



September 27, 2016
ICDS/SEC/SE/AR016/2016

Manager
National Stock Exchange of India Ltd
Exchange Plaza,
5th Floor, Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
MUMBAI 400 051.

Kind Attn: Ms Hari K Vice-President

Dear Sir,

Re: Annual Report u/r 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith Annual Report of the Company for the Financial Year ended 31st March, 2016 along with relevant enclosures therein.

Please take the same on record in terms of the said Regulations.

Thanking you,


For ICDS Ltd
Director



Encl: Annual Report along with Form A and Form B.

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 26, 2016

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, 26th September, 2016 at 04:00 PM at Rotary Hall, Manipal, Udupi District - 576104 to seek approval of members of the company on the business mentioned in the Notice of the AGM dated 18th May, 2016.

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 18, 2016 and had appointed Cs.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 23, 2016 from 9.30 A M and concluded on September 25, 2016 at 05:00 P M. 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 CS.Shrinivas Devadiga, a practicing Company Secretary as Scrutinizer for conducting the poll Process at the AGM Held on the September, 26, 2016.

The Scrutinizer submitted his report on e-voting, the following results were announced on September 26, 2016 by the Chairman at the AGM:

Subject Matter of Ordinary Resolution	Item No.1 Approval of Financial Statements		
	Fully Paid Up Equity shares		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
Poll			
Voted for the resolution	45	6758632	100%
Voted	0	0	0



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against the Resolution			
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
<i>Grand Total</i>	45	6758632	100%
<i>Total Number of Members Voted</i>	45		
<i>Total Number of Votes cast</i>	6758632		
<i>% of Total number of valid votes cast</i>	100%		
<i>Final result</i>	Passed with requisite majority		

Subject Matter of Ordinary Resolution	Item No.2 Appointment of Mrs. Vimal C Kamath (DIN: 07182821) 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	45	6758632	100%
Voted against the Resolution	0	0	0
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
<i>Grand Total</i>	45	6758632	100%
<i>Total Number of Members Voted</i>	45		
<i>Total Number of Votes cast</i>	6758632		
<i>% of Total number of valid votes cast</i>	100		
<i>Final result</i>	Passed with requisite majority		



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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	45	6758632	100%
Voted against the Resolution	0	0	0
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	45	6758632	100%
Total Number of Members Voted	45		
Total Number of Votes cast	6758632		
% of Total number of valid votes cast	100%		
Final result	Passed with requisite majority		

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Subject Matter of Special Resolution	Item No.4 Adoption of new set of Articles of Association of the Company inter-alia pursuant to Companies Act, 2013.		
	<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	45	6758632	100%
Voted against the Resolution	0	0	0
E- voting			
Voted for the resolution	NIL	NA	NA
Voted against the Resolution	NIL	NA	NA
Grand Total	45	6758632	100%
Total Number of Members Voted	45		
Total Number of Votes cast	6758632		
% of Total number of valid votes cast	100%		
Final result	Passed with requisite majority		

For ICDS Ltd



Date: 26.09.2016
Place: Manipal


T Mohandas Pai
(Chairman of the AGM)



CS. Shrinivas 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
45th 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 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 26, 2016 at 4:00 P.M at Rotary Hall, Ananth Nagar, Manipal, Udipi 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.



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CS. Shrinivas Devadiga

COMPANY SECRETARY

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

- i) The e-voting remained open from Friday September 23, 2016 at 10:00A.M to Sunday September 25, 2016 up to 05:00P.M.
- ii) The Members of the company as on the "cut off" date i.e. Monday September 19, 2016 were entitled to vote on the Ordinary or special resolution (s) (Item No. 1 to 4 as set out in the Notice of the AGM of the Company).
- iii) The votes cast were unblocked on 26.09.2016 in the presence of 2 witnesses, Mr. A G Kamath and Mr. Ivan D'souza 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: Approval 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 160902022(For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA



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CS. Shrinivas 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 160902022(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 160902022(For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No 2: Appointment of Mrs. Vimal C. Kamath (DIN: 07182821) as director of the Company

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 160902022(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 160902022(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 160902022(For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No.3: Appointment of 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 160902022(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 160902022(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 160902022(For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Item No 4: Adoption of new set of Articles of Association of the Company inter-alia pursuant to the Companies Act, 2013.

i. Vote in favor of the Special Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 160902022(For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

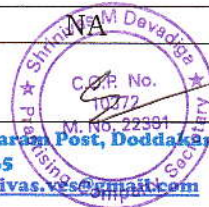
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ii. Voted Against the Special Resolution:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN 160902022(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 160902022(For Fully paid up equity Shares)	NIL	NA	NA
Total	NIL	NA	NA

Date :26.09.2016

Place: Manipal

Thanking You,
Yours Faithfully



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

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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
45th 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 Monday
September 26, 2016 at 04:00 P.M at Rotary Hall, Ananth Nagar, Manipal -,
Udupi District-576104

Dear Sir,

I, CS Shrinivas 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 26, 2016 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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Road Wipro, Bangalore-560035**

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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: Approval 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
45	6758632	100

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: Appointment of Mrs.Vimal C. Kamath (DIN: 07182821) as director of the Company

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
45	6758632	100

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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: Appointment of 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
45	6758632	100

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 4: Adoption of new set of Articles of Association of the Company inter-alia pursuant to the Companies Act, 2013.

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i. Vote in favor of the Special 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
45	6758632	100

i. Voted against the Special 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

ii. 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

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 Devadiga
Company Secretary
Membership No: 22381
COP No: 10372

Place: Manipal
Date: 26/09/2016

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CS. Shrinivas Devadiga

COMPANY SECRETARY

Bangalore

Scrutinizer's Report – Combined

To,
The Chairman
45th 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 Monday, 26th , September 2016 at 04:00 P. M at Rotary Hall, Ananth Nagar, Manipal, Udupi 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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COMPANY SECRETARY

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3. I have issued separate Scrutinizer's Report dated 26.09.2016 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	45	6758632	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	45	6758632	100
Total Number of Members Voted	45		
Total Number of Votes cast	6758632		
% of Total number of valid votes cast	100		
Final result	Ordinary Resolution passed at the AGM unanimously		

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Subject Matter of Ordinary Resolution	Item No.2 Appointment of Mrs. Vimal C. Kamath (DIN:07182821) 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	45	6758632	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	45	6758632	100
Total Number of Members Voted	45		
Total Number of Votes cast	6758632		
% 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			

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Voted for the resolution	45	6758632	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	45	6758632	100
Total Number of Members Voted	45		
Total Number of Votes cast	6758632		
% 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 Adoption of new set of Articles of Association of the Company inter-alia pursuant to the Companies Act, 2013.		
	<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	45	6758632	100
Voted against the Resolution	Nil	NA	NA
E- voting			
Voted for the	NIL	NA	NA

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resolution			
Voted against the Resolution	NIL	NA	NA
Grand Total	45	6758632	100
Total Number of Members Voted	45		
Total Number of Votes cast	6758632		
% of Total number of valid votes cast	100		
Final result	Special Resolution passed at the AGM unanimously		



Thanking you
Yours Faithfully

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

Place: Manipal
Date: 26/09/2016

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