

**MINUTES  
OF  
84<sup>th</sup> MEETING  
OF  
BOARD OF DIRECTORS  
OF**

**HARYANA STATE ROADS AND BRIDGES  
DEVELOPMENT CORPORATION LTD.**

**HELD ON**

**DAY : WEDNESDAY**

**DATE : 03.03.2021**

**TIME : 12:00 NOON**

**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**

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## MINUTES OF 84th 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
4. Sh. P.K.Dhaka	Non-Executive Director
5. Sh. Karan Gilhotra	Independent Director

### Invitees:-

1. Sh. Munish Malhotra	Dy. General Manager-III
2. Sh. B.D.Mehta	Accounts Officer

### 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 84<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 present members of the Board and the same was taken as read with consent of the members.

The Minutes of 84<sup>th</sup> Meeting of Board of Directors are presented hereunder:

### Item No. 84.01:

#### Leave of absence

All the members of the Board of Directors, HSRDC were present at the meeting.

### Item no. 84.02:

#### To confirm the minutes of 83<sup>rd</sup> meeting of the Board of Directors

The Board of Directors approved and confirmed the minutes of 83<sup>rd</sup> meeting of the Board of Directors of the Corporation held on 11.11.2020 and passed the following resolution to this effect:-

*"RESOLVED THAT the minutes of the 83<sup>rd</sup> Meeting of the Board of Directors of the Corporation held on 11.11.2020 be and are hereby approved and confirmed."*

### Item no. 84.03:

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

The Board took note of it.

### Item no. 84.04:

#### Status of ongoing projects under NCR loan scheme

The Board took note of it.

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- Item no. 84.05: **Status of ongoing projects under Head 5054-R&B (Plan)**  
The Board took note of it.
- Item no. 84.06: **Status of ongoing projects under Deposit Head (Building Works)**  
The Board took note of it.
- Item no. 84.07: **Projects approved by State Govt., yet to be started under Deposit Head (Building Works)**  
The Board took note of it.
- Item no. 84.08: **Projects sanctioned under NCRPB loan assistance**  
The Board took note of it.
- Item no. 84.09: **Extension of Term of Contract**  
Board considered and approved the agenda item.
- Item no. 84.10: **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 5<sup>th</sup> Audit Committee Meeting and 6<sup>th</sup> CSR Committee meeting and 4<sup>th</sup> Nomination & Remuneration Committee Meeting of the Corporation held on 14.01.2021 be and are hereby approved and confirmed."*
- Item no. 84.11: **To take note of appointment of Sh.P.K.Dhaka as non-executive director of the Corporation in place of Sh. Virender Jakhar**  
Board took note of it and following resolution was passed to this effect unanimously by all Board members present at the meeting:  
  
*RESOLVED THAT pursuant to orders no. 44/55/2019-5 B&R(W) dated 14.11.2019 regarding appointment of Chief Engineer (Roads) as Non-Executive Director of HSRDC and order no. 193507/Estt.-I dated 15.12.2020 regarding assignment of charge of Chief Engineer (Roads) to Sh. P.K.Dhaka, the said officer be and is hereby appointed as Nominee/Non-Executive Director of the Corporation w.e.f. 15.12.2020 in compliance of the orders."*  
  
*"RESOLVED FURTHER THAT 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. P.K.Dhaka be and are hereby taken on record".*



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Item no. 84.12: To appoint a Woman Director in the Corporation for compliance of Section 149(1) of Companies Act, 2013 before 15.03.2021

Board considered the agenda item and recommended the name of Ms.Ritu Chaudhary, IAS for being appointed as Woman Director of the Corporation.

Item no. 84.13: To recommend appointment of Sh. Hardeep Kumar Mahotra as an independent director of HSRDC and to approve date, time, venue and draft notice of extra-ordinary general meeting (EGM) required to be held for the same

Board considered and approved the agenda item and decided to hold 1<sup>st</sup> Extra-ordinary general meeting of the Corporation on 24.03.2021 at 10:30 a.m. at the registered office. The following resolution was also 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. Hardeep Kumar Mahotra for appointment as an Independent Director of the Corporation subject to the approval of the members in the 1<sup>st</sup> Extra-ordinary General Meeting of the Corporation and to hold office for a term of 5 consecutive years from the date of such general meeting."

**RESOLVED FURTHER THAT** the 1<sup>st</sup> Extra-Ordinary General Meeting of the Corporation will be held on 24.03.2021 at 10:30 a.m. noon at the registered office of the Corporation to take approval of members for appointment of Sh. Hardeep Kumar Mahotra as Independent Director of the Corporation.

**RESOLVED FURTHER THAT** the draft notice of the 1<sup>st</sup> Extra-Ordinary General Meeting as placed before the Board be and is hereby approved and the 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-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary to give effect to the above resolutions."

Item no. 84.14: To fix the date & time for holding 20th adjourned annual general meeting of members of HSRDC for consideration and adoption of annual accounts for F.Y. 2018-19 and to approve the draft notice for the same

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

**"RESOLVED THAT** the 20th adjourned annual general meeting of the Corporation will be held on 24.03.2021 at 12:00 noon at the registered office of the Corporation to consider and adopt the Audited Annual Accounts of F.Y.2018-19 along with Auditors' report and the comments received from Comptroller and Auditor General of India.

**RESOLVED FURTHER THAT** the draft notice of 20<sup>th</sup> adjourned Annual General Meeting as placed before the Board be and is hereby approved and that the Managing Director of the Corporation be and is hereby authorized to sign and issue the same and that the

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*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.  
84.15:

### **To consider and approve Directors' Report for F.Y. 2018-19**

The 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 Directors' report on annual accounts of F.Y 2018-19 as placed before board be and is hereby approved."

**RESOLVED FURTHER THAT** any 2 directors of the Corporation for the time being in force be and are hereby authorized to sign the draft Directors' report for F.Y.2018-19 on behalf of the Board

Item no.  
84.16:

### **To decide about option of "Vivad se Vishwas Scheme, 2020" introduced by Income Tax Department**

The Board considered the agenda item and decided that the opinion of the legal advisor may be adhered.

Item no.  
84.17:

### **To extend the term of appointment of M/s A J Mohan & Associates, Chartered Accountants, Mohali for the period 01.04.2021 to 31.03.2022.**

The Board considered and approved the agenda item. Further, the Board also approved enhancement of 25% (i.e. Rs.4250) in the quarterly fees of M/s AJ Mohan & Associates w.e.f. 01.04.2021.

Item no.  
84.18:

### **Regarding expenditure for Corporate Social Responsibility (CSR) to be incurred before 31.03.2021 for compliance of sec. 135(1) of Companies Act, 2013**

The Board decided that the CSR expenditure be incurred on commendable society welfare jobs such as upliftment of poor, eradication of hunger & poverty, women empowerment, promotion of education and betterment of health of less privileged section of the society, provision of preventive healthcare services in relation to COVID-19 etc.

Item no.  
84.19:

### **Regarding enhancement in retainership fee of Advocate Varun Katyal**

The Board considered the agenda item and decided to increase the retainership fee of Advocate Varun Katyal from Rs. 30,000 to Rs. 35,000 per month w.e.f 01.04.2021.

Item no.  
84.20:

### **Regarding approval for formation of internal Complaints Committee (ICC) as required under Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013 and the Rules**

The Board considered the agenda item and approved formation of Internal Complaints Committee (ICC) as required under POSH LAWS.

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Item no.  
84.21:


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 84<sup>th</sup> Meeting of Board of Directors, HSRDC ended at 12:30 p.m. with a vote of thanks to the Chair.

Date: 08.03.2024  
Place: Panchkula

  
Nihal Singh  
(Managing Director)

  
Alok Nigam, IAS (ACS PWD B&R)  
(Chairman, HSRDC)

Authenticated by:

  
Dolly Gaur  
(Company Secretary)