

**MINUTES OF THE FIRST MEETING OF THE BOARD OF
DIRECTORS OF IMPACT KERALA LIMITED HELD AT THE
CHAMBER OF THE PRINCIPAL SECRETARY, LSGD AT 2 PM ON
22ND DECEMBER 2017.**

Members Present:

1. Sri. T. K. Jose IAS, Principal Secretary, LSGD – Chairperson
2. Smt. Haritha V. Kumar, Director of Urban Affairs – Managing Director
3. Dr. Mithra T. IAS, Executive Director, Suchitwa Mission – Director
4. Sri. K. Ramachandran IAS, Commissioner of Rural Development –
Director
5. Sri. P.R. Sajikumar, Chief Engineer, LSGD – Director

In Attendance:

1. Smt. K.S. Girija , Deputy Town Planner
2. CS Rajitha R. , Company Secretary in practice

Smt. Haritha V. Kumar IAS, Director of Urban Affairs and Managing Director of the Company welcomed the chairperson and the members to the meeting and invited Sri. T. K. Jose IAS, Principal Secretary LSGD to the Chair.. Sri. T.K.Jose took the chair and after ascertaining that the requisite quorum is present, called the meeting to order. Leave of absence was granted to Smt. P. Marykutty IAS and Sri. Remanan who had expressed their inability to attend the meeting due to preoccupation. Thereafter the Chairperson invited Smt. Haritha V. Kumar IAS, Director of Urban Affairs and Managing Director of the Company to present the items as embodied in the agenda for the meeting for discussion, consideration and approval.


MANAGING DIRECTOR


CHAIRMAN

1 Appointment of Chairman for the Board

The Managing Director informed the meeting that G.O. (Rt) No.3234/2017/ LSGD issued on 06.10.2017 had nominated the Principal Secretary, LSGD, Government of Kerala to be the Chairman of the Company on its formation. And Article 63 of the Company authorizes Governor of Kerala to nominate Chairman to the board. The board took note of the same.

2.Certificate Of Incorporation Issued .

The board was informed that the Company ' Impact Kerala Limited' -was incorporated on the 13th day of December 2017 and the Certificate of Incorporation certificate bearing CIN NO. U75100KL2017SGC051339 issued by the Jurisdictional Registrar of Companies was placed before the board and the board noted the same.

3. Memorandum and Articles of Association of the Company

A printed copy of the Memorandum and Articles of Association of the Company filed before the Registrar of Companies for registration was placed before the board and the board noted the same.

4. Registered Office of the Company

The Board was informed that for registering the Company, the Registered Office address was given as First Floor, Swaraj Bhavan,

Near RBI Quarters, Nanthencode, Thiruvananthapuram after obtaining consent from the Director of Urban Affairs. Board took note of the same. The Board also noted the provisions of Section 12 (3) of the


MANAGING DIRECTOR


CHAIRMAN

Companies Act, 2013 regarding disclosure of the registered office address in all correspondence and contact address and passed the following resolution in this regard:

RESOLUTION NO.1

“RESOLVED THAT a name plate containing Company’s Name , Corporate Identity Number (CIN) and address of the Registered Office be affixed at the Registered Office and that the Company’s name , CIN and address of the Registered office be mentioned in legible characters in all business letters, bill heads, letter heads and letter papers and in all its notice and other official publications, etc., pursuant to the provisions of the Companies Act, 2013.”

5. Appointment of Directors

The Board noted that Articles 62 of Articles of Association provides for the constitution of the Board of Directors. First directors of the Company, as stated in the Articles is in accordance with the G.O. (Rt) No.3234/2017/ LSGD issued on 06.10.2017. Accordingly, the first directors of the Company are:

1. Sri. T.K. Jose IAS
2. Smt. Haritha V. Kumar IAS

Board took note of the fact that necessary e-forms is to be uploaded with the Registrar of Companies, Kerala for the appointment of the following Directors as referred in the G.O. cited above.

1. Sri.B.K Ashok IAS , Secretary ,LSGD (Urban)
2. Smt. P. Marykutty IAS , Director of Panchayath


MANAGING DIRECTOR


CHAIRMAN

3. Sri. K. Ramachandran IAS, Commissioner of Rural Development
4. Smt. T. Mithra IAS, Executive Director, Suchitwa Mission
5. Sri. K. Remanan, Chief Town Planner
6. Sri. P. R. Saji Kumar, Chief Engineer, LSGD

Board authorized the Managing Director to do necessary acts in this regard and the following resolution was passed:

RESOLUTION NO. 2

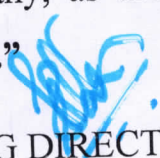
“RESOLVED THAT any Directors of the Company is authorized to file necessary e-forms with the Registrar of Companies, Kerala for the appointment of Directors appointed through Government Order No. 3234/2017/LSGD dated 06.10.2017

7. Disclosure of interest

The Board took note of the general notice of disclosure received from all the Directors pursuant to Section 184 (1) in form MBP -1 and passed the following resolution in token thereof:

RESOLUTION NO. 3

“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 all the Directors of the Company, as are placed before the Board, be and is hereby taken on record.”


MANAGING DIRECTOR


CHAIRMAN

7. Appointment of first auditors of the Company.

The Managing Director invited attention of the Board on the matter of appointment of Statutory Auditors of the Company. As per Section 139 (7) of the Companies Act, 2013 first statutory auditor of a Government Company shall be appointed by the Comptroller and Auditor General of India within sixty days from the date of registration of the Company. Board decided to authorize the CEO to intimate the C & AG to take adequate steps for appointing the first auditors of the Company.

The following resolution was passed in this regard:

RESOLUTION NO. 4

“RESOLVED THAT consent of the Board of Director of the Company, be and is hereby accorded to inform the Comptroller & Auditor General about the registration of the Company and to request them to appoint first Statutory Auditors for the Company.”

“RESOLVED FURTHER THAT Smt. Haritha V. Kumar IAS, Managing Director of the Company be and is hereby authorized to inform the Comptroller & Auditor General to take all necessary steps in this regard.”

8. First Financial Year of the Company

The Directors were informed about the provisions of Section 2 (41) of the Companies Act, 2013 which defines “Financial Year”, in relation to any Company or body corporate means the period ending on the 31st March every year and where it has been incorporated on or after the 1st day of January of a year, the period ending on the 31st March of the following year, in respect whereof financial statements of the Company or body corporate is made up.


MANAGING DIRECTOR
CHAIRMAN

The board noted that our Company is incorporated on the 13th day of December 2017 and accordingly the first Financial Year of the Company should be from 13-12-2017 to 31-03-2018 and pursuant to Section 96 (1) of the Companies Act, 2013 the first Annual General Meeting can be held on or before 31st December 2018, ie within nine months from the closure of the financial year.

For adopting the financial year of the Company the following resolution is passed:

RESOLUTION NO.5

“RESOLVED THAT THE first “Financial Year” of the Company be the period starting from the date of incorporation of the company ie 13th December 2017 to 31st March 2018, both days inclusive and the first statement of Accounts of the Company shall relate to the same period.”

“RESOLVED FURTHER THAT the second “Financial Year” of the Company shall be the period from 1st April 2018 to 31st March 2019, and subsequently thereon for the remaining years starting with 1st April and ending with 31st March of the succeeding years.”

9. Design of Share Certificates

The Board noted that the Section 46 (3) of the Companies Act, 2013 and Rule 5 (2) of the Companies (Share Capital and Debenture) Rules, 2014 prescribes that the Share Certificate shall be in Form SH – 1, a copy of which was submitted to the Board. The Board took note of the same and approved its printing. The Board after discussions authorized Smt. Haritha V. Kumar IAS, Managing Director to be the custodian of the blank share certificates of the Company.


MANAGING DIRECTOR


CHAIRMAN

10. Issue of Share Certificates to the first subscribers of the Company

Sri. T.K. Jose IAS, informed the Board that the initial paid up capital of the Company is Rs.10,00,000/- (Rupees Ten Lakhs Five Thousand Rupees only) which was subscribed by the following subscribers

SL. NO	FIRST SUBSCRIBERS	NO. OF SHARES
1.	His Excellency, the Governor of Kerala represented by Sri. T. K. Jose IAS	990
2.	Smt. Haritha V. Kumar IAS	10
	TOTAL	1000

Board decided to issue Share Certificates to the subscribers after receiving amount for the shares subscribed by them and the following resolution was passed unanimously:

RESOLUTION NO:6

“RESOLVED THAT the seven subscribers to the Memorandum of Association of the Company who had agreed to take shares, be issued equity shares of the company and that Sri.T.K.Jose IAS and Smt. Haritha V. Kumar IAS Directors of the Company, shall sign the said certificates.


MANAGING DIRECTOR


CHAIRMAN

11.Maintenance of minutes of the Board Meeting

The Board noted that the Companies Act, 2013 provides for maintaining of Minutes of Board Meetings in Manual / Loose Leaf / Electronic Form ,with time stamp. The draft of the minutes are to be circulated to all Directors within 15 days of the meeting and the Directors in turn has to communicate their remarks within the 7 succeeding days. The minutes of the meeting has to be approved by the Chairman with in 30 days of the meeting. It was decided to maintain the minutes of the Board Meeting in loose leaf form , with page numbers consecutively numbered and bound in periodical intervals.

12.Opening Bank Accounts for the Company

Board considered favourably the proposal for opening bank accounts for the Company and decided to open two accounts as stated below:

- (i) A Current Account with the Nanthencode Branch of SBI
- (ii) A Special Savings Bank Account with the Sub Treasury Vellayambalam

for the smooth functioning of the organization. The proposal submitted before the Board to operate the Bank Account singly by the Managing Director Smt. Haritha V. Kumar IAS was accepted by the board for amounts up to Rs. 500000/- (Rupees Five Lakhs only) and decided to authorize Sri. K. Ramachandran IAS , Commissioner of Rural Development along with the Managing Director to act as joint signatories for higher amounts and the following resolution was passed in token thereof.


MANAGING DIRECTOR


CHAIRMAN

RESOLUTION NO. 7

“RESOLVED THAT a Current Account for the Company may be opened with the Nanthencode Branch of State Bank of India and a Special Savings Bank Account may be opened with the Sub Treasury, Vellayambalam.”

“RESOLVED FURTHER THAT Smt. Haritha V. Kumar IAS, Managing Director of the Company is hereby authorized to operate the said accounts for amounts up to Rs. 500000/- (Rupees Five Lakhs only) and to operate the accounts jointly with Sri. K. Ramachandran IAS, Commissioner of Rural Development and Director of the Company for the amounts beyond the limit and the said bankers be and are hereby authorized to honour all cheques drawn or given on behalf of the Company at any time by the aforesaid persons and further the said bankers be and are hereby authorized to act on any instruction from him relating to the affairs or transactions of this company “

“RESOLVED FURTHER THAT the above resolutions shall be communicated to the said bankers and shall remain in force until notice in writing, cancelling or modifying the same is given to the said bankers by the Directors of the Company duly authorized by the Board.”

MANAGING DIRECTOR

CHAIRMAN

13. Approval of Preliminary Expenses

The statement of preliminary expense incurred in connection with Registration of the Company was presented before the meeting for approval which was verified and approved by Board members with the resolution given below:

Sl.N o.	Expense Head	Amount (In Rs.)
1.	Stamp Paper	300.00
2.	Notarization Charges	500.00
3.	Filing fee paid to the Ministry of Corporate Affairs	2,07,275.00
4.	Stamp duty paid to the Ministry of Corporate Affairs	51,025.00
5.	Professional Fees	30,000.00
7.	Submission of Name Application in INC -1 to the Ministry of Corporate Affairs	2,000.00
	TOTAL EXPENSES	2,91,100.00

RESOLUTION NO:8

“RESOLVED THAT the preliminary expenses amounting to Rs.2,91,100/- (Rupees Two Lakhs Ninety One Thousand and One Hundred only) expended in connection with the incorporation of the Company as per the statement placed before the meeting be and are hereby approved.”


MANAGING DIRECTOR


CHAIRMAN

14. Decision on hiring of Professionals for the Company

The Managing Director placed before the meeting the request for engaging suitable staff members for taking up the activities of the Company without any delay. Staff structure proposed by the MD is as given below.

1. Project Manager – 1
2. Structural Engineer -1
3. Environment Engineer – 1
4. Civil Engineer -1

Board deliberated on the matter and decided to obtain necessary professionals from LSGD Engineering wing for the Company and a consensus was arrived by the board for engaging the following professionals on working arrangement.

1. Project Manager – B Tech with MBA -1 No.
2. Engineer – B Tech in Civil and M Tech in Structural Engineering
3. Engineer – M Tech in Environment

15. Decision on Technical Committee formation

The following schemes are taken up for implementing in local self Governments with the financial assistance of KIIFB.

1. Establishment of Modern Abattoirs (Rs.100 Cr)
2. Establishment of Modern Crematoriums (Gas)

(Rs.100 Cr.)



MANAGING DIRECTOR


CHAIRMAN

3. Establishment of Modernized markets (Rs.100 Cr)
4. Building for new municipalities (Rs.100 Cr)
5. Building for septage Treatment Plants (Rs.150Cr.)
6. Construction of four scientific landfills (Rs. 150 Cr.)
7. Attukal Master Plan (Rs.100 Cr)

Orders obtained till date-

<u>Particulars</u>		<u>G.O</u>
1	Creation of SPV	GO (Rt) NO.3234/2017/LSGD dated 06/10/2017.
2	Sanction to register IMPACT of Kerala Ltd	GO (Rt) NO.3436/2017/LSGD dated 27/10/2017.
3	A.S. for modern electronic Crematorium	GO (Rt) NO.3382/2017/LSGD dated 24/10/2017.
4	A.S. for modern modified- as Gas Crematorium	GO (Rt) NO.3711/2017/LSGD dated 18/11/2017.
5	A.S. for slaughter houses	GO (Rt) NO.3564/2017/LSGD dated 04/11/2017.
6	Finance Department sanctioned fund to impact Kerala of Rs. 15 lakhs	GO (Rt) NO.8920/2017/Fin dated 28/11/2017.
7	MOA &AOA approval	GO (Rt) NO.3886/2017/ LSGD dated 01/12/2017.


MANAGING DIRECTOR


CHAIRMAN

Status Report

I. Establishment of Slaughter Houses (Rs.100 Cr)

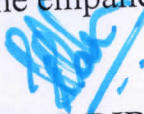
Proposed projects in Local Bodies as per concept note

1. Thiruvananthapuram
2. Kozhikode
3. Kanhangad
4. Kondoty
5. Palakkad
6. Kunnankulam
7. Thiruvalla
8. Punalur
9. Perinthalmanna
10. Aluva
11. Chalakkudy
12. Kannur (District Panchayats)
13. Attingal
14. Nedumangad

Status

- 14 locations identified.
- In principle AS given

It has been resolved to empanel agencies for the preparation DPR for slaughter house. The empanelment committee shall consist of


MANAGING DIRECTOR


CHAIRMAN

1. Managing Director IMPACT Kerala
2. An Executive engineer from pollution control board.
3. An Expert from mechanical engineering department from College of Engineering Trivandrum.
4. Dr.Sathu, Associate professor , Meat Technology, Mannuthy, Thrissur
5. An Expert from Veterinary College.

Untill the empanelment process is completed the LSGI's are authorized to prepare DPR based on competitive process
Board further authorized the Managing Director to explore the possibility of receiving administrative funding from KIIFB.

6. **Modern Crematorium** (Rs.100 Cr.)

Projects included in the I Phase

Sl. NO	Name OF LSGI	Project Cost(in lakhs)
1	Haripad Municipality	86.00
2	Udumbanchola	106.50
3	Kadamakkudi GP	114.00
4	Pazayannoor GP	93.50
5	Vallathol NagarGP	150.00
6	Thuvvur GP	102.00
7	Moothedam GP	100
8	Kunnamangalam	100
9	Panagad GP	93.50
10	Perambra GP	110
11	Thariode GP	140
12	KalliasseriGP	100
13	Ezhome GP	82.00
	TOTAL	1377.50


MANAGING DIRECTOR


CHAIRMAN

LSGIs which have expressed need for crematoriums.

- | | | |
|-----|--------------------|--------------|
| 1. | Adoor | Municipality |
| 2. | Bhudhannur | GP |
| 3. | Rajakumary | GP |
| 4. | Upputhara | GP |
| 5. | Santhanpara | GP |
| 6. | Poomangalam | GP |
| 7. | Cherppu | GP |
| 8. | Karulai | GP |
| 9. | Urungattili | GP |
| 10. | Chungathara | GP |
| 11. | Kakkur | GP |
| 12. | Azhiyur | GP |
| 13. | Ulliyeri | GP |
| 14. | Acharakkandi | GP |
| 15. | Kannur Corporation | |

Proposed Urban Local Bodies

- 1.Ponnani
- 2.Nedumangad
- 3.Iritti
- 4.Pala
- 5.Nileswaram
- 6.Kayamkulam (DPR Submitted)
- 7.Valancheri


MANAGING DIRECTOR


CHAIRMAN

8.Valancheri

9.Thanur

10.Palakkad

11.Feroke

12.Thaliparamba.

It has been resolved to empanel agencies for the preparation DPR for Crematorium. The empanelment committee shall consist of

1. Managing Director IMPACT Kerala
2. An Executive engineer from pollution control board.
3. An Expert from mechanical engineering department from College of Engineering Trivandrum or Barton Hill
4. Renju.R Pillai from Suchitwa mission as member
5. Smt. Asha, Engineer from the Office of CE. As member

Untill the empanelment process is completed the LSGI's are authorized to prepare DPR based on competitive process

III Office Building for new Municipalities- (Rs.100 Cr)

- Project outlay : 100 crores
- Concept note for administrative sanction is being prepared.
- Proposals with DPR have been received from Kannur Municipal corporation, Anthoor Municipality .

IV Modernisation of Markets- (Rs.100 Cr)

- Project outlay : 100 crores
- Concept note is being prepared


MANAGING DIRECTOR


CHAIRMAN

Proposal Submitted (Willingness)

1. Punalur (DPR submitted and is under scrutiny) 15 Crores
2. Nedumangad
3. Anthoor
4. Thiruvanthapuram
5. Kochi
6. Trissur
7. Malappuram
8. Kollam

DPR preparation for the first five to be entrusted after inviting a competitive sealed quotations

Items placed before the meeting with the permission of the Chairman and the Board of Directors.

1. Common Seal

The Board after discussions, approved to make Common Seal of the Company as required under Article 76 of Articles of Association of the Company and authorized Smt. Haritha V. Kumar IAS, Managing Director, to be the custodian of the same.

2. Development of a website for the Company

Board members deliberated on the necessity of creating a website of the Company on a war footing as the Company is going to be a connecting link between all local bodies and KIIFB for implementing various projects of public interest. Board authorized the Managing Director to do necessary acts in connection with creation of a website through internal arrangement in the Urban Affairs Department and the following resolution was passed in token thereof:

MANAGING DIRECTOR

CHAIRMAN

RESOLUTION NO:9

“RESOLVED TO authorize the Managing Director, Smt. Haritha V. Kumar IAS, to undertake necessary activities for formation of a website of the Company.”

3. Taking over of assets and liabilities of the Project Partner Kerala Mission

The Principal Secretary, LSGD and Chairman of the Company informed the board members, the decision arrived by the Cabinet meeting of the Kerala Government held on 20th December 2017 to merge the assets and liabilities of the Project Partner Kerala Mission with that of Impact Kerala Limited. Board authorized the Managing Director to take up necessary acts in connection therewith once the Government Order for the same is issued.

There being no other business left to transact, the meeting concluded at 3.30 PM with a vote of thanks to the chair.

MANAGING DIRECTOR

CHAIRMAN