



Rajasthan State Road Development & Construction Corporation Ltd.

(Formerly RSBCC Ltd.)

(A GOVERNMENT OF RAJASTHAN UNDERTAKING)

CIN No. U45203RJ1979SGC001853

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

Phones : FPBX - 2711386-90, 2711178, 2709364, 2709160, Fax : 0141-2711178, web-www.rsrdc.com, Email-gmrsrdc@yahoo.com

File No. D-2(176)/16946-60

Date:- 17-11-14

To

1. **Shri D B Gupta** (Chairman, RSRDC)
Principal Secretary to Govt., PWD, Rajasthan, Jaipur.
2. **Shri Rajeshwar Singh** (Director, RSRDC)
Principal Secretary to Govt., Transport Deptt., Rajasthan Jaipur
3. **Shri Akhil Arora** (Director, RSRDC)
Secretary to Govt., Planning Deptt., Rajasthan, Jaipur.
4. **Shri S.C. Dinkar** (Director, RSRDC)
Spl. Secretary to Govt., Finance(Exp.) Deptt., Jaipur
5. **Shri R.P. Khandelwal** (Director, RSRDC)
Secretary to Govt., PWD, Rajasthan, Jaipur.
6. **Shri G.L. Rao**, (Director, RSRDC)
CE (Road), PWD, Rajasthan, Jaipur
7. **Shri R. K. Gupta** (Director, RSRDC)
CE & AS, PWD, Rajasthan, Jaipur
8. **Shri R.S. Gunawat** (Nominee Director, RSRDC)
Regional Chief, HUDCO, Jaipur.
9. **Shri G N Sharma**, Managing Director, RSRDC

Sub:- Minutes of the 71th Board Meeting of RSRDC

Sir,

Please find enclosed herewith copy of minutes of the 71th Meeting of the Board of Directors of RSRDC held on Thursday, the 13th day of Nov, 2014 at 4.00 PM at the Registered Office of the Corporation (Conference Hall at RSRDC, Setu Bhawan, Jhalana Doongri, Jaipur).

Thanking you,
Yours faithfully,

(Signature)
(PAWAN K. GARG)
Company Secretary

Encl: as above.

Copy to following for information and needful action please:-

1. The General Manager, RSRDC, Jaipur.
2. The CFO, RSRDC, Jaipur.
3. Sr. Audit Officer/CAW-I, Accountant General (Commercial & Receipt Audit), Rajasthan in compliance to your office order No. CAW-I/D-2137 dated 13.02.07.
4. Nodal Officer, RSRDC Ltd., Jaipur for placing the same on website.
5. Statutory Auditors, Madhukar Garg & Co., Jaipur

(Signature)
Company Secretary

CHAIRMAN
INITIALS



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Minutes of the 71th meeting of the Board of Directors of Rajasthan State Road Development and Construction Corporation Limited held on Thursday, the 13th day of Nov, 2014 at 4.00 PM at the Registered Office of the Corporation (Conference Hall at RSRDC, Setu Bhawan, Jhalana Doongri, Jaipur).

The following were present:

1. Sh. D.B. Gupta	Chairman
2. Sh. S. C. Dinker	Director
3. Sh. R.P. Khandelwal	Director
4. Sh. R.K. Gupta	Director
5. Sh. R.S. Gunawat	Director
6. Sh. G.N. Sharma	Managing Director

In attendance: -

Shri Pawan K. Garg, Company Secretary, Smt Pankaj Patni, CFO, G R Mahla, General Manager and Madhukar Garg & Co., Statutory Auditors.

Leave of Absence.

Leave of absence was granted by the Board to Sh. Rajeshwar Singh, Sh. G.L. Rao and Sh. Akhil Arora who could not attend the meeting because of their pre-occupations.

Item No. 71.01 Confirmation of Minutes of the last (70th) Board Meeting.

The Minutes of 70th Meeting of the Board of Directors held on 30.10.2014 were circulated to all the directors vide no. D-2(175)15786-99 dated 30.10.2014.

Since no comments have been received from any of the directors, the Board confirmed the same.

Item No. 71.02 Review/ follow up action on previous decisions.

The Board noted the same.

Item No. 71.03 To consider the recommendation by Audit Committee.

Board considers the recommendation by audit committee and directed the Managing Director to reconcile the pending audit paras and take action accordingly. The Board also directed to not to club the audit paras of current year and last year and to ascertain the

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INITIAL

actual recovery of outstanding liability referred in audit paras of last year Audit report.

Item No. 71.04

To consider and approve Balance Sheet and Profit and Loss Account for the year ended 31st March 2014.

The Board perused the draft Balance Sheet, Profit & Loss Account and the Schedules thereon for the year ending March 31, 2014 as per the recommendation of the Audit Committee.

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

Board queried the CFO on various qualifications as proposed in audit report of Statutory Auditors.

The Annual Accounts for the year 2013-14, as placed before the Board, were discussed and it was RESOLVED that approval be and is hereby accorded to the Balance Sheet as on 31st March 2014 and Profit and Loss Account for the year ended 31.03.2014 together with the notes thereon and schedules annexed thereto and recommended payment of dividend @ 8% on paid up capital.

RESOLVED FURTHER THAT Managing Director Sh. G.N. Sharma, Sh.R. K. Gupta, Director on the Board and Shri Pawan K. Garg, 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 CFO shall also sign the audited accounts. The authenticated annual accounts shall further be submitted to Statutory Auditors for certification and to Accountant General (Audit) Rajasthan Jaipur for their further comments, if any under section 619(4) of the Companies Act 1956 on behalf of the Controller and Auditor General of India.

After discussion the Annual Accounts, duly signed by Statutory Auditors were approved for forwarding to shareholders for consideration and adoption.

Item No. 71.05

Approval of the Directors Report to the share holders for the year ended 31st March 2014.

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 2013-14, together with the replies on the comments of Statutory Auditors as placed before the Board was discussed. Accordingly, it was

RESOLVED that approval be and it hereby accorded to the draft Director's Report to the Shareholders/ Members of the Corporation as placed before the meeting and initialed by Managing Director for the purpose of identification.

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FURTHER RESOLVED THAT Managing Director and Shri, R. K. Gupta, Director be and are hereby authorized to sign the same on behalf of the Board for circulation among shareholders.

FURTHER RESOLVED THAT Managing Director be and is hereby to approve the reply, if any, on the comments of Controller and Auditor General of India.

Item No. 71.06

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

Resolved that approval be and is hereby accorded to hold the Fourteenth Annual General Meeting of the Corporation on Monday, 22nd day of December, 2014 at 4.00 P.M. in the Conference Hall at the registered office of the corporation

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

RESOLVED FURTHER THAT Secretary be and is hereby authorized to issued the notice of 14th Annual general Meeting under his signature along with Annual Accounts, Auditors Report, Replies the Shareholders/ Members along with comments of the Comptroller and Auditors General of India.

Item No. 71.07

Fixation of remuneration payable to Statutory Auditors for the Financial year 2013-14.

RESOLVED FURTHER THAT remuneration of auditors be is hereby revised to Rs 2.00 lacs as Statutory Auditors fees and Rs. 0.50 lacs as Tax Audit fees excluding Service Tax and out of pocket expenses for the financial year 2013-2014.

Item No. 71.08

Factual Report on the appeal submitted by Shri R K Singhal in reference to the Hon'ble High Court's Judgment dated 24.07.2014

The matter was discussed by the Board and after giving an opportunity of personal hearing to Shri R. K. Singhal, it was directed to General Manager, RSRDC to conclude the enquiry of Shri R. K. Singhal within one month time, i.e. up to 15.12.2014.

The Board will decide the appeal submitted by Shri R K Singhal in reference to the Hon'ble High Court's Judgment dated 24.07.2014 after completion of enquiry as aforesaid.

Item No. 71.09

Any other item with the permission of Chair.

Item No. 71.09.01 Nomination and Remuneration Committee (NRC) under Sec.178 of the Companies Act, 2013 (1)

The Board nominated the following members in Nomination and Remuneration Committee to fulfill the requirement of Sec.178 of the Companies Act, 2013

1. Shri R. P. Khandelwal (Chairman)
Secretary to Govt.,
PWD, Rajasthan, Jaipur,
2. Shri G. L. Rao, (Member)
CE (Road), PWD, Rajasthan, Jaipur
3. Shri G. N. Sharma (Member)
Managing Director, RSRDC

Item No. 71.09.02 Corporate Social Responsibility policy and its Committee formation (2)


The Board accorded its approval for forming the CSR committee of the following directors and discloses the same in Director's report. The committee members may further explore the policy of CSR and utilization of funds under CSR.

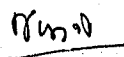
1. Shri D B Gupta (Chairman)
Principal Secretary to Govt.,
PWD, Rajasthan, Jaipur,
2. Shri Akhil Arora, (Member)
Secretary to Govt.,
Planning Deptt., Jaipur
3. Shri G. N. Sharma (Member)
Managing Director, RSRDC


Item No. 71.09.03 Vigil Mechanism: (Sec 177 with rule no. 7 of Companies (Meeting of Board and its Power) rules, 2014 (3)

The Board nominated the members of the Audit Committee to functions as members of the Vigil mechanism Committee.

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


(Pawan K. Garg)
Company Secretary


(G. N. Sharma)
Managing Director


(D.B. Gupta)
Chairman

Date:
Place: Jaipur

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