



Rajasthan State Road Development & Construction Corporation Ltd.
(Formerly RSBCC Ltd.)

(A GOVERNMENT OF RAJASTHAN UNDERTAKING)

CIN No. U45203RJ1979SGC001853

Regd. Office : Setu Bhawan, Opposite Jhalana Doongari, Jaipur-Agra Bypass, Jaipur-302004
Phones : EPN - 2711386, 90, 2711178, 2709364, 2709160, Fax - 0141-2711178, web-www.rsrdc.com, Email-
govsrdc@pubnet.com

File No. D-2(182)/18254-97

Date: 01.10.2015

To

1. **Shri D B Gupta** (Chairman, RSRDC)
Principal Secretary to Govt., PWD, Rajasthan, Jaipur.
2. **Shri Akhil Arora** (Director, RSRDC)
Secretary to Govt., Planning Deptt., Rajasthan, Jaipur.
3. **Smt Gayatri Rathore** (Director, RSRDC)
Secretary to Govt., Transport Deptt., Rajasthan Jaipur
4. **Shri S.C. Dinkar** (Director, RSRDC)
Spl. Secretary to Govt., Finance(Exp.) Deptt., Jaipur
5. **Shri G N Sharma**, (Director, RSRDC)
Secretary to Govt., PWD, , Jaipur.
6. **Shri G.L. Rao**, (Director, RSRDC)
CE & AS, PWD, Rajasthan, Jaipur
7. **Shri R.S. Gunawat** (Nominee Director, RSRDC)
Regional Chief, HUDCO, Jaipur.
8. **Shri Shiv Lahari Sharma**, (Director, RSRDC)
Chief Engineer (Bldg.), PWD, Jaipur
9. **Smt. Anju Sharma**,
Managing Director, RSRDC Ltd., Jaipur

Sub:- Minutes of 77th Board Meeting of RSRDC

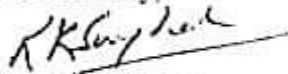
Sir,

Please find enclosed herewith copy of **Draft Minutes** of the 77th Meeting of the Board of Directors of RSRDC held on Tuesday, the 22nd day of September, 2015 at the Registered Office of the Corporation (Conference Hall at RSRDC, Setu Bhawan, Jhalana Doongri, Jaipur).

The clause 7.4 para 4 of the Secretarial Standard-1 (SS-1) on "Meetings of the Board of Directors" provides that " The Directors, whether present at the

Meeting or not, shall communicate their comments, if any, in writing on the draft Minutes within seven days from the date of circulation thereof, so that the Minutes are finalized and entered in the Minutes Book within the specified time limit of thirty days. You are therefore, requested to please communicate your comments, if any, in writing on the draft Minutes within seven days from the date of circulation.

Thanking you,
Yours faithfully,



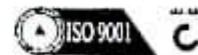
(R. K. SINGHAL)
Company Secretary

Copy to following for information and needful action please:-

1. The CFO/General Manager/CPM, RSRDC, Jaipur.
2. Sr. Audit Officer/CAW-I, Accountant General (Commercial & Receipt Audit), Rajasthan in compliance to your office order No. CAW-I/D-2137 dated 13.02.07.
3. PD (Elect.)-II, to place the minutes on web-site of the Corporation.



Company Secretary



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Minutes of the 77th meeting of the Board of Directors of Rajasthan State Road Development and Construction Corporation Limited held on Tuesday, the 22nd day of September, 2015 at the Registered Office of the Corporation (Conference Hall at RSRDC, Setu Bhawan, Jhalana Doongri, Jaipur) at 11.30 AM.

The following were present:

1. Shri D.B. Gupta	Chairman
2. Shri Akhil Arora	Director
3. Shri G.N. Sharma	Director
4. Shri R. S. Gunawat	Director
5. Shri Shiv Lahari Sharma	Director
6. Smt. Anju Sharma	Managing Director

Spl. Invitee for item no. 77.16

Shri Vinay Kant Pareek, Cost Auditors, Propretor, M/s. Vinay Kant Pareek & Company, Jaipur.

In attendance: -

Smt Pankaj Patni, CFO, Shri G. K. Mukhija, G. M., Shri Shailendra Mathur, CPM, Shri Anil Gupta, Manager (Bldg.), Shri Ashok Gupta, Manager (Adm.-I), Shri C.B.Gupta, Manager (Vigilance), Shri Hemant Sharma, Asstt. Manager (BOT) and Shri S. K. Tekwani, O.S.D. (Acctts.).

Company Secretary

Shri R. K. Singhal,.

The meeting commenced at 11.30 AM.

Leave of Absence.

1. The Board welcomed Shri Shiv Lahari Sharma, as Director on the Board of Directors of the Corporation.

Item No. 77.00

Information of shorter notice and agenda to transact urgent business

The provisions of Secretarial Standard-1 (SS-1) on "Meetings of the Board of Directors", issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government with regard to period of notice and agenda were explained to board.

As the meeting was called to transact the urgent business the notice, agenda and notes on agenda were given at a shorter notice and all the members of board of directors ratified the holding of the meeting at a shorter notice and transacting of agenda and additional agenda items.

Item No. 77.01

Confirmation of Minutes of the last (76th) Board Meeting.

The Minutes of 76th Meeting of the Board of Directors held on 20.08.2015 were circulated to all the directors vide no. D-2(181) 15544-56 dated 01.09.2015.

Since no comments received from any of the directors the Board considered and confirmed the corrected minutes (two typing mistakes) and the same were signed by Chairman.

Item No. 77.02

Confirmation of Minutes of the 23rd Audit Committee Meeting.

The minutes of the 23rd meeting of audit Committee of Directors, Constituted u/s 177 of the Companies Act 2013, held on Thursday the 20th day of August, 2015 at 2.30 PM in the Chamber of Spl. Secretary to Govt., Finance (Exp.) Deptt., Room No. 4155, Secretariat, Jaipur, were issued to Members of the Committee vide File No. D-17(36)/17611-18 Dated: 21.09.2015 were placed before the board.

The board noted the minutes of the same.

Item No. 77.03

Compliance of the 76th Board Meeting held on 20.08.2015

The Board noted the compliance placed with the directions that uniformity of compliance be ensured and that necessary orders for decision no. 76.24 be issued.

Item No. 77.04

Appointment of Directors.

It was informed to board that the Government of Rajasthan vide its order No. F-8(44)/ PW/ 2000/ Pt.1/74 dated 09.09.2015 has

appointed Shri Shiv Lahari Sharma, Chief Engineer (Bldg.) PWD as Director on the Board of Director of RSRDC Limited Jaipur.

The Board is requested to note the same and authorize Managing Director and Company Secretary severally to take all necessary steps under Companies Act 1956 for giving effect to the Govt. Order and pass the following Resolution.

RESOLVED THAT the board noted the directions of Govt. of Rajasthan and that the date of appointment of above Director shall be effective from the date of obtaining DIN No. and authorized Managing Director and Company Secretary severally to take all necessary steps under Companies Act 1956 for giving effect to the Govt. Order.

Item No. 76.05

Transfer of Shares.

It was informed to board that the Government of Rajasthan vide its order No. F-8(44)/ PW/ 2000/ Pt.I/74 dated 09.09.2015 has ordered that share of RSRDC Limited held by Shri R.K. Gupta is transferred in the name of Shri Shiv Lahari Sharma Jaipur. The board passed following resolution.

RESOLVED THAT approval be and is hereby accorded for the transfer of shares as under :-

S. No.	Name of Transferor	Name of transferee	No. of share
1	Shri R. K. Gupta	Shri Shiv Lahari Sharma	1

RESOLVED FURTHER THAT Company Secretary be and is hereby authorized to give effect to above mentioned transfers in the books of the Corporation.

Item No. 77.06

Declaration of Interest by Directors.

“RESOLVED THAT pursuant to the provisions of Section 184 (1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of Board And its Powers) Rules,2014 the notices of disclosure of interest or concern in Form MBPI received from Shri Shiv Lahari Sharma director on the Board of Directors of the Company as placed before the meeting be and is hereby noted and taken on record by the Board.”

2

Item No. 77.07

Ex-post facto approval of Suo-Moto offer of Shri Mukesh Yadav for collection of toll tax on Kishangarh Bass-Khairthal-Bansur-Kotputli road –MDR 25 (Km 0/0 to Km 62/0) due to termination of present contract.

Managing Director explained the agenda and informed that presently the toll collection on the above road was being done departmentally and tenders for the work are due on 06.10.2015. For this work Suo-Moto offer of Shri. Mukesh Yadav was received @ Rs. 1,51,800/- per day till the new contract is awarded and is approved by the Chairman, RSRDC Ltd. for which Ex-post facto approval is required, hence Board after discussion resolved as follows:-

RESOLVED THAT Ex-post facto approval of the above suo-moto offer be and is hereby granted for toll collection on the above road in favour of Shri Mukesh Yadav, Bansur @ Rs. 1,51,800/- per day only from 12.09.2015 till the new contract is awarded (on recommendation of Managing Director).

Item No. 77.08

Ex-post facto approval for creation of one post of Beldar in RSRDC.

RESOLVED THAT ex-post facto approval be and is hereby granted for creation of one post of Beldar in RSRDC as per the approval of Finance Department dated 16.07.2015 with the condition that compliance of other para of F.D.'s approval shall be strictly made.

Item No. 77.09

Approval of CSR Policy duly recommend by CSR Committee

The provisions of Section 135 of The Companies Act 2013 were explained to board and that the Board of Directors in its meeting held on 13.11.2014 Constituted CSR Committee by name of directions.

The matter placed before the board was discussed and following was decided:-

- (A) The board noted the absence of Independent Director in the Committee with the information that agenda for revised Committee shall be placed after of appointment of Independent Directors (which is under process at the level of Administrative Deptt) as per Section 135(1) of the Companies Act 2013.

2

(B) Further a draft policy prepared, placed and recommended for approval by board in 1st Meeting of Corporate Social Responsibility Committee (CSR Committee - Constituted u/s 135 of the Companies Act 2013) meeting held on the Friday the 11thth day of September, 2015 in the Chamber of Principal Secretary to Govt., Public Works Department, Govt. of Rajasthan, Jaipur, at 10.30 AM and was enclosed with agenda was considered and approved as per the requirement of Section 135(4)(a) of the Companies Act 2013.

(C) The Corporate Social Responsibility Policy for the company shall also be place it on the company's website in such manner as prescribed under Section 135(4)(a) of the Companies Act 2013.

(D) The CSR Committee constituted by agenda item no. 71.09.02 dated 13.11.2014 stands modified retrospectively by deletion of name of respective members i.e. the committee shall automatically stand changed if officers on the post stated in the committee are changed by Govt. of Rajasthan.

Item No. 77.10

Medical Facility after retirement for Corporation Employees.

Medical Facility after retirement for Corporation Employees was discussed in detail and the board was of the opinion that before following the other corporations policy on the issue, pros-and-cons of the same should be considered. After discussions it was decided that General Manager, RSRDC shall take details of likely expenses (on the basis of other corporations experience) vis-à-vis expenses for obtaining medical insurance be prepared and placed in the Board Meeting.

Item No. 77.11

Modification in S.No. B-7 of Schedule of Powers of RSRDC

RESOLVED THAT the word "E.C." in column "Delegated to" in Clause B-7 of Schedule of Power of RSRDC be and is hereby replace by the word "Committee in the Chairmanship of Secretary to Government, PWD having Chief Engineer (Bldg.) PWD, Managing Director, RSRDC and CFO, RSRDC as members

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Item No. 77.12

Revised deviation for the work of construction of Block 'B' at New Sugar Mill, Kamanipura, District-Shriganganagar.

Managing Director explained the agenda and informed that extra/excess work is due to revision of drawings, which were supplied by consultant of GSM. Further due compliance of RTPP Act has been done and recommended the same for approval. Hence, Board after discussion resolved as follows:-

RESOLVED THAT approval be and is hereby granted for extra/excess and deviation for the work of construction of Block 'B' at New Sugar Mill, Kaminipura, Distt.-Shriganganagar work awarded to M/s Ali Modh. Mazid, Bikaner on recommendation of the Managing Director as under:-

- | | | |
|-----------------------|----|--------------------------|
| 1. Extra Item | :- | Rs. 47068134.33 (26.93%) |
| 2. Excess Item | :- | Rs. 32342480.30 (18.51%) |
| 3. Over all deviation | :- | Rs. 66813587.78 (38.20%) |

Item No. 77.13

Approval of tender for various balance road safety work (Road Signages) on Kota-Dharnawada BOT Road from Km 16/500 to 111/0 being single tender.

Managing Director explained the agenda and informed that it is in due compliance of RTPP Act, hence board after discussions resolved as follows:-

RESOLVED THAT approval be and is hereby granted for above tender in favour of M/s. Equra International, Udaipur @ 23.30% below schedule 'G', base on PWD BSR, NH Circle Kota/PWD Circle Kota-2012, amounting to Rs. 1,08,21,127.00 only being single tender.

Item No. 77.14

Architectural Consultancy work for the construction of New Library Building in University of Rajasthan campus, Jaipur.

Managing Director explained the agenda and informed that it is in due compliance of RTPP Act, hence board after discussions resolved as follows:-

RESOLVED THAT approval be and is hereby granted for hiring Architectural Consultancy for construction of New Library Building in University of Rajasthan Campus, Jaipur in favour of M/s. Design Architect, Jaipur amounting to Rs. 3,32,845.00 including all taxes, charges, VAT etc.

Item No. 77.15

Approval for appointment of Internal Auditors and modified Scope of work for Internal Audit for the F.Y. 2014-15.

It was informed to board that appointment of Internal Auditors for the year 2014-15 although approved by Audit Committee vide agenda item no. 07 in its meeting held on 13.11.2014 could not be placed for final approval of board and it was requested to approve the same. The considered and approved the decision of the Audit Committee and passed following resolution.

RESOLVED THAT approval be and is hereby granted to appoint M/s. Vijay Dinesh & Co. and M/s. Kumar & Associates, Chartered Accountants in practice to conduct the Internal Audit for Financial Year 2014-15 on half yearly basis with Modified scope of work on the following remuneration.

S.No.	Periodicity of Audit	Fee of Internal Audit	Fee of Internal Audit with Physical Verification
1	Half-Yearly	8000/- per unit	9000/- per unit

Item No. 77.16

Cost Audit Report for the year 2014-15

It was informed to board that in pursuance to Board Resolution No. 76.25.02 passed in the meeting held on 20.08.2015, M/s. Vinay Kant Pareek & Co., Cost Accountants were entrusted Cost Audit of RSRDC for the year 2014-15 and Cost Auditor have audited the

cost records maintained under Section 148 of the Said Companies Act, 2013 as per Cost Auditing Standards, for Roads, Buildings & ROB's, for the year 2014-15.

Annexures A to D of Cost Audit Report indicating details of cost incurred and profit/loss on each activity duly circulated with agenda were requested for favour of approval of the Board. The same were approved. Further that Managing Director and Company Secretary were authorized to sign the annexures of Cost Accounts as per rules and further that Chief Financial Officer, being head of Accounts & Finance was authorized to sign the Annexures of Cost Accounts.

Draft Cost Audit Report submitted by M/s. Vinay Kant Pareek & Co., Cost Accountants along with reply of the management thereon submitted for perusal of Board and the same was perused.

Item No. 77.17

श्री आर. के. सिंघल द्वारा माननीय उच्च न्यायालय के निर्णय की अनुपालना में बोर्ड समिति के समक्ष प्रस्तुत प्रतिवेदन।

Before taking up the agenda Company Secretary being interested was permitted to leave the conference hall with the permission to re-join after this agenda.

श्री सिंघल को माननीय बोर्ड के द्वारा सेवा में पुनः स्थापित कर दिया गया तथा द्वितीय अनुलोष के अन्तर्गत श्री पवन कुमार गर्ग की सेवाएँ 08.07.2015 को समाप्त की जा चुकी हैं। अतः रिव्यू याचिका के निर्णय दिनांक 16.02.2015 व याची द्वारा प्रस्तुत मूल याचिका 19747/2013 के अवलोकन से स्पष्ट है कि याची द्वारा प्रस्तुत प्रतिवेदन, माननीय न्यायालय द्वारा पारित निर्णय की परिधि से बाहर हैं।

Item No. 77.18

Additional agenda with the permission of Chair.

Item No. 77.18.01

Final Time Extension for construction of Girls Hostel at Rajasthan Technical University, Kota. (Final time extension)

In the final time extension case placed before Board, the delay of 18 days was attributed on the part of contractor out of total delay of 287 days. The issue was discussed in detail.

After discussions the delay due to electric work at Sl. No. 5 for 5 days and at Sl. No. 9 for 43 days were also considered on the part of contractor. Hence Board after discussions resolved as follows:-

RESOLVED THAT approval be and is hereby granted for final time extension upto 10.09.2014 with delay of 287 days out of which delay of 221 days was due to occurrence of various compensation events and delay of 66 days is attributed on part of contractor M/s. L.M. Builders.

Item No. 77.18.02 Empanelment of Jaipur Ayurveda Hospital, Jaipur.

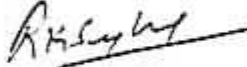
The issue was discussed and the following was resolved:-

Resolved that approval be and is hereby granted for empanelment of following Ayurveda Hospitals with RSRDC for treatment (IPD only) of employees working in the Corporation:

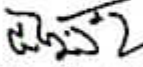
1. Jaipur Ayurveda Hospsital, A-49, Jai Ambey Nagar, Tonk Road, Jaipur-302018, Ph. 0141-2724072.
2. Jaipur Ayurveda Hospsital, "Arogya Vatika," Village - Vatika, Tehsil- Sanganer Distt. Jaipur-303905, Ph. 0141-2586844.

THE MEETING ENDED AT 12.30 PM ON 22/09/2015.

THERE BEING NO OTHER BUSINESS TO TRANSACT THE MEETING CONCLUDED WITH A VOTE OF THANKS TO THE CHAIR.


(R. K. Singhal)
Company Secretary


(Anju Sharma)
Managing Director


(D. B. Gupta)
Chairman

Date: 29th September 2015
Place: Jaipur