

MINUTES OF THE FOURTH MEETING OF THE BOARD OF DIRECTORS OF NAGPUR SMART AND SUSTAINABLE CITY DEVELOPMENT CORPORATION LIMITED (NSSCDCL) HELD ON FRIDAY, 25TH DAY OF JUNE 2017 AT 11.00 AM AT NEW ADMINISTRATIVE BUILDING, NAGPUR MUNICIPAL CORPORATION, PALM ROAD, CIVIL LINES NAGPUR-440001.

DIRECTORS PRESENT:

1.	Hon. Praveensingh Pardeshi (IAS)	Chairman, Mentor and Nominee Director
2.	Hon. Sandeep Jadhav	Nominee Director
3.	Hon. Sandeep Joshi	Nominee Director
4.	Hon. Mangala Gavare	Nominee Director
5.	Hon. Mohammad Jamal	Nominee Director
6.	Hon. Sachin Kurve (IAS)	Nominee Director
7.	Hon. Ashwin Mudgal (IAS)	Nominee Director
8.	Hon. Deen Dayal	Nominee Director (GOI)
9.	Hon. Ramnath Sonawane	Chief Executive Officer

In Attendance:

- Mr. Krishna Kant Upadhyay (IPS): Deputy Commissioner of police (On behalf of CP, Nagpur)
- Mr. Sanket Bozawar: On behalf of Parag Dasarwar & Associates
- Dr. Biniwale : NEERI
- Mr. Gaurav Lunawat : On behalf of professor Shankar, IIT Mumbai
- Mr. Pratham Pincha : On behalf of HCP, Ahmadabad
- Mr. Ajay Ramteke : Ernst & Young
- Mr. Taneesh Yadav : Assistant Manager, Grant Thornton (GT)

Addressing the Board:

Mr. Ramnath Sonawane, Chief Executive Officer, welcomed the Honorable Chairman and all the Directors present for the 4th meeting of the BOD. After ascertaining the quorum, the Chairman called the meeting to be in order and allowed to commence the proceedings of the meeting.

Item No. 01: To grant Leave of Absence, if any

Leave of absence was granted to Hon. Mrs. Nanda Jichkar (Mayor, NMC & Director NSSCDCL), Hon. K. Venkatesham IPS (CP, Nagpur & Director

NSSCDCL) and Hon. Deepak Mhaisekar IAS (Chairman NIT & Director NSSCDCL). BOD noted the same.

Resolution No. 35(4)/17-18

“**RESOLVED THAT** Leave of Absence was granted to Mrs. Nanda Jichkar, Mr. K. Venkatesham and Mr. Deepak Mhaisekar who had expressed their inability to attend the meeting.”

Item No.02: To confirm and approve the minutes of the meeting of the Board of Directors held on 12th Day of May 2017.

The 3rd meeting of the Board of Directors, NSSCDCL held on Friday 12th day of May, 2017 at the Registered Office; the draft minutes of the same were circulated to all the directors of the board for their consideration and perusal. BOD took note of it and no comments were received from any one of the Board Members.

The BOD considered and perused the same and passed the following resolution in this regard;

Resolution No.36(4)/17-18

“**RESOLVED THAT** the minutes of the 3rd meeting of the Board of Directors, NSSCDCL held on Friday 12th day of May, 2017 at the registered office of the company as circulated earlier and placed before the Board be and are hereby read, confirmed, signed and taken on record.”

ItemNo.03: To discuss, consider and place before the Board of Directors status report of Nagpur Safe & Smart City Project since last BOD meeting (PPT Presentation):

The presentation on Nagpur Safe & Smart City project progress, after the previous board meeting, was given by Shri. Jiger Modh, Project Manager, L&T. The said status report in the form of PPT is being annexed herewith as annexure– I.

The presentation on the Town Planning Scheme (TPS) for the Area Based Development (ABD) for Pardi, Bharatwada, Punapur and Bhandewadi was given by Shri. Pratham Pincha, representative of HCP Ahmedabad. The PPT is annexed herewith as annexure II.

The Board of Directors have seen the presentations and expressed satisfaction over the progress of these ongoing projects.

Item No. 04: To discuss, consider and approve the appointment of Grant Thornton (L-1 responsive Bidder), as Project Management Unit of Nagpur Smart and Sustainable City Development Corporation Limited:

The detailed board note was considered by the board. The representative of Grant Thornton Mr. Taneesh Yadav gave a brief Presentation (PPT). The board unanimously approved the appointment of Grant Thornton as PMU.

Resolution No.37(4)/17-18:

“RESOLVED THAT BOD has accorded its approval to the combined Evaluation statement done by the Evaluation Committee given below:

<u>Evaluation of combined score of proposal for PMU</u>					
Sf-100*Fm/F Fm= Lowest Financial cost					
Fm= 171500000.00 Financial Weight@20%					
Particulars	Financial Bids(F)	Sf	Fw	Sf*Fw	
Price Waterhouse coopers	205500000.00	83.45	0.20	16.69	
Grant Thornton	171500000.00	100.00	0.20	20.00	
Mckinsey	686465484.40	24.98	0.20	4.99	
Particulars	Technical scores (T)	St	Tw	St*Tw	
Price Waterhouse coopers	77.15	83.24	0.80	66.59	
Grant Thornton	75.76	81.74	0.80	65.39	
Mckinsey	92.68	100.00	0.80	80.00	
Particulars	St*Tw	Sf*Fw	S=St*Tw+Sf*Fw		Ranking
Price Waterhouse coopers	66.59	16.69	83.28		3
Grant Thornton	65.39	20.00	85.39		1
Mckinsey	80.00	4.99	84.99		2
(As per the above combined final evaluation score M/s Grant Thornton India LLP has secured highest combined score of 85.39 points.)					

The BOD authorized the CEO to sign the agreement and issue the work order to M/s Grant Thornton India LLP.”

Item No. 05: To take decision regarding the appointment of Chief Executive Officer (CEO):

Provisions of Section 203 of The Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Remuneration of Managerial personnel) Rules 2014, Every Company belonging to such class or classes of Companies as may be prescribed (i.e. Every listed company and every other public company having a paid-up share capital of ten crore rupees or more.) shall have whole-time key managerial personnel as Managing Director or Chief Executive Officer.

Shri. Ramnath Sonawane the present incumbent is due for retirement on 30.06.2017, who is currently holding additional charge of CEO of NSSCDCL. Due to his retirement the post of CEO will be vacant, looking at the magnitude of the project and its importance in terms of its implementation in given time period, the responsible position of CEO is not advisable to keep vacant and accordingly, BOD proposed to consider the appointment of Shri. Ramanath Sonawane, who is having vast experience of Urban Administration in various capacities, As CEO of the company, the said appointment shall be on a contractual basis for a period of 2 years, the terms and conditions of the appointment along with emoluments, pay-scale, allowances, perquisites, shall be finalized in next BOD meeting.

The BOD considered and discussed the same and passed the following resolutions in this regard:

Resolution No. 38(4)/17-18:

“RESOLVED THAT pursuant to the provisions of Section 203 of Companies Act, 2013, Rules framed there under and any other Applicable Provisions, the approval of Board of Directors be and is hereby accorded to appoint Shri. Ramnath Sonawane as full-time key managerial personnel in capacity of Chief Executive Officer of Nagpur Smart and Sustainable City Development Corporation Limited, on a contractual basis for a period of 2 years, further the terms and conditions of the appointment along with emoluments, pay-scale, allowances, perquisites, shall be finalized in next BOD meeting.”

“RESOLVED FURTHER THAT Mr. Parag Dasarwar, Company Secretary in Practice, bearing C.P NO. 8227 be and is hereby authorized to digitally sign and file the necessary E-Forms with the Registrar of Companies, Maharashtra, Mumbai.”

Item No.06: To take decision regarding the appointment of Chief Financial Officer (CFO):

Pursuant to the provisions of section 203 of the Companies Act 2013 read with Rule 8 of the Companies (Appointment & Remuneration of Managerial personnel) Rules 2014, Every Company belonging to such class or classes of Companies as may be prescribed (i.e. Every listed company and every other public company having a paid-up share capital of ten crore rupees or more shall have whole-time key managerial personnel) shall be required to appoint whole-time key managerial personnel in capacity of Chief Financial Officer.

Further, during the course of discussion the board came to the conclusion that all possible recruitments sources such as Government and Private Sector Professionals should be given opportunity to work with NSSCDCL, based on their professional competence and excellent track record. The possibility of appointing a retired officer from the cadre of Accounts and Finance Services (Group A Gazetted post) having the highest degree of integrity and efficiency, on contractual basis should be explored. Accordingly it was decided to publish an advertisement in prominent state and national level newspapers for the said post.

BOD proposed to constitute a selection committee comprising of following members to facilitate the appointment of the said post.

1. Hon. Mayor
2. Hon. Leader of house
3. Hon. Leader of opposition
4. Hon. Collector
5. Hon. Chairman NIT
6. Hon. Municipal commissioner

The BOD considered and discussed the same and after some discussion passed the following resolutions in this regard:

Resolution No.39(4)/17-18:

“ **RESOLVED THAT** in order to facilitate the appointment of CFO pursuant to the provisions of section 203 of the Companies Act 2013 read with Rule 8 of the Companies (Appointment & Remuneration of Managerial personnel) Rules 2014, unanimous consent of the BOD be and is hereby accorded for constitution of a selection committee comprising of following members

1. Hon. Mayor
2. Hon. Leader of house

3. Hon. Leader of opposition
4. Hon. Collector
5. Hon. Chairman NIT
6. Hon. Municipal commissioner”

Item No. 07: To take decision regarding the appointment of Company Secretary (CS):

Pursuant to the provisions of section 203 of the Companies Act 2013 read with Rule 8A of the Companies (Appointment & Remuneration of Managerial personnel) Rules 2014, Every Company belonging to such class or classes of Companies as may be prescribed (i.e. Every listed company and every other public company having a paid-up share capital of Five crore rupees or more) shall be required to appoint whole-time key managerial personnel in capacity of Company Secretary.

Ministry of Urban Development has allowed appointment of Practicing Company secretary. However it was proposed to appoint full time Company Secretary as KMP.

BOD decided to appoint current consultancy firm M/s. Parag Dasarwar and Associates to continue as a consultancy firm, however, a full time Company Secretary (CS) is required to be appointed in accordance with the norms prescribed under the companies act.

BOD proposed to constitute a selection committee comprising of following members to facilitate the appointment of the said post.

1. Hon. Mayor
2. Hon. Leader of house
3. Hon. Leader of opposition
4. Hon. Collector
5. Hon. Chairman NIT
6. Hon. Municipal commissioner

The BOD considered and discussed the same and after some discussion passed the following resolutions in this regard:

Resolution No.40(4)/17-18:

“ **RESOLVED THAT** in order to facilitate the appointment of CS pursuant to the provisions of section 203 of the Companies Act 2013 read with Rule 8A of the Companies (Appointment & Remuneration of Managerial personnel) Rules

2014, unanimous consent of the BOD be and is hereby accorded for constitution of a selection committee comprising of following members

1. Hon. Mayor
2. Hon. Leader of house
3. Hon. Leader of opposition
4. Hon. Collector
5. Hon. Chairman NIT
6. Hon. Municipal commissioner

“RESOLVED FUTHER THAT an appointment of consultancy firm M/s. Parag Dasarwar and Associates, Company Secretary in practice, vide appointment letter issued on 18.06.2016 be continued and selection process for the appointment of the full time Company Secretary in accordance with the norms prescribed under the companies act be initiated and completed at the earliest.

Item No. 08: Any other Business with the permission of Chair

The following issues were discussed with the permission of Hon. Chairman and the decisions were taken as stated below.

8.1 **Construction (Civil work) of Command And Control Centre for City Surveillance at Police Commissioner’s Office :-**

The Board discussed the issue in detail considering different options available in this regard and concluded that the L&T should take up this work as per prevailing DSR. The L&T should immediately commence the work as per the DSR (district schedule of Rates) and complete it by December 2017 in all respect.

Resolution No.41(4)/17-18:

“RESOLVED THAT Maha IT SPV is directed to take necessary decision in consultation with L & T and submit the compliance report in the next BOD meeting.”

8.2 **A Policy Decision Regarding the approval to the draft T.P. Scheme by the Planning Authority:-**

At present Nagpur Improvement Trust (NIT) is the planning authority for the area Pardi, Bharatwada, Punapur AND Bhandewadi area selected under the Area Based Development Project. In order to avoid the delay it was proposed that the powers of Nagpur Improvement Trust (NIT) as Planning

Authority need to be withdrawn and given to Nagpur Municipal Corporation (NMC).

In view of the recent decision taken by Government of Maharashtra to dissolve Nagpur Improvement Trust (NIT), Municipal Commissioner, Nagpur Municipal Corporation (NMC) is directed to obtain No Objection Certificate from the Chairman, Nagpur Improvement Trust (NIT) and submit a proposal to the Principal Secretary, Urban Development Department (1) for transfer of powers of the Planning Authority to Nagpur Municipal Corporation (NMC) from Nagpur Improvement Trust (NIT).

Resolution No.42(4)/17-18:

“RESOLVED THAT Municipal Commissioner, Nagpur Municipal Corporation (NMC) is directed to obtain No Objection Certificate from the Chairman, Nagpur Improvement Trust (NIT) and submit a proposal to the Principal Secretary, Urban Development Department (1) for transfer of powers of the Planning Authority to Nagpur Municipal Corporation (NMC) from Nagpur Improvement Trust (NIT).”

8.3 Smart Bus Shelters:-

As a part of safe and smart city project, smart solution for intelligent traffic management is being implemented through L&T. NMC transport undertaking with the help of four operators is providing public transport services. A PMU is appointed to implement ICT based smart solutions which need to be integrated with safe and smart city project. The safe and smart city project includes transformation of existing 158 bus shelters.

Resolution No.43(4)/17-18:

“RESOLVED THAT all 158 Bus Shelters to be converted in to Smart Bus Shelters by October 2017.

8.4 ICT Based Solid Waste Management:-

At present, only 2 places have been selected for providing smart infrastructure like Smart Bins, Volume Sensor, RFID and GPS devices for 6 vehicles.

The board of Directors has directed the Municipal Commissioner and CEO to ensure that smart bins with sensors at all collection and storage points of

the waste should be provided. The Municipal Commissioner and CEO should also ensure that all ICT based smart solutions should be deployed in the entire jurisdiction of Nagpur Municipal Corporation (NMC), It should include public toilets, community toilets, Pay & use toilets provided by the NGOs or other private organizations, dustbins, litter bins and all vehicles deployed for door to door collection and transportation of solid waste management.

Resolution No.44(4)/17-18:

“RESOLVED THAT ICT based smart solutions for solid waste management shall be implemented across the city.

8.5 NAG River Rejuvenation Project:-

On the request of Municipal Commissioner NMC, Dr. Biniwale from National Environmental Engineering Research Institute (NEERI) and Mr. Gaurav Lunawat on behalf of Indian Institute of Technology(IIT), were present in the meeting and they have given their PPT presentations on the cost effective & environmental friendly solutions based on the Phytoid Technology and SBT Technology, respectively for the treatment of waste water.

The BOD directed the Municipal Commissioner to ensure that these kind of technologies should be considered while preparing the Detailed Project Reports (DPR) for Nag River Pollution Abetment Project and DPR for waste water treatment under AMRUT Mission.

The BOD also directed the Municipal Commissioner to ensure that these kind of technologies should be considered while preparing the Detailed Project Reports (DPR) for Nag River Pollution Abetment Project and DPR for waste water treatment under AMRUT Mission.

The BOD also directed the Municipal Commissioner to pursue the proposal which is submitted to DEA through NRCD for the pollution abetment of Nag River with the Principal Secretary Urban Development (UD2) and submit a separate DPR for waste water treatment for south zone under AMRUT Mission.

The possibility of Re-use of waste water in MIDC Butibori MIHAN and the power plants at Koradi and Khaperkheda should also be explored. It was

suggested that the rate of treated waste water to be supplied to these agencies should be lower than the rates levied by MIDC for Industrial use.

Resolution No.45(4)/17-18:

“**RESOLVED THAT** Phytorid Technology and SBT Technology for the treatment of waste water should be given preference and the DC regulations should be modified accordingly.”

8.6 **Convergence Project:-**

Various projects are being implemented by various central & state government agencies, local authorities, PSUs, NHAI, Metro, MSRDC, MSRTC, PWD, MAHADISCOM, MAHANAGAR GAS, BSNL, NIT, State Tourism Department, NMTU, OCW, NESL and such other agencies. Representatives of these agencies are required to be invited as special invitees in the NSSCDCL BOD meetings in order to ensure convergence and proper coordination with NSSCDCL Smart City Project.

Resolution No.46(4)/17-18:

“**RESOLVED THAT**, NSSCDCL CEO is directed to request concerned Heads of the Organizations to nominate their members as special invitees.”

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

SD/-
Hon. Praveensingh Pradeshi (IAS)
Chairman (NSSCDCL)

Date: