

Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)



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

CIN: U60221RJ2010SGC030630

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

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



JAIPUR METRO

14th Annual General Meeting Notice

Notice is hereby given that the Fourteenth Annual General Meeting of the members of Jaipur Metro Rail Corporation Ltd. is scheduled to be held on Wednesday, 27th December, 2023, at 11:30 AM in Chintan Conference Hall, II Floor, Admin Building, Metro Depot, Bhrigu Path, Mansarovar, Jaipur-302020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year 2022-23 together with the Reports of Directors and Auditors thereon
2. To confirm and approve the appointment of the Statutory Auditors of the Company for the financial year 2023-24.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of section 149, 152 and 161 read with Schedule IV and all other applicable provisions, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules 2014, [including any statutory modifications (s) or re-enactment thereof, for the time being in force], and other applicable provisions, Smt. Aparna Arora, IAS (DIN: 02360232), who was appointed as Additional Director (Independent) on the Board of the Company w.e.f. 30th November, 2023 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company for a term of 5 years from the date of initial appointment, i.e. 30th November, 2023

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, severally and jointly, to sign and file and do any and all necessary filing(s), compliances and acts and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the UDH, GoR order no. प.10(38)नविवि/1/2010 dated 27th September, 2023 and in accordance with the provisions of Section 62(4) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Rules made there under, the consent of the members be and is hereby accorded to the Board to convert and issue & allot equity shares of ₹ 1000/- each at par against Loan amounting ₹12.00 Cr. and payable interest on said loan amounting ₹1.54 Cr. (Total ₹13.54 Cr.) to Govt. of Rajasthan in the name of H.E the Governor of Rajasthan.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do any and all necessary filing(s), compliances, acts & deeds and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By order of the Board
For Jaipur Metro Rail Corporation Ltd.

Regd. Office
Admin Building, Metro Depot
Bhrigu Path, Mansarovar, Jaipur

(P. Ramesh)

Chairman and Managing Director

4th December, 2023

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Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxy Form is attached with this notice separately.
2. Attendance sheet shall be provided to the members at the venue of the meeting.
3. With reference to SS-2 for convenience of recipients of notice, Route Map to the venue of Annual General Meeting of the company is as under

*Venue of the meeting: Chintan Conference Hall, II Floor, Admin Building, Metro Depot, Bhriugu Path, Mansarovar, Jaipur-302020

*Landmark: Metro Depot

Route Map:



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EXPLANATORY STATEMENT FOR ITEM NUMBER 3, AND 4 PURSUANT TO SEC 102 OF THE COMPANIES ACT, 2013:-

Item Number 3:

The UDH, GoR had issued order no. F.10(24)UDH/3/01 Pt dated 12th July, 2023 appointing Smt. Aparna Arora, IAS, presently Additional Chief Secretary, Revenue, Colonisation, Sainik Kalyan Department And Devasthan Department, GoR, Jaipur as Independent Director on the Board of JMRC. Accordingly, Smt. Aparna Arora, IAS, Additional Director (Independent) was appointed as such w.e.f. 30th November, 2023 as per the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Schedule IV and all other applicable provision, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules 2014, [including any statutory modification (s) or re-enactment thereof, for the time being in force], and other applicable provisions.

Now, as per the provisions of Section 161(1) of the Companies Act, 2013, she holds office as Director only till the date of the forthcoming Annual General Meeting, but is eligible for appointment as Director of the Company subject to the approval of shareholders at this Annual General Meeting.

Hence, the agenda for confirming the appointment of Smt. Aparna Arora, IAS as Director of the Company and designated as Independent Director of the Company has been placed at item number 3.

Item Number 4:

The administrative sanction has been accorded by the UDH, GoR for conversion of Loan amounting ₹12.00 Cr. and payable interest on said loan amounting ₹1.54 Cr. (Total ₹13.54 Cr.) Into share capital vide sanction no. 01/2023-24 dated 27th September, 2023.

Further, as per Section 62(4) of the Companies Act, 2013, any debentures have been issued, or loan has been obtained from any Government by a company, and if that Government considers it necessary in the public interest so to do, it may, by

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order, direct that such debentures or loans or any part thereof shall be converted into shares in the company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

The equity shares of total amount of ₹ 13.54 Cr. be issued to Govt. of Rajasthan in the name of H.E. the Governor of Rajasthan. Additionally, it has been instructed that JMRC shall ensure at its level, full compliance with relevant rules/ prescribed procedures/ guidelines etc., under the Companies Act and Rules made there under while issuing the share certificates.

Now, as per the directions of UDH, GoR for allotment of shares against loan and payable interest of ₹ 13.54 Cr., shares are to be allotted as per the provisions of Section 62(4) of the Companies Act, 2013 and the Rules made there under. For the purpose, approval of shareholders of the Company is sought for conversion and issuing & allotment of equity shares of Rs. 1000/- each at par to Govt. of Rajasthan in the name of H.E. the Governor of Rajasthan.

Post this approval of shareholders, a Board meeting shall be convened to allot the shares and issue share certificate(s).

Hence, the agenda has been placed at item number 4.

Form No. MGT 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the member (s)	
Registered Address	
E-mail ID:	
Folio No / Client ID no*	
D P ID no*	

*Applicable for investors holding shares in Electronic form.

I/ we being a/ the member/ members of..... shares of Jaipur Metro Rail Corporation Limited hereby appoint:

- 1)..... R/o having email id or falling him
- 2)..... R/o having email id or falling him
- 3)..... R/o having email id

and whose signature are appended below as my/ our Proxy to attend vote (for me/ us and on my/ our behalf at the Annual General Meeting/ Extraordinary general meeting of the Company to be held on day of, 20__ at a.m./ p.m. at (place) and at any adjournment thereof in respect of such resolutions as are indicated below;

Resolution (s) no and particulars	Ordinary/ Special
1.	
2.	
3.	

Signed this ____ day of _____, 20__

Signature of Shareholders _____

Signature of Proxy holder(s) _____

Affix
One Rupees
Revenue

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than the 48 hours before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) In case of joint holders, the signature of any holder will be sufficient, but name of all the joint holders should be stated.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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F.2(18)(8)/JMRC/DF/CS/AGM/ 596

4 December, 2023

NOTICE OF 14TH ANNUAL GENERAL MEETING

1	Shri P. Ramesh Chairman and Managing Director, JMRC, Jaipur	2.	Smt. Aparna Arora ACS, Revenue, Colonisation, Sainik Kalyan Dept., and Devasthan Dept., Rajasthan, Jaipur
3.	Shri Anand Kumar Principal Secretary, Transport Dept., GoR, Jaipur	4.	Shri Vaibhav Galriya Principal Secretary, PWD, GoR, Jaipur
5	Shri T. Ravikanth Principal Secretary, UDH Dept., GoR, Jaipur	6	Dr. Joga Ram Commissioner, Jaipur Development Authority, Jaipur
7	Shri Sudhir Sharma Managing Director, RIICO, Jaipur	8	Shri Kumar Pal Gautam Commissioner, Rajasthan Housing Board, Jaipur
9	Shri Babu Lal Goyal Commissioner, Municipal Corporation, Jaipur Greater, Jaipur	10	Shri R. N. Kumawat Managing Director, JVVNL, Jaipur
11	Shri Harish Laddha Director (Finance), JMRC, Jaipur	12	Shri Mahesh Kumar Bhuradia Director (Corporate Affairs), JMRC, Jaipur
13	Shri Vivek Kumar Director(O & S), JMRC, Jaipur	14	Shri Akhilesh Kumar Saxena Director (Project), JMRC, Jaipur

Respected Ma'am/Sir,

Please find enclosed herewith the notice of the 14th annual general meeting of Jaipur Metro Rail Corporation Limited (JMRC), scheduled to be held on Wednesday, 27th December, 2023 at the Registered Office of the Company, as per the below given details:

Date: **Wednesday, 27th December, 2023**

Time: **11:30 AM**

Venue: **Chintan Conference Hall, II Floor, Admin Building, Metro Depot, Bhriugu Path, Mansarovar, Jaipur-302020**

The followings are requested to kindly make it convenient to attend the same:

1. Shri P. Ramesh Chairman and Managing Director, JMRC	Chairman and Managing Director
2. Smt. Aparna Arora ACS, Revenue, Colonisation, Sainik Kalyan Dept., and Devasthan Dept., GoR, Jaipur	Independent Director
3. Shri Anand Kumar Principal Secretary, Transport Dept., GoR, Jaipur	Director & Shareholder
4. Shri Vaibhav Galriya Principal Secretary , PWD, GoR, Jaipur	Shareholder
5. Shri T. Ravikanth Principal Secretary , UDH Dept., GoR, Jaipur	Director & Shareholder
6. Dr. Joga Ram Commissioner, Jaipur Development Authority, Jaipur	Director & Shareholder
7. Shri Sudhir Sharma Managing Director, RIICO, Jaipur	Director
8. Shri Kumar Pal Gautam Commissioner, RHB, Jaipur	Director
9. Shri Babu Lal Goyal Commissioner, Municipal Corporation, Jaipur Greater, Jaipur	Director & Shareholder
10. Shri R. N. Kumawat Managing Director, JVVNL, Jaipur	Director & Shareholder
11. Shri Harish Laddha Director (Finance), JMRC, Jaipur	Director
12. Shri Vivek Kumar Director(O & S), JMRC, Jaipur	Director
13. Shri Akhilesh Kumar Saxena Director (Project), JMRC, Jaipur	Director
14. Shri Mahesh Kumar Bhuradia Director (Corporate Affairs), JMRC, Jaipur	Director

Yours Sincerely,

(Yagya Dev Sharma)
Company Secretary
+91 141 2822 212
FCS 12259
Jaipur