

**RAJASTHAN STATE INDUSTRIAL DEVELOPMENT AND
INVESTMENT CORPORATION LIMITED**

Minutes of :1/2019 - Board Meeting
Venue :Udyog Bhawan, Jaipur
Date :29th March 2019
**Commencement/Completion
time of meeting** :10.30 A.M. / 11.15A.M.

Present :

Shri Kuldeep Ranka	Chairman RIICO
Dr. Subodh Agarwal	ACS, Industries
Shri Niranjana Kumar Arya	ACS, Finance
Shri Sanjay Malhotra	Principal Secretary Revenue
Shri Gaurav Goyal	Managing Director, RIICO
Smt. Urmila Rajoria	Managing Director, RFC

Shri D.K. Sharma, Secretary was in attendance. Shri Ashok Pathak, Financial Advisor; Shri Rajendra Prasad Sharma, Advisor (A&M); Shri Pukhraj Sen, Advisor (Infra.); Shri Rajan Kapoor, GM (BP); and Shri R.K. Limba, GM (Finance) were also present.

WELCOME OF DIRECTORS

The Board welcomed Shri Niranjana Kumar Arya, Dr. Subodh Agarwal and Shri Sanjay Malhotra who had attended the meeting for the first time after their appointment and expressed the hope that the Board would be benefitted with their vast experience.

Quorum: The Chairman was present. As the quorum was present, the meeting was called to order. Quorum was present throughout the meeting.

Leave of Absence: The Board accorded leave of absence to Shri Sudershan Sethi, Shri Alok and Shri Krishna Kant Pathak who had intimated their inability to attend the meeting.

**Item 1: To note the minutes of last meeting of the Board held on 26th
December 2018.**

The minutes of the meeting of Board held on 26th December 2018 were noted.

Item 2: Action Taken Report on the decisions of the previous meeting of the Board held on 26th December 2018.

The Board noted the position brought out in the agenda note.

Item 3: Minutes of the last meetings of Infrastructure Development Committee of the Board held on 12th December 2018 and 1st March 2019.

The Board noted the position.

Item 4: Minutes of the meeting of Working Committee held on 12th December 2018.

The Board noted the position.

Item 5: Minutes of the meeting of the State Level Settlement Committee of the Board held on 14th December 2018.

The Board noted the position.

Item 6: Appointment of Directors on the Board of the Corporation.

The Board noted the nomination of following directors on the Board of the Corporation by the State Government, with effect from 19th March 2019:

1. Dr. Subodh Argarwal, Additional Chief Secretary Industries, in place of Shri Rajeeva Swarup.
2. Shri Niranjana Kumar Arya, Additional Chief Secretary Finance, in place of Shri Mukesh Kumar Sharma.
3. Shri Sudershan Sethi, Additional Chief Secretary Mines, in place of Ms. Aparna Arora.
4. Shri Alok, Principal Secretary MSME, in place of Shri Naveen Mahajan.
5. Shri Krishan Kant Pathak, Commissioner Industries, in place of Dr. Samit Sharma.
6. Shri Sanjay Malhotra, Principal Secretary Revenue, against vacant post.

The Board also taken on record the appreciation for the services rendered by outgoing directors during their tenure as director on the Board.

Item 7: Resignation of Shri Anil Bafna and Shri Raman Kumar Sharma, as Independent Directors, from the Board of Directors of the Corporation.

The Board noted the resignations tendered by Shri Raman Kumar Sharma and Shri Anil Bafna, Independent Directors, from the Board of the Corporation, vide their letters dated 24th January 2019.

Item 8: Disclosure of interest by directors.

The Board noted interest disclosure, made pursuant to Section 184(1) of the Companies Act, 2013 read with the relevant rule 9(1), by the following directors disclosing their interest in other Companies, Bodies Corporate and Firms, which were read over in the meeting:

1. Shri Kuldeep Ranka Notice dated 24th January 2019.
2. Shri Gaurav Goyal Notice dated 22th January 2019.

Item 9: Certificate of Legal Compliance for the quarter ended on 31st December 2018.

The Board taken on record the Certificate of Legal Compliance for the quarter ended on 31st December 2018.

Item10: Appointment of Shri Ashok Pathak as Chief Financial Officer pursuant to section 203 of the Companies Act, 2013.

The Board discussed the agenda and in pursuance to provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, adopted the following resolution:

“**RESOLVED** that Shri Ashok Pathak, RAoS, joined in the Corporation as Financial Advisor on deputation from the State Government w.e.f. the forenoon of 6th March 2019 shall also work as Chief Financial Officer (CFO) and his terms and conditions of appointment would be governed as per the rules applicable to his services and/or the rules of the Corporation. Since the incumbent is on deputation, his designation shall be Financial Advisor.”

Item 11: Financial Statements for Nine Months ending on 31st December 2018.

The Board noted that the financial statements could not be placed before the Audit Committee for review due to resignation of two

Independent Directors, from the Board of the Corporation, who were members of the Committee. The Board took on record unaudited financial statements for the nine months ended on 31st December 2018.

Item12: To note the appointment of Statutory Auditors of the Corporation for financial year 2018-19.

The Board noted the appointment of M/s. Jain Shah & Company, Chartered Accountants, Jaipur, as Statutory Auditors of the Company for auditing the accounts for the financial year 2018-19.

Item 13: Appointment of Tax Auditors u/s. 44AB of the Income Tax Act for Financial Year 2018-19.

The Board discussed the agenda and appointed M/s Jain Shah & Company, Chartered Accountants, Jaipur as Tax Auditors for Financial Year 2018-19 at the same fee structure, as approved for last financial year, i.e. at a fee of Rs. 90,000/- plus GST for Tax Audit and a fee of Rs. 5000/- plus GST for every audit report/certificate for Income Tax Exemption under section 80 IA of the Income Tax Act, 1961 in respect of notified industrial areas and fee @ Rs. 1,000/- plus GST per certificate for online uploading of Tax Audit Report and 80 IA certificates for the profit making industrial areas (with a ceiling of 10 industrial areas).

Item14: Ratification of empanelment of Internal Auditors for the FY 2018-19.

The Board discussed the agenda. After discussion, the following Resolution was adopted :

“**RESOLVED** that approval be and is hereby accorded for the appointment of Chartered Accountants firms for financial year 2018-19 for auditing work, on the remuneration as decided by the Board earlier, for the Unit Offices/H.O. Cells as mentioned below:

Sr. No.	Name of CA Firms	Unit Offices/H.O. Cells
1.	A. Kaushik & Associates	Bhiwadi-I, Bhiwadi-II
2.	Garg Narendra & Associates	Neemrana, Ghiloth
3.	Shyam L. Agarwal & Co.	Alwar, Bharatpur
4.	SRAM & Co.	Kota, Jhalawar
5.	Mal Chand Garg & Co.	Ajmer, Bhilwara
6.	Ankush Nathani & Associates	Abu Road, Pali

7.	R.B. Jain & Associates	Boranada, Balotra
8.	Agiwal & Associates	Nagur, Jodhpur
9.	Vishal Gupta & Co.	Udaipur, Banswara
10.	Agarwal & Garg	Sikar, Jhunjhunu
11.	Arvind Rattan & Co.	Bikaner, Sriganganagar
12.	Abhishek Sharma & Co.	EPIP-Sitapura, Sawaimadhopur
13.	Ved P. Bansal & Co.	Jaipur (North), HRD (HO)
14.	Agarwal & Dhadhania Co.	Jaipur (R), Bill Section (HO)
15.	A.K. Khandelwal & Co.	Jaipur (S), GAD & Library (HO)
16.	K. Kumar & Associates	Investment A/Cs (Interest memos), Follow up & Recovery (HO)”.

The Board also formed a Committee of MD RIICO, MD RFC and FA RIICO to suggest improvement, if any, in the selection process, fee structure etc., for making appointment for the financial year 2019-20.

Item15: Approval for estimated Operative Expenditure for 2019-20.

The Board discussed the agenda and accorded approval for Revised Estimates 2018-19 and Budget Estimates 2019-20 in respect to routine/operational expenditure, as per Annexure “A” to the agenda note.

Item16: Ex-post-facto approval for payment of Bonus/Ex-gratia & Monetary Incentive.

The Board discussed the agenda and accorded ex-post-facto approval for payment of bonus @ 8.33% amounting to the maximum limit of Rs. 7000/- per annum as per provisions of Bonus Act and Ex-gratia/ Monetary incentive of Rs. 1400/- per annum to the employees whose salary is not exceeding of Rs. 21000/- per month, and payment of maximum of Rs. 8400/- per annum on account of Ex-gratia/ Monetary Incentive to those employees who are not covered under the Bonus Act, for the Financial Year 2017-18.

Item17: Proposal for direct recruitment of manpower in CDoS and seeking permission of the State Government for the same.

The Board discussed the agenda and authorized the Managing Director to discuss with CEO, CDoS and submit the proposal before the Board again, if required.

Item18: Modification in terms & conditions of sale of assets.

The Board discussed the agenda and authorized the Managing Director to approve the proposed modifications and additional clauses proposed to be incorporated in the procedure of sale. MD RFC may also be requested to provide suggestions on the same to MD RIICO.

The Board also authorized the Managing Director to consider and approve amendments/relaxations in the terms and conditions of sale as well as the procedures as may be required in future on account of changes in GST or any other applicable Act(s) or any other changes in market conditions.

Item19: Decision on request of Bureau of Investment Promotion (BIP), Rajasthan for transfer of funds regarding engagement of KPMG Advisory Services Pvt. Ltd as Knowledge Partner for Industries Department, Government of Rajasthan.

The Board deferred consideration of the agenda item.

The meeting concluded with a vote of thanks to the Chair.

CHAIRMAN