



**THE FIRST MEETING OF THE BOARD OF
INSTITUTE OF DEFENCE STUDIES AND RESEARCH FOUNDATION (IDSRF)**

**ATTENDANCE SHEET OF THE FIRST MEETING OF BOARD OF DIRECTORS OF INSTITUTE OF
DEFENCE STUDIES AND RESEARCH FOUNDATION (IDSRF) ON SATURDAY, THE 29TH DAY OF
AUGUST OF 2020**

SR. NO	NAME OF THE DIRECTOR	SIGNATURE
1)	MS ANJU SHARMA, IAS	
2)	PROF HIMANSHU PANDYA	
3)	DR SHIVA PRASAD	

**Institute of Defence Studies and
Research Foundation (IDSRF)**

Registered Address

GUSEC West Wing,
School of Sciences,
Gujarat University,
Ahmedabad 380 009

CIN U75302GJ2020NPL115489



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MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF INSTITUTE OF DEFENCE STUDIES AND RESEARCH FOUNDATION (IDSRF) HELD ON FRIDAY, 29TH AUGUST, 2020 AT THE CENTRAL BOARDROOM, GUSEC WEST WING, UNIVERSITY SCHOOL OF SCIENCES, GUJARAT UNIVERSITY, AHMEDABAD GJ 380009 IN, WHERE THE FOLLOWING MEMBERS REMAINED PRESENT:

Members Present:

- (1) MS ANJU SHARMA, IAS
- (2) PROF HIMANSHU PANDYA
- (3) DR SHIVA PRASAD

The Board Members requested MS ANJU SHARMA, IAS, Principal Secretary to the Government of Gujarat, to Chair the meeting. With the consent of the Board, she took the Chair and presided over the meeting. Thereafter, the Chairperson welcomed all Directors to the meeting of the Board of Directors, then ascertained the quorum, and declared that the meeting was duly convened and properly constituted and the agenda of the meeting was taken up.

1.1 LEAVE OF ABSENCE

All the directors were present in the meeting.

1.2 CERTIFICATE OF INCORPORATION

The Certificate of Incorporation No. U75302GJ2020NPL115489 dated 12/08/2020 and a copy of Memorandum and Articles of Association registered with the Registrar of Companies were placed before the Board. The Board noted the same.

1.3 MEMORANDUM AND ARTICLE OF ASSOCIATION

A copy of the approved Memorandum and Article of Association of the Company as registered with the Registrar of Companies was placed before the Board. The Board took note of the same.

1.4 REGISTERED OFFICE OF THE COMPANY

A copy of Form No. INC-22 relating to the Registered Office of the Company filed with the Registrar of Companies, was placed before the Board. The Board noted that the registered office of the Company is situated at [GUSEC West Wing, Nr. Department of Botany, University School of Science, Gujarat University, Ahmedabad, Gujarat, India 380009]. The

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Chairperson apprised that as per Section 12 of the Companies Act, 2013, a nameplate containing Company's name and address of the Registered Office be affixed at the registered office and outside of every office or place in which its business is carried on, and that the Company's name and address of the Registered Office be mentioned in legible characters in all business letters, bill heads and letter papers and in all its notice and other official publications, etc. The Board took note of the same.

1.5 APPOINTMENT OF FIRST DIRECTORS

The Board was informed that the persons named in Article [60] of the Articles of Association of the Company, as Directors, were appointed as the First Directors of the Company. The Board discussed the matter and passed the following resolution unanimously:

"RESOLVED THAT pursuant to Article [55] of the Articles of Association of the Company and Form DIR-12 filed with the Registrar of Companies, **1) MS ANJU SHARMA, IAS, 2) PROF HIMANSHU PANDYA and 3) DR SHIVA PRASAD** constitute the first Directors of the Board of Directors of the company from the date of incorporation."

1.6 TO TAKE NOTE ON THE CONFIRMATIONS RECEIVED FROM DIRECTORS

The Chairperson informed the Board that the Company has received confirmations in Form DIR-8 from **1) MS ANJU SHARMA, IAS, 2) PROF HIMANSHU PANDYA and 3) DR SHIVA PRASAD**, First Directors of the Company. The Board noted that none of the Directors were disqualified as per the provisions of Companies Act, 2013. The Board considered the same and passed the following resolution unanimously:

"RESOLVED THAT confirmations in Form DIR-8 under section 164(2) of the Company Act 2013 as submitted by **1) MS ANJU SHARMA, IAS, 2) PROF HIMANSHU PANDYA and 3) DR SHIVA PRASAD**, Directors of the Company, be and are hereby taken on record."

1.7 AUTHORIZATION FOR FILING OF E-FORMS WITH MCA

The Board considered the need to authorize the Directors/officers of the Company for various filings under the Companies Act and passed the following resolution unanimously.

"RESOLVED THAT Any director of the Company be and is hereby authorized to sign and submit various forms, returns, documents, papers, letters, undertakings, clarifications etc. as may be required to be submitted in connection with the Company under the provisions of the Companies Act 1956/2013 as applicable or other enactments and Rules made thereunder

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as amended from time to time, with the Registrar of Companies, Ministry of Corporate Affairs and other Government Authorities and to do all such acts, deeds, matters and things as may be required in this regard in the manner as thought fit and in the best interest of the Company.

RESOLVED FURTHER THAT Any director of the Company, be and is hereby authorized to appear before ROC, MCA or any other government authority, statutory body, establishment etc. in connection with the aforesaid matters.

RESOLVED FURTHER THAT a certified copy of this resolution may be furnished to the concerned Authority, for giving effect to this resolution, under the hands of any Director of the Company.”

1.8 TO TAKE NOTE OF GENERAL NOTICES OF DISCLOSURES AS RECEIVED FROM DIRECTORS UNDER SECTION 184 OF THE COMPANIES ACT, 2013

The Chairperson informed the Board that the Company has received general notice of disclosure of interest in Form MBP-1 from **1) MS ANJU SHARMA, IAS, 2) PROF HIMANSHU PANDYA** and **3) DR SHIVA PRASAD**, First Directors of the Company, under Section 184 of the Companies Act, 2013. The Board considered the same and passed the following resolution unanimously:

“**RESOLVED THAT** pursuant to the provisions of Section 184 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule 9 of the Companies (Meeting of Board and its Powers) Rules, 2014, the disclosure of interest in Form MBP-1 as submitted by **1) MS ANJU SHARMA, IAS, 2) PROF HIMANSHU PANDYA** and **3) DR SHIVA PRASAD**, Directors of the Company and read out at this meeting be and are hereby taken on record.

RESOLVED FURTHER THAT same be recorded in the Statutory Registers of the Company”

1.9 SUBSCRIBERS TO THE MEMORANDUM

The Chairperson informed that following subscribers have agreed to subscribe to the equity shares of the company as per following details:

Sr. No.	Name of Subscribers	No. of equity share subscribed
1.	GUJARAT UNIVERSITY NAVRANGPURA, AHMEDABAD,	19

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	GUJARAT – 380009 AUTHORISED REPRESENTATIVE PROF HIMANSHU PANDYA VICE CHANCELLOR C-36-37, STERLING CITY SOCIETY, BOPAL, AHMEDABAD – 380058	
2.	PROF P M PATEL (EX-OFFICIO) REGISTRAR, GUJARAT UNIVERSITY E-4, SHALIMAR FLATS, SHAHIBAUG, AHMEDABAD - 380004	1
3.	INSTITUTE OF INFRASTRUCTURE TECHNOLOGY RESEARCH AND MANAGEMENT (IITRAM) MANINAGAR, AHMEDABAD, GUJARAT 380 123 AUTHORISED REPRESENTATIVE DR SHIVA PRASAD DIRECTOR GENERAL B-904, PINECREST, GODREJ GARDEN CITY, S.G. HIGHWAY, B/H. NIRMA UNIVERSITY, AHMEDABAD – 382470	19
4.	MR SANJAY BHATNAGAR (EX-OFFICIO) REGISTRAR, IITRAM H. NO. 688, BALMIKI MOHALLA, RUPNAGAR, NR. BALMIKI MANDIR, ROPAR, PUNJAB - 140001	1

It was informed that the company has received share application money from the subscribers.

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1.10 APPOINTMENT OF THE FIRST CHAIRPERSON

The Board discussed the need to appoint the First Chairperson of the Company and passed the following resolution:

“RESOLVED THAT pursuant to Article [27] of the Articles of Association of the Company, Ms ANJU SHARMA, IAS, being a person of the highest caliber, having a distinguished career, with rich experience in the development of education and having suitable administrative capabilities, be appointed as the First Chairperson of the Company/Institute, for a period of 3 years.”

1.11 APPOINTMENT OF THE DIRECTOR GENERAL

The Chairperson noted that the Director General for the Institute is to be appointed, for which the following resolution, after due deliberations of the Board, was passed:

“RESOLVED THAT PROF HIMANSHU PANDYA would officiate as Director General of the Institute.”

1.12 APPOINTMENT OF COORDINATORS

It was noted that to carry out various academic and administrative activities of the Institute and the Company, it was necessary to appoint Coordinators for the same, for which the following resolution, after due deliberations of the Board, was passed:

“RESOLVED THAT PROF RAKESH RAWAL, Dept of Life Science, Gujarat University; and PROF JYOTI PAREKH, Dept of Computer Science, Gujarat University; be appointed to officiate as Joint Coordinators of the Institute and the Company for smooth functioning of the administrative and academic activities.”

1.13 CEO AND OTHER STAFF FOR THE INSTITUTE

It was discussed by the Board the need to appoint a Chief Executive Officer and other staff members as per the need of the Institute, for which the following resolution was passed:

“RESOLVED THAT a recruitment process be undertaken to identify and appoint a Chief Executive Officer and other staff members as per the manpower recruitment, eligibility and responsibilities in Annexure-A.”

“RESOLVED FURTHER THAT the Director General undertake necessary action to effect

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this resolution.”

1.14 OPENING OF BANK ACCOUNTS OF THE COMPANY

The Chairperson informed the Board that for the day to day operations of the Company, it was prudent to open two new bank accounts, one being a primary and main account of the Company whereas the other be an operational account of the Company. The Board discussed and decided to open the bank accounts with HDFC Bank, and passed the following resolutions:

1.14.1 OPENING OF THE MAIN ACCOUNT OF THE COMPANY

“**RESOLVED THAT** a Bank Account of the Company be opened with HDFC Bank in the name of Institute of Defence Studies and Research Foundation (IDSRF).

RESOLVED FURTHER THAT Ms Anju Sharma, Prof Himanshu Pandya and Prof Shiva Prasad be hereby authorised to sign, execute and submit all documents in connection to the said bank account, and that that signatures of any of the two out of Smt Anju Sharma, Dr Himanshu Pandya and Prof Shiva Prasad to carry out all relevant bank-account related business jointly.

RESOLVED FURTHER THAT the HDFC Bank be and is hereby authorized to honour all cheques, drafts, bills of exchange, promissory notes, acceptances, negotiable instruments, deposits, receipts and orders accepted or made on behalf of the Company by the authorized signatories.

RESOLVED FURTHER THAT the signatures of any of the two of Smt Anju Sharma, Dr Himanshu Pandya and Prof Shiva Prasad shall be valid to execute all such papers, documents, deeds, agreements, undertakings, declarations, acknowledgements, confirmation of all debts, securities etc. and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard.

RESOLVED FURTHER THAT a certified copy of this resolution may be furnished to the concerned person, for giving effect to this resolution, under the hands of any Director / Company Secretary / CEO of the Company.”

1.14.2 OPENING OF AN OPERATIONAL BANK ACCOUNT OF THE COMPANY

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“RESOLVED THAT a Bank Account of the Company be opened with HDFC Bank in the name of IDSRF Operational.

RESOLVED FURTHER THAT Prof Himanshu Pandya, Prof Rakesh Rawal and Prof Jyoti Pareek be hereby authorised to sign, execute and submit all documents in connection to the said bank account, and that signatures of any of the two out of Prof Himanshu Pandya, Prof Rakesh Rawal and Prof Jyoti Pareek to carry out all relevant bank-account related business jointly.

RESOLVED FURTHER THAT the HDFC Bank be and is hereby authorized to honour all cheques, drafts, bills of exchange, promissory notes, acceptances, negotiable instruments, deposits, receipts and orders accepted or made on behalf of the Company by the authorized signatories.

RESOLVED FURTHER THAT the signatures of any of the two of Prof Himanshu Pandya, Prof Rakesh Rawal and Prof Jyoti Pareek shall be valid to execute all such papers, documents, deeds, agreements, undertakings, declarations, acknowledgements, confirmation of all debts, securities etc. and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard.

RESOLVED FURTHER THAT a certified copy of this resolution may be furnished to the concerned person, for giving effect to this resolution, under the hands of any Director / Company Secretary / CEO of the Company.”

1.15 FIXATION OF FINANCIAL YEAR OF THE COMPANY

The Chairperson apprised the Board that the Company was required to fix a financial year for preparation of Annual Financial Accounts of the Company. The Board noted the requirement of section 2(41) of the Companies Act, 2013 in relation to fixation of financial year and passed the following resolution unanimously:

“RESOLVED THAT the First Financial Year of the Company shall be the period from the date of incorporation of the Company, viz. 12/08/2020 to 31/03/2021, both days inclusive and subsequently Financial Year of the Company shall be a period of twelve months commencing on April 1st and ending on March 31st every year.”

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1.16 APPOINTMENT OF FIRST STATUTORY AUDITOR

The Board discussed the need of appointing a Statutory Auditor of the Company as per requirements of the Company Act. For which the Board resolved the following:

“RESOLVED THAT M/s Rajesh J Shah & Associates, Chartered Accountants, Ahmedabad, having firm Registration No. 108407W be hereby appointed as the First Statutory Auditor of the IDSRF from 31st August, 2020 till March 31, 2021, at such a remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with the audit to be carried out by them, as may be decided by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the certified true copy of the above resolution be given under signature of any Director of the Company to the concerned authorities and they are requested to act thereon.”

1.17 REGARDING INCOME TAX AND RELATED COMPLIANCES

The Board discussed the need of applying for compliances of the Income-Tax Act under sections 12AA and 80G:

“RESOLVED THAT the Company should apply for certifications under Sections 12AA and 80G of the Income-Tax Act for exemptions required under the Income-Tax act, and PROF HIMANSHU PANDYA, as Director General, to undertake necessary action to effect this resolution.”

1.18 MEMORANDUM OF UNDERSTANDING WITH GUJARAT UNIVERSITY AND IITRAM

It was noted by the Board that Memorandum of Understanding had to be signed and executed with its parent entities i.e. Gujarat University and IITRAM, for which the Board passed the following resolution:

“RESOLVED THAT Memorandum of Understanding as discussed (per Annexure-B) be signed and executed with Gujarat University and IITRAM.

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RESOLVED FURTHER THAT MS ANJU SHARMA, IAS, Chairperson and PROF HIMANSHU PANDYA, Director General, to take necessary action to effect this resolution.”

1.19 MEMORANDUM OF UNDERSTANDING WITH VARIOUS UNITS OF THE DEFENCE ORGANISATIONS

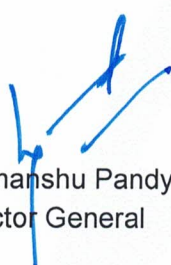
The Chairperson noted that the Institute should enter into MoUs with various defence organisations and units, such as, Indian Army, Indian Navy, Indian Air Force, Directorate General Resettlement (DGR), etc., for which the following resolution was passed:

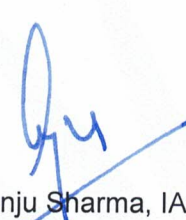
“**RESOLVED THAT** the Institute enter into an MoU with various units, organisations and services of the Defence Sector in order to achieve the objectives of the Institute.

RESOLVED FURTHER THAT PROF HIMANSHU PANDYA, in capacity as Director General, take necessary action to effect this resolution.”

1.20 VOTE OF THANKS

The meeting ended with a vote of thanks by the Chair to all members.


Prof Himanshu Pandya
Director General


Ms Anju Sharma, IAS
Chairperson

Date: 29/08/2020

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