

Minutes of the First meeting of the Board of Directors of Coimbatore Smart City Limited held at Corporation Building, No.1 Big Bazaar Street, Town Hall, Coimbatore 641001 on Thursday the 11th August 2016.

Time of commencement of meeting: 11.30 A.M

Time of conclusion of the meeting : 12.30. P.M

Directors Present:

Shri. G.Prakash. IAS, Director

Shri. Dr. K. Vijayakarhikeyan . IAS, Coimbatore, Director

Shri. G. Rajendran, BE, PGDUM, Director

As all the directors of the Company were present, no leave of absence was required to be granted.

Shri G.Prakash, Commissioner of Municipal Administration, Chennai occupied the chair and conducted the proceedings of the meeting. The Chairman welcomed all the Board Members for attending First Board Meeting. Chairman informed the Board that necessary Quorum was present. So the items on the Agenda were taken up as per the notice issued for convening the First Board meeting.

Item No: 01.01: Occupation and appointment of chairman of the meeting:

Shri G.Prakash, Commissioner of Municipal Administration, Chennai occupied as Chairman of the Meeting as per clause 12.9 of Article of Association.

Chairman informed that as per provisions of Articles of Association (AOA) of the Company and State Government Order in G.O (MS) No: 77 dated 24.05.2016 it is necessary to appoint Commissioner of Municipal Administration, Chennai as Chairman of the Company. After discussion following Resolution was passed:

"RESOLVED THAT Shri G.Prakash, Commissioner of Municipal Administration, Chennai, be and is hereby appointed as Chairman of the Board of Directors of the Company till further orders of the State Government, as per the provisions of the Articles of Association of the Company and State Government Order in GO (MS) No: 77 dated 24.05.2016."



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Item No: 01.02: To note the certificate of incorporation of the company, issued by the registrar of companies:

The Certificate of Incorporation having Registration No. **U74999TZ2016PLC027784** dated **15.07.2016** and a copy of Memorandum and Articles of Association registered with the Registrar of Companies Coimbatore were placed before the Board. The Board noted the same.

The Board took note of the Certificate of Incorporation having Registration No. **U74999TZ2016PLC027784** dated **15.07.2016**

Item No: 01.03: To take note of the Memorandum and Articles of association of the company as registered:

The Chairman of the meeting placed before the Board the registered Copies of Memorandum and Articles of association of the company and the same was initialed by the Chairman. The same was taken on record.

The Memorandum and Articles of the Company, as registered with Registrar of Companies were taken on record by the Board.

Item No: 01.04: To note the situation of the registered office of the company:

The Chairman of the meeting informed the Board that the registered office of the Company as registered with Registrar of Companies is situated at **Corporation Building, No-1, Big Bazaar, Town Hall, Coimbatore 641001** and the same will be printed in letter heads, business cards and other documents of the Company. The same was taken on record.

The Board took on record that the Registered office of the Company is situated at **"Corporation Building, No-1, Big Bazaar, Town Hall, Coimbatore 641001."**

Item No: 01.05: To note the first directors of the company.

The Chairman of the meeting informed the Board that in accordance with the Article 12.2 of Articles of Association of the company:

Shri. G. PRAKASH (DIN: 03370655)
Shri. Dr. K. VIJAYAKARTHIKEYAN (DIN: 0710882)
Shri. G. RAJENDRAN (DIN: 07529142)

are appointed as the first directors of the company and the same was taken on record

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The Board has taken note that the first directors of the company as per clause 12.2 of Articles of Association of the company are as follows:

Shri. G. PRAKASH (DIN: 03370655)
Shri. Dr. K. VIJAYAKARTHIKEYAN (DIN: 0710882)
Shri. G. RAJENDRAN (DIN: 07529142)

Item No: 01.06: To appoint MD, CEO and New Directors. as per the Go. (MS) 77/24.05.2016 issued By MAWS Department:

1) The Board was informed that as per GO issued by the Government of Tamilnadu, MAWS Department, vide GO (MS) No.77 dated 24.05.2016, it is necessary to appoint Shri. K.Vijayakarthykeyan, Commissioner of Coimbatore Corporation as Managing Director of the Company.

The Board of Directors approved and after discussion the following resolutions were passed:

"RESOLVED THAT pursuant to Section 196 of the Company's Act 2013 Shri. K.Vijayakarthykeyan, Commissioner of Coimbatore Corporation , be and is here by appointed as Managing Director of the Company to hold office till further order of Government of Tamilnadu or for a period not exceeding five years pursuant to Section 196 of the Companies Act 2013, whichever is earlier."

2. Appointment of CEO

In this regard after discussion The Board passed the following resolution.

1) **"RESOLVED THAT** Shri. Dr. K. Vijayakarthykeyan Managing Director of the Company be and is here by authorized to carry out the functions of Chief Executive Officer of the Company till further order from Office of CMA, Chennai, appointing CEO of the Company .

2) **"RESOLVED FURTHER THAT** he is authorized to exercise the powers as per the provisions of AOA, and as specified in Companies Act, 2013."

3. The Board of Directors approved the appointment of Shri. Tushar Majumdar Kanti as nominee of the Ministry of Urban Department, Government of India and appointed him as Directors as per provisions of section 161 (3) of the Companies Act, 2013 after discussion the following resolutions were passed, in this regard:

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1) **RESOLVED THAT** Shri. Tushar Majumdar Kanti (DIN: 07573545), be and is hereby appointed as an Director of the Company pursuant to section 161(3) of the Companies Act,2013 and article 12.1 of the Articles of Association of the Company.

2) **RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution Shri. Dr. K. Vijayakarhikeyan Managing Director of the Company be and is hereby authorized on behalf of the company, to do all the acts, deeds, to sign E-Form DIR 12 and things which are necessary to the appointment of aforesaid person as a director of the Company.


3) **RESOLVED FURTHER THAT** Shri V. Ramkumar Practicing Company Secretary, Coimbatore be and is hereby authorized to certify Form DIR12

4) The Board was informed that the Company will be taking necessary steps for appointing the following Government Officials as directors on the Board of the Company as nominee of following departments as per Government Order in GO (MS).No 77/24.05.2016

1. The Chief Executive Officer, Coimbatore Smart City Limited
2. Representative of the Ministry of Urban Department, Government of India
3. Representative of the Finance Department, Government of Tamilnadu
4. The Deputy Commissioner of Police, (Traffic), Coimbatore City
5. The Superintending Engineer/ Executive Engineer, Public Works Department, Coimbatore
6. The Representative of the Managing Director, Tamilnadu Urban Infrastructure Financial Services Limited
7. The Superintending Engineer, Tamilnadu Generation and Distribution Corporation, Coimbatore
8. Representative of the Managing Director, Electronics Corporation of Tamilnadu Limited

After discussion the following resolution was passed in this regard:

"RESOLVED THAT Shri. Dr. K. Vijayakarhikeyan Managing Director of the Company be and is hereby authorized to take necessary steps for appointment of the other officials as additional Directors/ Directors to the Company as per Government Order in GO(MS) NO: 77/24.05.2016.



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Item No: 01.07: : Disclosure of interest of directors of the Company:

The Chairman 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 the notices received from the Directors of the Company in Form MBP-1 disclosing their interest in other companies.

After discussion the following resolution were passed:

"RESOLVED THAT pursuant to the provisions of section 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule no 9 of the Companies (Meeting of Board and its Powers) Rules 2014, the Disclosure of Interest in Form MBP-1, submitted by all the directors for the financial year 2016-17, tabled be and is hereby taken on record."

"RESOLVED FURTHER THAT pursuant to the provisions of section 117, 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule No 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and the Companies (Management and Administration) Rules 2014 Shri. K. Vijayakarhikeyan, Managing Director of the Company be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them."

Item No: 01.08 To take note on the Capital Structure and Subscribers of the Company:

The Authorized Capital of the Company is Rs 10,00,000/ divided into 1,00,000 number of equity shares of Rs. 10/ each and the subscribed capital of the company is Rs 10,00,000/ divided into 1,00,000 number of equity shares of Rs. 10/ each.

Following are the shareholding pattern of the subscribers of the Memorandum of Association of the Company:

S.No	NAME OF THE SUBSCRIBER	NO.OF SHARES SUBSCRIBED
1	Governor of Tamilnadu represented by Shri. K. PHANINDRA REDDY, Principal Secretary, MAWS Department.	49,997
2	Shri. K. SHANMUGAM, The Additional Chief Secretary, Nominee of Finance Department.	2
3	Shri. G. PRAKASH, Commissioner of Municipal Administration, Nominee of MAWS Department.	1



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4	Coimbatore City Municipal Corporation, represented by Shri. K. VIJAYA KARTHIKEYAN, Commissioner of Coimbatore Municipal Corporation	49997
5	Shri. K. VIJAYAKARTHIKEYAN, Commissioner, Nominee of Coimbatore Municipal Corporation.	1
6	Ms. P. GANDHIMATHI, Deputy Commissioner, Nominee of Coimbatore Municipal Corporation.	1
7	Shri. G. RAJENDRAN City Engineer (I/C) Nominee Coimbatore Municipal Corporation.	1

The share holding pattern of the subscribers of the Memorandum of Association of the Company as per MOA and as tabulated above was taken on record.

Item No: 01.09: To Request the Shareholders to contribute their Share Capitals:

All the subscribers were requested to pay the subscription money to the company as quickly as possible for statutory compliances and for the early operation of the Company.

The Board of Directors noted the same and it was decided that the company will send letter requesting the subscribers to pay the subscription money as quickly as possible and after discussion the following resolution was passed:

RESOLVED THAT Shri. Dr. K. Vijayakarthekeyan Managing Director of the Company be and is hereby authorized to send letter requesting the subscribers of Memorandum of Association of the Company to pay the subscription money as quickly as possible.

Item No: 01.10: To take note of receipt of money from subscribers and to authorize the issue of share certificates to the subscribers to the memorandum and articles of association of the company:

The Chairman of the meeting informed the Board that the subscribers to the Memorandum of the company have to pay the amount payable at the rate of Rs.10/- per share on the shares subscribed by them. The letter will have to be sent to them for making payment. The Board considered the matter and after discussion the following resolutions were passed:



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1) RESOLVED THAT upon receipt of share subscription money for one Lakh Equity shares of Rs 10/ each, shares will be allotted for cash at par to the following subscribers to the memorandum of Association of the Company as tabulated hereunder :

S. NO	NAME OF THE SUBSCRIBER	NO. OF SHARES SUBSCRIBED	DISTINCTIVE NO.
1	Governor of Tamilnadu represented through Shri. K. PHANINDRA REDDY, Principal Secretary, MAWS Department.	49,997	001-49997
2	Shri. K. SHANMUGAM, The Additional Chief Secretary, Nominee of Finance Department.	2	49998 - 49999
3	Shri. G. PRAKASH, Commissioner of Municipal Administration, Nominee of MAWS Department.	1	50000
4	Coimbatore City Municipal Corporation, represented by Shri. K. VIJAYA KARTHIKEYAN, Commissioner of Coimbatore Municipal Corporation	49997	50001- 99997
5	Shri. K. VIJAYAKARTHIKEYAN, Commissioner, Nominee of Coimbatore Municipal Corporation.	1	99998
6	Ms. P. GANDHIMATHI, Deputy Commissioner, Nominee of Coimbatore Municipal Corporation.	1	99999
7	Shri. G. RAJENDRAN City Engineer (I/C) Nominee Coimbatore Municipal Corporation.	1	100000

2) RESOLVED THAT as per the provisions of the Companies Act 2013 and Articles of Association of the Company, the share certificate shall be issued, under the common seal of the company ,on allotment, duly signed by Shri. Dr. K. Vijayakarthiskeyan, Managing Director of the Company and Shri. G.Rajendran, Director, of the Company.



Item No: 01.11: To approve and ratify preliminary expenses

The Chairman of the meeting placed before the Board, a statement of preliminary expenses incurred in connection with the incorporation of the company and printing of Memorandum and Articles of Association of the Company and other expenses related thereto. It was pointed out that the total preliminary expenses amounting to Rs.38,120/- the registration fee paid to ROC for Filling fee for formation and registration of the Company have so far been incurred. The Board discussed the matter whereupon, following resolution were passed:

RESOLVED THAT the preliminary expenses amounting to Rs. 38,120- / [Thirty Eight Thousand One Hundred and Twenty Only] expended in connection with the incorporation/registration of the Company as per the statement placed before the meeting be and is hereby approved.

1. **RESOLVED THAT** the preliminary expenses amounting to Rs 38,120/- expended in connection with the incorporation of the Company as per the statement placed before the meeting be and is hereby approved.
2. **RESOLVED FURTHER THAT** the amount of preliminary expenses incurred by the CCMC in connection with the incorporation of the Company be paid to them.

Item No: 01.12 : To Consider Adoption of Common seal of the Company and select custodian of the Common Seal:

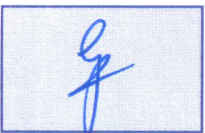
The Board was informed that in terms of Article 18.1 of the Articles of Association of the Company, the Directors are required to provide for the Common Seal of the Company.

The Board of Directors approved the proposal and after discussion the following resolutions was passed:

"RESOLVED THAT the Common Seal prepared as per clause 18.1 of the Articles of Association of the Company be and is hereby kept in the custody of Shri. Dr. K. Vijayakarhikeyan Managing Director of the Company."

Item No: 01.13: To take on note of the printing of stationery and painting on name plates as per the requirement of section 12(3) of Companies Act. 2013 and finalization of company Logo:

The Chairman informed the Board that pursuant to provision of Section 12(3) of Companies Act, 2013 and rules thereof, there was requirement to print new stationery and print new name plate. The Board discussed the matter and also reviewed the various formats of the logo/letterheads placed before the Meeting. After discussion the following resolutions were passed:



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1. RESOLVED THAT Snri. Dr. K. Vijayakarhikeyan, Managing Director of the Company be and is hereby authorized to take all necessary steps for printing of stationary and other documents and records as per the requirement of Section 12(3) of the Companies Act, 2013.

2. Further Resolved that the logo, the model of which placed before the meeting by the Managing Director of the company be and is hereby approved and adopted as logo for the company.

Item No: 01.14: Approve the Design of share certificate of the company :

The Chairman informed the Board that it would be necessary to issue share certificates to the subscribers to the Memorandum of Association as well as for any further issue of capital and after discussion the following resolutions was passed:

RESOLVED THAT Shri. Dr. K. Vijayakarhikeyan Managing Director of the Company be and is hereby authorized to take necessary steps for printing of share certificates, stationeries and other documents and records as per requirements of Section 12(3) of the Companies Act 2013.

Item No: 01.15: Declaring Commencement of Business by Board:

The Company was registered under the provisions of the Companies Act, 2013 on 15.07.2016. The Board would need to declare Commencement of Business prior to undertaking any business activities. After discussion the following resolutions was passed:

RESOLVED to declare that the date of incorporation of the Company, ie., 15.07.2016 be the date of commencement of business of the Company.

Item No: 01.16 : Formation of Different Committees of the Board of Directors:

As per Section 177 & Section 178 of the Companies Act, 2013, the Company is required to constitute the Audit Committee and Nomination and Remuneration Committee. After discussion the following resolutions were passed:



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RESOLVED THAT after appointment of Independent Directors the Board will consider the formation of the different Committees of the Board of Directors.

Item No: 01.17: Constitution and Delegation of Power to Board Committees and Executive Committee:

1) The Board of Directors approved the proposal for constitution of two committees viz., Executive committee and Advisory Committee and one Forum viz., City Advisory Forum with the following members. After discussion the following resolutions were passed:

1. RESOLVED to constitute the Executive Committee, with following members:

- 1) District Collector of Coimbatore or his representative.
 - 2) Commissioner of Police or his representatives.
 - 3) Managing Director Coimbatore Smart City Limited
 - 4) Deputy Commissioner, Coimbatore Corporation
 - 5) CE of TWAD or his representative
 - 6) Superintending Engineer of TANGEDCO, Coimbatore
 - 7) Managing Director, Tamilnadu State Transport Corporation or his representative
 - 8) Divisional Engineer (Highways)
 - 9) Executive Engineer of PWD, WRO, Bhuvani sagar Dam Division
 - 10) Representative from RTO (Central)
 - 11) Town Planning Officer, Coimbatore Corporation
 - 12) Corporation health Officer, Coimbatore
 - 13) Executive Engineer (West and South), Coimbatore Corporation
 - 14) Executive Engineer (North and East), Coimbatore Corporation
 - 15) Assistant Programmer, Coimbatore Corporation
 - 16) Public Relation Officer, Coimbatore Corporation
- Convener :- City Engineer (i/c), Coimbatore Corporation

2. RESOLVED THAT Shri. Dr. K. Vijayakarhikeyan, Managing Director of the Company be and is hereby authorized to appoint additional members or to relieve any members from the committee as when required and to communicate the constitution of the above committee to members.



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3. RESOLVED to constitute the Citizen Advisory Forum with the following members :

- 1) Tmt.Vaitha Mohan, President, Indian Chamber of Commerce Coimbatore.
- 2) Siri.Ravisam, Siruthuli.
- 3) Tmt. Nethra Kumar, CII Chairman.
- 4) Shri. Sundaram, Codissia President.
- 5) Shri.Pramod, Senior Scientist Sacon.
- 6) Miss.Akila Osai,
- 7) Kishore, MC3 NGO.
- 8) Shri.Raja, CRI Pumps , Coimbatore.
- 9) Shri. CGS,Manion , chamber of Commerce.
- 10) V.Chandrasekar, chamber of Commerce.
- 11) Shri.K.R.Krishnasamy, Sripatni Paper board.
- 12) Tmt.Roopa Chandran, Nodal Officer, No- Dumping.
- 13) Shri.Swaminathan, President, RAAC.
- 14) Tmt.Timple Lulu, SB Ambassador.
- 15) Shri.Syed osai, Environmental Specialist
- 16) Shri.Arun Prasad, Architect & Urban Planner
- 17) Shri.Bhuvana Sundaram, Architect Planner
- 18) Shri. Suresh, Director, Cognizant technologies
- 19) Shri. Raj Kumar, GD Trust
- 20) Shri. R.Raveendran, Advisor, RAAC, Coimbatore, City Development Activities

4. RESOLVED THAT Shri . Dr. Vijayakarhikeyan, Managing Director of the Company be and is herby authorized to appoint additional members or to relieve any members from the committee as when required and to communicate the constitution of the above forum to the members.



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2). Then the Board had considered the appointment and engagement of advisors for the company.

After discussion the following resolutions were passed:

1. RESOLVED THAT the following experts be and are hereby appointed as advisors/consultants to the company for their advice and to consult with them for development of Coimbatore Smart City under Smart City Mission.

- 1) Shri. Baskar, Urban planner,
- 2) Shri. Suresh Bhandari, Clean Cities Foundation.
Advisor-Solid Waste Management
- 3) Shri. A.G.Padmanaban, SPICE Foundation.
Advisor, Technical & Social welfare Initiatives
- 4) Shri. R.Raveendran, Advisor, RAAC, Coimbatore, City
Development Activities.
- 5) Tmt. Jaya Bharathi, ITDP - Transport.


2. Resolved further that Shri. Dr. K. Vijayakarhikeyan, the Managing Director of the company be and is hereby authorized to engage and to formulate the scope of work of each expert advisors/consultants and to fix terms and conditions for such engagement as and when required.

3. RESOLVED THAT Shri . Dr. Vijayakarhikeyan , Managing Director of the Company be and is herby authorized to appoint additional advisors/consultants or to relieve any advisors/consultants of the company as when required.

3). In furtherance of the formation of the above committees and forum, after discussion the following resolutions was passed:

Resolved that Shri. K. Vijayakarhikeyan, the Managing Director of the company be and is hereby authorized to formulate the scope of work of each committee and forum, and guidelines for conducting the meeting and functions of the each committee and forum.

Item no: 01.18: To Decide on Vertical/Levels in the Company Structure and Staff Strength of each Vertical/Levels and their Roles and Responsibilities:



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