

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.1	To take note of the appointment of Chairman of the Company vide Government of Maharashtra Government Decision No. Smart C.- 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016.
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Mr. Shravan Hardikar, Nominee Director of the company welcomes the nominated Directors of Nagpur Smart And Sustainable City Development Corporation Limited at first meeting, and place before the Board, Government of Maharashtra Government Decision No. Smart C.- 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016 for BOD's noting.

Further, Shri. Shravan Hardikar inform the BOD about nomination of Shri. Praveen Singh Pardeshi as chairman (ex-officio) Mentor of BOD of NSSCDCL the said nomination has been approved by GOM vide above referred GoM Decision No. Smart C.- 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016.

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

DRAFT RESOLUTION

"RESOLVED THAT pursuant to Article 12.15 Clause (ii) of Articles of Association, Government of Maharashtra Decision No. Smart C.- 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016 and other applicable provisions of the Companies Act, 2013, Board of Directors has noted the nomination of Shri. Praveen Singh Pardeshi as Chairman (ex-officio) and Mentor of the BOD of NSSCDCL, further BOD noted the appointment of Shri. Praveen Singh Pardeshi, PS to Hon. Chief Minister, GOM as Nominee Director, representing Government of Maharashtra in the BOD of company."

"RESOLVED FURTHER THAT BOD has accorded its approval to the nomination of Shri. Praveen Singh Pardeshi, as Chairman of all the statutory committee of BOD"

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.2	Placing of the certificate of incorporation obtained from the Registrar of Companies, Maharashtra at Mumbai.
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Certificate of Incorporation bearing Corporate Identification Number CIN: U74999MH2016SGC283173 dated 1st day of July 2016 obtained from the office of Registrar of Companies, Maharashtra at Mumbai is being place before the BOD.

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

DRAFT RESOLUTION

“RESOLVED THAT the Certificate of Incorporation bearing Corporate Identification Number U74999MH2016SGC283173 dated 1st day of July 2016 obtained from the office of Registrar of Companies, Maharashtra at Mumbai be and is hereby noted.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.3	Noting of Registered Memorandum and Articles of Association.
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Registered Memorandum and Articles of Association of Nagpur Smart And Sustainable City Development Corporation Limited with the Registrar of Companies, Maharashtra at Mumbai is being place before the BOD for its due consideration and noting.

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

DRAFT RESOLUTION

“RESOLVED THAT the registered Memorandum and Articles of Association of the company with the office of Registrar of Companies, Maharashtra at Mumbai be and is hereby noted, adopted and implemented.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.4	Noting of Situation of Registered Office.
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Situation of Registered office of Nagpur Smart And Sustainable City Development Corporation Limited.

BOD may note situation of the registered office of the Company and pass the following resolution(s) with or without modification(s) as deemed fit.

DRAFT RESOLUTION

"RESOLVED THAT the Registered office of the Company situated at New Administrative Building, Nagpur Municipal Corporation, Palm Road, Civil Lines Nagpur 440001 as per E-Form INC 22 filed with the Registrar of Companies, Maharashtra, Mumbai, pursuant to Section 12 of the Companies Act, 2013 be and is hereby noted."

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.5	Noting of First Directors of the Company, vide Government of Maharashtra Government Decision No. Smart C.- 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016.
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Pursuant to Article 12.2 of the Articles of Association of the Company,

1. Mr. Sachin Kurve – Hon’ble Collector of Nagpur, as nominee of Government of Maharashtra
2. Mr. Pravin Datke – Hon’ble Mayor, NMC as nominee of NMC
3. Mr. Shravan Hardikar – Hon’ble Municipal Commissioner of Nagpur, as nominee of NMC
4. Mr. Dayashankar Tiwari - Hon’ble Ruling Party Leader, NMC as nominee of NMC
5. Mr. Sudhir Raut – Hon’ble Standing Committee Chairman, NMC as nominee of NMC

are being named as first Directors of the Company, constituting the BOD in terms of the provisions of the Companies Act, 2013. The copy of E-Form DIR-12 filed with the Registrar of Companies, Mumbai is being place before the Board for perusal.

BOD may note names of First Directors of the company and pass the following resolution(s) with or without modification(s) as deemed fit.

DRAFT RESOLUTION

“RESOLVED THAT pursuant to the Article 12.2 of the Articles of Association of the Company and E-Form DIR-12 filed with the Registrar of Companies, Mumbai

1. Mr. Sachin Kurve – Hon’ble Collector, Nagpur, as nominee of Government of Maharashtra
2. Mr. Pravin Datke – Hon’ble Mayor, NMC as nominee of NMC
3. Mr. Shravan Hardikar – Hon’ble Municipal Commissioner, Nagpur, as nominee of NMC
4. Mr. Dayashankar Tiwari – Hon’ble Ruling Party Leader, NMC as nominee of NMC
5. Mr. Sudhir Raut – Hon’ble Standing Committee Chairman, NMC as nominee of NMC

Constituting the first Directors of the BOD of Company.”

However, In order to give effect to the provisions of Government of Maharashtra Government Decision No. Smart C.- 2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016 in terms of appointment of Director and constitution of BOD following

nominations from both State Government of Maharashtra and NMC shall be considered:-

Nominations for the position of Directorship from State Government of Maharashtra: (Four Nominee Directors)

- | | |
|------------------------------------------------------------|----------------------------------|
| 1. PS to Hon. CM. Government of Maharashtra- | Chairman (Ex-officio) & Mentor |
| 2. Police Commissioner, Nagpur- | Nominee Director (Ex-officio) |
| 3. Chairman, NIT- | Nominee Director (Ex-officio) |
| 4. District Collector, Nagpur
appointment already done) | Nominee Director (Ex-officio) (|

Nominations for the position of Directorship from Nagpur Municipal Corporation: (Six Nominee Directors)

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 1. Hon. Mayor, NMC- | Nominee Director (Ex-officio) |
| 2. Hon. Ruling Party Leader, NMC- | Nominee Director (Ex-officio) |
| 3. Hon, Chairman Standing Committee, NMC | Nominee Director (Ex-officio) |
| 4. Hon. Leader of opposition, NMC | Nominee Director (Ex-officio) |
| 5. In order to ensure extensive political representation in the BOD of company, representatives of political parties with descending order of elected representatives in the house, other than ruling party. Two (2) such directors are required to be nominated by the General Body of NMC. | |

Nominations for the position of Directorship from Central Government: (One Nominee Director)

To ensure the representations of Government of India in the BOD, Government of Maharashtra vide its Resolution dated 18.06.2016 made a provision of representation of GOI nominee in the BOD of company. Accordingly BOD may authorise Shri. Parag Dasarwar, Company Secretary in Practice to communicate with concerned department i.e. MoUD (Ministry of Urban Development) and update the BOD in its next meeting.

Appointment of Two Independent Directors:

Further, pursuant to the extant provisions of GR dated 18.06.2016, two Independent Directors are required to be appointed by following the due process and in accordance to the applicable provisions of the companies Act, 2013 and rules framed thereunder. However, BOD may please take note of provisions of section 149 (4) of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, pursuant to which, our company is not

required to appoint Independent Director at this stage, since the mandatory condition (i.e. paid up capital of Rs. 10 crore) is not being achieved. BOD may take note of the same, and further ensure its compliance whenever the provisions become applicable to the company.

Appointment of Municipal Commissioner, NMC as Nominee Director:

Shri. Shравan Hardikar, Municipal Commissioner, NMC has already been appointed as First Director of the company and being named as such in Article 12.2 of Articles of Association of the company. BOD may take note of the same.

Appointment of CEO of the Company

The said item may be transacted under Agenda Item No. 16 separately. However BOD may take note of procedure as described in GR dated 18.06.2016, for the appointment of CEO of Company.

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

DRAFT RESOLUTION

“RESOLVED THAT BOD has accorded its approval for the nomination of followings in the BOD of Nagpur smart And Sustainable City Development Corporation Limited in compliance to the terms and conditions of GOM decision dated 18.06.2016;

- i. Three nominee Directors from Government of Maharashtra
- ii. Two Nominee Directors from NMC
- iii. One Nominee Director from Central Government of India
- iv. Two Independent Directors by following due procedure prescribed under the provisions of the Companies Act, 2013 and subject to applicability of the same

“RESOLVED FURTHER THAT Mr. Parag Dasarwar, Company Secretary in Practise, bearing C.P NO. 8227 be and is hereby authorized to digitally sign and file the necessary E-Form DIR-12 with the Registrar of Companies, Maharashtra Mumbai.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.6	Approval of Financial year of the company.
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Pursuant to Section 2 (41) of the Companies Act ,2013 "financial year", in relation to any company or body corporate, means the period ending on the 31st day of March every year, and where it has been incorporated on or after the 1st day of January of a year, the period ending on the 31st day of March of the following year, in respect whereof financial statement of the company is made up.

BOD may approve the Financial year of the company and pass the following resolution(s) with or without modification(s) as deemed fit.

DRAFT RESOLUTION

"RESOLVED THAT the first "Financial Year" of the Company be the period starting from the date of incorporation of the Company i.e. 01.07.2016 to 31.03.2017 [First Financial year] both days inclusive, and the first statement of accounts of the company shall relate to the same period."

"RESOLVED FURTHER THAT the second and subsequent "Financial Year" of the company be the period from 1st April to 31st March, in each year unless decided otherwise."

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 7	Approval of format of share certificate.
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Format of Share Certificate is being place before the BOD for approval.

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

DRAFT RESOLUTION

“RESOLVED THAT a format of the Share Certificate tabled at the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and that the said Share Certificate book shall be kept under the safe custody.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 8	Approval of preliminary expenses.
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Preliminary expenses incurred in the incorporation of the company and other Legal Expenses incurred by Nagpur Municipal Corporation for formation of SPV Nagpur Smart and Sustainable City Development Corporation Limited to implement Nagpur Smart city project, is being place before the BOD for approval.

BOD may approve Preliminary expenses and 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 Preliminary Expenses and other statutory expenditures incurred to the tune of Rs. 4,50,000/- (Rupees Four Lacs fifty Thousand only) for Incorporation of SPV Nagpur Smart and Sustainable City Development Corporation Limited by NMC.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 9	Issue of share certificates to the subscribers of Memorandum of Association.
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Share certificates are required to be issued in approved format to the subscribers of Memorandum of Association and as per Article 6 of Articles of Association further pursuant to the provisions of Section 56(4)(a) of the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules 2014 framed there under.

Pursuant to Section 46 and Companies (share capital and debentures) Rules 2014 of Companies Act,2013 Every share certificate shall be issued under the common seal of the company which shall be affixed in the presence of and signed by two directors duly authorized by the Board of Directors by passing Board Resolution and by the secretary or any other person authorised by the Board. One of the two directors mentioned above shall be other than the managing or whole time director, (if any).

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

DRAFT RESOLUTION

“RESOLVED THAT the following Share Certificates be and are hereby issued to the Subscribers of the Memorandum of Association within a stipulated time period as per the following details:-

L/F No.	Name of Subscriber	Number of Equity Shares	Certificate Numbers	Distinctive Numbers	
				From	To
01	Mr. Shravan Hardikar (As a Nominee of NMC)	24995	01	01	24995
02	Mr. Pravin Datke (As a Nominee of NMC)	1	02	24996	24996
03	Mr. Satish Holey (As a Nominee of NMC)	1	03	24997	24997
04	Mr. Dayashankar Tiwari (As a Nominee of NMC)	1	04	24998	24998

05	Mr. Sudhir Raut (As a Nominee of NMC)	1	05	24999	24999
06	Mr. Vikas Thakre (As a Nominee of NMC)	1	06	25000	25000
07	Mr. Anoop Kumar Srivastava (As a Nominee of Government of Maharashtra)	25000	07	25001	50000
	TOTAL	50000			

“RESOLVED FURTHER THAT the share certificates to the above named subscribers to the memorandum of association of the company be issued under the common seal of the company and that Shri. Shravan Hadikar and Shri. Deepak Mhaisekar, Nominee Directors of the company be and are hereby authorized to sign the said share certificates and Mr. Parag Dasarwar, Company Secretary, be and is hereby authorized to counter sign the share certificates as the “Authorised Signatory”.

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No. 10	Adoption of common seal of the company.
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The Chairman place before the Board the proposed Common Seal of the Company for perusal.

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

DRAFT RESOLUTION

“RESOLVED THAT the Seal as produced at this meeting be and is hereby approved and adopted as the Common Seal of the Company and that an impression of same be affixed in the margin of the minutes of this meeting and initialed by the Chairman.

“RESOLVED FURTHER THAT the said Common Seal be kept in the safe custody of Directors of the Company.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.11	Appointment of first auditor of the company.
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NSSCDCL being a government company, as per section 139(7) of the Companies Act 2013, the first auditor of the company shall be appointed by the Comptroller and Auditor General of India within sixty days from the date of registration of the company and in case the Comptroller and Auditor General of India does not appoint such auditor within the said period, the Board of Directors of the company shall appoint such auditor within the next thirty days; and in the case of failure of the Board to appoint such auditor within the next thirty days, it shall inform the members of the company who shall appoint such auditor within the sixty days at an extraordinary general meeting, who shall hold the office till the conclusion of the first annual general meeting.

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

DRAFT RESOLUTION

“RESOLVED THAT BOD has noted the provisions of Section 139(7) of Companies Act, 2013 in terms of appointment of First Auditor for Government company.”

“RESOLVED FURTHER THAT BOD has accorded its approval to the draft of application to be made to Comptroller and Auditor General of India and further authorize Mr. _____ to sign, submit, communicate and take necessary follow up to ensure compliance of the provisions of Section 139(7) of the Act within stipulated time period.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.12	Appointment of Internal auditor on a monthly basis.
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The Company is required to appoint an internal auditor or a firm of internal auditors to conduct internal audit of the functions and activities of the company.

Pursuant to the provisions of section 138 of the Companies Act, 2013,

Companies shall be required to appoint an internal auditor, who shall either be a chartered accountant or a cost accountant, or such other professional as may be decided by the BOD to conduct internal audit of the functions and activities of the Company.

Board may pass the following resolution with or without modification as deemed fit

DRAFT RESOLUTION

"RESOLVED THAT BOD noted the provisions of section 138 of Companies Act,2013 in terms of appointment of Internal Auditor and further acknowledged the requirement of Internal Auditor on a monthly retainership basis to ensure compliances of Accounting Standards and principles as laid down and applicable to the company under the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT BOD has noted the offers received from the Following Chartered Accountant's Firms of Nagpur to be appointed as Internal Auditor:-

SR.NO	Name of Chartered Accountant Firms	Fees Quoted

"RESOLVED FURTHER THAT BOD has considered the appointment of M/s_____ Chartered Accountant, Nagpur being lowest of the above offers received from CA firms, Nagpur on a monthly retainership basis as the Internal Auditor of the company and be paid monthly remuneration to the tune of Rs. _____ exclusive of applicable taxes."

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.13	Appointment of Accountant on contract basis
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To facilitate the Internal Auditor in completion of regular Financial transactions in the ordinary course of business, Competent Accountant shall be required. Accordingly, BOD may take decision about Appointment of Accountant on contractual basis.

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

DRAFT RESOLUTION

“RESOLVED THAT Mr. _____ be and is hereby appointed as an Accountant of the company on contractual basis for a period of ____ years and be paid monthly remuneration of Rs_____ pm.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.14	Appointment of Consultant Company Secretary on a monthly retainership basis.
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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 shall have whole-time Company Secretary as one of the key managerial personnel.

Since NSSCDCL Paid up share capital & Turnover does not fulfill the criteria of such class or classes of Companies prescribed in Rule 8 of the Companies (Appointment & Remuneration of Managerial personnel) Rules 2014, Company is not required to appoint whole time company secretary. Looking at the immense compliances and legal formalities to be done by the Company, it will need Practicing Company secretary's service on a very routine basis in order to comply with the various mandatory provisions of the Companies Act and hence the name of CS Parag Dasarwar Company Secretary in practice at Nagpur since 2009 has been proposed as Corporate Law Consultant. Shri. Parag Dasarwar who is already a Company Secretary for NESL (A Wholly owned Company of NMC) for 24 x 7 Water Supply Project. His services has been already obtained for Name Approval and Registration of the company. His appointment on monthly Retainership basis shall be considered. Further an appointment letter dated 18.06.2016 is being place before the BOD for its ratification.

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

DRAFT RESOLUTION

“RESOLVED THAT an appointment of CS Parag Dasarwar, Company Secretary in practice, vide appointment letter issued on 18.06.2016 be and is hereby ratified and the terms and conditions of the said appointment letter be implemented with an immediate effect.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.15	Approval of minutes in loose leaf form.
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Companies registered under the provisions of companies act are required to cause minutes of the proceeding of every meeting pursuant to the provisions of section 118 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

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

DRAFT RESOLUTION

"RESOLVED THAT, the minutes of the Board meetings or of every committee of the board and General meetings of any class of shareholders be and is hereby maintained in the loose leaf form to be typed and printed."

"RESOLVED FURTHER THAT, the Chairman and all other Directors are authorised to initial and sign the said sheets and maintain the same in a bound book provided for that purpose."

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.16	To discuss and approve the proposal of appointment of CEO of Company
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BOD take a note of terms and conditions of GR dated 18.06.2016 with regard to appointment of Chief Executive Officer for Nagpur Smart And Sustainable City Development Corporation Limited.

BOD further acknowledge the need of an appointment of Chief Executive Officer, to ensure smooth and effective administration and implementation of Terms and Conditions of Smart City Mission Statement and Guidelines issued by Government of India and further to execute the project in a stipulated time period.

BOD may take appropriate decision in this regard to expedite the process of appointment of CEO and to empower CEO with exclusive powers to perform the roles and responsibilities as finalized by BOD.

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

DRAFT RESOLUTION

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.17	Noting of Notices of disclosure of interest and declaration, obtained in form MBP 1 and noting of intimation by Directors on qualification/ disqualification in form DIR 8 and granting authorization to any one of the Directors for filing form MGT-14 & DIR 8 respectively, with the Registrar of Companies, Maharashtra, Mumbai and to Authorize any one of the Directors to keep in custody the statutory registers, Form MBP-1 and Form DIR-8.
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1. Pursuant to the provisions of section 184 (1A) of the Companies Act 2013, every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in Form No. MBP – 1; and
2. Pursuant to the provisions of section 164 (2) of the Companies Act 2013, no person who is or has been a director of a company which--
 - (a) has not filed financial statements or annual returns for any continuous period of three financial years; or
 - (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeemed any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeemed continues for one year or more,shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

Accordingly the declarations in prescribed form MBP-1 and DIR- 8 has been received from all the Directors of NSSCDCL are enclosed for information of the Board

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

DRAFT RESOLUTION

“RESOLVED THAT pursuant to the provisions of Companies Act 2013 the following declarations in Form MBP- 1 and DIR- 8 received from first Directors of the Company and enclosed with the Board note, be and are hereby noted and taken on record.”

“RESOLVED FURTHER THAT the said declarations & Statutory Registers be kept in the safe custody of Mr. Shravan Hardikar, Nominee Director of the Company.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.18	Opening Of Bank Account.
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Bank account is required to be opened in Nationalized Bank, in order to start commercial operations of the Company.

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

DRAFT RESOLUTION

"RESOLVED THAT a Current Account in the name of NAGPUR SMART AND SUSTAINABLE CITY DEVELOPMENT CORPORATION LIMITED be opened with Bank of Maharashtra, NMC Branch, Nagpur and that any one of the Directors be and is hereby authorised to submit and clear KYC and to do all the necessary in this respect, on behalf of the Company."

"RESOLVED FURTHER THAT the said Bank be and is hereby informed and authorised to honour all Cheques, Bills of Exchange, Promissory Notes, Hundis and any other instruments drawn, accepted, made and signed on behalf of the Company, either by Mr. _____, Nominee Director or by Mr. _____ Nominee Director of the company and to act on any instructions so given relating to the said bank account related to any transaction of the Company."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to give a certified true copy of the said resolution to Bank of Maharashtra, NMC Branch, Nagpur."

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.19	Noting of the duties of directors u/s 166 Of Companies Act 2013.
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Pursuant to the provisions of section 166 of the Companies Act 2013, followings are the duties of Directors of which due note may take;

- A director of a company shall act in accordance with the Articles of Association (AOA) of the company
- A director of the company shall act in good faith, in order to promote the objects of the company, for the benefits of the company as a whole, and in the best interests of the stakeholders of the company.
- A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- A director of a company shall not assign his office and any assignment so made shall be void.

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

DRAFT RESOLUTION

“RESOLVED THAT Board of Directors of the company has noted the duties to be performed by the Directors pursuant to the provisions of section 166 of the Companies Act,2013 and rules framed there under.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.20	To discuss, approve and finalize the appointment of consultant for designing Logo of Company and to authorize any of the Directors of the Company for filing an application with the Comptroller General of Patent Design and Trade mark for obtaining Trade Mark registration
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The proposal of appointment of consultant for designing Logo is being place before the BOD. After finalization of LOGO an application to Comptroller General of Patent Design and Trade mark be made to get the LOGO registered as Trade Mark of the company.

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

DRAFT RESOLUTION

“RESOLVED THAT Mr. _____ Architect/Designer be and is hereby appointed as consultant to design logo for NSSCDCL.”

“RESOLVED FURTHER THAT Mr. _____ is hereby authorized to negotiate the Terms of appointment and to take necessary follow up to ensure the completions of designing of Logo within the stipulated time period.”

“RESOLVED FURTHER THAT Mr. _____, Nominee Director of the Company be and is hereby authorized to make an application with the Comptroller General of Patent Design and Trade mark for obtaining Trade Mark registration and further authorized to do all the needful in order to get registration of trade mark.”

“RESOLVED FURTHER THAT Mr. Parag Dasarwar Company Secretary in Practice be and is hereby authorized to do all such acts, deeds and things for filing of the above application and to make any additions, corrections, alterations, etc. for and on behalf of the Board of Directors of the company as may be required or directed by the Comptroller General of Patent Design and Trade mark for taking on record and to issue the Certificate of Registration of Trade Mark.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.21	To request GB of Nagpur Municipal Corporation and Government of Maharashtra to make their initial contribution towards Paid up share capital of the company.
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Pursuant to Government of Maharashtra Government Decision No. Smart C.-2016/No. 58/Ward No.261/Navi-23 dated 18.06.2016 approval was granted for the paid up equity capital of Rs. 5,00,000. Further BOD take note of joint ownership of the company i.e. 50 :50 GOM: NMC, accordingly contribution is required to be made in the same proportion to ensure the compliance of terms and conditions of above mentioned government decision dated 18.06.2016. Draft of request letters in this regard to be made to above mentioned stakeholders are being place before the BOD for approval.

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

DRAFT RESOLUTION

“RESOLVED THAT BOD has noted the Terms and Conditions of GR dated 18.06.2016 pertaining to maintaenance of Initial Share Capital to the tune of Rs. 5,00,000 in equal proportion between GOM :NMC (50 :50).”

“RESOLVED FURTHER THAT BOD has accorded its approval to the draft request letters and has authorised any one the Directors of the company to send the same under his signatures to GB of NMC and concerned Deparment of Government of Maharashtra respectively in this regard,.”

Nagpur Smart And Sustainable City Development Corporation Limited

Board Note

Item No.22	Any other business with the permission of Chair.
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