

**MINUTES OF THE FOURTH MEETING OF THE BOARD OF DIRECTORS OF IMPACT KERALA LIMITED HELD AT THE CHAMBER OF THE ADDITIONAL CHIEF SECRETARY, LSGD, SECRETARIAT ANNEXE, STATUE, THIRUVANANTHAPURAM AT 4.30 PM ON 29<sup>TH</sup> NOVEMBER 2018**

**Members Present:**

1. Sri. T.K Jose IAS, Additional Chief Secretary, LSGD – Chairperson
2. Smt. R. Girija IAS, Director of Urban Affairs – Managing Director
3. Sri. P.R. Sajikumar, Chief Engineer, LSGD - Director
4. Smt. K.S.Girija, Chief Town Planner – Director

**In Attendance:**

CS Rajitha R., Company Secretary in Practice

4<sup>th</sup> Board Meeting of Impact Kerala Limited commenced at 4.30 PM on 29<sup>th</sup> November , 2018

**1. Welcome to the Chairman and other Directors**

Smt. R. Girija IAS, Managing Director welcomed the Chairman and the members to the 4<sup>th</sup> board meeting of the Company. Sri.T.K. Jose IAS, Additional Chief Secretary, LSGD took the chair and after ascertaining that the requisite quorum is present, called the meeting to order.

**2. Leave of absence**

Leave of absence was granted to Sri. N. Padmakumar IAS, Sri. H. Dinesan IAS, Dr. Ajayakumar Varma and Smt. Preetha B.S. who had expressed thier inconvenience to attend the meeting due to personal issues.

Thereafter the Chairman invited R. Girija. IAS, Managing Director of the Company to present the items as embodied in the agenda for the meeting for discussion, consideration and approval.

**3. Confirmation of the minutes of the previous meeting.**

The minutes of the 3<sup>rd</sup> Board Meeting held on 30<sup>th</sup> October 2018 was read, verified and was approved by the Chairman as confirmed by the members present.

#### 4. Reconstitution of the Board

Board of Impact Kerala Limited was reconstituted by the Government Order G.O. (Rt) No. 2630/2018/LSGD dated 14<sup>th</sup> October 2018 and G.O. (Rt) No. 2790/2018/ LSGD dated 31<sup>st</sup> October 2018 and accordingly the following changes were made in the Board:

Sri. Shaji Joseph, formerly Chief Town Planner was replaced by Smt. K.S. Girija, Chief Town Planner

Sri. H. Dinesan IAS, Director of Panchayaths is appointed as Director of the Company.

Board took note of the Government Orders reconstituting the Board of the Company.

Smt. Girija K.S., newly inducted Director, submitted form MBP 1 pursuant to Section 184 (1) of the Companies Act, 2013 and the board took note of the general notice of disclosure received from the Director pursuant to Section 184 (1), 189 (2) of the Companies Act, 2013 read with Section 164 (1) of the Companies Act indicating her Directorship, shareholding held in other Companies as on 29<sup>th</sup> November 2018 in Form MBP 1.

The following Resolutions were passed by the Board with regard to the appointment of new Directors and on submission of MBP 1 by the Director:

##### **RESOLUTION NO.16**

- (i) **“RESOLVED THAT** pursuant to the provisions of Section 184 (1) read with Rule 9, of the Companies (Meetings of Board and its Powers) Rules, 2014 the disclosure of interest received from Smt. K.S.Girija, Director of the Company, as are placed before the Board, be and is here by approved.”
- (ii) **“RESOLVED THAT** any Directors of the Company be and is hereby authorized to sign and file all necessary e-forms in connection with the appointment and cessation of the Directors in the Board of Impact

Kerala Limited with the Registrar of Companies and to do all necessary acts in connection therewith.”

#### 5. Action taken on the decisions of the 2<sup>nd</sup> Board Meeting

The Managing Director apprised the members of the Board regarding the action initiated upon the decisions of the second Board Meeting and the members took note of the same. And further deliberations on the topic lead to modifications of earlier decisions on certain matters which are briefed below:

##### Decision on hiring professionals for the Company

While first Board meeting of the Company held on 22<sup>nd</sup> December 2017 had decided to depute employees from the Government on work arrangement basis, the 2<sup>nd</sup> Board meeting held on 07<sup>th</sup> August 2018 had decided to create posts in the company for short duration and to appoint necessary staff members on deputation.

On reviewing the status of the appointment of personnel on deputation the Chairman directed the Managing Director to await the decision of the Government in this matter, but he urged to initiate procedures for the appointment of professionals proposed on contract basis in no time. Board had a detailed deliberation on the topic and decided to give advertisement for appointing the following professionals on contract basis.

SL. NO.	DESIGNATION	QUALIFICATION AND EXPERIENCE	Remuneration
1.	Manager (Administration)	Candidates with regular MBA and minimum experience of 10 years(Post qualification Experience) in office management in Government sector.  Should be well versed in Computer Applications  OR  Retired Officers from	Rs.50,000/- per month

		<p>Government of and above the rank of Joint Secretary</p> <p>Should hold Post Graduation Degree in any discipline and should be well versed in Computer Applications</p>	
2.	Asst Manager (Accounts)	<p>Candidates should be Graduate in Commerce and should have CA Inter or CMA Inter</p> <p>Should be well versed in Computer Applications and should have working knowledge in Tally Software and should have a minimum experience of 2 years either in Government or reputed firms in Private Sector.</p>	Rs.30,000/- per month
3.	IT Officer	<p>B Tech (Computer Science)/ B Tech (IT)/ MSC Computer Science/ MCA (Regular course with graduation in science with mathematics as one subject)</p> <p>Minimum 2 years work experience in the similar capacity</p> <p>Preference to those having</p>	Rs.30,000/-

		qualification and experience in web based technology.  Should be capable of Website updating	
4.	Data Entry Operator	Graduation in any discipline and Diploma in Computer Application with minimum 2 years experience.	Rs.21,420/- per month

### **Formation of Technical Committee**

While reviewing the status of formation of Technical Committee the board had deliberation on implementation of projects. The first Board meeting of the Company had decided to entrust DPR preparation task to the empanelled agencies under LSG Department. But, for implementation of the projects, the Chairman suggested to invite open tenders on the basis of National Competitive Bidding . The Board agreed to the suggestions put forth by the Chairman in this regard and decided to invite open tenders on National basis by considering the following.

- Weightage for Technical and Financial bids should be in the ratio of 70:30
- Additional weightage on Technical bid should be provided to firms who have successfully completed the projects in the State of Kerala
- Additional weightage should be provided to empanelled agencies of Suchitwa Mission
- Organizations registered in the State of Kerala should be given extra weight age keeping in view the benefit of SGST to the state.

### **6. Action taken on the decisions of the 3<sup>rd</sup> Board Meeting**

The Managing Director briefed the members of the Board regarding the action initiated upon the decisions of the third Board Meeting and the members took note of the same.

### **7. Approval of notice for conducting the 1<sup>st</sup> Annual General Meeting of the Company**

The Managing Director placed before the meeting the agenda item for approving a date for conducting the Annual General Meeting of the Company according to the proviso of Section 96 (1) of the Companies Act, 2013 along with the draft notice. The Managing Director expressed her inability to conduct the meeting by giving a minimum notice period of 21 days as stipulated in Section 101 (1) of the Companies Act, 2013. Board decided to conduct the first Annual General Meeting of the Company in shorter notice period as per the provisions of the proviso to Section 101(1) to conduct the same in 14<sup>th</sup> December 2018, Friday at 11 AM at the Chamber of the Additional Chief Secretary, LSGD and the following resolution was passed in this regard.

**RESOLUTION NO. 17**

**“RESOLVED THAT** the notice of the 1<sup>st</sup> Annual General Meeting of the Company for the year ended 31<sup>st</sup> March 2018 to be held at 14<sup>th</sup> December 2018, Friday at 11 AM at the Chamber of the Additional Chief Secretary, LSGD be and is hereby approved.”

**“RESOLVED FURTHER THAT** any Directors of the Company be and is hereby authorized to do all necessary actions to make the above resolution effective.”

**“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 & Annual Accounts of the Company for the Financial Year 2017-18 in E Form No. AOC 4 or such other applicable forms from time to time with the Registrar of Companies /Ministry of Corporate Affairs by affixing Digital Signature thereto.”

There being no other business left to be transacted, the meeting concluded at 6.00 PM with a vote of thanks to the Chair.

MANAGING DIRECTOR

CHAIRMAN