (DIN: 01051690) as Independent Director.

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
8	3050959	100%

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(ii) Voted against the Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
0	0	0

(iii) Invalid Votes: Nil

(iv) Total Votes Cast: 3050959

Resolution 5: Appointment of Mr. M. Sarveswar Reddy (DIN: 02646060) as Independent Director.

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
8	3050959	100%

(ii) Voted against the Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
0	0	0

(iii) Invalid Votes: Nil

(iv) Total Votes Cast: 3050959

Resolution 6: Appointment of Dr. T. Srinivasa Rao (DIN: 06545264), as Independent Director.

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
8	3050959	100%

(ii) Voted against the Resolution:

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Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
0	0	0

(iii) Invalid Votes: Nil

(iv) Total Votes Cast: 3050959

Resolution 7: Authorisation to the Board of Directors to borrow funds upto Rs. 3,000 crores

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
8	3050959	99%

(ii) Voted against the Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	30884	1%

(iii) Invalid Votes: Nil

(iv) Total Votes Cast: 3081843

Resolution 8: 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 Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
8	3050959	99%

(ii) Voted against the Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	30884	1%

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(iii) Invalid Votes: Nil

(iv) Total Votes Cast: 3081843

Resolution 9: 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)

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
7	3050859	99.997%

(ii) Voted against the Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	100	0.003%

(iii)Invalid Votes: Nil

(iv)Total Votes Cast: 3050959

6. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company for safe keeping.

Jagannatham

PUTTAPARTHI JAGANNATHAM Hyderabad Advocate

P. Jagannatham
Corporate Advocate

Date: 18.12.2014
Place: Hyderabad