



JAIPUR METRO

## Jaipur Metro Rail Corporation Ltd.

Khanij Bhawan, Udyog Bhawan Premises, Tilak Marg, C-Scheme, Jaipur-302005

CIN: U60221RJ2010SGC030630

Tel.: 0141-5192101/102, 5192400; Fax: 0141- 5192103

Website: www.jaipurmetrorail.in; email: jmrc.finance@gmail.com

### Meeting Notice

Notice is hereby given that the eighth annual general meeting of the members of Jaipur Metro Rail Corporation Limited is scheduled to be held on Wednesday, 27<sup>th</sup> September, 2017, at 3.00 pm in JMRC Conference Hall, III Floor, Khanij Bhawan, Tilak Marg, Jaipur, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year 2016-17 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 2017-18.

#### 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, Shri Siddharth Mahajan, IAS who was appointed as Additional Director (Independent) on the Board of the Company w.e.f. 28<sup>th</sup> February, 2017 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. 28<sup>th</sup> February, 2017.

**RESOLVED FURTHER THAT** the Managing Director and the Company Secretary 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** in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the



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Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions, if any, and the Notification dated 5<sup>th</sup> June, 2015 of Ministry of Corporate Affairs, GoI, Shri Ashwani Saxena, Director (Project) be and is hereby re-appointed as Whole-time Director of the Company with immediate effect till he ceases to be in whole-time employment of the Company or ceases to be Director of the Company, whichever is earlier, and the terms and conditions of his appointment will be as per JMRC Recruitment Rules, 2012.

**RESOLVED FURTHER THAT** the Managing Director and the Company Secretary 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."

5. 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 Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions, if any, and the Notification dated 5<sup>th</sup> June, 2015 of Ministry of Corporate Affairs, GoI, Shri C. S. Jeengar, Director (Operations & Systems) be and is hereby re-appointed as Whole-time Director of the Company with immediate effect till he ceases to be in whole-time employment of the Company or ceases to be Director of the Company, whichever is earlier, and the terms and conditions of his appointment will be as per JMRC Recruitment Rules, 2012.

**RESOLVED FURTHER THAT** the Managing Director and the Company Secretary 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."

6. 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 Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the



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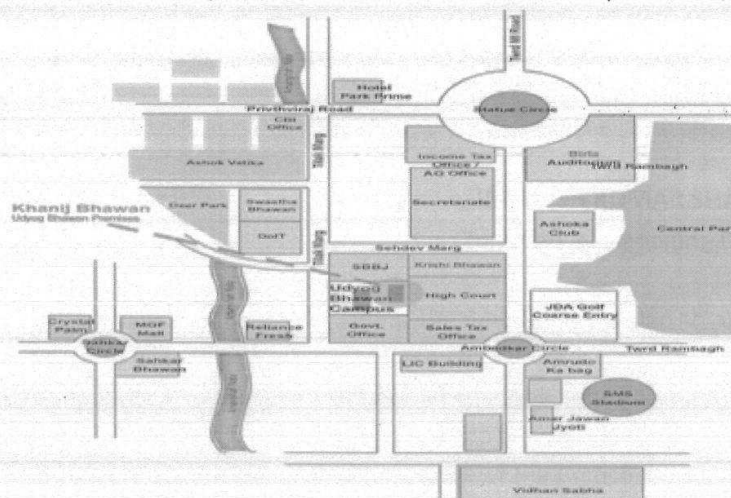
**RESOLVED FURTHER THAT** the Managing Director and the Company Secretary of the Company, be and are hereby authorized, severally and jointly, to sign and file and do any and all necessary filing(s), compliances and acts and to take all such steps as may be necessary, proper and expedient to give effect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

For JAIPUR METRO RAIL CORPORATION LTD

Khanij Bhawan  
Tilak Marg, Jaipur  
**23<sup>rd</sup> August, 2017**

  
(MUKESH KUMAR SHARMA)  
Chairman & Managing Director

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. In case a proxy is appointed, the following form of proxy should be returned to the Company, duly completed, no later than forty eight hours before the commencement of the meeting.
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith.







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### **EXPLANATORY STATEMENTS FOR ITEM NUMBERS 3 to 6, 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.-I dated 28<sup>th</sup> February, 2017 appointing Shri Siddharth Mahajan, IAS, presently the District Collector Jaipur as Independent Director on the Board of JMRC. Accordingly, Shri Siddharth Mahajan, IAS, Additional Director (Independent) was appointed as such w.e.f. 28<sup>th</sup> February, 2017 as per the provisions of Section 149 and 161 of the Companies Act, 2013 and the Rules made thereunder, read with the exemptions granted to Government companies vide Ministry of Corporate Affairs, Government of India notifications dated 5<sup>th</sup> June, 2015 and 5<sup>th</sup> July, 2017.

Now, as per the provisions of Section 161(1) of the Companies Act, 2013, he 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 Shri Siddharth Mahajan, IAS as Director of the Company and designated as Independent Director of the Company has been placed at item number 3.

#### **Item Number 4 to 6:**

Tenure of the 3 Whole-time Directors of the Company, namely, Shri Ashwani Saxena, Director (Project), Shri C. S. Jeengar, Director (Operations & Systems) and Shri Rajesh Kumar Agerwal, Director (Corporate Affairs), was till 29<sup>th</sup> June, 2017. As per the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), any other applicable provisions, if any, and the Notification dated 5<sup>th</sup> June, 2015 of Ministry of Corporate Affairs, GoI granting certain exemptions to and modifications for government companies, the whole-time directors of our Company, being a Government Company can be appointed till further orders of the Government. Accordingly, the Board in its meeting held on 22<sup>nd</sup> June, 2017, re-appointed these 3 Directors as Whole-time Directors of the Company with immediate effect till they cease to be in the whole-time employment of the Company or cease to be Director of the Company, whichever is earlier, as per provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



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(including any statutory modification(s) or re-enactment thereof, for the time being in force), any other applicable provisions, if any, and the Notification dated 5<sup>th</sup> June, 2015 of Ministry of Corporate Affairs, Govt. granting certain exemptions to and modifications for government companies, subject to the approval of the shareholders in the next General Meeting, on terms and conditions of appointment as per JMRC Recruitment Rules, 2012.

Hence, the agenda for re-appointment of Shri Ashwani Saxena, Director (Project), Shri C. S. Jeengar, Director (Operations & Systems) and Shri Rajesh Kumar Agerwal, Director (Corporate Affairs) as Whole-time Directors of the Company have been placed at item numbers 4 to 6.



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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  
Stamp

#### 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.