

**NAGPUR SMART AND SUSTAINABLE CITY DEVELOPMENT
CORPORATION LIMITED**

**REGD OFF: NEW ADMINISTRATIVE BUILDING, NAGPUR MUNICIPAL CORPORATION,
PALM ROAD, CIVIL LINES NAGPUR-440001. CIN: U74999MH2016SGC283173**

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NOTICE

Date: 04.10.2017

To
All the Hon. Directors of
Nagpur Smart And Sustainable City Development Corporation Limited

Notice is hereby given that the Sixth Meeting of the Board of Directors [06/2017-18] of the Company will be held on 13th October, 2017 at 10.00 am at the registered office of the Company at New Administrative Building, Nagpur Municipal Corporation, Palm Road, Civil Lines Nagpur-440001 to transact the following business:

Sr. No.	Item
1.	To grant leave of absence, if any.
2.	To confirm and approve the minutes of the meeting of the Board of Directors held on 12 th Day of August, 2017.
3.	To take note of Letter received from Ministry of Housing and Urban affairs bearing no. D O No. 1/9/2013-CL-V-pt 3 dated 19/07/2017 pertaining to various statutory compliances to be ensured by Smart Cities SPV pursuant to the various applicable provisions of the Companies Act, 2013
4.	To take a note of Ministry of Corporate Affairs notification bearing no. GSR 839 (E) dated 05/07/2017 issued by Ministry of Corporate Affairs pertaining to appointment of Independent Directors.
5.	To review the progress of safe and smart city project being implemented by L&T since last BOD meeting held on 12.08.2017. (PPT by L&T and E&Y)
6.	To review the progress of the work of preparation of TPS based on the principle of retrofitting for Pardi, Bharatwada, Punapur and Bhandewadi (ABD Project) since last BOD meeting held on 12.08.2017. (PPT by HCP).
7.	To discuss, consider and accord approval to the draft Resettlement and Rehabilitation policy (R & R policy) for the project affected persons (PAPs) in ABD Project.
8.	To review the progress of the PMU since last BOD meeting held on 12.08.2017, and to consider Inception report and Feasibility report prepared by GT for various ABD projects.
9.	To discuss and approve the expenditure to be incurred towards purchase of stationery, Travel and Accomodation expenditure and other items.
10.	To discuss, consider and accord approval to the constitution of Nomination and Remuneration Committee.
11.	To take note of the statement of account for the financial year ended 31.03.2017 duly verified and vetted by CFO, NSSCDCL
12.	To discuss and approved the appointment of CAG empanelled Statutory Auditors for the financial year ended 2017.
13.	Any other business with the permission of Chair.

Kindly make it convenient to attend the meeting.

Thanking You,

Yours Faithfully,

For Nagpur Smart And Sustainable City Development Corporation Limited

For Company Secretary

Copy to:-

With a request to make it convenient to attend the meeting as a special invitees.

1. Larsen & Toubro
2. Ernst & Young
3. HCP
4. Grant Thornton
5. PSUs
6. National Highways Authority of India
7. Maharashtra Metro Rail Corporation Limited
8. Maharashtra State Road Development Corporation Limited
9. Maharashtra State Road Transport Corporation
10. Public Works Department
11. Maharashtra State Electricity Distribution Co. Ltd.
12. Mahanagar Gas
13. Bharat Sanchar Nigam Limited
14. Nagpur Improvement Trust
15. State Tourism Department
16. Nagpur Municipal Transport Undertaking
17. Orange City Water Works
18. Nagpur Environmental Services Limited
19. District Inspector of Land Records
20. Sub Divisional Officer (SDO)

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.1	To grant leave of absence, if any
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CEO of the Company hereby welcomes all the Board of Directors of NSSCDCL to the Sixth Board meeting, and would like to inform that Mr. and Mr., Directors of the Company have expressed their inability to attend the meeting due to unavoidable circumstances.

A copy of Letter of intimation regarding their inability to attend meeting received from respective directors is placed on the table be and is hereby noted. Board is requested to grant necessary leave of absence to the absentee Director(s), if any.

Board of Directors may pass the following resolution(s) with or without modification(s) as deemed fit.

DRAFT RESOLUTION

“**RESOLVED THAT** Leave of Absence was granted to Mr., Director and Mr., Director of the Company, who have expressed their inability to attend meeting due to unavoidable circumstances. Copy of Letter of intimation regarding their inability to attend meeting received from respective Director be and is hereby noted”.

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 2	To confirm and approve the minutes of the meeting of the Board of Directors held on 12 th Day of August 2017.
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The Fifth meeting of the Board of Directors of the Company was held on Saturday 12th Day of August 2017 at the Registered Office of the company, the draft minutes of the same were circulated earlier for obtaining confirmation of all Board Members.

The Board is requested to consider and pass the following resolution:

DRAFT RESOLUTION

“**RESOLVED THAT** the minutes of the Fifth meeting of the Board of Directors of the Company which was held on Saturday 12th Day of August 2017 at the registered office of the company as circulated earlier and placed before the Board be and is hereby read, signed, confirmed and taken on record.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 3	To take note of Letter received from Ministry of Housing and Urban affairs bearing no. D O No. 1/9/2013-CL-V-pt 3 dated 19/07/2017 pertaining to various statutory compliances to be ensured by Smart Cities SPV pursuant to the various applicable provisions of the Companies Act, 2013
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Letter received from Ministry of Housing and Urban affairs bearing no. D O No. 1/9/2013-CL-V-pt 3 dated 19/07/2017 pertaining to various statutory compliances to be ensured by Smart Cities SPV pursuant to the various applicable provisions of the Companies Act, 2013 is being put up before BOD for consideration and noting.

Consultant Company Secretary of NSSCDCL had been asked to prepare elaborative statement in terms of statutory compliances to be ensured by the SPV, accordingly the statement has been prepared and is being put before BOD for noting.

BOD may take note the same.

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 4	To take a note of Ministry of Corporate Affairs notification bearing no. GSR 839 (E) dated 05/07/2017 issued by Ministry of Corporate Affairs pertaining to appointment of Independent Directors.
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Ministry of Corporate Affairs has issued notification bearing no. GSR 839 (E) dated 05/07/2017 pertaining to appointment of Independent Directors.

Pursuant to the said notification following classes of unlisted public company shall not require to appoint Independent Director, namely:-

- (a) a joint venture;
- (b) a wholly owned subsidiary; and
- (c) a dormant company as defined under section 455 of the Act."]

NSSCDCL was incorporated in compliance to the Government of Maharashtra Resolution No. Smarcity- 2016/ANS-58/CR-261/Navi-23 dt- 18.06.2016, as a SPV having 50:50 percent shareholding of GOM and Nagpur Municipal Corporation to implement Nagpur Smart City project in compliance to mission statement and guidelines as stipulated by Ministry of Urban Development from time to time.

Accordingly, BOD may take note that the NSSCDCL is coming under the purview of exemption given vide notification dated 05.07.2017, being Joint Venture Company of GOM and Nagpur Municipal Corporation accordingly BOD may take note of the non applicability of Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014.

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 5	To review the progress of safe and smart city project being implemented by L&T since last BOD meeting held on 12.08.2017. (PPT by L&T and E&Y)
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The progress report since last BOD meeting held on 12.08.2017 prepared by L&T and E&Y in terms of implementation of project under safe and smart city project is being placed before BOD.

The progress report may be reviewed and BOD may take note of the same.

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 6	To review the progress of the work of preparation of TPS based on the principle of retrofitting for Pardi, Bharatwada, Punapur and Bhandewadi (ABD Project) since last BOD meeting held on 12.08.2017. (PPT by HCP).
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The progress report prepared by HCP since last BOD meeting held on 12.08.2017 in terms of preparation of TPS based on the principle of retrofitting for Pardi, Bharatwada, Punapur and Bhandewadi (ABD Project) is being placed before BOD.

The progress report may be reviewed and BOD may take note of the same.

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 7	To discuss, consider and accord approval to the draft Resettlement and Rehabilitation policy (R & R policy) for the project affected persons (PAPs) in ABD Project.
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Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 8	To review the progress of the PMU since last BOD meeting held on 12.08.2017, and to consider Inception report and Feasibility report prepared by GT for various ABD projects.
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In the light of BOD's resolution bearing number **Resolution No. 49(5)/17-18** passed in the 5th BOD meeting of NSSCDCL, work plan of PMU has been approved, accordingly in terms of approved work plan the progress report is being prepared by PMU since last BOD meeting held on 12.08.2017, the said report is being put up before BOD

The progress report may be reviewed and BOD may take note of the same.

Consideration of Inception and Feasibility Report

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 9	To discuss and approve the expenditure to be incurred towards purchase of stationery, Travel and Accommodation expenditure and other items.
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The statement of miscellaneous expenditure to be incurred for every BOD Meeting towards purchase of stationery, Travel and Accommodation expenditure and other items, the said statement has been prepared on the basis of expenditures has been incurred for last 5 BOD meetings.

The statement is being placed before the BOD for approval. BOD may discuss and approve the statement of said expenditure and authorise CFO, NSSCDCL for payment of sanctioned expenses and to keep BOD updated.

BOD may pass the following resolution(s) with or without modification(s) as deemed fit.

DRAFT RESOLUTION

“RESOLVED THAT consent of the Board be and is hereby accorded to the miscellaneous expenditure statement for an amounting to Rs. _____ () which is prepared on the basis of expenditures incurred for last 5 BOD meeting and further which is inclusive of expenses towards purchase of stationery, Travel and Accommodation expenditure and other items.”

“RESOLVED FURTHER THAT CFO, NSSCDCL be and is hereby authorised to make all payments of above sanctioned miscellaneous expenditures and keep BOD updated.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 10	To discuss, consider and accord approval to the constitution of Nomination and Remuneration Committee.
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Pursuant to the provision of Articles of Association of NSSCDCL and in accordance with the provisions of Section 178 of Companies Act, 2013 read with rules framed thereunder, the remuneration to directors, key managerial personnel and senior management shall be determined by the Nomination and Remuneration Committee.

Accordingly, it is proposed to constitution of Nomination and Remuneration Committee and empowers the said committee to decide and recommend BOD about the remuneration of Directors, Key Managerial Personnel and other employees.

Accordingly, it is propose to constitute the nomination and remuneration committee comprises of following members;

Committee Members:

Sr. No.	Name	Designation
1.		
2.		
3.		

BOD may discuss and pass the following resolution(s) with or without modification(s) as deem fit.

DRAFT RESOLUTION

“**RESOLVED THAT** Pursuant to the provision of Articles of Association of NSSCDCL and in accordance with the provisions of Section 178 of Companies Act, 2013 read with rules framed thereunder, The Nomination and Remuneration Committee comprising of following members be and is hereby constituted.”

Committee Members:

Sr. No.	Name	Designation
1.		
2.		
3.		

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 11	To take note of the statement of account for the financial year ended 31.03.2017 duly verified and vetted by CFO, NSSCDCL
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In the light of discussion had in the fifth BOD meeting of NSSCDCL, the Hon. Chairman has asked CEO to put all issues involving finances after due vetting and verified from CFO, accordingly Financial statement for the year ended 31.03.2017 has been duly verified and vetted by CFO NSSCDCL and is being put up before BOD for consideration and noting.

BOD may take note of the same.

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 12	To discuss and approved the appointment of CAG empanelled Statutory Auditors for the financial year ended 2017.
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Pursuant to the provisions of Government of Maharashtra Resolution No. Smarcity- 2016/ANS-58/CR-261/Navi-23 dt- 18.06.2016, the Audit of NSSCDCL will be conducted by the Controller & Auditor General of India, Accordingly vide BOD resolution bearing No. _____, NSSCDCL has sent the request letter to CAG in terms of Appointment of Statutory Auditors of the Company.

NSSCDCL, yet to receive any kind of confirmation in terms of recommending appointment of Statutory Auditors from CAG for the financial year ended 31.03.2017, in the light of resolution passed in the 5th BOD meeting of NSSCDCL, pursuant to the provisions of section 96 of the companies Act, 2013, First Annual General Meeting of NSSCDL is required to be held on or before 30th December 2017 of which due notice is required to be given to all the members within stipulated time period i.e. 25 days before the date of AGM.

In this scenario, it is being proposed to obtain proposals from Chartered Accountants empanelled with CAG to conduct the statutory audit of NSSCDCL in compliance to the provisions of section 139 of the Companies Act, 2013, for the period starting from 01.07.2016 being the date of incorporation till 31.03.2017. Further CFO in consultation with CEO shall be authorised to scrutinize the offers and finalise the appointment, terms of appointment, remuneration and issue letter of appointment to the Statutory auditor for the above period only, who shall hold the office till the conclusion of the first annual general meeting of the Company.

BOD may pass the following resolution(s) with or without modification(s) as deemed fit.

DRAFT RESOLUTION

“RESOLVED THAT, in compliance to the provisions of section 139 of the Companies Act, 2013 BOD has accorded its consent to the appointment of CAG empanelled Statutory Auditors, for the period starting from 01.07.2016 being the date of incorporation till 31.03.2017, who shall hold the office till the conclusion of the first annual general meeting of the Company.”

“RESOLVED FURTHER THAT CFO, NSSCDCL be and is hereby authorized in consultation with CEO to scrutinize the offers and finalise the appointment, terms of appointment, remuneration and issue letter of appointment to the Statutory auditor for the above period only and keep BOD updated.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 13	Any other business with the permission of Chair.
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