

## ICDS LIMITED

Regd. Office: Syndicate House, Manipal 576 104  
Udupi Dt., Karnataka, India  
CIN L65993KA1971PLC002106

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**Proceedings of the 44<sup>th</sup> Annual General Meeting of the Members of ICDS Ltd. held on Monday, 28<sup>th</sup> September, 2015 at 4.00 P.M.**

As per the Notice dated 7<sup>th</sup> August, 2015 the Forty Fourth Annual General Meeting (AGM) of the members of the Company was held on Monday, 28<sup>th</sup> September, 2015 at 4.00 P.M at Rotary Hall, Ananth Nagar, Manipal – 576 104.

Mr. T.Mohandas Pai Chairman & Whole-time Director of the Company presided over the proceedings and welcomed all Members present to the 44<sup>th</sup> AGM of the Company.

A total of 34 Members attended the AGM as per the Members attendance register. 6 out of 7 Directors of the Company were present at the AGM. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the AGM.

The Chairman introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members the notice being already circulated was taken as read. Auditors Report was also read at the meeting.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2015 and its future outlook.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made there under and Listing Agreement with the Stock Exchanges, the Company had extended the remote e-voting facility through Central Depository Services Limited (CDSL) to enable the Members of the Company to cast/ exercise their vote(s) electronically on the agenda items specified in the Notice of the 44<sup>th</sup> AGM . The remote e-voting period had commenced on 25<sup>th</sup> September, 2015 at 10.00 a.m and ended on 27<sup>th</sup> September, 2015 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mr. CS Shrinivas Devadiga (Membership No.22381), Practicing Company Secretary, Bangalore as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 44<sup>th</sup> AGM.

*[Handwritten Signature]*



The Chairman then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31<sup>st</sup> March 2015 being with Auditors and Directors Report thereon.

Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the Company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman proposed item no. 1, to be passed as an ordinary resolution, relating to Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the Report of the Directors and Statutory Auditors and Secretarial Auditors thereon; was proposed and seconded by the Members.

Then, the Chairman proposed item No. 2, to be passed as an ordinary resolution, relating to appointment of a Director in place of Mr. H N S Rao (DIN:00106953) who retires by the rotation at the Annual General Meeting and being eligible, offers himself for re-appointment, and the same was proposed and seconded by the Members.

Then, the Chairman proposed item No.3, to be passed as an ordinary resolution, relating to ratification for appointment of Statutory Auditors of the Company, and the same was proposed and seconded by the Members.

Then, the Chairman proposed item No. 4, to be passed as an ordinary resolution, relating to re-appointment of Mr.T.Mohandas Pai (DIN:00104336) as the Whole-time Director (designated as the Chairman & Whole-time Director) of the Company for a period of 5 years effective 1<sup>st</sup> September, 2015 , and the same was proposed and seconded by the Members.

Then, the Chairman proposed item No. 5, to be passed as an ordinary resolution, relating to appointment of Mrs. Vimal Chandrashekar Kamath(DIN: 07182821) as a Director of the Company, and the same was proposed and seconded by the Members.

The Chairman then ordered for the poll on all the agenda items as stated in Notice of 44<sup>th</sup> AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot paper and to drop it in the Ballot Box as kept in the Auditorium.

He, then, requested Mr.CS Shrinivas Devadiga, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.



The Chairman announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizer's report shall be announced on 30<sup>th</sup> September, 2015 at the registered Office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) and would be available at the Registered Office of the Company.

The Chairman thanked all the Members for their presence and support and after casting of the votes by all the Members present at the 44<sup>th</sup> AGM stood closed.

Based on the Scrutinizers consolidated Report on voting, all the resolutions contained in the Notice of the 44<sup>th</sup> Annual General Meeting were approved by the requisite majority of the Members and accordingly, all the resolutions were declared to be passed on the date of AGM i.e., 28<sup>th</sup> September, 2015.

The Consolidated scrutinizer report was uploaded on the website of the Company. Further the results in the format prescribed under clause 31A of the Listing Agreement were notified to the BSE and NSE.

For ICDS Ltd.



**T. Mohandas Pai**  
(DIN: 00104336)  
*Chairman & Whole-time Director*



Date : 30.09.2015

Place: Manipal