

GULBARGA ELECTRICITY SUPPLY COMPANY LIMITED

(Government of Karnataka Undertaking)

(CIN-U04010KA2002SGC030436)

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Station Road, Kalaburagi -585102

No.GESCOM/Circular/CS/ACS/AAO/Asst/2020-21/417-28

Date 19-03-2021

CIRCULAR

Sub:-Guidelines for placing of Agenda in the Board and Committee Meetings.

Section 173 (3) of the Companies Act, 2013 mandates that every Board Meeting of the Company shall be called by giving not less than 7 day's notice in advance. It further provides that Board Meeting shall be called at shorter notice subject to condition that atleast one Independent Director shall attend the meeting. In case of absence of Independent Director, the decisions taken during the Meeting shall be final only after ratification by Independent Director.

Secretarial Standard prescribed by the Institute of Company Secretaries of India under Section 118(10) of the Companies Act, 2013 mandates that agenda of the Board and Committee meetings shall be provided atleast 7 days in advance.

Statutory Auditors / Secretarial Auditors and C&AG during their audit observed that advance notice alongwith agenda for Board and Committee meetings are not being given as per the provisions prescribed by the Companies Act, 2013 and rules made there under.

Presently, Agendas for the Board and Committee Meetings are being prepared and submitted by various sections of corporate office. Many of the times, agenda are being submitted to CS Section after issuance of Board Meeting Notice which is not in line with the procedure prescribed under the Companies Act, 2013.

In this context it is obligatory on the part of section heads of the different wings of corporate office to follow the guidelines prescribed in this behalf. The following steps may kindly be followed in future, in order to comply with the provisions of the Companies Act, 2013.



1. A note will be circulated by the undersigned to all sections indicating time frame with in which the agendas (Board / Committee) need to be submitted CS Section. In order to comply with the procedure laid down under the Companies Act, 2013, all are requested to strictly adhere to the time frame that would be indicated for submission of agendas.
2. Agendas submitted to CS section **may not be placed before the Board / Committee**, if the said agendas have been submitted:
 - after the expiry of time indicated in the note circulated by the undersigned as above or
 - after issuance of Board / Committee Meeting notice or
 - after dispatch of agendas to Directors,Whichever is earlier.
3. The soft Copy of Agenda/Hard copy of Agenda shall be in the prescribed format i.e. Font: Times New Roman Font, 14 size. The top, bottom, and right margins are required to be 1 inch and the left margin at 1.25 inch.
4. The responsibility of preparing agenda with requisite annexures lies with the concerned section head and defects if any, found in agendas shall be rectified forthwith on returning by the Company Secretary.
5. Concerned Section head shall co-ordinate with Company Secretary till the subjects are placed in the Board / Committee meeting.

The above guidance shall be followed scrupulously / invariably in the interest of adopting best Corporate Governance practice in GESCOM and any violations would be viewed seriously by the Managing Director as the violation may lead to levying of hefty penalties by Ministry of Corporate Affairs, GoI.

APPROVED
BY THE MD



For & on behalf of
Gulbarga Electricity Supply Co. Ltd.

[Handwritten signature]
19/3/21

KIRAN POLICEPATIL
Company Secretary

Copy to:

1. The Chief Financial Officer, GESCOM, Corporate Office, Station Road, Kalaburagi-585102.
2. The Financial Adviser (Internal Audit), GESCOM, Corporate Office, Station Road, Kalaburagi-585102.
3. The Chief Engineer (O), GESCOM, Corporate Office, Station Road, Kalaburagi-585102

4. The Chief Engineer (Ele), O & M Zones, Kalaburagi and Ballari
5. The General Manager (Admin & HR), Corporate Office, Station Road, Kalaburagi-585102.
6. Superintendent Engineer (Ele), Procurement/Tech/Commercial,MIS and Project, GESCOM, Corporate Office, Station Road, Kalaburagi-585102.
7. All Superintendent Engineer (Ele), O & M Circle, GESCOM
8. All Executive Engineers (Ele) O & M Division, GESCOM Urban & Rural
9. The SP, Vigilance, Corporate Office, Station Road, Kalaburagi-585102.
10. PS To MD, D (T) , Corporate Office, GESCOM
11. ✓ EE (IT) – Circular to be hosted on the website of the Company.
12. MF/Record