

**MINUTES  
OF  
82<sup>nd</sup> MEETING  
OF  
BOARD OF DIRECTORS  
OF  
HARYANA STATE ROADS AND BRIDGES  
DEVELOPMENT CORPORATION LTD.**

**HELD ON**

**DAY : TUESDAY**

**DATE : 28.07.2020**

**TIME : 11:30 A.M.**

**UNDER THE CHAIRMANSHIP OF  
ADDITIONAL CHIEF SECRETARY TO GOVERNMENT,  
HARYANA PW (BUILDINGS AND ROADS) DEPTT.,  
IN HIS ROOM NO.603, 6<sup>th</sup> FLOOR,  
NEW SECRETARIAT BUILDING,  
SECTOR-17, CHANDIGARH**

  
Company Secretary  
HSRDC, Panchkula

## MINUTES OF 82ND MEETING OF BOARD OF DIRECTORS

Minutes of 82<sup>nd</sup> meeting of Board of Directors of Haryana State Roads and Bridges Development Corporation Ltd. held on 28.07.2020 at 11:30 a.m. under the Chairmanship of Additional Chief Secretary to Government, Haryana PW (B&R) & Architecture Departments:

**Present:-**

1. Sh. Rajeev Arora, IAS	Chairman
2. Sh. Sunil Saran, IES	Director
3. Sh. Nihal Singh	Director

**Invitees:-**

1. Sh. Balraj Singh	General Manager
---------------------	-----------------

**Company Secretary** CS. Dolly Gaur

**Chairman of the Meeting** Sh. Rajeev Arora, IAS, Additional Chief Secretary to Govt. Haryana PW (B&R) & Architecture Departments-cum-Chairman, HSRDC chaired the 82<sup>nd</sup> Meeting of Board of Directors.

**Confirmation of Quorum** After ascertaining that the requisite number of Directors was present to form the quorum, the Chairman declared that the meeting is open and conveyed the agenda of Meeting to present members of the Board and the same was taken as read with consent of the members.

**The Minutes of 82<sup>nd</sup> Meeting of Board of Directors are presented hereunder:**

**Item No. 82.01: Leave of absence**

The Board granted leave of absence to two Directors namely Sh. Hardeep Kumar Mahotra and Smt. Paratibha Aggarwal.

**Item No. 82.02: To confirm the minutes of 81<sup>st</sup> meeting of the Board of Directors**

The Board of Directors approved and confirmed the minutes of 81<sup>st</sup> meeting of the Board of Directors of the Corporation held on 20.05.2020 and passed the following resolution to this effect:-

**"RESOLVED THAT** the minutes of the 81<sup>st</sup> Meeting of the Board of Directors of the Corporation held on 20.05.2020 be and are hereby approved and confirmed."

**Item no. 82.03: Follow-up action on the decisions taken in the previous meetings**

The Board took note of it. Regarding Supplementary agenda item no. 4 of 81<sup>st</sup> meeting of Board of Directors, HSRDC, the Chairman desired that the technical presentation of both the firms participating in the tenders may be held after formation of a Committee for this purpose.



## MINUTES OF 82ND MEETING OF BOARD OF DIRECTORS

---

- Item no. 82.04**                      **Status of ongoing projects under NCR loan scheme**
- The Board took note of it and desired that DO letters may be sent to GM, Northern Railways at the earliest requesting for shifting of 66KV line by Railways.
- Item no. 82.05:**                      **Status of ongoing projects under Head 5054-R&B (Plan)**
- The Board took note of it.
- Item no. 82.06:**                      **Status of ongoing projects under Deposit Head (Building Works)**
- The Board took note of it.
- Item no. 82.07:**                      **Projects approved by State Govt., yet to be started under Deposit Head (Building Works)**
- The Board took note of it.
- Item no. 82.08:**                      **Projects sanctioned under NCRPB loan assistance**
- The Board took note of it.
- Item no. 82.09:**                      **Projects approved under NCRPB loan assistance and yet to be allotted**
- The Board took note of it.
- Item no. 82.10:**                      **Extension of Term of Contract**
- The Board considered and approved the agenda item.
- Item no. 82.11:**                      **To approve the transfer of Equity Shares of HSRDC in the name of present incumbent on the designation holding such shares**
- The Board considered and approved the agenda item.
- Item no. 82.12:**                      **To approve the minutes of Committee Meetings**
- Board considered and approved the agenda item. The Board also passed the following resolution to this effect:
- RESOLVED THAT** the minutes of the 3<sup>rd</sup> Audit Committee Meeting and 4<sup>th</sup> CSR Committee Meeting of the Corporation held on 20.05.2020 be and are hereby approved and confirmed."



## MINUTES OF 82ND MEETING OF BOARD OF DIRECTORS

---

**Item no. 82.13:**                      **To approve appointment of Sh. Suresh Kumar Pillay as Secretarial Auditor of HSRDC for F.Y. 2019-20**

Board considered and approved the agenda item. Following resolution was passed to this effect unanimously by all Board members present at the meeting:

**"RESOLVED THAT** pursuant to provisions of Section 204 of Companies Act, 2013 and rules made thereunder, the consent of Board be and is hereby accorded to appoint CS. Suresh Kumar Pillay as Secretarial Auditor of HSRDC for the F.Y 2019-20 at a remuneration of Rs. 22,000 per annum.

**RESOLVED FURTHER THAT** the Company Secretary Mrs. Dolly Gaur be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

**Item no. 82.14:**                      **To approve outsourcing of annual return filing work with Registrar of Companies for F.Y. 2019-20 to CS. Suresh Kumar Pillay**

Board considered and approved the agenda item. Following resolution was passed to this effect unanimously by all Board members present at the meeting:

**"RESOLVED THAT** pursuant to provisions of Section 92 of Companies Act, 2013 and rules made thereunder, the consent of Board be and is hereby accorded to appoint CS.Suresh Kumar Pillay for annual return filing of HSRDC for F.Y 2019-20 at a remuneration of Rs. 25,000 per annum."

**"RESOLVED FURTHER THAT** the Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

**Item no. 82.15:**                      **To take note of appointment of Statutory Auditor of the Corporation for F.Y. 2019-20**

Board considered and approved the agenda item and following resolution was passed to this effect unanimously by all Board members present at the meeting:

**"RESOLVED THAT** pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provision of the companies Act 2013, the consent of the Board be and is hereby accorded for appointment of M/s M Kamal Mahajan & Co., LLP as the Statutory Auditor of the Corporation for the financial year 2019-20 on the terms and conditions of appointment as stipulated by CAG in this regard."





## MINUTES OF 82ND MEETING OF BOARD OF DIRECTORS

---

**Item no.**                      **To take note of the status of Income Tax cases**  
**82.16:**

Board took note of it. Board was apprised of the Income Tax Refund of Rs.30.14 crore for AY 2014-15 and Rs. 7.17 crore for AY 2013-14 and Board appreciated the efforts made by HSRDC Office especially by Sh. Nihal Singh, Executive Director, Sh. Balraj Singh, General Manager, Sh. Munish Malhotra, Deputy General Manager-III, and Sh. B.D.Mehta, Accounts Officer.

**Item no.**                      **Any other item with the permission of chair**  
**82.17:**

The Board considered following supplementary agenda items with the permission of the Chair:-

**Supplementary**      **To approve appointment of Sh. Karanvir Gilhotra as Independent Director of**  
**Agenda Item**              **HSRDC**  
**no. 82.17.1**

Board considered the agenda item and desired that the Corporation should shortlist more candidates so that it can be ensured that the candidate recommended by the Corporation is suitable for the position of Independent Director.

**Supplementary**      **To fix date, time & venue of extra-ordinary general meeting of HSRDC to be**  
**Agenda Item**              **held for appointment of Sh. Karanvir Gilhotra as Independent Director of**  
**No.82.17.2**              **HSRDC**

The holding of EGM for taking shareholders consent was postponed by the Board until a suitable candidate is appointed by Board for holding position of Independent Director.

**Supplementary**      **Regarding approval for giving current duty charge of the post of Manager**  
**Agenda Item**              **HSRDC to Assistant Manager HSRDC**  
**no. 82.17.3**

Board considered and approved the agenda item. Board further desired to re-examine the case in view of rider inserted by Finance Deptt. In Govt. Instructions dated 25.06.2009 and to explore the possibility of promotion of both Assistant Managers to the post of Manager, HSRDC.

**Supplementary**      **To approve payment of Rs. 12.50 lacs towards CSR expenditure for F.Y. 2020-**  
**Agenda Item**              **21**  
**No. 82.17.4**

The Board considered the agenda item and desired that before making any payment for CSR expenditure, the Corporation shall demand utilisation certificate from Haryana Welfare Society for persons with Speech and Hearing Impairment, Sector-16, Panchkula to which Rs. 48 lacs were paid during F.Y. 2019-20.



## MINUTES OF 82ND MEETING OF BOARD OF DIRECTORS

Supplementary  
Agenda Item  
No. 82.17.5

To authorise any officer equivalent to rank of Under Secretary for filing complaint with ICAI on behalf of HSRDC regarding negligence of duties by CA.Manish Mahendroo

The Board considered the agenda item and authorised Deputy General Manager-III, HSRDC for filing the said complaint. Following resolution was also passed to this effect:


**"RESOLVED THAT** the Deputy General Manager-III of the Corporation be and is hereby authorised to file a complaint with ICAI against CA. Manish Mahendroo for negligence of his duties as a Chartered Accountant of HSRDC by mentioning all necessary details as required to be intimated to ICAI in relation to the said complaint."

**"RESOLVED FURTHER THAT** the Deputy General Manager-III is also authorized to perform all deeds and sign all documents as required to give effect to this resolution."

### Vote of Thanks


There, being no other business, the 82<sup>nd</sup> Meeting of Board of Directors, HSRDC ended at 12:45 p.m. with a vote of thanks to the Chair.

Date: 30/06/2020  
Place: Chandigarh

  
Nihal Singh  
(ED, HSRDC)

  
Rajeev Arora  
(ACS PW (B&R) & Architecture Departments  
- cum- Chairman, HSRDC)

Authenticated by:

  
Dolly Gaur  
(Company Secretary)