

Minutes of the 193rd Meeting of the Board of Directors of the Company held on 24th September 2012 at 11.00 a.m. at the Registered Office of the Corporation.

PRESENT:

Name and designation	
Shri. A.R. Krishnamurthy	Hon'ble Chairman
Shri. Shambu Dhayal Meena, I.A.S., Secretary to Government, Social Welfare Dept., Government of Karnataka.	Director
Shri. Naveen Raj Singh, I.A.S., Commissioner, Social Welfare Dept., Government of Karnataka.	Director
Shri. K.S. Mruthyunjaya	Managing Director
Shri. Nagaraj C. Chavan, Managing Director, Kartantaka Thanda Development Corporation Ltd.,	Director

Shri. K.S. Mruthyunjaya, Managing Director of the Corporation extended warm welcome to the Hon'ble Chairman of the Corporation Shri. A.R. Krishnamurthy, the Secretary to Government, Social Welfare Department Shri. Shambu Dhayal Meena, IAS, The Commissioner, Social Welfare Dept., Shri. Naveen Raj Singh, I.A.S., and the Managing Director, Kartantaka Thanda Development Corporation Ltd., Shri. Nagaraj C. Chavan, to the meeting.

Welcoming the Secretary, Social Welfare Department and other Directors to the meeting, the Chairman ascertained that requisite quorum was present and called the meeting to order.

Leave of absence was granted to Shri. M.S. Shivaram, Dy Secretary to Government, Finance Department, Shri. M.A. Hussain, Dy Secretary, DPE, Government of Karnataka and the Nominee Director from Government of India and the CMD of NSCFDC.

Item No.1 – Approval of the Directors' Report for the year 2011-12:

The Managing Director gave a brief note on the financial performance of the Corporation during the year 2011-12 and informed that the gross accrued income aggregated to Rs. 3014.63 lakhs as compared to Rs.1996.68 lakhs achieved during the previous year. After meeting the total administrative and finance expenses of Rs.2113.27 lakhs and the Corporation has posted a profit of Rs. 901.35 lakhs during the year 2011-12 as against Rs. 527.90 lakhs during the previous year 2010-11. While noting that the Corporation has earned

Rs.1523.13 lakhs by way of income from other sources viz., interest on investment of unutilized funds in term deposits of banks, the Secretary, Social Welfare Department advised the management to ensure that the funds released for various schemes should be utilized in full and funds should not be blocked in long term deposits. The Managing Director and the Chairman explained that the funds are invested only in short term deposit until they are released for implementation of schemes and however negotiations held with various banks have yielded better returns, which as a major source, has helped the Corporation to meet its administrative expenses in the absence of any support from the Government.

During the course of perusal of the report on the performances under various schemes of the Corporation, the Secretary queried whether any evaluation of implementation of the Schemes were undertaken to ascertain the benefits derived by the beneficiaries. The Managing Director informed that an agency has been engaged to conduct evaluation of implementation of various schemes and the final report is awaited. The Board concurred with the views expressed by the Secretary, SWD and advised the management to conduct concurrent review of implementation of various schemes by engaging a specialized agency.

The Secretary and the Commissioner, Social Welfare Department also observed that the Corporation should ascertain the demand for services from various industries and provide skill development training to unemployed youths of the community in vocations like, Security services, House-keeping, Nursing, Welders, Fitters, Carpenters, Plumbers, Drivers etc.,

The Secretary, SWD also advised to contact the Director, Municipal Administration for tapping the funds available with Urban Local Bodies for linking up with micro credit schemes. The Managing Director informed that such benefits have been derived from the BBMP and efforts would be made to have tie-up with other ULBs.

After perusal of other aspects of the Report the Board approved the Directors' Report and passed the following resolution:

“RESOLVED THAT the draft report of the Directors for the year 2011-12 along with addendum containing replies to observations of the auditors be and are hereby approved and that the same be signed by the Chairman or by any two Directors of the Corporation as per sub-section (4) of Section 217 of the Companies Act, 1956.”

Vote of thanks:

The meeting ended with a vote of thanks to the Chair.


CHAIRMAN

Minutes of the 37th Annual General Meeting of the members of the Corporation held on 24th September 2012 at 11.30 AM at the registered office:

PRESENT:

Name and designation	
Shri. A.R. Krishnamurthy	Hon'ble Chairman
Shri. Shambu Dhayal Meena, I.A.S., Secretary to Government, Social Welfare Dept., Government of Karnataka.	Director & Member
Shri. Naveen Raj Singh, I.A.S., Commissioner, Social Welfare Dept., Government of Karnataka.	Director & Member
Shri. K.S. Mruthyunjaya	Managing Director & Member
Shri. Nagaraj C. Chavan, Managing Director, Kartantaka Thanda Development Corporation Ltd.,	Director
Shri. Shivananda, Under Secretary to Government, Finance Department, Government of Karnataka	Nominee of H.E. The Governor of Karnataka.

Welcome address:

The Managing Director extended warm welcome to the Shareholders, nominee of H. E. Governor of Karnataka and Directors of the Corporation to the 37th Annual General Meeting of the Corporation. The Managing Director requested the Hon'ble Chairman to preside over the meeting.

Formal business:

Shri. A.R. Krishnamurthy, Hon'ble Chairman of the Corporation ascertained that requisite quorum was present and called the meeting to order:

Notice and Reports:

The notice convening the 37th Annual General Meeting, Explanatory Statement and the Directors' Report which were circulated among the members were taken as read.

The report of the Auditors and the Comments of the Comptroller & Auditor General of India were read. The qualification of the Auditors and replies of the management were also perused.

Adoption of Accounts:

The members perused the audited accounts of the Corporation for the year 2011-12. The Secretary, SWD ascertained the details of other Current Liabilities and the same was provided. With regard to the query on transfer of 20% to reserves, it was explained that 20% of the profit was transferred to General Reserve as per provisions of Section 45 IC (i) of the RBI Act, 1934 which was mandatory.

After deliberations, the members passed the following resolution as an ordinary resolution:

“RESOLVED that the Balance Sheet as at 31st March 2012, the Profit & Loss Accounts for the year ended 31st March 2012, Directors’ Report together with the Report of the Auditors and the Comments of the Comptroller & Auditor General of India be and are hereby considered and adopted.”

Auditors Remuneration:

The Consultant Company Secretary referred to applicability of the provisions of Section 619(2) and 224(8)(aa) of the Companies Act, 1956, and informed that the Statutory Auditors for the year 2012-13 will be appointed by the C & AG and the remuneration of the Statutory Auditor shall be fixed by the Company in General Meeting. The Board of Directors may be authorized to fix the remuneration of the Statutory Auditors for the financial year 2012-13. The following resolution was passed as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 224(8)(aa) of the Companies Act, 1956 [Act], the Auditors appointed by the Comptroller and Auditor General of India under section 619(2) of the Act, for the financial year ended 31st March 2013 be paid such remuneration as may be determined by the Board of Directors of the Corporation.”

SPECIAL BUSINESS:

Increase of Authorised Share Capital:

The following resolution was unanimously passed as an Ordinary Resolution for enhancement of authorized share capital and to suitably amend the capital clause in the Memorandum of Association of the Corporation:

“RESOLVED that pursuant to Section 94 and other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Corporation be enhanced from Rs. 175,00,00,000/- to Rs. 200,00,00,000/- divided into 20,00,00,000 (Twenty crores) Equity

Shares of Rs. 10/- each and that clause V of the Memorandum of Association be suitably amended as under:

Clause V The Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees two hundred Crores only) divided into 20,00,00,000 (Twenty cores) Equity Shares of Rs.10/- (Rupees ten only) each.

Alteration of Articles of Association:

The following resolution was proposed and unanimously passed as a Special Resolution for suitably amending the capital clause in the Articles of Association of the Corporation consequent on enhancement of authorized share capital:

RESOLVED that pursuant to Section 32, Section 94 and other applicable provisions of the Companies Act, 1956, article 6 of the Articles of Association of the Corporation be amended as under consequent on enhancement of Authorized Share Capital:

Article 6 The Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees two hundred Crores only) divided into 20,00,00,000 (Twenty cores) Equity Shares of Rs.10/- (Rupees ten only) each.

Vote of thanks:

The meeting ended with a vote of thanks to the Chairman.


Chairman