

Minutes of the 20th Board Meeting of Haryana Mass Rapid Transport Corporation Limited (HMRTC) held on 07.12.2016 at 11:45 AM under the Chairmanship of Sh. D.S. Dhesi, IAS, Chief Secretary to Government of Haryana-cum-Chairman HMRTC, in the Conference Hall, Indradhanush Auditorium, Sector 5, Panchkula.

Present:-

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| 1. Sh.S.S.Prasad, IAS | Vice-Chairman |
| 2. Sh.Sudhir Rajpal, IAS | Director |
| 3. Sh.Anand Mohan Sharan, IAS | Director |
| 4. Sh.Arun Kumar Gupta, IAS | Director |
| 5. Sh.Vikas Gupta, IAS | Managing Director |

Minutes:

Item no.20.1 To grant Leave of Absence to the directors.

Leave of absence were granted to Sh.S.S.Dhillon, IAS, ACS, Transport Department, Govt. of Haryana, Sh.Hardeep Kumar, IAS, ACS, PWD (B&R) Department, Govt. of Haryana, Sh.Devender Singh, IAS, PS Industries & Commerce Department., Govt. of Haryana and Sh.T.C.Gupta, IAS, PS, Finance Department, Govt. of Haryana.

Item no. 20.2 Confirmation of minutes of the 19th Board meeting of HMRTC held on 31.05.2016.

The Board confirmed the minutes of 19th Board meeting held on 31.05.2016

Item no. 20.3 Follow up action on the decisions taken by the Board in its 19th Board meeting of HMRTC held on 31.05.2016.

The Board noted the action taken report on the minutes of the 19th Board Meeting of HMRTC held on 31.05.2016.

Item no. 20.4 Approval of the Financial Statements for the financial year ending 31st March, 2016.

The Board was requested to approve the Financial Statements i.e. Balance Sheet and the Statement of Profit and Loss for the period 01.04.2015 to 31.03.2016 and authorize the Managing Director and Vice-Chairman of the Corporation to authenticate these Financial Statements along with notes thereon as required u/s 134 of the Companies Act 2013. Thereafter these Financial Statements will be submitted to the Statutory Auditors for issuing their report thereon. The Board passed the following resolutions:-

- (i) "RESOLVED That Annual Accounts of the Corporation i.e., Financial Statements or Balance Sheet as on 31.03.2016 and the Statement of Profit and Loss for the period 01.04.2015 to 31.03.2016 along with significant accounting policies and notes to accounts as contained therein and circulated to the Board, be and are hereby approved.

- (ii) RESOLVED FURTHER That the Managing Director of the Company be and is hereby authorized to make changes/amendments in the Annual Accounts, as may be suggested by the Statutory Auditor during the course of Audit of the said Annual Accounts.
- (iii) RESOLVED FURTHER That the Annual Accounts be signed by the Managing Director and Vice-Chairman of the Corporation and submit the same to the Statutory Auditors for their report and further to CAG for their comments thereon."

Item No. 20.5 Appointment of Statutory Auditors for FY 2016-17.

Board was informed that Comptroller and Auditor General of India vide its memo No.CA.V/COY/HARYANA, HMRTCL(0)/1264 dated 26.08.2016, has appointed M/s Amit Chaman & Associates, Chartered Accountants (Firm Registration No.22312N), as Statutory Auditors of HMRTC for FY 2016-17 at a fee of `10,000/- plus service tax. M/s Amit Chaman & Associates, have also given their consent for the appointment. Board passed the following resolutions:

- (i) "RESOLVED That Pursuant to Section 139, 141 and other applicable provisions of Companies Act, 2013, M/s Amit Chaman & Associates, Chartered Accountants (Firm Registration No.22312N) be and is hereby appointed as the Auditor of Haryana Mass Rapid Transport Corporation Limited for the Financial Year 2016-2017.
- (ii) "RESOLVED FURTHER That Sh.Vikas Gupta, IAS , Managing Director of the Company be and is hereby authorized to file the necessary documents with Registrar of Companies, as may be necessary as per the provisions of Companies Act, 2013 and to do all acts and deeds necessary and incidental thereto in this regard."

Item No. 20.6 Appointment of Sh. Shyam Sunder Prasad, IAS, Additional Chief Secretary, Town & Country Planning Department as Director of HMRTC.

Board was informed that consequent on transfer of Sh. P. Raghavendra Rao, IAS, Sh. Shyam Sunder Prasad, IAS, Additional Chief Secretary, Town & Country Planning Department has taken over as Nominee Director w.e.f 19.09.2016. Board passed the following resolutions:

- (i) "RESOLVED That pursuant to applicable provisions of Companies Act, 2013, Sh.Shyam Sunder Prasad, IAS, Additional Chief Secretary, Town & Country Planning Department (DIN No -----) be and is hereby appointed as the Nominee Director on the Board of Directors of HMRTC.

- (ii) RESOLVED FURTHER That Sh.Vikas Gupta, IAS, Managing Director of the Company be and is hereby authorized to digitally sign the requisite forms, on behalf of the Company and file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.
- (iii) 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.
- (iv) RESOLVED FURTHER That Board places on record the appreciation of services rendered by Sh.P.Raghavendra Rao, IAS while being Director on the Board of HMRTC."

Item No. 20.7 Appointment of Sh. Anand Mohan Sharan, IAS, Principal Secretary, Urban Local Bodies on the Board of Directors of HMRTC:

Board was informed that consequent on transfer of Sh. Anil Kumar, IAS, Sh. Anand Mohan Sharan, IAS, Principal Secretary, Urban Local Bodies has taken over as Nominee Director w.e.f. 19.09.2016. Board passed the following resolutions:

- (i) "RESOLVED That pursuant to applicable provisions of Companies Act, 2013, Sh. Anand Mohan Sharan, IAS, Principal Secretary, Urban Local Bodies (DIN No -----) be and is hereby appointed as the Nominee Director on the Board of Directors of HMRTC.
- (ii) RESOLVED FURTHER That Sh.Vikas Gupta, IAS, Managing Director of the Company be and is hereby authorized to digitally sign the requisite forms, on behalf of the Company, and file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.
- (iii) 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.
- (iv) Resolved further that Board places on record the appreciation of services rendered by Sh.Anil Kumar, IAS while being Director on the Board of HMRTC."

Item No. 20.8 Issues related to RMGL/RMGSL regarding support needed for GoH:

Board considered the matter and resolved as under:-

- (i) "RESOLVED That MD, HMRTC to get updates on financial position of RMGL/RMGSL and the details of changes in circumstances (from the date of agreement), based on which

M/s RMGL/ RMGSL have demanded support from Govt. of Haryana.

- (ii) RESOLVED FURTHER That a Committee of Senior Officers may be constituted with the approval of Government to go into the various demands made by RMGL/RMGSL."

Item No. 20.9 To review the funding pattern of metro projects in Haryana:

Board considered the matter and pass the following resolutions:

- (i) "RESOLVED That HSIIDC, HUDA and IDF shall contribute ₹ 50.00 crore each towards amount to be paid to DMRC.
- (ii) RESOLVED FURTHER That Regarding change in funding pattern of HMRTC, a meeting may be got fixed under the Chairmanship of Hon'ble Chief Minister, Haryana for necessary decision in the matter. In the meantime details of financing pattern of Metro projects being implemented through State funds be obtained."

Item No. 20.10 Public Investment Board (PIB) Note for the extension of Metro Link from YMCA Chowk to Ballabgarh:

Board considered the matter and pass the following resolutions:

"RESOLVED That MoUD may again be requested to grant the sanction of Metro extension from YMCA Chowk to Ballabgarh considering the same provision as approved for the projects of extension of Delhi Metro from Badarpur to YMCA Chowk and from Mundka to Bahadurgarh. In these two projects, the sanction was granted by MoUD with the provision that DMRC will work out what sort of mechanism is feasible for operational profits/losses for a particular line in future. If there is a case of operational losses in future, the Board of Directors of DMRC would consider the issue with specific inputs from the Chief Secretary, GNCTD and Chief Secretary, Haryana".

Item No. 20.11 Extension of Contract of staff of HMRTC:

Board considered the matter and pass the following resolutions:-

- (i) "RESOLVED That the contracts of M/s.P.K.Bhasin & Associates, Chartered Accountants, Sh.Girish Madan, Company Secretary and Sh.Kharaiti Lal, PA to Advisor (Planning) be extended for a period of one year on the same terms & conditions. Board further resolved to grant ex-post-facto approval of extension of services of DEO.
- (ii) RESOLVED FURTHER That MD, HMRTC is authorised to grant all such further extensions at his level."

Item No. 20.12 Institutional Strategy for the construction of Metro Rail projects by HMRTC:

A presentation on Final Report of Institutional Strategy for the construction of Metro Rail projects by HMRTC was given by representatives of DIMTS. Board considered the same and directed the representatives of DIMTS to prepare comparison chart of Metro Rails projects of Lucknow, Jaipur and other recently started Metro Rails regarding funds contributed by State Governments and sources of their funding. Further, Board directed DIMTS to provide details regarding any model of operating Metro rails in which funding of land is done by other than State Govt.

Item No. 20.13 Holding of 4th Annual General Meeting on 07.12.2016:

Board was informed that in pursuant to Companies Act 2013, the 4th Annual General Meeting of the shareholders of HMRTC was required to be held on or before 30.09.2016. The meeting could not be held within prescribed time due to non availability of financial statements.

Board noted and passed the following resolutions:

- (i) "RESOLVED That the Annual General Meeting of the company be called on 07th December, 2016 at 02:00 PM at the registered office of the Company.
- (ii) FURTHER RESOLVED That the draft notice of the meeting initialled by the Managing Director for the purpose of identification be and is here by approved.
- (iii) FURTHER RESOLVED That the Managing Director be and is here by authorised to issue notice of shareholders meeting."

Item No. 20.14 Any other item with the permission of the Chairman:

The Board noted the information placed on record.

Meeting ended with a vote of thanks to the Chair and the participants.

(Managing Director)

(Chairman)