

ICDS Ltd,

Regd. Office: Syndicate House, Manipal 576 104

CIN: L65993KA1971PLC002106

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Minutes of the proceedings of the 43rd Annual General Meeting of the Members of ICDS Ltd, Manipal held on Friday, 26th September, 2014 at 4.00 p.m. at Rotary Hall, Manipal 576 104.

Present:

1. Sri T Mohandas Pai, Chairman & Whole-time director
2. Sri H N S Rao, Director
3. Sri Bharath K Nayak, Director
4. Sri K M Udupa, Director
5. Sri A Giridhar Pai, Director
6. Sri U Harish P Shenoy, Director

25 Shareholders in person (including six directors mentioned above), 13 by Bodies Corporate by Authorised Representatives and 17 by proxy and.

1. Sri T Mohandas Pai, Chairman presided over the meeting. Necessary quorum being present he called the meeting to order and conducted the proceedings.
2. Chairman invited the members of the Board of directors present to sit along with him.
3. Notice of the meeting was taken as read with the consent of the members.
4. Mr Prabhakar Pai, Asst. General Manager- (Secretarial) read the Auditors Report.
5. Chairman invited the attention of the members to the Register of Director's Shareholding and Proxy Register kept on the table for their inspection.
6. Chairman welcomed the members and addressed them as under:

"...Dear Shareholders,

Dear Shareholders,

I welcome you to the 43rd Annual General Meeting of your Company. The Directors' Report and Audited Accounts for the year ended 31st March, 2014 are already in your hands now and with your permission I shall take them as read.

During the year under review the Company has earned income of Rs.6.97 crores (Rs.5.76 Crores in the corresponding period of the previous year) from recovery of over dues from HP/Lease/Bills Discounting/Loan Parties, Commission from insurance related activities, service charges earned from telephone bill recovery services, dividend and interest. The operating expense incurred during the reporting period was Rs.4.36 Crores as against Rs.3.12 Crores in the previous year. The accumulated losses which was at Rs.9.67 Crores as on 31st March, 2013 has been reduced to Rs.7.67 Crores on 31st March, 2014. The net worth of the Company as on 31st March, 2014 is Rs.7.13 Crores (Rs.4.93 crores in the corresponding period of previous year).



Since the Company has carried forward losses in the current year, the Directors express their inability to declare Dividend.

SCHEME OF ARRANGEMENT

The details of unclaimed public liabilities with the Company as per the Scheme of Arrangement sanctioned by the Hon'ble High Court of Karnataka have been covered in the Corporate Governance Report. However, I would like to say, that the total liability remaining unpaid, as on 31st March, 2014 was Rs.2.90 Crores which does not include cheques issued to the investors but not presented amounting Rs.2.98 Crores.

FUTURE BUSINESS PLANS

As reported in the earlier years, the company stopped NBFC business as per the undertaking given to Hon'ble High Court of Karnataka while considering the company's application for scheme of arrangement. Since then company was focusing its activities on recovery of over dues. Since the company's net owned funds has become positive and meets the minimum required NOF stipulated for Non Banking Finance Business, it is proposed to apply to Reserve Bank of India for registering the company as a Non Deposit taking NBFC for pursuing business of Hire Purchase/Lease finance or Investment Banking.

Your Company has been giving adequate focus on recovery of dues under Hire Purchase, Lease and other portfolios. Simultaneously the Company is also concentrating on cost reduction measures to the extent possible to minimize the operational expenses.

On behalf of the Board of Directors and on my own behalf, I take this opportunity to place on record the co-operation and support extended by the Shareholders, Depositors, Investors, Customers, Bankers and Employees at all levels.

Thank you,

7. Chairman invited queries, if any, from the members present and offered to explain.
8. In the absence of any questions, Chairman proposed and Mr M Gokul Pai seconded the following resolution, namely;

"RESOLVED that the Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon be and are hereby received, approved and adopted."

The resolution was put to vote and passed unanimously.



9. Mr N Vishwanath Kamath proposed and Mr K K Saralaya seconded the following resolution as an ordinary resolution, namely;

"RESOLVED that Mr H N S Rao, Director retiring by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

The resolution was put to vote and carried unanimously.

10. Mr U V R Mallya proposed and Mr B Anantha Krishna seconded the following resolution as an ordinary resolution, namely;

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s Chaturvedi & Shah, Chartered Accountants, Mumbai, registered with the Institute of Chartered Accountants of India vide Firm Registration No101720W be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 46th AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, and out-of-pocket and travelling expenses, etc, as may be mutually agreed between the Board of Directors of the Company and Auditors."

The resolution was put to vote and carried unanimously.

11. Mr A G Kamath proposed and Mr H N S Rao seconded the following resolution as an ordinary resolution, namely;

"RESOLVED THAT pursuant to Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Bharath K Nayak (DIN 00776729), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to Annual General Meeting for the year 2019."

The resolution was put to vote and carried unanimously.

12. Mr K Gokuldas Pai proposed and Mr A G Kamath seconded the following resolution as an ordinary resolution, namely;

"RESOLVED THAT pursuant to Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr K M Udupa (DIN 00103309), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the



Company to hold office for five consecutive years for a term up to Annual General Meeting for the year 2019.”

The resolution was put to vote and passed unanimously.

13. Mr K K Saralaya proposed and Mr G R Nayak seconded the following resolution as an ordinary resolution, namely;

“RESOLVED THAT pursuant to Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Airody Girdhar Pai (DIN 00109985), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to Annual General Meeting for the year 2019.”

The resolution was put to vote and passed unanimously.

14. Mr V Ravindra Kamath proposed and Mr G S Upadhya seconded the following resolution as an ordinary resolution, namely;

“RESOLVED THAT pursuant to Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr U Harish P Shenoy (DIN 00109884), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to Annual General Meeting for the year 2019.”

The resolution was put to vote and passed unanimously.

There being no other business, meeting concluded with a vote of thanks to the Chair.

Place : Manipal
Date : 26rd September, 2014

Sd/-
T Mohandas Pai
Chairman & Whole-time-Director

CERTIFIED TRUE COPY

for ICDS Limited

Director

