

MINUTES OF THE 01ST MEETING OF THE BOARD OF DIRECTORS OF SILVASSA SMART CITY LIMITED, HELD ON TUESDAY, THE 20TH DAY OF MARCH 2018 AT 05:00 P.M., AT CONFERENCE HALL, SECRETARIAT, SILVASSA.

Directors Present:

Mr. Sajjan Singh Yadav, (Advisor to Administrator, DD & D&NH) <u>Present through Video Conference Meeting</u>	Director
Mr. S B Deepak Kumar (Secretary Finance, DD & D&NH)	Director
Mr. Kanna Gopinathan (Collector, D&NH)	Director
Mr. Rakeshsinh Chauhan (President, Silvassa Municipal Council)	Director
Mr. Mohit Mishra (Chief Officer, Silvassa Municipal Council)	Director

Invitee

Mr. Surender Kumar : Under Secretary (UPA-II), MoHUA

Mr. Mohit Mishra, welcomed all the Directors present.

The requisite quorum being present, the meeting was called to order and the formal proceedings of the meeting were commenced at 05.00 P.M.

01/1) To grant Leave of Absence

Mrs. Pooja Jain (Secretary Tourism, DD & D&NH – Director) was granted leave of absence, who had conveyed her inability to attend the meeting.

01/2) To appointment Chairman of the Meeting

It was proposed before the Board to consider and approve appointment of Mr. Sajjan Singh Yadav (Advisor to Administrator, DD & D&NH) as Chairman of the Company.

Thereafter, the following resolution was passed by the Board unanimously:

“RESOLVED THAT, pursuant to the provisions of the Articles of Association of the Company, Mr. Sajjan Singh Yadav (Advisor to Administrator, DD & D&NH) be and is hereby appointed as Chairman of the Company.”

Mr. Sajjan Singh Yadav took the Chair and presided over the meeting.


CHAIRMAN'S INITIALS

01/3) To take note of Government Resolution dated 22nd February, 2018

It was proposed before the Board to take note of the Government Resolution dated 22.02.2018 passed for the approval of the incorporation of Special Purpose Vehicle ("SPV") under Smart City Mission.,

The Board took note of the above.

01/4) To take note of the Incorporation of the Company and Certificate of Incorporation

The Board was informed that the Company had been incorporated on 28th February 2018 and the Certificate of Incorporation No. U93090DN2018PLC005538 has been issued by the Central Registration Centre for and on behalf of jurisdictional Registrar of Companies.

The Board was also requested to take note of the electronic filling of Form Spice with the Registrar of Companies.

The Board took note of the Certificate of Incorporation and the Form Spice filed with the Ministry of Corporate Affairs.

01/5) To take note of Registered Office of the Company

The Board was informed that the Registered Office of the Company shall be situated at Silvassa Municipal Council, Shahid Chowk, Near Town Hall U.T. of Dadra and Nagar Haveli Silvassa-396230, and the intimation thereof has been electronically filed in Form Spice to the Registrar of Companies.

The following resolution was passed by the Board unanimously:

"RESOLVED THAT the Registered Office of the Company be situated at Silvassa Municipal Council, Shahid Chowk, Near Town Hall U.T. of Dadra and Nagar Haveli Silvassa - 396230.

RESOLVED FURTHER THAT pursuant to the requirement of Section 12 of the Companies Act, 2013, a name plate containing Company's name and address of the Registered Office be affixed at the registered office and that the Company's name and address of the Registered Office be mentioned in legible characters in all business letters, bill heads and letter papers and in all its notice and other official publications.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things, as may be incidental, ancillary, necessary to give effect to the above resolution."

It was thereafter suggested by the Chairman that the registered office address should be modified to include the word "SMC Building" and that Mr. Mohit Mishra, Director of the Company to procure necessary documents for change in the registered office of the Company. The change in the Registered Office shall be approved thereafter.


CHAIRMAN'S INITIALS

01/6) To take note of the Memorandum and Articles of Association

A printed copy of the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company, as registered with the Registrar of Companies was placed before the Meeting.

The Board adopted the Set of MOA and AOA placed before the Board.

01/7) To take note of the First Directors of the Company

The Board was informed that pursuant to the Articles of Association of the Company, the persons named therein shall be the First Directors of the Company. Accordingly, the following persons are the first directors –

- a) Mr. S. S. Yadav- Advisor to Hon'ble Administrator, Union Territory, Dadra & Nagar Haveli & Secretary of Urban Development
- b) Dr. S. B. Deepak Kumar- Secretary, Finance, Union Territory, Dadra & Nagar Haveli.
- c) Mrs. Pooja Jain - Secretary- Tourism, IT & Skill Development, Transport, Union Territory, Dadra & Nagar Haveli.
- d) Mr. Kannan Gopinathan, - Collector, DNH & Director Municipal Administration, Municipal Council.
- e) Mr. Rakeshsinh M Chauhan – President, SMC, Municipal Council
- f) Mr. Mohit Mishra - Chief Officer, Municipal Council.

The Board took note of the above.

01/8) To take note of Directors' Disclosure (MBP-1 and DIR-8)

The Board was informed that the Company has received the notice of disclosure in form MBP-1 and Declaration in form DIR - 8, pursuant to the provisions of Section 184 and Section 164, respectively, of the Companies Act, 2013, for the Year 2017-2018, from all the directors of the Company.

The Board took note of the Directors Disclosure.

01/9) To take note of design of share certificate and consider printing of share certificates.

The Board was informed that as per the Companies (Share Capital and Debentures) Rules 2014, it is mandatory to print Share Certificates for allotment of shares to the subscribers to Memorandum of Association as well as for any further issue of Share Capital by the Company. A format of the Share Certificate was annexed to the Agenda.

The following resolution was passed by the Board unanimously:

"RESOLVED THAT the Equity Share Certificates, as per the design placed before the Board and duly initialed by the Chairman for the purpose of identification, be and is hereby approved and that the Certificates bearing consecutive serial numbers 1 to 100 be printed."


CHAIRMAN'S INITIALS

01/10) To authorize the Board to split, consolidate and replace the Share Certificates

The Company might receive, from time to time, Share Certificates for splitting and consolidation and also be required to issue new Share Certificates in place of those which are defaced, torn or old decrepit, worn-out, or where the cases on the reverse for recording transfers have been duly utilized. The Companies Act, 2013 and Rules made thereunder provides that certificates of title to shares shall be issued by the Company under its Common Seal and they shall bear the signature of two Directors and counter signature of the authorised signatory, authorised by the Board for this purpose.

It was proposed that such certificates be signed by Chief Officer, SMC (presently Mr. Mohit Mishra) and Collector, D&NH (Presently Mr. Kannan Gopinathan) Directors of the Company; and be countersigned by Secretary Finance, DD & D&NH (presently Mr. S. B. Deepak Kumar) as Authorized Signatory for this purpose.

The following resolution was passed by the Board unanimously:


“RESOLVED THAT in accordance with the Companies Act, 2013 and Rules made there under, the Share Certificates of the Company required to be issued, from time to time, in lieu of certificates received for splitting up, consolidation or issue of new Share Certificates in place of those which are defaced, torn or old decrepit, worn-out, or where the cases on the reverse for recording transfers have been duly utilized, be issued to the members upon request and that Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra) and Collector, D&NH (presently Mr. Kannan Gopinathan), the Directors of the Company shall sign the said certificates; and Secretary Finance, DD & D&NH (presently Mr. S. B. Deepak Kumar) Director, shall countersign the certificates as authorised signatory for this purpose; and that the Common Seal of the Company be affixed thereto.”

01/11) To approve issue of Share Certificates to the Subscribers of MOA.

The Board was informed that the Company has not yet received the subscription amount from the subscribers to the Memorandum of Association. It was further informed that, pursuant to Section 56(4) of the Companies Act, 2013, the names of the said subscribers to the Memorandum of Association have been entered as the members in the register of members and that equity share certificates be issued to them within 2 months from the date of incorporation. Board shall issue the said share certificates immediately after the subscription amount in full is received by the Company.

The following Resolution was passed by the Board unanimously:

“RESOLVED THAT the subscribers to the Memorandum of Association of the Company who had agreed to take and have subscribed 50,000 equity shares of the Company, be issued and allotted equity share certificates, upon receipt of subscription amount, under the Common Seal of the Company and that Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra) and Collector, D&NH (presently Mr. Kannan Gopinathan), the Directors of the Company, shall sign the said certificates; and Secretary Finance, DD & D&NH (presently Mr. S. B. Deepak Kumar) Director shall countersign the certificates”.


CHAIRMAN'S INITIALS

Folio No.	Name of the Shareholder	No of Shares	Certificate No.	Distinctive Nos.
1	Mr. Praful Patel (Nominee on behalf of Union Territory, Dadra and Nagar Haveli)	24997	1	1 to 24,997
2	Mr. S. S. Yadav (Nominee on behalf of Union Territory, Dadra and Nagar Haveli)	1	2	24,998 to 24,998
3	Dr. S. B. Deepak Kumar (Nominee on behalf of Union Territory, Dadra and Nagar Haveli)	1	3	24,999 to 24,999
4	Mrs. Pooja Jain (Nominee on behalf of Union Territory, Dadra and Nagar Haveli)	1	4	25,000 to 25,000
5	Mr. Kannan Gopinathan (Nominee on behalf of Municipal Council, Silvassa)	1	5	25,001 to 25,001
6	Mr. Rakeshsinh M. Chauhan (Nominee on behalf of Municipal Council, Silvassa)	1	6	25,002 to 25,002
7	Mr. Mohit Mishra (Nominee on behalf of Municipal Council, Silvassa)	24998	7	25,003 to 50,000

01/12) To appoint custodian of blank shares of the Company

It was proposed before the Board to give authority for custody of the blank share certificate Book.

After necessary deliberations, the following resolution was passed by the Board unanimously:

“RESOLVED THAT the Board hereby authorise the Chief Executive Officer (any person appointed on such designation by the Company from time to time) of the Company to keep stock of blank share certificates in his safe custody.”


01/13) To adopt Common Seal of the Company and select custodian of the Company seal

The Chairman placed before the Board a Seal, bearing the Company’s name, for consideration of Board of Directors.

After necessary deliberations, the following resolution was passed by the Board unanimously:

“RESOLVED THAT the Common Seal as placed before the meeting and the impression of which appears in the margin against this resolution, be and is hereby adopted as Common Seal of the Company.

RESOLVED FURTHER THAT the Common Seal be kept in the safe custody of Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra) and the same be used in accordance with the relevant provisions of Articles of Association of the Company.”


CHAIRMAN'S INITIALS

01/14) To decide on opening of bank account of the Company and pass resolution for operation of bank account

The Board was informed that as per the approval of the competent authority via diary number 318429 of 16-2-2018 in file Incorporation of Special Purpose Vehicle "Silvassa Smart City Ltd" SMC/CO/Smart City/ Silvassa / 2018/12, a committee of 3 Directors, namely (i) Advisor to the Hon'ble Administrator Shri S.S.Yadav, Director (Municipal Administration), (ii) Collector, D&NH, Shri Kannan Gopinathan and (iii) Chief Officer Shri Mohit Mishra, saw the presentation of banks for the selection of Banks for the Smart City. The copy of the presentation notice and a comparative statement of all the banks was attached with the Agenda (in a closed envelop).

The Board deliberated the matter and thought that opening bank account in Yes Bank shall be most beneficial for Silvassa Smart City Ltd.

It was further discussed by the Board that Company should be at liberty to open an account with any other bank, at any time, and there shall be no binding contract on the Company to continue with Yes Bank. The Company can change its bank account from Yes Bank to any other Bank as the Directors may deem fit.

It was therefore, proposed before the Board to open a bank account in the name of the Company with Yes Bank, at Silvassa Branch.

After necessary deliberations, the following resolution was passed by the Board unanimously:

RESOLVED

1. That a saving bank account for the purpose of grant receipts and a current account for the purpose of equity contribution to be opened with YES Bank in the name and style of "SILVASSA SMART CITY LTD".

Any two of the following signatories be and hereby jointly authorized to operate the above said accounts:

Sr. No.	Name	Designation
1	Mr. Mohit Mishra	CEO, of the Company
2	Ms. Sheetal Pandya	Chief Financial Officer of the Company
3	Mr. Kannan Gopinathan	Collector, D&NH

2. That the Company do apply to the Bank for Corporate Net Banking facility for carrying out all types of tax payment transactions through Internet.
3. That specifically for the purpose of online payment of all types of taxes only, below mentioned persons are authorized to severally operate the Company's Bank account with Yes Bank Ltd. namely,

Authorization Team	Name of Authorized Signatory	Designation
A1	Mr. Mohit Mishra	CEO, of the Company
A1	Ms. Sheetal Pandya	Chief Financial Officer of the Company
A1	Mr. Kannan Gopinathan	Collector, D&NH


CHAIRMAN'S INITIALS

are hereby authorized by this Board resolution to severally operate and access the Bank Account as per the authorization matrix below and to carry out banking operations through Internet for tax payment purpose only. The extent of and the manner in which the tax payment facilities can be availed by way of Internet including the availability of information relating to the transactions and the balances in the Bank Account and the limits thereof, including the charges and the conditions thereof, shall be as may be prescribed/permitted by the Bank from time to time.

Transaction Amount (Rs.)	Authorization Mode (Joint/Severally)	A1
Unlimited	Severally (any one singly)	Yes


4. That the Bank is hereby authorized to mail/courier the User ID and Password to attention of the authorized persons, as authorized above in this Board resolution, at the address of the Company recorded with the Bank and that the Company acknowledges, agrees and confirms that the onus of keeping the User ID and Password for usage of Net Banking, confidential and limited to the persons authorized by the Company is entirely of the Company
5. That the Company hereby, places the "Terms and Conditions and Rules for the Services", as prescribed by the Bank for the Net Banking facility, as currently applicable, on record and confirms its acceptance of the same and that any of the persons mentioned hereinabove be and is hereby authorized to severally sign or execute the application for availing the Services and the Terms and Conditions and Rules for the Services.
6. That the above-mentioned person is authorized to sub delegate all the authorities mentioned above to any of the official of the Company, for exercising all or any of the authorities conferred under this resolution, from time to time.
7. That a copy of this resolution be forwarded to the Bank certified as true copy by CEO and Chairman of the Company.
8. The Directors of the Company be and are hereby authorised to open a bank account with any other bank, at any time, as it may deem fit to the Directors of the Company.
9. Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra) and Collector D&NH (presently Mr. Kannan Gopinathan) be and are hereby authorised to sign, deliver and execute a Memorandum of Understanding ("MOU") as may be required by the Bank.

01/15) To approve the Financial Year of the Company

The Board was informed that Financial Year of the Company is required to be decided. It was proposed to consider the financial year of the Company from 1st April to 31st March and the first financial year shall start from the date of incorporation i.e. 28th February, 2018 and will end on 31st March, 2019 and thereafter shall end on 31st March every year.

After necessary deliberations, the following resolution was passed by the Board unanimously:

"RESOLVED THAT financial year of the Company be fixed from 1st April of each year to 31st March of the following year and that the accounts for the first year be prepared for the period commencing from the date of incorporation i.e. 28th February 2018 up to 31st March 2019".


CHAIRMAN'S INITIALS

01/16) To appoint First Auditors of the Company

As per the provisions of the Companies Act, 2013 the Company needs to appoint the first auditors of the Company, in the first board meeting within 30 days from the date of incorporation of the Company.

It was proposed before the Board that Chartered Accountants, M/s Agrawal and Dhandhanania may be appointed as First Auditors of Silvassa Smart City Ltd. Their consent was attached with the Agenda.

The Board deliberated the matter and concluded that necessary bids shall be called, after following necessary process of calling the bids, for the appointment of Auditors. The Executive Committee was given the powers to decide on the remuneration of the First Auditors of the Company and then subsequently the appointment of First Auditors should be placed in the Board Meeting for approval.

01/17) To approve the Preliminary Expenses

A statement of Preliminary Expenses incurred for incorporation of the Company was placed before the Board for consideration, which was annexed with the Agenda.

After necessary deliberations, it was concluded that as Silvassa Municipal Council has received funds for the incorporation of the Company and incurring necessary expenses incidental thereto, a Request Letter should be sent to Silvassa Municipal Council by Mr. Mohit Mishra, requesting them to bear the incorporation and other incidental expense out of the funds received by Silvassa Municipal Council for incorporation of a Special Purpose Vehicle under the Smart City Mission.

01/18) To approve waiver/payment of Sitting fees to Directors for attending meeting

It was proposed before the Board to deliberate on the matter regarding payment of fee to Directors for attending the meetings of the Board of Directors.

After necessary deliberations, the following resolution was passed by the Board unanimously:

“RESOLVED THAT the consent of the Board be and is hereby accorded for waiver of sitting fees, till the time any further instructions are issued by the Board otherwise, to the Directors for attending Board / Committee Meetings and that all the directors shall provide their services on honorary basis.”

01/19) To authorise directors to sign and file necessary return of forms, application before all the different departments, including Registrar of Companies, for necessary registrations or statutory compliances as applicable to the Company.

The Board was informed that the Company needs to take various registrations from the government / semi-government authorities, and therefore it was proposed before the Board to give authority to directors to sign and file necessary return of forms, application before all the different departments, including registrar of Companies, for necessary registrations or statutory compliances as applicable to the Company.

After necessary deliberations, the following resolution was passed by the Board unanimously:


 CHAIRMAN'S INITIALS

“RESOLVED THAT Collector, D&NH (presently Mr. Kannan Gopinathan) and Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra), Directors of the Company, be and are hereby severally authorized to sign, execute and file, application forms (including e-forms), documents, deeds, etc. to be submitted to any of the following Government/Semi Government, local authorities for necessary approvals:

1. Department of Tele Communication
2. Professional Tax
3. Goods and Service Tax
4. Provident Fund
5. Labour Contract
6. Any other local, state and/ or central government authorities other than mentioned above.

RESOLVED FURTHER THAT Collector, D&NH (presently Mr. Kannan Gopinathan) and Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra), Directors of the Company, be and are hereby severally authorized to execute such documents as required in favor of above referred Government/Semi Government/Other Local Authorities for and on behalf of the Company and to represent the matter as and when required and the Common Seal of the Company, if required, be affixed thereon in presence of any one of the Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Collector, D&NH (presently Mr. Kannan Gopinathan) and Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra), Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deems necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential to the above.”

01/20) To Give authority for affixing Digital Signature on e-forms required to be filed on MCA website

The Board was informed that, under the e-Governance project “MCA-21” of the Ministry of Company Affairs (MCA), the Govt. of India, the MCA has put all the business processes and services of the Office of Registrar of Companies on the e-Governance mode thereby making it mandatory for all Companies to file specified Company-law forms and documents through electronic mode only; so also the Company is required to authorize its director/manager/secretary to sign and submit the Company Law e-Forms on the website of MCA.

It was then proposed to authorize all the directors of the Company for the purpose.

After necessary deliberations, the following resolution was passed by the Board unanimously:

“RESOLVED THAT Collector, D&NH (presently Mr. Kannan Gopinathan) and Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra), Directors of the Company, be and are hereby severally authorized, on behalf of the Company, to sign and submit, from time to time, various Company Law e-Forms and such other documents in electronic mode that may be prescribed by the Government, with the website of the Ministry of Company Affairs (MCA), the Registrars of Companies,


 CHAIRMAN'S INITIALS

Company Law Board, and/or the Regional Director, as the case may be; and to sign and execute all necessary deeds, documents, writings and applications; and to do all other acts, deeds, matters and things required for such signing and filing of e-Forms and such other documents.

RESOLVED FURTHER THAT for the purposes above mentioned, the above authorised Directors of the Company be and are hereby also authorized to obtain Digital Signature Certificates (DSC) from appropriate agencies and get it renewed from time to time.”

01/21) To decide about the stationary, website, logo etc. for the Company

The Smart City logo selected during the preparation of Smart City Proposal was presented to the board.

It was also proposed to consider printing of the stationery and designing and developing of website of the Company.

After necessary deliberations, the following resolution was passed by the Board unanimously:

“RESOLVED THAT the Smart City Logo be and is hereby approved by the Board for use and display in all Smart City related projects, documents, communication and wherever deemed necessary.

RESOLVED FURTHER THAT Chief Officer, Silvassa Municipal Council (presently Mr. Mohit Mishra) Director of Company, be and is hereby authorized to initiate the process of getting the website designing and other stationery such as letterhead, etc. of the Company and subsequently place necessary designs for approval of the Board.”

01/22) Adoption of smart city proposal (including legal/ contractual arrangements with various parastatal, boards, statutory authorities related to implementation of approved smart city proposal) submitted to Central Government and authority to the Chairman to submit information and documents to Union Territory of Dadra and Nagar Haveli, Central Government & other authorities in relation to Smart City Mission.

It was proposed before the Board to consider and adopt smart city proposal which was submitted to Central Government.

After necessary deliberations, the Board took note that as Silvassa City is nominated by the Central Government for the Smart City Mission on the basis of the above proposal, it is not required by the Company to take note of the above agenda. Hence the same is deferred.

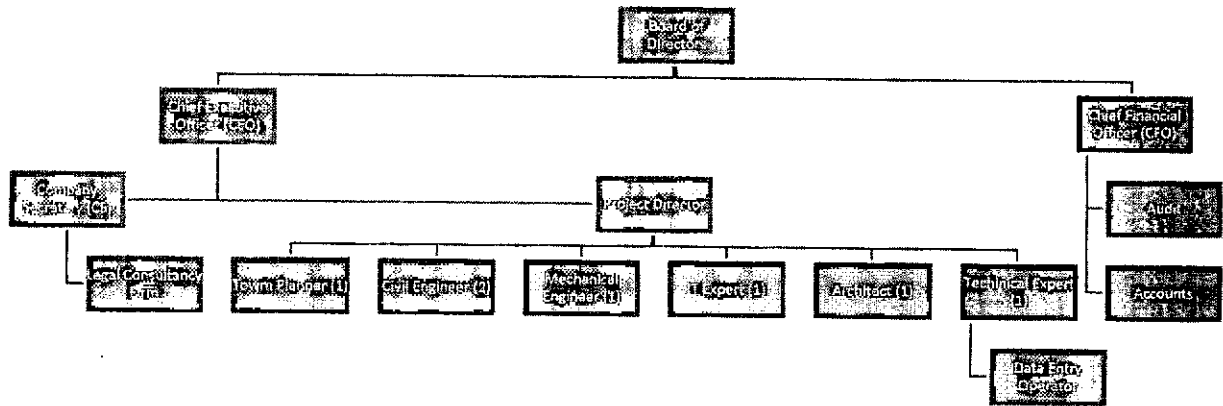
01/23) To decide on verticals/levels in the Company structure and staff strength of each vertical/level and their roles and responsibilities

It was proposed before the Board to consider and approve the Company Structure and staff strength of each vertical/ level and their roles and responsibilities.



 CHAIRMAN'S INITIALS

Draft structure proposed to be approved by the Board of Directors was as below:



After necessary deliberations, it was suggested that Mr. Mohit Mishra, Chief Officer, Silvassa Municipal Council shall prepare an organogram specifying the justification of the positions proposed in the above structure, details of job description, qualification, experience, pay scale, etc. required at each stage. Subsequent to this the agenda shall be put to Board for its approval.

- 01/24) **To decide about the extension of services by various departments of Silvassa Municipal Council for the Company for technical, financial responsibilities for the Company till recruitment of staff for the Company**

The Board was informed that it was necessary to use various services from various departments of Silvassa Municipal Council, till the required staff is recruited by the Company.

After necessary deliberations, the Chairman instructed Mr. Mohit Mishra to write a letter to Silvassa Municipal Council, requesting them to allow the Company to avail various services from various departments of Silvassa Municipal Council till the recruitment is done by the Company.

- 01/25) **To decide about utilization of Smart city funds (Administrative & Office Expense) available with Silvassa Municipal Council for the works of the SPV**

The Board was informed that an amount of Rs 2.00 crores was received by Silvassa Municipal Council as **Administrative & Office Expense (A&OE)** funds for preparation of Smart City proposal and other allied activities. It is proposed to commit the administrative and other expenses of the Smart city from this account till smart city funds are received by Silvassa Smart City Ltd. It is proposed that Director Mohit Mishra who is also Chief Officer, SMC may be authorized to use this fund for A&OE activities of the Company.

After necessary deliberations, the Chairman instructed Mr. Mohit Mishra to send a request Letter to Silvassa Municipal Council, for transfer of the balance funds available with Silvassa Municipal Council to the Company. Subsequently, upon receipt of the funds from Silvassa Municipal Council in the Company, the Company shall approve and decide about utilization of Smart city funds (Administrative & Office Expense) for the works of the Company.


CHAIRMAN'S INITIALS

01/26) To appoint Mr. Mohit Mishra, Chief Officer, Silvassa Municipal Council as Chief Executive Officer (“CEO”) of the Company

As per the Mission Statement and Guidelines issued by the Ministry of Urban Development, Government of India, the Company needs to appoint full time CEO, who shall head the functions of the Company.

It was proposed before the Board to consider and approve appointment of Mr. Mohit Mishra as Chief Executive Officer (CEO) of the Company.

After necessary deliberations, it was noted by the Board that as per the Articles of Association of the Company, the Chief Executive Officer of the Company shall be appointed by the Hon’ble Administrator – Dadra and Nagar Haveli in consultation with the MoUD as per the clause 3.3 of Annexure 5: Structure and functions of SPV of Smart City Mission and Statement and Guidelines of June 2015. Therefore, a request letter be sent by Mr. Mohit Mishra, Director of the Company to the Hon’ble Administrator – Dadra and Nagar Haveli, requesting him to nominate a CEO of the Company. The Board shall accord their formal approval on receipt of the appointment letter from the Hon’ble Administrator – Dadra and Nagar Haveli.

01/27) To appoint ~~Mr. Jit~~ as Interim “Chief Financial Officer (CFO)”

It was proposed before the Board to consider and approve appointment of Chief Financial Officer (CFO).

“RESOLVED THAT pursuant to the provisions of Mission Statement and Guidelines issued by the Ministry of Urban Development, Government of India, the Board hereby provides interim charge of the Chief Financial Officer to Ms. Sheetal Pandya, Assistant Accounts Officer, (Pre-Audits), DNH, till the time a regular appointment is done on this post.

RESOLVED FURTHER THAT the Roles, Responsibilities and Financial Powers of the Chief Financial Officer of the Company shall be as per the Annexure K attached with the agenda, placed before the Board and duly initialed by the Chairman for the purpose of Identification.

RESOVLED FURTHER THAT the Board hereby authorizes the CEO of the Company to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

01/28) To consider and approve formation of an Executive Committee

For the operational convenience, it was proposed before the Board to form a subcommittee of the Directors and delegate certain powers for approval and execution of various projects under the smart city.

After necessary deliberations, the following resolution was passed by the Board unanimously:

“RESOLVED THAT the consent of the Board be and is hereby accorded for formation of sub-committee of the Board, in the name and style of **“Executive Committee”** under the Chairmanship of Shri Secretary, Finance, Union Territory,


CHAIRMAN'S INITIALS

Dadra and Nagar Haveli, (presently Mr. S. B. Deepak Kumar), with the following persons as members of the Committee:


1. Secretary, Finance, Union Territory, Dadra and Nagar Haveli, (presently Mr. S B Deepak Kumar)
2. Collector, Dadra and Nagar Haveli, & Director Municipal Administration, Municipal Council (presently Mr. Kannan Gopinathan)
3. Chief Officer (presently Mr. Mohit Mishra)
4. Chief Finance Officer
5. President, Silvassa Municipal Council (presently Mr. Rakeshsinh Chauhan)

RESOLVED FURTHER THAT the committee shall meet as and when required and be and is hereby vested with the following roles and responsibilities:

- Supervising, overseeing and managing day to day operations of the Company subject to the supervision and control of Board of Directors;
- To approve the bid document;
- To approve opening of the price bid of eligible bidders;
- Help the Board in development of Company's strategy, oversee the implementation of the Company's long and short-term plans in accordance with the strategy;
- Entering into contracts, arrangements for and on behalf of the Company in all matters within the ordinary course, for implementing and execution of the awarded projects/contracts of the Company;
- Ensure that the directors are properly informed, and that adequate information is provided to the Board to facilitate appropriate decision making;
- Supervising the work of all the employees and managers of the Company and the determination of their duties, responsibilities and authority;
- Drawing projections for the smart city;
- Responsible for the fund flow management;
- Managing risk in relation to setting and achieving the organization's objectives;
- Implementing and monitoring effective internal control systems;
- Ensuring relevant and useful internal and external business reporting;
- To appoint auditors for Pre-Audit, from time to time;
- To appoint Internal Auditors for the Company;
- Any other functions that may be assigned by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board hereby authorizes the committee to approve, undertake and execute various projects under the smart city, and a report of all such projects, approved/implemented shall be placed before the Board in each subsequent meeting.

RESOLVED FURTHER THAT Mr. S. B. Deepak Kumar, Secretary Finance, DD and D&NH, Director of the Company; Silvassa Smart City Ltd., be and is hereby authorized to appoint additional members or to relieve any members from the committee as and when required and to communicate the constitution of the above committee to the Board in its subsequent Board Meeting."


CHAIRMAN'S INITIALS

01/29) To consider and approve formation of an advisory committee

In order to ensure the due compliance with the MoUD Office Memorandum No. K-15016/81/2016-SC.I dated 02nd September, 2016 for constitution of Advisory Forum, it was proposed before the Board to give authority to write a letter to the Deputy Secretary, MoHUA, requesting them to form a City Level Advisory Committee.

After necessary deliberations, the following resolution was passed by the unanimously:

“RESOLVED THAT the Chief Executive Officer of the Company be and is hereby authorised to write a letter to the Deputy Secretary, MoHUA, requesting them to form a City Level Advisory Committee.”

01/30) To decide on manner for recruitment of Key Managerial Posts (KMP)

It was proposed before the Board to decide on manner for recruitment of Key Managerial Posts (KMP).

After necessary deliberations, the agenda was deferred by the Board.

01/31) To consider and approve appointment of Technical Staff, Non-Technical Staff and Human resource

It was proposed before the Board to consider and approve appointment of Technical Staff, Non-Technical Staff and Human resource.

After necessary deliberations, the agenda was deferred by the Board.

01/32) To decide on Plan for project implementation – Project Management Consultant (PMC), legal, tax & financial, etc.

It was proposed before the Board to consider and approve Plan for project implementation – Project Management Consultant (PMC), legal, tax & financial, etc.

The Brief features of the RFP i.e. (i) Scope of Work, (ii) Qualifying criteria, (iii) Payment Schedule and (iv) Penalties, was placed before the Board for its consideration.

After necessary deliberations, the Board took note that a detailed RFP be prepared and the presentation of the same may be prepared and given to board for approval.

01/33) To approve procedure for recording minutes of the Board Meeting / General Meeting

It was proposed before the Board to approve the procedure laid down under section 118 of the Companies Act, 2013 for recording the minutes of the meetings of the Board of Directors and those of General Body meetings. However, with a view to reduce and avoid duplication of clerical and other work and keeping in pace with modern trends of recording minutes in loose leaf form, it is proposed that, the typewritten minutes of proceedings of the meetings of the Board of Directors; resolutions passed from time to time by circular letters and proceedings of General Meetings; be recorded in loose leaflet form, safeguarded by a locking device.


CHAIRMAN'S INITIALS

After necessary deliberations, the following resolution was passed by the Board unanimously:

“RESOLVED THAT with effect from 28th February, 2018, all minutes of the meetings of the Board of Directors and Committees thereof relating to resolutions whether passed at meetings or by Circular Letters or by Circulation as also proceedings of the General Meetings of the Company, be kept and recorded in loose leaf form and the said books or loose leaf system, as the case may be, shall be safeguarded by a proper locking devices; and custody and keys thereof shall be kept with the authorized person as may be nominated or designated by the Directors on that behalf from time to time.

RESOLVED FURTHER THAT the typewritten minutes of the meetings of the Board of Directors and Committees thereof, resolutions passed by circulation or circular letters as also minutes of General Meetings shall be bound at regular intervals not exceeding 3 years at a time or such period as may be decided by the Board.”

01/34) Any other business with permission of Chairman.

With the permission of Chairman and majority of the Directors present, the following additional agenda were discussed by the Board.

01/35) To consider and approve appointment of Mr. Surender Kumar (Under Secretary (UPA-II), MoHUA, as additional Director of the Company.

In accordance with letter no. K-15016/10/2016-SC-I issued by the Ministry of Housing and Urban Affairs, Government of India dated 05th March 2018, Shri Surender Kumar (Under Secretary (UPA_II)) is nominated to be appointed as Director of Silvassa Smart City.

After necessary deliberations, the following resolution was passed by the Board unanimously:

“RESOLVED THAT pursuant to the provisions of section 160, 161 and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with letter no. K-15016/10/2016-SC-I issued by the Ministry of Housing and Urban Affairs, Government of India dated 05th March 2018, the Under Secretary (UPA-II) (presently Shri Surender Kumar) having DIN No. [*], is being appointed as Additional Director of the Company.

RESOLVED FURTHER THAT any Director be and is hereby authorised to file form DIR 12 with the Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

01/36) To appoint Company Secretary of the Company

It was proposed before the Board to consider appointment of a renowned and Independent Firm of Company Secretaries for the Company.

After necessary deliberations, the following agenda was deferred by the Board.


CHAIRMAN'S INITIALS

01/37) To give authority for passing of various bills

It was proposed before the Board to give authority for approving and passing of various bills of the Company.

After necessary deliberations, the following agenda was deferred by the Board.

01/38) Vote of Thanks

There being no other business to be transacted, the meeting concluded with a vote of thanks to the Chair at 06.30 P.M.


CHAIRMAN

Date: 11/04/2018

Place: Silvassa