

MINUTES FOR THE 11TH BOARD MEETING OF THE BOARD OF DIRECTORS OF SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED HELD ON FRIDAY, 21st DECEMBER, 2018 AT 12.00 NOON AT 5th FLOOR, OFFICE OF ADDITIONAL CHIEF SECRETARY (FINANCE), MANTRALAYA , MUMBAI-400032.

Directors' Present:

Sr. No	Name of Directors	Designations
1	Shri U. P. S. Madan	Chairman/ Director
2	Shri. Govind Bodke	Director
3	Shri Varun Patil	Director
4	Shri Rajesh Narvekar	Director
5	Shri .Shreyas Samel	Director
6	Shri Naresh Chandra	Independent Director

By Invitation:

Sr. No	Name of Invitees	Designations
1	Shri Ashok Kumbhar	General Manager (Finance) & Chief Finance Officer
2	Shri Pramod Kulkarni	General Manager (Project)
3	Shri. D.A. Kamat	Practicing Company Secretary
4	Shri Tarun Juneja	Executive Engineer
5	Shri Ghanshyam Bhabad	IT Manager
6	Shri Sangharsh Sarvankar	Asst. IT Manager
7	Smt Pranoti Shinde	Asst. IT Manager
8	Shri Jog and Shri Santosh Shivsagar	Representative of J.J.School of Arts
9	Shri Subash Patil	Representative of PWC.
10	Shri Ajay Z	Representative of ESRI

All Directors and Invitees were physically presented for the Meeting.

Shri U. P. S. Madan, IAS Chairman occupied the Chair.

The quorum being present, the Chairman commenced the Meeting.

With the permission of the Board Members Item no.10 was taken up as the first item and read by the Chairman of the Board Meeting.

ITEM NO.10

TO APPROVE THE LOGO FOR SKDCL.

- The Board was briefed about the appointment of J. J. School of Arts in terms of the assignment delegated for designing the Logo for the Company.
- Accordingly , the Board was informed that the team of J.J. School of Arts had designed three logo samples along with the presentation that were presented to Board for finalizing and selection of any one from the three for the SKDCL. Shri Jog and Shri Santosh Shivsagar along with the team members gave the presentation on three options of Logo designs to the Board of Directors which was divided into 3 parts i.e. 1)Understanding the concept of Visual Identity, 2)Understanding the design work process and 3) final step of arriving the visual identity for SKDCL.
- The team also explained the Board members in detail the varied components, combinations and concepts related to colours and its significance , shapes , sizes, fonts used namely Latin and Devangari , images , visual related concepts, selected typefaces in the symbols like Mukta type in relation to the three visual design solutions as showcased on the projector.
- The Board was also informed in detail the research undertaken, the scrutiny stages ,ideas, pattern, guidelines used , characteristic and object of the organisation , logically reasoning , social and cultural trends of the Kalyan area , futuristic approach , combination and inter-linking of several aspects studied and considered while fabricating the designs.
- The Board had a detailed discussion and study of all the three designs and selected the 1st design as the logo for the Company. However, the Board raised several intellectual queries in reference to the size of the font, size of the letters, colours, alignment mentioned in the selected design taking into account the essence of the Kalyan City and sentiments of the citizen residing in it. The Board also examined and discussed the forms of Logo of other cities like Agra, Raipur, Solapur, Gandhinagar, Panaji etc. Suggestion were also placed by the Board to the representatives of J. J. School of Arts to adjust and maintain equal size of the words Kalyan and Dombivili in the logo in order to maintain a healthy and balance growth in both the areas.

- The Board also recommended the team to work and undertake the exercise on the different ways for launching of the SKDCL Logo in order to deliver and reach the messages and object of the Company to all the citizens widespread .Thus creating a visual icon , sounds and effects that will catch people’s attention and encapsulate the brand . Shri Jog , J. J. School of Art informed the members that launching the logo is totally new assignment and not included in the current task. Hence , the Company shall be required to enter into new contract for the launching assignment .
- The team assured the Board members to adhere the valuable advises and suggestion given in relation to the approved logo and assured to make suitable adjustments which fits in its aesthetic .

Shri U.P.S.Madan , IAS the Chairman of the Company issued directives to the team to completed the minor changes in the approved logo and finalize the same at the earliest and present the same in the next Board meeting.

The Board considered the matter in detail and passed the following resolution in this regard:

Resolution No:11/1/2018-19

“RESOLVED THAT , the Board be and is hereby accords their approval and adopt the Logo design with the minor changes as suggested by the Board of Directors for the Smart Kalyan Dombivili Corporation Limited as placed before the Board in the Board meeting .”

“FURTHER RESOLVED THAT, the CEO be and are hereby authorised to undertake all the necessary steps for giving effect to the above resolution.”

Item No.1:To grant a leave of absence to any absent Directors:.

The Board granted Leave of Absence to the following Directors, who had sought the same:

1. Shri Nandu Mhatre
2. Shri Pravin Darade
3. Shri .Rahul Damle
4. Smt. Vinita Rane
5. Shri Mandar Halbe
6. Shri Vivek Phansalkar

The Board passed the following resolution in this regard:

Resolution No:11/2/2018-19

“**RESOLVED THAT**, leave of absence from attending this meeting be and is hereby granted to Shri Nandu Mhatre , Shri Mandar Halbe , Shri Pravin Darade, Shri .Rahul Damle , Smt. Vinita Rane, and Shri Vivek Phansalkar the Directors of the Company.”

ITEM NO.2:

TO READ AND CONFIRM THE MINUTES OF THE PREVIOUS 10th BOARD MEETING OF THE COMPANY HELD ON 27th SEPTEMBER, 2018.

The Minutes of the 10th Board Meeting held on 27th September, 2018 was circulated with agenda to all the Directors.

The Chairman invited any comments on the same from the Directors. There being no comments or suggestions, the Board passed the following resolution unanimously.

Resolution No:11/3/2018-19

“**RESOLVED THAT** the Minutes of the 10th Board Meeting held on 27th September,2018 at the 5th Floor, Office Of Additional Chief Secretary (Finance), Mantralaya , Mumbai-400032as placed before this Board be and is hereby confirmed and noted and that the Chairman, be and is hereby authorized to sign and authenticate the same.”

ITEM NO:3

TO TAKE NOTE OF THE ACTION TAKEN REPORT FOR THE ALL THE PREVIOUS BOARD MEETINGS.

The Board considered and noted the Action Taken Reports for all the previous Board meetings.

ITEM NO.4

TO TAKE NOTE OF THE MEMORANDUMS RECEIVED FROM GOI/GOM.

The Board was requested to take note of the official Memorandums and letter received from the Government of Maharashtra /Government of India which were as follows:

4(i)To take note of the official memorandum received from Government of India, Ministry of Housing and Urban Affairs dated 2nd November, 2018 regarding the nomination of Shri Binod Kumar Mandal, under Secretary as a Nominee Director on the SKDCL board in place of Shri. S. Anbarasan."

The Board was requested to take note in terms of the provisions of Order 7(1) (d) of the GR No. Smart C- 2016/No. 58/Ward No.261/Navi-23 received from the Government of Maharashtra (Urban Development Department) dated 18th June, 2016 and the provisions of the Article 12.1.i e. of the Articles of Association the representative of the Central Government will be appointed on the Board of Directors of Company by the Ministry of Urban Development, as a nominee director.

Further as per the Government of India, MOUHA order no K-15016/10/2016-SC-I dated 2nd November, 2018 Shri Binod Kumar Mandal, Under Secretary has been appointed as a Nominee Director on the Board of SKDCL in place of Shri. S.Anbarasan

The Board noted the same and passed the following resolutions in this regard:

Resolution No:11/4/2018-19

"**RESOLVED THAT** , pursuant to the provision of section 161(3) of the Companies Act, 2013, read with the provisions of Memorandum and Articles of Association of the company, read with the Official memorandum received from GOI vide letter no 15016/10/2016-SC-I dated 02.11.2018, the Board be and hereby take note of the

withdrawal of nomination of Shri. **S.Anbarasan** with effect from 17th August, 2018."

"RESOLVED FURTHER THAT, pursuant to the provisions of section 161 of the Companies Act, 2013. read with the provisions of section 12(1)(e) of the Articles of Association and Official memorandum received from GOI vide letter no 15016/10/2016-SC-I dated 02.11.2018, the Board be and hereby take note of the nomination of Shri Binod Kumar Mandal, Under Secretary as a Nominee Director on the board of the SKDCL in place of Shri. **S.Anbarasan** w.e.f 17th August, 2018."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized the CEO or any other Director of the Company for making an application for Director Identification number(DIN) of Shri Binod Kumar Mandal and be authorized to sign all the necessary e-forms for the purpose of giving effect to the above said resolution."

"RESOLVED FURTHER THAT, any one of the Directors be and is hereby authorized to undertake all the necessary steps for the purpose of giving effect to the above resolution and to file all the necessary forms with the Registrar of Companies in this regard:

4(ii) To take note of Office Memorandum no K-15016/81/2016-SC.I(PART) received from the Government of India, Ministry of Housing and Urban Affairs under Smart Cities-I Section dated 2nd September, 2018 regarding captioned subject , "Establishment of Smart City Advisor Forum in Smart Cities."

The Board was informed in detail the directives issued to all the Smart Cities for constituting the Establishment of Smart City Advisory Forum in Smart Cities by the MoUHA pursuant to the Official memorandum no K-15016/81/2016-SC, which is required to conduct its meeting on regular intervals.

It was brought to the attention of the Board that in accordance to the above instruction of the Ministry the Company had already constituted the Smart Advisory Forum which was tabled in the Board meeting as below and the same was reported to the Ministry.

Sr. No	Forum Post	Forum Member Name
1	Hon. District Collector	Dr.Mahendra Kalyankar (IAS) Collector & District Magistrate Thane
2	Hon. MP-Thane District	Dr.Shrikant Shinde
3	Hon. MP-Bhiwadi	Shri. Kapil Patil
4	Hon. MLA-Kalyan West	Shri.Narendra Baburao Pawar- Kalyan West
5	Hon. MLA-Kalyan West	Shri. GanpatKalu Gaikwad- Kalyan East
6	Hon. MLA-Kalyan Rural	Shri. SubhashBhoir
7	Hon. MLA-Dombivli	Shri. RavindraChavan
8	Hon. Mayor-KDMC	Shri.Rajendra Deolekar
9	Hon. CEO-SKDCL	Shri. P. Velrasu, IAS
10	Local Youth	GS of Birla College, Shri. HimanshuPatil
11	Technical Experts	Retired government citizen
12	Members of a Non- Governmental Organization (NGO) or MahilaMandali / Chamber of Commerce / Youth Associations	GS of Birla College, Shri. Himanshu Patil

In furtherance to this, the Board was intimated about the requirement of re-constitution SKDCL Advisory Forum due to vacation /cessation of members in the said designations .The Board was requested to take note of the change in the composition of the SKDCL Advisory Forum which was placed in the meeting as follow:

Sr. No	Forum Post	Outgoing Member Name	Incoming Member Name
1	Hon. District Collector	Dr.MahendraKalyankar (IAS)	Shri.RajeshNarvekar (IAS)
2	Hon. CEO-SKDCL and conveyer	Shri. P. Velrasu, IAS	Shri. GovindBodke , IAS
3	Hon. Mayor-KDMC	Shri. Rajendra Deolekar	Smt. Vinita Rane
4	Local Youth	GS of Birla College, Shri. Himanshu Patil	To be appointed
5	Technical Experts	Retired government citizen	To be appointed
6	Members of a Non-Governmental Organization (NGO) or MahilaMandali / Chamber of Commerce / Youth Associations	GS of Birla College, Shri. Himanshu Patil	To be appointed

The Board took note of the aforementioned detailed matter and passed the following resolution in this regard:

Resolution No:11/5/2018-19

“RESOLVED THAT, the Board be and is hereby grants approval for undertaking the re-constitution of the Smart City Advisory Forum of the Company .”

“FURTHER RESOLVED THAT, the CEO be and are hereby authorised to undertake all the necessary steps for giving effect to the above resolution.

4(iii) To take note of the Official Memorandum no -K-14012/101(02)/2018-SC-III-A received from Government of India , Ministry of Housing and Urban Affairs dated 3rd April, 2018 related to the Implementation of PAN City Smart Solutions

The Board took note of the same.

4(iv) Official Memorandum no. K-14012/101(18)/2018-SC-III-A received from Government of India, Ministry of Housing and Urban Affairs-SC-III-A dated 18th May,2017 regarding Training of CEO's/Independent Directors/Nominee Directors.

The Board took note of the same.

4(v) Official Memorandum no. K-15016/61/2016-SC-I received from Government of India, Ministry of Urban Development dated 19th May, 2016 related to Cyber Security Model Framework for Smart Cities.

The Board took note of the same.

4(vi) To take note of the Advisory no . 12 received from Smart City Mission Ministry of Housing and Urban Affairs dated 03rd August, 2018 regarding captioned subject , "Advisory on setting up smart classrooms in Government schools in the 100 smart cities under Smart Cities Mission."

The Board took note of the same.

4(vii) To take note of the Advisory no 13 received from Government of India Smart Cities Mission Ministry of Housing and Urban Affairs dated 08th September, 2018 related to Project Management and monitoring under MIS of Smart City Mission."

The Board took note of the same.

4(viii) To take note of the Advisory no . 14 received from Smart Cities Mission Ministry of Housing and Urban Affairs dated 03rd October, 2018 regarding to the Appointment of full time CEO in SPV's of Smart Cities.

The Board took note of the same.

4(ix) TO TAKE NOTE OF THE DRAFT OF THE HUMAN RESOURCE POLICY FORMAT AS PER THE GUIDELINES ISSUED BY THE MINISTRY OF URBAN DEVELOPMENT (MOUD)

The Board was requested to take note of a letter received from Ministry of Housing & Urban Affairs vide letter no - (F. No. K-14012/101(84)/2018-SC-IIIA) dated 13th November, 2018 in relation to the Model HR Policy for Guidance and Reference-Reg.

In reference to this letter, the Board was further briefed in detail the actual cause for issuing the said letter by the Ministry which provided a format/ model of HR policy that can be adopted by those Smart Cities who are yet to finalize their HR policy .The HR model along with the guidelines was formulated in consideration with the smart city requirements.

In this context the Board was informed that the SKDCL has already an independent designed HR policy which is approved and adopted by the Board of Directors and

thus there is no requirement to adopt HR Policy Format as per the guidelines issued by MoHUA.

The Board considered the same and took note of the same.

ITEM NO:5

TO GRANT IN -PRINCIPAL APPROVAL FOR THE APPOINTMENT OF AN INTERNAL AUDITOR FOR A TERM PERIOD OF 3 YEARS (2019-20,2020- 21,2021-22) BY UNDERTAKING COMPETITIVE BIDDING PROCESS.

The Board was informed that M/s MRV and Associates was appointed as an Internal Auditor of the Company for the Financial Year 2018-19 at a fixed remuneration of Rs.1,24,998/- on annual basis .

In relation to this it was brought to the attention of the Board that the appointment term of M/s MRV and Associates is due to expire on 31st March, 2019 . Thus arising the necessity to undertake the appointment of an Internal Auditor for the next following Financial Year.

Accordingly, the Board was requested to grant its in -principal approval for the appointment of an Internal Auditor for the Company for a term period of 3 years i.e (2019-20,2020-21,2021-22) through Competitive Bidding Process. The detailed scope of work of Internal Auditor was placed in the Board meeting for the study of members.

The Board considered the matter in detail and passed the following resolution in this regard:

Resolution No:11/6/2018-19

“RESOLVED THAT, pursuant to the provisions of Section 138 of the Companies Act,2013 and any other applicable provisions , the Board be and is hereby accord its in-principal approval for undertaking the appointment of an Internal Auditor for the Company for a term period of three years i.e 3 years (2019-20,2020-21,2021-22) through Competitive Bidding Process.”

“FURTHER RESOLVED THAT, the remuneration of the Internal Auditor shall be approximately Rs. 2,00,000/-per annum excluding taxes if applicable any.”

“FURTHER RESOLVED THAT, the CEO and the CFO be and are hereby authorised to undertake all the necessary steps for giving effect to the above resolution, including to call for Competitive Bidding, finalise the terms and conditions and appoint the

Internal Auditor for the Company and to finalise their terms and conditions for appointment”

"RESOLVED FURTHER THAT, any one of the Directors be and is hereby authorized to undertake all the necessary steps for the purpose of giving effect to the above resolution and to file the necessary e-forms with the Registrar of Companies, Maharashtra, Mumbai in this regard.”

ITEM NO.6:

TO TAKE NOTE OF THE INCOME TAX RETURN (NIL) FILLED FOR THE COMPANY UNDER THE INCOME TAX ACT,1961 FOR THE FINANCIAL YEAR 2017-18

The Board was requested to note that pursuant to the directives issued by the Board in its last Board meeting held on 27th September, 2018 the Company has filled the Income Tax Return (NIL return) for the Financial Year 2017-18. The copy of the filled NIL return was placed before the Board members in the meeting.

The Board took note of the same.

ITEM NO :7

TO TAKE NOTE OF THE EXPENDITURE STATEMENT FOR THE EXPENSES INCURRED BY THE COMPANY FROM AUGUST , 2018 TO NOVEMBER, 2018.

The Board was requested to take note of the office & Administrative expenses and Project related expenses incurred by the Company from August 2018 to November, 2018. The Copy of the expenditure statement was tabled before the Board in its meeting.

The Board took note of the same.

ITEM NO.8

TO CONSIDER AND GRANT POST FACTO APPROVAL FOR THE INVESTMENT OF THE GRANTS RECEIVED FROM GOI/GOM AND KDMC AMOUNTING TO RS. 302 CRORE AS FIXED DEPOSIT WITH INDUSLAND BANK AND AXIS BANK RESPECTIVELY.

- The Board was informed about the total grants of Rs. 302 crore received by the Company from the Central Government, State Govt. and Kalyan Dombivili Municipal Corporation respectively.
- Further, it was informed that the investments made by the Company in terms of grants amounting to Rs. 300 crores into Fixed Deposit with ICICI Bank that were matured on 7th October, 2018.
- In relation to the said matured amount it was brought to the attention of the Board regarding the plan of the Company to re-invest the funds in Fixed deposit which yields maximum interest rates. In this regard, the quotations were invited from various Banks through the published advertisement in local newspaper along with KDMC website 28th and 29th September 2018 for seeking the highest interest rates on fixed deposits.
- The Company had received Quotation from 11 Banks including two quotations from SBI from different Branches . However, after due analysis the highest quotations were received from ICICI Bank, IndusInd Bank and Axis Bank as compared to the rates offered by other banks .
- Thus, in order to achieve the best interest rates Company reviewed the cash flow requirement of one year and finalized estimated requirement of the funds for the period of one year and communicated to these top three Banks and advised to quote for callable and non callable deposit interest rates for amounts specified .
- Further ,The Representatives of the Banks were informed to provide with the sealed quotations with additional feature of "no premature penalty for withdrawals". Accordingly, the revised sealed quotations for interest rates for the given amounts and periods were also accepted with the clauses of no penalty on premature withdrawals. The banks further clarified that no penalty-on premature withdraws is applicable only for callable deposits.
- The observation that interest rates on non-callable deposits are higher than callable deposits derived after the evaluation of Bank quotes were placed before the Board for its consideration.
- Thus taking into account the details given to the Board was intimated about the Fixed Deposit investment done by the Company with effect from 12-10-2018 with the Banks as per the highest rates received for non callable deposits for period of 184 days, 271 days and 367 days and one year flexi deposit for regular expenditure. In addition to this the Board was also explained that the norms related to the non-callable deposits that are required to be invested for a specific period.

- Accordingly, the Company had made investment in the non-callable fixed deposits wherein it was bifurcated into Rs.5cr individual deposits. Bifurcation has been done keeping in mind the encashment requirement in case of any uncertain commitments/contingencies.
- Lastly , the Board was informed that the highest rate of interest of 7.85% for 271 days for Rs.75 cr. was offered by Axis Bank as well as by IndusInd bank the Company has invested entire amount of Rs.75 crore in Axis Bank as Rs.195cr was to be invested in IndusInd bank to mitigate the risk factor.
- Thus, the total investment of Rs.320 crore comprising of grants and interest thereon was placed before the Board for its review as stated below.

TABLE - A

Sr. No	Name of the Bank	Tenure of Fixed deposit	Amount of Fixed Deposits (Rs. Cr)	Interest Rates (%)
01	Axis Bank	184 Days	50	7.80
02	Axis Bank	271 Days	75	7.85
	TOTAL -1		125	
03	IndusInd Bank	367 Days	160	8.20
04	IndusInd Bank	One Year (flexi deposit)	35	8.10
	TOTAL -2		195	
	Grand Total		320	

The Board considered the matter in detail and passed the following resolution in this regard unanimously."

Resolution No:11/7/2018-19

"RESOLVED THAT, pursuant to Section 179(3)(e), Section 186 and other applicable provisions of the Companies Act, 2013, the Board be and hereby grants its post facto approval for the investment of the grants and interest thereon amounting to Rs.320 crores as Fixed Deposits in two parts with Axis bank (Rs.125 Cr) and IndusInd (Rs.195 Cr) respectively as detailed below in a tabular form:

TABLE - A

Sr. No	Name of the Bank	Tenure of Fixed deposit	Amount of Fixed Deposits (Rs. Cr)	Interest Rates (%)
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01	Axis Bank	184 Days	50	7.80
02	Axis Bank	271 Days	75	7.85
	TOTAL -1		125	
03	IndusInd Bank	367 Days	160	8.20
04	IndusInd Bank	One Year (flexi deposit)	35	8.10
	TOTAL -2		195	
	Grand Total		320	

“FURTHER RESOLVED THAT, the Chief Executive Officer and CFO of the Company be and is hereby authorised to sign the necessary documents and to give the instructions to invest, reinvest and withdraw from the said fund as per the directions of the Board.”

“FURTHER RESOLVED THAT, the Company do accept the terms and conditions as contained in the application form or any other terms and conditions as may be notified by the Axis Bank and IndusInd Bank in connection with the provisions of product and services offered by the bank through other channels as phone and internet.”

ITEM NO: 9

TO CONSIDER AND FORM ‘CORPORATE SOCIAL RESPONSIBILITY COMMITTEE’ .

As per provisions of section 135 (1) in line with the Schedule VII of the Companies Act, 2013 Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee (CSR) of the Board consisting of three or more directors, out of which at least one director shall be an independent Director. .

The Board was explained that as per Section 135(1) of the Companies Act, 2013 the Company shall constitute the CSR Committee and is required to spend at least 2% of the average net profits of the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy as per the provisions of Section 135 of the Act. It was also informed that the CSR expenditure must be undertaken only in those activities which are permitted under Schedule VII to the Act which was table before the Board for its perusal.

After taking into consideration the detailed matter the Board of directors discussed the fact that SKDCL incorporated with an objective of non-profit making company. In pursuance to this the Chairman informed the members that several companies having status of Government Companies and non-profit making object in case of applicability are also complying with the said provisions.

Further, the Board also questioned the status of the computation of Income generated by the company which is only by means of funds / grants received from the Government for undertaking Smart City Mission.

In addition to this the Shri Shreyas Samel raised a query since the Company has filed a Nil return with Income Tax department it should not be contradictory to the applicability of CSR provisions in terms of Net profit .On this Shri Ashok Kumbhar, CFO clarified that the Book Net profit as per accounts is based on accounting standards whereas taxable profit is derived based on Income Tax Act ,1961 considering the concessions and hence generally the Book profit and taxable profit defers.

The Board also enquired the steps undertaken and status of other Smart Cities in this similar case. The Board was informed that many SPV's have decided to make correspondence and seek clarification on this matter from MoHUA.

The Board after taking into consideration concluded that the Company shall make a fresh correspondence to MoHUA for seeking their guidance in relation to CSR expenditure, meanwhile the Board decided to constitute the CSR Committee taking into account the rules and regulations that are to be followed as per the Companies Act, 2013 in the best interest of the Company.

The Board discussed the matter and passed the following resolution in this regard:

Resolution No:11/8/2018-19

“RESOLVED THAT pursuant to the provisions of Section 135 of the Companies Act, 2013, read with Schedule VII of the Act, a Corporate Social Responsibility (CSR) Committee of Board of Directors of the Company be and is hereby constituted comprising of following members of the Board of Directors:

- | | |
|--------------------------|-----------------------|
| 1. Shri Govind Bodke,IAS | Chairman of Committee |
| 2. Shri Shreyas Samel | Member |
| 3. Shri Naresh Chandra | Member |

“RESOLVED FURTHER THAT the terms of reference of CSR Committee shall, inter-alia, include the following:

- a. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- b. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- c. To monitor the CSR policy of the Company from time to time;
- d. To review the progress and implementation of the CSR projects and programmes of the Company and ascertain the implementing agencies eligibility for undertaking the CSR activities.
- e. Any other matter as may be deemed appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.”

“RESOLVED FURTHER THAT, the quorum for the Corporate Social Responsibility (CSR) Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.”

ITEM NO:11

TO GRANT APPROVAL FOR AUTHORIZING TO THE IT MANAGER , OF THE COMPANY TO MAINTAIN A PETTY CASH ADVANCE OF RS. 20,000/- FOR DAY TO DAY INCURRING EXPENSES OF THE OFFICE.

The Board was requested to note that the SKDCL office has been fully established and developed wherein the staff has also started utilizing and functioning all the operations of the Company through this office. Thus ,

to avoid any hindrance in day to day operations in the office the Board was informed that it shall be beneficial in the interest of the Company to make a provision of petty cash advance amounting to Rs. 20,000 /- for smooth functioning of the operations and authorize the IT Manager, SKDCL for maintaining and undertaking any office related expenditures. The imprest given shall be accounted consistently before the disbursement of the next advance.

The Board considered the matter and passed the following resolution in this regard:

Resolution No:11/9/2018-19

“RESOLVED THAT, the Board be and is hereby accords its approval for disbursements of a Petty Cash advance of Rs.20,000/- for incurring day to day

expenses in running and maintaining the SKDCL office and the petty cash advance will be accounted consistently before the disbursement of the next advance. “

“RESOLVED FURTHER THAT, the Board be and hereby authorizes the IT Manager , SKDCL to have access to undertake and approve the disbursements of petty cash expenses , maintaining /managing the advance , reconciling periodically for verifying that the balance of the amount ,accounting the entries in journal and all the other related matters.”

“FURTHER RESOLVED THAT, the CEO and the CFO be and are hereby authorised to undertake all the necessary steps for giving effect to the above resolution.”

ITEM NO: 12

TO TAKE NOTE OF NOMINATION OF SHRI PRAMOD KULKARNI AS GENERAL MANAGER (PROJECTS) FOR SKDCL .

The Board was requested to take note of decision of Government of Maharashtra wherein _Ms .Sapna Kohli has been deputed as the City Engineer , KDMC in place of Sri Pramod Kulkarni.

Accordingly, Shri Pramod kulkarni who was initially having both the responsibilities has been relieved of his earlier responsibility of City Engineer, KDMC.

Thus, the Board was also informed that Shri Pramod Kulkarni who was working as City Engineer,KDMC and having the additional charge of GM Projects is now assigned with the exclusive responsibilities of Smart City Projects till further orders. The order of his nomination was placed before the Board for its review

The Board was requested to take note of nomination of Shri Pramod Kulkarni as General Manager (Projects) for SKDCL .

The Board took note of the same.

ITEM NO. 13

TO CONSIDER AND APPROVE THE APPOINTMENT OF SHRI RAJIV.TAYSHETE AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

On the recommendation placed by Shri Mandar Halbe, Director in the 9th Board Meeting held on 18th August, 2018 it was proposed to the Board to consider the profile of Shri Rajiv Tayshete for undertaking his appointment as a second Additional Independent Director on the Board of the SKDCL.

The Board was also requested to take note of declaration along with his consent to act as an Independent Director on the Board of the Company given by Shri Rajiv Tayshete pursuant to the provisions of section 149(6) read with the section 161 of the Companies Act 2013.

The Board took the note of the same and passed the following resolution in this regard:

Resolution No:11/10/2018-19

“RESOLVED THAT, in pursuance to the provisions of Section 149 read with Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, and based on the declarations received U/s 149(6) and in Form DIR-8 and subject to the approvals of the Shareholders in a General Meeting, the consent of the Board of Directors be and is hereby accorded for the appointment of Shri Rajiv Tayshete who has signified his consent for being appointed as an Additional Independent Director with effect 21.12.2018 and who shall hold office till the date of the ensuing Annual General Meeting.”

“RESOLVED FURTHER THAT, the appointment of Shri Rajiv Tayshete in a General Meeting shall be in terms of the provisions of Section 149 of the Companies Act, 2013”

“RESOLVED FURTHER THAT, the appointment and terms of reference of the Independent Directors shall be subject to the Code of Conduct as specified in Schedule IV to the Companies Act, 2013.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized the CEO or any other Director of the Company for making an application for Director Identification number(DIN) of Shri RajivTaysheteand be authorized to sign all the necessary e-forms for the purpose of giving effect to the above said resolution.”

“RESOLVED FURTHER THAT, the CEO or any one of the Directors of the Company be and is hereby authorized to undertake the necessary steps for giving effect to this resolution, issue a letter of appointment to the Independent Director and file E-Form DIR-12 for the same with the Ministry of Corporate Affairs.

ITEM NO.14

TO CONSIDER AND GRANT APPROVAL FOR SETTLEMENT AND RELEASE OF DUES TO M/S CRISIL FOR THE WORK UNDERTAKEN AND SERVICES RENDERED TO SKDCL

The Board was informed about the foreclosure of Contract done between M/s CRISIL and SKDCL in relation to its appointment made by the Company to act as a Strategic Advisory and Project Management Consultant of the Company for implementation of Kalyan Dombivili Smart Cities Proposal.

It was also brought to the attention of the Board about its directives issued in relation to settlement of all the dues pending pertaining to work and services rendered by M/s CRISIL . Wherein instructions were given by the Board for releasing and clearance of the said dues by the Company only after undertaking the appointment and finalizing the New Project Management Consultant in place of the ex-consultant.

The Board was further informed about the appointment new Project Management Consultant i.e. M/s PWC and Tracebel (Consortium) in place of M/s CRISIL with effect from 15th November,2018.

Pursuant to the said appointment undertaken the Board was requested to grant its approval for release of pending dues of M/s CRISIL as per their scope which is finalized by the CEO,SKDCL amounting to Rs.1,13,08,334/-inclusive of all applicable taxes if any for the services offered prior to the appointment of new PMC.

The Board considered the matter in detail and passed the following resolution in this regard:

Resolution No:11/11/2018-19

“RESOLVED THAT, the Board be and is hereby accord their consent for the clearance and payment of all the pending dues of M/s CRISIL as per their scope which is finalized by the CEO, SKDCL amounting to Rs.1,13,08,334/-inclusive of all applicable taxes if any pertaining to the work undertaken and services rendered in relation its appointment as Project Management Consultant of SKDC.”

“RESOLVED FURTHER THAT, the CEO of the Company be and is hereby primary authorized signatories to undertake all the necessary steps for giving effect to this

resolution, including approving, signing and executing the necessary documents ,as may be necessary for the purpose of giving effect to the above resolution.”

ITEM NO.15

ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIRMAN

ITEM NO.15(A)

TO CONSIDER AND APPROVE THE RE-ORGANIZATION OF THE FINAL LIST OF THE PROJECTS UNDER SMART CITY MISSION.

The Board was briefed about the Circular no: D.O NO.K15016/157/2015-SC.I letter dated 7th August 2018 issued from the office of Mission Director, Smart Cities wherein directions were issued to all the CEO's of the Smart City to finalize the list of projects required to be undertaken from the first category of funds i.e. Central/State/ULB grant funds with the approval of the Board of Directors of their respective SPVs at the earliest. Further, instructions were also given to submit the Board resolution along with the final list of projects, along with reasons for change of projects, if any from the original SCP.

In reference, to the above detailed matter the Board was informed and placed the list 29 projects under Smart City Mission Projects approved by the Board in its 1st Board Meeting held on 21st September, 2016.

The Board was informed and explained that the Company after taking into account the requirements had undertaken the revision in the list of the said projects by adding , clubbing and excluding few of the Projects for SKDCL which was tabled before the Board for its study and approval.

The Board considered the matter in detail and passed the following resolution in this regard:

Resolution No:11/12/2018-19

“RESOLVED THAT, the Board of Directors be and hereby approves the final list of Projects to be undertaken by SKDCL as per Smart City Guidelines

Proposed Revisions in Projects and MIS with MoHUA

Sr. No.	Existing Project Code as per MIS with MoHUA	Project Name	Project Cost (In Rs. Crore)	What is the Change Proposed?	Reasons for Change	Proposed Revisions in MIS	
						Revised Title	Revised Cost (In Rs. Crore)
1.	MAH-KAL-001	Kalyan Station Precinct Improvement	427.00	Change of cost	As per the DPR prepared by DIMTS and Tractebel, the revised cost is Rs. 522.00 Crore, except social impact.	N.A.	522.00
2.	MAH-KAL-002	Network of complete streets and junction design	91.50	No change	N.A.	N.A.	91.50
3.	MAH-KAL-003	Development of 2 km long waterfront	65.46	Three projects at Sr. No. 26,27 and 28; namely - (i) Bio- filter green house for waste water, (ii) Security Infrastructure, and (iii) Flood protection walls - are proposed for clubbing together with this project. Accordingly name and project cost will need revision.	Logically, these three projects should form the components of a larger waterfront development project. Secondly, newly appointed PMC has agreed to work on these, hence better project management will be possible.	Integrated Water Front Development Project	65.46
4.	MAH-KAL-004	Installation of grid connected solar PV panels	20.80	No change	N.A.	N.A.	20.80
5.	MAH-KAL-005	Lake rejuvenation and precinct development	40.00	No Change	N.A.	N.A.	25.00
6.	MAH-KAL-006	Preparation and implementation of Town planning scheme	114.90	No change	N.A.	N.A.	114.90
7.	MAH-KAL-007	City park development	110.00	No change	N.A.	N.A.	110.00

Sr.	Existing	Project Name	Project	What is the	Reasons for	Proposed Revisions in MIS	
8.	MAH-KAL-008	My City mobile application and grievance Redressal cell	1.50	To change project name and cost	Instead of only two components, totally 22 municipal modules are being proposed, inclusive of My City Mobile app. The newly appointed PMC has agreed to work on these, hence better project management will be possible.	Smart Governance	30.00 Cr
9.	MAH-KAL-009	Smart Water management	30.00	Project at Sr. No. 10; namely, "ICT based sewerage management" is proposed to be clubbed together with this project. Accordingly name and project cost will need revision.	In both the projects, mainly SCADA implementation is expected. Further, both are the components of the larger WASH agenda (Water, Sanitation and Hygiene). Lastly, the newly appointed PMC has agreed to work on these, hence better project management will be possible.	Smart Water and Sewerage Management	34.25
10.	MAH-KAL-010	ICT based sewerage management	4.25	Proposed to be clubbed with Sr. No. 8 above.			N.A.
11.	MAH-KAL-011	Automated solid waste management	1.43	No change	N.A.	N.A.	1.43
12.	MAH-KAL-012	Intelligent traffic management system	32.71	Only name of the project is proposed to be changed.	We are adding other Smart Elements like sensors, VMDs and the proposed tendering is being clubbed with Smart Safety.	Intelligent traffic Management System & Other Smart City Elements	32.71

Sr.	Existing	Project Name	Project	What is the	Reasons for	Proposed Revisions in MIS	
13.	MAH-KAL-013	Transit management- Vehicle tracking and passenger information system	32.25	Only name of the project is proposed to be changed.	New name will capture many other components than vehicle tracking and passenger information system; such as, depo management, route scheduling etc.	Smart Transport	32.25
14.	MAH-KAL-014	Parking management- wifi enabled parking meters and mobile interface	13.00	Only name of the project is proposed to be changed.	Same as above	Smart Parking	13.00
15.	MAH-KAL-015	Safety and surveillance system (CCTV surveillance system)	50.00	Only name of the project is proposed to be changed.	There are few other components, such as, VMDs, ECBs, Sensors can be included.	Smart Safety Solutions	50.00
16.	MAH-KAL-016	Safety and surveillance system (Installation of LED street lights)	75.00	Only name of the project is proposed to be changed.	Not only LEDs, some other components; such as, controllers, response systems etc., will also need to be included.	Smart Street Lights	75.00
17.	MAH-KAL-017	City services management center (Integrated command and control room)	34.00	No change	N.A.	N.A.	34.00
18.	MAH-KAL-018	Closure of Adharvadi dumpsite (SBM)	28.41	No change	N.A.	N.A.	28.41
19.	MAH-KAL-019	10-MT bio-methenation plant (SBM)	2.00	No change	N.A.	N.A.	2.00
20.	MAH-KAL-020	Processing and treatment plant at Umbarde (waste to energy-PPP)	190.00	No change	N.A.	N.A.	190.00
21.	MAH-KAL-021	Garbage bins at household level for segregation and IEC campaign (SBM)	1.94	No change	N.A.	N.A.	1.94
22.	MAH-KAL-022	Augmentation of sewerage network- (Amrut)	12.60	No change	N.A.	N.A.	12.60

Sr.	Existing	Project Name	Project	What is the	Reasons for	Proposed Revisions in MIS	
23.	MAH-KAL-023	Augmentation of pumping station capacity (Amrut)	12.00	No change	N.A.	N.A.	12.00
24.	MAH-KAL-024	Laying of underground cables-(IPDS)	19.20	No change	N.A.	N.A.	19.20
25.	MAH-KAL-025	Installation of smart electric meters at household level-(IPDS)	30.60	No change	N.A.	N.A.	30.60
26.	MAH-KAL-026	Bio- filtergreen house for waste water	0.01	Proposed to be clubbed together with project at Sr. No 3 above.	As stated at Sr. No. 3 above.	As stated at Sr. No. 3 above.	N.A.
27.	MAH-KAL-027	Security Infrastructure	0.01	Proposed to be clubbed together with project at Sr. No 3 above.	As stated at Sr. No. 3 above.	As stated at Sr. No. 3 above.	N.A.
28.	MAH-KAL-028	Flood protection walls	0.01	Proposed to be clubbed together with project at Sr. No 3 above.	As stated at Sr. No. 3 above.	As stated at Sr. No. 3 above.	N.A.
29.	MAH-KAL-029	Lake Interlinking and realigning of storm water drains	0.01	Proposed to be deleted,	It geographically not feasible, as per recent survey conducted.	N.A.	N.A.
Total			1440.59			Total	1549.05

“RESOLVED FURTHER THAT, the Chief Executive Officer be and are hereby authorized to undertake all the necessary steps in this regard and intimate to the concerned Ministry related to the final list of the projects to be undertaken as per the Smart City Guidelines.”

“RESOLVED FURTHER THAT , that the Board be and hereby accord their in principal approval for any revisions /amendments /deletions/clubbed carried by the concerned Ministry as deemed fit in the Final list of the Projects in the best interest of the Company.”

ITEM NO: 15(B)

TO CONSIDER & APPROVE THE PROPOSED SCOPE FOR IMPLEMENTING A COMPREHENSIVE SMART GOVERNANCE SOLUTION FOR KDMC".

The Board was requested to take note of the presentation presented by Mr Subash Patil , PWC on the way forward prepared for selection of System Integrator (SI) in order to undertake the implementation of a comprehensive Smart Governance Solutions in KDMC.

In addition to this the Board was explained in detail regarding the functional components in the way forward which covered the implementation of following e-Governance modules/systems by KDMC which were as follows:

Sr. No.	Description
1	Citizen Facilitation Management
2	Property Tax
3	Water Tax
4	License
5	Birth & Death
6	Marriage
7	Grievance
8	Legal
9	Works Management / City Engineering
10	Secretary
11	Material Management
12	Asset Management
13	Solid Waste Management
14	Accounts
15	Welfare Schemes
16	Health Schemes
17	RTS
18	Mobile App
19	Web-Portal
20	Building Permission Management
21	Enterprise Information System
22	Document Management System

In furtherance to this the Board was assured that the final Detailed Project Report for ICT and Pan City Projects will be submitted by the PWC in the next Board Meeting of Directors. However, the concept of the way forward was accepted by the Board of Directors.

The Board considered the same and passed the following resolution in this regard:

Resolution No:11/13/2018-19

“RESOLVED THAT, the Board be and is hereby approves the scope of the proposed comprehensive Smart Governance System as placed in the Board Meeting.”

ITEM NO.15(C)

TO REVIEW & APPROVE PROPOSED SCOPE FOR IMPLEMENTING SMART & SAFETY SOLUTIONS UNDER SMART CITY MISSION

The Board of Directors was requested to take note of the presentation presented by the Mr.Subash Patil , PWC on the way forward prepared by PMC for selection of Master System Integrator (MSI) in order to undertake the implementation of Smart & Safety Solutions under Smart City Mission.

Accordingly, the Board was explained and briefed in detail the functional components in the way forward which covered the implementation which were as follows:

1	Safety & Surveillance System - CCTV Cameras - Emergency Call Box System (ECBs) - Public Address System (PAS) - Drones
2	Intelligent Traffic Management System (ITMS)
3	Environmental & Flood Sensors
4	Variable Messaging Displays (VMDs)
5	City Operations Centre
6	Surveillance Command & Control Centre

In furtherance to this the Board was assured that the final Detailed Project Report Smart & Safety Solutions will be submitted by the PWC in the next Board Meeting of Directors. However, the concept of the way forward was accepted by the Board of Directors.

The Board considered the same and passed the following resolution in this regard:

Resolution No:11/14/2018-19

“RESOLVED THAT, the Board be and is hereby approves the scope of the proposed Smart & Safety Solutions under Smart City Mission as placed in the Board Meeting.”

ITEM NO.15(D)

TO TAKE NOTE OF THE PROPOSAL SUBMITTED BY ESRI, INDIA FOR "UPGRADATION OF EXISTING LICENSES/SOFTWARE OF GEOGRAPHICAL INFORMATION SYSTEM (GIS) AND ITS INTEGRATION WITH PAN-CITY ICT SOLUTIONS".

The Board was requested to note that ESRI India (erstwhile NIIT GIS Ltd.) had implemented GIS at KDMC in 2007. Accordingly requiring e need to undertake the up-gradation of the same for use in multiple smart City solutions, develop the decision support system, integrate with command and control center, as well as, with utility management.


The Board observed and took note of the same.

Vote of Thanks.

There being no other business , the meeting ended with a vote of thanks to the Chair at 2.00 p.m

Date:

Place:



Chairman

Seen

Approved

