

DRAFT MINUTES OF THE SECOND MEETING OF THE BOARD OF DIRECTORS OF P U N E SMART CITY DEVELOPMENT CORPORATION LIMITED (PSCDCL) HELD ON SATURDAY THE 30TH APRIL, 2016 AT MUNICIPAL COMMISSIONER OFFICE, P.M.C. MAIN BUILDING, SHIVAJINAGAR, PUNE - 411005.

Time of commencement of the Meeting : 11.00 A.M.
Time of conclusion of the Meeting : 12.40 P.M.

DIRECTORS PRESENT:

Mr. Kunal Kumar, Municipal Commissioner, Pune	Chairman & Director
Mr. Prashant Sudam Jagtap, Mayor, Pune	Director
Mr. S. Chockalingam, Divisional Commissioner, Pune	Director
Mr. Deepak Kaluram Bodke, Chairman Standing Committee, PMC	Director
Mr. Shankar Dattatray Kemse, The Leader of House, PMC	Director
Mr. Arvind Shinde, Leader of Opposition, PMC	Director
Ms. Perna Deshbhratar, Additional Municipal Commissioner (Spl), PMC	Director
Mr. Prakash Bhukte, Joint Director, Town Planning, Pune	Director

OTHERS PRESENT:

Mr. Sarang Awad, DCP (Traffic) Pune
Mr. Ashok Yenpure, Party Leader Bharatiya Janata Party
CA Anandkumar Gawade, Financial Consultant, PMC
CS Nitin Prabhune, Company Secretary

LEAVE OF ABSENCE:

Leave of absence from attending the meeting was granted to Mr. Abhishek Krishna who was not able to attend the meeting.

All other Directors were present.

Chairman informed the Board that necessary Quorum was present.

ITEM NO. 1:

CONFIRMATION OF MINUTES:

Minutes of the last Board meeting held on 18th April, 2016 were read and suggested changes by Mr. Arvind Shinde, Director of the Company regarding clarification in the matter of opening a Bank account in Bank of Maharashtra and Bank of India were to be inserted in minutes and confirmation received. The chairman signed the final minutes.

ITEM NO. 2:

TO TAKE NOTE OF THE DISCLOSURE OF INTEREST OF DIRECTORS:

As informed in the First Board Meeting draft MBP-1 Form is provided to every Director. Considering the duly fill up Form MBP-1, Disclosure of Interest of Director is to be noted in this meeting.

“RESOLVED THAT the Notices of Disclosures of interest received from below mentioned Directors of the Company under the provisions of the Companies Act, 2013 be and are hereby noted

Mr. S. Chockalingam

Mr. Kunal Kumar

Mr. Prakash Bhukte

Mr. Arvind Shinde

Ms. Perna Deshbhratar.”

“RESSOLVED FURTHER THAT all other director shall provide the Form MBP-1 in next Board Meeting.”

ITEM NO. 3:

TO APPOINT SMT. RASHMI SHUKLA, COMMISSIONER OF POLICE, PUNE AS THE ADDITIONAL DIRECTOR AS PER PROVISIONS OF ARTICLES OF ASSOCIATION

“RESOLVED THAT Smt. Rashmi Shukla, Commissioner of Police, Pune (As nominee of Maharashtra State Government) (DIN: 07505874) be and is hereby appointed as Additional Directors of the company with effect from 30th April, 2016 to hold office till the conclusion of First Annual General Meeting.”

“RESOLVED FURTHER THAT in case Smt. Rashmi Shukla cease from her existing position, then she shall ipso facto cease to be the Director of the Company.”

ITEM NO. 4:

TO DECIDE ON VERTICALS/LEVELS IN THE COMPANY STRUCTURE AND STAFF STRENGTH OF EACH VERTICAL/LEVEL AND THEIR ROLES AND RESPONSIBILITIES:

Chairman gave the presentations regarding,

A] Structure of the Board

B] Functioning of Board,

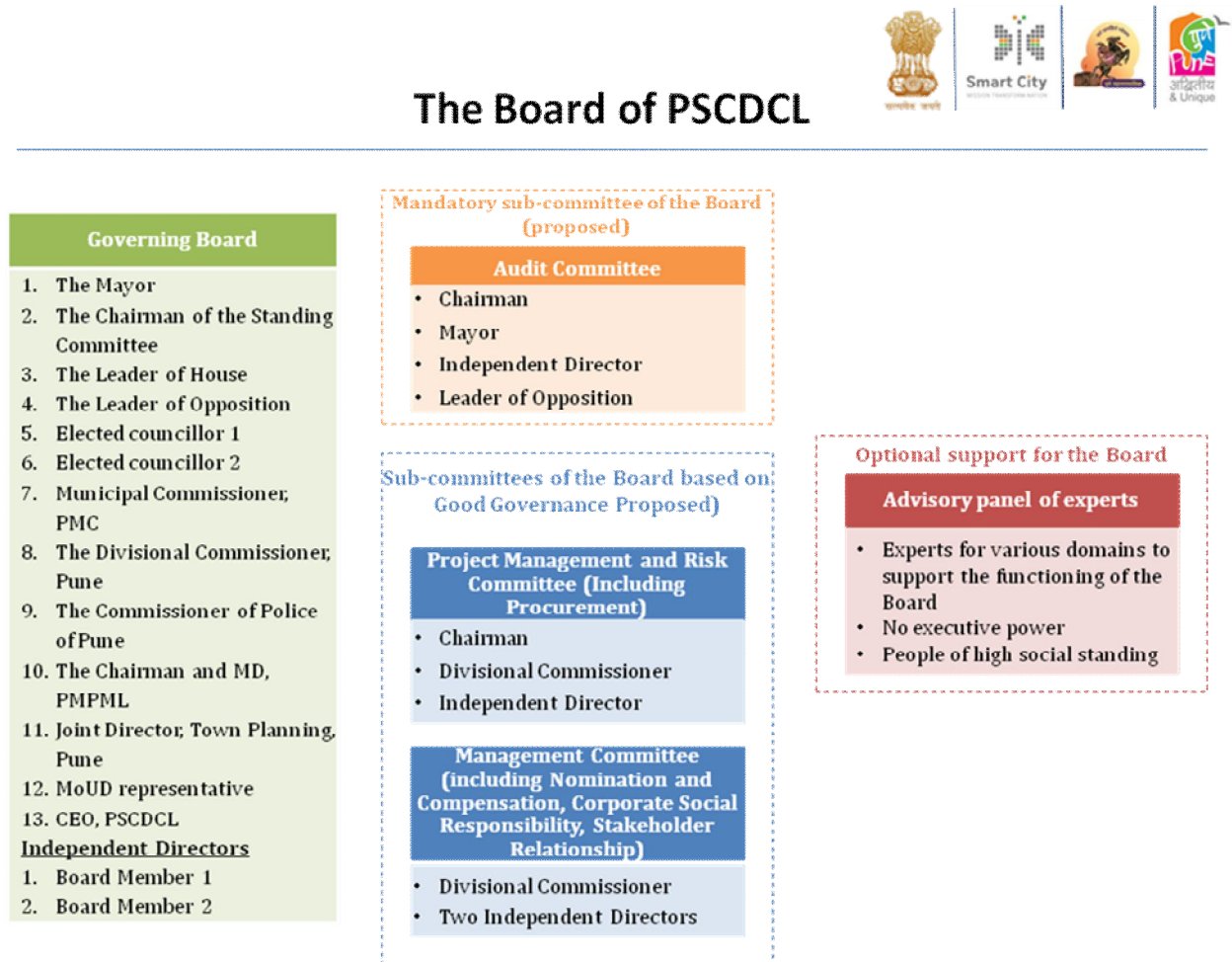
C] Company Structure including verticals/levels in the company structure and staff strength of each vertical/level and their roles and responsibilities to the Board Members.

D] Projects Implementation Structure

E] Team Structure of General Consultant.

He also informed about the detailed proposed structure and manpower requirement of the Company. He further states that for smooth functioning of the Company various Board Committees i.e. Audit Committee, Project Management and Risk Committee, Management Committee (including Nomination and Compensation, Corporate Social Responsibility, Stakeholder Relationship Committee needs to be formed. He also proposed to form an Advisory Panel of Experts for the SPV. Following detailed presentation were given:

A] Structure of the Board

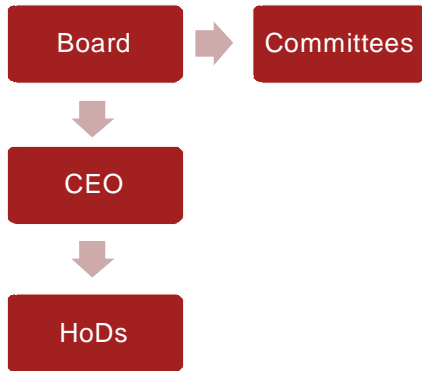


B] Functioning of Board:

The Functioning of the Board



Delegation of Power



Monthly Review Meetings

Attendees

1. Chairman
2. CEO
3. CFO
 - permanent invitee to all Board meetings
 - responsible for financial and project dashboards
4. Any other special invitees nominated by the Board

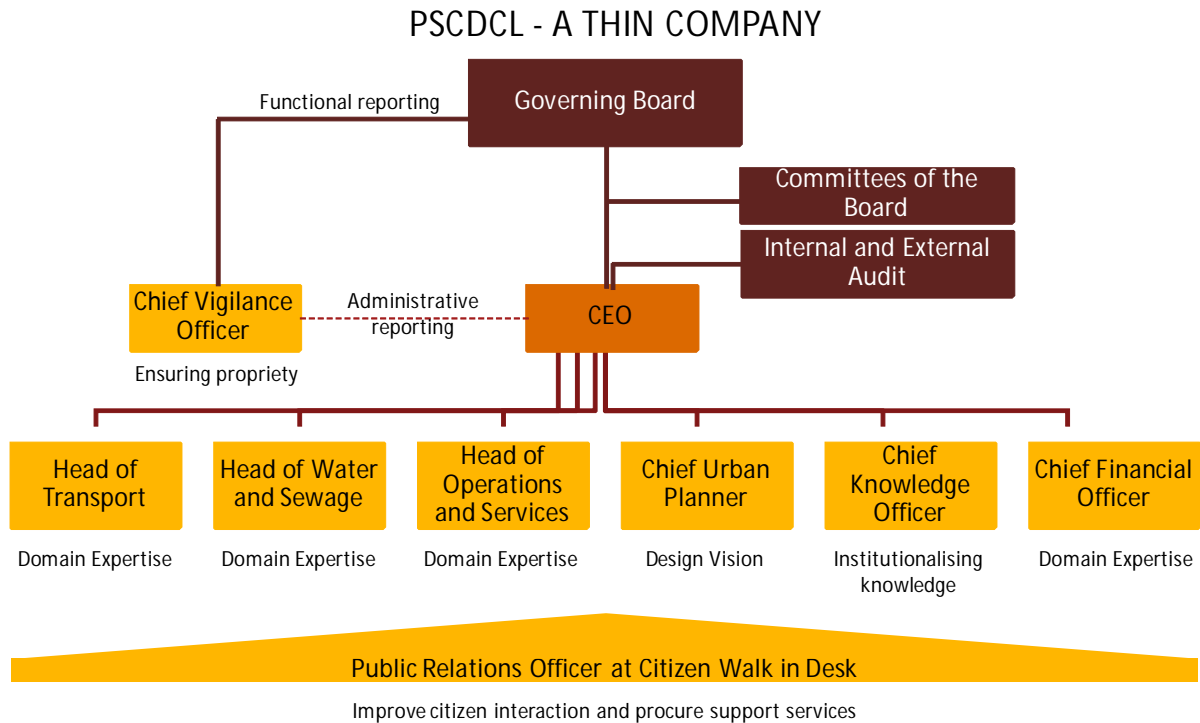
Transparency and Disclosures

- a) All Policies, SoPs, Public, Vendor, Citizen interface policies and project dashboard documents to be on the website
- b) All procurement related procedures, guidelines and documentation should be on the website
- c) Adequate shareholder reporting
- d) Annual Financial Statements with audit reports on the website

C] Company Structure including verticals/levels in the company structure and staff strength of each vertical/level and their roles and responsibilities to the Board Members:

Structure

- a. Organogram, KMP, etc.
- c. Structure of Human Resource



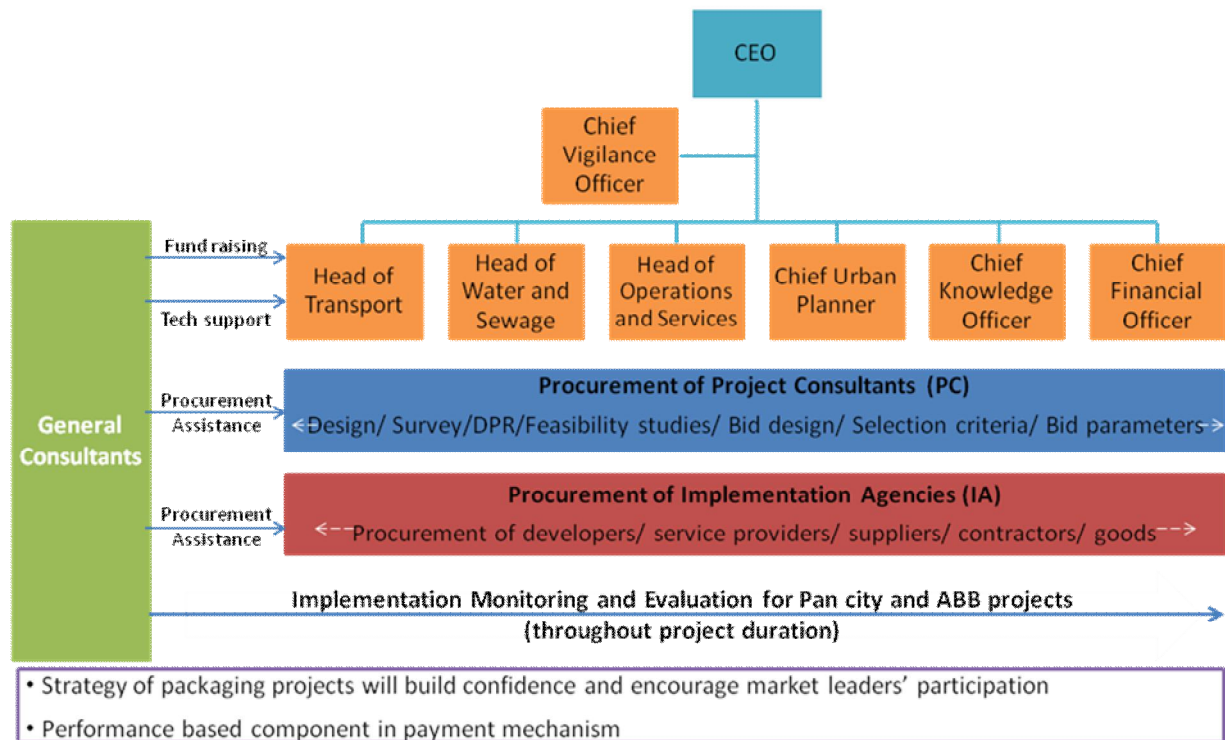
Chairman also explained that the Structure of the Company shall be thin and only above Officers shall be recruited for the Company. Any support staff required from time to time shall be recruited on Contract.

CEO shall be recruited from the best talent from the market. CEO Shall be recruited through specialized search firms, professional networking platforms. CEO shall be selected by a selection committee of Chairman, Director and one or two eminent social personalities.

He also explained that all other Officers shall be recruited with market compensation. All staff shall be on contract for five years. Their Compensation structure shall be linked to performance and approved by Board. Their variable component of salary shall be linked to outputs achieved by the SPV as a whole. Their Key Result Areas to be linked to projects. All support functions shall be outsourced such as facilities, legal, communications and payroll

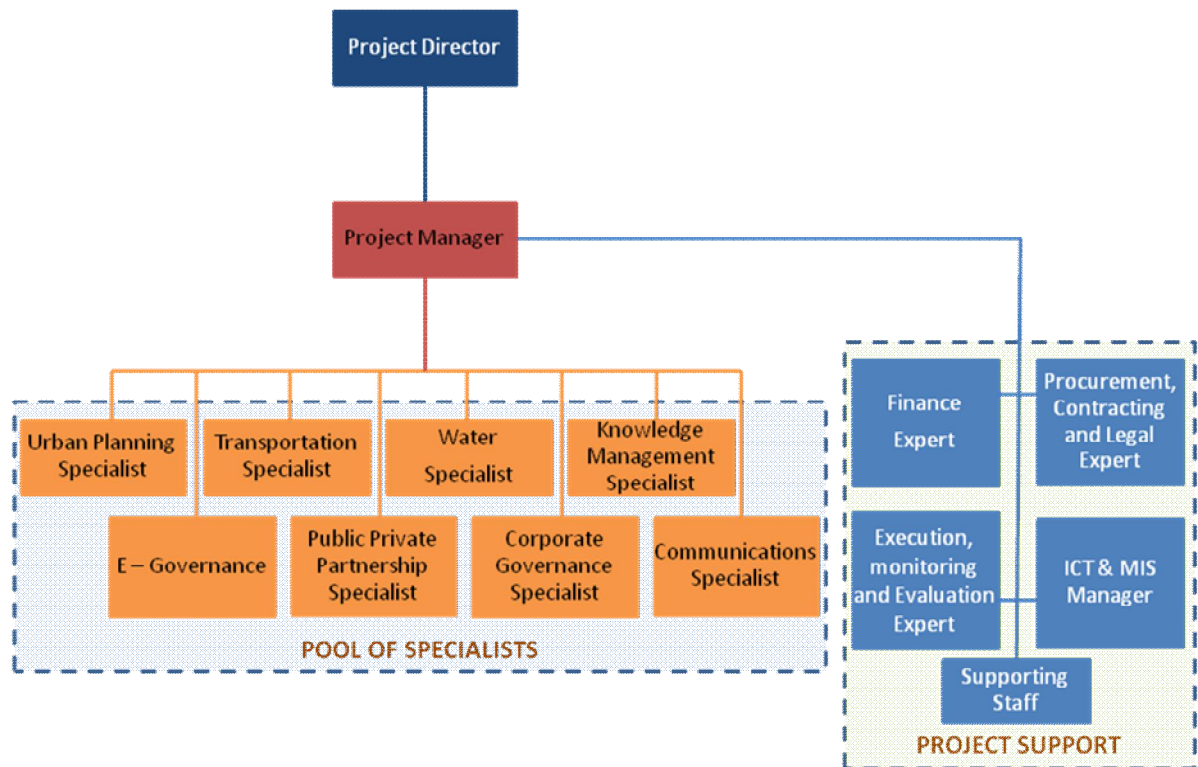
D] Projects Implementation Structure:

Implementation structure of PSCDCL



E] Team Structure of the General Consultant:

Team Structure of the General Consultant



Chairman also explained scope of the work of General Consultant. Same shall be as follows:



Scope of work of the General Consultant

Strategic Advisory	Project Management Consultancy:
<p>Organisational ground setting</p> <p>Review organisational policies</p> <p>Assist in empanelment/procurement of service providers for PSCDCL (legal/PR/payroll, etc.)</p> <p>Financing strategy</p> <p>Assess creditworthiness of PSCDCL and other stakeholders</p> <p>Assess bankability of projects</p> <p>Assess financial market conditions and investors' appetite</p> <p>Identify financing options and develop funding strategy</p> <p>Program design and implementation plan</p> <p>Review projects and group them into functional & cross functional modules</p>	<p>Design phase</p> <p>Bid process management for procurement of Project Consultants</p> <p>Oversee functioning and review outputs of Project Consultants</p> <p>Implementation Phase</p> <p>Bid process management for procurement of Implementation Agencies</p> <p>Oversee functioning and review performance of Implementation Agencies</p> <p>Monitoring and evaluation</p> <p>Assist PSCDCL in M&E with MIS, dashboards, periodic review reports, etc.</p> <p>Knowledge management support</p> <p>Assist documentation, dissemination through workshops, knowledge partnerships, etc.</p>

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He also informed that Company has already given Advertisement for Selection of General Consultants.

He also suggested that financial delegation of powers to each level of Authorities will help for smooth working of the Company.

Mr. Arvind Shinde, Director of the Company stated that financial delegation of powers should be considered later on and as per requirement from time to time. He also suggested that Advisory Panel of Experts should involve members having cultural and / or historical background.

Also Mr. S. Chockalingam, Director of the Company states that he will accept representation in various committees after details of Roles & Responsibilities of each committee are defined. Chairman took note of the same. Mr. S. Chockalingam further suggested that Collector of Pune can also be considered as advisor to the Company/Committees wherever required.

After discussion following Resolution was passed:

"RESOLVED THAT structure of the Company be and is hereby accepted with the changes stated by the Directors."

"RESOLVED FURTHER THAT in case of various Committees to be formed, Board shall fix the scope, role & responsibilities of the proposed Committees in next Board Meeting and accordingly decision to form the Committees and Advisory Panel of Experts shall be taken."

ITEM NO. 5:

TO DECIDE ON MANNER FOR RECRUITMENT OF KEY MANAGERIAL POSTS (KMP):

Chairman suggested that Key Managerial Posts (KMP) should be decided by following a due competitive process. The appointment should be strictly based on merit of candidate. The additional staff will be recruited as and when required. After discussion following Resolution was passed:

"RESOLVED THAT it is hereby approved that appointment of Key Managerial Posts (KMP) as per presentation given by the Chairman in the meeting be made from open market following a due competitive process."

ITEM NO. 6:

TO DECIDE ON THE MANNER OF APPOINTMENT OF OFFICER OF THE COMPANY:

Chairman informed the Board that the manner of appointment of Officer of the Company will be same as appointment of KMP i.e. by issue of advertisement. After discussion following Resolution was passed:

"RESOLVED THAT it is hereby approved that appointment of Officers as per presentation given by the Chairman in the meeting of the Company be made as and when required from open market following a due competitive process."."

ITEM NO. 7:**TO TAKE APPROVAL TO PROJECT MODULES:**

Chairman gave the presentation on the Project Modules. The details were explained to the meeting. After discussion following Resolution was passed:

“RESOLVED THAT Board be and hereby approved following 15 Project Modules Comprising various 51 Projects presented before the meeting.

1. Physical Infrastructure
2. Affordable Housing
3. Customer care
4. Goods & Services
5. ICT-with RoW
6. ICT-without RoW
7. LED
8. Open Spaces
9. River water cleaning
10. Riverfront
11. Skill Development
12. Smart Grid
13. Transit hub
14. Startup zone
15. Solar.”

ADDITIONAL ITEMS WITH PERMISSION OF CHAIRMAN & CONSENT OF MAJORITY OF DIRECTORS**ITEM NO. 8:****TO DECIDE & INAUGURATE WEB-SITE OF THE COMPANY:**

The Web-site of the Company was displayed on the projector and the details were explained by the Chairman. Some minor changes regarding the web-site were suggested by the Directors which were to be rectified within a week and the approval for the web-site was received by the Director. After discussion following Resolution was passed:

“RESOLVED THAT the web-site as shown to the Board meeting be and is hereby approved and Chairman is authorized to update the same regularly in future from time to time.”

After the approval of the Board for the Web-site a formal inauguration was done by Mr. Prashant Sudam Jagtap, Director of the Company.”

ITEM NO. 9:**REGISTRATION WITH SRA:**

Chairman informed the Board that the Company being competent to undertake project for Slum rehabilitation, it has obtained the Registration with Slum Rehabilitation Authority (SRA). The Certificate of Registration No. SRA/25/2016 Dt 27.04.2016 with Slum Rehabilitation Authority was put before the meeting. Board took note of the Registration.

Mr. Prashant Jagtap also suggested that Chairman should promote this Company as SRA Developer for other projects of PMC as well."

ITEM NO. 10:**APPROVAL OF LOGO OF THE COMPANY:**

Chairman informed the Board that as decided in the earlier meeting of the Board, expert committee has shortlisted three logos of the Company. The shortlisted three logos were put before the meeting. Chairman informed the significance of each Logo. Board approved the logo recommended by the Committee.



After discussion following Resolution was passed:

"RESOLVED THAT the logo no. 61 Prepared By Mr. Ramesh Pawar which was presented before the meeting be and is hereby approved by the meeting as an Official Logo of the Company."

ITEM NO. 11:**VOTE OF THANKS**

There being no other business to transact the meeting concluded with a vote of thanks to the Chair.

Date: 30.04.2016

CHAIRMAN