

**SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LTD.
(CIN No. U74999MH2016SGC285413)**

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE SECOND BOARD MEETING OF THE SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED HELD ON TUESDAY, 27TH DECEMBER, 2016 AT 4.00 PM AT THE REGISTERED OFFICE OF THE COMPANY

ITEM NO: 04: To take note on the Appointment of the First Auditors for the company.

Resolution No: 2(3)/16-17

"RESOLVED THAT, pursuant to the provisions of Section 139(7) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, regulations, notifications, and circulars, as may be issued in this regard, and the applicable provisions of the Memorandum and Articles of Association of the Company, and the earlier resolutions passed by the Board of Directors in this regard, if any, the Board be and hereby take note of the appointment of M/s. J S S & ASSOCIATES (Firm Regn No: WR3333) by the Comptroller & Auditor General, India, vide their Letter No./CA. V/ COY/MAHARASHTRA,SMDDC(1)/1683 dated 15th November,2016 as the Statutory Auditors of the Company for the Financial Year ending on 31st March, 2017 and that the Chief Executive Officer be and is hereby authorized to fix their remuneration at Rs. 50,000 per annum."

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

FOR SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED


RAVENDIRAN ELUMALAI
Nomine Director
Din: 07550542

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ITEM NO. 5: To take note of the Government approval received for appointment of CEO

Resolution No: 2(4)/16-17

“RESOLVED THAT, in furtherance to the Board Resolution No.10(1)/16-17 passed by the Board of Directors in their 1st Board Meeting and the approval accorded by the Government of Maharashtra, vide their Resolution No. Smart City 2016/ Pr. Kr. 442/ Navi 23 dated 18th November, 2016, the Board of Directors, be and hereby take note of the appointment of Shri E. Ravendiran, as the CEO of the Company.”

“FURTHER RESOLVED THAT, any one of the Directors be and is hereby authorized to undertake all the necessary steps for giving effect to this resolution and to take all the steps in this regard. “

FOR SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED



RAJESH GOVARDHAN MORE

Nomine Director

Din: 07628238

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ITEM NO. 6: To Consider the Legal Expenditure incurred by D.A. Kamat & Co. Company Law Consultant.

Resolution No: 2(5)/16-17

RESOLVED THAT, consent of the Board be and is hereby accorded to approve the following Preliminary Expenses and other Legal expenditures incurred by D. A. Kamat & Co. Company Law Consultant and to reimburse the same to them:

No.	Particulars	Amount (Rs)
Already Incurred		
1.	Expenses incurred for Preparation DSC of two directors	4000
2.	Expenses incurred for Franking of share certificate of two directors	520
3.	Expenses incurred for preparation of DIN of two directors	1000
4.	Expenses incurred for filing fee paid to ROC for uploading Form DIR-12 for appointment of directors	500
5.	Expenses incurred for preparing common seal for the company	590
6.	Expenses incurred for preparing Share certificate	550
7.	Expenses incurred for preparing the Minute Book	550
	TOTAL	7,710

"RESOLVED FURTHER THAT, CFO Mr. Digvijay Chavan be and is hereby authorized to remit the aforesaid expenditures incurred by Mr. D. A. Kamat & Co. Company Law Consultant, as approved by the Board by following due procedure."

FOR SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED


RAVENDIRAN ELUMALAI
Nomine Director
Din: 07550542

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ITEM NO. 7 To Consider the Expenditure to be incurred in the preparation of SKDCL office and ancillary works.

Resolution No: 2(6)/16-17.

"RESOLVED THAT, in pursuance to the provisions of the Companies Act, 2013 read with the applicable provisions of the Memorandum and Articles of Association of the Company and the Government Resolution No..2016/No. 58/Ward No.261/Navi-23 dated 18/06/2016, the approval of the Board of Directors be and is hereby accorded to the Chief Executive Officer to incur expenditure towards the establishment, commencement and functioning of the Company's operations for an aggregate amount not exceeding Rs. 200 Lakhs which will include all renovation, furnishing and designing proper amenities, electronic and hardware fixtures."

"FURTHER RESOLVED THAT, the CEO and CFO shall place a Statement of Utilizations of Funds in respect of the expenses undertaken by the Company, for every Quarter, in the first Board Meeting of every Quarter of the Financial Year, or at such regular intervals, as may be decided by the Board of Directors, from time to time.

"FURTHER RESOLVED THAT, any one of the Directors be and is hereby authorized to undertake all the necessary steps for giving effect to this resolution and to take all the steps in this regard."

FOR SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED


RAVENDIRAN ELUMALAI
Nomine Director
Din: 07550542

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ITEM NO. 08: To finalize the office space for SKDCL office.

Resolution No: 2(7)/16-17.

"RESOLVED THAT, pursuant to the provisions of Section 188(1)(c) of the Companies Act, 2013, and applicable provisions of the Act and the Memorandum and Articles of Association of the Company, in this regard, consent and permission of the Board be and is hereby accorded to finalize the use of office space for SKDCL Administrative office, to develop the required infrastructure, including but not limited to procurement of furniture for the said office and to hire, lease or rent vehicles for the official use of the Company, and to authorize the CEO to reimburse any expenses incurred by the Company in this respect."

"FURTHER RESOLVED THAT, any one of the Directors and the CEO be and is hereby authorized to undertake all the necessary steps for giving effect to this resolution and to take all the steps in this regard."

FOR SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED



RAJESH GOVARDHAN MORE

Nomine Director

Din: 07628238

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ITEM NO. 10 To consider the matter relating to the Letter dated 27.09.2016 of Mr. Ganapat K. Gaikwad with reference to the inclusion of Kalyan (East) in the SKDCL Project

Resolution No: 2(8)/16-17.

"RESOLVED THAT, the Board of Directors be and hereby take note of the Letter dated 27th September, 2016 issued by Shri Ganapat Gaikwad, MLA to Hon'ble Chief Minister, Government of Maharashtra and Shri E. Ravendiran, IAS, Commissioner KDMC and CEO of SKDCL in respect of inclusion of Kalyan (East) in the Smart City Kalyan Dombivli Project."

"RESOLVED FURTHER THAT the CEO, SKDCL be and is hereby authorized to inform the Hon'ble MLA Shri Ganapat Gaikwad regarding the scope of the work and inclusion of the same undertaken as per the Agenda Item No.22 of the First Board Meeting of the Company held on 21st September, 2016."

FOR SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED



RAVENDIRAN ELUMALAI
Nomine Director
Din: 07550542

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ITEM NO.11 To take note of the Appointment of Shri. S. Anbarasan,(US(IFD) as the Representative of the Central Government on the Board by the Ministry of Urban Development, as a Nominee director of the Company vide Official Memorandum No. K-15016/34/2016-SC-1 dated 28th November, 2016

Resolution No: 2(9)/16-17.

"RESOLVED THAT, pursuant to the provisions of Article 12.4(a) read with the applicable provisions of Section 161 of the Companies Act, 2013, as may be applicable read with the provisions of OM No. K-15016/34/2016-SC-1, dated 28th November, 2016, and subject to the compliance of the provisions of the Companies Act, 2013, the consent of the Board of Directors be and is hereby accorded for the appointment of Shri S. Anbarasan,(US, IFD) as a Nominee Director of the Company on the Board of Directors, representing the Ministry of Urban Development, Government of India, with immediate effect."

"RESOLVED FURTHER THAT, any Director and CEO of the Company be and are hereby authorized to take all necessary steps to implement the above said resolution and file all necessary forms with the Registrar of Companies, Maharashtra Mumbai.'

FOR SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED



RAVENDIRAN ELUMALAI
Nomine Director
Din: 07550542

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ITEM NO. 13: To take note of the Registrations undertaken by the Company under various Statutory Authorities

Resolution No: 2(10)/16-17.

"RESOLVED THAT, the consent of the Board of Directors be and is hereby accorded to authorise Shri. E. Ravendiran, CEO and failing him Shri Digvijay S. Chavan, CFO as the primary authorized signatory to make, sign and file necessary application ,returns, filings and other relevant documents with the concerned authorities as may be considered necessary or expedient for the purpose of getting the Company registered with the said Authorities and that the Authorized Person to sign and submit various document electronically and/or physically and to make applications, representations, modifications or alterations on behalf of the Company before the Central GST and/or the concerned State GST authorities from time to time in future as and when required."

RESOLVED FURTHER THAT, any one of the Directors of the Company and the CEO be and are is hereby authorized to undertake all the necessary acts, for the purpose of giving effect to the above resolution, including affixing his Digital Signature on the online application and to register the Company with the GST System Portal and take adequate steps as may be required in this regard and to do the needful to give effect to the above resolution".

FOR SMART KALYAN DOMBIVLI DEVELOPMENT CORPORATION LIMITED



RAVENDIRAN ELUMALAI

Nomine Director

Din: 07550542