

October 26, 2018



National Stock Exchange of India Limited

Exchange Plaza, Plot No. C / 1, G Block,
Bandra Kurla Complex – Bandra (E)
Mumbai 400051

NSE Symbol: ICEMAKE

Dear Sir,

Subject: Declaration of Result of Resolution passed by way of Postal Ballot and Submission of Scrutinizer's Report

This is to inform you that pursuant Section 110 and 108 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the Company have passed Special Resolution(s) as set out in the Notice of Postal Ballot dated August 25, 2018.

Kindly find enclosed herewith result of voting on Postal Ballot (including e-voting) under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer's Report.

Based on the Consolidated Scrutinizer's Report, the Resolution(s) contained in the Postal Ballot Notice dated August 25, 2018 have been duly passed.

Kindly take the same on records.

Thanking you,

Yours Faithfully,

For Ice Make Refrigeration Limited


Purvesh Pandit
Company Secretary & Compliance Officer



Encl: Details and declaration of Voting Results and Scrutinizer's Report

CC:

Central Depository Services (India) Limited

ISIN: INE520Y01019

Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel,
Mumbai 400013

ICE MAKE REFRIGERATION LIMITED

AN ISO 9001 : 2015, ISO 14001 : 2015 & BS OHSAS 18001 : 2007 CERTIFIED COMPANY
Commercial & Industrial Refrigeration Equipment Manufacturer

Registered Office / Mailing Address:

📍 B/1, Ground Floor, Vasupujya Chambers, Nr. Income Tax Cross Road, Ashram Road, Ahmedabad-380 014, Gujarat - India. ☎ +91-79-27540630 📠 +91-79-27540620

Corporate Office / Plant Address:

📍 226, Dantali Industrial Estate, Gota - Vadsar Road, Nr. Ahmedabad City, At : Dantali, Ta. : Kalol, Dist. : Gandhinagar - 382721, Gujarat - India.

☎ +91 9879107881 / 884 📠 +91-79-27540620 ✉ info@icemakeindia.com 🌐 www.icemakeindia.com

C.I.NO : L29220GJ2009PLC056482

ICE MAKE REFRIGERATION LIMITED**Postal Ballot Voting Results**

Date of AGM	NA (Resolution(s) passed through Postal Ballot)
No. of Shareholders on Cut-off date i.e. September 14, 2018 for voting purpose	971
No. of Shareholders present at AGM either in person or through proxy: Promoters & Promoter Group: Public:	NA (Resolution(s) passed through Postal Ballot)
No. of Shareholders attended the meeting through video conferencing Promoters & Promoter Group: Public:	NA (Resolution(s) passed through Postal Ballot)



ITEM NO. 1 Implementation of Ice Make Refrigeration Limited Employee Stock Option Plan – 2018 ("Ice Make ESOP 2018" or "Plan")

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,15,28,000	1,15,28,000	100.00	1,15,28,000	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
Public Institutions	E-Voting	Nil						
	Postal Ballot							
Public Non Institutions	E-Voting	41,44,000	16,000	0.38	16,000	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
Total		1,56,72,000	1,15,44,000	73.66	1,15,44,000	-	100.00	-
		Nil						

ITEM NO. 2 To extend the benefits of Ice Make Refrigeration Limited Employee Stock Option Plan 2018 ("Ice Make ESOP 2018" or "Plan") to the employees of existing and future Subsidiary Company (ies)

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,15,28,000	1,15,28,000	100.00	1,15,28,000	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
Public Institutions	E-Voting	Nil						
	Postal Ballot							
Public Non Institutions	E-Voting	41,44,000	16,000	0.38	16,000	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
Total		1,56,72,000	1,15,44,000	73.66	1,15,44,000	-	100.00	-
		Nil						

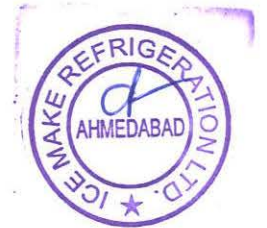


**DECLARATION OF RESULT OF THE RESOLUTION PASSED THROUGH
POSTAL BALLOT VOTING AND E-VOTING PROCESS**

In terms of Section 110 and 108 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, **Ice Make Refrigeration Limited** had approached the members for according their approval with requisite majority on the Special Resolution as mentioned in the Notice dated August 25, 2018 through Postal Ballot process (including e-voting). Members voted through Postal Ballot voting and e-voting from September 26, 2018 to October 25, 2018.

The Board appointed Mr. Vijay B. Patel, Proprietor, M/s. V. B. Patel & Co. Company Secretaries, Ahmedabad as Scrutinizer to scrutinize the votes cast through Postal Ballot voting and e-voting. Scrutinizer prepared and submitted the Consolidated Scrutinizer's Report on the passing of the Special resolution conducted through Postal Ballot voting and e-voting on October 25, 2018 in terms of the said Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Based on the Scrutinizer's Consolidated Report dated October 26, 2018, I hereby declare that the Special Resolution contained in the Postal Ballot Notice dated August 25, 2018 has been duly passed as per the details given below:



ICE MAKE REFRIGERATION LIMITED

AN ISO 9001 : 2015, ISO 14001 : 2015 & BS OHSAS 18001 : 2007 CERTIFIED COMPANY
Commercial & Industrial Refrigeration Equipment Manufacturer

Registered Office / Mailing Address:

📍 B/1, Ground Floor, Vasupujya Chambers, Nr. Income Tax Cross Road, Ashram Road, Ahmedabad-380 014, Gujarat - India. ☎ +91-79-27540630 📠 +91-79-27540620

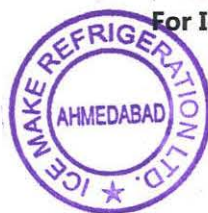
Corporate Office / Plant Address:

📍 226, Dantali Industrial Estate, Gota - Vadsar Road, Nr. Ahmedabad City, At : Dantali, Ta. : Kalol, Dist. : Gandhinagar - 382721, Gujarat - India.

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C.I.NO : L29220GJ2009PLC056482

Item No.	Brief description of the resolution	No. of Shares/Votes in favour (Assent) & %	No. of Shares/Votes Against (Dissent) & %	Passed as
1.	Implementation of Ice Make Refrigeration Limited Employee Stock Option Plan – 2018 ("Ice Make ESOP 2018" or "Plan")	1,15,44,000 (100%)	Nil	Special Resolution
2.	To extend the benefits of Ice Make Refrigeration Limited Employee Stock Option Plan 2018 ("Ice Make ESOP 2018" or "Plan") to the employees of existing and future Subsidiary Company(ies)	1,15,44,000 (100%)	Nil	Special Resolution



For Ice Make Refrigeration Limited

Chandrakant P. Patel

Chairman & Managing Director

Date: October 26, 2018

DIN: 02441116

October 26, 2018

To,

Mr. Chandrakant P. Patel

The Chairman,

Ice Make Refrigeration Limited

(CIN: L29220GJ2009PLC056482)

B/1, Ground Floor, Vasupujya Chambers,

Nr. Income Tax Cross Road,

Ashram Road, Ahmedabad-380 014

Dear Sir,

Sub: SCRUTINIZERS' REPORT ON POSTAL BALLOT CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

I, Vijay B. Patel, (Proprietor-V.B. Patel & Co. Company Secretaries), having address at 325, Third Floor, Avani Icon, Nr. Haridarshan Cross Road, Nava Naroda, Ahmedabad – 382330, was appointed as scrutinizer by the Board of Directors of **Ice Make Refrigeration Limited(CIN:L29220GJ2009PLC056482)**("the Company") at their meeting held on Saturday, August 25, 2018 under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of:

- i. Scrutinizing the voting through physical postal ballot paper and e-voting in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the below resolutions.

Item No. 1:- Implementation of Ice Make Refrigeration Limited Employee Stock Option Plan – 2018 ("Ice Make ESOP 2018" or "Plan")

Item No. 2:- To extend the benefits of Ice Make Refrigeration Limited Employee Stock Option Plan 2018 ("Ice Make ESOP 2018" or "Plan") to the employees of existing and future Subsidiary Company(ies);

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through Postal Ballot and remote e-voting on the resolutions contained in the Notice. My Responsibility as a scrutinizer for the Postal Ballot and E-Voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain/invalid", if any, on the resolutions contained in the Notice of Postal Ballot, based on the Postal Ballot Forms received from the Shareholders of the Company and E-voting done by the shareholders on or before the last date for the receipt of the Postal Ballot forms as mentioned in the Notice.

As required under section 110 of the Companies Act, Notices was dispatched on September 24, 2018 along with the statement setting out material facts under section 102 of the Act, Postal Ballot Forms and self-addressed postage envelope to its Shareholders whose names appear on the register of member/list of beneficial owner as on the record date i.e. September 14, 2018, Further the company has issued Newspaper Advertisement in English and Gujarati (Regional Language) newspaper informing shareholders the matters, on September 25, 2018.

I submit herewith my consolidated scrutinizer's report on the voting through electronic means (remote e-voting) and through Physical Postal ballot received.

1. The Company has made arrangements with Central Depository Services (India) Limited for providing a system of voting by the Members electronically through remote e-voting.
2. The Members of the Company holding shares as on the cut-off date (i.e. Friday, September 14, 2018) were entitled to vote on the resolutions as contained in the Notice of Postal Ballot.
3. No postal ballot forms were received upto and after 5.00 PM on Thursday, October 25, 2018 being the last date fixed by the Company for receipt of the forms were considered for my scrutiny.
4. The votes were unblocked on October 25, 2018 AT 5.00 PM IST in the presence of Mr. Gaurav Jani and Mr. Mayur Patel who are not the employees of the Company, and who have signed below as witnesses to the unblocking of the votes.
5. The e-voting results/list downloaded from the website of Karvy Computershare Private Limited (<http://evotingindia.com>) is being handed over to the Chairman of the Company along with this report.

Resolutions No. 1: SPECIAL RESOLUTION

Implementation of Ice Make Refrigeration Limited Employee Stock Option Plan-2018 ("Ice Make ESOP 2018" or "Plan")

Voting Method	Total Votes casted	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		
		No. of Folios	No. of Shares	% of total number of votes cast	No. of Folios	No. of Shares	% of total number of votes cast	No. of Folios	No. of Shares	% of total number of votes cast
Remote E-Voting	11544000	11	11544000	100%	0	0	0%	0	0	0
Postal Ballot	0	0	0	0%	0	0	0%	0	0	0%
Total	11544000	11	11544000	100%	0	0	0%	0	0	0%

Result:

As all the votes casted in favour of the resolution, we report that the special resolution with regard to Item No. 1 as set out in the notice of postal ballot is passed with requisite majority.

Notes:

1. Shareholders forming part of promoter and promoters' group have voted thorough evoting on the above resolution by casting 11528000 votes in favour of the resolution constituting 99.86% of total votes casted.
2. Public Shareholders have voted thorough evoting on the above resolution by casting 16000 votes in favour of resolution constituting 0.14% of total votes casted.

Resolutions No. 2: SPECIAL RESOLUTION

To extend the benefits of Ice Make Refrigeration Limited Employee Stock Option Plan 2018 ("Ice Make ESOP 2018" or "Plan") to the employees of existing and future Subsidiary Company(ies);

Voting Method	Total Votes casted	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		
		No. of Folios	No. of Shares	% of total number of votes cast	No. of Folios	No. of Shares	% of total number of votes cast	No. of Folios	No. of Shares	% of total number of votes cast
Remote E-Voting	11544000	11	11544000	100%	0	0	0%	0	0	0
Postal Ballot	0	0	0	0%	0	0	0%	0	0	0%
Total	11544000	11	11544000	100%	0	0	0%	0	0	0%

Result:

As all the votes were casted in favour of the resolution, we report that the special resolution with regard to Item No. 2 as set out in the notice of postal ballot is passed with requisite majority.

Notes:

1. Shareholders forming part of promoter and promoters' group have voted thorough evoting on the above resolution by casting 11528000 votes in favour of the resolution constituting 99.86% of total votes casted.
2. Public Shareholders have voted thorough evoting on the above resolution by casting 16000 votes in favour of resolution constituting 0.14% of total votes casted.

The electronic data and all other relevant records relating to physical postal ballot and e-voting process is under my safe custody and will be handed over to the Chairman of the Company for preserving safely.

Based on this report the Company may accordingly declare the result of voting by Postal Ballot and E Voting.

Thanking you,

Yours faithfully,

For, V.B. Patel & Co.
(Company Secretaries)

CS Vijay B Patel
FCS 7871

PLACE : Ahmedabad

DATE : October 26, 2018



We, the undersigned, witnesses that the votes unblocked from the e-voting website of Central Depository Services (India) Limited (<http://evotingindia.com>) in our presence on October 25, 2018 AT 5.00 PM IST at the office of the Scrutinizer.

Mr. Gaurav Jani

G. P. Jani

Mr. Mayur Patel

M. Patel

Counter Signed by Chairman & Managing Director of the Company
For, Ice Make Refrigeration Limited

Chandrakant P. Patel

Chandrakant P. Patel
Chairman
DIN: 02441116