

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

**HELD ON**

**DAY : WEDNESDAY**

**DATE : 11.11.2020**

**TIME : 4:00 P.M.**

**UNDER THE CHAIRMANSHIP OF  
ADDITIONAL CHIEF SECRETARY TO GOVERNMENT,  
HARYANA PW (BUILDINGS AND ROADS) DEPTT.,**

**IN HIS ROOM NO.306, 3<sup>rd</sup> FLOOR,  
NEW SECRETARIAT BUILDING,  
SECTOR-17, CHANDIGARH**

## MINUTES OF 83rd MEETING OF BOARD OF DIRECTORS

### Present:-

1. Sh. Alok Nigam, IAS	Chairman
2. Sh. Sunil Saran, IES	Nominee Director
3. Sh. Nihal Singh	Managing Director

### Invitees:-

1. Sh. Jagveer Singh Kajla	Dy. General Manager-I
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**Company Secretary** CS. Dolly Gaur

**Chairman of the Meeting** Sh. Alok Nigam, IAS, Additional Chief Secretary to Govt. Haryana PW (B&R) & Architecture Departments-cum-Chairman, HSRDC chaired the 83<sup>rd</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 83<sup>rd</sup> Meeting of Board of Directors are presented hereunder:**

**Item No. 83.01: Leave of absence**

The Board granted leave of absence to Smt. Partibha Aggarwal, Independent Director of HSRDC.

**Item No. 83.02: To take note of the appointment of Sh. Alok Nigam, IAS, ACSPW(B&R) Department, Government of Haryana as Chairman of HSRDC in place of Sh. Rajeev Arora, IAS**


The Board took note of the appointment of Sh. Alok Nigam, IAS, ACS PW (B&R) & Architecture Departments, Government of Haryana as Chairman of HSRDC in place of Sh. Rajeev Arora, IAS. The Board also welcomed the new Chairman and passed the following resolution to this effect:

**"RESOLVED THAT** pursuant to clause 20(b) of the Articles of Association of the Corporation, Sh. Alok Nigam, IAS, ACS PW (B&R) & Architecture Departments, Government of Haryana be and is hereby appointed as Chairman of the Board of Directors w.e.f 30.09.2020 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** confirmations in Form DIR-8 under section 164(2) and Form MBP-1 under Section 184(1) of the Companies Act, 2013 read with rule 9(1) of The Companies (Meetings of Board And its Powers) Rules, 2014, as received from Sh. Alok Nigam be and are hereby taken on record".

**"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 valuable services rendered by previous Chairman Sh. Rajeev Arora, IAS, during his tenure.





## MINUTES OF 83rd MEETING OF BOARD OF DIRECTORS

**Item no. 83.03:** To accord post facto sanction to resolution for appointment of Managing Director, HSRDC as Key Managerial Personnel under Section 203 of Companies Act, 2013

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 orders of Govt. of Haryana read with Section 203 and other applicable provisions of the Companies Act, 2013 and the provisions of Articles of Association of the Corporation, Sh. Nihal Singh, Executive Director, HSRDC be and is hereby designated as Managing Director of the company w.e.f. 25.08.2020 on terms and conditions as specified in the order passed by Government of Haryana in this regard.

**RESOLVED FURTHER THAT** Sh. Nihal Singh, Managing Director of the Corporation be and is hereby designated amongst Key Managerial Personnel of HSRDC as per Section 203 of Companies Act, 2013."

**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. 83.04:** To confirm the minutes of 82<sup>nd</sup> meeting of the Board of Directors

The Board of Directors approved and confirmed the minutes of 82<sup>nd</sup> meeting of the Board of Directors of the Corporation held on 28.07.2020 and passed the following resolution to this effect:-

**"RESOLVED THAT** the minutes of the 82<sup>nd</sup> Meeting of the Board of Directors of the Corporation held on 28.07.2020 be and are hereby approved and confirmed."

**Item no. 83.05:** Follow-up action on the decisions taken in the previous meetings of Board of Directors, HSRDC

The Board took note of it. Regarding approval of payment of CSR expenditure for F.Y. 2020-21, the Board desired that before making any payment for CSR expenditure, the Corporation shall send reminder to 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, for sending utilisation certificate regarding the same.

**Item no. 83.06:** Status of ongoing projects under NCR loan scheme

The Board took note of it.

**Item no. 83.07:** Status of ongoing projects under Head 5054-R&B (Plan)

The Board took note of it.

**Item no. 83.08:** Status of ongoing projects under Deposit Head (Building Works)

The Board took note of it.



## MINUTES OF 83rd MEETING OF BOARD OF DIRECTORS

**Item no. 83.09: Projects approved by State Govt., yet to be started under Deposit Head (Building Works)**

The Board took note of it.

**Item no. 83.10: Projects sanctioned under NCRPB loan assistance**

The Board took note of it.

**Item no. 83.11: Projects approved under NCRPB loan assistance and yet to be allotted**

The Board took note of it.

**Item no. 83.12: Extension of Term of Contract**

Board considered and approved the agenda item.

**Item no. 83.13: To approve the transfer of Equity Shares of HSRDC in the name of present incumbent on the designation holding such shares**

Board considered and approved the agenda item.

**Item no. 83.14: 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 4<sup>th</sup> Audit Committee Meeting and 5<sup>th</sup> CSR Committee meeting and 3<sup>rd</sup> Nomination & Remuneration Committee Meeting of the Corporation held on 15.09.2020 be and are hereby approved and confirmed.

**Item no. 83.15: To re-appoint M/s Rajiv Mittal & Co. as Tax 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** in accordance with the provisions of Section 44AB of the Income Tax Act, 1961 and other applicable provisions, M/s Rajiv Mittal & Co., Chartered Accountants, be and are hereby appointed as the Tax Auditors of the Corporation, for the financial year 2019-20 at the yearly remuneration of Rs. 11,000 plus GST as applicable.

**RESOLVED FURTHER THAT** the Accounts Officer of the Corporation 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. 83.16: To take note of appointment of Statutory Auditor of the Corporation for F.Y. 2020-21**

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



## MINUTES OF 83rd MEETING OF BOARD OF DIRECTORS

**"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 Chartered Accountants as the Statutory Auditor of the Corporation for the Financial Year 2020-21 on the terms and conditions of appointment as stipulated by CAG in this regard."

Item no.  
83.17:

**To consider & approve the Annual Accounts of 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** the Balance Sheet as on 31.03.2020 and Profit & Loss Account for the period from 01.04.2019 to 31.03.2020 of the Corporation be and are hereby approved along with Cash Flow statement and Notes forming part to accounts.

**RESOLVED FURTHER THAT** any two of the directors for the time being, Chief Financial Officer and Company Secretary of the Corporation be and are hereby severally authorized to sign the Balance Sheet & Profit & Loss account of the Corporation for F.Y 2019-20.

**RESOLVED FURTHER THAT** directors of the Corporation be and are hereby authorized to approve changes as may be required in the accounts for the aforesaid period subsequently on receipt of comments of Statutory Auditor and sign the same.

**RESOLVED FURTHER THAT** the Accounts Officer of the Corporation be and is hereby authorized to forward a copy of Annual accounts duly signed and authenticated as per above resolutions to Statutory Auditor, Accountant General and Secretarial Auditor for their respective comments thereon."

Item no.  
83.18:

**To consider & approve draft Directors' report for F.Y. 2019-20**

The Board considered the agenda item and desired that the finalized directors' Report be got approved by the Board before adoption of annual accounts of F.Y.2019-20.

Item no.  
83.19:

**To fix the date, time and venue of 21st Annual General Meeting and to approve Notice-cum-Agenda of the same**

Board took note of it and approved the notice-cum-agenda of 21st Annual General Meeting of the Corporation. Regarding fixation of date, the Board decided to hold its 21st Annual General Meeting on 02.12.2020 at 12:00 noon at registered office building of HSRDC.

Item no.  
83.20:

**Payment of Advance Tax for Financial Year 2020-21**

Board took note of it.

Item no.  
83.21:

**To take note of the status of Income Tax cases**

Board took note of it.

## MINUTES OF 83rd MEETING OF BOARD OF DIRECTORS

**Item no. 83.22:** **To recommend the appointment of Sh. Karan Gilhotra as Independent Director of HSRDC**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Board be and is hereby accorded, to recommend the name of Sh. Karan Gilhotra for appointment as an Independent Director of the Corporation subject to the approval of the members in the ensuing General Meeting and to hold office for a term of 5 consecutive years from the date of ensuing general meeting."

**"RESOLVED FURTHER THAT** Company Secretary and any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and to file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**Item no. 83.23:** **To recommend the re-appointment of Independent Director Mrs. Partibha Aggarwal**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Board be and is hereby accorded, to recommend the name of Mrs. Partibha Aggarwal for re-appointment as an Independent Director of the Corporation subject to the approval of the members in the ensuing General Meeting and to hold office for another term of 5 consecutive years from the date of ensuing general meeting."

**"RESOLVED FURTHER THAT** Company Secretary and any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and to file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**Item no. 83.24:** **Request for continuance of contract employees for the work of up-gradation of existing Sonapat Rathdhana Narela road from km 2.310 to 14.800 in Sonapat Distt. from Itichowk to Safiabab village upto Sonapat District boundary (length 12.490 km)**

Board considered and approved the agenda item.

**Item no. 83.25:** **Any other item with the permission of chair**

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

*Handwritten signature*



## MINUTES OF 83<sup>rd</sup> MEETING OF BOARD OF DIRECTORS

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<b>Supplementary Agenda Item no. 83.25.1</b>	<b>To approve the payment of salary to present Company Secretary equivalent to salary of CS in similar corporations</b>  Board approved the agenda item and decided to pay a fixed salary of Rs. 55,000/- per month w.e.f. 01.12.2020 to the present Company Secretary Mrs. Dolly Gaur.
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### Vote of Thanks


There, being no other business, the 83<sup>rd</sup> Meeting of Board of Directors, HSRDC ended at 4:45 p.m. with a vote of thanks to the Chair.

Date: 12.11.2020  
Place: Panchkula

  
Nihal Singh  
(Managing Director,)  
HSRDC

  
Alok Nigam  
(ACSPW (B&R) & Architecture  
Departments-cum-Chairman, HSRDC)

Authenticated by:

  
CS.Dolly Gaur  
(Company Secretary)