

AGENDA

FOR

9th Meeting

OF

BOARD OF DIRECTORS

SCHEDULED FOR 09.08.2002 AT 12.00 noon

**HARYANA STATE ROADS & BRIDGES
DEVELOPMENT CORPORATION LTD.**

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AGENDA ITEM NO.9.1

Leave of Absence

Leave of absence may be granted to the Directors who have shown their inability to attend the meeting

AGENDA ITEM NO.9.2

To take note of the appointment of Sh. A.N. Mathur , IAS, Chief Secretary to Government of Haryana, as Chairman of the Corporation .

As per provision of Clause 20 (b) of the Articles of Association of the Corporation, the Director including the Chairman and Managing Director shall be appointed by the Government and Government will determine the period for which Chairman, Managing Director and Directors are to hold their respective office.

Haryana Government has appointed Sh. A.N. Mathur, IAS, as Chief Secretary to Government of Haryana and as per Articles of Association of the Corporation, the Chief Secretary is the Chairman of the Corporation.

The Board is requested to take note of the above appointment and resolve to approve the appointment of Sh. A.N. Mathur, IAS, Chief Secretary to Government of Haryana, as Chairman of the Corporation.

AGENDA ITEM NO. 9.3

To take note of the appointment of Sh. Naresh Gulati, IAS, Commissioner & Secretary to Government of Haryana as Director of the Corporation.

As per provision of Clause 20 (b) of the Articles of Association of the Company, the Director including the Chairman and Managing Director shall be appointed by the Government and Government will determine the period for which Chairman, Managing Director and Directors are to hold their respective office.

Haryana Government has posted Sh. Naresh Gulati, IAS, as Commissioner & Secretary to Government of Haryana, Public Works (B&R) Department.

The Board is requested to take note of the above appointment and resolve to approve the appointment of Sh. Naresh Gulati, IAS, Commissioner & Secretary to Government of Haryana as Director of the Corporation.

AGENDA ITEM NO. 9.4

To confirm the minutes of 8th Board of Directors meeting

Minutes are enclosed as Annexure-I for confirmation by the Board of Directors of the Corporation.

AGENDA ITEM NO. 9.5

Follow up action on the decision taken in the previous meeting of Board of Directors held on 14.05.2002.

Item No. of Minutes	Item	Follow up action
8.1	Leave of Absence	No further action is required.
8.2	To take note of the appointment of Sh.Vivek Mehrotra, IAS, Commissioner & Secretary to Govt., Haryana, Public Works (B&R) Deptt. as Director of the Corporation.	Appointment of Sh Vivek Mehrotra as Director of the Corporation has been notified to the Registrar of companies Delhi & Haryana.
8.3	To take note of the appointment of Sh.M.K.Aggarwal, Chief Engineer (WB-II) as Managing Director of the Corporation.	Appointment of Sh M .K Aggarwal as Managing Director of the Corporation has been notified to the Registrar of companies Delhi & Haryana.
8.4	To confirm the minutes of 7 th Board of Directors meeting	No further action is required.
8.5	Follow up action on the decision taken in the previous meeting of Board of Directors held on 21.8.2001.	No further action is required.
8.6	Change in situation of Registered Office of the Corporation	Change of situation of Registered office of the Corporation has been notified to the Registrar of Companies, Delhi & Haryana.
8.7	To authorise the Managing Director to make a request to the Govt. for change of shareholders.	Request has been made to Government vide UO No. 24 HSRDC dated 30.07.2002.
8.8	Opening of the Separate Project bank Account for the Scheme of improvement of MDRs and ODRs in Haryana Phase-I (Scheme No.16982), Phase-II (Scheme No.17035) and operation of separate project account (Current Account No.2023) with Corporation Bank, Chandigarh	No further action required
8.9	Improvement of MDRs & ODRs Phase-I & II in Haryana - HUDCO Loans - Approval for drawing first instalment of loans	No further action is required

8.10	Opening of Separate Project Bank Account for the Improvement of Roads under Pradhan Mantri Gram Sadak Yojna (PMGSY) Scheme	No further action is required
8.11	Approval of Annual Accounts of 2000-2001 and Directors Report on the accounts for the period ended 31 st March, 2001	No further action is required
8.12	Convening of 2 nd adjourned Annual General meeting of the Shareholders of the Corporation	2 nd adjourned Annual General meeting of the Shareholders was convened on 10.07.2002 but due to lack of quorum, 2 nd adjourned Annual General Meeting could not be held. The meeting has now been convened on 09.08.2002.
8.13	Constitution of Audit Committee under Section 292-A of the Companies Amendment Act, 2000	Sh. A. N. Mathur, has been posted as Chief Secretary to Government of Haryana who is one of the member of Audit Committee. Constitution of revised Audit Committee under section 292(a) of the Companies Amendment Act, 2000 has been put as Agenda item No. 9.7.
8.14	General Authority to be delegated by the Board of Directors to the Managing Director	No further action is required
8.15	Appointment of Chartered Accountant on retainership basis	Ms Parveen K Rampal have been engaged as Chartered Accountants of the Corporation on retainership basis at retainership fee of Rs. 3000 - per month for rendering professional services.
8.16	Appointment of Company Secretary on retainership basis	Ms. Shalini Rampal Company Secretary has been appointed as Company Secretary of the Corporation on retainership basis at retainership fee of Rs. 2500 - per month for rendering professional services.

AGENDA ITEM NO. 9.6

Allotment of equity shares to the Government of Haryana against the application money received from Haryana Government during the year 2001-2002.

The authorised share capital of the Haryana State Roads & Bridges Development Corporation Ltd., is Rs. 50 Crores and paid up capital is Rs. 7,88,23,000 (Seven Crores eighty lacs twenty three thousand only).

The Haryana Government being the promoter of the Haryana State Roads & Bridges Development Corporation Ltd., has released a total sum of Rs. 19,06,00,000 - (Rs. Nineteen Crores and six lacs) during the year 2001-2002 has equity share capital of the Corporation which have been deposited in the bank account of the Corporation. This amount of Rs. 19.06 Crores has been shown as Share Application Money on behalf of the Haryana Government as on 31.03.2002.

The matter is placed before the Board of Directors for consideration for allotment of equity shares and if deemed fit, Board may approved allotment of 1,90,60,000 equity shares of Rs. 10/- each for a total amount of Rs. 19,06,00,000 - (Rs Nineteen Crores and six lacs) only against the above amount and authorise to issue share certificate in the name of Governor of Haryana for the contribution received from the Government of Haryana. The Share certificate under the seal of Corporation may be prepared and issued under the signatures of Managing Director and Sh R R Sheoran, Director of the Corporation.

The Board of Directors is requested to pass the following resolutions for allotment of equity shares.

“Resolved that 1,90,60,000 equity shares of Rs. 10/- each with distinctive numbers from 7882301 to 26942300 (both inclusive) be issued in the name of Governor of Haryana for the contribution received from Government of Haryana.

Resolved further that the share certificates may be prepared and issued under the signatures of Managing Director and Sh R R Sheoran, Director of the Corporation as authorised signatory and common seal be affixed thereon in their presence.

Resolved further that the Managing Director be and is hereby authorised to sign, on behalf of the Corporation, the share allotment papers or documents as may be required in connection with the allotment of these equity shares and to file return documents with the Registrar of Companies, Delhi. “

Agenda Item No. 9.7

Constitution of Audit Committee under Section 292-A of the Companies Amendment Act, 2000

As per resolution passed by the Board of Directors in its 8th meeting held on 14.05.2002 (Agenda Item No.8.13). Audit Committee of following Directors was constituted pursuant to provisions of Section 292-A of the Companies Act 1956:-

- i) Sh. A.N.Mathur, FCF Director
- ii) Sh. Vivek Mehrotra, CPW - Director
- iii) Sh. R.R.Sheoran, E-in-C, Haryana PWD B&R - Director
- iv) Sh. P.C.Sharma, Managing Director

Sh. A.N.Mathur, IAS has been posted as Chief Secretary to Government of Haryana. Sh. Vivek Mehrotra - Director has been posted as Commissioner and Secretary to Government of Haryana, Finance Department and Sh. Naresh Gulati, IAS has been posted as Commissioner and Secretary to Government of Haryana, Public Works (B&R) Department.

The Board is requested to nominate Sh. Naresh Gulati, IAS Director as Members of the Audit Committee in place of Sh. A.N.Mathur.

Agenda Item No. 9.8

Authority to be delegated by the Board of Directors to the Managing Director for investing surplus funds of the Corporation in fixed deposit with ICICI bank.

Board of Directors in 8th meeting held on 14.05.2002 authorised the Managing Director to invest surplus funds of the Corporation in Fixed Deposits with the Nationalized Banks as he may think expedient in the interest of the Corporation.

The interest rates of Nationalised Banks on fixed deposits has been reduced and the ICICI bank has offered higher interest rate of about 9.5% as compared with the interest rates of Nationalised Banks for the same period of maturity.

Board of Directors may consider and if approve, pass the following resolution :

“ Resolved that Managing Director be and is hereby authorised to invest surplus funds of the Corporation in fixed deposit with the ICICI bank as he may think expedient in the interest of the Corporation provided the interest rates of ICICI bank are higher than the interest rates of Nationalised Banks in respect of fixed deposit for the same period of maturity.”

**Haryana State Roads & Bridges Development Corporation Ltd.,
SCO 23, Sector 7-C, Madhya Marg, Chandigarh**

To

1. Sh. A.N. Mathur, IAS
Chief Secretary to Govt., Haryana (Chairman)
2. Sh. Vivek Mehrotra, IAS
Commissioner & Secretary to Govt.
Haryana, Finance Department. (Director)
3. Sh. Naresh Gulati, IAS
Commissioner & Secretary to Govt., Haryana,
Public Works (B&R) Department. (Director)
4. Sh. R.R. Sheoran,
Engineer-in-Chief,
Haryana PWD B&R Branch, Chandigarh. (Director)
5. Sh. M.K. Aggarwal,
Chief Engineer (HHUP)
Haryana PWD, B&R, Chandigarh. (Managing Director)

Memo No. HSRDC/287/2001

Dated: 07.08.2002

**Subject: Haryana State Roads & Bridges Development Corporation Ltd. –
9th meeting of Board of Directors**

1. Sh. A. N. Mathur, IAS, Chief Secretary to Government of Haryana as Chairman of the Corporation has very kindly consented to preside over the 9th meeting of the Board of Directors to be held on 09.08.2002 at 12.00 noon (Friday) in the Committee Room of the Chief secretary, 4th floor, Haryana Civil Secretariat, Chandigarh. Agenda for the 9th meeting is enclosed herewith for your kind perusal.
2. You are requested to kindly make it convenient to attend the meeting on the above noted date, time and place.

DA: Agenda for 9th meeting.

For **Executive Engineer**
Haryana State Roads & Bridges
Development Corporation Ltd.