

Minutes of the 30th Board Meeting of Haryana Mass Rapid Transport Corporation Limited (HMRTC) held on 04.10.2018 at 03.00 PM under the Chairmanship of Sh. D.S. Dhesi, IAS, Chief Secretary to Government of Haryana-cum-Chairman HMRTC in CS's Committee Room.

Present:-

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|----|------------------------------|-------------------|
| 1. | Sh. Devender Singh, IAS | Director |
| 2. | Sh. T.V.S.N Prasad, IAS | Director |
| 3. | Sh. Apoorva Kumar Singh, IAS | Vice Chairman |
| 4. | Sh. V. Umashankar, IAS | Director |
| 5. | Dr. J. Ganesan, IAS | Managing Director |

Item no.30.1 To grant Leave of Absence to the directors:

Leave of absence was granted to Sh. Dhanpat Singh, IAS ACS Transport, Sh. Alok Nigam, IAS PWD (B&R), Sh. Anand Mohan Sharan, IAS, PSULB, Sh. T. L. Satyapraksh, IAS, MD-HSIIDC and Sh.K.M.Panduranga, IAS, DGTCP.

Item no.30.2 Confirmation of minutes of the 29th Board meeting of HMRTC held on 07.08.2018:

The Board confirmed the minutes of 29th Board meeting of HMRTC held on 07.08.2018.

Item no.30.3 Follow up action on the decisions taken in the 29th Board Meeting of HMRTC held on 07.08.2018:

The Board noted the action taken report on the minutes of the 29th Board Meeting of HMRTC held on 07.08.2018.

Item no.30.4 Naming of Metro stations falling in Haryana portion of Bahadurgarh to Mundka Metro extension and YMCA Chowk to Ballabgarh:

Board considered the matter and passed the following Resolutions:

- i. **RESOLVED THAT** the names of metro stations on Bahadurgarh to Mundka Metro Extension and YMCA Chowk to Ballabgarh Metro extension may be re-named as per the announcement made by Hon'ble CM, Haryana.
- ii. **RESOLVED FURTHER THAT** the Managing Director of the Company be and is hereby authorized to take up the matter with DMRC to re-name the metro stations as per announcement of Hon'ble CM, Haryana.

Item no.30.5 Adoption of Financial statements of HMRTC for the year ending 31st March, 2018:

Board considered the matter and passed the following Resolutions:

- i. **RESOLVED THAT** pursuant to Section 134 and other applicable provisions of Companies Act 2013, Financial Statement i.e. Balance Sheet and Profit and Loss Account for the year ended 31st March 2018, duly authenticated by



the Directors of the Company, as placed before the meeting, be and is hereby approved together with the annexure thereto including Auditors Report, Notes on Accounts and other relevant schedules as per the provisions of Companies Act.

- ii. **RESOLVED FURTHER THAT** Managing Director and Vice-Chairman of the Corporation be and are hereby authorized to sign financial statements on behalf of the company.
- iii. **RESOLVED FURTHER THAT** the Managing Director of the Company be and is hereby authorized to file necessary documents with ROC and to get it certified by the Auditor to place this financial statement along with Auditor's Report for adoption in the Annual General Meeting of the Company.

Item no.30.6 **Creation of posts of full time Company Secretary and Chief Financial Officer in HMRTC:**

The agenda item was deferred.

Item no.30.7 **Appointment of Independent Directors for Nomination Committee and Audit Committee in HMRTC:**

The agenda item was deferred.

Item no.30.8 **Dematerialization of shares:**

Board considered the matter and passed the following Resolutions:

- i. **RESOLVED THAT** the Company do seek admission of the Company's securities in the Depository system of Central Depository Services (India) Limited to dematerialize the certificates of the shareholders of the Company.
- ii. **RESOLVED FURTHER THAT** the Company appoints the Registrar & Transfer Agent (RTA) for the Depository upon such terms and conditions as may be approved.
- iii. **RESOLVED FURTHER THAT** Dr. J. Ganesan, Managing Director, Sh. T.L.Satyaprakash, Director and Sh. Apoorva Kumar Singh, Director of the company be and are hereby severally authorized to do all such acts and deeds as may be required and to sign all such papers and documents as may be necessary to implement the decision.

Item no.30.9 **Allotment of Right Issue Shares to shareholders of HMRTC (GMDA and HSIIDC):**

Board considered the matter and passed the following Resolutions:

- i. **RESOLVED THAT** pursuant to section 42 and all other applicable provisions of Companies Act, 2013 read with applicable rules, the equity shares of the Company be and are hereby allotted through Right issue share to the following mentioned allottee in proportion mentioned herewith:



Name of Agency and its proposed current shareholdings	No. of shares proposed to be allotted (₹ in crores)	Nominal Value per shares	Total value of Shares allotted (₹ in Crores)
(1)	(2)	(3)	(4)
HSIIDC 19%	0.31656	10	3.1656
GMDA 10%	0.02796	10	0.2796
Total	0.34452	-	3.4452

- ii. **RESOLVED FURTHER THAT** Dr. J. Ganesan (DIN: 07929566), Managing Director be and hereby authorized to file necessary forms with ROC using his DSC and to do all such acts, deeds and things as are necessary and incidental in this regard.

Item no.30.10

Review of ongoing Metro Projects under implementation in Haryana:

The Board noted the status.

Item no.30.11

Regarding replies of notices issued by RMGL/RMGSL for cure of breach:

Board considered the matter and passed the following Resolutions:

- i. **RESOLVED THAT** the appointment of M/s Rajesh Goel and Co., Advocates, Legal and Corporate Consultants and - M/s Shardul Amarchand Mangaldas & Co. Mumbai as per terms of engagement is approved.
- ii. **RESOLVED FURTHER THAT** the replies to the notices dated 17.07.2018 issued by RMGL & RMGSL as finalized by the law firms, placed at **Annexure-VII and VIII** are approved.
- iii. **RESOLVED FURTHER THAT** the replies to the notices dated 17.07.2018 issued by RMGL & RMGSL as finalized by the law firms and approved by the Board may be got vetted from Ld. Advocate General, Haryana and approved from the Government.
- iv. **RESOLVED FURTHER THAT** the Managing Director, HMRTC-cum-Chief Administrator, HSVP is hereby authorized to sign the finally approved replies and convey the same to RMGL & RMGSL.
- v. **RESOLVED FURTHER THAT** the Managing Director, HMRTC-cum-Chief Administrator, HSVP may invite the representatives of RMGL/RMGSL for a meeting to take the matter forward and try to reach an amicable solution in the interest of the project.
- vi. **RESOLVED FURTHER THAT** the Managing Director, HMRTC-cum-Chief Administrator, HSVP is authorized to take up the matter with DMRC to initiate appropriate action for taking over the Metro systems of RMGL/RMGSL for Operation and Maintenance in an eventuality of Concession Contracts being terminated.

J. Ganesan

Item no.30.12

Finalization of route for Metro Rail Connection from Subhash Chowk to Railway Station, Gurugram and up to RRTS station Dundaheera on old Delhi Road, Gurugram:

The Board considered the matter and passed the following Resolution:

RESOLVED THAT the DPR of the project may be got prepared as per the alignment finalised in the meeting held on 19.09.2018 under the Chairmanship of Sh. V. Umashankar, IAS, CEO, GMDA.

Item no.30.13

Any other Item with the permission of the Chairman:

No other agenda item was taken up in the meeting.


(Managing Director)
HMRTC


(Chairman)
HMRTC