

MINUTES OF THE 1st MEETING OF THE BOARD OF DIRECTORS OF JAIPUR SMART CITY LIMITED (JSCL) HELD ON Wednesday, 6th April, 2016 at 5.30 A.M. at Office of Pr. Secretary, LSGD, DLB, Raajmahal Residency Road, C-Scheme, Jaipur (Rajasthan).

Directors Present

1. Dr. Manjit Singh, Principal Secretary, LSGD, Government of Rajasthan, Jaipur	Chairman, JSCL
2. Shri Nirmal Nahata, Mayor, Jaipur	Vice-Chairman, JSCL
3. Shri Ashutosh A.T. Pednekar, Jaipur Municipal Commissioner	CEO, JSCL
4. Dr. B. L. Jatawat, Executive Director RUDSICO	Director, JSCL
5. Shri Rakesh Sharma, Addl. Commissioner, JMC	Director, JSCL
6. Shri Shubash Chand Gupta, CE, JMC	Director, JSCL
7. Shri Gopal Lal, FA, JMC	Director, JSCL

Leave of Absence

1. Shri Sameer Sharma, Addl. Secy. MoUD or his Nominee	Director, JSCL
2. Shri Shikhar Agarwal, Commissioner, JDA	Director, JSCL
3. Shri Krishna Kunal, Collector, Jaipur	Director, JSCL

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CHAIRMAN OF THE MEETING:

Dr. Manjit Singh, Principal Secretary, LSG and Chairman JSCL of the Company took the chair.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order and welcomed the Directors to this 1st Board of Directors Meeting.

That in the very outset of the Meeting, Jaipur Municipal Commissioner and CEO, JSCL delivered presentation regarding projects identified for Smart City Mission in Jaipur.

1. Appointment of Chairman of Board of Directors and confirmation of the CEO

The Board was informed that with the approval of Competent Authority it was decided that Principal Secretary LSGD will be the Chairman and Jaipur Municipal Commissioner, JMC will act as CEO till the appointment of regular CEO in the Company.

The Board approved the appointment and passed the following Resolution:

“RESOLVED THAT the Dr. Manjit Singh, Pr. Sec. LSG Government of Rajasthan has been appointed as Chairman of the company. Consequently, Dr. Manjit Singh, Pr. Sec. LSG, Government of Rajasthan assumes position of Chairman, Jaipur Smart City Limited from the date of incorporation.

FURTHER RESOLVED THAT the Shri Ashutosh A.T. Pednekar, Commissioner, Jaipur Municipal Corporation has been appointed as CEO of the company

till the appointment of regular CEO. Consequently, Shri Ashutosh A.T. Pednekar, Commissioner, Jaipur Municipal Corporation assumes position of CEO, Jaipur Smart City Limited from the date of incorporation.

FURTHER RESOLVED THAT any Director be and is hereby authorized to electronically file the said appointment with Ministry of Corporate Affairs and to do anything and everything that is necessary in connection therewith and incidental or ancillary thereto.”

2. Certificate of Incorporation

The Board was informed that Jaipur Smart City Limited has been registered with the Registrar of Companies, Rajasthan, Jaipur on Dated 12.03.2016. The Company has received the fresh certificate of incorporation consequent to the incorporation of the company from the Registrar of Companies, Rajasthan, Jaipur.

The Board adopted Certificate of Incorporation and passed the following Resolution:

“RESOLVED THAT the Member of the Board of Directors be and is hereby adopted the certificate of incorporation of Jaipur Smart City Limited dated 12th March, 2016.”

3. Appointment of Directors

The Board was informed that company has been incorporated with the following three Directors as First Directors of the company:-

1. Dr. Manjit Singh, Principal Secretary, LSGD, GOR and Chairman JSCL
2. Shri Shikhar Agarwal, JDA, Commissioner and Director, JSCL
3. Dr. B.L. Jatawat, ED, RUDSICO and Director, JSCL

The Board noted the same and passed the following Resolution:

“RESOLVED THAT pursuant to the Clause 12 of the Articles of Association of the Company and E-Form DIR-12 filed with the Registrar of Companies, Jaipur, Rajasthan, Dr. Manjit Singh, Principal Secretary, LSGD, GOR and Chairman JSCL, Shri Shikhar Agarwal, Commissioner, JDA & Director, JSCL and Dr. B.L. Jatawat, ED, RUDSICO & Director, JSCL are in the Board of Directors of the Company from the date of incorporation till the conclusion of First Annual General Meeting.”

Further following persons have been appointed as signatories/Directors of the Jaipur Smart City Limited with the approval of Competent Authority:-

1. Shri Nirmal Nahata, Mayor, Jaipur and Vice- Chairman, JSCL
2. Shri Sameer Sharma, Addl. Secy. MoUD, GOI or his Nominee as Nominee of GOI
3. Shri Ashutosh A.T. Pednekar, Jaipur Municipal Commissioner, and CEO, JSCL
4. Shri Krishna Kunal, Collector, Jaipur and Director, JSCL
5. Shri Rakesh Sharma, Addl. Commiccioner, JMC
6. Shri Shubash Chand Gupta, CE, JMC,
7. Shri Gopal Lal, FA, JMC

The Board noted the same and passed the following Resolution:

“RESOLVED THAT the Directors have been appointed namely Shri Nirmal Nahata, Mayor, Jaipur and Vice- Chairman, JSCL, Shri Sameer Sharma, Addl. Secy. MoUD, GOI or his Nominee as Nominee of GOI , Shri Ashutosh A.T. Pednekar, Jaipur Municipal Commissioner and CEO, JSCL , Shri Krishna Kunal, Collector, Jaipur and Director, JSCL, Shri Rakesh Sharma, Addl. Commissioner, JMC, Shri Shubash Chand Gupta, CE, JMC and Shri Gopal Lal, FA, JMC as Directors of the Company with the approval of Competent Authority.

4. Disclosure of interest of Directors

The Board was informed that pursuant to provision of section 184(1) of the Companies Act 2013, every Director is required to disclose his/her interest in other companies in specified form MBP-1. In this respect, the Chairman placed before the Board notices received from the directors of the Companies in form MBP-1 disclosing their interest in other companies.

The Board approved the same and passed the following Resolution:

“RESOLVED THAT pursuant to Section 184 (1) of the Companies Act, 2013 read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of Companies Act, 2013, the general notice of disclosure of interest or concern in Form MBP-1 received from following Directors of the Company:-

1. Dr. Manjit Singh
2. Shri Shikhar Agarwal
3. Dr. B.L. Jatawat

FURTHER RESOLVED THAT any Director of the Company, be and is hereby authorized to make necessary entries in the Register maintained for the purpose and to digitally sign and file E-form MGT-14 with the Registrar of Companies, Rajasthan, Jaipur to do such acts, deeds and things as may be considered necessary and appropriate to give effect to the above resolution.”

5. Address of Registered office of the Company

The Board was informed that as per order No. PS/PSLSG/2016/419 Dated 11.03.2016 registered office of the Company will be situated at Jaipur Municipal Corporation, Pt. Deendayal Upadhyaya Bhawan, Lal Khothi, Tonk Road, Jaipur.

The Board approved the same and passed the following Resolution:

“RESOLVED THAT the Registered office of the Company is at Jaipur Municipal Corporation, Pt. Deendayal Upadhyaya Bhawan, Lal Khothi, Tonk Road, Jaipur.
FURTHER RESOLVED THAT any Director, be and is hereby authorized to do all such acts, deeds, things, matters as may be required for above purpose.”

6. Adoption of Memorandum of Association and Article of Association

The printed copy of the Memorandum and Articles of Association of the Company, as filed and registered with the Registrar of Companies, Rajasthan, Jaipur was placed before the Board.

The Board adopted the same.

7. Adoption of Common Seal of the Company and select Custodian of the Common Seal

The Board was informed that it is necessary to approve and adopt the common seal of the company and ensure its safe custody.

The Board adopted the seal having name, Logo and City name and passed the following Resolution:

“RESOLVED THAT the proposed Common seal of the Company submitted to the meeting, be and is hereby adopted as the Common seal of the Company and that the common seal be kept in the custody of Chief Executive Officer (CEO) of the company.”

8. Design of Share Certificate

The Board was informed that according to section 46 of Companies Act, 2013 and Rule 5 of Companies (Share Capital and Debentures) Rules, 2014 Every share certificate shall be in FORM NO.SH.1 and issued under the common seal of the Company if, any and shall specify the name(s) of the person(s) in whose favour the Certificate is issued, the shares to

which it relates and the amount paid-up thereon etc. Specimen Share Certificate to be issued to the subscribers of the Memorandum of Association of the Company was placed before the Board.

The Board approved Design of Share certificate and passed the following Resolution:

“RESOLVED THAT pursuant to the section 46 of Companies Act, 2013 and Rule 5 of Companies (Share Capital and Debentures) Rules, 2014 and any other rules made thereunder the approval of the Board has accorded regarding design of Share certificates in FORM NO. SH.1 to be printed.

FURTHER RESOLVED THAT CEO, JSCL be and is hereby authorized to do all such acts, deeds, things, matters as may be required for above purpose.”

9. Issue of Share Certificates to First Subscribers of the Company

The Board was informed that subscribers of the Company are agreeing to take Equity Shares in the Company.

Further inform the Board that Pursuant to Section 56(4) of the Companies Act, 2013, the names of the Subscribers to the MOA have been entered as the members in the register of members and that Equity share Certificates be issued to them.

The Board approved issuance of Share Certificates to First Subscribers of the Company and passed the following Resolution:

"RESOLVED THAT consent of the Board of Directors of the Company be and is hereby accorded to issue Equity Share Certificates under the Common Seal of the Company to Subscribers to the MOA of the Company as follows:-

1. Shri Purushottam Biyani who agree to take 4997 Equity Shares
 2. Shri Ashutosh A.T. Pednekar who agree to take 4998 Equity Shares
 3. Dr. Manjit Singh who agree to take 1 Equity Share
 4. Shri Shikhar Agarwal who agree to take 1 Equity Share
 5. Shri Rakesh Sharma who agree to take 1 Equity Share
 6. Shri Shubash Gupta who agree to take 1 Equity Share
 7. Shri Hullas Rai Pawar who agree to take 1 Equity Share
- Of the Company.

FURTHER RESOLVED THAT CEO of the Company be and is hereby authorized to sign the said Certificates."

10. Appointment of Custodian of blank Shares of the Company

The Board was informed that as per Section 46 of Companies Act, 2013 and Rule 7 of Companies (Share Capital and Debentures) Rules, 2014 the following persons shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of Share Certificate, including the blank form of share Certificates :-

- a) The Committee of the Board, if so authorised by the Board or where the Company has a Company Secretary, the Company Secretary; or

- b) Where the Company has no Company secretary, a Director specifically **authorised by the Board** for such purpose.

The Board authorized CEO of the company for the custodian of the Blank Share.

11. Keeping the Minutes of the Meeting of the Board of Directors

The Board was informed that as per the requirement of Section 118(1) of Companies Act, 2013 that Every company shall cause minutes of the proceedings of every general meeting of any class of shareholders or creditors, and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board, to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered. Minutes shall be kept at the Registered Office of the company or at such other place as may be approved by the Board.

It was decided by the Board that till the regular appointment of the Company Secretary any official may be authorized by CEO of the Company to record the proceedings of the Meetings.

12. The 1st Annual General Meeting and Financial Year of the Company

The Board was informed that as per Section 2(41) of the Companies Act, 2013 where a company has been incorporated on or after the 1st day of January of a year, the period ending on the 31st day of March of the following year will be First financial year of the Company. In case of our Company as it has been incorporated after 1st day of January of a year i.e. on 12th March of 2016 the first Financial Year shall be from 12th March, 2016 to 31st March, 2017 and all subsequent financial years shall be from 1st April to 31st March.

Further as per Section 96 of the Companies Act, 2013 every Company must hold a general meeting in each year apart from other meetings as Annual General Meeting (AGM). A Company may hold its first AGM within the period of 9 months from the date of closing of the first financial year of the Company.

The Board Fixed Financial Year of the Company and passed the following Resolution:

"RESOLVED THAT in pursuant to the Section 2(41) of the Companies Act, 2013 and any other relevant provisions of the Act and any other rules made thereunder the approval of the Board has accorded to fix the first Financial Year of the Company shall be from 12th March, 2016 to 31st March, 2017 and all subsequent financial years shall be from 1st April to 31st March.

FURTHER RESOLVED THAT CEO, JSCL be and is hereby authorized to do all such acts, deeds, things, matters as may be required for above purpose."

13. Appointment of First Auditors of the Company

The Board was informed that First Auditor is required to be appointed as per Section 139(7) of Companies Act, 2013 by the Comptroller and Auditor General of India within 60 days from the date of registration of the company and in case the CAG does not appoint such auditor within the said period, then Board of Directors of the Company shall appoint such auditor within the next 30 days, and in the case of failure of the Board to appoint such Auditor within next 30 days, it shall inform the members of the Company who shall such auditor within next 60 days at in Extra-ordinary General Meeting, who shall hold office till the conclusion of the First Annual General Meeting.

The Board decided that CEO will write a letter to Comptroller and Auditor General of India (CAG) in this regard.

14. Preliminary expenses

The Board was informed that preliminary expenses of Jaipur Smart City Limited incurred/contracted be and are hereby approved and confirmed as per the statement submitted.

The Board after discussion give approval for the preliminary expenses.

15. Authorize One Director for necessary compliance of the Company

The Board was informed that the members of the Board that the various provisions of the Companies Act, 2013 are already come into force and

Ministry of Company Affairs, Government of India has launched various new forms/e-forms which are required to be filed under Companies Act, 2013 through portal of Ministry i.e. www.mca.gov.in. To meet the various requirements of e-filing and at the same time to file necessary return of Forms and to file Application before all the different Departments and to do necessary Registration or statutory compliance, the board may authorize CEO of the Company to fulfill the above mentioned requirements.

The Board considered the same and passed the following Resolution:

"RESOLVED THAT CEO of the company be and is hereby severally authorized to sign the necessary documents on behalf of the company for electronic filing of documents under The Companies Act, 2013 and various rules made there under."

16. To take Note of the appointment of Key Managerial Posts including interim CEO till regular incumbent is appointed

The Board was informed that as per section 2(51) of the companies act, 2013 Key Managerial Personnel in relation to a company means :-

1. CEO/MD/Manager
2. Company Secretary
3. Whole Time Director
4. CFO

As per Section 203 of the Companies Act, 2013 and Rule-8 of Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, the Public company with Paid Up share Capital of Rs. 10 Crore or more is required to appoint whole Time KMP's. So there is no requirement till date to appoint KMP's.

17. To approve Roles and Responsibilities of the Key Managerial Personnel

The Board was informed about the role and responsibilities of the CHIEF EXECUTIVE OFFICER of the SPV as follows:-

The CEO (Chief Executive Officer) is the executive head of the SPV subject to the supervision and control of the Board of Directors of the SPV. The CEO is the link between the Board of Directors and Management and also acts as the chief communicator on behalf of the SPV to shareholders, employees, Government authorities, other stakeholders and the public.

Broadly duties and responsibilities of the CEO may include the following: -

- a. Supervising, overseeing and managing day-to-day operations of the SPV subject to the supervision and control of the Board of Directors;
- b. Help Board of Directors in development of the Company's Strategy; Oversee the implementation of the Company's long and short term plans in accordance with its strategy;
- c. To formulate and submit to the BOD for approval the Human Resource Policy as provided in the Article of Association (which may include procedures for creation of staff positions, qualification of

each post, recruitment procedure, compensation and termination procedures) and have the authority to implement the approved arrangement;

d. Entering into contracts or arrangements for and on behalf of the Company in all matters within the ordinary course of the Company's business;

e. Ensure that Directors are properly informed and that adequate information is provided to the Board to facilitate appropriate decision making;

f. In consultation with the Chairman, prepare Board meeting agendas; fix schedules of meeting in consultation with the Chairman;

g. Assist BOD in preparation of the Budget and ensure that expenditures of the Company are within the authorized budget of the Company;

h. To ensure that all public disclosures as mandated by the Law are made with full integrity;

i. Ensure that effective internal controls and management information systems are in place;

j. Supervising the work of all employees and managers of the Company and the determination of their duties, responsibilities and authority;

k. Ensure compliance to all statutory provisions of various Acts, Rules and Regulations in force at the relevant time.

The above duties and responsibilities of Chief Executive are only indicative and may differ from State to State and City to City depending on delegation of powers to the CEO and State Laws.

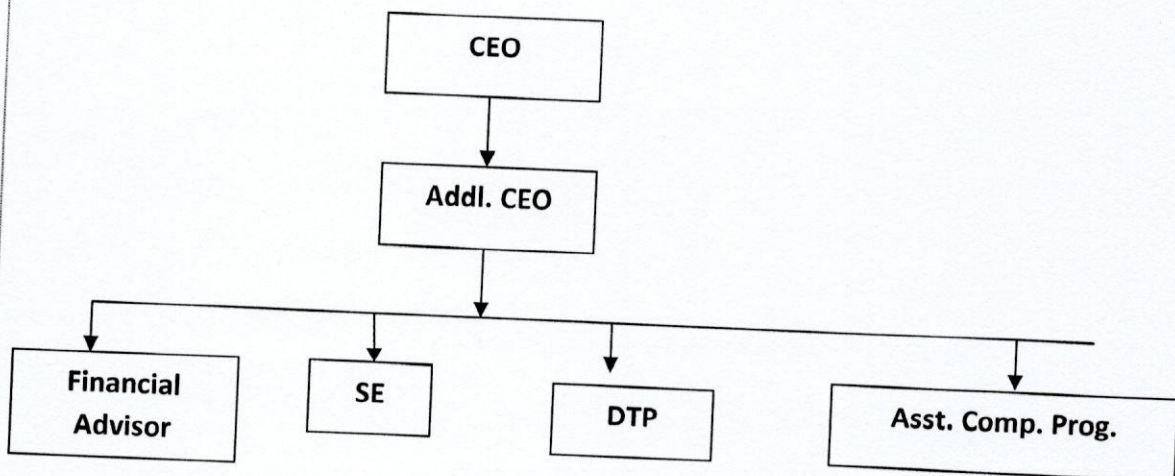
The Board noted and approved the same.

18. Approve the Verticals of the Company

The Board was informed that that the verticals of SPV including PIU have been approved by Hon'ble Chief Minister accordingly the posts shall be required for 5 years or till mission period, whichever is later.

Further, all administrative expenses including office expenses will be booked under A&OE provision of 5% of project fund as per Mission Guidelines clause 11.4 Page14.

The verticals of the company are as follows:-



The Board noted and approved the same.

19. To Decide the manner of recruitment of Human Resource

The Board was informed that with the approval of competent authority that the recruitment of Human Resource for the company will be done

through Deputation/ Reverse Appointment/ Outsource from Market as per the availability and need.

The Board noted and approved the same.

20. To approve plan for Project Implementation

The Board was informed that that as per directions of Gol works under smart City Mission is going to be started in June, 2016. JSCL is just incorporated and there is a need for preparing DPR's immediately. MoUD, Gol has issued Advisory Note No.1 to guide SPV under Smart Cities Mission on dated 9th March, 2016. Point No. 6 of mentioned advisory guides that existing PDMC under AMRUT scheme can be used for preparing at least one module so that work can be started in June 2016. Further there is an option for SPV to select consultant as decided by RUDSICO or select any other consultant who will be shortlisted by SPV in future. The Board was informed that the same Consultant who is working for AMRUT scheme or any other consultant as decided in future may prepare one or two DPR's in isolation under Smart City Mission if it fits under Smart City Plan.

Further certain indentified projects which can be initiated by the June, 2016 are as follows:

- (i) Heritage Bazaar façade restoration;
- (ii) Digital displays and information kiosks at heritage gates;
- (iii) Ram Nivas Bagh improvement (Already taken by JDA)
- (iv) Smart signage;
- (v) Static signage;

- (vi) Digital signage;
- (vii) Public Bike Sharing System;
- (viii) Rain Water harvesting;
- (ix) Waste water recycling;
- (x) Storm water reuse for public building and selected monuments, schools and colleges and parks;
- (xi) Smart Toilets;
- (xii) CCTV surveillance coverage;
- (xii) Incident alerts app, Helpline and SOS mobile number, Panic Buttons (Already taken by JDA).

The Board noted and approved the same.

21. To adopt the resolution of HPSC and Legal/contractual arrangements related to implementation of approved Smart City proposals

The Board was informed that as per order of Administrative Reforms (GR.3) Department, State level high powered steering committee (HPSC) was constituted as per guidelines of MoUD.

The Board approved the same.

It is to further inform the Board that the authority will be given to CEO of the company to make legal/contractual arrangements related to implementation of approved Smart City proposals with the approval of Chairman.

The Board passed the following Resolution in this regard:

“RESOLVED THAT the CEO of the Company, be and are hereby severally authorized to make legal/contractual arrangements related to implementation of approved Smart City proposals with the approval of Chairman.”

22. For Ratification on opening of Bank Account of the Company

The Board was informed that a current account of the Company has already been opened with SBBJ Bank, Secretariat Jaipur to place the funds of the Company in such account as per the Guidelines of MoUD.

The Board was requested to kindly authorize any concern person of the Company to operate the same including drawl of money thereform for the purpose of the Company under this sole signatures from time to time.

The Board passed the following Resolution in this regard:

“RESOLVED THAT a Current Account in the name of the Company be opened with SBBJ Bank, Secretariat Jaipur and the said Bank be and is hereby authorised to honour all cheques, drafts, bills of exchange, promissory notes and other negotiable instrument, signed drawn, accepted or made on behalf of the Company and CEO/ Additional CEO of the Company and Financial Advisor of the Company, jointly authorized to act on any instructions so given relating to the said banking account whether the same be overdrawn or not or relating to any transaction of the Company.”

23. To consider for applying Income Tax Permanent Account Number (PAN)

The Board was informed that it is necessary to apply Income Tax Permanent Account Number (PAN) for the company.

The Board passed the following Resolution in this regard:

“RESOLVED THAT an application be and is hereby filed for obtaining Permanent Account Number for the company under the provisions of Income Tax Act.

FURTHER RESOLVED THAT the CEO of the Company, be and are hereby severally authorized to make application for applying Permanent Account Number for the Company and do such other acts and deeds as may be necessary in this regard.”

24. To decide on the Director Fees

The Board was informed that all directors in the Board are nominee Directors nominated by the Government of Rajasthan so there is no requirement to decide the Director Fees.

25. To take approval for letter Head of the Company

The Board was informed that as per Section 12 of the Companies Act, 2013 that every company shall—

- (a) paint or affix its name, and the address of its registered office, and keep the same painted or affixed, on the outside of every office or place in which its business is carried on, in a conspicuous position, in legible letters, and if the characters employed therefor are not those of the language or of one of the languages in general use in that

locality, also in the characters of that language or of one of those languages;

- (b) have its name engraved in legible characters on its seal, if any
- (c) get its name, address of its registered office and the Corporate Identity Number along with telephone number, fax number, if any, e-mail and website addresses, if any, printed in all its business letters, billheads, letter papers and in all its notices and other official publications; and
- (d) have its name printed on hundies, promissory notes, bills of exchange and such other documents as may be prescribed.

The Board authorize CEO, JSCL to do all requisite acts in this regard.

26. To increase the Authorized and Paid-Up capital

The Board was informed that as per approval of the Cabinet the Authorised and Paid up Share Capital of the company is Rs. 200 Crore.

At present the Authorized and Paid up share capital of the company is Rs. 1 Lakh. So there is requirement to increase the Capital as per approval of the cabinet.

The Board passed the following Resolution in this regard:

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies act 2013, (including any statutory modification or re-enactment thereof for the


time being in force) and subject to the necessary approvals as may be necessary, the consent of the Board be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.”

V. The Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crore) divided into 20,00,00,000 (Rupees Twenty Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.

FURTHER RESOLVED THAT pursuant to the provisions of Section 14, and other applicable provisions, if any, of the Companies act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approvals as may be necessary, the consent of the Board be and is hereby accorded for substituting Sub Clause 4.1 (b) of the Article of Association of the Company with the following clause.

4.1 (b) The minimum paid up capital of the company shall be Rs. 200 crore.

FURTHER RESOLVED THAT the CEO be and is hereby authorized to do all such things, deeds and acts as may be deemed necessary and expedient in connection therewith and incidental or ancillary thereto.”

 The share holding pattern for abovementioned paid up capital is as follows:-

Sl. No.	Signature, Name, Description Address and Occupation of the Subscribers	No. of Equity shares taken by each subscriber
1.	Sd/- Director Local Bodies Nominee of GOR	9,99,95,000 (Nine Crore Ninty nine lac ninety five thousand)
2.	Sd/- Municipal Commissioner, JMC Nominee of ULB	9,99,95,000 (Nine Crore Ninty nine lac ninety five thousand)

27. To Fix the date, time, and venue of the general meeting to increase the Authorized and Paid Up Share Capital

The Board was informed that as per Section 13, Section 61 any Company who is intending to make any change to the Memorandum of Association (MOA) of its company, will have to take approval of the Shareholders by passing Ordinary resolution and as per Section 14 read with rule 29 of Companies (Incorporation) Rules, 2014 Article of Association (AOA) of its company, will have to take approval of the Shareholders by passing Special resolution in the General Meeting.

It is to submit in this regard that as per section 101 of the Companies Act, 2013 at least 21 days notice is required to be given to conduct Extra-Ordinary General Meeting.

As per section 101 of the Companies Act, 2013 a general meeting may be called after giving a shorter notice if consent is given in writing by not less than ninety-five per cent of the members entitled to vote at such meeting.

The Board passed the following Resolution in this regard:

"RESOLVED THAT subject to provision of the Companies Act, 2013 and any other applicable provisions of the Act to convene the shareholders' meeting the Board is hereby approved the date of the shareholders' meeting as on 21st April, 2016 at 11.30 am to change in the Memorandum of Association (MOA) and Article of Association (AOA) of the company regarding change in the Authorized and Paid Up Share Capital of the company.

FURTHER RESOLVED THAT the consent of the Board is hereby accorded to circulate notice of the meeting to the members and Directors of the company."

28. Progress so far and action plan for 2016-17

The Board was informed that the approval of the Cabinet has also been accorded regarding formation of company and regarding Equity Participation of GoR : ULB in the ratio of 50 : 50.

Further, the Facilitation Committee and Advisory Board to the SPV have been constituted.

Further, the Dedicated Bank account of the company has already been opened.

Formation of Project Implementation Unit (PIU) has already been approved.

The Consultants for Preparing DPR's for projects identified under Smart City Proposals are to be finalized.

Commencement of execution of works under Smart City Mission in Jaipur will be started tentatively from 15th June, 2016.

The Board noted the same.

29. Any other matter with the permission of the Chair

Agenda No. 1

Constitution of Executive Committee

The Board was informed that there is requirement to constitute an Executive Committee acceptance and approval of tenders for various Projects/ Consultancy works under Smart City mission including approval of PPP Projects.

The proposed structure of the Executive Committee is as follows:-

1. Chairman, JSCL as Chairman
2. CEO, JSCL
3. Addl. CEO, JSCL
4. Superintending Engineer, JSCL
5. Financial Advisor, JSCL
6. Nominee of GOR

The Board approved the same.

Agenda No.2

Constitution of Tender Committee

The Board was informed that Tender Committee is required to be constituted to

1. Analyse, assess the Bid Format, technical and financial provisions/formats of the contract documents,
2. Finalization of Bid Parameters contract agreements,
3. Recommend and advice to the Board regarding Technical and Financial justification of the contract documents and tenders received,
4. Any other advice sought by the Board.

The Board approved the structure of the Tender Committee as follows:-

1. Authority	2. Tender Committee	3. Remarks
Board	<ol style="list-style-type: none"> 1. CEO 2. Addl. CEO 3. Financial Advisor 4. Superintending Engineer (Highest Technical Officer in the SPV) 5. Executive Engineer 	Tender Committee will report to the BOD
EC	<ol style="list-style-type: none"> 1. Addl. CEO 2. Financial Advisor 3. SE 4. Executive Engineer 	Tender Committee will report to the EC through CEO
CEO	<ol style="list-style-type: none"> 1. Addl. CEO 2. Financial Advisor 3. SE 4. Executive Engineer 	Tender Committee will report to the CEO

Agenda No.3

To approve delegation of Powers:-

The Board considered and approved the delegation of powers as follows:-

**Delegation of Powers
(Table-A)**

Authority	Projects (Administrative Approval)	Acceptance of Tender (Project)	Consultancy (Administrative Approval)	Acceptance of Tender (Consultancy)	PPP projects(Administrative Approval)	Acceptance of Tender (PPP)
Board	Full Powers	Full Powers	Full Powers	Full Powers	Full Powers	Full Powers
EC	Rs. 50 Cr.	Rs. 50 Cr.	Rs. 5 Cr.	Rs. 5 Cr.	Rs. 25 Cr.	Rs. 25 Cr.
CEO	Rs. 10 Cr.	Rs. 10 Cr.	Rs. 50 Lakh	Rs. 50 Lakh	-	

(Table-B)

Authority	Based on the recommendation of the Tender Committee	Acceptance of Tender (Projects)	Acceptance of Tender (Consultancy)	Acceptance of Tender (PPP)
Board	<ol style="list-style-type: none"> 1. CEO 2. Addl. CEO 3. Financial Advisor 4. Superintending Engineer (Highest Technical Officer in the SPV) 5. Executive Engineer 	Full Powers	Full Powers	Full Powers
EC	<ol style="list-style-type: none"> 1. Addl. CEO 2. Financial Advisor 3. SE 4. Executive Engineer 	Rs. 50 Cr.	Rs. 5 Cr.	Rs. 25 Cr.
CEO	<ol style="list-style-type: none"> 1. Addl. CEO 2. Financial Advisor 3. SE 4. Executive Engineer 	Rs. 10 Cr.	Rs. 50 Lakh	-

Note:- The approval of technical estimates will be as under:-

Upto Rs. 150 Lakh – Superintending Engineer, JSCL

Above Rs. 150 Lakh- Committee comprising of CE (Director, JSCL), SE and one Ex. En.

Requisite administrative and financial sanctions will be taken as per delegation of powers mentioned in Table-A.

The Board noted and approved the same.

Agenda No.4

Appointment of Project Management Consultants

The Board was informed that the RFP for appointment of PMC has been issued by RUDSICO on behalf of JSCL as per the requirements of MoUD. The tenders are based on International Competitive bidding and will be received on 25/05/2016. The Bid documents will be transferred to JSCL.

The Board noted and approved the same.

Agenda No.5

To approve cheque power (Signing of cheque)

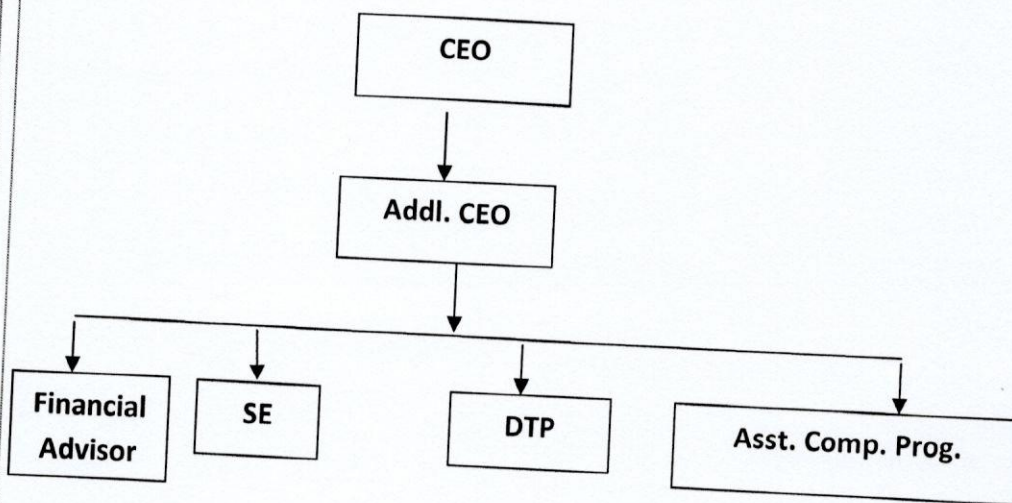
The Board was informed in regard to delegation of Cheque power. The Board approved the same as follows:-

Cheque Amount	Signed by	Approval required
UptoRs. 1 Crore	Addl. CEO and FA	With the approval of CEO
Above Rs. 1 Cr. to 10 Cr.	CEO and FA	With the approval of Vice-Chairman
Above Rs. 10 cr.	Chairman and CEO	With the approval of Chairman

Agenda No.6

To approve organisational Structure including supporting staff

The Board was informed regarding Organisational Structure and Board approved the same which is as follows:-



Further the Board was informed that the approval of Finance Department have been accorded to the PIU with supporting staff and equipments to make the SPV function as below:-

S. No.	Name of Post	Sanctioned Post
1.	CEO	01
2.	Addl. CEO	01
3.	Financial Advisor	01
4.	SE	01
5.	Xen	03
6.	AEn/Jen	02

7.	DTP	01
8.	Astt. Computer Programmer	01
9.	PA/Steno	01
10.	Clerk	01
11.	Computer with Operator (As per orders of Dop/FD)	06
12	Peon (Ex-servicemen/ Home Guard from Rexo)	02
	Total	21
1.	Vehicle	04
2.	Telephone with Broad band	06
3.	Photocopier and Fax Machine	01

The Board noted the same.

VOTE OF THANKS:

There being no other business, the meeting ended with a vote of thanks to the Chair.


(Dr. MANJIT SINGH)

Date: 11/4/16

Principal Secretary, LSG and
Chairman, JSCL