

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED HELD ON WEDNESDAY, 21<sup>ST</sup> SEPTEMBER 2016 AT 4.00P.M AT THE REGISTERED OFFICE OF THE CORPORATION

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**Directors Present:**

- |                           |          |
|---------------------------|----------|
| 1. Shri U. P. S. Madan    | Chairman |
| 2. Shri Rajendra Deolekar | Director |
| 3. Shri E. Ravendiran     | Director |
| 4. Shri Sandeep Gaikar    | Director |
| 5. Shri Rajesh More       | Director |
| 6. Shri Prakash Bhoir     | Director |

**By Invitation:**

- |                         |                              |
|-------------------------|------------------------------|
| 1. Shri Sanjay Shinde   | DCP, Kalyan                  |
| 2. Shri Prasad Ukarde   | SDO, Kalyan                  |
| 3. Shri Pramod Kulkarni | City Engineer, KDMC          |
| 4. Shri D. A. Kamat     | Practicing Company Secretary |

The Directors welcomed Shri. U.P.S Madan, Chairman, Metropolitan Commissioner, MMRDA.

Shri. Rajendra Deolekar occupied the Chair with the permission of the Directors present.

The quorum being present, the Chairman commenced the Meeting.

**Item No.1: Appointment of Chairman**

Shri U. P. S. Madan, being interested did not participate in this agenda item.

The Board was informed that, in terms of the Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, read with Article 12.9 of the Articles of Association of the Company, Shri U. P. S. Madan, Metropolitan Commissioner, MMRDA will be appointed as the Chairman of the Board of Directors of the Company. Further, the Chairman of the Board shall be the Chairman of the General Meetings of the Company.

The Board considered the matter, and passed the following resolution in this regard:

**Resolution No. 1(1)/16-17**

“**RESOLVED THAT**, pursuant to the provisions of Section 161 of the Companies Act 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended and other applicable provisions of the Act, read with the provisions of Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, the consent of the Board of Directors be and is hereby accorded for the appointment of Shri U. P. S. Madan (DIN: 03570256) as a Nominee Director of the Company.”

“**FURTHER RESOLVED THAT**, in terms of provisions of Section 104 of the Companies Act, 2013 read with the aforementioned Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra and Article 12.9

and other applicable Articles of the Articles of Association, Shri U. P. S. Madan, (DIN: 03570256) be and is hereby appointed as the Chairman of the Board of Directors of the Company and shall be the Chairman for all meetings of the Board of Directors and General Meetings of the Company."

**FURTHER RESOLVED THAT**, any Director of the Company be and is hereby authorized to do all such acts and deeds, as may be required for the purpose of giving effect to the resolution."

Shri. U. P. S. Madan, Chairman took over the remaining proceedings of the Meeting.

**Item No.2: To grant leave of absence to any Absent Directors**

Since all the Directors were present, no leave of absence was granted to any Director.

**Item No.3: To take note of the Certificate of Incorporation**

A copy of the Certificate of Incorporation of the Company issued by the Registrar of Companies, Mumbai dated 1<sup>st</sup> September, 2016 bearing CIN No. U74999MH2016SGC285413 which was issued to the company was tabled before the Board.

The Board took note of the same.

**Item No. 4: To take note of the Memorandum and Articles of Association of the Company**

A copy of the Memorandum and Articles of Association of the Company which are the Charter documents of the Company was tabled before the Board.

The Board took note of the same.

**Item No.5: To take note of the registered office of the Company**

The Board was informed that company is incorporated with the registered office at Kalyan Dombivli Municipal Corporation, Admin Bldg, Shivaji Chowk, Kalyan West, Thane 421301.

Further, the Board was requested to take the note that statement to this effect as required under Section 12(2) of the Companies Act, 2013 has been filed with the ROC, Maharashtra, Mumbai in E-Form INC 22 at the time of incorporation.

The same address is also stated on the Certificate of Incorporation of the Company.

The Board took note of the same.

**Item No. 6: To take note of the First Directors of the Company as per the Articles of Association and to note their General Disclosure of Interest U/s 184(1) of the Companies Act, 2013**

The Board took note of the First Directors of the Company, as per the Articles No.12.2 of the Articles of Association of the Company.

- 1) Shri Ravendiran Elumalai (DIN: 07550542)
- 2) Shri Rajendra Jayant Deolekar (DIN: 07549653)

3) Shri Sandeep Eknath Gaikar (DIN: 07549649)

The Board was informed that as per the provisions of Section 184(1) of the Companies Act, 2013, every Director is required to intimate a Notice of General Disclosure of Interest in Form MBP-1 to the Board of Directors in the first Board Meeting of the Company after which he is appointed.

The Board considered the matter, and passed the following resolution in this regard:

**Resolution No. 2(1)/16-17**

**“RESOLVED THAT**, pursuant to the provisions of the Companies Act, 2013 read with Article 12.2 and other provisions of the Articles of Association, the Board of Directors be and hereby note and approve the following First Directors of the Company:

- 1) Shri Ravendiran Elumalai (DIN: 07550542)
- 2) Shri Rajendra Jayant Deolekar (DIN: 07549653)
- 3) Shri Sandeep Eknath Gaikar (DIN: 07549649)

**“FURTHER RESOLVED THAT**, pursuant to the provisions of Section 184 of the Companies Act, 2013 read with the provisions of Section 179 of the Companies Act, 2013, the General Disclosure of Interest received from the First Directors of the Company be and is hereby noted and any one of the Directors be and is hereby authorized to file the necessary E-Forms with the MCA.”

**Item No. 7: To fix the financial year of the Company**

The Chairman informed the Board of the requirement of due compliance with the provisions of Section 2(41) of the Companies Act, 2013 which defines Financial Year as a period of twelve months ending on the 31<sup>st</sup> March of every year. He further explained that as per the provisions of the said Section any Company is incorporated after 1<sup>st</sup> January of any year, the First Financial year may be for the period ending on the 31<sup>st</sup> March of the following year.

Further the Board was informed that as the date of incorporation of the company is 1<sup>st</sup> September 2016, the first financial year of the company may be fixed from 1st September 2016 to 31<sup>st</sup> March, 2017, for a period of 7 months, thereby complying with the necessary requirements of the Companies Act, 2013. The subsequent financial years shall, in compliance with the provisions of Section 2(41) be from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March 2018 and so forth.

The Board after discussion passed the following resolution in this regard:

**Resolution No. 3(1)/16-17**

**“RESOLVED THAT**, pursuant to the provisions of Section 2(41) of the Companies Act, 2013 and other applicable provisions if any, read with the Memorandum and Articles of Association of the Company, the first Financial Year of the Company will be from 1<sup>st</sup> September 2016 to 31<sup>st</sup> March, 2017.”

“**FURTHER RESOLVED THAT**, the Financial Year of the Company shall be in accordance with the provisions of Section 2(41) of the Companies Act, 2013 commencing on 1<sup>st</sup> April of every year and ending on the 31<sup>st</sup> March of the ensuing year.”

**Item No. 8: To Consider and approve the Format of Share Certificate issue share Certificates to the Subscribers of Memorandum of Association of the Company**

The List of the First Subscribers to the Memorandum of Association was tabled before the Board of Directors. The Board was informed that as per the provisions of the Companies Act, 2013 every Company is required to allot the Shares to the Subscribers to the Memorandum within 60 days of the date of incorporation i.e. on or before 30<sup>th</sup> October, 2016. The format for the Share Certificate, in Form SH-1 was tabled before the Board.

The Board was informed, that issue of every Share Certificate, is required to be authorized by means of Board Resolution and that the Share Certificate shall only be issued on the receipt of the share subscription money thereon.

The Board after discussion passed the following resolution in this regard:

**Resolution No. 4(1)/16-17**

“**RESOLVED THAT**, subject to the provisions of the Companies Act, 2013 read with the Rules, Regulations, Notifications and Circulars, as applicable to the company, and subject to the receipt of the share application amount by the Company, the Board be and hereby authorize **Shri Rajendra Jayant Deolekar** and **Shri Ravendiran Elumalai**, Directors of the Company to issue the Share Certificates in the format and under the Common Seal of the Company to the Subscribers to the Memorandum of Association as follows:

<b>Subscribers</b>	<b>Number of Equity Shares held</b>
Shri Ravendiran Elumalai (Nominee of Kalyan Dombivli Municipal Corporation)	24,995
Shri Rajesh Govardhan More (Nominee of Kalyan Dombivli Municipal Corporation)	1
Shri Sandeep Gaikar (Nominee of Kalyan Dombivli Municipal Corporation)	1
Shri Rajendra Jayant Deolekar (Nominee of Kalyan Dombivli Municipal Corporation)	1
Shri Prakash Gopinath Bhoir (Nominee of Kalyan Dombivli Municipal Corporation)	1
Shri Vikram Ramesh Tare (Nominee of Kalyan Dombivli Municipal Corporation)	1
Shri Prabhakar Krishnaji Deshmukh (Nominee of State Government of Maharashtra)	25,000
<b>TOTAL</b>	<b>50,000</b>

“**FURTHER RESOLVED THAT**, any one of the Directors of the Company, be and is hereby authorized to undertake the necessary steps, including authorizing any person, to sign as an authorized signatory on the Share Certificates and to undertake all other steps for giving effect to the above resolution.”

**Item No. 9: To consider and approve the preliminary expenses**

A Statement of Expenses incurred in the process of formation of the Company shall i.e. the preliminary expenses incurred by the promoters and which was circulated with the Agenda, was placed before the Board for its approval.

The Board after due deliberation approved the preliminary expenses and passed the following resolution in this matter:

**Resolution No. 5(1)/16-17**

**"RESOLVED THAT** the liability for an amount of Rs. 28,87,018 (Rupees Twenty eight Lakhs eighty seven thousand eighteen) only, incurred towards pre-incorporation and pre-operative expenses, as tabled before this Board, be and is hereby approved as the pre-incorporation expenses of the Company"

**Item No. 10: To consider and Adopt of Common Seal of the Company**

The Board was informed that Common Seal of the Company is considered to be the Signature of the Company. Further the Board was requested to approve the format and style of the Common Seal and authorize the Chairman or any one Director for the safe custody of the same.

The Board took note of the Common Seal of the Company and passed the following resolution in this regard:

**Resolution No. 6(1)/16-17**

**"RESOLVED THAT** the Common Seal of the Company, in the nature and style of "*Smart Kalyan Dombivli Development Corporation Limited*" and as presented before this Board in this meeting, be and is hereby approved and any one of the Directors be and is hereby authorized to maintain the Common Seal in his safe custody as per the requirements of the Companies Act, 2013."

**Item No. 11: To intimate the Comptroller & Auditor General (C&AG) of India for appointment of First Auditors of the Company:**

The Board was informed that by virtue of being a State Government Company, the Statutory Auditors of the Company would be appointed by the Comptroller & Auditor General, India (C&AG). Such appointment would be required to be made within 60 days of the incorporation. However, the Board of Directors would be required to fix the remuneration of the proposed Statutory Auditor and intimate the same to the C&AG, in this respect.

The draft of the application to be made to the C&AG for appointment of Statutory Auditors was tabled before the Board for their approval.

The Board after discussion passed following resolution in this matter:

**Resolution No. 7(1)/16-17**

**"RESOLVED THAT** pursuant to the provisions of Section 139(7) of the Companies Act, 2013, and other applicable provisions, the consent of the Board of Directors be and is hereby granted for making an application to the office of Comptroller & Auditor General of India (C&AG) for the appointment of the

Statutory Auditors of the Company, and the draft of the Application, as tabled before this Board, be and is hereby approved.”

“**RESOLVED FURTHER THAT**, the Board of Director be and hereby approve the remuneration of the Statutory Auditors for an amount not exceeding Rs. 50,000/- (Rupees FiftyThousand only) excluding applicable taxes and out of pocket expenses, per annum and any one of the Directors, be and is hereby authorized to finalize the remuneration, which shall be payable at actual.

**RESOLVED FURTHER THAT** any one Director be and is hereby authorized to communicate with the Comptroller and Auditor-General of India and to take all necessary steps to appoint the Statutory Auditors of the Company, as it may deem fit.

**Item No. 12: To consider and appoint Consultant Practicing Company Secretary on a monthly retainership basis**

Shri D. A. Kamat did not participate in this agenda item.

The Board was informed that for the purpose of undertaking various compliances in terms of Companies Act, 2013 and allied Rules and Regulations, an appointment of Practicing Company Secretary Firm on monthly retainership basis may be considered.

The Board was further considered the proposal for appointment of M/s D. A. Kamat & Co, Company Secretaries, Mumbai for the same. The proposal and profile was circulated with the Agenda for the Meeting.

The Board considered and passed the following resolution in this regard:

**Resolution No. 8(1)/16-17**

“**RESOLVED THAT** the consent of the Board be and is hereby accorded to appoint M/s D. A. Kamat & Co., Company Secretaries, Mumbai for an amount of Rs. 35,000/- (Rupees Thirty-fiveThousand only) per month, excluding applicable taxes and out of pocket expenses, which shall be payable at actual, on monthly retainership basis.

**FURTHER RESOLVED THAT** any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution.”

**Item No. 13: To consider the procedure for recording the minutes of the meeting of the Board of Directors and General Body meetings**

The Board was informed that as per the provisions of Section 118 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Management & Administration) Rules, 2014, every Company is required to maintain a separate book for recording the Minutes of the Meetings of the Board of Directors and the General Meetings of the Shareholders, in the specified format and that the entry of the minutes in the minutes book must be within 30 days of the meeting.

The Board considered and passed the following resolution in this regard:

**Resolution No. 9(1)/16-17**

**"RESOLVED THAT** the minutes of the meeting of Board of the Company, General Meetings of the Company and the Committees, if any, formed by the Board, from time to time be and hereby recorded and maintained as prescribed under the provisions of the Companies Act, 2013 read with rules made there under subject to amendments and modifications notified thereafter and Secretarial Standard-1 as issued by the Institute of Company Secretaries of India."

**Item No. 14: To consider the appointment of Chief Executive Officer (CEO) of the Company**

Shri Ravendiran Elumalai did not participate in this agenda item.

The Board was informed, that in terms of Clause No. XII of the Government Resolution No. SMART CITY- 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, the Company shall have Chief Executive Officer (CEO), who shall be a Government officer, and preference shall be given to an IAS officer to be appointed as CEO, or CEO shall be appointed with prior approval of Government by publishing advertisement and as per the eligibility criteria decided by the Government.

Further, the Board was informed to request Government of Maharashtra to appoint CEO and Shri. Ravendiran Elumalai, IAS and the Commissioner, KDMC may be considered for the position of CEO of the Company for the time being till the Government appoints CEO.

The Board discussed the matter in detail approved the proposal of appointment of CEO of Company and passed the following resolution in this matter:

**Resolution No. 10(1)/16-17**

**"RESOLVED THAT** pursuant to the provisions of Section 2(51) of the Companies Act, 2013 read with Section 203 of the Companies Act, 2013, to the extent applicable to the Company read with the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and Article No.12.10 (A) of the Articles of Association of the Company and in terms of the Government Resolution No. SMART CITY- 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, in this regard, and subject to the approval of the Government of Maharashtra, in this regard, to make request to the Government of Maharashtra to appoint CEO of the Company till then Mr. Ravendiran Elumalai (DIN: 07550542) may be appointed as the Chief Executive Officer of the Company be and is hereby approved."

**FURTHER RESOLVED THAT** any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution and file the necessary forms with the Registrar of Companies, Maharashtra, Mumbai."

Shri Ravendiran Elumalai re-joined the meeting for the further proceedings.

**Item No. 15: To consider and approve the appointment of CFO of the Company**

The Board was informed the pursuant to the provisions of Article 12.10 (B) of the Articles of Association of the Company, the Board of Directors was required to appoint a Chief Financial Officer of the Company.

Shri Digvijay S Chavan, Chief Accounts & Finance Officer, KDMC was considered for the said post till a new candidate is appointed.

The Board after discussion passed the following resolution in this regard:

**Resolution No. 11(1)/16-17**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made there under and as per Article No.12.10 (B) of the Articles of Association of the Company, Shri Digvijay S Chavan, Chief Accounts & Finance Officer, KDMC shall be appointed as the Chief Financial Officer of the Company subject to the terms and conditions as may be decided by the Board.

**FURTHER RESOLVED THAT** any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution."

**Item No. 16: To open a Bank Account with ICICI Bank, Murbad Road Branch and to decide the Authorized Signatories for the said Account**

The Board was informed that the Company is required to open a New Bank Account for undertaking the financial transactions of the Company and receipt of the share application money. The Board considered opening of a Bank Account at ICICI Bank Ltd, Murbad Road Branch, Wasan Automobiles (Guru Gobind House) Opp. Purnima Theatre, Murbad Road, Kalyan (W)- 421301.

Shri Rajendra Deolekar suggested opening of Bank accounts with Bank of Maharashtra and Dena Bank after taking into consideration the interests of the Company.

The Board after due deliberation passed the following resolutions in this regard:

**(A) Opening of Bank Account with ICICI Bank, Murbad Road Branch, Kalyan (W)**

**Resolution No. 12A(1)/16-17**

**"RESOLVED THAT** a Bank Account in the name of the Company, be opened with ICICI Bank, Murbad Road Branch, Kalyan (West) 421301 and that any one of the Directors, by virtue of their holding the position of the Directors in the Company, be and are hereby authorized to sign, and execute the necessary forms and documents in this respect and comply with all the necessary formalities, in this regard."

**"FURTHER RESOLVED THAT,** any one of the following two signatories, on account of being the Directors and Officers of the Company, are hereby authorized to operate and sign, execute and issue cheques, bill of exchange, demand draft and other Documents related to the Company, as and when required, for the functioning of the Company:

1. Shri Ravendiran Elumalai      Director & Chief Executive Officer
2. Shri Digvijay S Chavan      Chief Financial Officer

**"FURTHER RESOLVED THAT,** any one of the above Directors be and are hereby authorized to intimate to the Bank and undertake all the necessary steps for the purpose of giving effect to the above said resolution."

**(B) Opening of Bank Account with Bank of Maharashtra, Kalyan (W)**



**Resolution No. 12B(1)/16-17**

“**RESOLVED THAT** a Bank Account in the name of the Company, if necessary in future be opened with Bank of Maharashtra, Kalyan (West) 421301 and that any one of the Directors, by virtue of their holding the position of the Directors in the Company, be and are hereby authorized to sign, and execute the necessary forms and documents in this respect and comply with all the necessary formalities, in this regard.”

“**FURTHER RESOLVED THAT**, any one of the following two signatories, on account of being the Directors and Officers of the Company, are hereby authorized to operate and sign, execute and issue cheques, bill of exchange, demand draft and other Documents related to the Company, as and when required, for the functioning of the Company:

1. Shri Ravendiran Elumalai      Director & Chief Executive Officer
2. Shri Digvijay S Chavan      Chief Financial Officer

“**FURTHER RESOLVED THAT**, any one of the above Directors be and are hereby authorized to intimate to the Bank and undertake all the necessary steps for the purpose of giving effect to the above said resolution.”

**(C) Opening of Bank Account with Dena Bank, Kalyan (W)**

**Resolution No. 12C(1)/16-17**

“**RESOLVED THAT** a Bank Account in the name of the Company, if necessary in future be opened with Dena Bank, Kalyan (West) 421301 and that any one of the Directors, by virtue of their holding the position of the Directors in the Company, be and are hereby authorized to sign, and execute the necessary forms and documents in this respect and comply with all the necessary formalities, in this regard.”

“**FURTHER RESOLVED THAT**, any one of the following two signatories, on account of being the Directors and Officers of the Company, are hereby authorized to operate and sign, execute and issue cheques, bill of exchange, demand draft and other Documents related to the Company, as and when required, for the functioning of the Company:

1. Shri Ravendiran Elumalai      Director & Chief Executive Officer
2. Shri Digvijay S Chavan      Chief Financial Officer

“**FURTHER RESOLVED THAT**, any one of the above Directors be and are hereby authorized to intimate to the Bank and undertake all the necessary steps for the purpose of giving effect to the above said resolution.”

**Item No. 17: To discuss, approve and finalize the appointment of consultant for designing Logo of Company**

The Board was informed that, it was proposed to issue an Expression of Interest (EoI) for a Consultant to design the Logo of the Company.

The Board was also informed that for said purpose the Board shall authorize any of the Directors of the Company for filing an application with the Comptroller General of Patent Design and Trade mark for obtaining Trade Mark registration and to carry out all acts and deeds in furtherance of the same.

The Board after discussion passed the following resolution in this regard:-

**Resolution No. 13(1)/16-17**

"**RESOLVED THAT** the consent of the Board of Directors be and is hereby accorded for issue of an Expression of Interest for floating of tender for the purpose of appointment of a Consultant to Design the Logo of the Company."

**FURTHER RESOLVED THAT** any Director of the Company, be and is hereby authorized to file an application on behalf of the Company to the Comptroller General of Patent Design and Trade mark and obtain Trade Mark Registration for the said Logo."

"**FURTHER RESOLVED THAT**, any one of the above Directors be and are hereby authorized to undertake all the necessary steps for the purpose of giving effect to the above said resolution."

**Item No. 18: To request General Body of Kalyan Dombivli Municipal Corporation and Government of Maharashtra to make their initial contribution towards Paid up share capital of the company**

The Board was informed that as per Government Resolution No. SMART CITY- 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, an initial seed capital of Rs. 5,00,000/- shall be made available in equal proportion by the Government of Maharashtra and Kalyan Dombivli Municipal Corporation.

Further the Board was informed that the money shall be transferred to the Bank Account opened in the name of the Company, after which the necessary share certificates would be allotted to the shareholders representing the Government of Maharashtra & KDMC.

The Board took note of the same.

**Item No. 19: To appoint a Principal Consultant for Smart Cities Mission**

The Board was informed that in furtherance to the Company's objective of implementing Smart City Mission, it was considered prudent to appoint a Principal Consultant for the Smart Cities Mission. The Board decided that the appointment of the Principal Consultant for Smart Cities Mission shall be made by floating RFP tender

The Board after discussion passed the following resolution in this regard:

**Resolution No. 14(1)/16-17**

"**RESOLVED THAT** that Board be and hereby approves the appointment of Principal Consultant for implementation of Smart Cities Mission by floating RFP tender."

**FURTHER RESOLVED THAT** any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution."

**Item No. 20 To approve invitation of tenders for preparation of DPR for SMART CITY MISSION PROJECTS.**

The Board was informed that the Company wishes to invite tenders for preparation of DPR for below mentioned projects by floating of tenders.

1. Kalyan railway station precinct improvement
2. Network of complete street
3. Junction design
4. Development of 2 kms long creek front
5. Bio-filter green house for waste water
6. Solar panels and LED lights
7. Security infrastructures
8. Flood protection walls
9. Closure of Adharwadi dumpsite
10. 10 MT bio-methanation plant at Wadeghar and dedicated waste collection stream
11. Processing and treatment at Umbarde (Waste to Energy)
12. Garbage bins at hh level for segregation and IEC campaign
13. Augmenting of sewerage network
14. Augmentation of pumping station capacity
15. Installation of grid connection solar PV panel
16. Laying of underground cables
17. Installation of smart meters at HH level
18. Lake interlinking and realigning of storm water drains
19. Development of lake precinct
20. Preparation of town planning scheme for the area
21. Development of physical and social trunk infrastructure
22. City service management center-My City App
23. City service management center- Smart water management
24. City service management center- Sewerage management
25. City service management center- Automated solid waste management
26. Intelligent traffic management system
27. Transit management – Vehicle tracking GPS for buses
28. Parking management- Wifi enabled parking meters
29. Safety and surveillance system

The Components of the DPR shall include S.W.O.T Analysis of the concerned area, Area Based Development, Finance Implementation of the Projects etc.

The Chairman suggested that the components shall be classified and grouped into 3-4 Board categories on the basis of activity for eg:- I.T.(Information Technology), Electrical, Civil, Transport, etc. and then the tenders for the said activities shall be floated in the interests of the Company.

The Board discussed the matter at length and passed the following resolution in this regard:

**Resolution No. 15(1)/16-17**

**"RESOLVED THAT** that Board of Directors be and hereby approve, the invitation of tenders for preparation of DPR for following ***Smart City Mission Projects:***

1. Kalyan railway station precinct improvement
2. Network of complete street
3. Junction design
4. Development of 2 kms long creek front
5. Bio-filter green house for waste water
6. Solar panels and LED lights
7. Security infrastructures
8. Flood protection walls
9. Closure of Adharwadi dumpsite
10. 10 MT bio-methanation plant at Wadeghar and dedicated waste collection stream
11. Processing and treatment at Umbarde (Waste to Energy)
12. Garbage bins at hh level for segregation and IEC campaign
13. Augmenting of sewerage network
14. Augmentation of pumping station capacity
15. Installation of grid connection solar PV panel
16. Laying of underground cables
17. Installation of smart meters at HH level
18. Lake interlinking and realigning of storm water drains
19. Development of lake precinct
20. Preparation of town planning scheme for the area
21. Development of physical and social trunk infrastructure
22. City service management center-My City App
23. City service management center- Smart water management
24. City service management center- Sewerage management
25. City service management center- Automated solid waste management
26. Intelligent traffic management system
27. Transit management – Vehicle tracking GPS for buses
28. Parking management- Wifi enabled parking meters
29. Safety and surveillance system

**FURTHER RESOLVED THAT** any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution.”

**Item No. 21: To take note of the PAN card application made by the Company**

The Board was informed that the Company has made PAN card application with the Income Tax Department on 13/09/2016.

The Board took note of the same.

**Other Business:**

The Chairman considered the following other business, with the permission of all the Directors present in the Meeting.

**Item No. 22: To consider and approve the appointment of Shri Prakash Bhoir, Leader of Opposition, Kalyan Dombivli Municipal Corporation**

Shri Prakash Bhoir did not participate in this agenda item.

The Board was informed that as per Government Resolution No. SMART CITY- 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, the Leader of Opposition of Kalyan Dombivli Municipal Corporation shall be appointed as a Nominee Director of the Company.

Accordingly, Shri Prakash Bhoir, being the Leader of Opposition, Kalyan Dombivli Municipal Corporation shall be appointed as a Director of the Company as a Nominee of Kalyan Dombivli Municipal Corporation subject to the compliance of the requirements of the Companies Act, 2013

The Board considered his appointment and passed the following resolution in this regard:-

**Resolution No. 16(1)/16-17**

“**RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and subject to the compliance of the necessary requirements of the Companies Act, 2013, as may be applicable to the Company, read with the Government Resolution No. SMART CITY- 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, Shri. Prakash Bhoir, Leader of Opposition, Kalyan Dombivli Municipal Corporation be and is hereby appointed as a Nominee Director of the Company representing the Kalyan Dombivli Municipal Corporation.

**FURTHER RESOLVED THAT**, any one Director of the Company be and is hereby authorised to do all such acts and deeds, as may be required for the purpose of giving effect to this resolution.”

Shri Prakash Bhoir re-joined the meeting for the further proceedings.

**Item No. 23: To consider and approve the appointment of Shri Rajesh More, Leader of House, Kalyan Dombivli Municipal Corporation**

Shri Rajesh More did not participate in this agenda item.

The Board was informed that as per Government Resolution No. SMART CITY- 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, the Leader of House of Kalyan Dombivli Municipal Corporation shall be appointed as a Nominee Director of the Company.

Accordingly, Shri Rajesh More, being the Leader of House, Kalyan Dombivli Municipal Corporation shall be appointed as a Director of the Company as a Nominee of Kalyan Dombivli Municipal Corporation subject to the compliance of the requirements of the Companies Act, 2013

The Board considered his appointment and passed the following resolution in this regard:-

**Resolution No. 17(1)/16-17**

“**RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and subject to the compliance of the necessary requirements of the Companies Act, 2013, as may be applicable to the Company, read with Government Resolution No. SMART CITY- 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of

Maharashtra, Shri. Rajesh More, Leader of House, Kalyan Dombivli Municipal Corporation be and is hereby appointed as a Nominee Director of the Company representing the Kalyan Dombivli Municipal Corporation.

**FURTHER RESOLVED THAT**, any one Director of the Company be and is hereby authorised to do all such acts and deeds, as may be required for the purpose of giving effect to this resolution.”

Shri Rajesh More re-joined the meeting for the further proceedings.

**Item No. 24: To consider and approve the appointment of Shri Mahendra Kalyankar, Collector, Thane.**

The Board was informed that as per Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, the Collector of Thane District shall be appointed as the Nominee Director on the Board of Directors of the Company, representing the Government of Maharashtra.

Accordingly, Shri Mahendra Kalyankar, Collector, Thane shall be appointed as a Nominee Director of the Company representing the Government of Maharashtra subject to the compliance of the requirements of the Companies Act, 2013.

The Board considered his appointment and passed the following resolution in this regard:-

**Resolution No. 18(1)/16-17**

“**RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and subject to the compliance of the necessary requirements of the Companies Act, 2013, as may be applicable to the Company, read with Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, Shri Mahendra Kalyankar, Collector, Thane, be and is hereby appointed as a Nominee Director of the Company representing the Government of Maharashtra.

**FURTHER RESOLVED THAT**, any one Director of the Company be and is hereby authorised to do all such acts and deeds, as may be required for the purpose of giving effect to this resolution.”

**Item No. 25: To consider and approve the appointment of Shri Parambir Singh, Commissioner of Police, Thane.**

The Board was informed that as per Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, the Commissioner of Police, Thane, shall be appointed as the Nominee Director on the Board of Directors of the Company, representing the Government of Maharashtra.

Accordingly, Shri Parambir Singh, Commissioner of Police, Thane, shall be appointed as a Nominee Director on the Board, subject to the compliance of the requirements of the Companies Act, 2013.

The Board may consider his appointment and pass the following resolution in this regard:-

**Resolution No. 19(1)/16-17**

**“RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and subject to the compliance of the necessary requirements of the Companies Act, 2013, as may be applicable to the Company, read with Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, Shri Parambir Singh, Commissioner of Police, Thane, be and is hereby appointed as a Nominee Director of the Company representing the Government of Maharashtra.

**FURTHER RESOLVED THAT**, any one Director of the Company be and is hereby authorised to do all such acts and deeds, as may be required for the purpose of giving effect to this resolution.”

**Item No. 26: To consider and approve the appointment of Shri Pravin Darade, Additional Commissioner, MMRDA**

The Board was informed that as per Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, the Additional Commissioner, MMRDA may be proposed to be appointed as the Nominee Director of the Government of Maharashtra to the Board of Directors of the Company.

Further, Shri Pravin Darade, Additional Metropolitan Commissioner, MMRDA be appointed as a Nominee Director on the Board of Directors of the Company.

The Board may consider his appointment and pass the following resolution in this regard:-

**Resolution No. 20(1)/16-17**

**“RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and as may be applicable to the Company read with Government Resolution No. SMART CITY– 2016/UOR-58/C.N.261/UD-23, dated 18th June, 2016 issued by Urban Development Department, Government of Maharashtra, Shri Pravin Darade (DIN: 02642157), Additional Metropolitan Commissioner, MMRDA be and is hereby appointed as the Nominee Director of the Company representing the Government of Maharashtra.”

**FURTHER RESOLVED THAT**, any one Director of the Company be and is hereby authorized to do all such acts and deeds, as may be required for the purpose of giving effect to this resolution.”

**Item No. 27: To request the nomination of a Representative of the Railways Department as a permanent invitee on the Board.**

The Chairman informed the Board, that taking into consideration the proposed establishment of a Railway Junctions/ Terminus at Kalyan Station and the resulting changes in the DPR of the Smart City Missions Project, it is essential to work in close co-ordination with the Railway Department for effective implementation of the Smart City Missions Project.

The Chairman opined further that a person representing the Concerned Railway Department may be a permanent invitee to the Board Meetings of the Company.

The Board members agreed on making a written request to the General Manager of the Concerned Railway Department for the same.

The Board passed the following resolution in this regard:-

**Resolution No. 21(1)/16-17**

**"RESOLVED THAT** a representative of the Concerned Railway Department may be designated as a Permanent Invitee to the Meetings of the Board of Directors of the company."

**FURTHER RESOLVED THAT** a written request shall be made to the General Manager of the Concerned Railway Department for nomination of such a representative, as deemed fit by them.

**FURTHER RESOLVED THAT**, any one Director of the Company be and is hereby authorised to do all such acts and deeds, as may be required for the purpose of giving effect to this resolution."

**Item No. 28: Delegation of implementation of certain policies by KDMC**

The Chairman opined that for the purpose of implementation of the Smart City Missions Project, certain essential and mandatory Policies with respect to removal of encroachments, Rehabilitation and Resettlement, Transfer of Development Rights (TDR) and Land Acquisition shall be provided for by the Company.

The Board agreed upon delegation of activities related to removal of encroachments, Rehabilitation and Resettlement, Transfer of Development Rights (TDR) and Land Acquisition of the Company to Kalyan Dombivli Municipal Corporation (KDMC).

The Board passed the following resolution in this regard:-

**Resolution No. 22(1)/16-17**

**"RESOLVED THAT** the regulation and implementation of removal of encroachments, Rehabilitation and Resettlement Policy, Transfer of Development Right (TDR) Policy and Land Acquisition Policy and relevant incidental activities of the Company, be and are hereby delegated to the Kalyan Dombivli Municipal Corporation (KDMC).

**FURTHER RESOLVED THAT**, any one Director of the Company be and is hereby authorised to do all such acts and deeds, as may be required for the purpose of giving effect to this resolution."

**Vote of Thanks:-**

There being no other business to transact, the meeting ended at 5:15 p.m.

Place:

Date:

  
4/10/16,  
Chairman