

**RAJASTHAN STATE INDUSTRIAL DEVELOPMENT AND INVESTMENT
CORPORATION LIMITED**

MINUTES OF : **Board Meeting**
VENUE : **Udyog Bhawan, Jaipur**
DATE & TIME : **12th June 2015 at 11.30 A.M.**

PRESENT:

Shri C.S. Rajan	Chairman
Shri Rajeeva Swarup	Principal Secretary SSI & Khadi
Shri P.S. Mehra	Principal Secretary Finance
Smt. Veenu Gupta	Managing Director
Shri Abhay Kumar	Commissioner Industries
Shri Maneesh Chauhan	Managing Director RFC
Dr. Samit Sharma	Commissioner Inv. & NRI
Shri Raman Kumar Sharma	Independent Director
Shri Anil Bafna	Independent Director

Shri D.K. Sharma, Secretary was in attendance. Shri Prakash Tekwani, Financial Advisor; Shri Lalit Kumar, Advisor (Infra); Shri Gaurav Bajad, Advisor (A&M) and Dr. A.K. Gupta, CGM (Investment) were also present.

LEAVE OF ABSENCE:

The Board granted leave of absence to Dr. Ashok Singhvi, Principal Secretary Mines & Petroleum and Shri Shikhar Agrawal, JDC.

WELCOME OF DIRECTORS:

At the outset the Board welcomed Shri Raman Kumar Sharma and Shri Anil Bafna, Independent Directors, who attended the Board meeting for the first time, and expressed hope that the Board will be benefitted from their experience and expertise.

Item 1: Confirmation of the minutes of the last meetings of the Board held on 25th March 2015.

The minutes of last meetings of Board held on 25th March, 2015 were confirmed and signed by the Chairman.

Item 2: Action Taken Report on the decisions of the previous meetings of the Board held on 25th March 2015.

The Board noted the position brought out in the agenda note.

Item 3: To note the Resolutions passed by circulation regarding (1) Appointment of Independent Directors and reconstitution of Committees of the Board; and (2) Transfer of Shares of the Corporation.

The Board noted the following resolutions passed by circulation which shall be deemed to have been passed on 17th April 2015:

RESOLUTIONS:

1. Appointment of Independent Directors and reconstitution of Committees of the Board.

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-IV to the Companies Act, 2013, and subject to shareholders’ approval, Mr. Raman Kumar Sharma (DIN No.01381382) and Mr. Anil Bafna (DIN No.01051948), in respect of whom the Company has received notice in writing signifying candidature for the office of Independent Director, be considered for appointment as an Independent Directors of the Company to hold office for a term up to two consecutive years from the date of EGM approving their appointment and that they shall not be liable to retire by rotation.

FURTHER RESOLVED that approval be and is hereby accorded to re-constitute Corporate Social Responsibility Committee; Audit Committee; and Nomination and Remuneration Committee; as under, with effect from the date of appointment of Shri Raman Kumar Sharma & Shri Anil Bafna, as Independent Directors, in Extra Ordinary General Meeting of the Company:

- i. **Corporate Social Responsibility Committee:** Shri Anil Bafna, Independent Director; appointed in place of Principal Secretary Energy.
- ii. **Audit Committee:** Principal Secretary Mines & Petroleum, GoR, appointed as Chairman of the Committee; and Shri Raman Kumar Sharma and Shri Anil Bafna, as Independent Directors.
- iii. **Nomination and Remuneration Committee:** Shri Raman Kumar Sharma and Shri Anil Bafna, Independent Directors; appointed as members in place of Principal Secretary SSI & Khadi and Principal Secretary Finance.”

2. Transfer of Shares.

RESOLUTION:

“**RESOLVED** that approval be and is hereby accorded for transfer of under mentioned four equity shares of Rs. 1000/- each of the Company, in the names of the transferees mentioned in Col. 3 above, and the Secretary of the Company is authorized to endorse the Share Certificates, in the names of the transferees:

S. No.	Name of Transferor	Name of Transferee	No.of Share	Distinctive No.
1	2	3	4	5
1.	Shri Alok, Ex-Secretary Energy	Shri Sanjay Malhotra, Prin. Secretary Energy	1	401
2.	Shri Vinod Ajmera, Ex-Commissioner Industries	Shri Abhay Kumar, Commissioner Industries,	1	1601
3.	Dr. Prithviraj, Ex-Com. (Inv. & NRI)	Dr. Samit Sharma, Com. (Inv. & NRI)	1	1201
4.	Shri Madhusudan Sharma, Ex-MD RFC	Shri Maneesh Chauhan, MD RFC	1	1

Item 4: Minutes of the meeting of the Industrial Committee of the Board held on 25th March 2015.

The Board noted the position.

Item 5: Minutes of the meeting of the Infrastructure Development Committee of the Board held on 11th May 2015.

The Board noted the position.

Item 6: Minutes of the meeting of the Audit Committee of the Board held on 25th March 2015.

The Board noted the position.

Item 7: Minutes of the meeting of the Corporate Social Responsibility (CSR) Committee of the Board held on 25th March 2015.

The Board noted the position.

Item 8: Resignation by Shri Sanjay Malhotra, Principal Secretary, Energy, GOR, as Director from the Board of Directors of the Corporation.

The Board discussed the agenda and accepted the resignation tendered by Shri Sanjay Malhotra, Principal Secretary Energy, GOR, as Director from the Board of Directors of the Corporation, with effect from 12th May 2015.

Item 9: Disclosure of Interest by the directors

The Board noted the interest disclosure made by the Directors in their respective notices and adopted the following Resolution:

RESOLUTION:

“RESOLVED that the interest disclosed by the following Directors in their general notices pursuant to Section 184(1) of the Companies Act, 2013 read with the relevant rule 9(1), which were read over in the meeting, be and is hereby noted:

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| 1. Shri C.S. Rajan | Notice dated 3 rd June 2015. |
| 2. Dr. Ashok Singhvi | Notice dated 7 th May 2015. |
| 3. Shri Prem Singh Mehra | Notice dated 17 th April 2015. |
| 4. Shri Rajeeva Swarup | Notice dated 13 th May 2015. |
| 5. Smt. Veenu Gupta | Notice dated 20 th April 2015. |
| 6. Shri Abhay Kumar | Notice dated 24 th April 2015. |
| 7. Shri Shikhar Agarwal | Notice dated 22 nd April 2015. |
| 8. Shri Maneesh Chauhan | Notice dated 17 th April 2015. |
| 9. Dr. Samit Sharma | Notice dated 19 th May 2015. |
| 10. Shri Raman Kumar Sharma | Notice dated 7 th April 2015. |
| 11. Shri Anil Bafna | Notice dated 1 st April 2015”. |

Item 10: Administrative Sanction for development of Industrial Area Guwadi and Majhari, Shahabad (Distt.Baran).

The Board discussed the agenda and accorded approval for Administrative sanction of Industrial Area Guwadi and Majhari, Shahbad (Distt.Baran) at an estimated cost of Rs.2809.48 lac, as per cost sheet placed at Annexure “A” of the agenda note, and fixing allotment rate of Rs. 245/- per sqm.

Item 11: Allotment of land to Carya Chemicals & Fertilizer Pvt. Ltd. for setting up Distillery, Brewery at newly proposed Industrial Area Guwadi and Majhari, Distt. Baran.

The Board discussed the agenda in detail and accorded approval for:

- i. Allotting 90 acres (approx.) land as "Undeveloped" in favour of captioned applicant Company on preferential basis @ Rs. 245/- per sqm. (Rs. 8.92 Crore) by relaxing the existing rules/procedure of land allotment in a new industrial area such as advertisement in newspaper, allotment through draw of lot etc.
- ii. Allotment of land will be made on 'as is where is' basis.
- iii. To allow payment of 75% cost of land within a period of 2 years in quarterly installments with applicable interest.
- iv. To recover economic rent as per RIICO Disposal of Land Rules, 1979 from the Allottee Company.
- v. No other infrastructure facilities like water, power, etc. will be provided by the Corporation. These facilities would be arranged by the Applicant Company at its own cost.

- vi. Environmental Clearance shall be obtained by the Applicant Company at its own level and cost. Applicant Company has to adhere to provisions of notification of MoEF issued on 20.12.2006 and amendment made therein.
- vii. As the allotment of land is being made on preferential basis, hence, following riders/stipulations be also imposed in addition to other general terms and conditions:
 - a. No change of land use of allotted land from permitted use, i.e. industrial to other use, will be permitted in future.
 - b. No transfer of lease hold rights will be permitted up-to 5 years from the date of commencement of production activity. However, Applicant Company will be free to get/obtain financial assistance for its said projects from Financial Institutions as per terms and conditions mentioned in Lease Agreement.
 - c. No other incentives/concessions/rebate will be admissible to the Allottee Company from RIICO, except those admissible under RIPS-2014 as well as under customized package to be sanctioned by the State Government.

Item 12: Revision in delegation of powers for sanction of term loan.

The Board discussed the agenda in detail and accorded approval for revision in delegation of powers for sanction of term loan, as follows:

Sr.No.	Sanctioning Authority	Existing limit	Revised limit
1.	Managing Director (All types of loans(s) under different scheme(s) of the Corporation)	Up to Rs.10.00 crores	Up to Rs.10.00 crores.
2.	Industrial Committee	More than Rs.10.00 crores and upto Rs.25.00 crores.	More than Rs.10.00 crores and upto Rs.40.00 crores
3.	Board of Directors	More than Rs.25.00 crores.	More than Rs.40.00 crores.

Item 13: Regarding issuance of NOC for passport to the Officers/Officials by the Advisor (A&M).

The Board discussed the agenda and accorded ex-post-facto approval for authorizing Advisor (A&M) for issuing NOC for passport to the Officers/Officials of the Corporation and ratification of Office Order No.A.1(4)5/84/Pt.II dated 01.06.2015.

Item 14: Proposal for purchase of a new vehicle.

In pursuance to State Government Circular F.9(1)Fin.1(1)income/exp. /2010 dated 30.6.10 and 19.2.2015, the Board accorded approval for purchase of one Maruti Suzuki-VDI (diesel) Car under DGS&D rate contract, in lieu of the old Ambassador Car.

Item 15: Ex-post-facto approval for lunch hosted by Hon'ble Industries Minister for Japanese delegation/Entrepreneurs.

In pursuance to State Government Circular dated 30.6.10 and 19.2.2015, the Board accorded ex-post-facto approval for hosting of lunch by Hon'ble Industries Minister for Japanese delegation/Entrepreneurs entailing expenditure of Rs. 96,129/-.

Item 16: Case of Divya Moti Hotels & Resort (P) Ltd., Jaipur.

The agenda was discussed in the backdrop of the earlier decisions taken by the Board in the said matter. The order passed by Hon'ble court of ADJ-10 Jaipur Metropolitan Jaipur along with opinion of Advocate General, Rajasthan obtained in said matter was perused. Since, decision taken by the Management with regard to withdrawal of permission dated 06.01.2006 to the extent of construction of Multiplex Cinema-cum-Commercial Complex on 16000 sqm. land and another permission dated 20.07.2007 were rightly withdrawn by the Corporation. Hence, decision of the management of the Corporation for filing of appeal against the impugned order dated 30.05.2015 passed in T.I. Application No. 24/14 titled as M/s Divya Moti Hotels & Resorts Pvt. Ltd. Vs RIICO & Others by ADJ-10 Jaipur Metropolitan, Jaipur is ratified.

Since, temporary injunction has been granted by the Civil Court on taking possession of land in question and show cause notice is also sub-judice, hence, looking to opinion of Advocate General, Rajasthan, further course of action pursuant to directives issued by the State Government will be decided in accordance with the outcome of proposed Appeal to be filed by the Corporation in the Hon'ble High Court as well as disposal of pending application for Temporary Injunction before the Court of ADJ-19.

Item 17: GIS based Land Bank Management System of RIICO through RajComp Info Services Ltd (RISL)

A brief presentation was given before the Board highlighting salient features of the proposed system. The Board was further informed that RISL vide their letter dated 12.6.15 has informed that charges for man month efforts for additional geo-referencing of industrial area/land bank be kept as 0.25 man month per industrial area instead of 0.20 man month per industrial area. The Board discussed the agenda and accorded approval for the following:

- a. To award work to RISL (executing agencies NIIT GIS India Ltd. and Autodesk Asia Pvt. Ltd.) at an amount of Rs. 2.83 crore inclusive of RISL services charges and 14% service tax, subject to approval of Project Approval Committee of Govt. of Rajasthan (i.e. State e- Mission Team (SeMT) and Project e-Mission Team).
- b. Approving MoU to be executed between RIICO and RISL for undertaking the work 'GIS based Land Bank Management System for RIICO' and also to authorizing Managing Director, RIICO to make minor changes in MoU, if any. The charges for man month efforts for additional geo-referencing of industrial area/land bank be kept as 0.25 man month per industrial area instead of 0.20 man month per industrial area.

- c. Authorizing OSD (IT) to sign MoU on behalf of RIICO.
- d. Authorizing Managing Director, RIICO to decide payment schedule, incidental matters/payments etc; to release payments; on the recommendation of in-house committee comprising of Advisor (Infra), FA, OSD (IT), GM (Tech) and Sr. Town Planner.

Item 18: Corrective action on Statutory Auditor's Observations on Annual Accounts of the Corporation for the year ended on 31st March 2014.

A presentation was given before the Board on the agenda. The Board observed that commendable exercise has been done which be further taken forward by getting dropped substantially the adverse audit observations by the statutory auditors in their audit report for financial year 2014-15.

Item 19: Disinvestment of equity by the State Government – Issue of Bonus Shares.

A power point presentation was given before the Board on the Business Plan and Profitability Projections of the Corporation for the next five years, i.e. 2015-16 to 2019-2020. The Board also discussed the agenda in detail, however, decided not to take any decision at this stage.

The meeting concluded with a vote of thanks to the Chair.