
HARYANA MASS RAPID TRANSPORT CORPORATION
LIMITED

*Regd. Office: C-3
Sector 6, PANCHKULA –134109.
E-mail: adfhmrtc@gmail.com
hmrtc.metro@gmail.com*

**AGENDA FOR
11TH MEETING
(CONFIDENTIAL)**

DATE 24.12.2014
TIME 10.00 AM
VENUE CS Committee Room

AGENDA FOR THE 11TH MEETING OF THE BOARD OF DIRECTORS OF HMRTC

Day & Date	Wednesday, 24.12.2014
Time	10.00 AM
Venue	CS Committee Room

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Item No 11.1
To grant Leave of Absence to the Directors

Leave of absence may be granted to the Directors who have not been able to attend the meeting.

It may be brought to the notice of the Board that as per the Companies Act 2013, every Director is required to attend at least one Board meeting during the current Financial Year. In the absence of which the Director will automatically vacate the office, even though the leave of absence might have been granted by the Board.

Item No 11.2
Confirmation of the minutes of the 10th Board Meeting of HMRTC held on 30.09.2014

The approved minutes of the 10th meeting of the Board of Directors were circulated to all the Directors of the corporation vide office letter no HMRTC-ADF-2014/FO/286-293 dated 22.10.2014 and are placed at **Annexure- I**. No observations have been received from any Director.

The Board is requested to confirm the same.

Item No 11.3

**Follow up action on the decisions taken by the Board in its
10th Board Meeting of HMRTC held on 30.09.2014**

Action taken report on the decisions taken in the 10th Meeting of Board of Directors is placed at **Annexure-II**. Board may take note of the same.

Item No 11.4

Appointment of Sh. P.K. Gupta, IAS, Chief Secretary as Chairman of Board of Directors of HMRTC.

Board was informed that consequent on superannuation of Smt. Shakuntla Jakhu, IAS, Chief Secretary to Government of Haryana on 30.11.2014, Sh. P.K. Gupta, IAS Chief Secretary to Government of Haryana has taken over as the Chairman of the Board of Directors on 01.12.2014 in terms of Haryana Government notification no. 7/11/2011-2TCP dated 12/09/2013 vide which the Board of HMRTC was reconstituted. Board may consider and pass the following resolution:

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013 Sh. P.K. Gupta IAS Chief Secretary to Government of Haryana (DIN No -----) be and is hereby appointed as the Chairman on the Board of Directors of HMRTC.

"RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

"RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana.

"Resolved further that Board places on record the appreciation of services rendered by Smt. Shakuntla Jakhu IAS while being Chairperson on the Board of HMRTC."

Item No 11.5

Appointment of Sh. Hardeep Kumar, IAS, Additional Chief Secretary, PWD (B&R) as Director of HMRTC.

Board was informed that consequent on transfer of Sh. Sanjeev Kaushal, IAS, Principal Secretary to Government of Haryana, PWD (B&R), Sh. Hardeep Kumar, IAS, Additional Chief Secretary to Government of Haryana, PWD (B&R) has taken over as Director from 15.11.2014. Board may consider and pass the following resolution:

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. Hardeep Kumar IAS Additional Chief Secretary to Government of Haryana, PWD (B&R) (DIN No 00194834) be and is hereby appointed as the Director of HMRTC.

"RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

"RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana."

"Resolved further that Board places on record the appreciation of services rendered by Sh. Sanjeev Kaushal, IAS while being Director on the Board of HMRTC."

Item No 11.6
Appointment of Sh. P. Raghavendra Rao, IAS, Additional
Chief Secretary, Town & Country Planning as Vice Chairman
of HMRTC.

Board was informed that consequent on transfer of Sh. T.C.Gupta, IAS, Principal Secretary to Government of Haryana, Town & Country Planning, Sh. P.Raghavendra Rao, IAS, Additional Chief Secretary, Town & Country Planning has taken over as Vice Chairman from 01.12.2014. Board may consider and pass the following resolution:

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013 Sh. P.Raghavendra Rao, IAS, Additional Chief Secretary, Town & Country Planning (DIN No -----) and is hereby appointed as the Vice Chairman of HMRTC.

"RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

"RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana."

"Resolved further that Board places on record the appreciation of services rendered by Sh. T.C.Gupta, IAS while being Vice Chairman on the Board of HMRTC."

Item No 11.7
Appointment of Sh. P.K. Das, IAS, Principal Secretary,
Finance Department as Director of HMRTC.

Board was informed that consequent on transfer of Sh. Rajan Gupta, IAS, Additional Chief Secretary to Government of Haryana, Finance Department, Sh. P.K. Das, IAS, Principal Secretary, Finance Department has taken over as Director from 15.11.2014. Board may consider and pass the following resolution:

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. P.K. Das, IAS, Principal Secretary to Government of Haryana, Finance Department (DIN No 00181338) and is hereby appointed as the Director of HMRTC.

"RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

"RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana."

"Resolved further that Board places on record the appreciation of services rendered by Sh. Rajan Gupta, IAS while being Director on the Board of HMRTC."

Item No 11.8
Appointment of Sh. Davendra Singh, IAS, Principal Secretary, Industries & Commerce Department as Director of HMRTC.

Board was informed that consequent on transfer of Sh. Y.S.Malik, IAS, Additional Chief Secretary to Government of Haryana, Industries and Commerce Department, Sh. Davendra Singh, IAS, Principal Secretary, Industries and Commerce Department (DIN No 01792131) has taken over as Director from 15.11.2014. Board may consider and pass the following resolution:

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. Davendra Singh, IAS, Principal Secretary to Govt. of Haryana, Industries and Commerce Department and is hereby appointed as the Director of HMRTC.

"RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

"RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana."

"Resolved further that Board places on record the appreciation of services rendered by Sh.Y.S.Malik, IAS while being Director on the Board of HMRTC."

Item No 11.9

Appointment of Sh. Avtar Singh, IAS, Principal Secretary, Transport Department as Director of HMRTC.

Board was informed that consequent on transfer of Sh. R.R.Jowel, IAS, Principal Secretary to Government of Haryana, Transport Department, Sh. Avtar Singh, IAS, Principal Secretary, Transport Department has taken over as Director from 17.11.2014. Board may consider and pass the following resolution:

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. Avtar Singh, IAS, Principal Secretary, Transport Department (DIN No -----) and is hereby appointed as the Director of HMRTC.

"RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

"RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana."

"Resolved further that Board places on record the appreciation of services rendered by Sh. R.R.Jowel, IAS while being Director on the Board of HMRTC."

Item No 11.11
Appointment of Sh. Brijendra Singh, IAS, Chief
Administrator, HUDA as Managing Director of HMRTC.

Board was informed that consequent on transfer of Sh. A.K.Singh, IAS, Chief Administrator, HUDA, Sh. Brijendra Singh, IAS, Chief Administrator, HUDA has taken over as Managing Director from 24.11.2014. Board may consider and pass the following resolution:

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. Brijendra Singh, IAS, Chief Administrator, HUDA (DIN No.02796769) and is hereby appointed as the Managing Director of HMRTC.

"RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

"RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana."

"Resolved further that Board places on record the appreciation of services rendered by Sh. A.K.Singh, IAS while being Managing Director on the Board of HMRTC."

Item No 11.10
Appointment of Sh. Vineet Garg, IAS, Managing Director,
HSI IDC as Director of HMRTC.

Board was informed that consequent on transfer of Sh. T.L. Satyaprakash, IAS, Managing Director, HSI IDC, Sh. Vineet Garg, IAS, Managing Director, HSI IDC has taken over as Director from 24.11.2014. Board may consider and pass the following resolution:

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. Vineet Garg, IAS, MD, HSI IDC (DIN No 02740234) and is hereby appointed as the Director of HMRTC.

"RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

"RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana."

"Resolved further that Board places on record the appreciation of services rendered by Sh. T.L. Satyaprakash, IAS while being Director on the Board of HMRTC."

Item No 11.12

Adoption of Audited Financial Statements, Audit Report and CAG Report for the Financial Year ending 31st March, 2014.

Board was informed that the Financial Statements for the year ending 31st March 2014, duly certified by the Auditor along with the Auditor's Report was approved by the Board in its 10th Board Meeting held on 30.09.2014 and the same was submitted to CAG for comments on financial statements of the company. CAG has sent their report thereon to the Financial Statements with no comments. The copy of the Audited Financial Statements along with the CAG Report is placed at **Annexure-III**. Meeting after consideration passed the following Resolution:

"RESOLVED THAT pursuant to Section 134 and other applicable provision of Companies Act 2013, Financial Statements i.e. Balance Sheet and Profit and Loss Account for the year ended 31st March 2014, along with auditor's report, comments of CAG, as placed before the meeting, be and are hereby approved.

RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file necessary documents with ROC and to place these financial statements along with Auditor's Report/CAG report for adoption by shareholders in the Annual General Meeting of the Company."

Item No 11.16

Extension of contract of HMRTC staff.

The Board in its 7th Meeting held on 11.12.2013 decided to appoint one Advisor (Finance) and skeletal staff on contract basis initially for a period of one year in order to make the corporation functional. Board further decided that the Advisor (Finance) should be well versed with the working of HMRTC. The skeletal Staff i.e. one Manager (Technical), one Finance Officer, one Accounts Officer and one Accountant may be appointed through outsourcing on contract basis initially for a period of one year. It was also decided that service of Company Secretary be outsourced to comply with the provisions of Companies Act.

As decided above, Sh. S.C. Kansal, retired as CCF, HUDA was appointed as Advisor (Finance) on contract basis in Haryana Mass Rapid Transport Corporation Limited initially for a period of one year w.e.f. 01.01.2014. The salary is paid as last pay drawn (at the time of retirement as Chief Controller of Finance in HUDA) minus pension. All the allowances, perks and facilities as applicable to the pay scale and equivalent to Chief Controller of Finance in HUDA are also paid.

Further, as decided by the Board in 7th Board Meeting, following staff was appointed through outsourcing from M/s P.K. Bhasin & Associates initially for a period of one year w.e.f. 01.03.2014 on monthly fees of ₹ 99000/- per month plus service tax :

Sr.No.	Staff	Remarks
1.	Finance officer	Mr. Karan Arora who is a qualified Chartered Accountant with an experience of about 1.5 years has left on 08.12.2014. Replacement is being provided by M/s P.K. Bhasin & Associates.
2.	Accounts Officer	Ms. Puneet Malhotra who is a qualified Chartered Accountant with an experience of about 1 year is presently working in the Corporation.
3.	Accountant	Ms. Surbhi Narang who is semi qualified Chartered Accountant with an experience of about 9 months is presently working in the Corporation.

However, suitable Officer for the post of Manager (Technical) could not be appointed and the post will be re-advertised.

Sh.Girish Madan was appointed as Company Secretary in practice on retainer-ship basis for secretarial work of HMRTC initially for a period of one year w.e.f 01.03.2014 on monthly fees of ₹7500/- per month plus service tax.

Board is informed that tenure of service of Advisor (finance) will expire on 31.12.2014 and the outsourcing contract of M/s P.K. Bhasin & Associates will expire on 28.02.2015. Similarly the outsourcing contract of Company Secretary in practice Sh. Girish Madan will also expire on 28.02.2015.

The Board may decide the further extension of contract of above mentioned staff of HMRTC.

Item No 11.14
Holding of the adjourned Annual General Meeting (AGM) of the corporation.

Board was informed that 2nd Annual General Meeting as fixed on 30.09.2014 was adjourned due to want of CAG Report on the Audited Annual Financial Statements for the financial year ending 31st March, 2014. Board may consider and pass the following resolution:

“RESOLVED that the adjourned Annual General Meeting of the company be held on 24th December, 2014 at ----- at the registered office of the company.

FURTHER RESOLVED that the draft notice of the meeting and initialed by the Managing Director for the purpose of identification be and is here by approved.” **(Annexure-V)**

“FURTHER RESOLVED that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to issue notice of meeting.”

Item no 11.15
To Discuss the Status of Metro Projects being implemented in Haryana

The status of Metro projects implemented /being implemented is given as under:-

1. Gurgaon Metro: The line is in operation since September, 2010 and the daily readership in Haryana segment is more than 2.85 Lacs people. Pursuant to the decision of the Board in its last meeting, MD DMRC has been requested vide letter no. HMRTC-ADF/2014/FO/298 dated 31.10.2014 to increase the frequency of the trains at least during the peak hours and to increase the number of coaches/cars in each train to cater to the needs of commuters.

2. Metro Link from Sikanderpur Station to NH-8.

The line was made operational on 14.11.2013. The daily ridership is about 35,000 people. The project has been implemented by Rapid MetroRail Gurgaon Limited (RMGL) on PPP Mode. RMGL requested to fix the initial fare of this Metro Link in terms of Section 33 of the Metro Railways (Operation & Maintenance) Act, 2002. The Board was informed in the 9th Board meeting held on 26.06.2014 that the matter regarding fixation of initial fare of Rapid Metro has been referred to GoI. GoI has sent its reply intimating that the Concession agreement has been entered between HUDA & RMGL, therefore, Ministry has no role to play in fixing initial fare of the line. Meanwhile RMGL has increased the fare from Rs 12 to Rs 20 in violation of the terms and conditions of the concession agreement for which notice have been served upon RMGL. RMGL has submitted its reply quoting the Section 33 of the Metro Railways (Operation & Maintenance) Act, 2002 and the orders of the Hon'ble High Court of Bombay in similar case related to fixation of initial fare on the opening of Metro Rail. The matter is under

examination and will be submitted for the orders of the Chairman, HMRTC/State Government.

3. **Metro Line from Sikanderpur to sector-56, Gurgaon.**

The project is under construction and the physical and financial progress till 30.09.2014 is given as under:-

1. Physical Progress:

Piling: 1022 out of 1400 completed.

Pile Cap: 116 out of 310 completed.

Piers: 88 out of 310 completed.

Pier Cap: 60 out of 255 completed.

Girder Casting: 55 out of 560 completed.

2. Financial Progress:

As on 30th September, 2014 the company has incurred cost to the extent of Rs 708.38 Crores. Total project cost is Rs.2143 crores.

Govt. of India has approved the project, the copy of the sanction letter is enclosed at **Annexure- VI.**

North Extension:

The project of Development of Metro Link from Sikanderpur Station to Sector 56, Gurgaon (South Extension) was awarded to Rapid MetroRail Gurgaon South Limited (RMGSL). At the time of award of the project of South Extension, a condition was imposed on RMGSL that the DPR of North Extension i.e. Metro

Link towards old Gurgaon across NH-8 shall be prepared by RMGSL on the basis of route alignment finalised by HUDA and the project of North Extension will be allotted through transparent bidding process i.e. the project of Development of North Extension shall be awarded to the RMGSL if no other bidder comes forward for the development of North Extension or bidder(s) offer lower connectivity charges than the connectivity charges already offered by the RMGSL in the project. If the route length of the North Extension is more than 6.5 kms then the connectivity shall increase proportionately.

The Board in its last meeting held on 30.09.2014 decided that that final alignment of the North Extension be synchronised with the alignment of Airport Express line project, the DPR of which is under revision, in order to avoid duplicacy. The revised DPR of Airport Express line project has not been received from DMRC so far. Action on the North Extension will be taken after receipt of DPR.

4. Faridabad Metro.

The project of 13.875 Kms is under construction by DMRC. Total project cost Rs.2494 crores out of which, Government of Haryana share is Rs.1557.40 crores. Two installments of Rs.437.07 crores each have been released. The third and final installment is being released as DMRC has intimated that Rs. 819.50 crores has been incurred till 31.10.2014 out of release of Rs 874.36 crores. The project is now likely to be completed by May, 2015.

5. Ballabgarh Metro.

The GOI has accorded "in principle" approval to the project without any commitment of 20% grant. The length of the metro line is 3.2kms with the project cost of Rs.564.00 crores. The State Government has accorded its approval to start the construction of the project in anticipation of the final

approval of GoI. Accordingly Rs 10 Crores was released to DMRC on 19.06.2014 to start the construction of this project and the foundation stone was laid on 22.06.2014. MOUD, GoI vide letter dated 20.08.2014 has raised certain observations in respect of this project and has desired that DPR may be updated after incorporating the observations. Accordingly DMRC has been requested to update the DPR after which the same shall be forwarded to Ministry.

6. Bahadurgarh Metro.

The project is under construction. First installment of Rs.124.00 crores and 50% of the second installment of Rs. 92.325 crores totaling to Rs. 216.325 crores is released out of Government of Haryana share of Rs.787.96 crores. The route length is 11.182 kms out of which 4.875 kms fall in Haryana portion and the project is likely to be completed by March 2016.

7. Airport Express line between Sector-21, Dwarka & IFFCO Chowk, Gurgaon.

The route alignment of this project has been finalized by Govt. of Haryana which is from Sector-21 Dawarka to IFFCO Chowk Gurgaon. DMRC has accordingly been requested to revise the DPR which is yet to be received.

8. Gurgaon-Bawal- Manesar Project.

The route alignment of the project has been approved by the State Government and the MRTS is routed through CPR connecting SPR and NPR smoothly without entering the Global City.

However a request has been received from DMICDC to reconsider the exclusion of Global City from the route alignment as it will effect the viability of the project. DMICDC submitted that connectivity to Global City is considered

necessary for both MRTS and Global City projects and this was also agreed initially by HSIIDC during the joint site visits undertaken with the DPR consultant.

The request of DMICDC is under examination and meeting in this regard has been fixed on 23.12.2014 under the Chairmanship of Chief Secretary to Governmentt of Haryana

9. Metro in Tri-city of Chandigarh, Mohali & Panchkula.

The revised Memorandum of Understanding (MOU) to be signed between MOUD, GoI, U.T. Chandigarh, Government of Haryana, GoP was examined and the same was approved with the observations that MD of the SPV may be appointed by the Central Government in consultation with Board of Directors of Greater Chandigarh Transport Corporation, which was conveyed to Chandigarh Administration on 18.07.2014.

Item no 11.17

Any other item with the permission of the Chair

Item No 11.13

Adoption of Director's Report for the Financial Year ending 31st March, 2014.

Board was informed that the Director's Report for the year ending 31st March, 2014 is being placed before the meeting for the approval and comments thereon. Copy of the Director's Report is placed at **Annexure-IV**. Meeting after due consideration passed the following Resolution:

"RESOLVED THAT pursuant to Section 134 of Companies Act 2013, Director's Report of the Company for the financial year ending 31st March, 2014, duly signed by the Directors and placed before the meeting, be and is hereby approved together with the annexure thereto

RESOLVED FURTHER THAT Sh. Brijendra Singh, IAS, Managing Director be and is here by authorized to sign the report for and on behalf of the Board of Directors of the company.

RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file necessary documents with ROC and to place this Report in the Annual General Meeting of the Company."