



## Minutes of first meeting of the board of directors of Bhagalpur Smart City Limited held on Wednesday, the 21<sup>st</sup> day of December 2016:-

**Time of commencement of meeting:** 11:00 HRS  
**Time of conclusion of meeting:** 13:30 HRS  
**Venue:** Hotel Chinmaye Inn, Rai Bahdur Sukhraj Rai Road, Bhagalpur

### **Directors Present:**

Mr. Ajay Kumar Chaudhary, Divisional Commissioner, Bhagalpur, Director  
Mr. Avaneesh Kumar Singh, Municipal Commissioner, Bhagalpur, Director  
Mr. Ram Niwas Pandey, Jt. Secretary, Finance Department, Government of Bihar, Director

### **Invitees Present:**

Mr Adesh Titarmare, District Magistrate, Bhagalpur  
Mr. Sunil Kumar, Under Secretary, Ministry of Urban Development, Government of India  
Mr. Deepak Bhuwaniya, Mayor, Bhagalpur  
Ms. Sriparna Sanyal Iyer, Team Leader, SPUR

### **Others Present:**

Mr. Ajay Sharma, Nodal Officer, Bhagalpur Smart City  
Mr. Tushar Chakravarty, Team Leader, TA Bhagalpur Smart City  
Mr. Arjun Kumar Kardam, Urban Planner, TA Bhagalpur Smart City  
Mr. Amogh Garg, Urban Planner, TA Bhagalpur Smart City

## Agenda No. 1/1

### To appoint the Chairman of the Board

Mr. Aveneesh Kumar Singh, started the proceedings of the meeting and proposed Mr. Ajay Kumar Chaudhary's name for the post of Chairman of the Board which was unanimously confirmed by all the Directors present therein.

"RESOLVED THAT Mr. Ajay Kumar Chaudhary, Divisional Commissioner, Bhagalpur be and is hereby appointed as Chairman of the present Board Meeting and will hold the position for all future Board Meetings.

## Agenda No. 1/2

### To note quorum and grant leave of absence, if any

The Chairman informed the Board that the Quorum shall be as per Companies Act, 2013.

Mr Sanjay Dayal, Special Secretary, Urban Development and Housing Department, Government of Bihar, Director, had asked for a leave with prior information communicated to the Board to which the Chairman granted the leave of absence.

"RESOLVED THAT the quorum of all Board Meetings shall be 1/3 of the appointed Directors. For the present meeting the Quorum was achieved. "

## Agenda No. 1/3

### To appoint the first Directors of the Company and Duties of the Directors as defined under Section 166 of the Companies Act, 2013 New Directors: MANAGING DIRECTOR and CHIEF EXECUTIVE OFFICER

The Chairman of the meeting informed the Board that in accordance with the Article 11.2 of Articles of Association the Company and as per Bihar Government Resolution No. 1887 dated 05/09/2016, Director(s) named therein shall be first Directors of the Company.

"RESOLVED THAT the following person will be the first Directors of the Company, till they hold their respective positions.

1. Mr. Ajay Kumar Chaudhary, Divisional Commissioner, Bhagalpur, Director
2. Mr. Ram Niwas Pandey, Jt. Secretary, Finance Department, Government of Bihar, Director
3. Mr Sanjay Dayal, Special Secretary, Urban Development and Housing Department,

Government of Bihar, Director,  
4. Mr. Avaneesh Kumar Singh, Municipal Commissioner, Bhagalpur”

## Agenda No. 1/4

### To consider and appoint other Directors of the Company and Permanent Invitee/s to the Board

The Board was informed that the Company proposed to appoint the following Government Officials and Executives on the Board of the Company.

1. District Magistrate, Bhagalpur
2. Nominee Representative, Government of India

The Board was informed that the Company proposed Senior Superintendent of Police, Bhagalpur, Bihar to be Permanent Invitee to Board Meetings and Mayor, Bhagalpur to be Invitee to Board Meetings.

“RESOLVED THAT Mr. Adesh Titarmare, District Magistrate, Bhagalpur and Mr. Sanjay Singh, Under Secretary, Ministry of Urban Development, Government of India be and are hereby appointed as other Directors of the Company pursuant to Section 161(3) of the Companies Act, 2013 and Article 11.3 and 11.4(a) of the Articles of Association of the Company. Resolved further that this proposal be sent to Government of Bihar for approval.”

“RESOLVED FURTHER THAT Mr. Manoj Kumar, Senior Superintendent of Police, Bhagalpur, Bihar be and is hereby nominated as Permanent Invitee to the Board Meetings and Mr. Deepak Bhuwaniya, Mayor, Bhagalpur be and is hereby nominated as Invitee to the Board Meetings.

## Agenda No. 1/5

### To consider and appointment of Independent Directors of the Company

The Board of Directors noted the provisions of Section 149 (1) and 149 (6) of the Companies Act, 2013 relating to the appointment of Independent Directors to the Company. It is requested that, designate Managing Director of the Company be authorised to take up this matter at the earliest.

“RESOLVED THAT designate Managing Director of the Company was authorised to complete the due process for the appointment of Independent Directors and put before the board for approval.”



## **Agenda No. 1/6**

**To consider the appointment of the Managing Director and Chief Executive Officer of the Company.**

The Board was informed to consider the appointment of Municipal Commissioner, Bhagalpur as Managing Director and acting Chief Executive Officer of the Company.

“RESOLVED THAT Mr. Avaneesh Kumar Singh, Municipal Commissioner, Bhagalpur be and is hereby appointed as Managing Director and acting Chief Executive Officer of the Company.”

## **Agenda No. 1/7**

### **Disclosure of Interest of Directors of the Company**

The Chairman informed that pursuant to provision of Section 184(1) of the Companies Act 2013, every Director is required to disclose his/her interest in other Companies in specified MBP-1. In this respect, the Chairman placed before the Board the Notices received from the Directors of the Company in Form MBP-1 disclosing their interest in other Companies.

“RESOLVED THAT all Directors of the Company will present and table Disclosure of Interest in Form MBP-1 for the Financial Year 2016-17 by the second Board Meeting and thereby for all subsequent Financial Year(s) the Directors will disclose the same in compliance to the Acts and Provisions.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 117, 189 of the Companies Act, 2013 (as amended or re-enacted from time to time read with Rule No 16 of the Companies (Meeting of Board and its Powers) Rules 2014. Mr. Avaneesh Kumar Singh, Managing Director of the Company be and is hereby authorised to do the necessary entries in the Register of contracts or arrangements in which Directors are interested and authenticate them.”

## **Agenda 1/8**

### **Certificate of Incorporation**

The Copy of Certificate of Incorporation having Registration No. U93090BR2016SGC033046 dated 14.12.2016 issued by the Registrar of Companies, Patna along with other forms as registered with the Registrar of Companies, Patna was tabled and received by each Director present before the Board. The Board was requested to take the note of this.



"RESOLVED THAT all Directors present for the First Board Meeting have acknowledged the receipt of Incorporation of the Company vide the Certificate of Incorporation having Registration No. U93090BR2016SGC033046 dated 14.12.2016."

## **Agenda 1/9**

### **To take note of the Memorandum and Articles of Association of the Company**

The Copy of Memorandum and Articles of Association of the company as registered with the Registrar of Companies, Patna was tabled and received by each Director present before the Board. The Board was requested to take the note of this.

"RESOLVED THAT all Directors present for the First Board Meeting have acknowledged the receipt of Memorandum of Association and Articles of Association of the Company."

## **Agenda 1/10**

### **To take note on the situation of the Registered Office of the Company**

It was proposed by Mr. Avaneesh Kumar Singh that for the convenience of all the concerned the registered office of the company be situated at Bhagalpur Municipal Corporation building.

After discussion following resolution was passed:

"RESOLVED THAT, the registered office of the company be and is here is situated at Bhagalpur Municipal Corporation Court Compound, Bhagalpur 812001, Bihar, India, until new arrangements are made."

"RESOLVED FUTHER THAT the Board has authorised MANAGING DIRECTOR Cum CHIEF EXECUTIVE OFFICER to take suitable measures to finalise suitable premises for the Company as and when required."

## **Agenda No. 1/11**

### **To take note on the Capital Structure and Subscribers of the Company.**

The Board was informed that the Authorised capital of the Company is Rs. 400 crores divided into 4 crore equity shares of Rs. 100 each and the issued, subscribed and paid capital of the Company is Rs. 10 lakhs divided into 10,000 equity shares of Rs. 100 each.

Following are the shareholding pattern of the Company:



1. Government of Bihar through the Urban Development and Housing Department: Rs. 500,000/- (It includes equity shares subscribed by the finance department, divisional commissioner, District Magistrate, Urban Development Department, Bihar, Rajyajal Parishad and Bihar Urban Infrastructure Development Corporation)
2. Bhagalpur Municipal Corporation: Rs. 500,000/-

The Board was requested to note this.

"RESOLVED THAT all Directors present for the first Board Meeting have acknowledged the shareholding pattern of the subscriber of the Memorandum of Association of the Company as per Article 5 of Memorandum of Association."

## **Agenda No. 1/12**

### **To request the Shareholders to contribute their Share Capitals**

All subscribers were requested to pay the subscription money to the Company as quickly as possible for statutory compliances and issue of share certificate. The Board was requested to note this.

"RESOLVED THAT Avaneesh Kumar Singh, Managing Director of the Company be and is hereby authorised to send letter(s) requesting the subscriber(s) of Memorandum of Association of the Company to pay the subscription money at the earliest."

## **Agenda No. 1/13**

### **To consider and approve the preliminary expenses of the Company which are made by the promoters.**

The Bhagalpur Municipal Corporation incurred the expenditure towards preparation of Smart City Proposal to the consultants chosen by the department. It is proposed to reimburse the incurred expenditure by the approval from the Board.

"RESOLVED THAT the Board has authorised the Managing Director Cum Chief Executive Officer to reimburse the said expenditure to Bhagalpur Municipal Corporation."

## **Agenda No. 1/14**

### **To consider the fixation of first and subsequent Financial Year(s) of the Company**

The Board of Director(s) were informed of the proposal to determine the twelve-month period commencing from 1<sup>st</sup> April to 31 March of the following year as the Financial Year and



accordingly, the first Financial Year of the Company was to be from 14<sup>th</sup> December 2016 being the date of Incorporation of the Company, up to 31<sup>st</sup> March 2017 and the subsequent Financial Year will be from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2018.

**"RESOLVED THAT, the first Accounting Year of the Company shall be ending on 31<sup>st</sup> March 2017 and Accounting Year of the Company be fixed as ending 31<sup>st</sup> March each year or by Government of India notifications amended from time to time."**

## **Agenda 1/15**

**To consider the appointment of the first Statuary Auditors to the Company by C&AG**

**"RESOLVED THAT, the Board has authorised the Managing Director cum Chief Executive Officer to prepare proposals in this regard and put in next board meeting for approval."**

## **Agenda 1/16**

**Appointment of Internal Auditor of the Company**

As per Section 138 of Companies Act 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Company is required to appoint an Internal Auditor. It is requested that the Board authorise the Managing Director cum Chief Executive Officer to float tender(s) for selection of Chartered Accountant & an Internal Auditor.

**"RESOLVED THAT, Managing Director cum Chief Executive Officer was authorised to tender for the selection of a (Chartered Accountant & an Internal Auditor) firm at the earliest."**

## **Agenda 1/17**

**To discuss the appointment of various Key Managerial Personnel like Chief Financial Officer and Company Secretary for the Company.**

As per the provisions of Section 203 of the Companies Act, 2013, every listed Company and the Public Companies whose paid up Share Capital is Rs. 10.00 crores or more is required to appoint and designate Key Managerial Personnel (KMP) of the Company and delegate roles of responsibilities as prescribed under the provisions of the Act.

**"RESOLVED THAT the Managing Director cum Chief Executive Officer was authorised to appoint Personnel/ firms reputed for discharging function of and Chief Financial Officer and Company Secretary at the earliest."**

## **Agenda No. 1/18**

**To apply for Income Tax Permanent Account Number (PAN) and Registration under different authorities.**



The Company was registered under the provisions of the Companies Act 2013 on 14<sup>th</sup> December 2016. For the compliance under various Statues, the Company was required to get it registered under them. It is requested that the Board authorise the Managing Director cum Chief Executive Officer to take the necessary action. The Board was requested to approve this.

"RESOLVED THAT the Board has authorised the Managing Director cum Chief Executive Officer through his office to initiate such statutory compliances and complete statutory registration(s) at the earliest."

**Agenda No. 1/19**

**To consider opening of Bank accounts of the Company and to authorise operation of the same.**

"RESOLVED THAT the Board has authorised the Managing Director cum Chief Executive Officer to decide and open accounts for the company as deemed necessary and in accordance to the best practices, in any of the Reserve Bank of India Scheduled Banks at the earliest."

**Agenda No. 1/20**

**To consider Delegation of Power**

"RESOLVED that provisions in MoA/AoA will be followed in discharge of functions by concerned authorities. In case of any issue during implementation phase, Chairman is authorized to give directions/instructions."

**Agenda 1/21**

To decide on the manner of recruitment of Human Resources and decide on the Plan for implementation of the Smart City Proposal.

The Board deliberated on appointment of various consultants and staffs for supporting Bhagalpur Smart City Proposal Implementation. In this regard the Directors present discussed the process and key highlights of Expression of Interest (EOI) for "Selection of Project Development and Management Consultants" which would constitute all required expertise. AND "Selection of agency for Hiring of counterpart/support staff" for which the tender documents were discussed.

"RESOLVED that the Board has approved the EOI/Tender for 'Selection of Project Development and Management Consultant' AND 'Selection of agency for Hiring of counterpart/support staff' and authorised the Managing Director cum Chief Executive Officer to take appropriate steps to implement the same for conducting the business of the

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Company. The board authorized Chief Executive Officer to float tender for selection of agency to perform various task in process of selection of Project Development and Management Consultant."

## Agenda 1/22

### To consider adoption of common seal of the Company and select custodian of the Common Seal

The Board was informed that in terms of Article 1 (jj) of the Articles of Association of the Company, the Directors are required to provide for the Common Seal of the Company. It is requested to authorise the Managing Director and Chief Executive Officer to take the required action and be the custodian of the common seal. The Board was requested to approve this.

"RESOLVED THAT the Board has authorised the Managing Director cum Chief Executive Officer to be the custodian of common seal of the company that shall be mutually agreed upon by the directors of the Company."

## Agenda No. 1/23

### Any other business with the permission of the Chairman.

Following were the other business matters discussed by the permission of the Chairman:

1. To allow usage of email ids for all directors of the company for conducting their day to day communication.
2. To allow usage of mobile based application for forming a closed group.
3. To approve Early Bird Projects delineated from the Smart City Proposal (both from Area Based Development and Pam-city Proposals). Details of which are as following:
  - a) Development of Smart Road from Tilkha Manjhi Crossing to Budanath Temple Chowk.
  - b) Beautification and intersection improvement of Tilka Manjhi Chowk, Manali Chowk, Adampur Chowk and other important traffic intersections and crossings.
  - c) Installation of Smart Toilets with bio digesters at designated five places.
  - d) Façade Illumination of Medical College Building, Ghantaghar tower, District Collectorate and any other designated important buildings.
  - e) Interactive learning/E-learning in five schools (demonstrative/pilot level)
  - f) Innovation intervention in five designated Agandwadi.
  - g) Procurement of four passenger boats.
  - h) Pilot Bhagalpur River Front Development at Budanath Ghat, Manik Sarkar Ghat, Mushari Ghat, Launch Ghat and Stretch from Pul Ghat to Seedhi Ghat.
  - i) Heritage Walk Development
  - j) Rejuvenation of Lajpat Park precinct.

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- k) Installation of Smart LED screens at various public places.
  - l) Promotion, outreach and branding for Bhagalpur Smart City – Launching and conducting of events, public interaction, workshops, seminars, symposium, training and capacity building, production of short films/advertisements etc.
  - m) Procurement of Solid Waste Equipments as- Refuse Compactor & Galvanized Dustbin, Portable Compactor & Desilting Machine
  - n) It was resolved that for important and urgent matters approval of board may be received through circulation of detailed agenda & proposal among all members of the board.
4. To approve following activities for implementing and supporting Smart City Proposal:
- a) Acquiring new office space for BSCL.
  - b) Shopping of necessary hardware and software for BSCL.
  - c) Development, Hosting and maintenance of website and mobile application(s) for BSCL.
  - d) Procurement of equipment's for Integrated Solid Waste Management and IT based smart solutions such as vehicles. GPS devices etc.
  - e) E-management in hospitals.
  - f) Installation of community toilets in areas to prevent open defecation.
  - g) Bio-metric attendance system.
  - h) Digitization of libraries.
  - i) Air pollution monitoring system and flood monitoring system.
5. In view of very pathetic condition of road from Lohiapul to Zero Mile, it was decided to send letters to concerned authorities for de-notification of this road from the category of National Highway and handing over it to Bhagalpur Municipal Corporation.

RESOLVED THAT the Board has approved the above mentioned matters and has authorised the Managing Director cum Chief Executive Office to initiate the necessary steps for the implementation of the same."

#### **Agenda No. 1/24**

#### **Devolution of Financial powers**

As deliberated by the Board in detail it was proposed that financial powers ascertained for the following position(s) would be as:

1. For Financial matters upto Rs. 10 Crores, present M.D -cum- Chief Executive Officer shall have powers to take all decisions.
2. Financial matters above Rs. 10 crores shall be referred to Chairman/Board of Directors for taking appropriate decisions.

"RESOLVED THAT the above mentioned Financial Powers shall be adopted."

**Agenda No. 1/25**

**Vote of Thanks**

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

Date: 21<sup>st</sup> December 2016

  
21/12

  
20/12/2016  
Chairman

**C.E.O.**  
**BHAGALPUR SMART CITY LIMITED**



सत्यमेव जयते

# भागलपुर स्मार्ट सिटी लिमिटेड

CIN- U93090BR2016SGC033046

CONTACT- 06412302035

Email- smartcitybhg@gmail.com

website- smartcitybhagalpur.org



**BHAGALPUR**  
Smart City My Dream City

## BHAGALPUR SMART CITY LIMITED

### 1<sup>st</sup> Board Meeting 21<sup>st</sup> December 2016

Venue :- HOTEL CHHENMY INN

| SL. NO. | DEGINATION                            | NAME                   | SIGNATURE |
|---------|---------------------------------------|------------------------|-----------|
| 1       | CHAIRMAN                              |                        |           |
| 2       | M.D & C.E.O.                          | Avanesh Kumar Singh    |           |
| 3       | DIRECTOR                              | SUNIL KUMAR            |           |
| 4       | DIRECTOR                              | Ram Niwas<br>Parnal... |           |
| 5       | DIRECTOR                              |                        |           |
| 6       | D.M BHAGALPUR                         | ADESH T.               |           |
| 7       | S.S.P BHAGALPUR                       |                        |           |
| 8       | TL. SPUR                              | SRIPARNA WER           |           |
| 9       | MAYOR BHAGALPUR                       | Deelax Bhuwania        |           |
| 10      | T.L TA B.S.C                          | TUSHAR CHAKRABARTY     |           |
| 11      | MEMBER TA B.S.C                       | Arjun Kandan           |           |
| 12      | MEMBER TA B.S.C                       | Amogh Garg             |           |
| 13      | NODAL OFFICER<br>BHAGALPUR SMART CITY | AJAY SHARMA            |           |
| 14      | Assistant Collector                   | Bhavesh Mishra         |           |