

**HARYANA STATE ROADS & BRIDGES**  
**DEVELOPMENT CORPORATION LIMITED**



**MINUTES OF 98th MEETING OF  
BOARD OF DIRECTORS**

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**Day : Wednesday**  
**Date : 11.09.2024**  
**Time : 11:30 a.m.**

**held under Chairmanship of**  
**Additional Chief Secretary to Hry. Govt.**  
**Public works (Buildings and Roads) Deptt.**  
**at Conference Room, 6<sup>th</sup> floor, New Hry. Civil Secretariat,**  
**Sector-17, Chandigarh**

## MINUTES OF 98th MEETING OF BOARD OF DIRECTORS OF HSRDC

### Present:-

1. Sh. Anurag Aggarwal, IAS	Chairman
2. Sh. Anil Kumar Dahiya	Managing Director
3. Sh. Hanumant Singh	Executive Director
4. Sh. N.K.Tomar	CE(R), Nominee Director (PW B&R)
5. Sh. Karan Gilhotra	Independent Director
6. Sh. Vishal Seth	Independent Director

### Invitees:-

1. Sh. Harpal Singh	General Manager
2. Sh. Munish Malhotra	Deputy General Manager-I
3. Sh. Pranav Garg	Deputy General Manager-II
4. Sh. B.D. Mehta	Accounts Officer

### Company Secretary

Smt. Dolly Gaur

### Chairman of the Meeting

Sh. Anurag Aggarwal, IAS, ACS PW (B&R) chaired the 98<sup>th</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 the present members of the Board and the same was taken as read with consent of the members.

**The Minutes of 98<sup>th</sup> Meeting of Board of Directors are presented hereunder:**

### Item No. 98.01

#### Leave of absence

The Board granted leave of absence to two Independent Directors- Sh. Hardeep Kumar Mahotra and Smt. Sheila Bhatia who could not attend the meeting due to their pre-occupancy.

### Item No. 98.02

#### To confirm the minutes of 97<sup>th</sup> meeting of the Board of Directors

The Board of Directors approved and confirmed the minutes of 97<sup>th</sup> meeting of the Board of Directors of the Corporation held on 26.06.2024 and passed the following resolution to this effect: -

***"RESOLVED THAT the minutes of the 97<sup>th</sup> meeting of the Board of Directors of the Corporation held on 26.06.2024, be and are hereby, approved and confirmed."***



## MINUTES OF 98th MEETING OF BOARD OF DIRECTORS OF HSRDC

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**Item no.**                      **To take note of appointment of Sh. Hanumant Singh as Executive Director, HSRDC**  
**98.03**

The Board took note of it and welcomed the new Director-Sh. Hanumant Singh on the Board. Following resolutions were also passed in this regard:

***"RESOLVED THAT*** pursuant to orders passed by Government of Haryana regarding appointment of Executive Director in HSRDC, Sh. Hanumant Singh, be and is hereby appointed as Executive Director of the Corporation w.e.f. 02.07.2024 on the terms and conditions issued by Haryana Govt. in this regard.

***"RESOLVED FURTHER THAT*** the confirmations in Form DIR-8 under section 164(2) and the notices of disclosure of interest or concern in 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 submitted by Sh. Hanumant Singh 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."

**Item no.**                      **Status of ongoing projects under NCR Loan Scheme**  
**98.04(A)**

The Board took note of the progress of ongoing projects under NCR Loan Scheme.

**Item no.**                      **Status of works sanctioned by NCRPB**  
**98.04(B)**

The Board took note of it.

**Item no.**                      **Status of ongoing projects under Head 5054-R&B (Plan)**  
**98.05**

The Board took note of the progress of ongoing projects under the Head 5054-R&B (Plan).

**Item no.**                      **Status of ongoing projects under Deposit Head (Building Works)**  
**98.06**

The Board took note of the progress of ongoing projects under Deposit Head (Building works).

**Item no.**                      **Status of ongoing projects of Civil Aviation Department for the year 2024-25 under head "5053-capital outlay on Civil Aviation**  
**98.07**

The Board took note of it.





## MINUTES OF 98th MEETING OF BOARD OF DIRECTORS OF HSRDC

Item no.  
98.08

### Extension of term of contract of staff members of HSRDC

The Board considered and approved the extension of contract of service of following staff members as per details provided hereunder:-

S.No.	Name of Staff Member	Designation	Term of extension
1.	Smt. Dolly Gaur	Company Secretary	01.10.2024 to 30.09.2025
2.	Sh. Rahul Bisht	CCO through HARTRON	10.11.2024 to 09.11.2025

Item no.  
98.09:

### To approve the minutes of 19<sup>th</sup> meeting of Audit Committee held during the first quarter of F.Y.2024-25

The Board considered and approved the minutes of 19<sup>th</sup> meeting of Audit Committee held on 26.06.2024. The following resolution was also passed to this effect:-

***"RESOLVED THAT the minutes of 19<sup>th</sup> meeting of Audit Committee held on 26.06.2024, be and are hereby approved and confirmed."***

Item no.  
98.10:

### To approve re-appointment of CS.Suresh Kumar Pillay as Secretarial Auditor of HSRDC for F.Y. 2023-24

The Board considered the agenda item and approved the re-appointment of CS.Suresh Kumar Pillay as Secretarial Auditor of HSRDC for F.Y. 2023-24 at a professional fees of Rs.22,000 per annum.

The Board also passed following resolutions in this regard:

***"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 2023-24 at a remuneration of Rs. 22,000 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.  
98.11:

### To approve outsourcing of Annual Return Filing and Certification with Registrar of Companies for F.Y. 2023-24 to CS.Suresh Kumar Pillay

The Board considered the agenda item and approved the outsourcing of annual return filing and certification to CS. Suresh Kumar Pillay for F.Y. 2023-24 at a professional fees of Rs. 25000 per annum.

Following resolutions were also passed in this regard:



## MINUTES OF 98th MEETING OF BOARD OF DIRECTORS OF HSRDC

**"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 filing and certification of annual return of HSRDC with Registrar of Companies for F.Y 2023-24 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.  
98.12:

**To consider & approve the Annual Accounts of F.Y.2023-24**

The Board considered and approved the agenda item and following resolutions were also passed to this effect unanimously by all Board members present at the meeting:

**"RESOLVED THAT** the Balance Sheet as on 31.03.2024 and Profit & Loss Account for the period from 01.04.2023 to 31.03.2024 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 2023-24.

**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.  
98.13:

**To fix the date & time of 25<sup>th</sup> Annual general meeting and to approve notice-cum-agenda of the same**

The Board considered the agenda item and decided that 25th Annual General Meeting of shareholders of the Corporation be held on 12.09.2024 at 12:00 noon at Registered office building of HSRDC, for consideration and adoption of annual accounts of F.Y. 2023-24. The Board approved the draft notice of 25th Annual General Meeting and also passed the following resolution to this effect:

**"RESOLVED THAT** the 25th Annual general meeting of the Corporation will be held on 12.09.2024 at 12:00 noon at Registered office building of HSRDC, to consider and adopt the Annual Accounts of F.Y. 2023-24.





## MINUTES OF 98th MEETING OF BOARD OF DIRECTORS OF HSRDC

**RESOLVED FURTHER THAT** the Managing Director of the Corporation be and is hereby authorized to sign and issue the notice of the 25th 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.  
98.14

**Regarding extension of the term of contract of M/s KKMK & Associates, Chartered Accountants, Panchkula on retainership basis**

The Board considered and approved the extension of term of contract of M/s K.K.M.K & Associates, Chartered Accountants, Panchkula for a period of **3 months i.e. 01.10.2024 to 31.12.2024** at a fees of Rs.30,000/- per month (exclusive of GST) and on the same terms & conditions as envisaged in the engagement letter no. 1117/AC dated 16.04.2024.

Item no.  
98.15

**To approve the change in prescribed criteria of appointment of Managing Director of the corporation**

The Board of Directors considered the agenda item and decided that the Corporation should abide by the original decision taken by 'The Council of Ministers' at the meeting dated 29.09.2000. The Chairman further said that the decision regarding fixation/modification of the terms of appointment of Managing Director is beyond the competency of the Board of Directors. Therefore, it cannot modify the terms of appointment of Managing Director or any other Director.

Thereafter, the decision of the Board regarding modification of terms of appointment of Managing Director, HSRDC taken vide Supplementary agenda item no. 85.15.01 at its 85<sup>th</sup> meeting held on 16.04.2021 was declared as **NULL AND VOID** unanimously by all the members present at the meeting and hence, the Board of Directors upheld the original criteria of appointment of MD as decided at the meeting of 'The Council of Ministers' dated 29.09.2000 which is given as under:

"That the full-time Managing Director of the Corporation shall be appointed only from working Engineer-in-Chief or working Chief Engineer of PWD B&R."

Item no.  
98.16

**To take note of new Memorandum and Articles of Association of HSRDC**

The Board considered the agenda item and took note of the new Memorandum and Articles of Association of HSRDC.



## MINUTES OF 98th MEETING OF BOARD OF DIRECTORS OF HSRDC

**Item no. 98.17 To fix the sitting fees payable to non-official/independent directors of the Corporation**

The Board considered the agenda item and decided that w.e.f. 98<sup>th</sup> meeting of the Board i.e. 11.09.2024, the non-official/independent directors be paid a sitting fees of Rs. 5000 per Board meeting and Rs. 2500 per Committee Meeting in addition to travelling expenses incurred by such Directors for attending the said meetings.

**Item no. 98.18 Appointment of Tax Auditor of HSRDC for the F.Y. 2023-24**

The Board considered the agenda item and approved the appointment of M/s R.O.Kumar & Associates, Chartered Accountants, Chandigarh for filing Income Tax Return and for conducting Tax Audit of HSRDC for the F.Y. 2024-25 @ Rs. 22,000/- + taxes.

**Item no. 98.18 Any other item with the permission of chair**

There, being no other business, the 98<sup>th</sup> meeting of the Board of Directors, HSRDC ended with a vote of thanks to the Chair.


### Vote of Thanks

There, being no other business, the 98<sup>th</sup> meeting of the Board of Directors, HSRDC ended at 12:30 noon. with a vote of thanks to the Chair.

Date: 11/09/2024

Place: Chandigarh

  
Dolly Gaur  
(CS, HSRDC)

  
Anil Kumar Dahiya  
(Managing Director, HSRDC)

  
Anurag Aggarwal, IAS (ACSPW)  
(Chairman, HSRDC)