



KAKINADA SMART CITY CORPORATION LIMITED

Minutes of 1st meeting of the Board of Directors of Kakinada Smart City Corporation Limited held on 06-04-2016 at 3.00 PM in the chambers of its Chairman & District Collector, East Godavari District, Andhra Pradesh situated at Collectorate Kakinada.

Directors Present:

Shri H.Arun Kumar., IAS
District Collector, East Godavari District : Chairman

Shri S. Aleem Basha.,
Commissioner, Kakinada Municipal Corporation : Director

In Attendance:

Shri T. Subba Rao., FCS : Practicing Company Secretary

Shri H.Arun Kumar., IAS Chairman of the board took the chair and after ascertaining that requisite quorum was present, conducted the proceedings of the meeting.

Item No 1: Grant leave of absence to Directors unable to attend the meeting :

Leave of absence was granted to Shri T. Sakala Reddy who has conveyed his inability to attend the meeting.

Item No 2: To take note of the initial Directors of the Company nominated by the Government of A.P and the Kakinada Municipal Corporation :

RESOLVED THAT the appointment of the following Officers as 1st Directors of the Corporation by government vide G.O.M.s.No.42 MA&UD Department dated 17-02-2016 be and is hereby noted.

1. Sri H Arun Kumar, IAS
District Collector, East Godavari District : Chairman



2. Sri Shaik Aleem Basha
Commissioner, Kakinada Municipal Corporation : Director
3. Sri T Sakala Reddy
Regional Director, Municipal Administration. : Director

Item No 3: To take note of the incorporation of the company :

RESOLVED THAT the incorporation of the company as Kakinada Smart City Corporation Limited on 07.03.2016 vide Corporate Identification Number (CIN) **U70102AP2016PLC098447** issued by the Ministry of Corporate Affairs, Govt. of India be and is hereby noted

Item No 4: To consider and approve the appointment of Managing Director for the Company :

RESOLVED THAT Shri Shaik Aleem Basha a Director on Board of the company be and is hereby appointed as Managing Director of the company.

Resolved further to inform the Government of Andhra Pradesh of the appointment of Shri Shaik Aleem Basha as the Managing Director.

Resolved further that the Managing Director shall discharge all the functions of a CEO as described under the Smart City Mission guidelines till a regular CEO is appointed.

Item No 5: To consider and authorise the Managing Director to evaluate and appoint necessary and key Managerial Posts (KMP) for the running of the Corporation either on regular / deputation / Contract / outsourcing basis and also to engage the services of consultants as and when required for the performance of the company :

RESOLVED THAT the Managing Director be and is hereby authorized to assess the manpower requirement of the company for the effective and smooth discharge of the functions of the company and is hereby authorized to make such appointments finalizing the terms and conditions on either regular / deputation / contract / out sourcing bases as deemed fit.

Resolved further that the Managing Director be and is hereby authorized to engage the services of consultants / experts to assist the company and is also authorized to appoint necessary key managerial personnel.

Item No 6: Declaration of interest by Directors :

RESOLVED THAT declarations of interest in form MBP-1 submitted by the Directors pursuant to the provisions of section 184 of the companies act 2013 be and are hereby taken on record.



Item No 7: Taking note of Address of Registered Office of the Company :

RESOLVED THAT the situation of the registered office of the company at the following address be and is hereby noted.

D.No.14-7-1, Municipal Corporation office,
Cinema Street, Kakinada – 533001
Andhra Pradesh.

Item No 8: To take note of the Memorandum and Articles of Association of the Corporation:

RESOLVED THAT the Memorandum and Articles of Association of the Company as registered with the registrar of companies be and is hereby noted.

Item No 9: To approve format of share certificates :

RESOLVED THAT form SH-1 specified in the Companies (Share Capital and Debentures) Rule, 2014 be and is hereby adopted as the share certificate format for the company.



Item No 10: To issue share certificates to the subscribers to the Memorandum of Association :

RESOLVED THAT share certificates be issued to the following subscribers to the Memorandum of Association of the Company.

- | | | |
|----|---|--------------|
| 1. | Governor of Andhra Pradesh represented by
Smt. V Nagamani
Dy. Secretary to Govt., MA & UD Dept. | 24997 shares |
| 2. | Sri K Venkatarami Reddy
Commissioner & Director Municipal Admn. | 1 share |
| 3. | Sri T Moses Kumar
Chief Engineer, Public Health. | 1 share |
| 4. | Sri G.V. Raghu
Director Town & Country Planning | 1 share |
| 5. | Kakinada Municipal Corporation
Represented by its Commissioner
Sri S. Aleem Basha. | 24997 shares |
| 6. | Sri B Nava Rohini
Superintending Engineer,
Kakinada Municipal Corporation. | 1 share |
| 7. | Sri G Sanyasi Rao
Dy. Commissioner
Kakinada Municipal Corporation. | 1 share |
| 8. | Sri S Sreenivasulu
Examiner of Accounts
Kakinada Municipal Corporation | 1 share |

Resolved further that pursuant to the provisions of Rule 5 of companies (share capital and debentures) Rules 2014 the share certificates be issued under the signatures of the Managing Director and the Chairman and Shri Sakala Reddy, Director of the Company shall sign the certificates as authorized signatory.

Item No 11: To approve the preliminary expenses incurred for formation of the Company as submitted below :

RESOLVED THAT the preliminary expenses incurred for the incorporation of the company amounting to Rs.83,920/- (Rupees Eighty Three Thousand Nine Hundred and Twenty Only) spent by the Kakinada Municipal Corporation be and is hereby approved and the same be reimbursed to the Kakinada Municipal Corporation from the funds of the company.

Item No 12: To severally authorize the Directors to file online with their digital Signatures all the required forms, returns and documents with all the Statutory authorities on behalf of the company :

RESOLVED THAT the Directors of Company be and are hereby severally authorized to sign digitally and submit / file necessary forms, returns, applications and documents with any statutory authority, Government Department, Agencies etc., on behalf the company.

Item No 13: To consider and approve the action plan for the implementation of the Kakinada Smart City Project:

Considering the action plan submitted to the Board it is **RESOLVED THAT** the action plan as submitted be and is hereby approved and the Managing Director be and is hereby authorized to call for tenders for the selection of PMC as per the TOR and RFP suggested by the Government of India. In the meantime, he is authorized to identify projects that can be implemented quickly, prepare RFPs and go for bidding He is further authorized to bundle the remaining projects after the selection of PMC.

Item No 14: To approve the opening of Bank Accounts with Andhra Bank, AshokNagar and to authorize the Managing Director or the officers Nominated by him operate the said accounts :

RESOLVED THAT a Bank Account be opened in the name of the Company with Ashok Nagar Branch of Andhra Bank, Kakinada and the said bank be and is hereby authorized to honour all cheques, drafts, promissory notes and other instruments for payment / negotiable instruments drawn by or in favor of the Company, whether the account be overdrawn or not by the Managing Director or the officers of the company nominated by him.

Item No15: Sitting Fee:

RESOLVED THAT the Chairman of the Company be and is hereby authorized to fix the sitting fees to be paid to the Directors for attending the Board and its sub-committee meetings.

Item No16: To retain the services of a practicing Company Secretary for the Company and fix his monthly remuneration:

RESOLVED THAT the services of Sri T.Subba Rao, Practicing Company Secretary be and are hereby retained for the company on a monthly retainer fees of Rs.25,000/- (Rupees Twenty Five Thousand Only) plus applicable service tax and TA & DA on actuals with effect from 1st April 2016.

Item No17: To authorize the Managing Director to submit proposals to the State Government for opening a PD Account for the Company;

RESOLVED THAT the Managing Director be and is hereby authorized to submit required proposal to the Government of Andhra Pradesh for opening a PD account in the name of company to facilitate receipt of funds from government.

Item No 18. To authorize maintenance of Minutes in lose leaf binders:

RESOLVED THAT the consent of the Board be and is hereby accorded for the maintenance of minutes of the meetings of the Board, sub-committees of the Board and share holders in the form of lose leaf binders.

Item No 19: Permission to utilize services of KMC Officials.

RESOLVED THAT till the recruitment of the required manpower for the company, the services of the officials of the Kakinada Municipal Corporation be and is hereby decided to be utilized for carrying out the Smart City activities.

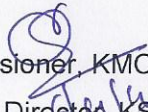


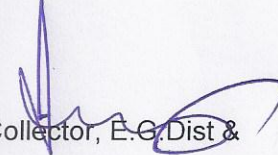
Item No 20: Any other item with the permission of the Chair.

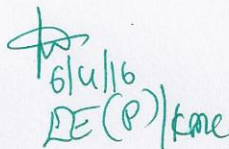
(A). Proposal to C&AG for appointment of statutory auditors.

Though technically the company is not a government company since the share holding of the State Government is only 50% and balance is held by the Kakinada Municipal Corporation, a local body, but since it is handling Government / Public funds it is **RESOLVED THAT** the Managing Director be and is hereby authorized to request the Comptroller and Auditor General of India to appoint 1st auditors for the company for the financial year 2016-17 i.e., from the date of incorporation of the company, 7th March 2016 to 31st March 2017.

There being no other business to transact. The meeting concluded with a vote of thanks to the chair.


Commissioner, KMC &
Managing Director, KSCCL
Kakinada.


Collector, E.G. Dist &
Chairman, KSCCL
Kakinada.


01/11/16
DE(P)/kmc
OD
SE