



# Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)

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

CIN: U60221RJ2010SGC030630

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

Website: [www.jaipurmetrorail.in](http://www.jaipurmetrorail.in); email: [df@jaipurmetrorail.in](mailto:df@jaipurmetrorail.in)

JAIPUR METRO



F.2(18)(7)/JMRC/DF/CS/AGM/

29<sup>th</sup> November, 2022

## 13<sup>th</sup> Annual General Meeting Notice

Notice is hereby given that the Thirteenth Annual General Meeting of the members of Jaipur Metro Rail Corporation Limited is scheduled to be held on Wednesday, 21<sup>st</sup> December, 2022, at 11:30 AM in Chintan Conference Hall, II Floor, Admin Building, Metro Depot, Bhriugu 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 year 2021-22 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 2022-23.

### 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. Sreya Guha, IAS (DIN: 02286396), who was appointed as Additional Director (Independent) on the Board of the Company w.e.f. 19<sup>th</sup> January, 2022 and who holds office up to the



JAIPUR METRO

## Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)

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

CIN: U60221RJ2010SGC030630

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

Website: [www.jaipurmetrorail.in](http://www.jaipurmetrorail.in); email: [df@jaipurmetrorail.in](mailto:df@jaipurmetrorail.in)



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. 19<sup>th</sup> January, 2022.

**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 provisions of Section 13 read with Section 61 and 64 of the Companies Act, 2013 (the “Act”), Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Act read with Rules there under (including any statutory modifications or re-enactment thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased from ₹ 20,00,00,00,000/- (Rupees Two Thousand Crores only) divided into 2,00,00,000 equity shares of 1000/- each to ₹ 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores only) divided into 3,50,00,000 equity shares of ₹ 1000/- each.

**RESOLVED FURTHER THAT** the existing clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place the following Clause V be and is hereby substituted:

# Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)



JAIPUR METRO

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

CIN: U60221RJ2010SGC030630

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

Website: [www.jaipurmetrorail.in](http://www.jaipurmetrorail.in); email: [df@jaipurmetrorail.in](mailto:df@jaipurmetrorail.in)



"The authorized share capital of the Company is ₹ 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakh only) equity shares of ₹ 1000/- (Rupees One Thousand Only) each."

**RESOLVED FURTHER THAT** pursuant to provisions of Section 14 of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company be and is hereby deleted and in its place the following Article 3 be and is hereby substituted:

"The authorized share capital of the Company is ₹ 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakh only) equity shares of ₹ 1000/- (Rupees One Thousand Only) each."

5. 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 6<sup>th</sup> October, 2022 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, 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 the payable interest of ₹ 177.10 Crores to Govt. of Rajasthan in the name of H.E. the Governor of Rajasthan.



JAIPUR METRO

## Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)

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

CIN: U60221RJ2010SGC030630

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

Website: [www.jaipurmetrorail.in](http://www.jaipurmetrorail.in); email: [df@jaipurmetrorail.in](mailto:df@jaipurmetrorail.in)



**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

Bhriugu Path, Mansarovar, Jaipur

(P. Ramesh)

Chairman and Managing Director

29th November, 2022



# Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)

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

CIN: U60221RJ2010SGC030630

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

Website: [www.jaipurmetrorail.in](http://www.jaipurmetrorail.in); email: [df@jaipurmetrorail.in](mailto:df@jaipurmetrorail.in)



JAIPUR METRO

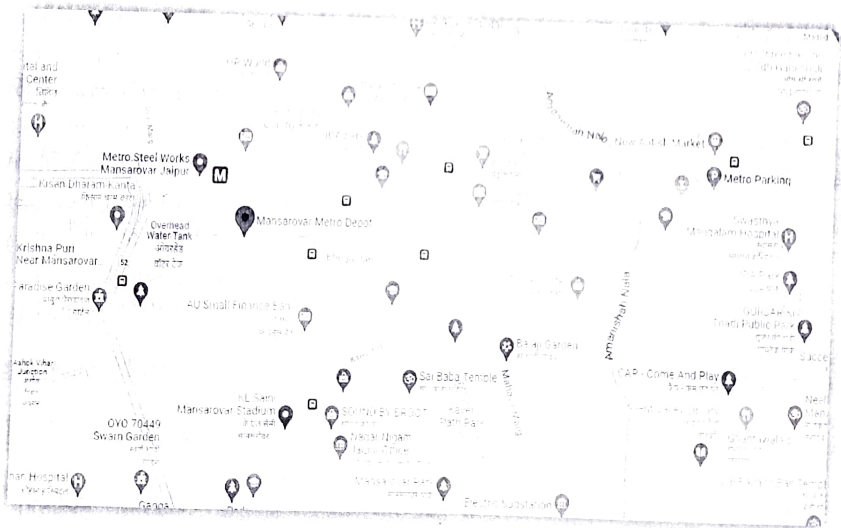
## Notes:

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, Bhrgu Path, Mansarovar, Jaipur-302020

**\*Landmark:** Metro Depot

## Route Map:



# Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)

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

CIN: U60221RJ2010SGC030630

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

Website: [www.jaipurmetrorail.in](http://www.jaipurmetrorail.in); email: [df@jaipurmetrorail.in](mailto:df@jaipurmetrorail.in)



JAIPUR METRO



## **EXPLANATORY STATEMENT FOR ITEM NUMBER 3, 4, AND 5 PURSUANT TO SEC 102 OF THE COMPANIES ACT, 2013:**

### **Item Number 3:**

The UDH, GoR had issued order no. F.10(3)UDH/Metro/2017 Loose dated 19<sup>th</sup> January, 2022 appointing Smt. Sreya Guha, IAS, presently the Principal Secretary, Cooperative Department, GoR, Jaipur as Independent Director on the Board of JMRC. Accordingly, Smt. Sreya Guha, IAS, Additional Director (Independent) was appointed as such w.e.f. 19<sup>th</sup> January, 2022 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 modifications (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. Sreya Guha, 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 Authorized Share Capital of the Company is ₹ 20,00,00,00,000/- (Rupees Two Thousand Crore only) divided into 2,00,00,000 equity share of ₹ 1000/- each and issued & subscribed and paid up share capital is ₹ 19,58,00,00,000/- (Rupees One Thousand Nine Hundred Fifty-Eight Crore only).





JAIPUR METRO

## Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)

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

CIN: U60221RJ2010SGC030630

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

Website: [www.jaipurmetrorail.in](http://www.jaipurmetrorail.in); email: [df@jaipurmetrorail.in](mailto:df@jaipurmetrorail.in)



The administrative sanction has been accorded by the UDH, GoR for conversion of payable interest on loan amounting ₹ 177.10 Cr. into shares capital vide sanction no. 01/2022-23 dated 6<sup>th</sup> October, 2022 and as per DPR for phase 2 contribution of GoR as equity share capital is ₹ 797.02 Cr.

Thus:

Current issued & subscribed and paid up share capital	₹ 1958.00 Cr.
Administrative Sanction for Conversion	₹ 177.10 Cr
Proposed Equity Contribution for Phase 2 (as per DPR)	₹ 797.02 Cr.
<b>Total</b>	<b>₹ 2932.12 Cr.</b>

For the purpose of enabling the Company to enhance its equity base for future expansion, it is appropriate that the existing Authorized Share Capital of the Company be increased from 2000 Crores to Rs 3500 Crores.

The Board at its meeting held on 24<sup>th</sup> November, 2022 approved the proposed increase in authorized share capital of the Company and consequent amendment in the Memorandum of Association and Articles of Association of the Company.

The increase in the authorized share capital and consequent amendment to clause V Memorandum of Association and Article 3 of Articles of Association of the Company would require members' approval by passing a special resolution. Hence, the agenda has been placed at item number 4.

### Item Number 5:

The administrative sanction has been accorded by the UDH, GoR for conversion of payable interest on 10 % loan of ₹265.9646 Crores amounting ₹ 177.10 Cr. into share capital vide sanction no. 01/2022-23 dated 6<sup>th</sup> October, 2022.

## Jaipur Metro Rail Corporation Ltd.

(A Government of Rajasthan Undertaking)



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

CIN: U60221RJ2010SGC030630

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

Website: [www.jaipurmetrorail.in](http://www.jaipurmetrorail.in); email: [df@jaipurmetrorail.in](mailto:df@jaipurmetrorail.in)



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 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 ₹ 177.10 Crores 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 payable interest on 10 % loan of ₹265.9646 Crores amounting ₹ 177.10 Crores, 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 against payable interest of total Rs. 177.10 Crores 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 certificates.

Hence, the agenda has been placed at item number 5.



**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.