

DRAFT MINUTES OF THE THIRD MEETING OF THE BOARD OF DIRECTORS OF PUNE SMART CITY DEVELOPMENT CORPORATION LIMITED (PSCDCL) HELD ON TUESDAY THE 31ST MAY, 2016 AT MUNICIPAL COMMISSIONER OFFICE, P.M.C. MAIN BUILDING, SHIVAJINAGAR, PUNE - 411005.

Time of commencement of the Meeting : 03.30 P.M.
Time of conclusion of the Meeting : 04.45 P.M.

DIRECTORS PRESENT:

Mr. Kunal Kumar, Municipal Commissioner, Pune	Chairman & Director
Mr. Prashant Sudam Jagtap, Mayor, Pune	Director
Mr. S. Chockalingam, Divisional Commissioner, Pune	Director
Mr. Deepak Kaluram Bodke, Chairman Standing Committee, PMC	Director
Ms. Prerna Deshbhatar, Additional Municipal Commissioner (Spl), PMC	Director
Mr. Abhishek Krishna, Chairman & MD, PMPML	Director

OTHERS PRESENT:

Mr. Nitin Kareer, IAS, Principal Secretary, UD-1, UDD, Government Of Maharashtra.
Mr. Ashok Yenpure, Party Leader Bharatiya Janata Party
Dr. Praveen Mundhe, DCP Traffic, Pune
CA Anandkumar Gawade, Financial Consultant, PMC
CS Nitin Prabhune, Company Secretary

LEAVE OF ABSENCE:

Leave of absence from attending the meeting was granted to Mr. Shankar Dattatray Kemse, Mr. Arvind Shinde and Ms. Rashmi Shukla who was not able to attend the meeting.

All other Directors were present.

Chairman informed the Board that necessary Quorum was present.

ITEM NO. 1/3:

CONFIRMATION OF MINUTES:

Minutes of the last Board meeting held on 30th April, 2016 were read. Few directors of the Company suggested changes in Item No. 1 of minutes of Second Board Meeting. Their suggestions were accepted. The chairman signed the final minutes.

ITEM NO. 2/3:

TO TAKE NOTE OF GR DATED 18.05.2016:

Urban Development Department (UDD), Government of Maharashtra, Resolution vide no. SmartCity/MaNaPa-2016/PraKra.177/NaVi-23 dated 18.05.2016 was put before the meeting. Board took note of the same.

ITEM NO. 3/3:

TO ACCEPT RESIGNATION OF MR. PRAKASH BHUKTE, AS NOMINEE DIRECTOR

The Chairman informed the meeting that Company has received Resignation letter from Mr. Prakash Bhukte. As per State Government Resolution Dated 18.05.2016, Jt. Director Town Planning, Pune is no longer on the Board of the Company. He further informed that at meeting of the Board of Directors, after discussion at length your directors has decided to accept the resignation of Mr. Prakash Ganpatrao Bhukte, Nominee Director. The board thanked him for his co-operation and valuable guidance provided during his tenure as Nominee Director of the Company.

“RESOLVED THAT, the resignation of Mr. Prakash Ganpatrao Bhukte from the office of Director of the Company be and is hereby accepted w.e.f. 31st May, 2016.

ITEM NO. 4/3:

TO APPOINT MR. NITIN KAREER, PRINCIPAL SECRETARY, UD-1, GOVERNMENT OF MAHARASHTRA AS THE NOMINEE DIRECTOR

“RESOLVED THAT Mr. Nitin Kareer, IAS, Principal Secretary, UD-1, UDD, Government of Maharashtra (As nominee of Maharashtra State Government) (DIN: 01624863) be and is hereby appointed as Nominee Director of the company with effect from 31st May, 2016.”

ITEM NO. 5/3:

TO APPOINT MR. NITIN KAREER AS CHAIRMAN OF THE COMPANY IN PLACE OF MR. KUNAL KUMAR, MUNICIPAL COMMISSIONER OF PUNE

Chairman informed that as per Government Resolution dated 18th May, 2016 it is necessary to appoint Mr. Nitin Kareer, IAS, Principal Secretary, UD-1, UDD, Government of Maharashtra as Chairman of the Company. After discussion following Resolution was passed:

“RESOLVED THAT Mr. Nitin Kareer, IAS, Principal Secretary, UD-1, UDD, Government of Maharashtra be and is hereby appointed as Chairman of the Company.”

ITEM NO. 6/3:

TO APPOINT MR. ASHOK YENPURE, COUNCILOR OF BJP AS THE NOMINEE DIRECTOR AS PER PROVISIONS OF ARTICLES OF ASSOCIATION

“RESOLVED THAT As per provisions of Article No 12.1 (i) (a) Mr. Ashok Yenpure, Councilor Of BJP (As nominee of Pune Municipal Corporation) (DIN: 02981168) be and is hereby appointed as Nominee Directors of the company with effect from 31st May, 2016.”

“RESOLVED FURTHER THAT in case Mr. Ashok Yenpure ceases from his existing position, and then he shall ipso facto cease to be the Director of the Company.

ITEM NO. 7/3:

TO TAKE NOTE OF THE DISCLOSURE OF INTEREST OF DIRECTORS:

Chairman informed the Board that to comply with the provisions of the Companies Act, 2013, company has received the Form MBP-1 from new Directors. After discussion following Resolution was passed:

“RESOLVED THAT the Notices of Disclosures of interest received from below mentioned Directors of the Company under the provisions of the Companies Act, 2013 be and are hereby noted

Mr. Nitin Kareer
Mr. Ashok Yenpure.”

ITEM NO. 8/3:

TO TAKE NOTE OF LETTER DATED 27.05.2016 RECEIVED FROM SMART CITY DIVISION MoUD,GoI, NEW DELHI:

Chairman informed the Board and put before the meeting letter dated dated 27.05.2016 received from Smart City Division MoUD, GoI, New Delhi. Wherein MoUD has asked all State Governments to give operational and financial autonomy as per Provisions of Sec 179 of the Companies Act, 2013. Mr. Kunal Kumar also informed that he has written to the State Government to delegate autonomy to the Company. The Board takes note of the same.

Mr. Kunal Kumar also took attention of Mr. Nitin Kareer to the Resolution No. 28 passed in the First Board Meeting wherein Board has decided to demand operational and financial autonomy to the Company by cancelling of approval requirement to the PPP project of Rs 50 Cr or more, appointment of full time CEO, etc. Mr. Nitin Kareer assured Board that he will put the matter before the State Government.

ITEM NO. 9/3:

TO TAKE NOTE OF NEW NAME OF THE COMPANY AS PUNE SMART CLTY DEVELOPMENT CORPORATLON LLMLRED AS PER REVISED INCORPORATION CERTIFICATE

Chairman informed the Board and put before the meeting Certificate of Incorporation after change of name. The Board takes note of the same.

ITEM NO. 10/3:

TO APPROVE NEW SET OF ARTICLES AS PRESCRIBED BY GOVERNMENT AS PER DIRECTIONS OF STATE GOVERNMENT AND CALL EXTRA-ORDINARY GENERAL MEETING TO TAKE APPROVAL OF MEMBERS FOR ADOPTION OF NEW SET OF ARTICLES.

Chairman informed the Board that the State Government has notified that Mr. Nitin Kareer, IAS, Principal Secretary, UD-1, UDD, Government Of Maharashtra is appointed as Nominee Director of the State Government in place of Jt. Director, Town Planning, Pune and Mr. Nitin Kareer is also designated as Chairman of the Company in place of Municipal Commissioner, PMC. Hence, these amendments are also needed to be carried out in the Articles of the Association in addition to the Amendment approved by Board in meeting held on 30th April 2016.

After discussion following Resolution was passed:

“RESOLVED THAT amending clause 12.1 (i) (c) and 12.09 of the Amended Articles of Association of the Company which was approved by the Board in the meeting held on 30th April, 2016 by replacing old clause 12.1 (i) (c) with

12.1 (i) (c) The following representatives of the State Government:

- Any person as per directions from State Government from time to time.
- The Divisional Commissioner, Pune;
- The Commissioner of Police of Pune;
- The Chairman and Managing Director of Pune Mahanagar Parivahan Mahamandal Limited i.e. PMPML.

and replacing old clause 12.9 (i) with

12.9 (i) Chairperson

The Chairperson of the Company shall be appointed as per directions from State Government from time to time.”

Chairman informed the Board that to give effect to the above mentioned Resolution approval of members is required. He further informed that 24th day of June, 2016 being convenient day Extra Ordinary General Meeting can be conducted on that day. After discussion following Resolution was passed:

“RESOLVED THAT, the Extra Ordinary General Meeting of the Company be convened and held on, the Friday, the 24th day of June, 2016 at 03.30 P.M. at Registered Office of the Company.”

“RESOLVED FURTHER THAT Mr. Nitin Kareer, Chairman of the Company be and is hereby authorized to issue Notice of Extra Ordinary General Meeting 24th day of June, 2016 and take such other actions as necessary to give effect to the above mentioned Resolution.”

ITEM NO. 11/3:

TO TAKE NOTE OF SELECTION OF PUNE CITY AS ONE OF THE 100 RESITIENT CITIES BY ROCKEFELLER FOUNDATION

Chairman informed the Board that Pune has been selected in the top 100 cities by Rockefeller Foundation. Pune is one city selected along with other four Indian Cities. He further informed the benefits received through this selection.

ITEM NO. 12/3:

TO TAKE NOTE OF KNOWLEDGE EXCHANGE ROAD SHOWS TO BE HELD ON 15TH AND 16TH JUNE 2016 AT PUNE FOR PUNE SMART CITY PROJECTS.

Chairman briefly informed about the Knowledge Exchange Road show to be held on 15th & 16th June 2016 at Pune for Pune Smart City Projects. It will facilitate the interaction in order to implement the projects. The road show will also showcase its various project features in the exhibition form along with banners, information materials, souvenirs, etc. Board took Note of the same.

ITEM NO. 13/3:

TO TAKE NOTE OF COMMUNICATION TO MINISTRY OF URBAN DEVELOPMENT (MoUD), GoI NEW DELHI FOR NOMINATION OF DIRECTOR ON THE BOARD OF THE COMPANY

The Board informed about the Communications done with Ministry of Urban Development,, GoI, New Delhi for Nomination of Director on the Board of the Company

ITEM NO. 14/3:

TO APPROVE THE SCOPE OF VARIOUS COMMITTEES AND CONFIRM THE MEMBERS OF THE SAME COMMITTEES

Board agreed that the detail discussion should be done in the next Board Meeting.

ITEM NO. 15/3:

TO REVIEW THE PROGRESS OF THE QUICK WIN PROJECTS.

Mr. Kunal Kumar informed the Board about the detailed progress of following Quick Win Projects through Power Point Presentation.

1. Street & Pedestrian Walkway based on Urban Street Design Guidelines
2. Public Transport Central Command Control Centre
3. Adaptive Traffic Control System
4. Vehicle Health Monitoring
5. GPS on BRT & non BRT buses & PIS
6. Utility Vehicle Management System & Grievance Redressal
7. Traffic Modeling
8. Smart Mobility Card & Mobile App
9. Smart Lighting - LED
10. 24X7 Water Supply (Pilot) and Smart Commercial Metering
11. Mypet Plastic Waste
12. Maximum Solar
13. Lighthouse Project
14. Slum free ABB Area
15. Quantified Cities Movement (QCM)

Mr. Nitin Kareer and Mr. Ashok Yenpure, Dr. Praveen Mundhe, interacted with the presenters and gave valuable suggestions particularly on Adaptive Traffic Control System, Street & Pedestrian Walkway, Smart Lighting – LED, Smart Commercial Metering. Mr. Kunal Kumar informed Board that on pilot basis these projects will start by 25th June 2016.

ITEM NO. 16/3:

TO APPOINT CONSULTANTS FOR SECRETARIAL, TAX AND ACCOUNTING WORK FOR THE COMPANY:

Chairman informed the Board that Company has invited quotation from Four consultants. Out of these four quotations M/S. A. N. Gawade & Co., has given lowest quotation for providing consultancy for secretarial, tax and accounting work for the Company. After discussion following Resolution was passed:

“RESOLVED THAT M/S. A. N. Gawade & Co., be and is hereby appointed as Consultant of the Company in order to provide consultancy for secretarial, tax and accounting work for the Company for a period of 6 months as per terms of their proposal received.”

ADDITIONAL ITEMS WITH PERMISSION OF CHAIRMAN & CONSENT OF MAJORITY OF DIRECTORS:

ITEM NO. 17/3:

NOTE OF RECEIPT OF STATE GOVERNMENT AND CENTRAL GOVERNMENT GRANT UNDER SMART CITY MISSION:

Chairman informed the Board that Company has received the expected grant of Rs. 283,00,00,000/- (Rupees Two Hundred and Eighty Three Crores only). Out of this Rs. 283 Crores, Rs. 190 Crores received from Central Government and Rs. 93 Crores from State Government.

ITEM NO. 18/3:

SURRENDER OF DIN:

“RESOLVED THAT the Mr. Kunal Kumar, Director of the Company be and is hereby severally authorized to digitally sign the e-Form RD-1 required to be filed for surrender of multiple DIN 07482567 (Original DIN 00164052) held by Mr. Shankar Dattatraya Kemse which as informed by him, was obtained due to technical mistake.

“FURTHER RESOLVED THAT Mr. Kunal Kumar, Director of the Company be and is hereby severally authorized to sign, physically or digitally, all the required papers, documents, applications, certificates or as the case may be in order to give effect to the above mentioned Resolution.”

ITEM NO. 19/3

ALTERNATION OF MEMORANDUM OF ASSOCIATION (MOA)

Chairman informed the Board that it is in the interest of the Company to allow the Company to keep its Bank Deposit with Private Sector Bank & Financial Institutions along with nationalized bank. But there were concerns raised by some directors and advised to give preference to the Nationalized Banks. Hence after discussion the Resolution was dropped to Alter the MOA clause to invest the surplus funds of the Company in Private Sector Bank & Financial Institutions.

ITEM NO 20/3

FORMATION OF TECHNICAL EVALUATION COMMITTEE FOR BIDS RECEIVED FOR APPOINTMENT OF GENERAL CONSULTANT:

Mr. Kunal Kumar informed Board that total seven bids have come for the tender for appointment of General Consultant for Strategic Advisory and Project Management Support (Tender No 1/2016). In first phase, technical evaluation of the bidders will take place. He proposed that a Technical Evaluation Committee should be formed with following Officers for technical evaluation of the bidders:

1. Mr. Kunal Kumar, Municipal Commissioner of Pune and Director PSCDCL.
2. Smt. Purna Deshbhratar, Addl. Municipal Commissioner (Special) of Pune and CEO of PSCDCL.
3. Mr. Prakash Bhukte, Jt. Director Town Planning, Pune.
4. Smt. Ulka Kalaskar, Chief Accounts and Finance Officer, PMC.
5. Mr Srinivas Bonala, Chief Engineer (Projects), PMC.
6. Mr. Uday Tekale , Dy. Commissioner (Vigilance), PMC.

All Board members gave the consent for the same Committee and its members.

ITEM NO 21/3

AWARD OF RS. 25000/- TO MR. RAMESH PAWAR WINNER OF LOGO COMPETION OF THE COMPANY:

Mr. Nitin Kareer, Mr. Kunal Kumar and Mr. Ashok Yenpure handed over cheque for prize money of Rs 25000/- to Mr. Ramesh Pawar winner of Logo Competition of the Company.

ITEM NO. 22/3:

VOTE OF THANKS

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

Date: 31.05.2016

CHAIRMAN