

**MINUTES
OF
97th MEETING
OF
BOARD OF DIRECTORS
OF
HARYANA STATE ROADS AND BRIDGES
DEVELOPMENT CORPORATION LTD.**

HELD ON

DAY : *Wednesday*

DATE : 26.06.2024

TIME : 04:00 PM

under the Chairmanship of
ADDITIONAL CHIEF SECRETARY TO HRY. GOVT.
PUBLIC WORKS (BUILDINGS AND ROADS) DEPTT.
at Haryana Civil Secretariat, Chandigarh



MINUTES OF 97th MEETING OF BOARD OF DIRECTORS

Present:-

1. Sh. Anurag Rastogi, IAS	Chairman
2. Sh. Anil Kumar Dahiya	Managing Director
3. Sh. N.K.Tomar	Nominee Director (PWD B&R)
4. Sh. Hardeep Kumar Mahotra	Independent Director
5. Sh. Vishal Seth	Independent Director
6. Smt. Sheilza Bhatia	Independent Director

Invitees:-

1. Sh. Jagveer Singh Kajla	General Manager-I
2. Sh. Surender Dalal	SE, HSRDC-Gurugram
3. Sh. Munish Malhotra	Deputy General Manager-I
4. Sh. Pranav Garg	Deputy General Manager-II
5. Sh. B.D.Mehta	Accounts Officer

Company Secretary

CS. Dolly Gaur

Chairman of the Meeting

Sh. Anurag Rastogi, IAS, Additional Chief Secretary to Govt. Haryana PW (B&R) & Architecture Departments-cum-Chairman, HSRDC chaired the 97th Meeting of Board of Directors.

Confirmation of Quorum

After ascertaining that the requisite number of Directors were 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 97th Meeting of Board of Directors are presented hereunder:

Item No. 97.01:

Leave of absence

The Board granted leave of absence to Sh.Karan Gilhotra (Independent Director) who could not attend the meeting due to pre-occupancy.

Item No. 97.02:

To confirm the minutes of 96th meeting of the Board of Directors

The Board of Directors approved and confirmed the minutes of 96th meeting of the Board of Directors of the Corporation held on 14.03.2024 and passed the following resolution to this effect: -



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"RESOLVED THAT the minutes of the 96th meeting of the Board of Directors of the Corporation held on 14.03.2024, be and are hereby, approved and confirmed."

Item no. 97.03: Follow-up action on the decisions taken in the previous meetings of the Board of Directors, HSRDC

The Board took note of it.

Item no. 97.04(A): Status of ongoing projects under NCR Loan Scheme

The Board took note of it.

Item no. 97.04(B): Status of works sanctioned recently by NCRPB

The Board took note of it.

Item no. 97.05: Status of ongoing projects under Head 5054-R&B(Plan)

The Board took note of it.

Item no. 97.06: Status of ongoing projects under Deposit Head (Building Works)

The Board took note of it.

Item no. 97.07: Status of Pipeline Projects under Deposit Head

The Board took note of it.

Item no. 97.08: Status of ongoing projects of Civil Aviation Deptt. for the year 2023-24 under the Head '5053-Capital Outlay on Civil Aviation'

The Board took note of it.

Item no. 97.09: Extension of Term of Contract of Accounts Officer, HSRDC

The Board considered the agenda item and extended the term of contract of Sh. B.D. Mehta, Accounts Officer, HSRDC for a period of six months w.e.f. 01.09.2024 to 28.02.2025.



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Item no. **To take note of Form-MBP-1 and DIR-8 received from the**
97.10: **Directors of HSRDC**

The Board took note of it and passed the following resolutions for acknowledgement of receipt of aforesaid forms:

“RESOLVED THAT pursuant to the provisions of Section 184(1) of the Companies Act, 2013 read with rule 9(1) of The Companies (Meetings of Board And its Powers) Rules, 2014, the notices of disclosure of interest or concern in Form MBP-1 received from directors of the Company as placed before the meeting be and are hereby noted and taken on record by the Board.”

RESOLVED FURTHER THAT confirmations in Form DIR-8 under section 164(2) of the Companies Act, 2013 as submitted by Directors of the Corporation be and are hereby taken on record”.

RESOLVED FURTHER THAT declaration under section 149 (6) of the Company Act 2013 as submitted by Independent Directors of the Corporation be and are hereby taken on record”.

“FURTHER RESOLVED THAT the Company Secretary, be and is hereby authorized to certify and file the Form MGT-14 with Registrar of Companies, Delhi and to do such acts, deeds and things as may be considered necessary and appropriate to give effect to the above resolution.”

Item no. **To fix the date & time for holding 23rd Adjourned Annual**
97.11: **General meeting of members of HSRDC for consideration and**
adoption of annual accounts for F.Y. 2021-22 and to approve
the draft notice for the same

The Board considered the agenda item and decided that 23rd Adjourned Annual General Meeting of shareholders of the Corporation be held on 09.07.2024 at 10:00 a.m. at Registered office building of HSRDC, for consideration and adoption of annual accounts of F.Y. 2021-22 alongwith the Auditors' Report. The Board approved the draft notice of 23rd Adjourned Annual General Meeting and also passed the following resolution to this effect:



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“RESOLVED THAT the 23rd adjourned annual general meeting of the Corporation will be held on 09.07.2024 at 10:00 a.m. at Registered office building of HSRDC, to consider and adopt the Audited Annual Accounts of F.Y. 2021-22 along with Auditors’ report and the comments received from Comptroller and Auditor General of India.

RESOLVED FURTHER THAT the Managing Director of the Corporation be and is hereby authorized to sign and issue the notice of the 23rd Adjourned Annual General Meeting as per the draft placed before the Board and approved at this meeting.”

RESOLVED FURTHER THAT the Company Secretary of the Corporation be and is hereby authorized to do all the acts and deeds as required under Companies Act, 2013 to give effect to the above resolutions .”

**Item no.
97.12:**

To approve the draft Directors’ Report for F.Y. 2021-22

The Board considered and approved the Directors’ report on Annual Accounts of F.Y. 2021-22 and also passed the following resolutions to this effect:

“RESOLVED THAT the Directors’ report on annual accounts of F.Y 2021-22 as placed before the Board, be and is, hereby approved.”

RESOLVED FURTHER THAT any 2 directors of the Corporation for the time being be and are hereby authorized to sign the draft Directors’ report for F.Y.2021-22 on behalf of the Board.

**Item no.
97.13:**

To approve minutes of 18th meeting of Audit committee and 3rd meeting of Internal Complaints Committee (POSH Laws) held during the fourth quarter of F.Y. 2023-24

The Board considered and approved the agenda item. The following resolution was also passed to this effect:-

“RESOLVED THAT the minutes of 18th meeting of Audit Committee of HSRDC held on 14.03.2024 and minutes of 3rd meeting of Internal Complaints Committee (POSH) held on 27.03.2024, be and are hereby approved and confirmed.”



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Item no. **To accord post-facto approval to the extension of term of contract of Internal Auditor-M/s B.M.Varma & Co., Chartered Accountants, Chandigarh for the period 01.04.2024 to 31.03.2025**

97.14:

The Board considered the agenda item and accorded post-facto approval to the extension of term of contract of M/s B.M.Varma & Co., Chartered Accountants, Chandigarh for the period from 01/04/2024 to 31/03/2025 at a fees of Rs.23,000/- per quarter(+) GST plus reimbursement of TA as per rules of Government of Haryana on the same terms & conditions as envisaged in the letter of appointment issued to their office vide no. 901/AC dated 25.04.2023.

Item no. **To take note of payment of advance tax for the 1st quarter of Financial year 2024-25**

97.15:

The Board took note of it.

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

97.16:

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

Supplementary **To fix the date, time and venue of 3rd Extra-ordinary General Meeting of HSRDC for taking approval of members for adoption of new set of Memorandum and Articles of Association in Table F as per Companies Act, 2013**

Agenda

Item no.

97.16.01:

The Board considered the agenda item and decided that the 3rd Extra-ordinary General Meeting of shareholders of the Corporation be held on 09.07.2024 at 10:30 a.m. at Registered office building of HSRDC. The Board also passed following resolutions to this effect:

“RESOLVED THAT the 3rd Extra-ordinary General Meeting of shareholders of the Corporation will be held on 09.07.2024 at 10:30 a.m. at Registered office building of HSRDC, for obtaining approval of members for adoption of new set of Memorandum and Articles of Association in Table F as per Companies Act, 2013.

RESOLVED FURTHER THAT the Managing Director of the Corporation be and is hereby authorized to sign and issue the notice of the 3rd Extra-ordinary General Meeting of shareholders of the Corporation as per the draft placed before the Board and approved at this meeting.”



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RESOLVED FURTHER THAT the Company Secretary of the Corporation be and is hereby authorized to do all the acts and deeds as required under Companies Act, 2013 to give effect to the above resolutions .”

Supplementary Agenda **Regarding increase in the monthly remuneration of Company Secretary, HSRDC**

Item no.

97.16.02:


The Board considered and approved the agenda item and decided to pay the Company Secretary, HSRDC a fixed salary of Rs. 75,000/-per month w.e.f. 01.06.2024 i.e. equivalent to the salary of Company Secretary employed in HARTRON.

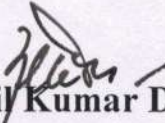
Vote of Thanks


There, being no other business, the 97th meeting of the Board of Directors, HSRDC ended with a vote of thanks to the Chair.

Date: 02/07/24

Place: Chandigarh


Dolly Gaur
(CS, HSRDC)


Anil Kumar Dahiya
(MD, HSRDC)


Anurag Rastogi, IAS
(ACS PWD B&R)
-cum-Chairman, HSRDC)