

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

MINUTES OF : **Board meeting**
VENUE : **Udyog Bhawan, Jaipur**
DATE & TIME : **18th March 2013 at 11.30 A.M.**

PRESENT :

| | |
|------------------------|---|
| Shri Sunil Arora | Chairman |
| Shri Rajeshwar Singh | Secretary Small Ind. and Khadi Gramoudyog |
| Shri Sudhansh Pant | Secretary Mines & Petroleum Deptt. |
| Shri Kuldeep Ranka | Commissioner JDA |
| Shri Siddharth Mahajan | Commissioner (Inv. & NRI) |
| Shri Naveen Mahajan | Managing Director |

Shri D.K. Sharma, Secretary was in attendance. Mrs. Aparna Sahay, Financial Advisor, Mrs. Urmila Rajoria, Advisor (A&M), Shri Alok Kumar, CGM (BP), Shri Suresh Agarwal, GM(F), Shri P.M. Jain, GM (F&A), Shri A.K. Jhalani, GM(Appraisal) and Shri Sravan Bhagaria, OSD(EM) were also present.

LEAVE OF ABSENCE

The Board granted leave of absence to Dr. Govind Sharma, Principal Secretary Finance, Shri Yaduvendra Mathur, CMD RFC, Shri Naresh Pal Gangwar, Secretary Energy and Shri Rajesh Yadav, Commissioner Industries.

Item 1: Confirmation of minutes of the meeting of the Board held on 28th December 2012.

The minutes of the meeting of the Board held on 28th December 2012 were confirmed and signed by the Chairman.

Item 2: Action Taken Report on the decisions of the previous meeting of the Board held on 28th December 2012.

The Board noted the position.

Item 3: Minutes of the meeting of the Industrial Committee of the Board held on 8th March 2013.

The Board noted the position.

Item 4: Minutes of the meeting of the Infrastructure Development Committee of the Board held on 4th January 2013.

The Board noted the position.

Item 5: Minutes of the meeting of the Audit Committee of the Board held on 4th March 2013.

The Board noted the position.

Item 6: Transfer of Shares.

The Board Discussed the position as brought out in the agenda note and approved the proposal contained therein.

The following Resolutions were adopted:-

RESOLUTIONS:

“**RESOLVED** that transfer of under mentioned three equity shares of Rs.1000/- each of the company be and is hereby approved:

| S.No | Name of Transferor | Name of Transferee | No. of Share | Distinctive No. |
|------|-------------------------|------------------------|--------------|-----------------|
| 1. | Shri Rajhans Upadhyay | Shri Rajesh Yadav | 1 | 1601 |
| 2. | Dr. Purushottam Agarwal | Shri Siddharth Mahajan | 1 | 1201 |
| 3. | Shri Rajendra Bhanawat | Shri Naveen Mahajan | 1 | 801 |

FURTHER RESOLVED that the Secretary of the Corporation be and is hereby authorized to endorse the Share Certificates, in the name of the transferees.”

Item 7: Post-facto approval of Memorandum of Understanding (MoU) signed by RIICO with Korea Trade Investment Promotion Agency (KOTRA).

The Board noted the position brought out in the agenda note and accorded ex-post-facto approval to the Memorandum of Understanding signed with KOTRA and earmarking around 250 acres of land at industrial area Ghiloth for Korean Zone.

The Board also placed on record its appreciation for the Managing Director and his team/team of IFC/concerned officers of BIP for actively pursuing KOTRA to finally choose Rajasthan as investment destination.

Item 8: Ex-post-facto approval for relaxation for hiring of taxi AC vehicles for Officers.

In relaxation to the Circular No.F9(1)FD-1(I)Budget/2012 dated 1.11.2012, the Board accorded ex-post-facto approval for enhancement of maximum ceiling of Rs.17000/- per month to Rs.20,000/- per month for Tata Indica AC

& Tata Indigo AC car for plight upto 1500 Kilometer and the rate for excess kilometers beyond 1500 kilometers in a month from Rs.6.50 per kilometers to Rs.7.00 per kilometers to ensure good quality cars.

Item 9: Financial results for the half year ended on 30th September 2012.

The Board noted that the Audit Committee has reviewed the half yearly un-audited results in its meeting held on 4th March 2013. The Board took on record the un-audited financial results for the six months ended on 30th September 2012.

Item 10: Financial results for the nine months ended on 31st December 2012.

The Board took on record the un-audited financial results for the nine months period ended on 31st December 2012.

Item 11: Appointment of Tax Auditors under section 44AB of the Income Tax Act for the Financial Year 2012-13.

The Board discussed the agenda and accorded approval for the appointment of M/s. S. L. Gangwal & Co., Chartered Accountants, Jaipur as Tax Auditors at remuneration of Rs.60,000/- plus Service Tax for Tax Audit and a fee of Rs.5000/- plus Service Tax for every certificate required to be obtained for Income Tax Exemption under section 80 IA. However, total fee for certification under section 80IA shall be limited to Statutory Audit Fee for the year which is Rs.3.00 lacs as on date.

Item 12: Proposal for sanction of term loan of Rs.4750.00 lac (including swapping of term loan of Rs.524.00 lac from RFC) to Tecpro Systems Ltd. (TSL) for setting up a project for manufacturing Structural Steel at Plot No. 203-203(A), MIA, Alwar, Rajasthan.

The Committee discussed the agenda and accorded approval for sanction of term loan of Rs.4750.00 lacs (including swapping of Rs.524.00 lac from RFC) to Tecpro Systems Limited. The Committee adopted the following Resolution:

“**RESOLVED** that approval be and is hereby accorded for sanction of term loan of Rs.4750.00 lacs (Rupees four thousand seven hundred fifty lac) only (including swapping of Rs.524.00 lac from RFC) to Tecpro Systems Limited, for the project to manufacture Structural Steel (Angles, Channels and Beams) with installed capacity of 1,96,000 MT per annum at Plot No.203-203(A), MIA, Alwar (Raj.). The term loan was sanctioned on the usual terms and conditions of term lending of the Corporation along with 11 special terms and conditions as given in Appendix ‘A’ of the agenda note.”

Item 13: Dis-investment of equity of Rs.50.00 lac – Rivona Industries Ltd., Jodhpur.

The Board discussed the agenda and accorded approval for:

- a) Settlement of equity buy-back default of the captioned company with an OTS amount of Rs.75.00 lac to be payable upto 31st March, 2013.
- b) With-drawl of various pending court cases.
- c) Authorizing the Managing Director to settle incidental matters arising out of the OTS package.

Item 14: Authorisation for execution of Legal Documents.

The Board discussed the agenda and accorded approval for authorizing Shri Ashok Mathur, Sr. Dy. General Manager (Documentation) and in his absence Shri Sudipto Sen, Dy. General Manager (Law) for execution of all the legal documents/deeds/conveyance deeds/agreements/letters/undertakings/deed of assignment on behalf of the Corporation in connection with the following:

1. Term Loan assistance;
2. Term Loan under ERS/EFS;
3. Working Capital Term Loan/Multipurpose Loan Scheme or any other Loan Scheme being operated by the Corporation;
4. Equity Participation Assistance;
5. Interest Free Sales Tax Loan Scheme;
6. Seed Capital Scheme/Soft Loans;
7. Bridging Loans/Unsecured Loans/Short Term Loans;
8. State Subsidy Scheme.

The Board is also authorized them to appoint, in consultation with the concerned Controlling Officer, Officer In-charge/Addl. Officer In-charge for cases of both Civil and Criminal nature by or against the Corporation before Courts/Tribunals/Authorities/Boards for and on behalf of the Corporation authorizing the Officer In-charge/Addl. Officer In-charge to engage Advocates, sign and file Plaints/Writs/Applications/Replies/Notices/Written Statements/Affidavits/Rejoinders/Criminal Complaints/Appeals/Claims/Pleadings/place Evidences etc. for and on behalf of the Corporation.

Item 15: Presentation on Logo Unit developed by Communication Consultant to the Corporation – M/s. IANS.

M/s IANS gave a presentation before the Board. The Board shortlisted new Logo and authorized Chairman and Managing Director to make any further variations in the shortlisted Logo before it is forwarded to the State Government for final approval.

Item 16: Budget Estimates for the year 2013-14 and Revised Estimates for the Year 2012-13.

The Board discussed the agenda and accorded approval for the Revised Budget Estimates for the year 2012-13 and Budget Estimates for the year 2013-14 with the following observations:

1. The budgeted expenditure for 2013-14 on acquisition of land, development of industrial areas, maintenance of industrial areas including special maintenance and maintenance of transferred industrial areas shall not be less than the Budget Estimates for 2012-13. MD was authorized to approve the Revised Budget.
2. The Managing Director may review the progress of expenditure on infrastructure work, sanction, disbursement, recovery of term loan dues on quarterly basis.
3. A Sub-group of Secretary Mines & Petroleum, Commissioner JDA and MD to suggest tax planning for the Corporation.
4. Special rebate may be allowed to push-up sale of land in slow moving industrial areas. The package may be got approved from Board.
5. A special meeting of the Board may be called, to consider proposal for raising of funds to finance DMIC project, once report from PDCOR Limited is received.

Item 17: Advances to Bhiwadi Jal Pradushan Nivaran Trust (BJPNT) for up-gradation of existing CETP, Bhiwadi and release of CETP charges on accrual basis from the FY 2012-13 and onwards, for operation and maintenance of CETP Bhiwadi.

The Board discussed the agenda and accorded:

- i) Ex-post-facto approval for release of Rs.8.10 crore as advance to BJPNT for up-gradation of CETP, Bhiwadi including the release of Rs.2.50 crore vide office order No.EM/Bhiwadi-I/950 dated 12.03.2013.
- ii) Ex-post-facto approval for release of CETP charges to BJPNT on accrual basis from the FY 2012-13 and onwards, for O&M of CETP, Bhiwadi.
- iii) Approval for purchase/exchange of 11,600 sqm land of UIT Bhiwadi, adjoining to the existing CETP for Rs.5 crore lump-sum as per decision taken in Bhiwadi meeting on 01.03.2013 and subsequent allotment to BJPNT at token price.

Item 18: Creation of new Accounting Units in the name of Giloth through bifurcation of the existing Neemrana Unit.

The Board discussed the agenda and accorded ex-post-facto approval for creation of a separate accounting unit in the name of Giloth by bifurcating the existing Neemrana Unit Office, with immediate effect. The said unit would deal with all industrial areas of Giloth and Shahjahanpur, while the rest of the areas would remain in the Neemrana Unit.

Item 19: Sanction of loan of Rs.4.00 crore to RAJSICO.

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

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

Date:

CHAIRMAN