



1<sup>st</sup> October, 2015

The Manager  
Department of Corporate Services  
The Stock Exchange, Mumbai  
1<sup>st</sup> Floor, Rotunda Building, B S Marg, Fort  
Mumbai – 400 001

Dear Sir / Madam,

**Sub: E- Voting & Poll results - 21<sup>st</sup> Annual General Meeting (AGM) of ICSA (INDIA) Limited held on September 30, 2015 - Reg.**

**Ref: Scrip id: 531524**

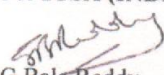
We wish to inform you that the Twenty First Annual General Meeting of the Company was held at Plot No 12, 5<sup>th</sup> Floor, Conference Hall Software Units Layout, Cyberabad, Hyderabad 500 081. On September 30, 2015 and in this regard the following reports are enclosed relating to E – Voting and Poll results:

1. Report of Scrutinizer (E – Voting)
2. Report of Scrutinizer (Poll results) in Form No. MGT -13.
3. Combined Scrutinizer Report for E – Voting and Poll.

This is for your intimation and take on records.

Thanking you,

Yours truly,  
For **ICSA (INDIA) Limited**

  
G Bala Reddy  
Chairman cum Managing Director



**ICSA (INDIA) LIMITED**  
(An ISO 9001 : 2008 Company)



Regd. Office : Plot # 12, Software Units Layout, Cyberabad, Hyderabad - 500 081  
Phone : +91-40-23114923, Fax : 040-23114921,  
CIN : L72200TG1994PLC016969  
E-mail : [info@icsa-india.com](mailto:info@icsa-india.com) [www.icsa-india.com](http://www.icsa-india.com)

**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

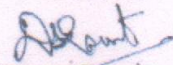
The Chairman,  
ICSA (India) Limited  
Blocks B, Ground Floor, Softpro Heights, Plot No. 12  
Software Units Layout, Cyberabad, Hyderabad – 500 081

I, Dr Mohan S Rao, Practising Company Secretary, appointed as Scrutinizer for the 21<sup>st</sup> (Twenty First) Annual General Meeting of the Equity Share Holders of "ICSA (India) Limited" to be held on Hyderabad, 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 21<sup>st</sup> 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.

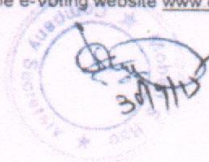
I submit my report as under:

1. The e-Voting period remained opened from 9 AM on 27<sup>th</sup> September, 2015 to 5 PM on 29<sup>th</sup> September, 2015.
2. The members of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> September, 2015 were entitled to vote as set out in the notice of the 21<sup>st</sup> AGM of the Company.
3. The votes were unblocked on 29<sup>th</sup> September, 2015 around 6.40 pm in the presence of two witnesses, namely Mr. DS Rawat, Vishwa Vishwani Institute, Thumukunta, Hyderabad ,address and Ms M Shilpa, 901, Swarnapuri Colony, Miyapur, Hyderabad who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

(  )  
Name and Signature

(  )  
Name and Signature

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](http://www.evotingindia.com)



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

**1. Ordinary Business**

**Resolution No. 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
26	2808370	99.58

(ii) Voted Against favour of Resolution :

Number of Member Voted through e Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes cast
01	12100	0.42 %

(iii) Invalid Votes : NIL

(iv) Total Votes Cast : 2820470

**Resolution No. 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
25	960491	34.05 %

(ii) Voted Against Resolution :

Number of Member Voted through e Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes cast
01	17200	0.61 %

(iii) Not Voted : 1842779 - (65.34 %)

(iv) Invalid Votes : NIL

(v) Total Votes Cast : 2820470



**Resolution No. 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
26	2808370	99.58

(ii) Voted Against favour of Resolution :

Number of Member Voted through e Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes cast
01	12100	0.42 %

(iii) Invalid Votes : NIL

(iv) Total Votes Cast : 2820470

**2. Speical Business :**

**Resolution No. 4 : Appointment of Mrs G. Lalitha as Woman 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
22	2802256	99.35 %

(ii) Voted Against Resolution :

Number of Member Voted through e Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes cast
05	18214	0.65 %

(iii) Invalid Votes : NIL

(iv) Total Votes Cast : 2820470

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 afore-said Annual General Meeting and the same are handed over to the Company for safe keeping.

Dr Mohan S Rao  
Company Secretary

Date 30 September  
Place Hyderabad



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  
ICSA (India) Limited  
Block B Ground Floor, Softpro Heights, Plot No. 12,  
Software Units Layout, Cyberabad, Hyderabad – 500 081

21<sup>st</sup> Annual General Meeting of the Equity Shareholders of "I.C.S.A. (INDIA) LIMITED" held on  
Wednesday, the 30<sup>th</sup> September, 2015 at 0930 Hrs at Regd Office, 5<sup>th</sup> Floor Software Units Layout,  
Cyberabad, Hyderabad – 500 081, Telangana.

Dear Sir,

I Dr Mohan S Rao, Practising Company Secretary, Hyderabad appointed as a Scrutinizer for the  
purpose of the poll taken on the below mentioned Resolution(s) at the 21<sup>st</sup> Annual General Meeting of  
the Equity Shareholders of "I.C.S.A. (INDIA) LIMITED" held on Wednesday, the 30<sup>th</sup> September,  
2015 at 0930 Hrs at Regd Office, 5<sup>th</sup> Floor Software Units Layout, Cyberabad, Hyderabad – 500 081,  
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 Agents 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.

1. **Ordinary Business**

**Resolution 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 Voted (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes cast
30	66412	91.09 %



(ii) Voted Against 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
01	6500	8.91 %

(iii) Invalid Votes :

Total Number of Members (in person or by proxy) whose votes were declared invalid	Number of Votes Cast by them
NIL	NIL

**Resolution No. 2 : Passed with Requisite Majority :**

Reappointment of Mr G. Baia Reddy (DIN : 01562665) who retires by rotation :

(i) Voted in favour of 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
30	66412	91.09 %

(ii) Voted Against 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
01	6500	8.91 %

(iii) Invalid Votes :

Total Number of Members (in person or by proxy) whose votes were declared invalid	Number of Votes Cast by them
NIL	NIL

**Resolution No. 3 : Passed with Requisite Majority :**

Appointment of Auditors and fix their remuneration

(i) Voted in favour of 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
30	66412	91.09 %

(ii) Voted Against 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
01	6500	8.91 %

(iii) Invalid Votes :

Total Number of Members (in person or by proxy) whose votes were declared invalid	Number of Votes Cast by them
NIL	NIL



**II : SPECIAL BUSINESS**

Resolution No. 4 : Passed with Requisite Majority :

**To appoint Mrs G. Lalitha as a Woman Director of the Company.**

(i) Voted in favour of Resolution :

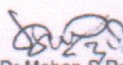
Number of Members present and Voted (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes cast
30	66412	91.09 %


(ii) Voted Against 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
01	6500	8.91 %

(iii) Invalid Votes :

Total Number of Members (in person or by proxy) whose votes were declared invalid	Number of Votes Cast by them
NIL	NIL

  
Dr Mohan S Rao  
Company Secretary



**Mohan S Rao**, Company Secretary  
FCS, FICWA, M.Com. M.Phil, PGDBM, PGDCA

2-2-185/56/C3, 103  
Satya Sai Apartments, Bagh Amberpet,  
Hyderabad - 500 013  
040-27402434, 9949102434  
srm009@rediffmail.com  
srm9@hotmail.com

**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR  
ICSA (INDIA) LIMITED**

To,

The Chairman  
ICSA (India) Limited  
Block B Ground Floor, Softpro Heights, Plot No. 12,  
Software Units Layout, Cyberabad, Hyderabad – 500 081

21<sup>st</sup> Annual General Meeting of the Equity Shareholders of "I.C.S.A. (INDIA) LIMITED" held on Wednesday, the 30<sup>th</sup> September, 2015 at 0930 Hrs at Regd Office, 5<sup>th</sup> Floor Software Units Layout, Cyberabad, Hyderabad – 500 081, Telangana.

Dear Sir,

I Dr Mohan S Rao, Practising Company Secretary, Hyderabad appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned Resolution(s) at the 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of "I.C.S.A. (INDIA) LIMITED" held on Wednesday, the 30<sup>th</sup> September, 2015 at 0930 Hrs at Regd Office, 5<sup>th</sup> Floor Software Units Layout, Cyberabad, Hyderabad – 500 081, Telangana.

Company has appointed CDSL as service provider for executing the facility of electronic voting to the shareholders of the Company from 09 AM on 27<sup>th</sup> September, 2015 to 5 PM on 29<sup>th</sup> September, 2015 for all the resolutions set forth in the AGM notice. The e-Voting results were unblocked by me on 29<sup>th</sup> September, 2015 in presence of two witnesses and the details are given in the scrutinizers report on e-voting dated 30<sup>th</sup> September, 2015.

At the 21<sup>st</sup> AGM of the Company held on 30<sup>th</sup> September, 2015 the Chairman of the Company has called for the poll to facilitate members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my Scrutinizer Report in the form MGT-13 dated 30<sup>th</sup> September, 2015.

The results of e Voting together with the poll is annexed herewith.

All the resolutions stands passed under e-voting and poll with the requisite majority.

I, hereby confirm that I am maintaining the registers received from the Service Provider, both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company and the same shall be handed over to the Company for sake keeping.

Thanking you

Dr Mohan S Rao  
Company Secretary





**ICSA (INDIA) Limited**

**The results of the e-Voting together with that of Poll :**

Item No. of notice and type of resolution	Description	Particulars of business	Total No. of votes cast	Votes in favour of resolution		Votes in against the resolution		Invalid / abstained votes / Not voted*	
				No. of votes	%	No. of votes	%	No. of votes	%
1. Ordinary	Consideration and adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors	e-Voting	2820470	2808370	99.58%	12100	0.42%	NIL	NIL
		Poll	72912	66412	91.09%	6500	8.91%	NIL	NIL
		<b>Total</b>	<b>2893382</b>	<b>2874782</b>	<b>99.36%</b>	<b>18600</b>	<b>0.64%</b>	<b>NIL</b>	<b>NIL</b>
2. Ordinary	Re-appointment of G Bala Reddy (DIN-01562665) who retires by rotation	e-Voting	2820470	960491	34.06%	17200	0.61%	1842779*	65.33%
		Poll	72912	66412	91.09%	6500	8.91%	NIL	NIL
		<b>Total</b>	<b>2893382</b>	<b>1026903</b>	<b>35.49%</b>	<b>23700</b>	<b>0.82%</b>	<b>1842779</b>	<b>63.69%</b>
3. Ordinary	Appointment of Auditors and fixing their remuneration	e-Voting	2820470	2808370	99.58%	12100	0.42%	NIL	NIL
		Poll	72912	66412	91.09%	6500	8.91%	NIL	NIL
		<b>Total</b>	<b>2893382</b>	<b>2874782</b>	<b>99.36%</b>	<b>18600</b>	<b>0.64%</b>	<b>NIL</b>	<b>NIL</b>
4. Special	Appointment of Mrs G Lalitha (DIN No. 02198243)	e-Voting	2820470	2802256	99.35%	18214	0.65%	NIL	NIL
		Poll	72912	66412	91.09%	6500	8.91%	NIL	NIL
		<b>Total</b>	<b>2893382</b>	<b>2868668</b>	<b>99.15%</b>	<b>24714</b>	<b>0.85%</b>	<b>NIL</b>	<b>NIL</b>



*M. S. Rao*  
Dr Mohan S Rao  
Company Secretary