

**MINUTES OF THE SEVENTH 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 10.00 AM ON 05TH SEPTEMBER 2019.**

Members Present:

1. Sri. T.K Jose IAS, Additional Chief Secretary, LSGD – Chairman
2. Smt. R. Girija IAS, Director of Urban Affairs – Managing Director
3. Sri. H. Padmakumar IAS, Commissioner of Rural Development- Director
4. Sri. B.S. Thirumeni IAS, Director of Panchayaths - Director
5. Sri. Mohammed Ali IAS, Executive Director, Suchitwa Mission - Director
6. Sri. M.V.Rajan, Chief Engineer, LSGD - Director
7. Smt. K.S.Girija, Chief Town Planner – Director
8. Smt. B.S. Preetha, Joint Secretary, Finance Department, GOK - Director

In Attendance:

CS Rajitha R., Company Secretary in Practice

7th Board Meeting of Impact Kerala Limited commenced at 10.00 AM on 05th September , 2019.

1. Welcome to the Chairman and other Directors

Smt. R. Girija IAS, Managing Director welcomed the Chairman and the members to the 7th 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

All Directors participated in the meeting.



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3. Confirmation of the minutes of the previous meeting.

The minutes of the 6th Board Meeting held on 17th May 2019 was read, verified and was approved by the Chairman as confirmed by the members present.

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.

4. Action taken on the decisions of the 6th Board Meeting

The Managing Director briefed the action so far initiated on the decisions taken in the sixth Board meeting. On certain topics Board had a brief deliberation as pointed below:

Establishing Septage Treatment Plants

The 6th Board had decided to establish Septage Treatment Plants in all Districts which are not covered under Amrut Project. The Managing Director while briefing the status on the item requested the Director of Panchayaths to identify locations coming under Panchayaths which require STP.

Transferring funds parked with TSB Account to the Account maintained with Canara Bank

The 6th Board Meeting held on 17th May 2019 had accorded sanction for transferring the funds parked with TSB to Canara Bank, whereas the cheque issued for transferring the funds were dishonoured due to Treasury ban. The Director representing Finance Department, Government of Kerala directed to proceed further in the matter through 'Ways and Means clearance' and offered to assist the Company to get through the process.

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5. Approval of notice for conducting the 2nd Annual General Meeting of the Company

The agenda item for approving a date for conducting the second Annual General Meeting of the Company according to the provisions of Section 96 of the Companies Act, 2013 along with the draft notice was placed before the meeting. The Board decided to conduct the 2nd Annual General Meeting of the Company on 27th September, 2019 at 10.30 AM at the Chamber of the Additional Chief Secretary, LSGD and the following resolution was passed in this regard.

RESOLUTION NO. 24

“RESOLVED THAT the notice of the 2nd Annual General Meeting of the Company for the year ended 31st March 2019 to be held on 27th September 2019 at 10.30 AM at the Chamber of the Additional Chief Secretary, LSGD be and is hereby approved.”

“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.”

“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 2018-19 in E-Form No. MGT 7 & Annual Accounts of the Company for the Financial Year 2018-19 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.”

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Minutes of the 7th Board Meeting

Chairman

6. Hiring of space for shifting the Registered Office of the Company

The Managing Director placed before the meeting the proposal for hiring office space available at the third floor of the State Municipal House situated at Vazhuthacaud, Trivandrum in pursuant to the decision arrived at the 2nd Board meeting of the Company held on 07th August 2018. The rent anticipated is Rs.25/-per sq. ft. for the building. The Board deliberated on the issue and directed the Managing Director to proceed further in the matter and the following resolutions was passed in this regard.:

The Board further had a discussion on furnishing the hired building and permitted the Managing Director to proceed through open quotations if the expected expenditure is below Rs.1,00,000/- (Rupees One Lakh only). The Board also suggested to prepare an estimate with the aid of Project Manager (Structural Engineering) in the Company before inviting quotations.

RESOLUTION NO. 25

“RESOLVED TO authorize the Managing Director to hire office space at the Third Floor of the State Municipal House, situated at Vazhuthacaud, Thiruvananthapuram”

“RESOLVED FURTHER TO authorise the Managing Director to release advance payment as required for hiring the building “

“RESOLVED FURTHER TO authorize the Managing Director to enter in to agreement with the authorities of State Municipal House for hiring the office space for shifting Registered Office of the Company.”

MD 

7. Hiring Vehicle for the Company

The Board considered the agenda placed for hiring a vehicle up to 2000 CC for the Company along with the driver. The Board accorded its sanction to the Managing Director for hiring a vehicle along with driver through open quotation method.

8. Joining duty by the Project Director and Project Manager

Appointing suitable professionals from the Government sector for various posts in the Company was decided in the 2nd Board Meeting of the Company held on 07th August 2018. The orders pertaining to the posting of Sri. Abdul Malik K.V., Town Planner (HG), Town and Country Planning Department as Project Director and Smt. Sumitha G.K., Asst. Engineer, LSGD Division, Kottayam as Project Manager was noted by the Board.

MATTERS TAKEN UP WITH THE PERMISSION OF THE CHAIRMAN AND THE BOARD MEMBERS

1. Consideration of Board Reconstitution.

Board of Impact Kerala Limited was reconstituted by the Government Order G.O. (Rt) No. 1923/2019/LSGD dated 04th September 2019 whereby Sri. P.R.Sajikumar, former Chief Engineer, LSGD was replaced by Sri. M.V. Rajan, Chief Engineer, LSGD and Dr.Ajayakumar Varma, former Executive Director, Suchitwa Mission was replaced by Sri. Mir Mohammed Ali IAS, Executive Director, Suchitwa Mission.

Board took note of the Government Order reconstituting the Board of the Company and expressed its gratitude to Sri. P.R. Sajikumar and Dr.Ajayakumar Varma who had rendered valuable guidance to the Company by their deep knowledge and high experience.



Sri. M.V.Rajan and Sri. Mir Mohammed Ali., newly inducted Directors, 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 Directors pursuant to Section 184 (1), 189 (2) of the Companies Act, 2013 read with Section 164 (1) of the Companies Act indicating their Directorship, shareholding held in other Companies as on 05th September 2019 in Form MBP 1.

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

RESOLUTION NO.26


- (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 Sri. , Director of the Company, as placed before the Board, be and is hereby taken on record.”
- (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.”

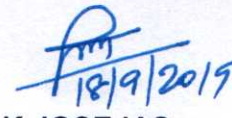
2. Considering establishing modern markets

The Chairman pointed out the necessity of establishing modern markets in various parts of the State. He pointed out that even though enough financing options are being exercised to develop Shopping Complexes across the State by other Public Sector Units, developing Modern Markets facilitating trade of perishable commodity by not compromising on hygiene is still not being taken

seriously. The Board agreed on the views of the Chairman and directed the Director of Panchayaths to focus on the matter and locate areas where such markets can be developed with the aid of the Company.

There being no other business left to transact, the Meeting concluded at 11.00 AM with a vote of thanks to the Chair.


R.GIRIJA IAS
Managing Director


T.K.JOSE IAS
Chairman