

Phone : 2711390

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Rajasthan State Road Develop. & Construction Corpn. Ltd.

(A GOVERNMENT OF RAJASTHAN UNDERTAKING)

Regd. Office : Setu Bhawan, Opposite Jhalana Doongri, Jaipur-Agra Bypass, Jaipur-302004

File No. D-2(138)/20175-89

Date:

02.12.2008

To,

1. **Shriman Rajendra Rathore**, (Chairman, RSRDC),
Hon'ble Minister for Public Works, Deptt., Rajasthan, Jaipur
2. **Shri C.S. Rajan**, (Vice Chairman, RSRDC),
Principal Secretary to Govt., PWD, Rajasthan, Jaipur
3. **Shri J.C. Mohenty**, (Director, RSRDC),
Transport Commissioner & Ex-Officio
Secretary to Govt. Transport Deptt. Rajasthan, Jaipur
4. **Shri Yaduvendra Mathur**, (Director, RSRDC)
Secretary to Govt., Planning Deptt., Rajasthan, Jaipur
5. **Shri Abhay Kumar**, (Director, RSRDC),
Secretary to Govt. Finance (Exp.) Deptt.
6. **Shri P.K. Saxena**, (Director, RSRDC),
Secretary to Govt., PWD, Rajasthan, Jaipur
7. **Shri D.C. Katara**, (Director, RSRDC),
Chief Engineer cum Addl. Secy., PWD, Rajasthan, Jaipur
8. **Shri B.P. Chauhan**, (Director, RSRDC),
Chief Engineer (Building), PWD, Rajasthan, Jaipur
9. **Shri Rohit Modi**, (Director, RSRDC),
President, India Operations, M/s. Suzlon Energy Ltd.
10. **Shri P.P. Pareek**, (Director, RSRDC),
Chartered Accountant, S.Bhandari & Co., Jaipur
11. **Shri Arimardan Singh**, (Director, RSRDC),
Chief Admn. Officer (Retd.), North Western Railway, Jaipur
12. **Shri Manhoar Lal Mathur**, Managing Director, RSRDC, Jaipur

Sub.: **Minutes of the 33rd Board Meeting.**

Sir,

Please find enclosed herewith copy of minutes of 33rd Meeting of the Board of Director, held **Friday the 28th day of November 2008, at the Registered Office of the Corporation, at 10.30 AM.** for favour of kind perusal.

Thanking you,
Yours faithfully,

(R.K. SINGHAL)
Company Secretary

Copy to following for information and needful action please :-

1. Financial Advisor, RSRDC, Jaipur
2. General Manager, RSRDC, Jaipur
3. Chief Project Manager, RSRDC, Jaipur

Company Secretary

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(A GOVERNMENT OF RAJASTHAN UNDERTAKING)

Regd. Office : Setu Bhawan, Opposite Jhalana Doongri, Jaipur-Agra Bypass, Jaipur-302004

Minutes of the 33rd Board Meeting

Minutes of the 33rd meeting of the Board of Directors of Rajasthan State Road Development and Construction Limited was held **Friday the 28th day of November 2008, at the Registered Office of the Corporation, at 10.30 AM.**

The following were present :

- | | | |
|----|--------------------------|-------------------|
| 1. | Shri C.S. Rajan | Vice Chairman |
| 2. | Shri Abhay Kumar | Director |
| 3. | Shri P.K. Saxena | Director |
| 4. | Shri D.C. Katara | Director |
| 5. | Shri Arimardan Singh | Director |
| 6. | Shri P.P. Pareek | Director |
| 7. | Shri Manohar Lal Mathur, | Managing Director |

In attendance :-

1. Shri M.K. Jain, Financial Advisor, RSRDC
2. Shri Anil Gupta, General Manager, RSRDC
3. Shri R.S. Rajpurohit, Superintending Engineer & Officiating CPM, RSRDC.
4. Shri R.K. Singhal, Company Secretary, RSRDC

Item No. 33.1 Leave of Absence.

Leave of absence was granted by the Board to Shriman Rajendra Rathore, Shri B.P. Chauhan, Shri J.C. Mohanty, Shri Yaduvendra Mathur and Shri Rohit Modi who had shown their inability to attend the meeting due to unavoidable circumstances.

The Board welcomed Shri Abhay Kumar new Director on the Board of RSRDC and expressed its thanks to the outgoing

Directors for the valuable guidance rendered by them from time to time, during their tenure on the Board.

Item No. 33.2 **Confirmation of Minutes of the last (32nd) Meeting held on 25.09.2008 (Thursday)**

The Minutes of the 32nd Meeting of the Board of Directors held on 25.09.08 were considered and it was RESOLVED that the same be confirmed.

Item No. 33.3 **Minutes of the Audit Committee**

The minutes of the Audit Committee Meeting held on 25.11.08, being under preparation, were left for the next Board Meeting.

Item No. 33.4 **Review/ follow up action on previous decisions.**

The Board noted the follow up actions of previous decisions. It was directed that henceforth Company Secretary shall place before the meeting a note that all previous Board decisions have duly been complied with. Non-compliance of Board decisions, if any, in last 2 year are to be put up in the next Board Meeting.

Item No. 33.5 **Appointment of New Director**

The Government of Rajasthan vide its order No. F-8(44)/PW/2000/Part-I/219 dt. 24.10.08 has appointed Shri Abhay Kumar, Secretary to Govt. Finance (Exp.), Govt. of Rajasthan as Director on the Board of Directors of RSRDC Ltd. in place of Shri S.K. Mittal.

The Board took note of the same and authorised the Company Secretary to take all necessary steps under the Companies Act 1956 of giving effect to the Govt. Order.

Item No. 33.6 **Transfer of Shares**

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
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1.	Shri S.K. Mittal	Shri Abhay Kumar	1
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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. 33.7

Appointment of Internal Auditors

It was decided that compliance of Internal Audit report be handled as per ABC analysis.

It was also decided that Internal Audit shall be undertaken on quarterly basis and by the RSRDC Staff only.

Item No. 33.8

Authentication of Balance Sheet and Profit and Loss Account for the year ended 31st March 2008.

The Board perused the draft Balance Sheet, Profit & Loss Account and the Schedules thereon with Cash Flow Statement for the year ending March 31, 2008 submitted for its consideration, as per the recommendation of the Audit Committee.

The Financial Advisor explained the various items of the financial statements elaborately and also the accounting and tax treatment adopted in preparing the financial statement.

The Board queried the Financial Advisor on various qualifications in the proposed audit report of Statutory Auditors.

The Annual Accounts for the year 2007-08, as placed before the Board, were discussed and it was RESOLVED that approval be and is hereby accorded to the Balance Sheet and Profit & Loss Account as on 31st March 2008 together with the notes thereon and schedules annexed thereto and recommended payment of dividend @ 10% on paid up capital.

RESOLVED FURTHER THAT Managing Director and Shri D.C. Katara, Director on the Board and Shri R.K. Singhal Company Secretary of the Corporation be and are hereby authorized to sign the annual accounts as required under section 215 (I) (ii) of the Companies Act 1956 on behalf of the Board. The Financial Advisor shall also sign the audited accounts. The authenticated

annual accounts shall further be submitted to Statutory Auditors for certification and to Accountant, if any, under Section 619 (4) of the Companies Act 1956 on behalf of the Controller and Auditor General of India.

Item No. 33.9

Approval of the Directors Report to the shareholders for the year ended 31st March 2008.

- (i) The draft Director's report to the Shareholders/ Members which is to be attached to the Balance Sheet and Profit and Loss Account for the year 2007-08 together with the replies on the comments of Statutory Auditors as placed before the Board, was discussed. Accordingly, it was
- (ii) RESOLVED that approval be and is hereby accorded to the draft Director's Report to the Shareholders/ Members of the Corporation as placed before the Meeting and was initialed by the Managing Director, for the purpose of identification.
- (iii) FURTHER RESOLVED THAT Managing Director and Shri D.C. Katara, Director be and are hereby authorized to sign the same on behalf of the Board for circulation among shareholders.
- (iv) FURTHER RESOLVED THAT Managing Director be and is hereby authorized to approved the reply, if any, on the comments of Comptroller and Auditor General of India.
- (v) Resolved Further that in future specific approval for provisions be taken on file from competent authority before incorporating the same in Balance Sheet.

Item No. 33.10

Approval of Date, Time and Place of the Eight Annual General Meeting of Corporation.

Resolved that approved be and is hereby accorded to hold the EIGHT ANNUAL GENERAL MEETING of the Corporation on Tuesday the 23rd day of December 2008 at Registered Office at 10.30 AM and further that Vice Chairman be and is hereby authorized to decide the date of any adjournment thereof.

RESOLVED FURTHER THAT the notice of the meeting as placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT Secretary be and is hereby authorized to issue the notice of 8th Annual General Meeting under his signature along with Annual Account, Auditor's Report, Replies to the Shareholders/ Members along with comments of the Comptroller and Auditor General of India and its replies to all concerned.

Item No. 33.11 Legal Compliance Certificate.

The Board took note of Legal Compliance Certificate placed on the table.

Item No. 33.12 Any other item with the permission of Chair.

1. Old Toll cases matter with regard to recoveries be placed on file to Vice Chairman.

There being no other business to transact the meeting concluded with a vote of Thanks to the Chair.

(R.K. Singhal)
Company Secretary

(M.L. Mathur)
Managing Director

(C.S. Rajan)
Chairman

Date :
Place :

Phone : 2711390/9414050009 (M)

Fax : 0141-2711178

Rajasthan State Road Develop. & Construction Corpn. Ltd.

(A GOVERNMENT OF RAJASTHAN UNDERTAKING)

Regd. Office : Setu Bhawan, Opposite Jhalana Doongri, Jaipur-Agra Bypass, Jaipur-302004

File No. D-2(137)/17300-14

Date:

01.12.2008

To,

1. **Shriman Rajendra Rathore**, (Chairman, RSRDC),
Hon'ble Minister for Public Works, Deptt., Rajasthan, Jaipur
2. **Shri C.S. Rajan**, (Vice Chairman, RSRDC),
Principal Secretary to Govt., PWD, Rajasthan, Jaipur
3. **Shri S.K. Mittal**, (Director, RSRDC),
Spl. Secretary to Govt., Finance Deptt.
4. **Shri J.C. Mohenty**, (Director, RSRDC),
Transport Commissioner & Ex-Officio
Secretary to Govt. Transport Department
Government of Rajasthan, Jaipur
5. **Shri Yaduvendra Mathur**, (Director, RSRDC)
Secretary to Govt., Planning Deptt., Rajasthan, Jaipur
6. **Shri P.K. Saxena**, (Director, RSRDC),
Secretary to Govt., PWD, Rajasthan, Jaipur
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Chief Admn. Officer (Retd.), North Western Railway, Jaipur
12. **Shri Manhoar Lal Mathur**,
Managing Director, RSRDC, Jaipur

Sub.: **Minutes of the 33rd Board Meeting.**

Sir,

Please find enclosed herewith copy of minutes of 32nd Meeting of the Board of Director of RSRDC, held **on Thursday the 25th day of September 2008, at the Registered Office of the Corporation, at 05.30 AM.** for favour of kind perusal.

Thanking you,
Yours faithfully,

(R.K. SINGHAL)
Company Secretary
Ph. No.: 9414050009
cs@rsrdc.com

Copy to following for information and needful action please :-

1. Financial Advisor, RSRDC, Jaipur
2. General Manager, RSRDC, Jaipur
3. Chief Project Manager, RSRDC, Jaipur

Company Secretary

