

**MINUTES
OF
88th MEETING
OF
BOARD OF DIRECTORS
OF
HARYANA STATE ROADS AND BRIDGES
DEVELOPMENT CORPORATION LTD.**

HELD ON

DAY : FRIDAY

DATE : 11.03.2022

TIME : 03:00 P.M.

**UNDER THE CHAIRMANSHIP OF
ADDITIONAL CHIEF SECRETARY TO GOVERNMENT,
HARYANA PW (BUILDINGS AND ROADS) DEPTT.
IN ROOM NO.405, 4th FLOOR,
NEW HARYANA CIVIL SECRETARIAT BUILDING,
SECTOR-17, CHANDIGARH**



MINUTES OF 88th MEETING OF BOARD OF DIRECTORS

Present:-

1. Sh. Anurag Rastogi, IAS	Chairman
2. Sh. Nihal Singh	Managing Director
3. Sh. N.K.Tomar	Nominee Director
4. Sh. Hardeep Kumar Mahotra	Independent Director
5. Sh. Vishal Seth	Independent Director
6. Smt. Sheilza Bhatia	Independent Director
7. Smt. Kiran Lekha Walia	Financial Advisor, FD

Invitees:-

1. Sh. Vikas Kumar	General Manager
2. Sh. Munish Malhotra	Deputy General Manager-III
2. 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 88th 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 88th Meeting of Board of Directors are presented hereunder:

Item No. 88.01:

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. 88.02:

To take note of the appointment of Sh. Anurag Rastogi, IAS, ACS PW (B&R) Department, Govt. of Haryana as Chairman of HSRDC

The Board took note of the appointment of Sh. Anurag Rastogi, IAS, ACS PW (B&R) & Architecture Department, Government of Haryana as Chairman of HSRDC in place of Sh. Alok Nigam, IAS and welcomed the new Chairman on the Board of Directors, HSRDC. Thereafter, the Board passed the following resolution to this effect:

"RESOLVED THAT pursuant to clause 20(b) of the Articles of Association of the Corporation, the appointment of Sh. Anurag Rastogi, IAS, as the Chairman of the Board of Directors w.e.f 01.12.2021, be and is hereby, taken note of and he shall remain Chairman of the Board unless otherwise directed by the Government of Haryana by any order in this regard."

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."

The Board also appreciated the commendable services rendered by Sh. Alok Nigam, IAS, during his tenure as Chairman of HSRDC.

MINUTES OF 88th MEETING OF BOARD OF DIRECTORS

Item no.
88.03:

To take note of cessation of directorship of Sh. Sunil Saran, IES

The Board took note of the cessation of directorship of Sh. Sunil Saran, IES on account of transfer to his parent Department i.e. Department of Economic Affairs (IES Cadre), Ministry of Finance, Govt. of India. The Board also appreciated the valuable services rendered by Sh. Sunil Saran, IES during his tenure as FD Nominee Director of HSRDC. Thereafter, the Board passed the following resolution to this effect:

"RESOLVED THAT pursuant to order no. 13/5/201-6 Estt.-I dated 03.01.2022 (issued by Govt. of Haryana for relieving Sh. Sunil Saran, IES (FD Nominee Director of HSRDC) from the post of Advisor-cum-Secretary, Haryana), the cessation of the directorship of Sh. Sunil Saran, IES as FD Nominee Director on the Board of HSRDC w.e.f.31.12.2021, be and is hereby taken note of."

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.
88.04:

To take note of appointment of Sh.N.K.Tomar as Nominee/Non-Executive Director of the Corporation

The Board took note of the appointment of Sh.N.K.Tomar, Chief Engineer (Roads) as Nominee/Non-Executive Director of the Corporation and welcomed the said Director on the Board of Directors, HSRDC. Thereafter, the Board passed the following resolution to this effect:

"RESOLVED THAT pursuant to Order no. 44/55/2019-5 B&R(W) dated 14.11.2019 (issued by Govt. of Haryana regarding appointment of Chief Engineer (Roads) as Non-Executive Director of HSRDC) and Order no. 4/69/2016-2 B&R (E) dated 17.02.2022 (issued by Govt. of Haryana regarding posting of Sh.N.K.Tomar as Chief Engineer (Roads)), the appointment of Sh. N.K.Tomar as Nominee/Non-Executive Director of the HSRDC w.e.f. 17.02.2022, be and is hereby, taken note of."

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.
88.05:

To confirm the minutes of 87th meeting of the Board of Directors

The Board of Directors approved and confirmed the minutes of 87th meeting of the Board of Directors of the Corporation held on 17.11.2021 and passed the following resolution to this effect:-

"RESOLVED THAT the minutes of the 87th Meeting of the Board of Directors of the Corporation held on 17.11.2021 be and are hereby approved and confirmed."

Item no.
88.06:

Follow-up action on the decisions taken in the previous meetings of Board of Directors, HSRDC

The Board took note of it. Regarding Agenda Item No. 84.18, the Board desired that CSR expenditure for next financial year may be made through contribution to Haryana State CSR Trust so that such funds are effectively utilized for development of Haryana.



MINUTES OF 88th MEETING OF BOARD OF DIRECTORS

Item no.
88.07:

Status of ongoing projects under NCR Loan Scheme

The Board took note of it and observed that some projects were over-delayed due to non-completion of work in Railway Portion. Therefore, the Chairman desired that for work in Railway Portion and approval of GAD, reference may be sent to Haryana Rail Infrastructure Development Corporation Ltd.(HRIDC) for expediting the work in Railway Portion.

Item no.
88.08:

Status of ongoing projects under Head 5054-R&B (Plan)

The Board took note of it.

Item no.
88.09:

Status of ongoing projects under Deposit Head (Building Works)

The Board took note of it.

Item no.
88.10:

Status of Pipeline Project for the year 2020-21 under Deposit Head

The Board took note of it.

Item no.
88.11:

Status of works sanctioned recently by NCRPB

The Board took note of it.

Item no.
88.12:

Extension of Term of Contract of Staff Members of HSRDC

The Board considered extension of term of contract of HSRDC staff members specified in the agenda. During the deliberation, Mrs. Kiran Lekha Walia, Financial Advisor, FD, informed the Board regarding Instruction No. 16/07/2015-3GS-II dated 28.09.2021 and Instruction No. 16/07/2015-3GS-II dated 06.12.2021 issued by Govt. of Haryana vide which the Govt. has established Haryana Kaushal Rozgar Nigam and decided to stop all fresh recruitment of Group C & D contractual employees. After deliberation, Board approved the extension of term of contract of staff members mentioned in the agenda. However, the Board desired that the Corporation should write to Finance Department for availing exemption from the application of these instructions on HSRDC in the interest of smooth working of the Corporation.

Item no.
88.13:

To take note of payment of Advance Tax Installments for Financial Year 2021-22

The Board took note of it and desired that the calculation of Advance Tax be given in the Agenda item itself for better presentation and analysis of estimated Income and expenditure of HSRDC.

Item no.
88.14:

To take note of CSR expenditure incurred in respect of F.Y. 2014-15 to 2018-19

The Board took note of it and accorded post-facto approval to the payment of Rs. 3.69 crores to PM CARES Fund.



MINUTES OF 88th MEETING OF BOARD OF DIRECTORS

Item no. 88.15: To approve minutes of meetings of Corporate Social Responsibility Committee, Audit Committee, Nomination & Remuneration Committee and Internal Complaints Committee of HSRDC

The Board considered and approved the agenda item.

Item no. 88.16: To approve re-constitution of Nomination & Remuneration Committee as per Section 178 of Companies Act, 2013

The Board was informed that as per Section 178 of Companies Act, 2013, the Nomination and Remuneration Committee shall consist of 3 or more Non-Executive Directors out of which not less than one half shall be Independent Directors. Therefore, the Board approved the re-constitution of Nomination and Remuneration Committee of HSRDC as follows:

1. Sh. Vishal Seth as member
2. Sh. Hardeep Kumar Mahotra as member
3. Smt. Sheilza Bhatia as member
4. Sh. N.K. Tomar (CE Roads) as member

The Board further decided that the Committee can elect any of the 3 Independent Directors present at the meeting, as Chairman of the meeting.

Item no. 88.17: To extend the term of appointment of Internal Auditor-M/s A J Mohan & Associates, Chartered Accountants, Mohali for the period 01.04.2022 to 31.03.2023

The Board considered and approved the agenda item.

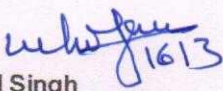
Item no. 88.18: Any other item with the permission of chair

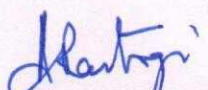
No other item was discussed at the meeting.

Vote of Thanks

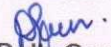
There, being no other business, the 88th Meeting of Board of Directors, HSRDC ended with a vote of thanks to the Chair.

Date: 16.03.22
Place: Panchkula


Nihal Singh
(Managing Director)


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

Authenticated by:


Dolly Gaur
(Company Secretary)