

**CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT THE
THIRD BOARD MEETING OF THE COMPANY SMART KALYAN DOMBIVLI
CORPORATION LIMITED HELD ON FRIDAY, 3RD MARCH, 2017 AT 4.00 PM
AT THE REGISTERED OFFICE OF THE CORPORATION**

**Item No. 4: To take note of the Appointment of Shri Ramesh S. Mhatre, Chairman of the
Standing Committee, K.D.M.C. in place of Shri Sandeep Gaikar, as a Director of the
Company.**

Resolution No. 3(13)/16-17

“RESOLVED THAT, pursuant to the provisions of Section 161(3) of the Companies Act 2013, read with Article 12.1 (a) of the Articles of Association and other applicable provisions, if any, and in pursuance to the Government Resolution No. Urban Development Department Government Decision No. Smart C.- 2016/No. 58/Ward No.261/Navi-23, as may be applicable, the consent of the Board of directors be and is hereby accorded for the appointment of Shri Ramesh S. Mhatre (DIN:07740889) Chairman of the Standing Committee of Kalyan Dombivli Municipal Corporation as a Nominee Director of the company w.e.f in place of Shri Sandeep Gaikar w.e.f 04.01.2017”

“RESOLVED FURTHER THAT, any Director and CEO of the Company be and is 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 CORPORATION LIMITED


**RAVENDIRAN ELUMALAI
NOMINEE DIRECTOR
DIN: 07550542**

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**Item No. 5: To take note on the Appointment of Shri Nandu S. Mhatre, as a Director of
the Company.**

Resolution No. 3(14)/16-17

“RESOLVED THAT, pursuant to the provisions of Section 161 of the Companies Act, 2013, read with the applicable provisions of the Memorandum and Articles of Association of the Company, as may be applicable, and in accordance with the resolution passed by the General Body of KDMC in this regard, the consent of the Board of directors be and is hereby accorded for the appointment of Shri Nandu S. Mhatre, Corporator as a Nominee Director of the Company with effect from 19.12.2016.”

“RESOLVED FURTHER THAT, any Director and CEO of the Company be and is 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 CORPORATION LIMITED


**RAVENDIRAN ELUMALAI
NOMINEE DIRECTOR
DIN: 07550542**

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**Item No. 6: To take note of the Appointment of Shri Varun S. Patil as a Nominee
Director of the Company.**

Resolution No. 3(15)/16-17

“RESOLVED THAT, pursuant to the provisions of Section 161 of the Companies Act, 2013, read with the applicable provisions of the Memorandum and Articles of Association of the Company, as may be applicable, and in accordance with the resolution passed by the General Body of KDMC in this regard, the consent of the Board of directors be and is hereby accorded for the appointment of Shri Varun S. Patil, Corporator as a Nominee Director of the Company with effect from 19.12.2016.”

“RESOLVED FURTHER THAT, any Director and CEO of the Company be and is 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 CORPORATION LIMITED



**RAVENDIRAN ELUMALAI
NOMINEE DIRECTOR
DIN: 07550542**

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Item No. 7: To Consider the Legal Expenditure Incurred by D.A.Kamat & Co. Company Law Consultant.

Resolution No. 3(16)/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:

Sr. No.	Particulars	Amount (Rs)
Already Incurred		
1.	Expenses incurred for Preparation DSC of three directors.	6000
2.	Expenses incurred for preparation of DIN of three directors.	1500
3.	Expenses incurred for filing fee paid to ROC for uploading Form DIR-12 for appointment of KMP.	2800
4.	Expenses incurred for filing fee paid to ROC for uploading Form ADT-1 for Appointment of Auditor.	2000
5.	Expenses incurred for filing fee paid to ROC for uploading Form MGT-14 for Appointment of KMP	2800
	SUB TOTAL	15,100

"RESOLVED FURTHER THAT, the CFO Mr. Digvijay Chavan, or any one of the Directors, 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."

FOR SMART KALYAN DOMBIVLI CORPORATION LIMITED


RAVENDIRAN ELUMALAI
NOMINEE DIRECTOR
DIN: 07550542

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Item No. 17: To Consider and Note the Administrative and Office Expenditure Incurred.

Resolution No. 3(17)/16-17

RESOLVED THAT, consent of the Board be and is hereby accorded to approve the following Administrative and Office Expenditure Incurred by D. A. Kamat & Co. Company Law Consultant and to reimburse the same to them:

Sr.No.	Particulars	Amount (Rs)
Already Incurred		
1.	Expenses incurred for Preparation 2 nd Board Meeting Files	3,300
2.	Expenses incurred for Printing and Preparation of Original Booklet for last two Board Meeting.	250
3.	Expenses incurred for Preparation 3 rd Board Meeting Files	4,000
	SUB TOTAL	7,550

"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."

FOR SMART KALYAN DOMBIVLI CORPORATION LIMITED


RAVENDIRAN ELUMALAI
NOMINEE DIRECTOR
DIN: 07550542