



## 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 - Rules of Business of KSEBL - approved - Orders issued.

### CORPORATE OFFICE (ADMINISTRATION)

**B.O.(DB) No.731/2021 (CS.100/Estt./Rules of Business/2021) Thiruvananthapuram, Dated:05.10.2021**

- Read:1. Note No.CMD/106/DoP/2021 dated 10.09.2021 of the Chairman & Managing Director to Full Time Directors (Agenda Item No.61/9/2021).
2. Note No. CS-100/Estt./Rules of Business/2021 dated 20.09.2021 of the Chairman & Managing Director.
  3. Proceedings of the 60<sup>th</sup> Meeting of the Board of Directors held on 28.09.2021 (Agenda Item No.11-09/2021).

### ORDER

Consequent to the formation of the Kerala State Electricity Board Limited (KSEBL), Government of Kerala has notified through Notification SRO No. 87/2013 GO(P) No.46/2013/PD dated 31.10.2013 the Second Transfer Scheme, 2013 for re-vesting the KSE Board in the newly formed company and approved the Memorandum and Articles of Association of the new company.

The Company transacts its business broadly within the limits of the Companies Act, 2013 and the Rules and Regulations thereunder. However, no rules thereafter have been framed specifically for conducting its business at the level of the Board of Directors, Directors and Chief Executives. In order to conduct business of the Company effectively and to avoid situations leading to difficulties, overlaps and occasional breaches of delegations and instances of superseding the Directors, Board of Directors and Chairman & Managing Director it has been felt that there should be rules governing conduct of Chief Executives in the Strategic Business Units, Directors of the Company, Chairman & Managing Director and the Board of Directors.

The Board of Directors in its 60<sup>th</sup> meeting held on 28.09.2021 has accorded approval to the "Rules of Business (Allocation, Transaction and Delegation) of the Kerala State Electricity Board Limited".

Orders are issued accordingly. Approved Rules of Business annexed to this order shall come into force with immediate effect.

By Order of the Director Board

Sd/-

LEKHA G.

COMPANY SECRETARY (I/c)

To  
The Secretary Administration

Copy to:

The Financial Adviser/The Chief Internal Auditor /Company Secretary

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/Website/Stock File.

Forwarded/By order



Senior Superintendent

**Annexure to B.O.(DB) No.731/2021 (CS.100/Estt./Rules of Business/2021)**  
**Thiruvananthapuram, Dated 05.10.2021**

**Rules for allocation and transaction of the business of the Kerala State Electricity Board Limited (hereafter the Company) in its Corporate Office and Divisions/Departments/Branches or attached offices so notified by the Board of Directors of the KSEBL.**

Whereas the Kerala State Electricity Board Limited (KSEBL) has been incorporated as a Company under the Indian Companies Act 1956 (as replaced by the Companies Act, 2013) and is empowered to undertake and notify the rules to allocate and transact its business under entry No.27 of its Memorandum of Association and as further provided for in its Article No.42 (19) of Articles of Association, the competent authority hereby makes the following rules.

1. These rules may be called the “Rules of Business (Allocation, Transaction and Delegation) of the Kerala State Electricity Board Limited.”
2. In these Rules unless the context otherwise requires:
  - (a) The interpretations shall be as per the Article 1 of the Articles of Association.
  - (b) “Schedule” means the Schedules appended to these Rules.
3. These rules shall have an over-riding effect and shall apply in supersession of any other provision such as an order of the Board of Directors of the Company or a subordinate authority of the Company in so far as those conflicts with these rules.
4. If any rule herein is found to be in conflict with the Articles of Association of the Company, the same shall be interpreted with the aid of the General Clauses Act 1897 and shall be held void to the extent that the rule contradicts the provision in the Articles of Association or other applicable general or company law in force at that point of time and shall be amended accordingly.

5. The business of the Company shall be transacted in the verticals titled as Strategic Business Unit (SBUs), Departments, Regional Offices, Circles, Divisions, Sub Divisions and Sections as specified in the First Schedule.
6. The Chairman and Managing Director shall allot the business of the Company amongst the Directors by assigning one or more SBUs or departments to the charge of a Director, provided that more than one SBU or Department may be assigned to one Director. A part of a division can also be allocated as above, under information to the Board of Directors.
7. Each SBU or Department of the Company shall be headed by a Director of the Company to whom all subordinate officers and staff shall report. The Director shall be assisted by a senior Officer of such rank prescribed by the Board of Directors who shall be the official head of that Department responsible to the Director and Chairman & Managing Director.
8. The Board of Directors shall be collectively responsible for all the Board orders issued under the authentication of the Chairman and Managing Director and any individual Director or Head of Department so authorized to authenticate Board orders as prescribed in Second Schedule.
9. Subject to the orders of the Chairman and Managing Director, all cases referred in the Third Schedule shall be invariably brought before the Board of Directors of the Company provided that no case involving a consultation with the Finance or Law Departments, shall be brought before the Board of Directors unless the Director (Finance)/Legal Adviser and Disciplinary Enquiry Officer (LA & DEO) as the case may be has been given an opportunity to consider it.
10. The Director in charge of an SBU or Department shall be primarily responsible to the Chairman & Managing Director and to the Board of Directors for the disposal of the business appertaining to that Department.

11. (i) No SBU or Department shall, without previous consultation with the Director (Finance), authorize any orders (other than orders that are delegated specifically by the Board of Directors in the schedule of these rules or otherwise) which either immediately or consequentially will affect the finances of the company or which in particular either:
- a. Relate to the number of grades or cadres of posts or the emoluments or other conditions of service of posts; or
  - b. Involve any grant of land or assignment of revenues or concession, grant, lease or licence of mineral or forest or a right to water power or any easement or privilege in respect of such concession except when such alienation, abandonment or reduction is in accordance with ordinary rules or a general scheme approved in consultation with Director (Finance) or
  - c. In any way involve any relinquishment of revenue or enhancement of costs.
- (ii) Subject to the general provisions of rule 8, no proposal, which requires the previous consultation of the Director (Finance) under sub-rule (i) but in which the Director (Finance) has not concurred may be proceeded with unless a decision to that effect has been taken by the Board of Directors or an empowered subcommittee of the Board of Directors;
- (iii) No re-appropriation of a major budget head shall be made by any department other than the Director (Finance) after consulting with Director (Planning), except in accordance with such general delegations as the Director (Finance) may have under these rules or otherwise.

- (iv) Except in cases where power may have been delegated to departments under these rules, all cases approved by the Director (Finance) and in cases where the specific concurrence of the Director (Finance) has been given, every order of an SBU or Department conveying a sanction to be enforced in audit should be communicated to the Audit Authorities with the following added to the address entry of the order communicating the sanction, namely:-

“This order issues with the concurrence of the Director (Finance) vide their Note No.....dated.....

12. All orders or instruments made or executed by or on behalf of the Company shall be expressed to be made or executed in the name of the Chairman and Managing Director where he is duly delegated by the Board of Directors on whose behalf the Chairman and Managing Director or other Director/Officer of the Company may authenticate instruments as delegated to him.
13. Every order or instrument of the Company shall be hand-signed in ink or by digital means by the Chairman and Managing Director, Company Secretary or Secretary (Administration).
14. The Company Secretary or other officer as the Board of Directors may appoint shall be the Secretary to the Board of Directors. The Company Secretary shall be delegated for authenticating all instruments related with the Indian Companies Act, 2013, Rules and the subordinate instructions upon approval of the draft by the Chairman and Managing Director.
15. All cases reserved for the consideration of the Board of Directors shall be submitted to the Chairman and Managing Director with the remarks of the Director in charge and other head of department and his specific orders obtained for bringing it up for consideration at the next/subsequent meeting of the Board of Directors or an empowered subcommittee of the Board.

16. The Chairman and Managing Director, upon recommendation of the Director in charge, may allow a circular resolution to be circulated to the Directors and if no substantive disagreement is brought on record within the time prescribed, the Chairman & Managing Director may, in view of the exigency/urgency of the question, avoid further discussion at a meeting of the Board of Directors and the decision may be adopted and ordered as a decision of the Board of Directors.
17. A case to be placed before the Board of Directors shall be prepared by a supervisory Officer of prescribed experience, so delegated by the Head of Department or Director in charge and shall contain true copies of all documents relied upon to extract facts and make a reference to all the referred Acts of legislature, Board Orders and precedent and shall be circulated with points to be specifically decided upon with all necessary supporting documents. The draft note for the Board of Directors shall be perused and approved by the Head of Department concerned and Director in charge and shall be made available to the Chairman and Managing Director at least three working days prior to the minimum notice period required to call for the meeting of the Board of Directors. Provided that the Chairman & Managing Director may in exceptional cases relax this requirement for emergent/unforeseen cases that cannot wait for the next regular Board.
18. All cases involving financial implications as prescribed in the Rule 11 shall be placed before the Director (Finance) before perusal by the Chairman and Managing Director. The Chief Financial officer may attend the Board subject to Chairman & Managing Director's approval and without exercising any voting rights.
19. A case brought before the Board of Directors or an Empowered Sub Committee of the Board of Directors shall contain a docket sheet as prescribed in fourth Schedule.
20. The Board of Directors shall meet at such place and time as the Chairman and Managing Director may decide.
21. Apart from the Directors holding office as on that date, the relevant Head of Department or other senior Officer of the Company or expert shall attend the meeting if so directed by the Chairman and Managing Director.

22. The Company Secretary shall attend all the meetings of the Board of Directors and the decision of the Board of Directors in each case shall be separately recorded and approved by the Chairman and a record of the same maintained by the Company Secretary. Authenticated copies of the minutes shall be circulated among all the members of the Board of Directors and the Heads of Departments of all SBUs/Departments.
23. When a case has been decided by the Board of Directors, the Director concerned shall take action to give effect to the decision as soon as possible. If any minor deviation is proposed to the decision, the case shall be submitted to the Chairman & managing Director by the Director concerned and further action shall be taken according to the advice offered by the Chairman & Managing Director.
24. Until the administrative orders of the Board of Directors are published, the discussions and recorded proceedings of the Board of Directors shall be kept 'secret' by all attending persons.

**II. Disposal of business by Board of Directors, Chairman and Managing Director and Directors.**

25. The original powers of the Board of Directors are prescribed as per Article 42 of the Articles of Association of KSEBL and shall be amended with prior approval of Government from time to time. The Chairman and Managing Director shall be delegated with the powers as in Fifth Schedule in addition to his specific responsibilities under the Articles of Association.
26. Save the matters reserved for the consideration of the Chairman & Managing Director, all other delegated matters may be disposed by the Directors or HoDs as per standing orders of the Director. A copy of all orders issued on delegation



by the HoDs and Directors shall be marked to the Office of the Chairman & Managing Director and any remarks by Chairman & Managing Director shall be taken into account.

27. Each Director shall issue a standing order in consultation with the Chairman & Managing Director on what matters or cases of matters that need to be brought to his personal notice in the SBUs/Department under his exclusive charge. Copies of such standing orders shall be placed in the Meeting of Board of Directors.
28. The Heads of Departments shall invariably place all cases which are not delegated by the Director for his approval before issuing orders.
29. When a Director considers a matter which impacts more than one Department, he shall refer and elicit the views of the other SBUs/Department on the same file in writing which shall normally be provided within three working days. If further time is required to comment due to non-availability of requisite data, etc., a period upto two weeks can be availed with prior intimation to the originating department. Retention of a file circulated by a Director for opinion should not be made beyond two weeks by any subordinate officer which shall be deemed to be an act of intentional indiscipline/dilatory tactic.
30. If a consulted SBU/Department is not in agreement on record with a proposal or part of it, the Director originating it may place the matter before the Chairman & Managing Director for advice on how to further proceed with the case.
31. A Director or Head of Department may ask to see the papers/data belonging to any department, except confidential papers of the office of Chairman & Managing Director, Director (Finance) and Chief Vigilance Officer. The Directors may call for remarks or files of the Chief Vigilance Officer for perusal when considering cases for promotion/appointment.

32. If a requisitioned department have any objections in sharing a document/ file, the same objection may be placed before the Chairman & Managing Director, whose decision in the case shall be final.
33. The Chairman & Managing Director shall have access to all company files and a requisition from the Chairman & Managing Director for a document shall be complied within three working days. Any wilful delay will be treated as indiscipline /dilatory tactics.
34. The Chairman & Managing Director shall have powers to review orders issued by all subordinate officials upto the Directors/ Head of Departments on his own motion or upon an appeal by a stakeholder unless the purview is that of the Board of Directors.
35. The Directors and Chairman & Managing Director shall have powers to revise or keep in abeyance an order of a subordinate authority / officer which in his opinion is not serving the company's / department's immediate interest or needs to be reviewed by the Board of Directors at a later date. An appeal against any orders of subordinate authority / officer shall lie in the first instance to the Directors concerned.
36. All communications addressed to the Company from State Governments, Courts, important authorities and commercial stakeholders especially with tangible time limit shall be immediately put up to the Chairman & Managing Director for his advice on how to process them in such time frame.
37. No decision in a case which might attract criticism or controversy with the Judiciary, Government of a State or Central Government, shall be made without reference to the Chairman & Managing Director.

38. Unless otherwise delegated, the Chairman & Managing Director shall function as the Director in charge of Human Resources over all the supervisory officers of the Company and shall hold powers to review orders issued by all subordinate officers unless the full purview is that of the Board. In the temporary absence of Chairman & Managing Director, the Director present in Head quarters so delegated by Chairman & Managing Director will discharge the routine duties subject to any other directions of Government.
39. The Legal Department headed by the Legal Adviser & Disciplinary Enquiry Officer (LA & DEO) shall be consulted on all matters to be decided by the Board of Directors involving a legal question or implication. The LA & DEO shall review and report on the progress of all litigation wherein the Company is involved and also on the progress and performance of the Standing Counsels engaged by the KSEBL. All affidavits and petitions filed on behalf of KSEBL shall be submitted to the LA & DEO for prior review and if for some reason, the LA & DEO's remarks are not available, may be filed only with the prior approval of the concerned Director/Chairman & Managing Director. No HoD/subordinate officer may file affidavits having policy implications or on matters reserved through these rules for the disposal of Chairman & Managing Director/Board.
40. Proposals for amending the Rules of Business, Articles of Association, Memorandum of Association or an order in compliance of a judgment of a Court, shall be consulted with the LA & DEO before placing the proposal for decision. The LA & DEO's advice shall be invariably made within a week or shorter as requested if the matter needs to be addressed earlier.
41. If a direction issued by the Government under the Articles of Association is seen contradictory to any extant provision of law, the advice of the LA & DEO will be taken before the Board which considers the matter.

42. Reference to the LA & DEO, Chief Vigilance Officer or Director of Finance, shall be made only by a Director or the Head of Department with the advice of the Director concerned. No case shall be referred to government or other government HOD's without prior approval of Chairman & Managing Director unless specifically delegated.
43. Every reference to any consulting department shall specify the accurate statement of facts of the case and the point or points on which the advice of that department is desired.
44. If the advice is contrary to the proposal of the originating department, and they wish to pursue the matter, the advice of the Chairman & Managing Director may be taken at that point.
45. The Board of Directors, Chairman & Managing Director, individual directors and Heads of Departments shall be jointly and severally responsible for the careful observance of these rules and when any of them considers that there has been any material departure from them, he shall personally bring the matter to the notice of the Director concerned and Chairman & Managing Director for rectification.
46. All decisions made by the Chairman & Managing Director in a matter of business or administration of the Company shall be final until and unless the Board of Directors review/alter the decision.

## **First Schedule**

(Read Rule 5)

The business of the Company shall be transacted in the verticals titled as SBUs, Departments, Business Units, Regional Offices, Circles, Sub Divisions, Division and Sections as specified in this First Schedule.

### **PART I - LIST OF SBUs/ DEPARTMENTS**

#### **SBUs**

1. Strategic Business Unit-Transmission (SBU-T)
2. Strategic Business Unit-Generation (SBU-G)
3. Strategic Business Unit-Distribution (SBU-D)
4. Corporate Functions

#### **DEPARTMENTS**

1. **Strategic Business Unit-Transmission (SBU-T)**
  1. 1. Corporate Office (Office of the Director)  
( Transmission & System Operation)
  2. Transmission - Field Offices
    1. Regional Office
    2. Circles
    3. Divisions
  3. System Operation -Field Offices
    1. Regional Office
    2. Circles
    3. Divisions

2. **Strategic Business Unit-Generation (SBU-G)**
  1. Strategic business Unit-Generation(Electrical) (SBU-G(E))
    1. Corporate Office (Office of the Director)
    2. Projects- Electrical Design
  2. Field Offices
    1. Regional Office
    2. Circles
    3. Divisions
  3. Strategic Business Unit-Generation(Civil) (SBU-G(C))
    1. Corporate Office (Office of the Director)
    2. DRIP & Dam Safety
    3. Projects- Civil Design
  4. Field Offices –Civil Construction
    1. Regional Office
    2. Circles
    3. Divisions
  
3. **Strategic business Unit-Distribution (SBU-D)**
  1. 1. Corporate Office(Office of the Director)
  2. Distribution Field Offices
    1. Regional Office
    2. Circles
    3. Divisions
    4. Sub Divisions
    5. Sections

**4. Corporate Functions- Departments**

1. Administration
2. Centrally Aided Projects
3. Commercial
4. Company Secretarial (Corporate Affairs)
5. Finance and Accounts
6. House Keeping (Civil & Electrical Maintenance)
7. HRM
8. Internal Audit
9. IT & CR
10. Land Management
11. Legal
12. Liaison Office, New Delhi
13. Master Trust(Pension)
14. Personnel
15. Planning
16. Public Relations
17. Renewable Energy & Energy Savings
18. Revenue (HT & EHT)
19. Safety
20. SOURA - Projects
21. SPIN & Consultancy
22. Sports Cell
23. Supply Chain Management (SCM)
24. Tariff
25. Vehicle Monitoring
26. Vigilance and Security
27. Welfare

**PART II – DISTRIBUTION OF BUSINESS AMONG SBUs/ DEPARTMENTS**

1. Strategic Business Unit-Transmission (SBU-T)  
As defined in the Second Transfer Scheme, 2013
2. Strategic Business Unit-Generation (SBU-G)  
As defined in the Second Transfer Scheme, 2013
3. Strategic Business Unit-Distribution (SBU-D)  
As defined in the Second Transfer Scheme, 2013
4. 1. Corporate Functions - Administration
  1. Rules of Business of the company
  2. Distribution of business among the administrative divisions/ departments
  3. Appointments, promotions, postings and transfer of Officers of and above the category of Executive Engineers / Accounts Officer / Finance Officers
  4. General Matters relating to Administration.
  5. Allocation of rooms for short stays in Inspection Bungalows, Circuit Houses etc. of the Company.
  6. Preparation and consolidation of replies to reports of Subject Committee and Estimate Committee and Liaison with Government in this relation.
  7. Preparation and consolidation of replies to Legislative Assembly Interpellations and Liaison with Government in this relation.
  8. Annual Performance Appraisal Reports (APAR)- Maintenance of reports, General Orders relating to preparation and maintenance
  9. Confidential Records on officers and employees of the Company – General Orders relating to preparation and maintenance



4. 2. Corporate Functions - Centrally Aided Projects

1. Coordination of Centrally Aided Projects announced by the Ministry of Power of Government of India.

4. 3. Corporate Functions - Commercial

1. Coordination of activities relating to purchase of power and sale of excess power
2. Inviting tenders related to purchase of long/short/medium term power including renewable power (Solar/wind), Sale, banking of power, evaluation of bids, obtaining approval of Board, issuing Lol, execution of agreement and participating in power procurement tenders.
3. Monitoring of transmission corridors and matters related to open access.
4. Execution of Transmission Service Agreements.
5. Settlement of accounts related to energy charges, open access charges, transmission, wheeling charges, trading margins etc. related to banking arrangements.
6. Providing Techno - Commercial support to legal cell.

4. 4. Corporate Functions - Company Secretarial (Corporate Affairs)

1. Corporate Secretarial functions as per the Companies Act, 2013.

4. 5. Corporate Functions – Finance and Accounts

1. Management of Funds and Financial Resources including credit allocation to various Account Rendering Units (ARUs).
2. Maintenance / upkeep and Control of Accounts and Accounting Records in accordance with Standards prescribed in this respect.
3. Preparation of Annual Budget and Annual Financial Statements in accordance with applicable Accounting Standards.
4. Maintenance / upkeep and Control of Cost Accounting Records in accordance with Standards prescribed in this respect.

5. Classification of Revenue and Expenditure under Budget Heads including opening of New Heads of Accounts in conformity with provisions of Companies Act and Rules.
6. Review of Progress of Revenue Collection.
7. Integration of Revenue Collection activities of the Company through various Account Rendering Units (ARUs).
8. Identification and Implementation of various Expenditure / cost Control measures.
9. Monitoring and Management of Fixed Assets including maintenance of Fixed Assets Registers.
10. Financing, Maintenance / upkeep and Control of Accounts and Accounting Records in respect of Master Trust for Pension.
11. Proposals and advises regarding Delegation of Financial Powers.
12. Borrowings including availing of Short-term and long term Loans.
13. Management of Grants/ funds of any nature sanctioned by Central /State Governments.
14. Computerisation of Accounts.
15. Arranging payments for Purchase of Power.
16. Offering comments / recommendations / Advice on matters of Financial Importance to various Administrative Divisions/ Departments of the Company on all matters referred to by the Chairman & Managing Director/ Directors.
17. Offering comments / recommendations / Advice on matters of Investment Decisions.
18. Coordination of works in relation to Statutory Audit and Cost Audit.

4. 6. Corporate Functions –

House Keeping (Civil & Electrical Maintenance)

1. Maintenance and upkeep of Corporate Office premises

4. 7. Corporate Functions - HRM

1. Appointments, promotions, postings and transfer of Officers below the category of Executive Engineers / Accounts Officer / Finance Officers.

2. Arranging training to staff.

3. Processing of pension and related matters.

4. Property Statements – General Instructions relating to receipt and maintenance.

5. Processing of papers in connection with the Departmental Disciplinary Action on employees below the category of Executive Engineers / Accounts Officer / Finance Officers.

6. APAR

4. 8. Corporate Functions - Internal Audit

1. GPF

2. Pay Fixation

3. Pension Audit

4. Monitoring of Field Audit activities

5. Concurrent Audit

6. Audit of Revenue and Expenditure

7. Power Purchase Audit

8. Arrear Clearance and SO (R) Audit

9. Preparation and consolidation of replies to reports of Public Accounts Committee and Liaison with Government in this relation.

4. 9. Corporate Functions - IT & CR

1. Provide IT assisted support for various activities of the Company.

4. 10. Corporate Functions - Land Management

1. Inventorisation of land in possession of the company.
2. Formulation and implementation of Land Management Policy of the Company.

4. 11. Corporate Functions - Legal

1. Guiding and coordinating the work in connection with the prosecution of Company's cases and defense of cases filed against the Company and scrutiny of statement of facts and advice regarding scope for appeal or revision by the Company.
2. Offering comments / recommendations / Legal Advice to various Administrative Divisions/ Departments of the Company on all matters referred to by the Chairman & Managing Director/ Directors.
3. Conduct Disciplinary Enquiry in cases delegated as such.
4. Proposal for payment of fee to counsels for the conduct of cases of and against the company.
5. Participation in adalaths conducted by Legal Services Authorities.
6. Matters connected with the appointment etc., of Standing Counsels / Advocates to conduct cases of and against the Company before various Courts/ Judicial Fora / Tribunals.

4. 12. Corporate Functions - Liaison Office, New Delhi

1. To Liaise with the Central Ministries and Departments
2. Coordination and Conduct of Cases before the Supreme Court, APTEL, National Consumer Commission etc.

4. 13. Corporate Functions - Master Trust(Pension)

1. Financing, Maintenance / upkeep and Control of Accounts and Accounting Records in respect of Master Trust for Pension.
2. Coordination and Conduct of functions of Master Trust including convening of the meetings of the Trust.

4. 14. Corporate Functions - Personnel

1. Personnel management.
2. Industrial Relations and Labour Welfare activities.
3. Formulation of policies and norms related to employee transfer.
4. Welfare activities related to Women and Physically challenged employees, petty contractors
5. Management Employee Welfare Fund.
6. Settling Accident Compensation claims.

4. 15. Corporate Functions - Planning

1. Preparation and maintenance of data base for Planning.
2. Preparation/ Modification / Revision of Delegation of Powers.
3. Computerisation for planning and plan monitoring.
4. Preparation of policies relating to organizational planning.
5. Formulation of Development Plans, Prospective Plans.
6. Identification and proposals for business diversification and optimal utilization of resources.
7. Integration of planning activities of different Strategic Business Units (SBUs) and Common Corporate Functions.
8. Examination of schemes / projects to be included in the plans.
9. Monitoring and evaluation of Plan programmes.

4. 16. Corporate Functions - Public Relations

1. Mass communication and Advertisement
2. Event Management and Exhibitions

4. 17. Corporate Functions - Renewable Energy & Energy Savings

1. Renewable Energy
2. Energy Savings
3. Installation of Roof top and ground mounted solar PV projects in KSEBL, Government Land and buildings, Local Self Government Departments and Collectorates right from surveying to the execution.
4. Project Management Consultancy (PMC) and Engineering Procurement and Construction (EPC) contracts for execution of Energy Saving Projects for clients.
5. Energy Auditing Service and Advice on Energy Savings
6. Implementation of Energy efficient pumps for agricultural irrigation and dewatering.
7. Funding and implementation of innovative power projects devised by young innovators.
8. Processing of connectivity and purchase agreement request from private wind and small hydro developers.

4. 18. Corporate Functions - Revenue (HT & EHT)

1. The billing and collection monitoring of High Tension and Extra High Tension consumers, Licensees, captive power plants and railway traction, etc., and allied works.
2. Monthly billing of interstate wheeling charges and reactive energy charges,
3. Collection of Security deposit and additional Security deposit and its interest adjustments and accounting,
4. Follow up of revenue recovery and court cases pending before various courts/other forums.

4. 19. Corporate Functions - Safety

1. Implementation of a safety policy,
2. Safe work procedures,
3. Standardization of safety equipments and purchase,
4. Imparting safety training,
5. Conducting periodical inspections and audit,
6. Conducting safety committee meetings,
7. Inspection, analysis and reporting of accidents,
8. Liaison with electrical inspectorate, fire and safety department

4. 20. Corporate Functions - SOURA - Projects

1. Implementation of Solar Projects under Oorja Kerala Mission

4. 21. Corporate Functions - SPIN & Consultancy

1. Consultancy function related to civil works of other agencies including Government Departments.

4. 22. Corporate Functions - Sports Cell

1. Coordination of Sports activities
2. Recommendation for Sports Quota Recruitment

4. 23. Corporate Functions - Supply Chain Management (SCM)

1. Preparation of yearly Purchase Plan
2. Centralized Procurement of distribution and transmission materials and raw materials required for the fabrication of line materials.
3. Allocation and monitoring and review of flow of materials

4. 24. Corporate Functions - Tariff

1. Tariff and related regulatory matters

4. 25. Corporate Functions - Vehicle Monitoring

1. Purchase, custody, maintenance and operation of company vehicles
2. Management of contract vehicles.

4. 26. Corporate Functions – Vigilance and Security

1. To investigate and report corruption and misconduct of employees,
2. Detection of Power theft and misuse by consumers
3. Maintaining security of critical installations of KSEBL.
4. Processing of papers in connection with departmental disciplinary actions on issues in which employees of and above the category of Executive Engineers / Accounts Officers / Finance Officers are involved.

4. 27. Corporate Functions -Welfare

1. Employee Welfare

Note: Any dispute in which subject / limits shall be handled by which department shall be referred to Chairman & Managing Director



**Second Schedule**

List of Directors and HoDs authorized to authenticate KSEBL decisions

(Read Rule 8)

**Part I: Committee of Full Time Directors**

As delegated by Board of Directors

**Part II: SBUs & Departments**

1.			Transmission (SBU-T)	Head of Departments
	1.	1.	Corporate Office (Office of the Director)	Director
			Departments	
	2.		Transmission - Field Offices	
		1.	Regional Office	Chief Engineer (Reporting to Director in charge of the SBU)
		2.	Circles	Deputy Chief Engineer (Reporting to Chief Engineer)
		3.	Divisions	Executive Engineer (Reporting to Deputy Chief Engineer)
	3.		System Operation -Field Offices	
		1.	Regional Office	Chief Engineer (Reporting to Director in charge of the SBU)
		2.	Circles	Deputy Chief Engineer (Reporting to Chief Engineer)
		3.	Divisions	Executive Engineer (Reporting to Deputy Chief Engineer)

2.			Strategic business Unit- Generation (SBU-G)	Head of Departments
	1.	1.	Strategic Business Unit- Generation(Electrical) (SBU- G(E))  Corporate Office (Office of the Director)	Director
			Departments - Field Offices  Strategic Business Unit- Generation(Electrical) (SBU- G(E))	
		2.	Projects- Electrical Design	Chief Engineer
		3.	Generation	
			1.Regional Office	Chief Engineer (Reporting to Director in charge of the SBU)
			2.Circles	Deputy Chief Engineer (Reporting to Chief Engineer)
			3.Divisions	Executive Engineer (Reporting to Deputy Chief Engineer)
	2.	1.	Strategic Business Unit- Generation(Civil) (SBU-G(C))  Corporate Office (Office of the Director)	Director
			Departments - Field Offices  Strategic business Unit- Generation(Civil) (SBU-G(C))	
		2.	DRIP & Dam Safety	Chief Engineer (Reporting to Director in charge of the SBU)

		3.	Projects- Civil Design	Chief Engineer (Reporting to Director in charge of the SBU)
		4.	Civil Construction	
			1.Regional Office	Chief Engineer (Reporting to Director in charge of the SBU)
			2.Circles	Deputy Chief Engineer (Reporting to Chief Engineer)
			3.Divisions	Executive Engineer (Reporting to Deputy Chief Engineer)

3.			Strategic business Unit- Distribution (SBU-D)	Head of Departments
	1.	1.	Corporate Office(Office of the Director)	Director
			Departments	
	2.		Distribution Field Offices	
		1.	Regional Office	Chief Engineer (Reporting to Director in charge of the SBU)
		2.	Circles	Deputy Chief Engineer (Reporting to Chief Engineer)
		3.	Divisions	Executive Engineer (Reporting to Deputy Chief Engineer)
		4.	Sub Divisions	Assistant Executive Engineer (Reporting to Executive Engineer)
		5.	Sections	Assistant Engineer (Reporting to Executive Engineer through the Assistant Executive Engineer)

4.		Corporate Functions- Departments	Director in Charge	Head of Departments
	1.	Administration	Chairman & Managing Director	Secretary (Administration)
	2.	Centrally Aided Projects	Director(Distribution)	Chief Engineer
	3.	Commercial	Director(Finance)	Chief Engineer
	4.	Company Secretarial (Corporate Affairs)	Chairman & Managing Director	Company Secretary
	5.	Finance and Accounts	Director(Finance)	Financial Adviser
	6.	House Keeping (Civil & Electrical Maintenance)	Director(Generation - Civil)	Chief Engineer (Civil Construction – South)
	7.	HRM	Chairman & Managing Director	Chief Engineer
	8.	Internal Audit	Director(Finance)	Chief Internal Auditor
	9.	IT & CR	Director(Distribution)	Chief Engineer
	10.	Land Management	Director(Generation - Civil)	Chief Coordinator
	11.	Legal	Chairman & Managing Director	Legal Advisor & Disciplinary Enquiry Officer
	12.	Liaison Office, New Delhi	Chairman & Managing Director	Liaison Officer
	13.	Master Trust(Pension)	Director(Finance)	Financial Adviser
	14.	Personnel	Chairman & Managing Director	Chief Personnel Officer
	15.	Planning	Director (Planning)	Chief Engineer
	16.	Public Relations	Chairman & Managing Director	Public Relations Officer

17.	Renewable Energy & Energy Savings	Director(REES)	Chief Engineer
18.	Revenue (HT & EHT)	Director(Finance)	Special Officer (Revenue)
19.	Safety	Director(Safety)	Safety Commissioner
20.	SOURA - Projects	Director(SOURA)	Nodal Officer (Deputy Chief Engineer)
21.	SPIN & Consultancy	Director(Generation Civil))	Chief Engineer
22.	Sports Cell	Director(Sports)	Sports Coordinator
23.	Supply Chain Management (SCM)	Director(SCM)	Chief Engineer
24.	Tariff	Director(Finance)	Chief Engineer
25.	Vehicle Monitoring	Chairman & Managing Director	Secretary (Administration)
26.	Vigilance and Security	Chairman & Managing Director	Chief Vigilance Officer
27.	Welfare	Director (Welfare)	Chief Personnel Officer

### **Third Schedule**

List of matters to be invariably referred to decision of the Board of Directors

(Read Rule 9)

1. All items which are not otherwise delegated to FTD / CHAIRMAN & MANAGING DIRECTOR/ Directors/ HODs concerned.
2. Proposals involving alterations/ amendments in the Memorandum and Articles of Association
3. Matters requiring Policy Decisions
4. Proposals involving any important change of policies and practices
5. Matters which are mandatorily to be decided upon by the Board of Directors as per the provisions of the Companies Act, 2013 and Rules thereunder
6. Matters which are mandatorily to be decided upon by the Board of Directors as per the provisions of the Memorandum and Articles of Association of the Company.
7. Proposals for the appointment of Directors and Key Managerial Personnel
8. Approval of Annual Accounts
9. Appointment of Auditors including Cost Auditors, Secretarial Auditors and Internal Auditor
10. Proposals involving important changes in the Administrative system of the Company
11. Proposals for creation of new offices and new posts
12. Proposals involving the abandonment of existing revenues when the amount of revenue to be foregone, exceeds Rs. 1 lakh per annum recurring or Rs. 5 lakhs non-recurring or when the scheme involves a change of policy
13. Cases raising questions of policy and all cases of administrative importance not already covered in anywhere of this Third Schedule
14. Cases which may affect the relations of the Company with the Government of Kerala, Government of India, the Supreme Court or the High Court
15. All proposals for a substantial increase or diminution of the powers of Heads of Departments
16. Proposals for amendment / revision of
  - i) Scheme for Compassionate Appointments
  - ii) Guidelines / policies for transfer of employees / officers
  - iii) For revision of service conditions including pay revision and pension revisions

**Fourth Schedule**

Docket sheet for cases considered for Board / Sub Committees of KSEBL

**Draft Note to Board of Directors/Full Time Directors**

<b>Sl. No</b>	<b>Particulars</b>	<b>Details</b>
1	File No	
2	Subject	
3	Abstract/Point for Decision	
4	Referred Files/Documents	
5	Annexures	
6	Financial Commitment If any	
7	Whether concurrence of Director (Finance) obtained	Yes/No
8	Is there any legal issues	Yes/No
9	If yes, Remarks of LA&DEO obtained	
10	Is there any proposal for Purchase	Yes/No
11	If yes, whether placed in Purchase Committee and remarks of Purchase Committee	
12	Initiated on (Date)	
13	Originated by (SBU/Department)	
14	Approval by	FTD/DB
15	Initials of Chairman & Managing Director	

**Fifth Schedule**

Powers delegated with the Chairman & Managing Director

(Read Rule 25)

<b>Sl.No.</b>	<b>Power delegation</b>	<b>Delegation.</b>
1.	Paying for the costs, charges and expenses for maintaining the establishment, registration and regulatory charges of the Company	Upto Rs.5 lakhs at a time.
2.	To purchase or acquire any property, rights or privileges which is authorized by the Board of Directors at such price or consideration approved by the Board of Directors.	Rs.10 crore at a time.
3.	To pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or in part, in cash or mortgages may be either specifically charged upon all or any part of the property of the Company and its uncalled capital.	Upto Rs.10 crore at a time.
4.	To secure the fulfilment of any contracts of engagements entered into by the Company, by mortgage or charge of all or any of the property of Company and its uncalled capital for the time being or in such manner as they may think fit.	Full powers on approval of Board.
5.	To accept from any member so far as may be permissible by law, surrender of his shares or any part thereof, on such terms and conditions as may be decided by the Board.	As approved by the Board.
6.	To appoint any person to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustees	Upto Rs.5 crore of value at a time.



7.	To institute, conduct, defend, compound or abandon any legal proceedings or against the Company and also compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer any differences to arbitration either according to Indian law or according to foreign law and either in India or abroad and observe and perform or challenge any awards made thereon.	Upto a valuation of Rs.10 crore at a time.
8.	To make and give receipts, release and other discharges for money payable to the Company and for the claims and demands of the Company.	Full powers.
9.	Subject to the applicable provisions of the Act, to invest and deal with any monies of the Company not immediately required for the puposes therefore, upon such security or without security and in such manner as they may think fit, and from time to time to vary or realize such investment.	Upto Rs.10 crore at a time.
10.	To execute in the name of and on behalf of the Company, in favour of any Director or other persons who may incur or about to incur any personal liability, whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon by the Board.	To a value of Rs.20 crore under information/approval to the Board.
11.	To determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.	Chairman & Managing Director to decide delegation for authentication upto Rs.10 crore in consultation with the Board.
12.	To create and from time to time subscribe or contribute to provident fund and other associations, institutions funds and by providing or subscribing or contributing towards places of	Rs.20 crore subject to approval of the Board.

	instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of Sections 181 of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason or loyalty of operation or public and general utility or otherwise.	
13.	Before recommending any dividend, to set aside out of the profits of the Company, such sums as they may think proper towards any fund or account including without limitation, depreciation fund, an insurance fund, reserve fund, sinking fund or any special fund to meet contingencies, or towards redemption of any debentures or debenture stock, or for special dividends, or for equalising dividends, or for preparing, improving, extending and maintaining any of the property of the Company, or for such other purposes as the Board may in their absolute discretion, think conducive to the interest of the Company. Subject to the provisions of Section 179 of the Act, till such time the amounts so set aside are required for specified purposes, to invest the several sums so set aside or so much thereof as required to be invested upon such investments and dispose, apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company.	Full powers.
14.	To appoint and at their discretion, remove or suspend such officers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, labourers, clerks, agents and servants for the permanent, temporary or special	Chairman & Managing Director to be appointing / disciplinary authority of all Officers from those in the rank and pay of Assistant Engineer (all

	<p>services as they may from time to time think fit, and to determine their powers and duties and fix their salaries, or emoluments or remuneration, and to acquire security in such instances for such amounts as they may think fit.</p>	<p>cadres)/equivalent pay scales to Heads of Departments, provided that imposition of major penalties on any Officer shall be only with the approval of the Board of Directors. For ranks subordinate to Assistant Engineer/equivalent cases involving dismissal/removal may be in the purview of Board of Directors. The Chairman and Managing Director shall be competent to institute instruments and recognize performance of permanent employees upon recommendation of the HoD/Director in charge to the extent of Rs.25,000 at an instance subject to a ceiling of Rs.5 lakhs per financial year.</p>
<p>15.</p>	<p>At any time and from time to time by power of Attorney under the seal of the Company, or otherwise to appoint any person or persons to be the authorized attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretion and for such period and subject to such conditions the Board may from time to time think fit, and any such Power of Attorney may contain such powers for the protection or conscience of persons dealing with such Attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub- delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	<p>Full powers under information to the Board.</p>

16.	To enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	Full powers subject to approval of the Board.
17.	To make, vary and repeal the regulations of the business of the Company, Board, any committee of the Board, any officers or servants of the Company.	With the prior approval of the Board.
18.	To borrow moneys where the money to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will not exceed the borrowing limit set by the Government for the Company subject to the provisions of the Act.	Upto Rs.10 crore at a time, full powers on Board approval.
19.	To do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company except only such acts, matters or things as by the Act or by any other enactment or these Articles or otherwise expressly directed to be exercised by the Company in a general meeting	To incur expenditure upto Rs.10 lakhs at a time on unforeseen/ unbudgeted items subject to justification to be placed in the succeeding Board of Directors and ratification of the same.

**Note:** In general, the Directors and HoDs may place for approval before the Chairman & Managing Director items of consideration valued at Rs.5 lakhs or above and discharge all other items at the level of HoDs/Director or an authority / officer delegated thereunder. Consultation on record with the Chairman & Managing Director may be with matters of substantive financial/regulatory/ policy value and in pursuance of the business and projects of the Company and not on routine delegated matters.