

HARYANA STATE ROADS & BRIDGES  
DEVELOPMENT CORPORATION LIMITED



**MINUTES OF 95th MEETING  
OF BOARD OF DIRECTORS**

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Day : *Wednesday*

Date : *13.12.2023*

Time : *12:00 noon*

*held under Chairmanship of*  
**ADDITIONAL CHIEF SECRETARY TO HRY. GOVT.**  
**PUBLIC WORKS (BUILDINGS AND ROADS) DEPTT.**  
**AT ROOM NO.45, 8TH FLOOR,**  
**HRY. CIVIL SECRETARIAT,**  
**SECTOR-1, CHANDIGARH**

*JS.*



## MINUTES OF 95th MEETING OF BOARD OF DIRECTORS OF HSRDC

### Present:-

1. Sh. Anurag Rastogi, IAS	Chairman
2. Sh. Anil Kumar Dahiya	Managing Director
3. Sh. N.K.Tomar	CE(R), Nominee Director (PW B&R)
4. Smt. Sheilza Bhatia	Independent Director

### Invitees:-

1. Sh. Jagvir Singh Kajla	General Manager-I
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

CS. Dolly Gaur

### Chairman of the Meeting

Sh. Anurag Rastogi, IAS, ACS PW (B&R) chaired the 95<sup>th</sup> 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 95<sup>th</sup> Meeting of Board of Directors are presented hereunder:

### Item No.

### Leave of absence

95.01:

The Board granted leave of absence to three Independent Directors- Sh. Hardeep Kumar Mahotra, Sh. Vishal Seth and Sh. Karan Gilhotra, who could not attend the meeting due to their pre-occupancy.

### Item no.

### To confirm the minutes of 94<sup>th</sup> meeting of the Board of Directors

95.02:

The Board of Directors approved and confirmed the minutes of 94<sup>th</sup> meeting of the Board of Directors of the Corporation held on 19.09.2023 and passed the following resolution to this effect: -

***"RESOLVED THAT the minutes of the 94th meeting of the Board of Directors of the Corporation held on 19.09.2023, be and are hereby, approved and confirmed."***

### Item no.

### Status of ongoing projects under NCR Loan Scheme

95.03(A)

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

### Item no.

### Status of works sanctioned by NCRPB which are yet to be started

95.03(B):

The Board took note of it.




## MINUTES OF 95th MEETING OF BOARD OF DIRECTORS OF HSRDC

- Item no. Status of ongoing projects under Head 5054-R&B (Plan)**  
**95.04:** 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)**  
**95.05:** The Board took note of the progress of ongoing projects under Deposit Head (Building works).
- Item no. Status of Pipeline Projects under Deposit Head**  
**95.06:** The Board took note of it.
- Item no. Extension of term of contract of staff members**  
**95.07:** The Board considered and approved the extension of contract of staff members for the term specified in the agenda.
- Item no. To approve minutes of Committee meetings held during the second quarter of F.Y. 2023-24**  
**95.08:** The Board considered and approved the minutes of Committee meetings held during the second quarter of F.Y. 2023-24. The following resolution was also passed to this effect:-  
  
*"RESOLVED THAT the minutes of 14<sup>th</sup> meeting of CSR Committee, 11<sup>th</sup> meeting of Nomination & Remuneration Committee and 16<sup>th</sup> meeting of Audit Committee held on 19.09.2023, be and are hereby approved and confirmed."*
- Item no. To take note of payment of Advance Tax for the 2<sup>nd</sup> quarter of Financial Year 2023-24**  
**95.09:** The Board took note of payment of second installment of Advance Tax for F.Y. 2023-24 paid by the Corporation in Sept., 2023.
- Item no. To take note of appointment of Statutory Auditor of the Corporation for F.Y. 2023-24**  
**95.10:** The Board took note of it and passed the following resolution to this effect:  
  
*"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 provisions of the Companies Act, 2013 the consent of the Board be and is hereby accorded for appointment of M/s Kansal Jain and Associates, Chartered Accountant firm as the Statutory Auditor of the Corporation for the financial year 2023-24 at a fee of Rs. 75,000/- per annum and on the terms and conditions of appointment as stipulated by CAG in this regard."*

*RJ.*

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MINUTES OF 95th MEETING OF BOARD OF DIRECTORS OF HSRDC

Item no.

95.11:

To recommend the alteration of Articles of Association of HSRDC to its members for increase in sitting fees payable to non-official directors and to fix date, time & venue for convening 2nd Extra-Ordinary General Meeting (EGM) required to be held for the same alongwith approving draft notice of such meeting together with explanatory statement

The Board approved the agenda item subject to approval of State Govt. and recommended the alteration of Articles of Association of HSRDC to its members at 2<sup>nd</sup> Extra-ordinary General Meeting. The Board also passed following resolutions in this regard:

***“RESOLVED THAT*** pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the State Govt., Registrar of Companies, Delhi and subject to the approval of Shareholders in General Meeting, to alter the below given Clause (21) of the Articles of Association of Company with the one following thereunder:

*“The non-official members of the Board of Directors shall be entitled to such sitting fees for attending a meeting of the Board of Directors or a committee or sub-committee thereof, as may be fixed the Board of Directors, not exceeding one thousand rupees per meeting. In addition to the remuneration payable to them in pursuance of the Act, the non-official Directors may be paid all travelling, stay and other expenses incurred by the them for attending and returning from meetings of the Board of Directors or any Committee thereof or general meeting of the Company or in connection with the business of the Company.”*

**(Present clause)**

***FURTHER RESOLVED THAT*** the above Clause no. 21 of the Articles of Association of the company be substituted by the following with the approval of State Govt. and consent of members taken at the 2nd Extra Ordinary General Meeting to be held specifically for this purpose:-

*“The non-official members of the Board of Directors shall be entitled to such sitting fees for attending a meeting of the Board of Directors or a committee or sub-committee thereof, as may be fixed the Board of Directors. In addition to the remuneration payable to them in pursuance of the Act, the non-official Directors may be paid all travelling, stay and other expenses incurred by the them for attending and returning from meetings of the Board of Directors or any Committee thereof or general meeting of the Company or in connection with the business of the Company.”*

**(Substituted clause)**

*PS.*



## MINUTES OF 95th MEETING OF BOARD OF DIRECTORS OF HSRDC

**FURTHER RESOLVED THAT** after obtaining the consent of members/shareholders at 2nd Extra-ordinary General Meeting, the sitting fees payable to non-official Directors of the Corporation for attending subsequent meetings of the Company, be fixed at Rs. 5000/- per Board meeting and Rs. 2500/- per Committee meeting in addition to Travelling Expenses incurred by such Director for attending and returning from such meetings.

**FURTHER RESOLVED THAT** the 2nd Extra-ordinary General Meeting be held on 29.01.2024 at 11:00 a.m. at the Registered Office of the Company and that the draft notice and agenda of 2nd EGM as placed before the Board, be and is hereby approved.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any/all the Directors and Company Secretary be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Delhi."

Item no.  
95.12:

**To extend the term of appointment of M/s K.K.M.K & Associates, Chartered Accountants, Panchkula in HSRDC for providing services of CA for the period from 01.12.2023 to 31.03.2024**

The Board considered and approved the extension of term of contract of M/s K.K.M.K & Associates, Chartered Accountants, Panchkula for the period from 01.12.2023 to 31.03.2024 at a fees of Rs. 29,150/- plus GST(as applicable) per month and on the same terms & conditions as envisaged in the engagement letter dated 01.12.2022.

Item no.  
95.13:

**Any other item with the permission of chair**


No other item was discussed at the meeting.

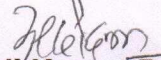
### Vote of Thanks

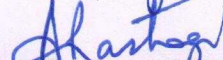
There, being no other business, the 95<sup>th</sup> meeting of the Board of Directors, HSRDC ended at 12:40 p.m. with a vote of thanks to the Chair.

Date: 20/12/2023

Place: Chandigarh

  
Dolly Gaur  
(CS, HSRDC)

  
Anil Kumar Dahiya  
(Managing Director, HSRDC)

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