

IMPACT KERALA LIMITED

4th Board Meeting at 4.30 PM on 29th November 2018

Venue : Chamber of the Additional Chief Secretary, LSGD, Secretariat Annexe

AGENDA ITEMS

SL. NO.	PARTICULARS	PAGE NO.
1.	Welcome to the Chairman and other Directors	
2.	Leave of absence (if any)	
3.	Confirmation of the Minutes of the 3 rd Board Meeting held on 30 th October 2018	
4.	To consider reconstitution of the Board of the Company	
5.	Action taken report on 2 nd Board Decisions	
6.	Action taken report on 3 rd Board Decisions	
7.	To approve the Notice and Date of Annual General Meeting of the Company	
8.	To consider any other matter with the permission of the Chairman and board members	

For and on behalf of the Board

R. Girija IAS
Managing Director

SL.NO.	PARTICULARS
ITEM NO. 1	WELCOME TO THE CHAIRMAN AND OTHER DIRECTORS
ITEM NO. 2	LEAVE OF ABSENCE (IF ANY)
Notes	Requests for leave of absence, is any, may be placed before the meeting for its consideration
ITEM NO. 3	CONFIRMATION OF THE MINUTES OF THE PREVIOUS MEETING
	The minutes of previous Board meeting held on 30 th October 2018, is attached herewith. The meeting may consider the same and approve it with or without modifications.

ITEM NO.4	TO CONSIDER RECONSTITUTION OF THE BOARD OF THE COMPANY
	<p>The Board of Impact Kerala Limited was reconstituted vide the Government Order G.O. (Rt) No. LSGD dated. The following changes were made in the Board.</p> <p>Sri. Shaji Joseph, formerly Chief Town Planner, is replaced by Smt. K.S.Girija, Chief Town Planner.</p> <p>Sri. H.Dinesan IAS, Director of Panchayath is appointed as Director of the Company.</p> <p>Newly inducted Directors to the board should submit Form MBP 1 pursuant to Section 184 (1) of the Companies Act, 2013 and the Board may consider passing the following resolution with or without modification in connection with the Board reconstitution.</p> <p>“RESOLVED THAT any Directors of the Company be and is hereby authorized to sign and file necessary E – forms with the Registrar of Companies, Kerala for effecting this re constitution.”</p>

ITEM NO. 5	ACTION TAKEN ON THE DECISIONS OF THE 2nd BOARD MEETING	
	A report on the action undertaken so far on the Decisions of 2 nd Board Meeting is appended below.	
	ITEM NO.1	Welcome to the Chairman and other Directors
	Action	Action not required.
	Item No. 2	Leave of absence, if any
	Action	Action not required
	Item No.3	Confirmation of the minutes of the 1st Board Meeting
	Action	Noted
	Item No. 4	Appointment of the new Managing Director
	Decision	Board had decided to file necessary E forms with MCA
	Action	Filed necessary E Forms
	Item No. 5	Reconstitution of the Board
	Decision	Board had decided to file necessary E-forms for the appointment of Directors of the Company
	Action	Filed necessary E forms
	Item No. 6	Action taken on the decisions of the first Board meeting
	Decision	Board members noted the same and took the following decision with regard to appointing professionals for the company. <i>Board authorized the Managing Director to initiate steps for post creation in the Company for short duration and to initiate steps to engage candidates on deputation basis from the Government Departments</i>

	Action	<p>Proposal submitted to the Government for appointing the following personnel.</p> <p>On Deputation Basis</p> <p>Project Director – 1 No.</p> <p>Project Manager – 2 Nos.</p> <p>On Contract Basis</p> <ol style="list-style-type: none"> 1. Accounts Manager 2. Administration Officer 3. IT Officer 4. Data Entry Operator
	<p>Item No.7</p> <p>Decision</p>	<p>Status of various projects</p> <p>Board had given directions to the Managing Director regarding implementation of the following projects</p> <ol style="list-style-type: none"> (i) Establishing modern Abattoirs (ii) Establishing modern Crematoriums (iii) Establishing modern Markets (iv) Building for new Municipalities (v) Establishing 14 Septage Units in 14 Districts
	Action	<p>Sanction received for Modern Abattoirs from KIIFB</p> <ol style="list-style-type: none"> 1. Perinthalmanna Municipality –Rs.10.26 Cr 2. Thiruvalla Municipality 10.36 cr 3. Kannur District Panchayath -11.07 Cr
	<p>Item No. 8</p> <p>Decision</p>	<p>Formation of Technical Committees</p> <p>Board had decided to constitute Technical Committee for the following:</p> <p>Modern Abattoirs</p> <p>Fish Market</p> <p>Modern Crematorium</p>

	Action	Technical Committee constituted for Modern Abattoirs 11 DPRs received from Suchitwa Mission for uploading to KIIFB. Will be uploaded as and when the software is ready .
	Item No. 9 Decision	Opening Bank Accounts for the Company Board had authorized the Managing Director to open two Bank Accounts for the Company as follows: (i) A Current Account with the Canara Bank (ii) A Plan Special TSB with Sub Treasury, Vellayambalam
	Action	Opened Current Account with Canara Bank. For opening Plan Special TSB with Sub Treasury, LSGD has issued G.O but Treasury requires G.O from Finance Department.
	Item No. 10 Decision	Fixing of fees for the Statutory Auditors for the F Y 2017-18 Board had decided to fix the fees of Statutory Auditors of the Company for the F Y 2017-18 as Rs.25,000/- + GST
	Action	Conveyed the decision to the C & AG for appointing Auditors for the Company
	Item No.11 Decision	Taking over Assets and Liabilities of Partner Kerala Mission Board had directed to initiate steps for recovering the dues of Rs.6.90 Cr due to KITCO from the Local Bodies.
	Action	Awaiting Government Order directing Local Bodies.
	Additional Agenda 1	Appointment of Company Secretary on retainer basis Board had decided to appoint Company Secretary on

	Decision	retainer basis
	Action	Appointed
	Additional Agenda 2	Appointing Accounts professionals for the Company
	Decision	Board had authorized the Managing Director to engage suitable professional in this capacity
	Action	Appointed an Internal Auditor Firm (Devassy & Devassy) to verify the accuracy of account books maintained and for assisting in finalization Will be appointing Accounts Manager on Contract basis along with other professionals.
	Additional Agenda 3	Hiring of office space for shifting the Registered Office of the Company
	Decision	The board had directed the Managing Director to locate any suitable building for shifting the Registered Office of the Company.

ITEM NO. 6	ACTION TAKEN ON THE DECISIONS OF THE 3rd BOARD MEETING	
	A report on the action undertaken so far on the Decisions of 3 rd Board Meeting is appended below.	
	ITEM NO.1	Welcome to the Chairman and other Directors
	Action	Action not required.
	ITEM No. 2	Leave of absence, if any
	Action	Action not required
	ITEM NO. 3	Confirmation of the minutes of the 2nd Board Meeting
	Action	Noted
	ITEM No. 4	Action taken report on the decisions of the 2nd Board Meeting
	Action	Action not required
	ITEM No. 5	Appointment of Internal Auditors for the Financial Year 2017-18
	Decision	Board had decided to appoint M/s Devassy & Devassy, Chartered Accountants as Internal Auditors of the Company for the Financial Year 2017-18
	Action	Issued Appointment Letter to the Internal Auditors M/s Devassy & Devassy

Item No. 7	TO APPROVE THE NOTICE AND DATE OF ANNUAL GENERAL MEETING OF THE COMPANY
	<p>IMPACT Kerala Limited was incorporated on 13th December 2017 and the first Financial Year of the Company was up to 31st March 2018. The proviso to Section 96 (1) of the Companies Act 2013 stipulates on conducting first Annual General Meeting of a Company within a period of nine months from the date of the closing of the first financial year. And as such, the first AGM of the Company is to be conducted on or before 31st December 2018.</p> <p>Draft notice of the meeting is attached.</p> <p>In this regard the Board may with or without modifications pass the following resolutions:</p> <p>“RESOLVED THAT the Notice for the 1st Annual General Meeting of the Company for the year ended 31st March 2018 to be held at -- -----AM/PM on -----(date) at -----(venue), be and is hereby approved.”</p> <p>“RESOLVED FURTHER THAT the Managing Director of the Company be and is hereby authorized to do all necessary actions to make the above resolution effective.”</p> <p>“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file Annual Returns of the Company for the Financial Year 2017-18 in E-form No. MGT 7 and Annual Accounts of the Company for the Financial Year 2017-18 in E-form No. AOC 4 or such other applicable form from time to time with the Registrar of Companies / Ministry of Corporate Affairs by affixing Digital Signature thereto.”</p>

NOTICE TO SHAREHOLDERS

Notice is hereby given to the Shareholders of IMPACT Kerala Limited that the first Annual General Meeting of the Company will be held as under:

Day :

Date :

Time :

Venue:

To transact, with or without modification, as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2018.
2. To consider declaration of dividend for the Financial Year ended 31.03.2018
3. To fix the remuneration of Statutory Auditors of the Company for the Financial Year 2018-19 by the Comptroller and Auditor General of India

By order of the Board

R.Girija IAS
Managing Director

ITEM NO.8	TO CONSIDER ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN AND BOARD MEMBERS
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