



KERALA STATE ELECTRICITY BOARD LIMITED

Incorporated under the Companies Act, 1956

CIN : U40100KL2011SGC027424

Reg. Office : Vidyuthi Bhavanam, Pattom, Thiruvananthapuram – 695004, Kerala.

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ABSTRACT

Kerala State Electricity Board Limited – Appointment of Secretarial Auditor for the Financial Year 2020-21 - Sanctioned – Orders issued.

CORPORATE OFFICE (COMPANY SECRETARIAL – CORPORATE AFFAIRS)

B.O.(DB) No.728/2021 (CS 24/KSEBL-Secretarial Audit) Thiruvananthapuram, Dated: 04.10.2021

- Read:
1. B.O. (DB) NO.150/2021(CS 24/KSEBL-Secretarial Audit) Dated. 19.02.2021
 2. Letter No. CS.24/KSEBL-Secretarial Audit./2017-18 Dated 19.02.2021
 3. E-mail communication dated 15.07.2021 sent to M/s PI & Associates.
 4. Consent Letter No. PIA/KSEB/D09049/2021 dated 13.09.2021 from M/s PI & Associates
 5. Note No.CS 24/KSEBL-Secretarial Audit dated 16.09.2021 of the Chairman & Managing Director.
 6. Proceedings of the 60th Meeting of the Board of Directors held on 28.09.2021 (Agenda Item No.10-09/2021).

ORDER

As per the provisions of Sec. 204 of the Companies Act 2013 and Rule 9 of the (Appointment and Remuneration of Managerial Personnel) Rules 2014, secretarial audit is required to be conducted by an independent practicing Company Secretary, if the company, is a listed Company or is a public company having paid up share capital of ₹50 crore or more or is a public Company having a turnover of ₹250 Crore or more during the financial year. As KSEBL satisfies the above two conditions, Secretarial Audit has to be conducted by a Practicing Company Secretary or by a firm of Practicing Company Secretaries.

For the year 2019-20, Secretarial Auditor was appointed through an EOI process since the then Secretarial Auditors for 2018-19 has done the audit consecutively for four years. Accordingly, M/s PI & Associates, D-38, South Extension Part-1, New Delhi-110049 represented

by Dr. Baiju Ramachandran FCS, A-80, Deepam, Deshabhimani Road, Thampanoor, Thiruvananthapuram- 695 001, a firm of Practicing Company Secretaries was appointed as the Secretarial Auditors for 2019-20 at their quoted fee of ₹ 49560/- (Rupees Forty Nine Thousand Five Hundred and Sixty only) inclusive of all taxes, charges and all out of pocket expenses. The rates offered by the firm were lesser than previous year rates.

M/s PI & Associates, as per letter read as 4th above has intimated their willingness to carry out the Secretarial Audit for the year 2020-21 with the same terms and conditions as that of FY 2019-20.

As per Rule 8 of the Companies (Meeting of the Board and Its Powers) Rules, 2014, the power to appoint Secretarial Auditor has to be exercised by the Board of Directors by means of a resolution passed at a meeting of the Board. Hence the matter was placed before the 60th meeting of the Board of Directors held on 28.09.2021 as per Note read 5th above. The Board considered the matter in detail and passed the following resolutions as per the proceedings read as 6th paper above:

“ RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, consent of the Board be and is hereby given for appointment of M/s PI & Associates, D-38, South Extension Part-1, New Delhi-110049 represented by Dr. Baiju Ramachandran FCS, A-80, Deepam, Deshabhimani Road, Thampanoor, Thiruvananthapuram- 695 001, a firm of Practicing Company Secretaries as Secretarial Auditor of the Company for the Financial Year 2020-21 at their quoted fee of ₹49560/- (Rupees Forty Nine Thousand Five Hundred and Sixty only) inclusive of all taxes, charges and all out of pocket expenses.

ALSO RESOLVED TO authorize the Company Secretary to issue accordingly, the letter of engagement to M/s PI & Associates.

RESOLVED FURTHER THAT Chairman and Managing Director/Director (Finance) of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and

to do all such act, deeds and things as may be considered necessary to give effect to the resolution.”

Orders are issued accordingly.

By Order of the Director Board
(Sd/-)

LEKHA.G

COMPANY SECRETARY (I/c)

To

1. The Company Secretary, Vidyuthi Bhavanam, Pattom, Thiruvananthapuram.
2. M/s PI & ASSOCIATES, D-38, South Extension Part-1, New Delhi-110049.

Copy to:

The Financial Adviser/The Chief Internal Auditor

The Deputy Secretary (Administration)

The TA to [Chairman & Managing Director/Director (Distribution & IT)/

Director (Transmission & System Operation)/Director (Generation- Civil)/

Director (Generation-Electrical)/ Director (Planning, Safety & SCM) /

Director (REES including SOURA, Sports and Welfare)]

The PA to Director (Finance)

The Senior CA to [Chief Vigilance Officer/Legal Adviser & Disciplinary Enquiry Officer/
Secretary (Administration)]

Library/Stock File.

Forwarded/By order



Senior Superintendent