

First Board Meeting of Smart Kalyan Dombivli Development Corporation Limited (SKDCL)



Date: 21st September 2016

Time: 4.00 PM

Venue: Commissioner's conference room, Kalyan Dombivli Municipal Corporation, Admin Building, Shivaji chowk, Kalyan (West)- 421301

Note on Agenda of first board meeting of Smart Kalyan Dombivli Development Corporation Limited

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Agenda item No.1 To take note of the appointment of Chairman of the Company vide Government Decision dated 18.06.2016

Chairman of SKDCL shall be appointed as per GoM GR **Smart C.– 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016.**, which states that, Mr. U.P.S Madan being the Metropolitan Commissioner of MMRDA has been designated for the Post of Chairman. The relevant GR is annexed to this note as Annexure I.

Accordingly, the Board may consider the matter and pass the following resolution in this regard:

“RESOLVED THAT, pursuant to the provisions of Section 161 Companies Act 2013, as may be applicable, read with provisions GoM GR **Smart C.– 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016**, Shri.U.P.S.Madan, Metropolitan Commissioner of MMRDA, be and is hereby appointed as a Nominee Director of the Company.

RESOLVED FURTHER THAT pursuant to Article 12.9 of the Articles of Association of the Company Shri.U.P.S.Madan, Metropolitan Commissioner of MMRDA, be and is hereby appointed as the Chairperson of the Company.

FURTHER RESOLVED THAT, any Director of the Company be and is hereby authorized to do all such acts and deeds, as may be required for the purpose of giving effect to the resolution."

Agenda Item No.2 To grant leave of absence to any Absent Directors

The Board may grant a leave of absence to the following Directors from attending the Board Meeting:

- 1.
- 2.
- 3.

Agenda Item No.3 To take note of the Certificate of Incorporation

The Certificate of Incorporation issued by the Registrar of Companies, Mumbai on 01/09/2016 bearing CIN No. U74999MH2016SGC285413 issued to the Company, is attached to this Agenda for information of the Board as **Annexure II** to the Agenda

The Board is requested to take note of the same.

Agenda Item No. 4 To take note of the Memorandum and Articles of Association of the Company

The Memorandum of Association and Articles of Association, being the charter documents of the Company, as approved by the Registrar of Companies, Maharashtra, Mumbai is attached to this Agenda as **Annexure III** to the Agenda.

The Board is requested to take note of the same.

Agenda Item No.5 To take note of the registered office of the Company

The company has incorporated the Company with the following address as the Registered Office of the Company:

Registered Address: Kalyan Dombivli Municipal Corporation, Admin Bldg, Shivaji Chowk, Kalyan West, Thane 421301.

The statement to this effect as required under Section 12(2) of the Companies Act, 2013 has been filed with the ROC, Maharashtra, Mumbai in E-Form INC 22 at the time of incorporation.

The same address is also stated on the Certificate of Incorporation of the Company.

The Board is requested to take note of the same.

Agenda Item No. 6 To take note of the First Directors of the Company as per the Articles of Association and to note their General Disclosure of Interest U/s 184(1) of the Companies Act, 2013

As per Article No. 12.2 of the Articles of Association, the following are the First Directors of the Company:

- 1) Ravendiran Elumalai
- 2) Rajendra Jayant Deolekar
- 3) Sandeep Eknath Gaikar

As per the provisions of Section 184(1) of the Companies Act, 2013, every Director is required to intimate a Notice of General Disclosure of Interest in Form MBP-1 to the Board of Directors in the first Board Meeting of the Company which he is appointed. Further, as per the provisions of Section 179 of the Act, the Board Resolution noting the disclosures is required to be filed with the Ministry of Corporate Affairs within 30 days of the passing of the resolution.

Accordingly, the Form MBP-1, as received from the Directors may be noted by the Board and the following resolution may be passed in this regard:

“RESOLVED THAT, pursuant to the provisions of Article No. 12.2 of the Articles of Association and any other provisions of the Companies Act, 2013, the following be and are hereby noted as the First Directors of the Company:

- 1) Ravendiran Elumalai
- 2) Rajendra Jayant Deolekar
- 3) Sandeep Eknath Gaikar

“FURTHER RESOLVED THAT, pursuant to the provisions of Section 184 of the Companies Act, 2013 read with the provisions of Section 179 of the Companies Act, 2013, the General Disclosure of Interest received from the First Directors of the Company be and is hereby noted and any one of the Directors be and is hereby authorized to file the necessary E-Forms with the MCA.”

Agenda Item No. 7 To fix the financial year of the Company

Section 2 (41) of the Companies Act, 2013 defines Financial Year as a period of twelve months ending on the 31st March of every year. Where any Company is incorporated after 1st January of any year, the First Financial year may be for the period ending on the 31st March of the following year

As the date of incorporation of the company is 1st September 2016, the first financial year of the company may be fixed from 1st September 2016 to 31st March, 2017, for a period of about 7 months, thereby complying with the necessary requirements of the Companies Act, 2013. The subsequent financial years shall, in compliance with the provisions of Section 2(41) be from 1st April, 2017 to 31st March 2018 and so forth.

The Board may accordingly pass the following resolution in this regard:

“RESOLVED THAT, pursuant to the provisions of Section 2(41) of the Companies Act, 2013 and other applicable provisions if any, read with the Memorandum and Articles of Association of the Company, the first Financial Year of the Company will be from 1st September 2016 to 31st March, 2017.”

“FURTHER RESOLVED THAT, the Financial Year of the Company shall be in accordance with the provisions of Section 2(41) of the Companies Act, 2013 commencing on 1st April of every year and ending on the 31st March of the ensuing year.”

Agenda Item No. 8 To Consider and approve the Format of Share Certificate issue share Certificates to the Subscribers of Memorandum of Association of the Company

As per the provisions of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2013, every Company is required to allot the Shares to the Subscribers to the Memorandum within 60 days of the date of incorporation.

The format of the Share Certificate to be issued is as stated in Form SH-1 in the Companies (Share Capital and Debentures) Rules, 2013.

Further, as per the provisions of the Act, no Share Certificates may be issued to the allottees, without a resolution passed at the Meeting of the Board. The Company may issue share certificates to the first subscribers, on receipt of the share subscription amount received thereon. The Board may consider and if thought fit, pass the following resolution in this regard:

“**RESOLVED THAT**, subject to the provisions of the Companies Act, 2013 read with the Rules, Regulations, Notifications and Circulars, as applicable to the company, and subject to the receipt of the share application amount by the Company, the Board be and hereby authorize Mr. **Rajendra Jayant Deolekar** and Mr. **Ravendiran Elumalai** Directors of the Company and Mr. **Ravendiran Elumalai** to issue the Share Certificates in the format and under the Common Seal of the Company to the Subscribers to the Memorandum of Association as follows:

<u>Subscribers</u>	<u>Number of Shares held</u>
Ravendiran Elumalai (As Nominee of Kalyan Dombivli Municipal Corporation Limited)	24,995 equity shares
Rajesh Govardhan More (As Nominee of Kalyan Dombivli Municipal Corporation Limited)	1 equity share
Sandeep Gaikar (As Nominee of Kalyan Dombivli Municipal Corporation Limited)	1 equity share
Rajendra Jayant Deolekar (As Nominee of Kalyan Dombivli Municipal Corporation Limited)	1 equity share
Prakash Gopinath Bhoir (As Nominee of Kalyan Dombivli Municipal Corporation Limited)	1 equity share
Vikram Ramesh Tare (As Nominee of Kalyan Dombivli Municipal Corporation Limited)	1 equity share
Prabhakar Krishnaji Deshmukh (As Nominee of State Government of Maharashtra)	25,000 equity shares
Total	50,000 equity shares

“**FURTHER RESOLVED THAT**, any one of the Directors of the Company, be and is hereby authorized to undertake the necessary steps for giving effect to the above resolution.”

Agenda Item No. 9 To consider and approve the preliminary expenses

The Expenses incurred in the process of formation of the Company shall i.e. the preliminary expenses incurred by the promoters is placed before the Board for it's approval.

A statement of the said Preliminary expenses is annexed as Annexure IV of this note

The Board may consider the same, and if thought fit, pass the following resolution in this regard:

“RESOLVED THAT the liability for an amount of Rs 28,87,018 (Rupees Twenty eight lakhs eighty seven thousand eighteen) only incurred towards pre-incorporation and pre-operative expenses, comprising of the following be and is hereby approved as the pre-incorporation expenses of the Company”

Agenda Item No. 10 To consider and Adopt of Common Seal of the Company

The Common Seal of the Company is considered to be the Signature of the Company. The Board is requested to approve the format and style of the Common Seal and authorize the Chairman or any one Director for the safe custody of the same.

The Board may consider the matter and pass the following resolution in this regard:

“RESOLVED THAT the Common Seal of the Company, in the nature and style of Smart Kalyan Dombivli Development Corporation Limited and as presented before this Board in this meeting, be and is hereby approved and any one of the Directors be and is hereby authorized to maintain the Common Seal in his safe custody as per the requirements of the Companies Act, 2013.”

Agenda Item No. 11 To intimate the Comptroller & Auditor General (C&AG) of India for appointment of First Auditors of the Company

In terms of Section 139(7) of the Companies Act, 2013, in the case of a Government company or any other company owned or controlled, directly or indirectly, by the Central Government, or by any State Government, or Governments, or partly by the Central Government and partly by one or more State Governments, the first auditor shall be appointed by the Comptroller and Auditor-General of India within sixty days from the date of registration of the company and in case the Comptroller and Auditor-General of India (CAG) does not appoint such auditor within the said period, the Board of Directors of the company shall appoint such auditor within the next thirty days; and in the case of failure of the Board to appoint such auditor within the next thirty days, it shall inform the members of the company who shall appoint such auditor within the sixty days at an extraordinary general meeting, who shall hold office till the conclusion of the first annual general meeting.

Further, Ministry of Corporate Affairs vide a Circular dated 31st July 2014 has clarified that “any other company owned or controlled, directly or indirectly, by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments” is to be read with the definition of “Control” as mentioned in Section 2(27) of the Act; which states that “control” shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

By virtue of being a State Government Company, the Statutory Auditors of the Company are required to be appointed by the Comptroller & Auditor General (C&AG) of India. The Company is required to make an application to the C&AG Office in Mumbai for the same.

The Company shall fix the proposed remuneration payable to the First Auditors of the Company in the said Application

The Board may consider the matter and pass the following resolution in this regard:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 an Application be and is hereby be made to the Comptroller and Auditor General of India for the purpose of appointment of the first Auditors for the Company, in the nature of the Draft Application placed before the Board and initialled by the Chairman for the purpose of identification.”

“RESOLVED FURTHER THAT, the Board of Director be and hereby approve the remuneration of the Statutory Auditors for an amount not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) excluding applicable taxes and out of pocket expenses, which shall be payable at actual.

RESOLVED FURTHER THAT any one Director be and is hereby authorized to communicate with the Comptroller and Auditor-General of India and to take all necessary steps to appoint the Statutory Auditors of the Company.

RESOLVED FURTHER THAT any one Director be and are hereby authorised to undertake all the necessary steps, including execution of any documents and deeds or for giving effect to the above resolution.”

Agenda Item No. 12 To consider and appoint Consultant Practising Company Secretary on a monthly retainership basis

For the purpose of various compliances to be undertaken as per the provisions of the Companies Act, 2013 the Board shall consider the Appointment of Practising Company Secretary Firm on monthly retainership basis. The Board considered the proposal to appoint M/s. D.A.Kamat & Co., Company Secretaries for the said purpose.

The Board may consider the same, and if thought fit, pass the following resolution in this regard:

"RESOLVED THAT the consent of the Board be and is hereby accorded to appoint M/s D.A.Kamat & Co., Company Secretaries for an amount not exceeding Rs. 35,000/- (Rupees Thirty-five Thousand only) on monthly retainership basis excluding applicable taxes and out of pocket expenses, which shall be payable at actual.

FURTHER RESOLVED THAT any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution.

Agenda Item No. 13 To consider the Procedure for recording the minutes of the meeting of the Board of Directors and General Body meetings

As per the provisions of Section 118 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Management & Administration) Rules, 2014, every Company is required to maintain a separate book for recording the Minutes of the Meetings of the Board of Directors and the General Meetings of the Shareholders.

The Minutes of the Meetings are required to comply with the requirements stated in Section 118 and shall be signed and kept in the prescribed manner within 30 days of the conclusion of the Meeting in a separate Minute Book for each type of meeting. Accordingly, the minutes be kept in a bound loose-leaf minutes book duly typed, serially numbers and initialed by the Chairman of the meeting and every such bound loose-leaf minutes book be bound after a certain period of time as may be decided by the Chairman. The minute books may be kept in custody of the Director of the Company.

The Board may consider and if thought fit, pass the following resolution in this regard:

"RESOLVED THAT the minutes of the meeting of Board of the Company, General Meetings of the Company and the Committees of the formed by the Company from time to time be and hereby recorded and maintained as prescribed under the provisions of the Companies Act, 2013 read with rules made thereunder subject to amendments and modifications notified thereafter."

Agenda Item No. 14 To discuss and approve the proposal of appointment of CEO of Company

Process of appointment of CEO as per clause no. XII of GoM GR No. Smart C.– 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016, which states that, the CEO of the SPV shall be a Government officer and preference shall be given to the Indian Administrative Service officer or else CEO shall be appointed by advertising as per the eligibility criteria fixed by the Government with prior approval of the Government.

Mr. E. Ravendiran the Current Commissioner of KDMC and I.A.S. shall be considered for the post of C.E.O. of the Company till the appointment/recruitment of new CEO with prior approval of the Government takes place.

The Board may consider and if thought fit, pass the following resolution in this regard:

“RESOLVED **THAT** pursuant to the Article No.12.10 (A) of the Articles of Association of the Company and as per clause no. XII of GoM GR No. Smart C.– 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016, Mr. E.Ravendiran the Current Commissioner of KDMC and I.A.S. shall be appointed as the C.E.O. of the Company till the appointment/recruitment of new CEO subject to the approval of Government as stated in the Articles of Association of the Company.

FURTHER RESOLVED THAT any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution.”

Agenda Item No. 15 To consider and approve the appointment of CFO of the Company

Pursuant to the provisions of Article 12.10 (B) of the Articles of Association of the Company the Board shall appoint a CFO of the Company.

Mr. Digvijay S Chavan, Chief Accounts & Finance Officer, KDMC shall be considered for the said post till a new candidate is appointed.

The Board may consider and if thought fit, pass the following resolution in this regard:

“ RESOLVED THAT pursuant to the provisions Section 203 of the Companies Act, 2013 read with rules made thereunder and as per Article No.12.10 (B) of the Articles of Association of the Company, Mr. Digvijay S Chavan, Chief Accounts & Finance Officer, KDMC shall be appointed as the C.F.O. of the Company subject to the terms and conditions as may be decided by the Board.

FURTHER RESOLVED THAT any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution.”

Agenda Item No. 16 To open a Bank Account with ICICI Bank, Murbad Road Branch and to decide the Authorized Signatories for the said Account

The Company is required to open a New Bank Account for undertaking the financial transactions of the Company. The Board may consider opening of a Bank Account at ICICI Bank Ltd, Murbad Road Branch, Wasan Automobiles (Guru Gobind House) Opp. Purnima Theatre, Murbad Road, Kalyan (W)- 421301

The Board may consider and if thought fit, pass the following resolution in this regard:

“RESOLVED THAT a Bank Account in the name of the Company, be opened with Smart Kalyan Dombivli Development Corporation limited and that any one of the Directors, by virtue of their holding the position of the Directors in the Company, be and are hereby authorized to sign, and execute the necessary forms and documents in this respect and comply with all the necessary formalities, in this regard.”

“FURTHER RESOLVED THAT, any one of the following two signatories, on account of being the Directors of the Company, are hereby authorized to operate and sign, execute and issue cheques, bill of exchange, demand draft and other Documents related to the Company, as and when required, for the functioning of the Company:

1. Ravendiran Elumalai
2. Digvijay S Chavan

“FURTHER RESOLVED THAT, any one of the above Directors be and are hereby authorized to intimate to the Bank and undertake all the necessary steps for the purpose of giving effect to the above said resolution.”

Agenda Item No. 17 To discuss, approve and finalize the appointment of consultant for designing Logo of Company

The Company shall issue/float an Expression of Interest to invite tender for appointment of a Consultant to Design the Logo of the Company.

For the said purpose the Board shall authorize any of the Directors of the Company for filing an application with the Comptroller General of Patent Design and Trade mark for obtaining Trade Mark registration and to carry out all acts and deeds in furtherance of the same.

Agenda Item No. 18 To request GB of Kalyan Dombivli Municipal Corporation and Government of Maharashtra to make their initial contribution towards Paid up share capital of the company

As per Government of Maharashtra GR having clause no. II) of GR No. Smart C.– 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016, which states that Rs. 500000/- a initial paid up capital shall be made available in equal proportion by the Government of Maharashtra and Municipal Corporation.

Agenda Item No. 19 To appoint Principal Consultant for Smart Cities Mission

In furtherance the Company shall appoint Principal Consultant for Smart Cities Mission by floating RFP tender package.

Board may consider and if thought fit, pass the following resolution in this regard:

"RESOLVED THAT that Board be and hereby approves the for appointment of Principal Consultant for Smart Cities Mission by floating RFP tender package."

FURTHER RESOLVED THAT any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution."

Agenda Item No. 20 To approve invitation of tenders for preparation of DPR for SMART CITY MISSION PROJECTS

1. Kalyan station precinct improvement
2. Network of complete street
3. Junction design
4. Development of 2 kms long waterfront
5. Biofilter green house for waste water
6. Solar panels and LED lights
7. Security infrastructures
8. Flood protection walls
9. Processing and treatment at Umbarde (Waste to Energy)
10. Augmenting of sewerage network
11. Augmentation of pumping station capacity
12. Installation of grid connection solar PV panel
13. Laying of underground cables
14. Installation of smart meters at HH level
15. Lake interlinking and realigning of storm water drains
16. Development of lake precinct
17. Preparation of town planning scheme for the area
18. Development of physical and social trunk infrastructure
19. IT enable Project:
 - a. City service management center-My City App
 - b. City service management center- Smart water management
 - c. City service management center- Sewerage management
 - d. City service management center- Automated solid waste management
 - e. Transit management – Vehicle tracking GPS for buses
 - f. Parking management- Wifi enabled parking meters
 - g. Safety and surveillance system

The Company wishes to invite tenders for preparation of DPR for above projects by floating of tenders. The Components of the include S.W.O.T Analysis of the concerned area, Area Based Development, Finance Implementation of the Projects etc.

Board may consider and if thought fit, pass the following resolution in this regard:

"RESOLVED THAT that Board be and hereby approves the invitation of tenders for preparation of DPR for **SMART CITY MISSION PROJECTS**.

1. Kalyan station precinct improvement
2. Network of complete street
3. Junction design

4. Development of 2 kms long waterfront
5. Biofilter green house for waste water
6. Solar panels and LED lights
7. Security infrastructures
8. Flood protection walls
9. Processing and treatment at Umbarde (Waste to Energy)
10. Augmenting of sewerage network
11. Augmentation of pumping station capacity
12. Installation of grid connection solar PV panel
13. Laying of underground cables
14. Installation of smart meters at HH level
15. Lake interlinking and realigning of storm water drains
16. Development of lake precinct
17. Preparation of town planning scheme for the area
18. Development of physical and social trunk infrastructure
19. IT enabled Projects:
 - a. City service management center-My City App
 - b. City service management center- Smart water management
 - c. City service management center- Sewerage management
 - d. City service management center- Automated solid waste management
 - e. Intelligent traffic management system
 - f. Transit management – Vehicle tracking GPS for buses
 - g. Parking management- Wifi enabled parking meters
 - h. Safety and surveillance system

FURTHER RESOLVED THAT any one of the Directors be and are hereby authorized to take all necessary steps to implement the above said resolution.”

Agenda Item No. 21 To take note of the PAN card application made by the Company

The Company has made PAN card application with the Income Tax Department on 13/09/2016.

The Board took note of the same.

Agenda Item No. 22 Any other business with the permission of the Chair