

NOTICE

NOTICE is hereby given that the 46th ANNUAL GENERAL MEETING of Members of ICDS Limited will be held on Monday, **the 25th September, 2017 at 4.00 p.m.** at Rotary Hall, Ananth Nagar, Manipal 576 104, Udupi District to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Balance sheet as at 31st March, 2017 and Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors.
2. To appoint a Director in place of Mr H N S Rao [DIN 00106953] who retires by rotation and being eligible offers himself for reappointment.
3. To consider and if thought fit to pass with or without modifications(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT in compliance with the mandatory rotation of auditors as per 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, on recommendation of Audit Committee, M/s. Pathak H D & Associates, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide Firm Registration No.107783W be and is hereby recommended for appointment as Statutory Auditors of the Company in place of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (F R No.101720W), for a period of five years to hold the office from the conclusion of ensuing annual general meeting (AGM) till the conclusion of 51st AGM of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every AGM), at such remuneration plus GST, and out-of-pocket and travelling expenses, etc, as may be mutually agreed between the Board of Directors of the Company and Auditors.”

Registered Office:

Syndicate House
Manipal 576 104
Date : 30.05.2017

By Order of the Board

T Mohandas Pai
Chairman & Whole-time-Director
DIN 00104336

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is

proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. The Company has transferred unclaimed dividend declared upto the financial year ended 31st March, 1995 to the General Revenue Account of the Central Government. Those who have not encashed their dividend warrants, for whatever reason, for the period to and including 31st March, 1995 are requested to claim the amount from the Registrar of Companies, Karnataka, Bangalore.

Unclaimed dividend for the year ended 31st March, 1996, 31st March, 1997 and 31st December, 1997 has been transferred by the Company to “Investor Education and Protection Fund” set up by the Central Government and no claims shall lie against the fund or the Company in respect of the amounts so transferred.

7. Members who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2017 may visit the Company’s corporate website www.icdslimited.com or send their queries at least 10 days before the Annual General Meeting to the Secretarial Department at the Registered Office of the Company.
8. The information as required to be provided under the Listing Agreement with the Stock Exchanges, regarding the Directors who are proposed to be appointed/re-appointed is given hereunder:

| | |
|--|---|
| (A) Name : | Mr H N S Rao |
| Date of Birth: | 04.10.1938 |
| Date of appointment | 12.01.2009 |
| Expertise in specific functional areas:. | Retd. Dy.G.M of Syndicate Bank, He has experience of over 35 years in Nationalised Bank and Financial Institution in various areas like administration, finance, especially in credit management and recovery. He worked as |

General Manager of the Company over 10 years and his work was focused on credit and recovery besides general administration.

List of other directorships held: MPL Enterprises Limited
Blue Cross Builders and Investors Ltd
Manipal Properties Limited.
Sri Ramakrishna Theatre Ltd.

Chairman/Member of the Committees of the Board: Chairman:, Stakeholders Relationship Committee

Chairman / Member of the Committees of the Board of other Companies in which he is Director. Member: Stakeholders Relationship Committee of MPL Enterprises Ltd.

9. The register of members and Share Transfer Book will remain closed from Friday, 22nd September, 2017 to Monday, 25th September, 2017 (both days inclusive) in connection with 45th Annual General Meeting.

10. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 22/09/2017 10.00 a.m. and ends on 24/09/2017 upto 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18/09/2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |

| | |
|--|--|
| | <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**Form No. MGT-11
Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

| | | |
|--|---------------------|-------|
| Name of the Member(s) | | |
| Registered Address | | |
| E-mail Id | Folio No /Client ID | DP ID |
| I/We, being the member(s) of _____ shares of the above named company. Hereby appoint | | |
| Name : | E-mail Id: | |
| Address: | | |
| Signature , or failing him | | |

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the company, to be held on Monday, **the 25th September, 2017 at 4.00 p.m.** at Rotary Hall, Manipal- 576 104 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Resolution(S) | Vote | |
|--------------------------|---|------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | To adopt statement of Profit & Loss, Balance Sheet, report of Board and Auditor's for the financial year 31 st March, 2016 | | |
| 2. | Re-appointment of Mr H N S Rao, Director who retires by rotation and being eligible officers himself for re-appointment. | | |
| 3. | To appoint M/s Pathak H D & Associates, Chartered Accountants, Mumbai as Statutory Auditors & fixing their remuneration | | |

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 2017

Signature of Shareholder
shareholder

Signature of Proxy holder

Signature of t

| |
|----------------------------|
| Affix Revenue Stamps |
|----------------------------|

across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

ICDS LTD
Regd. Office: Syndicate House, Manipal 576 104

ATTENDANCE SLIP
(To be handed over at the entrance of the meeting hall)

46th Annual General Meeting on **Monday**, the 25th September, 2017 at 4.00 p.m.

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 46th Annual General Meeting of the Company held on Monday, the 25th September, 2017 at 4.00 p.m.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.