

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

Minutes of : 2/2015 - Board Meeting
Venue : Udyog Bhawan, Jaipur.
Date : 15th October 2015
**Commencement/Completion
time of meeting** : 11.00 A.M. / 12.10 P.M.

Present :

Shri C. S. Rajan	Chairman
Shri Prem Singh Mehra	Principal Secretary Finance
Smt. Veenu Gupta	Managing Director
Shri Abhay Kumar,	Commissioner Industries.
Shri Maneesh Chauhan	MD RFC
Shri Raman Kumar Sharma	Independent Director
Shri Anil Bafna	Independent Director

Shri D.K. Sharma, Secretary was in attendance. Shri Sanjay Solanki, Financial Advisor/CFO, Shri Lalit Kumar, Advisor (Infra.); Shri Gaurav Bajad, Advisor (A&M); Shri Sravan Bagaria, OSD (EM); Shri L.N. Gupta, AGM(Civil); and Shri Dinesh Pahadia, Sr. DGM(SEZ & IT), were present.

Quorum: The Chairman was present. As the quorum was present, the meeting was called to order.

Item 1: Confirmation of minutes of the last meeting of the Board held on 27th July 2015.

The minutes of the meeting of Board held on 27th July 2015 were confirmed.

Item 2: Action Taken Report on the decisions of the previous meeting of the Board held on 27th July 2015.

The Board noted the position.

Item 3: To note the Resolution passed by circulation regarding allotment of house sites for the employees of the Corporation.

The Board noted the following Resolution passed by circulation which shall be deemed to have been passed on 18th September 2015:

RESOLUTION:

“RESOLVED that approval be and is hereby accorded that the Corporation has been mandated to develop industrial infrastructure in the State, and as a

supportive activity residential colonies have been developed in few industrial areas, particularly where the industrial area is located far away from nearby city/town. Therefore, development of residential colony is not be mandate of the Corporation and accordingly the representation of Akhil Rajasthan RIICO Karmachari Mahasangh for allotment of land for house sites in industrial areas for the employees of the Corporation is not tenable.”

The above Resolution was approved by circulation by 10 out of 11 members and no dissent was received.

Item 4: Minutes of the meeting of the Infrastructure Development Committee of the Board held on 9th September 2015.

The Board noted the position.

Item 5: Minutes of the meeting of the Industrial Committee of the Board held on 2nd September 2015.

The Board noted the position.

Item 6: Minutes of the meeting of the Working Committee of the Board held on 15th September 2015.

The Board noted the position.

Item 7: Minutes of the meeting of the Audit Committee of the Board held on 27th July 2015.

The Board noted the position.

Item 8: Appointment of Shri Alok, Revenue Secretary, GoR, as Director.

The Board noted the appointment of Shri Alok, Secretary Revenue, GoR, as director on the Board of the Corporation, with effect from 28th August 2015, by the State Government Industries (Gr.I) Department Order dated 28th August 2015.

Item 9: Appointment of Shri Sanjay Solanki as Chief Financial Officer pursuant to section 203 of the Companies Act, 2013.

The Board discussed the agenda and in pursuance to provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rule 2014, adopted the following resolution:

“RESOLVED that Shri Sanjay Solanki, RACs, posted in the Corporation as Financial Advisor on deputation from the State Government w.e.f. 1st August 2015 shall also perform as Chief Financial Officer (CFO) and his terms and conditions of appointment would be governed as per the rules applicable to his services and/or the rules of the Corporation. Since the incumbent is on deputation, his designation shall be Financial Advisor.”

Item 10: Appointment of Secretarial Auditor.

The Board discussed the agenda and approved the appointment of M/s. JAKS & Associates, Companies Secretaries, Jaipur, as Secretarial Auditor for conducting the secretarial audit of the Corporation for the financial year 2015-16, on a remuneration of Rs. 75,000/- (Rupees seventy five thousand) only, all inclusive.

Item 11: Resurgent Rajasthan-2015.

The Board discussed the agenda in detail and accorded approval for incurring expenditure of Rs.20,26,50,000/- (Rupees twenty crore twentysix lac fifty thousand) for organizing Resurgent Rajasthan-2015. The Board also accorded ex-post-facto approval for advance of Rs. 4.00 cr. to Bureau of Investment Promotion, the nodal agency for organizing Resurgent Rajasthan-2015.

Item 12: Contribution to Initial Corpus of Rajasthan Culture Fund.

The Board discussed the agenda and accorded approval to contribute Rs. 5.00 cr. to the initial corpus of Rajasthan Culture Fund (RCF), constituted by the state government. As contribution towards preservation/ conservation of cultural heritage, innovation and experiments in arts, creation of galleries, museums and other cultural institutes etc. also qualifies as CSR expenditure, this need to be explored, for future.

The Board also suggested that the Department of Tourism, Art & Culture, GoR, may be requested for obtaining approval of the fund u/s 35AC of Income Tax Act 1961 so that the contribution to fund is fully admissible as expenditure. So also aforesaid fund may register itself u/s 12A of the Income Tax Act 1961, so that funds income, if any, will be exempted under the Act.

Item 13: Borrowing Money in Pursuance of provisions of Section 180 of the Companies Act, 2013.

The Board discussed the agenda and accorded approval for the following:

- 1) In pursuance to the provisions of section 180 of the Companies Act, 2013, to seek consent of the shareholders in its general meeting by a special resolution to borrow money from banks/financial institutions/ HUDCO/other entities, to the extent that money borrowed, together with

the money already borrowed shall not exceed Rs. 2500.00 crore, including interest accrued and due; and

- 2) To authorize the Chairman to call the Extra Ordinary General Meeting at a shorter notice with the consent of the shareholders and to decide the date and time of the meeting.

Item 14: Extension of lease period of Software Technology Parks of India (STPI) for another 25 years.

The Board discussed the agenda and deferred the same with the note that objectives envisaged by STPI at the time of allotment of land vis-à-vis actual outcome/achievements made so far and likely benefit to the state be analyzed and put up before the Board for decision.

Item 15: Release of CETP charges collected by RIICO to Bhiwadi Jal Pradushan Nivaran Trust (BJPNT), Bhiwadi on actual collection basis for operation and maintenance of CETP, Bhiwadi.

The Board discussed the agenda and accorded approval for the following:

- i. To discontinue release of CETP charges to BJPNT on accrual basis from 30.09.2015 and releasing CETP charges to BJPNT on actual recovery basis from 01.10.2015 onwards, for O&M of CETP, Bhiwadi, subject to (ii) below;
- ii. To retain 15% amount out of actual recoveries of CETP charges by the Corporation before release of funds to BJPNT, in order to recover shortfall amount of CETP charges, i.e. Rs.499.04 lacs on a particular date;
- iii. Amendment in Condition No. 4(b) of executed Memorandum of Understanding (MOU) with BJPNT modifying the condition to the extent that *“RIICO shall collect annual O&M charges from industries and release the same to BJPNT, for O&M of CETP Bhiwadi, on actual collection basis from 01.10.2015 onwards, after deduction of 15% amount out of actual recoveries of CETP charges in order to recover shortfall amount of CETP charges”* and to execute revised MOU between RIICO and BJPNT, accordingly.

Item 16: Categorization of Industrial Areas of RIICO.

The Board discussed the agenda and accorded approval for:

1. Categorization of existing and forthcoming industrial areas in categories of AA, A, B, C & D to be based on the actual/expected recoveries from the sale of land or additional supportive budget if granted for the particular industrial area, existing & expected amenities in and around the industrial area, location of the industrial area, expected type of industries to come, scope of investment, prospective employment generation, requirement of industrial area.

2. Categorization of industrial areas to be worked out in two phases:
 - a. Designating the category of Industrial Area (both existing and forthcoming) based on the certain pre-defined parameters, pace of allotment and the prospective allotment rate as per Annexure-B to the agenda note.
 - b. The Infrastructure facilities to be provided in the different categories of industrial area and measuring the level of development made in existing industrial area as per Annexure-C to the agenda note.
3. Categorization and needs of industrial area be adjudged and proposed for up-gradation at suitable interval of time, may be three years.
4. To up-grade the lower category industrial area to next higher level by revising the scheme or by allocating additional budget so as to improve the infrastructure facilities in the industrial areas.

As the below mentioned agenda items were circulated at a notice of less than seven days, the Directors present in the meeting unanimously agreed to waive the minimum notice period and take up the said items for consideration:

Item 17: Proposal for payment of Bonus/Ex-gratia & Monetary Incentive.

The Board discussed the agenda and accorded approval for payment of bonus/ex-gratia equivalent to 8.33% of the salary and ex-gratia/monetary incentive @ 11.67% of the salary to all the employees of the Corporation for the financial year ended on 31st March 2015, with the condition that in case of employees drawing salary exceeding Rs.3500/- (Running Pay + Grade Pay + DA) the amount of Bonus/Ex-gratia and monetary incentive will be calculated as if the salary was Rs.3500/- per month, in appreciation of the good work done by the employees and also as an incentive for their professional dedication towards excellence in the Corporation.

Item 18: Ex-post-facto approval for the nomination of Manager (GAD) as member of ED Committee.

The Board discussed the agenda and accorded ex-post-facto approval for the nomination of Manager (GAD) as one of the members of ED Committee, in place of Sr. DGM (HRD/GAD). The Board also ratified the Office Order dated 25.08.2015 issued in this regard.

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

CHAIRMAN

Place: Jaipur.

Date: 26.10.2015