

CIN - L65993KA1971PLC002106

CORPORATE GOVERNANCE REPORT

Corporate Governance Code

The Directors present the Company's report on Corporate Governance as on 31st March, 2023 as required under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Philosophy:

The Company believes in good corporate governance and has taken efforts to implement the same wherever possible in the present circumstances.

2. Board of Directors:

The Board comprised of six Directors, of which one is executive and three non-executives and two Independent Directors including a woman director.

The non-executive and Independent Directors are eminent personalities with experience in Banking, Management and Finance etc. The Board oversees as to how the management serves and protects the long-term interest of all the stakeholders.

i) Number of Board Meeting and Attendance of Directors:

The Board met 6 times during financial year 2022-23.

The details are as follows:

Date of Meeting	Board Strength	No. of Directors present
26 th May, 2022	6	6
11 th August, 2022	5	5
9 th November, 2022	5	5
23 rd December, 2022	5	5
10 th February, 2023	5	5
24 th February, 2023	6	6

The last AGM was held on 28th September, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ; out of 6 Directors of the Company, 4 Directors have attended the AGM through video conferencing.

ii) The Composition of Board of Directors, their Directorships in other companies and memberships in committees and the details of their attendance at the Board Meetings are given below:

Sl No.	Name of the Directors	Category of Directorships	No. of Meetings attended	Attendance at last AGM	No. of other directorship	No. of Board committees in which Chairman(C) Member(M)
1.	Sri Bharath Krishna Nayak	Managing Director	6	Yes	1	-
2.	Sri Airody Giridhar Pai	Non-Executive Independent	6	No	1	1(C) 2(M)

Sl No.	Name of the Directors	Category of Directorships	No. of Meetings attended	Attendance at last AGM	No. of other directorship	No. of Board committees in which Chairman(C) Member(M)
3.	Mrs Vimal C Kamath	Non-Executive Independent	6	Yes	0	3(M)
4.	Mr. Sujir Prabhakar	Non-Executive Director	6	Yes	1	1(C) 2(M)
5.	Mr. T Sachin Pai	Non-Executive Director	6	Yes	4	-
6	Mr. Umesh Kini	Non-Executive Director	1	No	13	-

While all the Board Members possess the skills identified, their area of core expertise is given below:

Name of the Director	Area of Expertise
Bharath Krishna Nayak	<ul style="list-style-type: none"> Operational experience Strategic Planning Industry Experience, Research & Development and Innovation Global Business Financial, Regulatory / Legal & Risk Management Corporate Governance
Airody Giridhar Pai	<ul style="list-style-type: none"> Commercial Experience Finance Commercial/Industry Experience
Vimal C Kamath	<ul style="list-style-type: none"> Board Experience Information Technology Corporate Governance
T Sachin Pai	<ul style="list-style-type: none"> Leadership / Operational experience Strategic Planning Industry Experience, Research & Development and Innovation Global Business Corporate Governance Information Technology
Sujir Prabhakar	<ul style="list-style-type: none"> Leadership / Operational experience Strategic Planning Information Technology Financial, Regulatory / Legal & Risk Management Corporate Governance
K Umesh Kini	<ul style="list-style-type: none"> Operational experience Board Experience Corporate Governance



- iii) Details of equity shares of the Company held by the Directors as on March 31, 2023 are given below:

Director's Name	Category	Number of Equity Shares
Bharath Krishna Nayak	Managing Director	NIL
Airody Giridhar Pai	Independent, Non-Executive Director	NIL
Vimal Chandrashekar Kamath	Independent, Non-Executive Director	NIL
T Sachin Pai	Non-Independent, Non-Executive Director	26,665
Sujir Prabhakar	Non-Independent, Non-Executive Director	NIL
Kalask Umesh Kini	Non-Independent, Non-Executive Director	NIL

3. Audit Committee:

The Audit Committee comprised of the following members of the Board:

Smt Vimal C Kamath, Chairman
Sri Airody Giridhar Pai, Member
Sri Tonse Sachin Pai, Member

The role and terms of reference of Audit Committee cover the areas mentioned under Regulation 72 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and Section 179 of the Companies Act, 2013, besides other terms referred to by the Board of Directors from time to time. During the year, the Committee met on 26th May, 2022, 11th August, 2022, 09th November, 2022 and 10th February, 2023. Mrs. Veena Hegde, Company Secretary is the Compliance Officer.

Objectives of the Committee

The primary objective of the Committee is to assist the Board with oversight of:

- The accuracy, integrity and transparency of the Company's financial statements with adequate and timely disclosures;
- Compliance with legal and regulatory requirements;
- The Company's independent auditors' professional qualifications and independence;
- The performance of the Company's independent auditors and internal auditors; and
- Acquisitions and investments made by the Company.

Attendance of the Directors at the Audit Committee Meeting:

Meeting held on	No. of Members present
26 th May, 2022	3
11 th August, 2022	3
9 th November, 2022	3
10 th February, 2023	3

4. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprised of the following members of the Board:

Sri Airody Giridhar Pai, Chairman
Sri Tonse Sachin Pai, Member
Smt Vimal C Kamath, Member

This Committee will attend to the function relating to review of remuneration policy, changes to be effected in the policy from time to time and other aspects of remuneration to the Directors and Key Managerial Personnel from time to time.

Objectives and responsibilities of the Committee

The main objectives and responsibilities of the nomination and remuneration committee of the Board is to:

- Assist the Board in discharging its responsibilities relating to compensation of the Company's executive directors, Key Managerial Personnel (KMP) and senior management
- Evaluate and approve the adequacy of the compensation plans, policies, programs and succession plans for the Company's executive directors, KMP and senior management
- Formulate criteria for determining Board composition, Board effectiveness, Board succession, and independent functioning of the Board
- Oversee the Company's nomination process for the KMP and senior management and identify through a comprehensive selection process, individuals qualified to serve as directors, KMP and senior management consistent with the criteria approved by the Board
- Recommend the appointment and removal of directors, for approval at the AGM
- Evaluate the performance of the Board, including committees and individual directors
- Leadership development and succession planning of the organization
- Develop and maintain corporate governance policies applicable to the Company
- Devise a policy on Board diversity and sustainability

Attendance of the Directors at the Nomination and Remuneration Committee Meeting:

Meeting held on	No. of Members present
26 th May, 2022	3
10 th February, 2023	3

Details of remuneration for the year ended 31st March, 2023:

- Managing Director: Nil
- Non-Executive Directors & Independent Directors: Non-Executive Directors and Independent Directors were paid remuneration by way of sitting fees for attending Board Meetings.
- Key Managerial Personnel: Details of remuneration paid to Company Secretary and Chief Financial Officer of the Company has been furnished in the Form MGT-7 which is available in the company's website www.icdslimited.com under link: <https://icdslimited.com/annual-return>.
- Performance evaluation criteria for Independent Directors: The Nomination and Remuneration

Committee has devised a criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

5. Stakeholders Relationship Committee:

The Committee review and redress shareholders grievances/complaints on matters relating to transfer/transmission of shares, non-receipt of Annual Report etc. Minor Grievances are redressed by the Company Secretary / Share Transfer Agents. The Committee met 10 times during the year under report.

Objectives and responsibilities of the Committee

The primary objectives of the Committee are to:

- Consider and resolve the security holders' concerns or complaints.
- Monitor and review the investor service standards of the Company.
- Take steps to develop an understanding of the views of shareholders about the Company, either through direct interaction, analysts' briefings or survey of shareholders.
- Oversee and review the engagement and communication plan with shareholders and ensure that the views and concerns of the shareholders are highlighted to the Board at the appropriate time and that steps are taken to address such concerns.

The Composition of Stakeholders Relationship Committee and attendance of the members in the meeting is given below:

Name	Status	No. of Meetings attended
Mr.Sujir Prabhakar	Non-Independent Director	13
Mr.Airody Giridhar Pai	Independent Director	13
Smt Vimal C Kamath	Independent Director	13

Mrs Veena Hegde, Company Secretary is the Compliance Officer.

Number of Shareholders Complaints received : Nil
 Number of Shareholders Complaints settled : Nil
 Number not solved to the satisfaction of the shareholders : Nil
 Number of pending Share transfers : Nil

Details of remuneration paid/payable for the year ended March 31, 2023

Non-executive Directors (NEDs):

Name of the Director	Sitting Fees ₹	Commission ₹	Total ₹
Tonse Mohandas Pai	1500	Nil	1500

Name of the Director	Sitting Fees ₹	Commission ₹	Total ₹
Airody Giridhar Pai	9000	Nil	9000
Vimal C Kamath	9000	Nil	9000
Tonse Sachin Pai	9000	Nil	9000
Sujir Prabhakar	9000	Nil	9000

Managing Director:

Name of the Director	Salary	Benefits, Perquisites, Allowances	Commission	Total
Bharath Krishna Nayak	NIL	NIL	NIL	NIL

6. Annual General Meetings:

The last three Annual General Meetings were held in Rotary Hall, Manipal 576 104.

AGM No.	Date	Time	Special Resolution required
49	28/09/2020	3.30 p.m.	NIL
50	28/09/2021	3.30 p.m.	Re-appointment of Sri T Mohandas Pai as Non-Executive Director.
51	28/09/2022	3.30 p.m.	Appointment of Sujir Prabhakar as Non-Executive, Non-Independent Director and Chairman of the Company who is going to attain the age of 70 years in this Year.

All the resolutions as set out in the respective notices were passed by the shareholders.

Postal Ballot:

The notice of 52nd Annual General Meeting does not contain any item which requires approval by Postal Ballot.

7. Disclosures :

Related Party Transactions:

None of the transactions with the directors or their relatives, management personnel and / or subsidiaries conflicts with the interest of the Company. Attention of the members is drawn to the disclosure of transaction with related parties set out in Notes to Financial Statements forming part of the Annual Report.

All related party transactions that were entered into were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of Companies Act, 2013 ("the Act"). There were no materially significant related party transactions made by the Company during the year that would have required shareholders' approval under the provisions of the Act (weblink: <https://icdslimited.com/policy-on-related-party-transaction>).



Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provided for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company www.icdslimited.com. Your company hereby affirms that no complaints were received during the year under review.

Compliance with Accounting Standards:

In the preparation of Financial Statements, the Company has followed the Accounting Standards Referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

Prevention on sexual harassment at the workplace:

The Company adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints under the above Act.

The details of complaints received and disposed during the year 2022-23 are as below:

- a. number of complaints filed during the financial year – Nil
- b. number of complaints disposed of during the financial year - Nil
- c. number of complaints pending as on end of the financial year – Nil

8. Details of total fees paid to statutory auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part, are as follows:

(Amount in ₹)

Sl. No.	Particulars	2022-23	2021-22
1	Audit Fees	2,50,000	2,50,000

The above figure includes fee paid for audit and audit-related services for the financial year 2022-23.

9. Details of non - compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets during the last three financial years.- No non-compliances have been reported.

10. Means of communication:

- a. Quarterly/Half yearly Financial Results of the Company are forwarded to National Stock Exchange of India Ltd and Bombay Stock Exchange Ltd, and are made

available on the company's Website www.icdslimited.com and also published in News Papers in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- b. Company has not made any presentations to any Institutional Investors/Analyst during the year.

11. Policy on Determination of Material Subsidiaries:

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website. (weblink:<https://icdslimited.com/policy-for-determining-material-subsidiaries/>)

12. Management Discussion and Analysis Report:

Review of Operations:

Your Company is working as Corporate Agent for Life and General Insurance Companies and earn commission from this.

Business Review:

During the year under review the Company has earned total income of ₹21,420 thousand as against ₹10,990 thousand in the corresponding previous year. The Income for the year basically consists of Rental receipts, Commission from Insurance related activities, Dividend, and Interest. The operating expense for the year is ₹16,049 thousand as against ₹ 15,682 thousand in the previous year.

The Net worth of the company (after deducting Revaluation Reserve) as at March 31, 2023 stands decreased to ₹1,91,886 thousand as against ₹1,92,067 thousand as at March 31, 2022.

Transfer of Unclaimed Public Liabilities to Investors Education & Protection Fund (IEPF) [Pursuant to rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Your Company has already remitted entire unclaimed/un-cashed amounts to IEPF Authorities in the previous years.

Discussion on Financial Performance:

The discussion on financial performance and future business plan of the Company are covered in the Board's Report.

Human Resource Development:

There has been no material development on the Human Resources front. The number of people employed as on 31st March, 2023 was 14 as against the previous year's figure of 16.

13. General Shareholder Information

- a) Annual general meeting : 52nd Annual General Meeting
- Day & Date : Wednesday, 27th day of September, 2023
- Time : 3.00 p.m.
- Venue : Through Video Conference or Other Audio Visual Means being Registered Office of the Company deemed to be the venue of the 52nd Annual

- General Meeting and for proceedings of the AGM
- b) Financial Calendar : 1st April to 31st March
- c) Date of Book Closure : 21-09-2023 to 27-09-2023 (both days inclusive)
- d) Dividend : No Dividend has been recommended by the Board of Directors for the year ended 31st March, 2023.
- e) Registered Office : Syndicate House, Manipal 576 104.
- f) Listing on Stock Exchanges : The equity shares are listed on National Stock Exchange of India Ltd. and BSE Ltd.
- Note: The Company hereby confirms that it has made the payment of Annual Listing Fees to BSE Limited and National Stock Exchange of India Limited.
- g) a) Stock Code : ICDSLTD. EQ. (NSE) 511194 (BSE)
- b) Dematerialization of Shares : ISIN No. INE613B01010
- c) website : www.nseindia.com & www.bseindia.com

As on 31st March, 2023, 1,08,00,386 Equity Shares forming 82.91% of the share capital of the Company stands dematerialized (Previous Year: 1,04,86,993 equity shares forming 80.50% of the Share Capital).

h) Market Price Data as on 31/03/2023:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (₹)
Apr-22	41.95	45.75	38.75	40.25	12506	223	5,20,369
May-22	38.25	40.50	35.15	39.15	6463	143	2,43,442
Jun-22	37.20	39.00	33.40	37.75	7349	102	2,68,291
Jul-22	35.90	39.30	33.75	36.75	7714	175	2,75,939
Aug-22	35.05	45.85	34.20	43.80	20788	363	8,23,991
Sep-22	45.85	45.85	32.85	35.00	14498	253	5,83,664
Oct-22	35.50	41.35	33.00	34.35	9784	234	3,56,469
Nov-22	33.25	36.65	31.85	32.45	18618	333	6,30,466
Dec-22	33.75	34.40	27.70	30.20	27459	381	8,70,398
Jan-23	30.00	30.90	25.90	26.75	27161	332	7,59,679
Feb-23	27.90	28.05	19.95	19.95	12101	198	3,02,681
Mar-23	20.77	22.73	17.33	17.36	3905	108	76,336

- i) Registrar and Share Transfer Agent for Physical and De-mat Shares:
Cameo Corporate Services Ltd,
Subramanian Building
No.1, Club House Road
Chennai 600 002
Phone : (044-28460390), Email : investor@cameoindia.com

j) Share Transfer System:

As directed by SEBI, Company has appointed Cameo Corporate Services Ltd, V Floor, Subramanian Building, No.1 Club House Road, Chennai 600 002, as Registrar and Share Transfer Agent under De-mat and physical form effective March, 2003. Prior to this date Share Transfers etc, were done in-house once in two weeks. The Stakeholders' Relationship Committee approves all share transfer and transmission upon its receipt from the Registrars.

k) Distribution of Equity Shareholding as on 31st March, 2023

Category Shares (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1 - 5000	7133	86.9136	882319	8823190	6.76
5001 - 10000	587	7.1524	413320	4133200	3.16
10001 - 20000	245	2.9852	348876	3488760	2.67
20001 - 30000	84	1.0235	208761	2087610	1.60
30001 - 40000	36	0.4386	130212	1302120	1.00
40001 - 50000	20	0.2436	90408	904080	0.70
50001 - 100000	26	0.3168	190069	1900690	1.50
100001 - And Above	76	0.926	10762735	107627350	82.61
TOTAL	8207	100	13026700	130267000	100.00

l) Pattern of Equity Shareholding as on 31st March 2023

Shareholders	No. of Shares held	Percentage
Promoters and Promoter Group	6,729,785	51.66
Financial Institutions	684,813	5.26
Banks	1,172	0.01
Other Corporate Bodies	338,457	2.60
Foreign Corporate Bodies	400,000	3.07
Others including Public	4,872,473	37.40
TOTAL	13,026,700	100.00

m) Plant Locations: NIL

n) Company's Website : www.icdslimited.com

o) Address for Investor's Correspondence:

Secretarial Department
ICDS Ltd
 Regd. Office: Syndicate House, MANIPAL 576 104
 Phone: (0820) 2701500
 Email: info@icdslimited.com & veenahegde@icdslimited.com



DECLARATION

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2023, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Managing Director, Chief Financial Officer, Company Secretary AGM- Secretarial, AGM-Legal and AGM-Finance & Accounts as on March 31, 2023.

Place : Manipal
Date : 10.08.2023

Sd/-
Vasudeva Nayak
(CFO)

Sd/-
Sujir Prabhakar
Chairman
(DIN 02577488)

CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To: The Members of ICDS Limited

I have examined the Compliance of the conditions of Corporate Governance by ICDS Ltd ("the Company") for the year ended 31st March, 2023 as per the relevant provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred in Regulation 15(2) of the Listing Regulations.

In my opinion and to the best of our information and explanations given to me, I certify that the company has complied with the conditions of Corporate Governance as stipulated Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above during the year ended March 31, 2023.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2023.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **CS Shrinivas M. Devadiga**

Place : Bangalore
Date : 10.08.2023

Sd/-
Shrinivas Mutta Devadiga
Membership No. 22381
C P No.: 10372
UDIN: A022381E000825546