



Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)

Registered Office: Admin Building, Metro Depot, Bhargu Path, Mansarovar, Jaipur-302020

CIN: U60221RJ2010SGC030630

Tel.: 0141-2822210; Fax: 0141- 2822211

Website: www.jaipurmetrorail.in; email: df@jaipurmetrorail.in



F.2(44)(4)/JMRC/DF/CS/Secretarial Auditor 2019-20 / 180

1st July, 2020

2, July, 2020

M/s. ATCS & Associates
Company Secretaries
23 Ka 4, Jyoti Nagar
Near Vidhan Sabha
Jaipur

Sub: Appointment as Secretarial Auditor for the financial year 2019-20

Sir,

With reference to your proposal for Secretarial Auditor of Jaipur Metro Rail Corporation for the F.Y. 2019-20, it is informed that your firm is appointed as Secretarial Auditor of the company for the F.Y. 2019-20 on following terms:-

1. Broad Outline:

- 1) To check & report on various compliances.
- 2) To point out non-compliances and inadequate compliances.
- 3) To protect the interest of the customers, employees, society, etc.
- 4) To avoid any unwarranted legal actions by law enforcing agencies and other persons as well.
- 5) To express an opinion, after satisfying himself, that there exist adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 6) To verify whether diverse requirements under applicable laws have been complied with.

2. Scope (Acts/ areas to be covered):

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder (including the provisions of the Companies Act, 1956 and the Rules made thereunder, as far as applicable).
- 2) Secretarial Standards issued by the ICSI, divided in two parts: Compulsory and Recommendatory provisions.
- 3) Other major Acts, Regulations and Laws:
 - a. The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder.
 - b. The Depository Act, 1996 and the Regulations and Bye-laws made thereunder.
 - c. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct

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Investment, Overseas Direct Investment and External Commercial Borrowings (where applicable).

- d. The regulations and guidelines made under the Securities and Exchange Board of India Act, 1992 (where applicable).
 - e. Competition laws.
 - f. Environmental laws.
 - g. Corporate and Economic laws.
 - h. Commercial & Fiscal Laws.
 - i. Labour Laws.
 - j. Applicable State laws.
 - k. Compliance of other laws applicable specifically to the Company.
 - l. Examination and verification of Securities Laws as per listing agreements (if applicable).
- 4) Adherence to Board process and compliance mechanism:
- a. Instances of non-compliance during the defined audit period, in relation to the statutes, rules, regulations, etc. applicable to the Company, continuing non-compliance, if any, and the reasons therefore.
 - b. Significant litigation(s) initiated by the Company or filed against the Company with brief details of the cases.
 - c. Board structure –
 - Composition of the Board.
 - Is there a stated process to ascertain the suitability of directors?
 - Is there a stated process in place for succession planning?
 - Deficiencies in the Board systems and processes:
 - In convening meetings.
 - In the circulation of agenda (whether the agenda is made available to the Board along with supporting papers/ presentations sufficiently in advance of the meetings).
 - In conducting the meetings (frequency and length).
 - In the decision making process of the Board.
 - Adequacy and integrity of minutes recorded.
 - In the functioning of Board constituted Committees.
 - d. The existence and adequacy of internal control systems, procedures and processes, commensurate with the size of the Company and the nature of its business, for ensuring compliance with laws applicable to the Company.
 - e. Any material event(s) that have happened, after the end of the financial year but before the date of the report, having a significant impact on any of the above reported items.
 - f. Whether any event occurred or action was taken in the Company which may have bearing on the Compliances under various laws, regulations, guidelines and standards, etc.
- * If the secretarial auditor is unable to express an opinion on any matter, he should mention that he is unable to express an opinion on that matter and give the reasons therefore.

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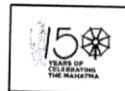
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3. Periodicity:

The Secretarial Auditor will submit the soft and hard copies of yearly report on the entire scope as mentioned above in point no. 2 (Scope (Acts/ areas to be covered) on the compliances under the Companies Act, 2013 and the Rules made thereunder (including the provisions of the Companies Act, 1956 and the Rules made thereunder, as far as applicable) and the Secretarial Standards issued by the ICSI. Adverse findings, if any, be communicated to the Board for corrective action. The yearly report, for being attached to the Directors' Report of the Company, be submitted by 31st July, 2020.

4. Methodology:

The secretarial auditor shall adopt such methodology as appropriate so as to give a true and fair view in the secretarial audit report and achieve the objectives mentioned above.

5. Fees payable:

Total remuneration of ₹88,000 (Eighty Eight Thousand Only) plus GST (as applicable).

Please sign the duplicate copy of this letter in token of your acceptance of this assignment.

Yours sincerely,

(HARISH LADDHA)

Director (Finance)

DIN: 08738492

+91 141 2822 210

Copy to:-

1. IT Cell, JMRC for uploading on State Public Procurement Portal and JMRC website.