

Manual 2

Powers and duties of officers and employees
[Section 4(1)(b)(ii)]

LIST OF BOARD OF DIRECTORS

Dr. Mona Sharma, IAS	:	Chairperson
Dr. N. B. Jawale, IAS Director Tourism & Addl.Secy. to Govt. Department of Tourism, Govt. of Odisha, Bhubaneswar	:	Managing Director
Sri A. K. Parida, OAS Additional Secretary to Govt. Public Enterprises Department Govt. of Odisha, Bhubaneswar	:	Director
Sri R. N. Bohidar, IAS (Retd.) Addl. Secretary to Govt., Tourism Department, Govt.of Odisha, Bhubaneswar.	:	Independent Director
Sri P. S. Panda, Chartered Accountant	:	Independent Director
Sri B. P. Tripathy, Principal, IHM (Retd.)	:	Independent Director

POWERS OF BOARD OF DIRECTORS

- Subject to the provisions of the Act the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized exercise and do :

Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or by any other Act or by the Memorandum or Articles of Association of the Company or otherwise, to be exercised or done by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provision contained in that behalf in the Act or any other Act, or in the Memorandum or Articles of the Company or in any regulation not inconsistent therewith and duly made there-under including Regulations made by the Company in General Meeting.

- No Regulation made by the Company in General Meeting shall invalidate any prior act of the Board, which would have been validated if that regulation had not been made.
- Without prejudice to the General powers conferred by the last preceding Article, and the other powers conferred by these Articles and subject to the provisions of the Act, the Board shall have the following powers, that is to say power :-
 - To authorize the undertaking of works of a capital nature, subject to the condition that all cases involving a capital expenditure exceeding rupees five lakhs shall be referred to the Governor for his approval before authorization;
 - To make vary and repeal from time to time bye-laws for the regulation of the business of the Company, its officers and servants;

- To delegate all or any of the powers, authorities and discretion for the time being invested in it, subject, however to the ultimate control and authority being retained by it;
- Subject to the overall control and policies of the Government develop and frame specific policies, lay down and enforce action programme and methods for the implementation of the policies and to direct their administration and speedy execution in the most economical way;
- To ensure that the Managing Director and the subordinates are delegated adequate authority to carry out their responsibilities for the fulfillment of the objectives as set out above with such appropriate limitations to their authority as may be defined in writing and clearly understood with respect to management, administration and operation of the Company;
- To engage in short and long term planning and to develop, assist and provide facilities for basic and applied research and to see that full advantage is taken of long term potentialities of the business with which the company is engaged;
- To provide and arrange for training for all categories of personnel and necessary financial and other assistance;
- To secure consultancy services and other suitable technical experience whatever and whenever needed;
- To ensure that all agreements, contracts or other commitments entered into are in accordance with the laws for the time being in force in the State.
- To prescribe policy and lay down procedure-guides for the operation of company;
- To ensure that the due observance of codes of discipline at all levels of all employment under the company;

- To grant benefits, concessions and other facilities admissible under the statutes and rules of Memorandum of Association governing service;
 - To establish a sound accounting, costing and a financial administration in keeping with the general directives of the Governor and any other directive that may be issued from time to time and to review and to supervise annual and quarterly budgets balance sheets, etc.;
 - To ensure economy and profitability of operations;
 - To prescribe a procedure for inspection and verification of stocks stores and inventories.
 - To obtain, evaluate information on general and specific business conditions and guide the operations in the Company in a manner most suited to the objectives of the Company.
- Without prejudice to the generality of the above provisions, the Board shall reserve for decision of the Governor;
 - Rules of the Company governing the conditions of services of the employees, Provident Fund and other rules, creation of Reserve and Special Funds;
 - Sale lease or disposal otherwise of the whole or substantially the whole of the undertaking of the Company;
 - Formation of a Subsidiary Company.