

MINUTES OF THE FIFTH 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 31ST JANUARY 2019.

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. N. Padmakumar IAS, Commissioner of Rural Development - Director
4. Sri. H. Dinesan IAS, Director of Panchayaths - Director
5. Smt. K.S.Girija, Chief Town Planner – Director
6. Dr. R. Ajayakumar Varma, Executive Director, Suchitwa Mission – Director
7. Smt. B.S. Preetha, Joint Secretary, Finance Department, GOK - Director

In Attendance:

CS Rajitha R., Company Secretary in Practice

5th Board Meeting of Impact Kerala Limited commenced at 4.30 PM on 31st January , 2019.

1. Welcome to the Chairman and other Directors

Smt. R. Girija IAS, Managing Director welcomed the Chairman and the members to the 5th 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.

Sri. H.Dinesan IAS, Director of Panchayaths attending his first board meeting in the Company submitted form MBP 1 pursuant to Section 184 (1) of the Companies Act, 2013. 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 his Directorship, shareholding held in other Companies as on 31st January 2019 in Form MBP 1.

The following Resolution was passed by the Board with regard to submission of MBP 1 by the Director, Sri H. Dinesan IAS:

RESOLUTION NO.18

“**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 Sri. H. Dinesan IAS , Director of the Company, as are placed before the Board, be and is here by approved.”

2. Leave of absence

Leave of absence was granted to Sri. P. R. Sajikumar who had expressed his inconvenience to attend the meeting due to personal issues.

Thereafter the Chairman invited Smt.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 4th Board Meeting held on 29th November 2018 was read, verified and was approved by the Chairman as confirmed by the members present.

4. Action taken on the decisions of the 4th Board Meeting

The Managing Director apprised the members of the Board regarding the action initiated upon the decisions of the fourth Board Meeting and the members took note of the same. Regarding recruitment of staff and preparation of DPR, the Board took the following decision.

Item No. 5 Decision on hiring professionals for the Company

4th board had decided to recruit professionals for the post of Manager (Administration), Asst. Manager (Accounts), IT Officer and Data Entry Operator. The Managing Director informed that only one application each were received for the posts of Manager (Administration), Asst. Manager (Accounts) and IT Officer whereas 9 applications were received for the post of Data Entry Operator. Since posting at least Manager (Administration) was of utmost necessity and the single application received had the qualification and experience required, the application was forwarded to Government for necessary orders regarding appointment.

The board directed the Managing Director to re advertise the posts of Asst Manager (Accounts) and IT Officer for getting more response before conducting interview.

Inviting tenders for DPR preparation

The decision taken in the 1st board meeting of the Company to entrust the task of DPR preparation to the empanelled agencies under LSG Department was modified in the 4th Board meeting, which had decided to invite open tenders on the basis of National Competitive Bidding. However, considering the impending Lok

Sabha elections the board reconsidered its earlier decisions in this regard, as imposing the code of conduct will result in delaying its projects. The board after deliberations decided to direct the local bodies to submit DPRs by inviting tenders taking in to view the following points:

- 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 submitted DPRs in LSGIs or Governments departments in Kerala .
- Additional weightage may be provided to empanelled agencies of Suchitwa Mission.
- Firms / companies registered in the State of Kerala may be given extra weightage keeping in view the benefit of SGST to the State.

5. Formation of Technical Committee

The second board meeting of the Company held on 07th August 2018 had decided to constitute a Technical Committee for implementing Slaughter House with Sri. A.L.Charles as its Chairman. The Managing Director informed the board that since Sri.A.LCharles, Superintending Engineer, LSGD retired from service on 31.12.2018 and as per G.O(MS)No.69/2018/Fin dated 24.2.2018 ,a retired officers not below the rank of Superintendent Engineer from GoK can be considered as chairman of the Technical Committee. Hence a request was submitted before the Government to re constitute the Technical Committee with Sri A.L Charles as chairman. She also placed before the board the matter for considering appointing Sri.A.L Charles as the Chairman of the Technical Committee for the purpose of implementation of major infrastructure projects of Local

Self Government sector with the assistance of KIIFB. The Board deliberated and accorded sanction to appoint Sri.A.L.Charles as the Chairman of the Technical Committee for implementing major infrastructure projects of Local Self Government sector with the assistance of KIIFB.

6. Considering new model for Slaughter House

The Managing Director briefed the board members that the DPR's presently prepared are proposed to be managed and run by a Society to be formed, with meat workers, people's representatives and officials from LSGIs. Selected meat workers are to be trained to run the Slaughter House (SH) during initial period of 2 or 3 years by the Contractor/agency taking the Contract. The Society is expected to purchase animals required for slaughter and cut meat/ carcass is to be sold to the meat vendors, on franchisee basis.

It is now suggested that the organization/agency who is awarded the Contract will have to run the SH for 10 years after commissioning and the agency has to pay monthly rent and revenue share to the LSGI, since the agency will be the operator and the LSGI being the owner of the Slaughter House . All expenses of staff, labour, operations, maintenance expenses and marketing expenses will be sole responsibility of the agency and entire plant and machinery of SH has to be returned in full functioning condition to the LSG after lease period of 10 years.

Custom slaughter is given priority so that existing meat vendors are least disturbed and is not forced to purchase carcass from the Slaughter House. Based on demand and supply, the agency can buy animals or grow animals and sell carcass to meat vendors. The agency can also use the plant for their own business of making value added meat products to be sold in domestic market or for export.

Board which had deliberation on the topic directed the Managing Director to go ahead with the 5th proposed business model and to prepare revised DPR accordingly.

7. Considering fund transfer from Partner Kerala Mission to the Company

The Managing Director informed the board members the action taken by her for transferring the funds of Partner Kerala Mission maintained in State Bank of India to the TSB account opened with Treasury for IMPACT Kerala Ltd.

8. Considering adopting Annual Accounts of the Company for the Financial Year 2017-18

The Managing Director placed before the meeting the draft Annual Accounts and Financial Statements of the Company pertaining to the Financial Year 2017-18 along with the report of the Internal Auditor. Board had a detailed deliberation on the financial status of the Company as depicted in the statements laid before it. An amount of Rs.6,90,19,750/- (Rupees Six Crore Ninety Lakhs Nineteen Thousand Seven Hundred and Fifty only) which was a liability in the Balance Sheet of Partner Kerala Mission and which was not supported by any corresponding asset was taken to the liability side of the Balance Sheet of IMPACT Kerala Limited. Since the payment of dues to KITCO was not assured by the Local Bodies or State Government, the board decided not to incorporate it in the Balance Sheet of IMPACT Kerala Limited. The Board directed the Managing Director to place modified Financial Statements of the Company pertaining to the year 2017-18.

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