



Dt. 23-12-2014

To
The Manager
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Dear Sirs,

Sub: E-Voting & Poll results - 20th Annual General Meeting (AGM) of ICSA (India) Limited held on December 22, 2014 - Reg
Ref: Scrip code: ICSA

* * *

We wish to inform you that the Twentieth Annual General Meeting of the Company was held at KLN Prasad Auditorium, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad - 500 004 on December 22, 2014 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 kind information and take on record.

Thanking you,

Yours faithfully,
For ICSA (India) Limited


G. Bala Reddy
Chairman cum Managing Director

Encl: as above

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



Regd. Office : Plot # 12, Software Units Layout, Cyberabad, Hyderabad - 500 081.
Phone : +91-40-2311 4923, Fax : +91-402311 4921
E-mail : info@icsa-india.com www.icsa-india.com



PUTTAPARTHI JAGANNATHAM
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Advocate

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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:

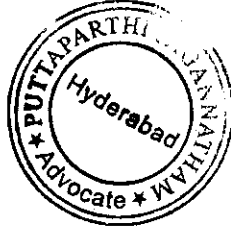
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled 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
P. Jagannatham
Corporate 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%
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(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



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:



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:



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

P. Jagannatham

Date: 22.12.2014
Place: Hyderabad

PUTTAPARTHI JAGANNATHAM
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**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR
I.C.S.A. (INDIA) LIMITED**

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, Puttapparthi Jagannatham, Corporate Advocate, Hyderabad, appointed as Scrutinizer for e-voting and for the poll held at the 20th (Twentieth) Annual General Meeting of the Equity Share holders of "I.C.S.A. (India) Limited" on Monday, December 22, 2014 at 10.00 A.M.

Company has appointed CDSL as service provider for executing the facility of electronic voting to the shareholders of the company from 9 am on 15th December, 2014 to 6 pm on 17th December, 2014 for all the resolutions set forth in the AGM notice. The e-voting results were unblocked by me on 17th December 2014 in presence of two witnesses and the details are given in the scrutinizers report on e voting dated 18.12.2014

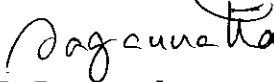
At the 20th AGM of the Company held on 22nd December 2014, the chairman of the company had called for the poll to facilitate the members present in the meeting who could not participate in the e voting to record their votes through the poll process. For further details kindly refer to my scrutinizer report in the form MGT-13 dated 22.12.2014

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 safe keeping.

Thanking You


P. Jagannatham
Corporate Advocate

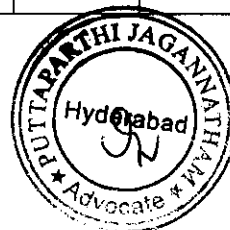


Date: 22.12.2014
Place: Hyderabad

I.C.S.A. (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 the resolution		Votes against the resolution		Invalid / abstained votes	
				No. of votes	Percent age	No. of votes	Perce ntage	No. of votes	Per centag e
1. Ordinary	Consideration and adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors	E voting	3050959	3050959	99.69%	0	0	0	0
		Poll	9557	9293	0.30%	250	0.01%	14	----
		Total	3060516	3060252	99.99%	250	0.01%	14	----
2. Ordinary	Re-appointment of Mr. G. Bala Reddy (DIN: 01562665) who retires by rotation.	E voting	3081843	3050959	98.69	30884	1%	0	0
		Poll	9557	9293	0.30	250	0.01%	14	---
		Total	3091400	3060252	98.99	31134	1.01%	14	---
3. Ordinary	Appointment of Auditors and fixing their remuneration	E voting	3050959	3050959	99.69%	0	0	0	0
		Poll	9557	9293	0.30%	250	0.01%	14	---
		Total	3060516	3060252	99.99%	250	0.01%	14	---
4. Ordinary	Appointment of Mr. Venkata Rami Reddy (DIN: 01051690) as Independent Director.	E voting	3050959	3050959	99.69%	0	0	0	0
		Poll	9557	9293	0.30%	250	0.01%	14	----
		Total	3060516	3060252	99.99%	250	0.01%	14	---
5. Ordinary	Appointment of Mr. M. Sarveswar Reddy (DIN: 02646060) as Independent Director.	E voting	3050959	3050959	99.69%	0	0	0	0
		Poll	9557	9293	0.30%	250	0.01%	14	----
		Total	3060516	3060252	99.99%	250	0.01%	14	---
6. Ordinary	Appointment of Dr. T. Srinivasa Rao (DIN: 06545264), as Independent Director.	E voting	3050959	3050959	99.69%	0	0	0	0
		Poll	9557	9293	0.30%	250	0.01%	14	----
		Total	3060516	3060252	99.99%	250	0.01%	14	---
7.Special	Authorisation to the Board of Directors to borrow funds upto Rs.3,000 crores	E voting	3081843	3050959	98.69%	30884	1%	0	0



		Poll	9557	9293	0.30%	250	0.01%	14	---
		Total	3091400	3060252	98.99%	31134	1.01%	14	---
8.Special	Authorisation to the Board of Directors to mortgage and / or to create charge on the Company's Assets not exceeding Rs.3,000 crores.	E voting	3081843	3050959	98.69%	30884	1%	0	0
		Poll	9557	9293	0.30%	250	0.01%	14	----
		Total	3091400	3060252	98.99%	31134	1.01%	14	---
9.Special	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)	E voting	3050959	3050859	99.69%	100	0	0
		Poll	9557	9293	0.30%	250	0.01%	14	----
		Total	3060516	3060152	99.99%	350	0.01%	14	---

Puttaparthi Jagannatham

PUTTAPARTHI JAGANNATHAM
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E-mail : pjagan123@gmail.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,
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%



(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

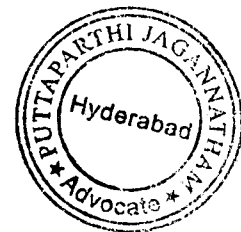
(iv) Total Votes Cast: 3050959

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%



(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:



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

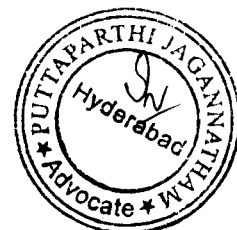
Resolution 8: Authorisation to the Board of Directors to mortgage and / or to create charge on the Company's Assets not exceeding Rs. 3,000 crores.

(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%



(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%

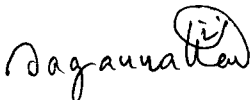
(ii) Voted against the Resolution:

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.


P. Jagannatham
Corporate Advocate



Date: 18.12.2014
Place: Hyderabad