



JAIPUR METRO RAIL CORPORATION LIMITED

CIN: U60221RJ2010SGC030630



Jaipur Metro staff welcomes Smt. Vasundhara Raje, Hon'ble Chief Minister, Rajasthan upon her arrival at Mansarovar Metro station for the inauguration of Phase 1A on $3^{\rm rd}$ June, 2015



Smt. Vasundhara Raje, Hon'ble Chief Minister, Rajasthan unveils the plaque at the inaugural ceremony presided by Shri Rajpal Singh Shekhawat, Hon'ble Minister, UDH



6th Annual Report 2014-15

JAIPUR METRO

RAIL CORPORATION LIMITED

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 $\frac{Cover\ Photo}{Smt.\ Vasundhara\ Raje,\ Chief\ Minister,\ Rajasthan\ flags\ off}$ the inaugural run of Jaipur\ Metro\ on\ 3^{rd}\ June,\ 2015

Jaipur Metro Rail Corporation Limited CIN: U60221RJ2010SGC030630

Board of Directors

Shri Nihal Chand Goel

Chairman & Managing Director Jaipur Metro Rail Corporation Ltd, Jaipur

Shri Ashok Jain

Additional Chief Secretary UDH, GoR, Jaipur

Shri Devendra Bhushan Gupta

Principal Secretary, PWD, GoR, Jaipur

Shri Om Prakash Saini Commissioner, RHB, Jaipur

Ms. Veenu Gupta

Managing Director, RIICO, Jaipur Dr. Manjit Singh

Principal Secretary LSG Department, GoR, Jaipur

Shri Shikhar Agrawal

Commissioner Jaipur Development Authority, Jaipur

Shri Bhaskar Atmaram Sawant

Chairman & Managing Director Jaipur Vidyut Vitran Nigam Ltd, Jaipur

Ms. Gayatri A. Rathore

Secretary

Transport Department, GoR, Jaipur

Shri Siddharth Mahajan

Special Secretary

Finance (Budget) Department, GoR, Jaipur

Shri Ashwani Saxena

Director (Project)

Jaipur Metro Rail Corporation Ltd, Jaipur

Shri C.S. Jeengar

Director (Operation & Systems) Jaipur Metro Rail Corporation Ltd, Jaipur

Shri Sarvesh Tewari

Director (Finance)

Jaipur Metro Rail Corporation Ltd, Jaipur

Shri Rajesh Kumar Agerwal

Director (Corporate Affairs)

Jaipur Metro Rail Corporation Ltd, Jaipur

Statutory Auditors: Mehta & Company, Chartered Accountants, Jaipur Secretarial Auditors: JAKS & Associates, Company Secretaries, Jaipur

Registered Office:

Khanji Bhawan, Tilak Marg, C-Scheme, Jaipur - 302 005 Tel.: 0141-5192101/102, 0141-5192138 • Fax: 0141-5192137, 5192103

E-mail: jmrc.finance@gmail.com • Website: www.jaipurmetrorail.in





Khanij Bhawan, Udyog Bhawan Premises, Tilak Marg, C-Scheme, Jaipur-302005 CIN: U60221RJ2010SGC030630

Tel.: 0141-5192101/102, 5192157; Fax: 0141- 5192137, 5192103 Website: www.jaipurmetrorail.in; email: jmrc.finance@gmail.com

F.No.18/ JMRC/AGM/1008

26th August, 2015

NOTICE OF ANNUAL GENERAL MEETING

Please find enclosed herewith the notice of the sixth annual general meeting of Jaipur Metro Rail Corporation Limited, scheduled to be held on 22^{nd} September, 2015 at the Registered Office of the Company, as per the below given details:

Date: Tuesday, 22nd September, 2015

Time: **1.00 PM**

Venue: JMRC Conference Hall, III Floor, Khanij Bhawan, Tilak Marg, Jaipur

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

Shri Nihal Chand Goel, Chairman & Managing Director Jaipur Metro Rail Corporation Ltd, Jaipur	CMD
Shri Ashok Jain, Additional Chief Secretary UDH & LSG, GoR, Jaipur	Director & Shareholder
Shri Devendra Bhushan Gupta, Principal Secretary PWD, GoR, Jaipur	Director & Shareholder
Shri Om Prakash Saini, Commissioner, RHB, Jaipur	Director
Ms. Veenu Gupta, Managing Director, RIICO, Jaipur	Director
Dr. Manjit Singh, Principal Secretary, LSG Department, GoR, Jaipur	Director
Shri Shikhar Agrawal, Commissioner Jaipur Development Authority, Jaipur	Director & Shareholder
Shri Bhaskar Atmaram Sawant, Chairman & Managing Director Jaipur Vidyut Vitran Nigam Ltd, Jaipur	Director & Shareholder
Ms. Gayatri A. Rathore, Secretary Transport Department, GoR, Jaipur	Director & Shareholder
Shri Ashutosh A T Pednekar, CEO & Commissioner Jaipur Municipal Corporation, Jaipur	Shareholder
Shri Siddharth Mahajan, Special Secretary Finance (Budget) Department, GoR, Jaipur	Director & Shareholder
Shri Ashwani Saxena, Director (Project) Jaipur Metro Rail Corporation Ltd, Jaipur	Director
Shri C.S. Jeengar, Director (Operations & Systems) Jaipur Metro Rail Corporation Ltd, Jaipur	Director
Shri Sarvesh Tewari, Director (Finance) Jaipur Metro Rail Corporation Ltd, Jaipur	Director
	Jaipur Metro Rail Corporation Ltd, Jaipur Shri Ashok Jain, Additional Chief Secretary UDH & LSG, GoR, Jaipur Shri Devendra Bhushan Gupta, Principal Secretary PWD, GoR, Jaipur Shri Om Prakash Saini, Commissioner, RHB, Jaipur Ms. Veenu Gupta, Managing Director, RIICO, Jaipur Dr. Manjit Singh, Principal Secretary, LSG Department, GoR, Jaipur Shri Shikhar Agrawal, Commissioner Jaipur Development Authority, Jaipur Shri Bhaskar Atmaram Sawant, Chairman & Managing Director Jaipur Vidyut Vitran Nigam Ltd, Jaipur Ms. Gayatri A. Rathore, Secretary Transport Department, GoR, Jaipur Shri Ashutosh A T Pednekar, CEO & Commissioner Jaipur Municipal Corporation, Jaipur Shri Siddharth Mahajan, Special Secretary Finance (Budget) Department, GoR, Jaipur Shri Ashwani Saxena, Director (Project) Jaipur Metro Rail Corporation Ltd, Jaipur Shri C.S. Jeengar, Director (Operations & Systems) Jaipur Metro Rail Corporation Ltd, Jaipur Shri Sarvesh Tewari, Director (Finance)

Please not that the meeting will be followed by working lunch.

Yours sincerely,

(HARSHITA C. KOCHHAR)

Company Secretary



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Khanij Bhawan, Udyog Bhawan Premises, Tilak Marg, C-Scheme, Jaipur-302005 CIN: U60221RJ2010SGC030630

Tel.: 0141-5192101/102, 5192157; Fax: 0141- 5192137, 5192103 Website: www.jaipurmetrorail.in; email: jmrc.finance@gmail.com

F.No 18/JMRC/AGM/1060

16th September, 2015

Shri Zakir Hussain

Joint Secretary Finance (Exp.-III) Department Government of Rajasthan, Jaipur

Sub: Annual General Meeting of Jaipur Metro Rail Corporation Limited

Ref: Order No. F2(1)FD/Exp.IV & PI/2011 dated 2nd September, 2015

Sir,

The sixth Annual General Meeting of Jaipur Metro Rail Corporation Limited is scheduled to be held on Tuesday, 22^{nd} September, 2015, at the Registered Office of the Company.

Having been nominated as representative of H.E. the Governor of Rajasthan, you are requested to kindly make it convenient to attend the aforesaid meeting, to be held at the below mentioned date, time and venue:

Date: Tuesday, 22nd September, 2015

Time : 1.00 PM

Venue : JMRC Conference Hall, III Floor, Khanij Bhawan, Tilak Marg, Jaipur

Notice of the meeting is enclosed herewith

Please note that the meeting will be followed by working lunch.

Yours sincerely,

(HARSHITA C. KOCHHAR)

Company Secretary





Khanij Bhawan, Udyog Bhawan Premises, Tilak Marg, C-Scheme, Jaipur-302005 CIN: U60221RJ2010SGC030630

Tel.: 0141-5192101/102, 5192157; Fax: 0141- 5192137, 5192103 Website: www.jaipurmetrorail.in; email: jmrc.finance@gmail.com

F.No 18/JMRC/AGM/1061

16th September, 2015

Ms. Veenu Gupta Managing Director RIICO Jaipur

Sub: Annual General Meeting of Jaipur Metro Rail Corporation Limited

Ref: RIICO Letter No.A3(4)402/11 dated 4th September, 2015

Ma'am,

The sixth Annual General Meeting of Jaipur Metro Rail Corporation Limited is scheduled to be held on Tuesday, 22^{nd} September, 2015, at the Registered Office of the Company.

Having been nominated as representative of Rajasthan State Industrial Development & Industrial Corporation Limited (RIICO), you [and in your absence Dr. A.K. Gupta, CGM (Inv.), RIICO] are requested to kindly make it convenient to attend the aforesaid meeting, to be held at the below mentioned date, time and venue:

Date: Tuesday, 22nd September, 2015

Time : 1.00 PM

Venue : JMRC Conference Hall, III Floor, Khanij Bhawan, Tilak Marg, Jaipur

Notice of the meeting is enclosed herewith

Please note that the meeting will be followed by working lunch.

Yours sincerely,

(HARSHITA C. KOCHHAR)

Company Secretary

Copy to:

Dr. A. K. Gupta

Chief General Manager

RIICO

Jaipur





Khanij Bhawan, Udyog Bhawan Premises, Tilak Marg, C-Scheme, Jaipur-302005 CIN: U60221RJ2010SGC030630

Tel.: 0141-5192101/102, 5192157; Fax: 0141- 5192137, 5192103 Website: www.jaipurmetrorail.in; email: jmrc.finance@gmail.com

Meeting Notice

Notice is hereby given that the sixth annual general meeting of the members of Jaipur Metro Rail Corporation Limited is scheduled to be held on Tuesday, 22^{nd} September, 2015, at 1.00 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 audited annual accounts of the Company for the year 2014-15 (Balance Sheet as at 31st March, 2015, and the Statement of Profit and Loss Account for the year ended on that date, along with Notes on Accounts appended thereto) 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 2015-16.

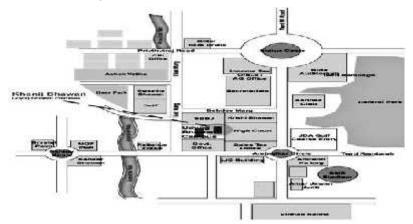
Regd. office

Khanij Bhawan Tilak Marg, Jaipur 26th August, 2015 By order of the Board For JAIPUR METRO RAIL CORPORATION LTD

(NIHAL CHAND GOEL)
Chairman & Managing Director

Note:

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.





Jaipur Metro Rail Corporation Limited DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the sixth Annual Report on the business and operations of your Company together with the audited statement of accounts for the year ended on 31st March, 2015, and the Auditors' Report thereon.

FINANCIAL RESULTS

The year under report covers a period of 12 months ended on 31st March, 2015, for which the summarized financial results are as under:

Particulars	For the year ended on 31st March, 2015 (in ₹)	For the year ended on 31 st March, 2014(in ₹)
Other Income	5,16,83,637	15,29,89,116
Revenue expenses for the year	17,41,85,875	28,56,13,961
Profit /(loss) for before Tax	(12,25,02,238)	(13,26,24,845)
Tax Expenses (Net)	10,75,475	1,15,671
Profit/(loss) after Tax	(12,35,77,713)	(13,27,40,516)

During the year under report, project was at construction stage and, thus, there is no income from fare box revenue. The other income, as shown above, mainly includes interest income.

Phase-1A of Jaipur Metro from Mansarovar to Chandpole, which has been named 'Pink Line', was successfully opened for public carriage of passengers on 3rd June, 2015; and commercial operations were commenced from 2.00 pm to enthusiastic public response after Smt. Vasundhara Raje, Hon'ble Chief Minister, Rajasthan flagged off the inaugural run of Jaipur Metro from Mansarovar Metro Station earlier that day. A large number of people witnessed this momentous occasion. All along the route, people of Jaipur welcomed the Metro train most warmly, from roof tops and windows of their houses. Large crowds cheered it from road side and thronged the metro stations for a ride. We hope that this day, the 3rd of June 2015, will mark the beginning of a new era in the history of public transportation in Rajasthan, in general, and Jaipur, in particular. We also hope that Jaipur Metro network will grow over time, provide 'safe, comfortable and affordable' public transportation to an ever growing body of residents and visitors, establish itself as the most preferred mode of travel in this historical



city of Jaipur and contribute to developing it into a smart city.

We are proud to say that with completion time of 4 years and a quarter, Pink Line is one of the fastest project implementations in Metro sector. Because of speedy land acquisition and project implementation, there has been no cost overrun. In the first two months of operation, i.e., upto 2^{nd} August, 2015, nearly 25 lakh passengers travelled in 8040 train trips, and fare box collection of ₹2.92 crores accrued.

i) Actual ridership and earning statistics for first two months:

	Passengers carried		Fare Box I	Earning (₹)
Period	3/6 to 2/7	3/7 to 2/8	3/6 to 2/7	3/7 to 2/8
For the month	1494823	1001429	18409764	10718143
Average per day	50672	32304	624060	345747
Average per hour	3517	2250	43317	24086
Average per train (one-way trip)	371	250	4569	2672
Average per passenger	-	-	12.31	10.70

ii) Punctuality position of trains:

Month	Time Tabled	Frequency	Actual run	In time	Punctuality (%)
1 st month	3844	10/ 15 min.	4029	4009	99.50
2 nd month	4013	10/ 15 min.	4011	4006	99.88

Criterion: Punctuality is lost if a train is reaching at destination with delay of more than 120 seconds.

iii) Digital India Mission:

a) Use of automatic Ticket Vending Machines (TVMs):

Passengers are making an increasing use of automatic TVMs. In first two months of operation, over 4 lakh passengers have themselves vended their tokens from the TVMs; and at Vivek Vihar, Shyam Nagar, Ram Nagar & Civil Lines stations, the ticket sale by TVMs has surpassed the sale by ticket offices.



Month	Token Sale	Per day	Per machine	% of ridership
1 st month	119774	4060	225	8%
$2^{^{ m nd}}$ month	294946	9514	528	30%

b) Use of Smart Cards:

Nearly 27000 passengers have purchased Jaipur Metro Smart Cards for their travel and the number of smart card users is set to grow over time.

Month	Smart Card Users	% of ridership
$1^{ m st}$ month	22476	6.17%
$2^{^{ m nd}}$ month	26729	10.2%

It is too early to indicate actual financial results of operations, but it seems almost certain that projected levels of ridership and revenues may not be achieved before the whole planned network of Phase 1(1A+1B) and Phase 2 is completed and commissioned.

CORPORATE REVIEW

1. JAIPUR METRO RAIL PROJECT:

As the members are aware, the Government of Rajasthan (GoR) had resolved to take up Jaipur Metro Rail Project; and Jaipur Metro Rail Corporation Ltd. (JMRC) was created as an undertaking of the State Government for implementing the Project. The DPR Version January-2010 prepared by Delhi Metro Rail Corporation Ltd. (DMRC) was revised in June, 2011, and further revised in March, 2012, according to which Jaipur Metro Rail Project is to be implemented in two Phases:

PHASE-1 (East-West Corridor from Mansarovar to Badi Chaupar):

East-West Corridor from Mansarovar to Badi Chaupar, currently under implementation, has a route length of 12.067 kms and a total estimated cost of ₹ 3149 crore.

The brief details of Phase-1 are as under:-

Description	Phase-1A	Phase-1B	Total Phase-1
From - To	Mansarovar to Chandpole	Chandpole to Badi Chaupar	Mansarovar to Badi Chaupar
Elevated Route Length (in kms)	9.13	Nil	9.13
Under Ground Route Length (in kms)	0.50	2.44	2.94
Total Route Length (in kms)	9.63	2.44	12.07
Elevated Stations	8	Nil	8
Under Ground Stations	1	2	3
Total Stations	9	2	11
Total Completion Cost (in Crore ₹)	2023	1126	3149

Phase-1A (Mansarovar to Chandpole)

JMRC had entered into an agreement on 5th August, 2010, with DMRC for the development, including the technical and management consultancy, of Phase-1A from Mansarovar to Chandpole, on 'deposit work' basis. A supplementary agreement was executed with DMRC on 14th August, 2012, for rolling stock and S&T including AFC. Up to 31st March, 2015, a sum of ₹ 1751.13 crore has been paid to DMRC, including a consultancy fee of ₹ 114.07 crore to cover their establishment cost and overheads.

As reported above, this Phase-1A has been completed and opened for public carriage of passengers on 3rd June, 2015.

Phase-1B (Chandpole to Badi Chaupar)

Construction of underground metro line from Chandpole to Badi Chaupar covering a distance of 2.44 kms is in progress, with an estimated cost of ₹ 1126 crore. For this Phase-1B project, a loan of 176m USD (₹ 969 crores) was signed with ADB on 29th May, 2014. This loan became effective from 30th June, 2014, against which, based on the progress made, a sum of ₹ 82.13 crores has already been drawn from ADB upto July, 2015.

For the construction of this phase, DMRC was appointed as General Consultant and M/s CEC as executing agency. Besides all preliminary works like soil investigation, prebuilding condition survey and setting up of casting yard, construction of launching shaft



at Chandpole has also been completed.

Two TBMs have been procured and refurbished in casting yard. Both the TBMs have already been installed in the Chandpole Shaft. TBM-1 has already started working. Initial drive of TBM-1 is completed and about 70 meter tunneling work is done. The main drive of TBM-1 is expected to commence from mid September 2015. TBM-2 is to start its initial drive by the end of September, 2015.

The work of underground station at Chhoti Chaupar by top down construction technique has begun. Construction of D-walls and plunge columns for station box in Chandpole Bazar side and Tripolia bazaar side is complete and roof slab has also been casted. Normal traffic towards Chandpole side has been restored on 10th July, 2015 and towards Tripolia side on 19th August, 2015.

The work of utility shifting at Badi Chaupar is in progress. It is expected that the traffic block will be taken and construction of D-walls and plunge columns for Badi Chaupar station will commence in September 2015.

As this phase is located in the heritage city, the work is being executed with due care to ensure that no harm is caused to our heritage monuments and all heritage related issues are dealt with as per the advice of heritage, conservation or archaeology experts.

The two Chaupars were excavated in a scientific and archeologically appropriate manner and two old, historical water tanks were unearthed which were buried 150 to 250 years ago. To return to the people of Jaipur its lost heritage, it has been decided to recreate the two Chaupars to their historical form by reconstructing these water tanks at the same place, after the construction of stations is completed. For this purpose, a detailed documentation of the two water tanks has been done under the guidance of our archaeology and heritage experts.

PHASE-2 (North-South Corridor from Ambabari to Sitapura):

According to updated Detailed Project Report (July, 2014) prepared by DMRC, Jaipur Metro Rail Project Phase- 2 is proposed from Sitapura to Ambabari covering a length of 23.8 kms. The total estimated cost is ₹ 10,394 crores. The DPR is under consideration.

Meanwhile, with a view to work out the best way forward, JMRC is in discussion with several companies in India and abroad, who have shown their interest in implementing Phase-2 on PPP model.



2. FUNDING OF PHASE-1 PROJECT BY GoI:

As you are aware, Ministry of Urban Development (MoUD), GoI have, vide their letter dated 22nd November, 2013, sanctioned a Central support of ₹ 630 crore for Jaipur Metro Rail Project (Phase 1), while proposing following funding pattern for the project:

Sources of Funding	Amount (₹ in Crores)	Percentage
Equity by Government of India (GoI)	472.50	15%
Subordinate debt by GoI (50% of the central taxes and duties)	157.50	5%
Total GoI Contribution	630.00	20%
Equity by Government of Rajasthan (GoR)	472.50	15%
Subordinate debt by GoR (50% of the central taxes and duties)	157.50	5%
Additional subordinate debt by GoR for land cost other than Government Land	108.00	3.45%
Debt from GoR and its agencies (JDA/RHB/RIICO)	812.00	25.78%
Total GoR Contribution	1550.00	49.23%
Loan from ADB	969.00	30.77%
Grand Total	3149.00	100%

MoUD, GoI have added to this sanction, a list of terms and conditions, some of which are:

- i. The existing State level Special Purpose Vehicle (SPV) for implementing the project, namely Jaipur Metro Rail Corporation Ltd. shall be converted into a joint ownership (50:50) SPV of Government of India (GoI) and Government of Rajasthan (GoR), on similar pattern as in Delhi Metro, Bangalore Metro, Chennai Metro and Kochi Metro.
- ii. The promoters, the GoI and the GoR, shall nominate five Directors each to the Board of Directors (BoD), totalling 10 nominee Directors.
- iii. The Secretary, MoUD, GoI will be the ex-officio Chairman of the Board. The fulltime Managing Director with adequate administrative experience, will be the nominee of GoR and will be appointed or removed by the BoD only with the prior written permission of GoI.
- iv. GoI support shall be ring-fenced to ₹ 630 crore. GoI will not finance any part of cost escalation or operational losses.



- v. All cost escalation and cash losses will be financed by GoR. In case of SPV not being able to repay the loan (as and when it becomes due) on account of cash losses, the responsibility for the same shall also be borne by GoR and not by GoI.
- vi. A tripartite MoU shall be signed between MoUD (GoI), GoR and JMRC. GoI would release funds only after the tripartite MoU has been signed.

Presently, the proposed funding pattern and the terms and conditions of the sanction are under consideration of GoR. As such, the tripartite MoU envisaged by GoI as a necessary condition for releasing the sanctioned Central support of ₹630 crore, is yet to be executed.

Meanwhile, the entire funding received by JMRC has come from GoR and its agencies, namely, RIICO, RHB and JDA.

SHARE CAPITAL AND BUY BACK

During this financial year, there has been no change in the authorised and the paid-up share capital of the Company.

The Company has not done any buy back of shares during the year under review.

DIVIDEND

The Company has incurred loss during the year. Hence your Directors do not recommend any dividend for the year 2014-15.

DIRECTORS

The Company has two women Directors on its Board. Appointment of Independent Directors is still under process. During the year 2014-15, following were appointed as Directors of the Company:

S. No.	Name	Date of Appointment
1.	Shri Ashok Jain, IAS	$6^{ m th}$ June, 2014
2.	Shri Rajeshwar Singh, IAS	$6^{ m th}$ June, 2014
3.	Shri Sudhansh Pant, IAS	$6^{ m th}$ June, 2014
4.	Shri Siddharth Mahajan, IAS	$9^{ ext{th}}$ June, 2014
5.	Shri Arjun Singh	$20^{ m th}$ June, 2014
6.	Shri Gyana Ram, RAS	$12^{ ext{th}} ext{August}, 2014$
7.	Dr. Manjit Singh, IAS	$5^{ m th}$ December, 2014
8.	Ms. Gayatri A. Rathore, IAS	5th December, 2014
9.	Shri Basant Kumar Dosi, IAS	$5^{ ext{th}} ext{December}, 2014$
10.	Shri Anurag Bhardwaj, IFS	10 th January, 2015



During the year 2014-15, following ceased to be Directors of the Company:

S. No.	Name	Date of Cessation
1.	Shri Mukesh Kumar Sharma, IAS	$6^{ ext{th}}$ June, 2014
2.	Shri Jagdish Chandra Mohanty, IAS	6 th June, 2014
3.	Shri Dinesh Kumar, IAS	6 th June, 2014
4.	Shri Praveen Gupta, IAS	$9^{ m th}$ June, 2014
5.	Shri A. K. Gupta	20 th June, 2014
6.	Shri Lal Chand Aswal, IAS	$12^{ ext{th}} ext{August}, 2014$
7.	Shri Sudhansh Pant, IAS	$5^{ ext{th}}$ December, 2014
8.	Shri Rajeshwar Singh, IAS	5 th December, 2014
9.	Shri Arjun Singh	5 th December, 2014
10.	Shri Basant Kumar Dosi, IAS	10 th January, 2015

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company confirms that-

- i. in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- ii. the Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that year;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the Annual Accounts on a going concern basis; and
- v. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



NUMBER OF MEETINGS OF THE BOARD

The Board has met four times during the year 2014-15 as per the following details:

Board Meeting	Date
19 th Board Meeting	$30^{ ext{th}} ext{June}, 2014$
20 th Board Meeting	$1^{ ext{st}}$ September, 2014
21 st Board Meeting	30 th December, 2014
22 nd Board Meeting	20 th February, 2015

DEPOSITS

During the year under review, your Company has not accepted any deposits from public.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

Pursuant to Section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Notification dated 5th June, 2015 of Ministry of Corporate Affairs, GoI, the Board in its 24th meeting held on 26th August, 2015 approved the constitution of the Nomination and Remuneration Committee (NRC) so as to consist of following Directors as Members of NRC:

- i. Shri DB Gupta, Principal Secretary, PWD, GoR;
- ii. Shri Om Prakash Saini, Commissioner, RHB; and
- iii. Shri Siddharth Mahajan, SSF (Budget), GoR.

The terms of reference for the functioning and scope of NRC are as follows:

- 1. Identification of persons who are qualified to be appointed in senior management of the Company in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- 2. Formulation of the criteria for determining qualifications and positive attributes of and recommend to the Board a policy (which shall be disclosed in the Board's report) relating to the remuneration for the key managerial personnel (other than the Directors) and other employees, while simultaneously ensuring that—
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate people of the quality required to run the



company successfully;

- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to key managerial personnel (other than Directors) and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

As required under the Act, the NRC should consist of 3 or more directors out of which not less than one half shall be independent directors. The appointment of independent directors is currently under process and when independent directors get appointed, NRC will be reconstituted.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Pursuant to Section 135 of the Companies Act, 2013, the Board in its 24th meeting held on 26th August, 2015 approved the constitution of the Corporate Social Responsibility (CSR) Committee so as to consist of following Directors as Members:

- i. Shri DB Gupta, Principal Secretary, PWD, GoR;
- ii. Shri Om Prakash Saini, Commissioner, RHB; and
- iii. Shri Siddharth Mahajan, SSF (Budget), GoR

The terms of reference for the functioning and scope of this CSR Committee are as follows:

- 1. Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII to the Companies Act, 2013;
- 2. Recommend the amount of expenditure to be incurred on the activities referred above; and
- 3. Monitor the CSR Policy of the company from time to time.

As required under the Act, the CSR Committee should consist of 3 or more directors out of which at least one director shall be independent director. The appointment of independent directors is currently under process and when independent directors get appointed, CSR Committee will be reconstituted.

AUDIT COMMITTEE

The Company has an Audit Committee formed pursuant to Section 177 of the Companies Act,



2013, consisting of the following Directors of the Company as members:

- i. Shri DB Gupta, Principal Secretary, PWD, GoR;
- ii. Shri Om Prakash Saini, Commissioner, RHB; and
- iii. Shri Siddharth Mahajan, SSF (Budget), GoR.

As required under the Act, the Committee should consist of a minimum of 3 directors with independent directors forming majority. The appointment of independent directors is currently under process and when independent directors get appointed, the Audit Committee will be reconstituted.

RISK MANAGEMENT POLICY

Jaipur Metro Rail Project has been planned keeping in view the urban transport demands of the city for the next many decades. Planned to provide a state-of-the-art, affordable and reliable system of public transport, the project intends to spur economic development of the city while preserving its rich heritage and culture. Thus, the launch of Jaipur Metro is a significant step in making Jaipur a smart city.

Civil structure of Jaipur Metro has many innovative and path breaking features, including a double-decked elevated corridor common for Metro & BRTS. Also, all the Metro stations are supported by a single row of piers to make the overall structure lighter and more open. As an effort to reduce energy consumption, the procured rolling stock uses regenerative braking system which in turn will lead to about 30% energy saving. A rain water harvesting system has been built into the design, whereby entire length of the viaduct will act as catchment for the rain water harvesting structures created under alternate spans to recharge the ground water level.

The responsibility of security of Jaipur Metro has been entrusted to Rajasthan Police. A strength of 789 police personnel has been sanctioned for security and policing of Jaipur Metro. Latest security equipments have been provided at all Metro Stations.

Operation and maintenance of the Metro will be handled by Jaipur Metro Rail Corporation with the help of 400 O&M staff directly recruited by JMRC and trained at DMRC Training Institute at New Delhi. In DLP period, DMRC and concerned suppliers will provide their technical resource support, wherever required.

Jaipur Metro has taken various steps to ensure that at the time of emergency, all basic support systems are in place. One Standard Gauge self-propelled Rail-cum-Road Vehicle (RRV) and one four-wheeled Tower Wagon (SG self-propelled rail vehicle) are available and the process of obtaining technical and safety clearances for operating these vehicles is in progress. To take care of any medical help required during any accident/incident, Jaipur



Metro has signed a MoU with well-equipped Metro Manas Arogya Sadan Heart Care & Multispecialty Hospital, Mansarovar to provide their emergency medical services. A MoU has also been signed with NHRM for "108" Ambulance services. Although Metro system is a failsafe system, still as a precautionary measure Jaipur Metro has, through New India Assurance Company Limited, put in place a free accident insurance scheme for its passengers, including visitors (i.e., non-passengers visiting Metro Stations).

Thus, JMRC has appropriate risk management systems in place for identification and assessment of various risks, measures to mitigate them and mechanisms for proper and timely monitoring and reporting of any and all incidents. From time to time, the respective HoDs and Audit Committee of the Company review the implementation and monitoring of its various decisions, plans and strategies to ensure safeguarding of the Company against any kind of risks, be it technological, legal, physical or relating to the image of the Company.

VIGIL MECHANISM

JMRC is a law-abiding, wholly-owned Company of the State Government, being duly audited by the statutory auditors appointed by C&AG, internal auditors, secretarial auditors and also covered under the ambit of supplementary audit of the C&AG.

JMRC is an employee oriented organization which has always taken various steps to promote the welfare of its employees, laid emphasis on adequate training of its staff, conducted interactions/ feedback sessions with the employees from time to time and has also supported formation of 'Jaipur Metro Joint Employees Association'. Still, to comply with the provisions of the Companies Act, 2013, the Company shall work on and establish a proper vigil mechanism system for directors and employees for reporting genuine concerns in the most appropriate manner. This mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Audit Committee of the Company shall also oversee the vigil mechanism of the Company.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate internal financial control system commensurate with the size and nature of its business.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given loans, guarantees or made investments in terms of provisions of Section 186 of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

For purposes of Section 203 of the Companies Act, 2013, following are the Key Managerial



Personnel of the Company, on the terms and conditions of their appointment as already approved by the Board and/or as determined under the JMRC Recruitment Rules, 2012:

- 1. Chairman and Managing Director: Shri Nihal Chand Goel
- 2. Director (Finance) & Chief Financial Officer: Shri Sarvesh Tewari
- 3. Director (Project), Whole Time Director: Shri Ashwani Saxena
- 4. Director (O & S), Whole Time Director: Shri C.S. Jeengar
- 5. Director (Corporate Affairs), Whole Time Director: Shri Rajesh Kumar Agerwal
- 6. Company Secretary: Ms. Harshita C. Kochhar

EXTRACT OF ANNUAL RETURN

Extract of Annual Return in form MGT-9 is annexed as Addendum-1 with this report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY REFERRED TO IN SUB-SECTION (1) OF SECTION 188

Information pertaining to the disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 is provided under Note 36 of the Notes on Accounts.

DISCLOSURES UNDER SECTION 134(3)(1) OF THE COMPANIES ACT, 2013

There have been following two material changes in commitments that occurred between the end of the year and the date of this report which can affect the financial position of the Company:

- 1. Commencement of commercial operation of Phase-1A of Jaipur Metro Rail Project on 3rd June, 2015.
- 2. Treatment of below given amounts of share application money pending allotment as long term interest free unsecured subordinate debt in the books and annual accounts of the Company for the year 2014-15, for which FD, GoR has been requested for granting its ex post concurrence and for advising RIICO and RHB to agree to the conversion of their respective amounts of share application money pending allotment into long term interest free unsecured subordinate debt:

		6 th ANNUAL REPORT
1.	Government of Rajasthan (GoR)	₹ 11,15,03,58,000
2.	Rajasthan Housing Board (RHB)	₹ 1,00,00,00,000
3.	Rajasthan State Industrial Development & Investment Corporation Limited (RIICO)	₹ 36,84,00,000
	Total	₹ 12 51 87 58 000

The final decision of the State Government in this regard, if otherwise, will be given effect to in the books and annual accounts of the year in which such decision is received from GoR.

TRANSFER TO RESERVES IN TERMS OF SECTION 134(3)(j) OF THE COMPANIES ACT, 2013

For the year under report, the Company has not transferred any sum to Reserves.

PARTICULARS OF EMPLOYEES

There is no employee in the Company whose particulars are required to be given under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

OTHER DISCLOSURES UNDER THE COMPANIES ACT, 2013

The Company does not have any Subsidiary/Associate Company.

The details of the significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future be treated as NIL.

The provisions of disclosure of policy relating to appointment of directors, payment of managerial remuneration, directors' qualification, positive attributes, independence of directors and other related matters under Section 178(3) of the Companies Act, 2013 have been exempted for Government companies as per MCA notification G.S.R. 463(E) dated 5th June, 2015.

The provisions of Section 134(3)(p) relating to Board evaluation are also exempted for Government companies as per MCA notification G.S.R. 463(E) dated 5th June, 2015.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has a duly constituted Internal Complaints Committee in place as per Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 and the decision of the Supreme Court of India in the case of Vishakha and others



6th ANNUAL REPORT

vs. State of Rajasthan [writ petition (criminal) no. 666-70/1992]. The information required under Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 is provided below:

a)	Committee formed as per Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 and the decision of the Supreme Court of India in the case of Vishakha and others vs. State of Rajasthan [writ petition	Yes.
b)	(criminal) no. 666-70/1992]. No. of complaints received during the year	NIL.
c)	No. of complaints disposed of during the year	Not Applicable.
d)	No. of cases pending for more than 90 days	Not Applicable.
e)	No. of workshops or awareness programmes against sexual harassment carried out	One 2-day training course on "Gender Sensitization & Building Organizational Excellence".

SECRETARIAL AUDITORS' REPORT

The secretarial audit report of the Company is annexed herewith as Addendum-2 and the reply to the observations of the secretarial auditor is given in Addendum-3 to this report.

STATUTORY AUDITORS' REPORT

The reply to the observations of the auditors is given in Addendum-4 to this report.

APPOINTMENT OF STATUTORY AUDITORS

Your Directors recommend the appointment of statutory auditors of the Company for the year 2015-16 as per directions of the Comptroller and Auditor General of India.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars, as required under the provisions of Section 134(3)(q) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, are as under:

A. ENERGY CONSERVATION:

The conservation of energy has received highest attention of the management on a continuous basis.



Your Company is in the process of providing a Mass Rapid Transit System to the city of Jaipur, which will require 1/5th energy per passenger km compared to road-based system and cause no air pollution in the city.

Further, a regenerative braking system has been provided in Jaipur Metro coaches, which will cause a substantial saving in energy consumption during operations.

B. TECHNOLOGY ABSORPTION:

Jaipur Metro coaches procured, through DMRC, from BEML, Bangalore are the first indigenous coaches that have not only been manufactured in India, but also designed in India. JMRC itself has not incurred any expenditure on research & development.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of foreign exchange earnings and outgo are provided under Note 33 of the Notes on Accounts.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their gratitude for the continuing support of Government of India, Railway Board, Commission of Railway Safety, RDSO, North Western Railway, Delhi Metro Rail Corporation, Government of Rajasthan and its various Departments including the Police Commissionerate of Jaipur, Collectorate of Jaipur, Jaipur Nagar Nigam, Jaipur Development Authority, RIICO, RVPN, JVVNL, Rajasthan Housing Board, and the Department of Archaeology & Museums.

Before parting, your Directors also wish to record their appreciation of the cooperation and encouragement the Company has received and continues to receive from people of the State, including the project affected persons.

CAUTIONARY STATEMENTS

This Report contains certain statements relating to the future and therefore are forward looking within the meaning of applicable laws and regulations. Various factors such as economic conditions, changes in Government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

For and on behalf of the Board

Date: 26th August, 2015

Place: Jaipur

(NIHAL CHAND GOEL) Chairman & Managing Director



ADDENDUM-1 TO THE DIRECTORS' REPORT DATED 26TH AUGUST, 2015

Form No. MGT-9

EXTRACT OF ANNUAL RETURN As on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	U60221RJ2010SGC030630
ii)	Registration Date	01.01.2010
iii)	Name of the Company	Jaipur Metro Rail Corporation Limited
iv)	Category / Sub-Category of the Company	State Government Company limited by shares
v)	Address of the Registered office and contact details	Khanij Bhavan, Behind Udog Bhavan , C- Scheme, Jaipur – 302 005 +91 141 5192 106
vi)	Whether listed company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Nil

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

SI. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Providing Mass Rapid Transit System (MRTS) in the city of Jaipur by way of metro rail network	99532124	100% PS: There is no income from operations in 2014-15 as operations began on 03.06.2015



III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1					
2					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of			ares hel	ld at the e year	No. of	% Change during the year			
Shareholders	Demat	Phy- sical		% of Total Shares	Demat	Phys- ical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF									
b. Central Govt									
c. State Govt (s)									
Government of Rajasthan			3789496	85.70%			3789496	85.70%	
Sh Ashok Jain							10	0.0002%	0.0002%
Sh Devendra Bhushan Gupta							10	0.0002%	0.0002%
Sh Rajeshwar Singh							10	0.0002%	0.0002%
Sh Shikhar Agrawal							10	0.0002%	0.0002%
Sh Siddharth Mahajan							440	0.00995%	0.00995%
Sh Gyana Ram							10	0.0002%	0.0002%
Sh Arjun Singh							10	0.0002%	0.0002%
Sh Gurdial Singh Sandhu			10	0.0002%					0.0002%
Sh Kunji Lal Meena			10	0.0002%					0.0002%
Sh Tanmay Kumar			440	0.00995%					0.00995%
Sh Jagdish Chandra Mohanty			10	0.0002%					0.0002%



	 Т	Г			T	1
Sh Jagroop Singh Yadav	10	0.0002%				0.0002%
	10	0.0002%				0.0002%
Sh Umrao	10	0.000276				0.000276
Salodia		0.00000				
Sh Abhay	10	0.0002%				0.0002%
Kumar						
a. <u>Bodies Corp.</u>						
Rajasthan State	631600	14.28%		631600	14.28%	
Industrial						
Development &						
Investment						
Corporation						
Ltd. (RIICO)						
b. Banks / FI						
c. Any Other						
Sub-total	4421596	100%		4421596	100%	
A.(1):-						
(2) Foreign						
NDIC		-				
. NRIs –						
Individuals						
b. Other –						
Individuals						
c. Bodies Corp.						
d Banks / FI		+				
d. Banks / FI						
e. Other (Specify)						
C. Grier (Speen,)						
Sub-total						
A.(2):-						
	1121506	1000/		4424506	1000/	
Total	4421596	100%		4421596	100%	
shareholding						
of Promoter						
(A) =						
A.(1)+A.(2)						
		+				
B. Public						
Shareholding						
1. Institutions						
a. Mutual Funds						
a, macaan ranas						
b. Banks / FI						
- C		+				+
c. Central Govt						
d. State Govt(s)		1				
d. State Govt(s)						
e. Venture Capital						
Funds						



_ T	1	1		I	I	I
a. Insurance Companies						
b. FIIs						
c. Foreign Venture Capital Funds						
d. Others (specify)						
Sub-total B.(1):-						
2. Non- Institutions						
a. Bodies Corp.						
i) Indian						
ii) Overseas						
b. Individuals						
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh						
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh						
c. Others (specify)						
Sub-total (B)(2):-						
Total Public Shareholding (B)=B.(1)+ B.(2)						
C. Shares held by Custodian for GDRs & ADRs						
Grand Total (A+B+C)	4421596	100%		4421596	100%	



(ii) **Shareholding of Promoters**

SI No.	Shareholder's Name	Shareholding at the beginning of the year				Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encum- bered to total shares	No. of Shares		%of Shares Pledged/ encumb- ered to total shares	% change in share holding during the year	
1	Government of Rajasthan	3789496	85.70%		3789496	85.70%			
2	Sh Ashok Jain				10	0.0002%		0.0002%	
3	Sh Devendra Bhushan Gupta				10	0.0002%		0.0002%	
4	Sh Rajeshwar Singh				10	0.0002%		0.0002%	
5	Sh Shikhar Agrawal				10	0.0002%		0.0002%	
6	Sh Siddharth Mahajan				440	0.00995%		0.00995%	
7	Sh Gyana Ram				10	0.0002%		0.0002%	
8	Sh Arjun Singh				10	0.0002%		0.0002%	
9	Sh Gurdial Singh Sandhu	10	0.0002%					0.0002%	
10	Sh Kunji Lal Meena	10	0.0002%					0.0002%	
11	Sh Tanmay Kumar	440	0.00995%					0.00995%	
12	Sh Jagdish Chandra Mohanty	10	0.0002%					0.0002%	
13	Sh Jagroop Singh Yadav	10	0.0002%					0.0002%	
14	Sh Umrao Salodia	10	0.0002%					0.0002%	
15	Sh Abhay Kumar	10	0.0002%					0.0002%	
16	Rajasthan State Industrial Development & Investment Corporation Ltd. (RIICO)	631600	14.28%		631600	14.28%			



(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI. No.		Shareholdi beginning		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company		% of total shares of the company	
	At the beginning of the year	4421596	100%	4421596	100%	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.					
	Shares transferred from Sh. G S Sandhu to Sh. Ashok Jain	10	0.0002%	10	0.0002%	
	Shares transferred from Sh. J C Mohanty to Sh. D B Gupta	10	0.0002%	10	0.0002%	
	Shares transferred from Sh. Umrao Salodia to Sh. Rajeshwar Singh	10	0.0002%	10	0.0002%	
	Shares transferred from Sh. Tanmay Kumar to Sh. Siddharth Mahajan	440	0.00995%	440	0.00995%	
	Shares transferred from Sh. Abhay Kumar to Sh. Shikhar Agrawal	10	0.0002%	10	0.0002%	
	Shares transferred from Sh. J S Yadav to Sh. Gyana Ram	10	0.0002%	10	0.0002%	
	Shares transferred from Sh. K L Meena to Sh. Arjun Singh	10	0.0002%	10	0.0002%	
		4421596	100%	4421596	100%	



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI. No.		Shareholding of				
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year					
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):					
	At the End of the year (or on the date of separation, if separated during the year)					

(v) Shareholding of Directors and Key Managerial Personnel:

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year		Same a	s (iii) above	•	
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):					
	At the End of the year					

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. in Crores

				Rs. in Crores
	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
	excluding deposits	LUAIIS		indeptedness
Indebtedness at the				
beginning of the financial				
year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
due				
Total (i+ii+iii)				
Change in Indebtedness				
during the financial year				
· Addition		1581.45		1581.45
· Reduction				
Net Change		1581.45		1581.45
Indebtedness at the				
end of the financial year				
i) Principal Amount		1569.38		1569.38
ii) Interest due but not paid		12.07		12.07
iii) Interest accrued but not				
Total (i+ii+iii)		1581.45		1581.45

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

In Rupees

SI.	Particulars of	Name	of MD/W		Total		
no.	Remuneration	Manager				Amount	
		Sh N C	1	Sh C S	Sh	Sh	
		Goel	Ashwani Saxena	Jeengar	Sarvesh Tewari	Rajesh Agerwal	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	2022489	2047140	2022808	1524641	1745274	9362352
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39827	47779	42209	168445	43794	342054
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961						
2.	Stock Option						
3.	Sweat Equity						
4.	Commission - as % of profit - others,						
5.	Others, please specify						
	Total (A)	2062316	2094919	2065017	1693086	1789068	9704406
	Ceiling as per the Act						



B. Remuneration to other directors:

SI. no.	Particulars of Remuneration	Name of Directors			Total Amount	
1.	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify					
	Total (1)					
2.	Other Non-Executive Directors • Fee for attending board committee meetings • Commi ssion • Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

In Rupees

SI. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary	CFO	Total	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		225120		225120	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify					
5.	Others, please specify					
	Total		225120		225120	



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give details)			
Penalty								
Punishment								
Compounding								
B. DIRECTORS								
Penalty								
Punishment								
Compounding								
C. Other office	C. Other officers in default							
Penalty								
Punishment								
Compounding								

For and on behalf of the Board

Date: 26th August, 2015

Place: Jaipur

(NIHAL CHAND GOEL) Chairman & Managing Director

ADDENDUM-2 TO THE DIRECTORS' REPORT DATED 26TH AUGUST, 2015



JAKS & Associates

Company Secretaries

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2015 [Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

JAIPUR METRO RAIL CORPORATION LIMITED

Khanij Bhavan, Behind Udyog Bhavan, C-Scheme, Jaipur- 302005 Rajasthan

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JAIPUR METRO RAIL CORPORATION LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **JAIPUR METRO RAIL CORPORATION LIMITED's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31**st **March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **JAIPUR METRO RAIL CORPORATION LIMITED** for the financial year ended on **31**st **March**, **2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not applicable to the Company during the Audit Period);



Company Secretaries

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (Not applicable to the Company during the Audit Period);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit Period);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (Not applicable to the Company during the Audit Period);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during the Audit Period);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).
- (vi) Other specific laws applicable to the company are:
 - (a) Metro Railways Act, 2002
 - (b) The Metro Railways (Constructions of works) Act, 1978
 - (c) The Building and other construction Workers Act, 1996 and Rule, 1998



202, Prism Tower, Opp. Police HQ, Behind Nehru Place, Tonk Road, JAIPUR-302015. Ph: +91-141-2378079, 9414078940 (M) Email: cstarachand@gmail.com





Company Secretaries

- (d) Electricity Act, 2003 and Indian electricity Rules, 1956
- The Petroleum Act, 1934 and Rules, 1998

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period).
- The Listing Agreements entered into by the Company with Stock Exchange(s) (Not applicable to the Company during the Audit Period).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following observations:

- 1. As the company has not appointed Independent Directors during the Financial Year 2014-15, the composition of Board of Directors and Audit Committee was not as per the requirements of the Companies Act, 2013.
- 2. The share application money amounting to Rs. 1251.87 Crores pending for allotment lying with the company was converted in to "Interest Free Long Term Subordinated Debt" without obtaining consent of the concerned parties whereas it was made mandatory condition by The Board of Directors vide Resolution No. 19.5 dated 30.06.2014 for such conversion. It is also inconsistent with the applicable provisions of the Companies Act 2013.
- 3. Shares were transferred during the period under review and same were recorded in minutes of the Board Meeting but no records regarding execution of transfer deed were provided. Although, the Ministry of Corporate Affairs has exempted this requirement vide its notification dated on 05.06.2015 to Government Companies.
- *4*. The company has not constituted Corporate Social Responsibility Committee and Nomination & Remuneration Committee as per the provisions of the Companies Act, 2013 during the period under review.
- The land was acquired as per the provisions of Land Acquisition Act, 1894 **5**. which should have been acquired as per the provisions of Metro Railways (Constructions of Works) Act, 1978.





Company Secretaries

We further report that

The Board of Directors of the company was duly constituted with proper balance of Executive Directors and Non- Executive Directors. However, Independent Directors have not yet been appointed on the Board of the company. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings was sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. However, acknowledgement of receipt of notice was not found for few directors of the company.

All the decisions were taken through majority in the meetings and no dissenting views were observed in the minutes.

We further report that there are 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 except that the company has not provided details and documents related to Phase- 1A for the specific laws applicable to the company. The company needs strengthen the compliance of Labour Laws and Environmental Laws.

This report is to be read with our letter of even date which is annexed as **ANNEXURE 'A'** and forms an integral part of this report.

Place: JAIPUR Date: 26/08/2015

FOR JAKS & ASSOCIATES
Practicing Company Secretaries



Tara Chand Sharma [Partner] FCS No. 5749

C P No.: 4078





Company Secretaries

ANNEXURE 'A'

To,
The Members
JAIPUR METRO RAIL CORPORATION LIMITED

Our Report of even date is to be read along with this letter.

- 1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2. We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the company.
- 4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws, like the Income Tax Act, 1961 & Finance Acts, the Customs Act, 1962, the Central Excise Act, 1944 and Service Tax.
- 5. Where ever required, we have obtained the Management representation about the compliance of Laws, rules and regulations and happening of events etc.
- 6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.



Company Secretaries

7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: JAIPUR
Date: 26/08/2015

FOR JAKS & ASSOCIATES
Practicing Company Secretaries

Tara Chand Sharma [Partner] FCS No. 5749

C P No.: 4078

ADDENDUM-3 TO THE DIRECTORS' REPORT DATED 26TH AUGUST, 2015

Replies on the observations of the secretarial auditors of the Company on for the year 2014-15:

Observation # 1:

As the company has not appointed Independent Directors during the Financial Year 2014-15, the composition of Board of Directors and Audit Committee was not as per the requirements of the Companies Act, 2013.

Reply # 1

The Companies Act, 2013 had provided time up to 31st March, 2015 for appointment of Independent Directors. The Company had accordingly started the proceedings for such appointment. But, while the matter was still under process, the Ministry of Corporate Affairs (MCA) issued certain exemptions for government companies vide its notification G.S.R. 463(E) dated 5th June, 2015. Currently, the matter is under submission to GoR in the light of amended provisions.

Observation #2:

The share application money amounting to Rs. 1251.87 Crores pending for allotment lying with the company was converted in to "Interest Free Long Term Subordinated Debt" without obtaining consent of the concerned parties whereas it was made mandatory condition by The Board of Directors vide Resolution No. 19.5 dated 30.06.2014 for such conversion. It is also inconsistent with the applicable provisions of the Companies Act 2013.

Reply # 2:

This issue has been clarified at Point No. 26 of Notes on Accounts of the financial statements.

A sum of Rs. 1251.8758 Crore was held by the Company as share application money pending for allotment of equity shares, from State Government, RHB & RIICO on 31st March, 2014. However, the allotment of equity shares against such application money received couldn't be made in view of the decision of State Government and High Powered Committee that further allotment of equity shares shall not be made till the proposed equity participation by Government of India is finally approved, which is under



consideration with the State Government.

In view of the above Government decisions and given the mandatory nature of provisions of the Companies Act, 2013, the said amounts of Rs. 12,51,87,58,000 of share application money pending allotment, of GoR, RIICO and RHB have been shown as long term interest free unsecured subordinate debt in the books of accounts of the Company for the year 2014-15 w.e.f. 15th June, 2014.

Additionally, the Company has requested the Government of Rajasthan for its concurrence on the treatment of such share application money pending allotment as "long term interest free unsecured subordinate debt" so as to comply with the provisions of the Companies Act, 2013 and also that of the decision of the High Powered Committee of Government of Rajasthan. However, the final decision of the State Government in this regard, if otherwise, will be given effect to in the books and annual accounts of the year in which such decision is received from GoR.

Observation #3:

Shares were transferred during the period under review and same were recorded in minutes of the Board Meeting but no records regarding execution of transfer deed were provided. Although, the Ministry of Corporate Affairs has exempted this requirement vide its notification dated on 05.06.2015 to Government Companies.

Reply #3:

The qualification is self explanatory in nature, as being a Government Company JMRC was exempt from this provision of the Companies Act, 1956 and similar exemptions were expected under the Companies Act, 2013, too. The Company is again exempt from this requirement as per MCA notification G.S.R. 463(E) dated 5th June, 2015.

Observation # 4:

The company has not constituted Corporate Social Responsibility Committee and Nomination & Remuneration Committee as per the provisions of the Companies Act, 2013 during the period under review.

Reply # 4:

Section 135(5) of the Companies Act, 2013 requires that the Board of the Company should ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding



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financial years, in pursuance of its CSR (Corporate Social Responsibility) Policy. But, since there is an average net loss in the three immediately preceding financial years, the Company was presumed to be exempt from this Section and, therefore, CSR Committee was not constituted so far.

As there are no independent directors on the Board of the Company as yet and all the employees of the Company are appointed based on such method of recruitment, qualification and experience as have been incorporated in the JMRC Recruitment Rules, 2012, which have not only been approved by the Board of the Company but also duly approved by the State Government, Nomination and Remuneration Committee (NRC) was not constituted so far.

However, now, both NRC and CSR Committee are being constituted by the Board.

Observation # 5:

The land was acquired as per the provisions of Land Acquisition Act, 1894 which should have been acquired as per the provisions of Metro Railways (Constructions of Works) Act, 1978.

Reply#5

The Metro Railways (Construction of Works) Act, 1978 did not take away the powers prescribed under the Land Acquisition Act, 1894 and it was always open for the State Government/ Central Government (as the case may be) to invoke the provisions of the said Act (of 1894) for conducting the acquisition proceedings. Therefore, it is apparently clear that the Act of 1978 does not create any bar or put any hindrance regarding the proceedings of acquisition initiated under the Land Acquisition Act, 1894. The entire exercise carried by the State Government is wholly within jurisdiction and in accordance with law.

For and on behalf of the Board

Date: 26th August, 2015

Place: Jaipur

(NIHAL CHAND GOEL) Chairman & Managing Director

ADDENDUM-4 TO THE DIRECTORS' REPORT DATED 26TH AUGUST, 2015

Replies on the observations of the statutory auditors of the Company on the Annual Accounts for the year 2014-15:

Observation # 1:

As detailed in Point No. 23 of Notes on Accounts regarding Capital Work in Progress amounting to Rs. 1638.25 Crore charged on account of direct cost of Project incurred by Delhi Metro Rail Corporation Ltd. for which no proper explanatory detail & sufficient and appropriate audit evidences were made available for audit and neither statement of expenditure till date is being provided from executing agency. Hence in absence of information we are unable to allocate the amount of capital work in progress.

Further in reference to above, clause stated at para (K) of Point No. 25 (DMRC Responsibility) of the agreement dated 5th day of August 2010 between Jaipur Metro Rail Corporation Ltd. (JMRC) & Delhi Metro Rail Corporation Ltd. (DMRC), states that expenditure incurred in each quarter should be informed by way of statement of account duly supported by the full detail | bills for the expenditure as may be required for the audit purpose of JMRC have not been provided by DMRC.

Reply # 1

The nature of work allotted to Delhi Metro Rail Corporation is on "Deposit basis" as per the referred agreement. Under the "Deposit Work basis contract" such evidences except Utilization Certificate are not submitted to Employer.

DMRC is regularly submitting the Quarterly Progress Report comprising the details of works allotted towards project, payment released to contractors and physical progress of the project which has been made available to the Statutory Auditor. The referred amount of Rs 1638.25 Crore as Capital Work-In-Progress is based on the bill submitted by DMRC. It is also mentioned that independent audit of books of accounts of DMRC is undertaken by C&AG.

It is further informed that the work of Phase-1A has been completed during the financial year 2015-16 and as decided already, detailed Utilization Certificate from Delhi Metro Rail Corporation will be obtained shortly.



Observation #2:

As detailed in Note No. 25 of Notes on Accounts with regard to acquisition of land and structure of East-West corridor of Metro Project for which company has paid Rs. 1.62 Crore (accumulated amount as on 31.3.2015 is Rs. 90.71 Crore) during the year. It is also stated that documentary evidence on the basis of which payment made and area acquired is not being provided for verification except statement received from Land acquisition officer of JDA, further to state that the title of ownership for the above stated acquisition is not being transferred in favour of JMRC Ltd. However the same has been accounted as Fixed Assets of the company.

Reply # 2:

The Company has made the payment for land acquisition on the basis of the calculation sheet issued by the Land Acquisition officer which contains all the details regarding name of owner, khasara no., area of land, rate of land acquired, compensation, payment for structure and solatium amount etc which was made available to the Auditor.

The Company has acquired land under section-6 read with section 16 and 17 of the Land Acquisition Act, 1894. In such cases either 80% compensation or full amount of award was paid and possession was taken. As soon as the company has paid the compensation or amount is deposited in the Civil Court and possession is taken, land vests in the Company free from all encumbrances.

The Company has acquired entire land following the above procedure and the process of entering in record of Rights is under process.

Observation #3:

As detailed in Point No. 26 of Notes on Accounts on Long Term Interest Free Unsecured Subordinate Debt, a sum of Rs 1251.8758 crore was received from State Government, RIICO, Rajasthan Housing Board for allotment of equity shares which in the current year has been converted into Long Term Interest Free Unsecured Subordinate Debt without obtaining consent from the concerned parties, as was made mandatory condition for such conversion by Board of Directors vide resolution No. 19.5 dated 30.06.2014. It is also inconsistent with the applicable provisions of the Companies Act, 2013 and impact of such non compliance is not provided in books of accounts.



Reply # 3:

This issue has been clarified at Point No. 26 of Notes on Accounts of the financial statements.

A sum of Rs. 1251.8758 Crore was held by the Company as share application money pending for allotment of equity shares, from State Government, RHB & RIICO on 31st March, 2014. However, the allotment of equity shares against such application money received couldn't be made in view of the decision of State Government and High Powered Committee that further allotment of equity shares shall not be made till the proposed equity participation by Government of India is finally approved, which is under consideration with the State Government.

In view of the above Government decisions and given the mandatory nature of provisions of the Companies Act, 2013, the said amounts of Rs. 12,51,87,58,000 of share application money pending allotment, of GoR, RIICO and RHB have been shown as long term interest free unsecured subordinate debt in the books of accounts of the Company for the year 2014-15 w.e.f. 15th June, 2014.

Additionally, the Company has requested the Government of Rajasthan for its concurrence on the treatment of such share application money pending allotment as "long term interest free unsecured subordinate debt" so as to comply with the provisions of the Companies Act, 2013 and also that of the decision of the High Powered Committee of Government of Rajasthan. However, the final decision of the State Government in this regard, if otherwise, will be given effect to in the books and annual accounts of the year in which such decision is received from GoR.

Observation # 4:

The Company has not complied with the provisions of Companies Act, 2013 with regard to appointment of Independent Director because of which the composition of Board of Directors and Audit Committee is not as stipulated under the Act. Further the company has also not constituted Corporate Social Responsibility Committee and Nomination & Remuneration Committee as per the provisions of the Act. The impact of such non compliance is not provided for in the books of accounts.

Reply # 4:

The Companies Act, 2013 had provided time up to 31st March, 2015 for appointment of Independent Directors. The Company had accordingly started the proceedings for such appointment. But, while the matter was still under process, the Ministry of Corporate



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Affairs (MCA) issued certain exemptions for government companies vide its notification G.S.R. 463(E) dated 5th June, 2015. Currently, the matter is under submission to GoR in the light of amended provisions.

Section 135(5) of the Companies Act, 2013 requires that the Board of the Company should ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its CSR (Corporate Social Responsibility) Policy. But, since there is an average net loss in the three immediately preceding financial years, the Company was presumed to be exempt from this Section and, therefor, CSR Committee was not constituted so far.

As there are no independent directors on the Board of the Company as yet and all the employees of the Company are appointed based on such method of recruitment, qualification and experience as have been incorporated in the JMRC Recruitment Rules, 2012, which have not only been approved by the Board of the Company but also duly approved by the State Government, Nomination and Remuneration Committee (NRC) was not constituted so far.

However, now, both NRC and CSR Committee are being constituted by the Board.

For and on behalf of the Board

Date: 26th August, 2015

Place: Jaipur

(NIHAL CHAND GOEL) Chairman & Managing Director





CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

INDEPENDENT AUDITORS' REPORT

To the Members of Jaipur Metro Rail Corporation Limited Jaipur

Report on the Financial Statements

We have audited the accompanying financial statements of **Jaipur Metro Rail Corporation Limited, Jaipur,** which comprise the Balance Sheet as at 31st March, 2015 the Statement of Profit and Loss, the Cash flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

- B.O :- 1. 17, MANU MARG, ALWAR 301001 (RAJ.), **a** 0144 2700628
 - 2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI 301019
 - 3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI 110016







CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Basis of Qualified Opinion

- i. As detailed in Point No. 23 of Notes on Accounts regarding Capital Work in Progress amounting to Rs. 1638.25 Crore charged on account of direct cost of Project incurred by Delhi Metro Rail Corporation Ltd. for which no proper explanatory detail & sufficient and appropriate audit evidences were made available for audit and neither statement of expenditure till date is being provided from executing agency. Hence in absence of information we are unable to allocate the amount of capital work in progress.
 - B.O :- 1. 17, MANU MARG, ALWAR 301001 (RAJ.), **a** 0144 2700628
 - 2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI 301019
 - 3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI 110016







CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

Further in reference to above, clause stated at para (K) of Point No. 25 (DMRC Responsibility) of the agreement dated 5th day of August 2010 between Jaipur Metro Rail Corporation Ltd. (JMRC) & Delhi Metro Rail Corporation Ltd. (DMRC), states that expenditure incurred in each quarter should be informed by way of statement of account duly supported by the full detail / bills for the expenditure as may be required for the audit purpose of JMRC have not been provided by DMRC.

- ii. As detailed in Note No. 25 of Notes on Accounts with regard to acquisition of land and structure of East-West corridor of Metro Project for which company has paid Rs. 1.62Crore (accumulated amount as on 31.3.2015 is Rs. 90.71Crore) during the year. It is also stated that documentary evidence on the basis of which payment made and area acquired is not being provided for verification except statement received from Land acquisition officer of JDA, further to state that the title of ownership for the above stated acquisition is not being transferred in favour of JMRC Ltd. However the same has been accounted as Fixed Assets of the company.
- iii. As detailed in Point No. 26 of Notes on Accounts on Long Term Interest Free Unsecured Subordinate Debt, a sum of Rs 1251.8758 crore was received from State Government, RIICO, Rajasthan Housing Board for allotment of equity shares which in the current year has been converted into Long Term Interest Free Unsecured Subordinate Debt without obtaining consent from the concerned parties, as was made mandatory condition for such conversion by Board of Directors vide resolution No. 19.5 dated 30.06.2014. It is also inconsistent with the applicable provisions of the Companies Act, 2013 and impact of such non compliance is not provided in books of accounts.
- iv. The Company has not complied with the provisions of Companies Act, 2013 with regard to appointment of Independent Director because of which the composition of Board of Directors and Audit Committee is not as stipulated under the Act. Further the company has also not constituted Corporate Social Responsibility Committee and Nomination & Remuneration Committee as per the provisions of the Act. The impact of such non compliance is not provided for in the books of accounts.

B.O -: 1. 17, MANU MARG, ALWAR - 301001 (RAJ.), **a** 0144 - 2700628

- 2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI 301019
- 3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI 110016







CHARTERED ACCOUNTANTS

HEAD OFFICE: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

Opinion

In our opinion and to the best of our information and according to the explanations given to us, **except for the effects of the matter described in the Basis for Qualified Opinion paragraph above,** the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31,2015.
- b) In the case of Statement of Profit and Loss, of the **Loss** for the year ended on that date

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order 2015 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the corporation as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure 1** a statement on the matters specified in the paragraph 3 and 4 of the said order.
- 2. We are enclosing our report in terms of section 143(5) of the Act, on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us, in the **Annexure-2** on the directions and subdirections issued by Comptroller and Auditor General of India.
- 3. As required by Section 143 (3) of the Act, we report that:
 - (a) Except as stated in the Basis for Qualified Opinion paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- 2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI 301019
- 3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI 110016







CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations wherever it is possible and quantifiable on its financial position as detailed in Note no. 29(iv).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Mehta & Company Chartered Accountants

FRN: 000772C

(Manish Mehta) Partner

Hamphlichter

M. No. 406623

Place: Jaipur

Date: 26th August, 2015

B.O:- 1. 17, MANU MARG, ALWAR - 301001 (RAJ.), 2 0144 - 2700628

2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI - 301019

3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI - 110016







CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

Annexure-1 to the Independent Auditors' Report

Annexure-1 referred to in paragraph 1 of Our Report on Other Legal and Regulatory Requirements in our Independent Auditors' Report to the members of Jaipur Metro Rail Corporation Limited on the Financial Statements for the year ended 31st March. 2015

We report that:

- 1. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets except for property acquired for East-West Corridor of the project.
 - (b) As explained to us, these fixed assets have been physically verified by the management at reasonable intervals; no any material discrepancies were noticed on such verification.
- 2. The company does not have inventory as on March 31^{st} , 2014 hence clause 2 (a), (b) and (c) are not applicable.
- 3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses 3 (a) and 3 (b) of the order are not applicable to the Company.
- 4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- 5. The Company has not accepted any deposits from the public covered under section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
 - B.O :- 1. 17, MANU MARG, ALWAR 301001 (RAJ.), 🕿 0144 2700628
 - 2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI 301019
 - 3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI 110016







CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

- 6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Act.
- 7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.
 - (b) As at 31st March, 2015, the disputed statutory dues aggregating Rs. 54,22,000/- that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

S. No.	Name of the Statute	Nature of Dues	Amount (in Rs)	Period to which the amount relates	Forum where dispute is pending
1.	Income Tax Act, 1961	TDS	2,74,000/-	A.Y. 2011-12	Deputy Commissioner of Income Tax (TDS), Jaipur
2.	Income Tax Act, 1961	Income Tax	51,48,000/-	A.Y. 2012-13	CIT Appeals, Jaipur

(c) According to the information and explanations given to us, there were no amounts which are required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

- B.O :- 1. 17, MANU MARG, ALWAR 301001 (RAJ.), **a** 0144 2700628
 - 2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI 301019
 - 3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI 110016







CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

- 8. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- 9. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders, as applicable to the company:
- 10. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution;
- 11. Based on our audit procedures and on the information given by the management, the term loans have been applied for the purpose for which they were raised.
- 12. According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For Mehta & Company Chartered Accountants FRN 000772C

(Manish Mehta)
Partner

Hawkel Lichter

M. No. 406623

Place : Jaipur

Date: 26th August, 2015

B.O :-

1. 17, MANU MARG, ALWAR - 301001 (RAJ.), 🕿 0144 - 2700628

2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI - 301019

3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI - 110016







CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

Annexure-2 to the Independent Auditors' Report

Annexure-2 referred to in paragraph 2 of Our Report on Other Legal and Regulatory Requirements in our Independent Auditors' Report to the members of Jaipur Metro Rail Corporation Limited on the Financial Statements for the year ended 31st March. 2015

Annexure - "A"

1. If the Company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including committed and general reserve) may be examined including the mode and present stage of disinvestment process.

Not Applicable.

2. Please report whether there are any cases of waiver/write off of debts /loans/ interest etc. If yes, the reasons there for and the amount involved.

No such case observed.

3. Whether proper records are maintained for inventories lying with third parties and assets received as gift from Govt. or other authorities.

Not Applicable.

4. A report on age-wise analysis of pending legal/arbitration cases including the reason of pendency and existence /effectiveness of monitoring mechanism for expenditure on all legal cases.

As per annexure "i" attached.

Annexure - "B"

1. Whether the Company's pricing policy absorbs all fixed and variable cost of production and the overheads allocated at the time of fixation of price?

Not Applicable as the company has not commenced its commercial operation.

- B.O :- 1. 17, MANU MARG, ALWAR 301001 (RAJ.), **a** 0144 2700628
 - 2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI 301019
 - 3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI 110016







CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

2. Whether the Company recovers Commission for work executed on behalf of Government/ other organization that is properly recorded in the books of account? Whether the Company has an efficient system for billing and collection of revenue.

Not Applicable.

3. Whether the Company regularly monitors timely receipt of subsidy from Government and it is properly recording them in its books?

No Subsidy from government has been received during the year.

4. Whether interest earned on parking of funds received for specific project from Government was properly accounted for?

No interest has been received during the year parking of funds received for specific project from Government.

5. Whether the Company has entered into Memorandum of understanding with its Administrative Ministry, if so, whether the impact thereof has been properly dealt with in the financial statements.

No Memorandum of understanding has been entered with Administrative Ministry.

For Mehta & Company Chartered Accountants FRN 000772C

(Manish Mehta)

Partner M. No. 406623

Place: Jaipur

Date: 26th August, 2015

B.O :- ′

1. 17, MANU MARG, ALWAR - 301001 (RAJ.), 🕿 0144 - 2700628

2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI - 301019

3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI - 110016





Smt. Vasundhara Raje, Hon'ble Chief Minister, Rajasthan and Shri Rajpal Singh Shekhawat, Hon'ble Minister, UDH aboard the inaugural train. They are joined by Shri Nihal Chand Goel, CMD, Jaipur Metro and Shri Mangu Singh, MD, Delhi Metro.



Shri Nihal Chand Goel, CMD, Jaipur Metro presenting a miniature of Metro Train to Smt. Vasundhara Raje, Hon'ble Chief Minister, Rajasthan, as a token of gratitude





Smt. Vasundhara Raje, Hon'ble CM operates an automatic Ticket Vending Machine at Mansarovar station and buys the first ticket



Jaipur Metro's initiative towards creating a barrier-free India



A still from the flag off ceremony of Jaipur Metro with enthusiastic crowds waiting to board the Metro train





Smt. Vasundhara Raje, Hon'ble CM inaugurates Diwali 2014 celebrations at Chhoti Chaupar by lighting a lamp of new hopes and horizons for the Pink City



A huge improvised working model of the Metro train at Chhoti Chaupar put up by Chandpole Vyapaar Mandal on the occasion of Diwali 2014, welcoming Jaipur Metro project in the heritage city



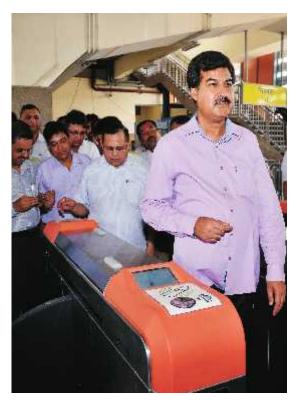


A still from school students' educational visit and travel in Jaipur Metro



 $Views\ of\ work\ in\ progress\ for\ the\ underground\ corridor\ of\ Jaipur\ Metro\ (Phase\ 1B)\ from\ Chandpole\ to\ Badi\ Chaupar$







Shri Rajpal Singh Shekhawat, Hon'ble Minister, UDH on a visit of the project to preview the passenger amenities and safety features provided in Jaipur Metro (24th May, 2015)





Shri Mohal Lal Gupta, Hon'ble Chairman and other members of the Public Undertakings Committee of Rajasthan Legislative Assembly on a visit of Jaipur Metro $(20^{\rm th}$ July, 2015)



New Commissioner of Metro Railway Safety, Shri Sushil Chandra views a presentation during his visit of Jaipur Metro $(5^{th}$ August, 2015)









Shri Chetan Bakshi, the then Commissioner of Metro Railway Safety undertakes an exhaustive inspection of Jaipur Metro system from the angle of public safety





A Board meeting of JMRC in progress



Board members of JMRC at Chandpole Station after a visit of Mansarovar Depot and ride of Jaipur Metro



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CHARTERED ACCOUNTANTS

<u>HEAD OFFICE</u>: "WHITE HOUSE", D-23A, INDRAPURI, LAL KOTHI, TONK ROAD, JAIPUR 302015 (RAJ) ☎ 0141-2740569, 4044799

COMPLIANCE CERTIFICATE

We have conducted the audit of account of **Jaipur Metro Rail Corporation Limited, Jaipur** for the year ended 31st march, 2015 in accordance with the directions/ subdirections issued by the C&AG of India under section 143 (5) of the Companies Act, 2013 and certify that we have complied with all the directions/ sub directions issued to us.

For Mehta & Company Chartered Accountants FRN: 000772C

Hanlahlable

(Manish Mehta) Partner M. No. 406623



B.O :

Place: Jaipur

Date: 26th August, 2015

- I. 17, MANU MARG, ALWAR 301001 (RAJ.), 🕿 0144 2700628
- 2. F-296 (J), KK TOWER, 1st FLOOR, RIICO CHOWK, BHIWADI 301019
- 3. D-48/A, HAUZKHAS, MAIN MARKET BEHIND CCD, NEW DELHI 110016



JAIPUR METRO RAIL CORPORATION LIMITED, JAIPUR CIN: U60221RJ2010SGC030630 **BALANCE SHEET AS AT 31ST MARCH, 2015**

(Amount in ₹)

Particulars	Note No.	Figures as at the Figures as at the	
i di diodidio	Note No.	end of current	end of previous
		reporting period	reporting period
	+	reporting period	reporting period
I. EQUITY AND LIABILITIES			
i. Egoti i And Elabieries			
(1) Shareholder's Funds			
(a) Share Capital	3	4421596000	4421596000
(b) Reserves and Surplus	4	(198493979)	(73426837)
(c) Money received against Share Warrants		0	0
(d) Deferred Government Grants	5	1198077222	1185577222
(2) Share application money pending allotment	6	0	12518758000
(3) Non-Current Liabilities			
(a) Long-term borrowings	7	15814549492	0
(b) Deferred Tax Liabilities (Net)	1 '	0	0
(c) Other Long term liabilities		0	l ő
(d) Long term provisions		0	0
(a) Long term provisions			Ĭ
(4) Current Liabilities			
(a) Short-term borrowings		0	0
(b) Trade Payables	8	68992737	7750096
(c) Other current liabilities	9	15667266	9487587
(d) Short-term provisions	10	53195557	109240970
Tota	I	21373584295	18178983038
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets :	11		
(i) Tangible assets		1097756570	1056743802
(ii) Intangible assets		458959162	459434494
(iii) Capital work-in-progress		18447730513	15825023876
(iv) Intangible assets under development		0	0
(b) Non-current investments		0	0
(c) Deferred tax assets (net)		3977630	4974185
(d) Long term loans and advances	12	486140569	273892788
(e) Other non-current assets	13	100000	100000
(2) Current assets			
(a) Current investments		0	0
(b) Inventories		0	Ö
(c) Trade receivables		0	l o
(d) Cash and cash equivalents	14	733416920	507742820
(e) Short-term loans and advances	15	145502931	51071073
(f) Other current assets		0	0
Tota	I	21373584295	18178983038

See accompanying Notes (1 to 42) to the Financial Statements

For JAIPUR METRO RAIL CORPORATION LIMITED, JAIPUR

As per our separate report of even date attached. For MEHTA & COMPANY **CHARTERED ACCOUNTANTS**

FRN 000772C

Chairman & M.D. DIN 05257969

(NIHAL CHAND GOEL) (DEVENDRA BHUSHAN GUPTA) Director

00225916

(SARVESH TEWARI) Director (Finance) 06860955

(HARSHITA C. KOCHHAR) **Company Secretary** M.No. A-21662

(MANISH MEHTA) **PARTNER** M.NO. 406623

JAIPUR

DATE: 26.08.2015



JAIPUR METRO RAIL CORPORATION LIMITED, JAIPUR CIN: U60221RJ2010SGC030630

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2015

(Amount in₹)

Particulars	Note No.	Figures for the	Figures for the
		current reporting	previous reporting
		period	period
III. Revenue			
I. Revenue from operations		0	0
II. Other Income	16	51683637	152989116
Total Revenue (I +II)		51683637	152989116
IV. Expenses:			
(a) Cost of materials consumed		0	0
(b) Purchase of Stock-in-Trade		0	0
(c) Changes in inventories of finished goods, work-in-progress			
and Stock-in-Trade		0	0
(d) Employee benefit expense	17	120752480	90359714
(e)Finance Cost		0	0
(f)Depreciation and Amortization expense	18	9656482	2717291
(g)Operational, Administrative & Other expenses	19	43776913	192536956
Total Expenses (a to g)		174185875	285613961
V. Profit before exceptional & extraordinary items & tax			
(III - IV)		(122502238)	(132624845)
VI. Exceptional Items		0	0
VII. Profit before extraordinary items and tax (V + VI)		(122502238)	(132624845)
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII - VIII)		(122502238)	(132624845)
, ,			
X. Tax expense:	20		
(1) Income tax		0	o l
(2) Deferred tax		996555	40161
(3) Wealth Tax		78920	75510
(5) (1541111 14)		. 5525	
XI. Profit(Loss) for the period from continuing operations			
(IX-X)		(123577713)	(132740516)
		,	, and a
XII. Profit/(Loss) from discontinuing operations		0	0
XIII. Tax expense of discounting operations		0	0
XIV. Profit/(Loss) from Discontinuing operations (after Tax)			ا
(XII - XIII)		0	0
(,			
XV. Profit/(Loss) for the period (XI + XIV)		(123577713)	(132740516)
XVI. Earning per equity share:			
(1) Basic		(27.95)	(30.02)
(2) Diluted		(27.95)	(30.02)

See accompanying Notes (1 to 42) to the Financial Statements

For JAIPUR METRO RAIL CORPORATION LIMITED, JAIPUR

Chairman & M.D.

DIN 05257969

(NIHAL CHAND GOEL) (DEVENDRA BHUSHAN GUPTA)

Director 00225916 (SARVESH TEWARI) Director (Finance) 06860955

(HARSHITA C. KOCHHAR) **Company Secretary** M.No. A-21662

As per our separate report of even date attached. For MEHTA & COMPANY

CHARTERED ACCOUNTANTS FRN 000772C

Manual Leider

(MANISH MEHTA) **PARTNER** M.NO. 406623

JAIPUR

DATE: 26.08.2015



(Amount in ₹)

JAIPUR METRO RAIL C	ORPORATION LIMITED	(Amount in 3)					
Cash Flow Statement for the year ended 31.03.2015							
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014					
A. CASH FLOW FROM OPERATING ACTIVITIES							
Net Profit/ Loss after Tax	(123577713)	(132740516)					
Adjustment for:-							
Loss on sale of assets	0						
Depreciation	9656482	2717291					
Deferred tax Liability	996555	40161					
Interest & Finance Charges	0						
Deferred Government Grants	0						
Exchange Rate Variation	0						
Operating profit before Working Capital Changes	(112924676)	(129983064)					
Adjustment for:-							
Inventories	0	0					
Trade Receivables	0	0					
Loan & Advances	(306679639)	2928918915					
Short Term Provisions	(56045413)	(51742406)					
Current Liabilities & Trade Payables	67422320	8244797					
Net cash from operating activities	(408227408)	2755438242					
B. CASH FLOW FROM INVESTING ACTIVITIES							
Fixed Assets	(51683371)	(93347939)					
Capital Work in Progress	(2622706637)	(7747776875)					
Net cash inflow from investing activities	(2674390008)	(7841124814)					
C. CASH FLOW FROM FINANCING ACTIVITIES							
Share Capital & Share Application Money	(12518758000)	4810000000					
Grants received during the year	12500000	0					
Loans raised during the year	15814549492	0					
Capital Fund Reserve	24	0					
Interest & Finance Charges	0	0					
Net cash from financing activities	3308291516	4810000000					
D. Net changes in cash & cash equivalents (A+B+C)	225674100	(275686572)					
E. Cash & cash equivalents (Opening balance)	507742820	783429392					
F. Cash & cash equivalents (Closing balance)	733416920	507742820					

For JAIPUR METRO RAIL CORPORATION LIMITED, JAIPUR

For MEHTA & COMPANY CHARTERED ACCOUNTANTS FRN 000772C

Chairman & M.D. DIN 05257969

(NIHAL CHAND GOEL) (DEVENDRA BHUSHAN GUPTA) Director 00225916

(SARVESH TEWARI) Director (Finance) 06860955

(HARSHITA C. KOCHHAR) **Company Secretary** M.No. A-21662

(MANISH MEHTA) **PARTNER** M.NO. 406623

Warthhillehite

JAIPUR

DATE: 26.08.2015



JAIPUR METRO RAIL CORPORATION LIMITED, JAIPUR

NOTES ON ACCOUNTS

1. **GENERAL INFORMATION:**

The Company is established to provide Mass Rapid Transit System in Jaipur city by providing the Metro Rail. The Company engaged Delhi Metro Rail Corporation for the entire work of Phase-I A i.e. from Mansarovar to Chandpole of the project on EPC mode. The estimated cost of Phase-IA is ₹2023 crore. Government of Rajasthan and its agencies have made initial funding for the project by way of equity/ grant. The commercial operation of Phase-IA has been commenced from 3rd June, 2015.

The Company is further executing the work of Phase-IB i.e. from Chandpole to Badi Chaupar on EPC mode and a contract amounting to ₹ 507.37 crore for the work of Design and Construction of tunnel from Chandpole to Badi Chaupar was awarded to M/s Continental Engineering Corporation in September, 2013. The estimated cost of Phase-IB is ₹ 1126 crore which is being funded through a loan of 176 Million US Dollar (₹ 969 crore) from Asian Development Bank and remaining project cost i.e. ₹ 157 crore is being provided by the Government of Rajasthan.

2. SIGNIFICANT ACCOUNTING POLICIES

(A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013.

All Assets & Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013.

(B) <u>REVENUE RECOGNITION</u>

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest income is recognized on time proportion basis taking into account the amount deposited and rate applicable.



(C) INVENTORIES

Inventories include consumable stores & spares and loose tools which are valued at cost or net realizable value whichever is less. The cost formula used is weighted average basis.

(D) TANGIBLE ASSETS

- (i) Fixed Assets are stated at cost which includes cost of acquisitions, installation, direct costs and borrowing cost incurred up to the date of commissioning.
- (ii) Land acquired for Metro corridor (east-west) is stated at cost including cost of structure acquired and also other direct & indirect expenditure related to its acquisition.
- (iii) Land allotted/ transferred to the company by the State Government, its Bodies/ Authorities at "NIL" value, is accounted at notional value of ₹1 for each transaction.
- (iv) In case of assets to be constructed under deposit work, the Fixed Assets would be recognized on receipt of the final bill from the executing agency and its acceptance by the Company.

(E) INTANGIBLE ASSETS

- (i) Intangible Assets are stated at cost of its acquisition and any indirect costs directly attributable to intangible assets are capitalized.
- (ii) Amount paid by company to North Western Railway as way leave charges (Right to way) i.e. permission to cross Railway track for metro rail project has been accounted as an Intangible Asset.

(F) CAPITAL WORK IN PROGRESS

- (i) Cost of capital assets which is under construction and not ready for its intended use inclusive of other direct and indirect expenditure exclusively attributable to that such as consultancy, testing, other licensing fees, electricity charges and housekeeping charges, Ticket vending services etc are treated as Capital Work-in-Progress.
- (ii) The company has commenced construction of Phase-IB of the project by directly awarding the work to the contractor, hence the expenses related to personnel and office expenses of Project Directorate who are engaged in this phase has been capitalized as an identified direct cost over the project.



G) **DEPRECIATION**

- (i) Depreciation has been provided at Straight Line Method (SLM) as per Schedule II of the Companies Act, 2013 taking into account the useful life of the asset as given in the schedule.
- (ii) Depreciation is provided on pro-rata basis from the month in which assets come into operation and depreciation for the month of sale is ignored.
- (iii) Land & Site development has not been depreciated.
- (iv) Fixed Assets costing ₹5,000 or less are depreciated fully in the year of purchase.
- (v) Amortization of Intangible Assets:-
 - (a) Software: Cost incurred on Computer Software purchased / developed resulting in future economic benefits, are capitalized as Intangible Assets and amortized over a period of 4 years on Straight Line Method (SLM) Basis.
 - (b) Cost of Right to way i.e. permission to cross railway track: As per Accounting Standard-26 such intangible asset should be amortized over a period of ten years until and unless there is clear evidence that such life is longer than 10 years.

Since, this right is available for period of 35 years to the company from the date of such permission and also economic benefits from such asset would be available for the said period, it will be amortized over the useful life of the asset commencing from the year of operation.

(H) FOREIGN CURRENCY TRANSACTIONS

- (i) Transactions denominated in foreign currency are recorded at the exchange rate prevailing at the time of transaction.
- (ii) Monetary items denominated in foreign currency are translated at exchange rates as at the reporting date.
- (iii) Foreign exchange difference arising in respect of monetary items relating to construction of capital asset is adjusted to Capital WIP prior to capitalization.

(I) GOVERNMENT GRANTS IN AID

(i) Capital Grant

Grants from the Governments/ non- Government or other Authorities towards capital expenditure for creation of Assets are initially shown as "Deferred Government Grants". These will be subsequently recognized as income each



6th ANNUAL REPORT

year over the life of the relevant asset in proportion to Depreciation on those assets.

Government grant in the form of non monetary assets given free of cost, is recorded at nominal value of ₹ 1 and as it being in nature of promoter's contribution, is credited to Capital Fund Reserve and treated as part of Shareholders funds.

(ii) Revenue Grant

Grants from the Governments/ non- Government or other Authorities towards revenue will be recognized in P&L Account under the Head "Other Income".

(J) INVESTMENT

Investment, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investment. All other investments are classified as non-current investments.

Current investments are carried in the financial statement at lower of cost or fair market value determined on an individual investment basis. Long term (Non Current) investments are carried at cost; provision for diminution in value is made to recognize a decline other than temporary fall in the value of the investments

(K) EMPLOYEES BENEFITS

The company was incorporated on 01.01.2010 for implementation of Jaipur Metro Rail Project. Initially, the entire staff deployed in the Company was on deputation from Other Metro Rail Corporations or other Department/PSU/Board/Organization of Government of India/ State Governments. The company didn't have its permanent staff, so no employee benefit policy (such as Pension, Gratuity, etc.) was envisaged.

The appointment of regular staff through direct recruitment was made from January, 2013 onwards with probation period of two years on a fixed remuneration. Further, most of the Managerial cadre officer's were taken on deputation through special selection from other Metro Rail Corporations or other Department/ PSU/ Board/ Organization of Government of India/ State Governments for a period of 3 years extendable up to 5 years.

The employees' benefit liabilities of the officers/ employees on deputation (such as Pension, Gratuity, etc.) lie with their parent organization/ department. The company is paying the contributions regularly to their parent organization/ department, wherever applicable, as per Rules.





The directly recruited employees, after probation, have been enrolled under New Pension Scheme, for which the company has been paying monthly contributions. Therefore, there is no any long term liability due as on date.

(L) BORROWING COST

Borrowing costs that are attributable to the acquisition and construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

(M) LEASE TRANSACTION

For assets taken on operating lease, lease rentals payable are charged to revenue.

(N) EARNING PER SHARE

Basic and diluted earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(O) DEFERRED TAX

Income Tax provision comprises of Current Tax and Deferred Tax charge or credit. Provision for Current Tax is made on the assessable income at the tax rate applicable to the relevant Assessment Year. The Deferred Tax Asset and Liability is calculated by applying tax rate and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred Tax Assets arising mainly on account of unabsorbed depreciation under tax laws are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred Tax Assets on account of other timing differences are recognized, only to the extent there is a reasonable certainty of its realization. At each Balance Sheet date, the carrying amount of deferred assets is reviewed to reassure realization.

(P) IMPAIRMENT

The Carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal as well as external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of



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the assets net selling price and value in use. In assessing the value in use, the estimated future Cash flows are discounted to the present value at the weighted average cost of capital. After impairment depreciation is provided on the revised carrying amount of the assets over the remaining useful life. Previously recognized impairment loss is further provided or reversed depending upon the changes in circumstances.

(Q) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognizes provision where there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

(R) CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprises of cash at bank and cash in hand. The company considers all highly liquid investments with an original maturity of three months or less from date of purchases, to be cash equivalents.

(S) CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipt or payment and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

(T) USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.



NOTE NO. 3					
SHARE CA	APITAL	_		(Amount in ₹)	
		AS AT 31.03.15		AS AT 31.03.14	
AUTHORISED 20000000 Equity shares of ₹1000/- each	_	20000000000	-	20000000000	
ISSUED, SUBSCRIBED AND PAID UP					
4421596 Equity shares of ₹ 1000/- each fully paid up		4421596000		4421596000	
and any one control of the control o	_	4421596000	-	4421596000	
(A) Reconciliation of the Number of Equity Shares					
	Nos.	(Amount in₹)	Nos.	(Amount in₹)	
Opening Balance 442	1596	4421596000	4421596	4421596000	
Add : Shares issued during the year	0	0	0	0	

(B) Right, Preferences & Restrictious attached to Shares

4421596

4421596000

4421596

Closing Balance

Equity Shares: - The Company has one class of equity shares having a par value of ₹1000/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their share holding.

(C) Details of Shareholders holding more than 5% of Shares of the aggregate shares in the Company

Name of Share Holder	No. of Share Held	% of Shares	No. of Share Held	% of Shares
His Excellency the Governor of Rajasthan & on his behalf	3789996	85.71%	3789996	85.71%
Rajasthan State Industrial Development & Investment Corporation Ltd.	631600	14.29%	631600	14.29%
Total	4421596	100.00%	4421596	100.00%



4421596000



NOTE NO. 4

RESERVES AND SURPLUS

(Amount in ₹)

<u>PARTICULARS</u>	AS AT 31.03.15	AS AT 31.03.14
(1) Capital Fund Reserve (Against Land)	35	11
Total (1) _	35	11
(2) Surplus in Statement of Profit & Loss :		
Balance as at the beginning of the year	(73426848)	59313668
Add : Profit / (Loss) for the year	(123577713)	(132740516)
Less: Adjustment of Depreciation as per Schedule-II of Companies Act, 2013	(1489453)	0
Total (2)	(198494014)	(73426848)
TOTAL (1 + 2)	(198493979)	(73426837)

NOTE NO. 5

DEFERRED GOVERNMENT GRANTS

 PARTICULARS
 AS AT 31.03.15
 (Amount in ₹) AS AT 31.03.14

 Development Grant in Aid (Jaipur Development Authority)
 1198077222
 1185577222

 TOTAL
 1198077222
 1185577222

NOTE NO. 6

SHARE APPLICATION MONEY PENDING ALLOTMENT

<u>PARTICULARS</u>	AS AT 31.03.15	(Amount in ₹) AS AT 31.03.14
Rajasthan State Government	0	11150358000
Rajasthan Housing Board	0	1000000000
Rajasthan State Industrial Development & Investment Corporation Ltd.	0	368400000
TOTAL	0	12518758000



JAIPUR METRO RAIL CORPORATION LIMIT	ED, JAIPUR	
LONG TERM BORROWINGS		NOTE NO. 7
<u>PARTICULARS</u>	AS AT 31.03.15	(Amount in ₹) AS AT 31.03.14
Loan from Govt of Rajasthan (including interest free Loan)	2610789041	0
Loan from Govt of Rajasthan (Through Asian Development Bank)	685002451	0
Interest free Unsecured Subordinate Debt from Govt of Rajasthan	11150358000	0
Interest free Unsecured Subordinate Debt from Raj. Housing Board	1000000000	0
Interest free Unsecured Subordinate Debt from Rajasthan State Industrial Development & Investment Corporation Ltd.	368400000	0

NOTE NO. 8

0

TRADE PAYABLES

TOTAL

(Amount in ₹)

15814549492

<u>PARTICULARS</u>	AS AT 31.03.15	AS AT 31.03.14
Trade Payables - Due to Micro, Small & Medium Enterprises	0	0
Others:- Creditors against Expenses	56061362	7750096
Delhi Metro Rail Corporation	12931375	0
TOTAL	68992737	7750096





NOTE NO. 9

OTHER CURRENT LIABILITIES

(Amount in ₹)

<u>PARTICULARS</u>	AS AT 31.03.15	AS AT 31.03.14
Earnest Money Security Deposit Duties & Taxes Unearned Income New Pension Scheme Contribution & Other deductions	3823080 8295424 1254864 956599 1337299	1766000 1109407 4349030 2216666 46484
TOTAL	15667266	9487587

NOTE NO. 10

SHORT TERM PROVISIONS

(Amount in ₹)

<u>PARTICULARS</u>	AS AT 31.03.15	AS AT 31.03.14
Outstanding Liabilities Provision for Sundry Land Owner Provision for Wealth Tax	37298427 15818210 78920	18994340 90171120 75510
TOTAL	53195557	109240970



NOTE NO. 11

JAIPUR METRO RAIL CORPORATION LIMITED, JAIPUR

FIXED ASSETS CHART

										_	(Amount in ₹
ν.	Name of Assets		뜅	OSS BLOCK			DEPRECIATION / AMORTISATION	AMORTISATION			NET BLOCK
Š		As at 01.04.14	Addition	Deletion/ Adjustment	As at 31.3.2015	Upto 01.04.14	For the Period	Adjustment/ Rectification	Upto 31.3.2015	As at 01.04.14	As at 31.3.2015
Ξ	TANGIBLE ASSETS										
_	Land (Incl transferred by GoR)	1	24		35	0	0	0	0	1	35
7	Land (Acquired for Project)	1040203877	16247107	149254114	907196870	0	0	0	0 10	1040203877	907196870
n •	Books Library	724098	9823		85921	86097	9823.00	0 (85921	0	0
4 n	Furniture & Fixtures	1721006	647/515		8198521	319330	978998.00		1298328	14016/6	6900193
າ ແ	Vehicle	0777778	3373672		14605002	140647	169344 00		7192677	37 13032	41807073
o 1	Office Faminments	3237023	320154		6528569	1103463	2044:00		253033	0009293	3008338
- ∞	Residential Flats	0	166414474		166414474	0	2195747.00	0	2195747	0	164218727
	Total (i)	1062718072	200937485	149254114	1114401443	5974270	10670603	0	16644873	1056743802	1097756570
(ii)	INTANGIBLE ASSETS										
- 2	Software Right of way (N/W Railway)	1896525 458810309	0	0	1896525 458810309	1272340 0	475332.00 0	0	1747672 0	624185 458810309	148853 458810309
	Total (ii)	460706834	0	0	460706834	1272340	475332	0	1747672	459434494	458959162
(iii)	(iii) CAPITAL W.I.P.										
	Project - Phase-IA										
_	Direct Expenditure on Project through DMRC	14266107522	2116442974	0	16382550496	0	0	0	0	14266107522	16382550496
2	Direct Expenditure Incidental to Construction of Project	1327926491	195568493	0	1523494984	0	0	0	0	1327926491	1523494984
	(Refer to Note No. 11.1) Project - Phase-IB										
က	Direct Expenditure on Project	000	7000	Ċ	7	c	c	Ċ	C	200	2000
4	Direct Expenditure incidental to	01831080	3186/1/34	D .	380502814	D.	O	>	D .	08018810	380502814
	construction of Project (Refer to Note No. 11.2)	5303553	155878666	0	161182219	0	0	0	0	5303553	161182219
	Residential Flats (under										
5	construction)	163855230	0	163855230	0	0	0	0	0	163855230	0
	Total (iii)	15825023876	2786561867	163855230	18447730513	0	0	0	0	15825023876	18447730513
(iv	INTANGIBLE ASSETS UNDER (iv) DEVELOPMENT	0	0	0	0	0	0	0	0	0	0
	Total (I to iv)	17348448782	2987499352	313109344	20022838790	7246610	11145935	0	18392545	17341202172	20004446245
	Prev. Year Figures	9530264484	7818184298	0	17348448782	27469835	2717291	22940516	7246610	9502794649	17341202172



NOTE NO. 11.1

Detail of Direct Expenditure incurred Incidental to Construction of Project and allocated to Phase-IA

(Amount in₹)

PARTICULARS	AS AT 31.03.	15	AS AT	31.03.14
(A) Opening Balance	13279	926491		945073755
(B) Addition during the year				
(i) Expenditure During the Year				
(a) Interest on Loan (b) Consultancy Project Expenses (c) Water Connection Charges (d) Technical & Other consultancy	113161644 0 16020200 14337953		0 303350160 0 32577633	
(e) Oscillation & Trial Certification Charges (f) Trial Expenses & Pre-operation Expenses (g) Electricity Expenses (h) Compensation for Business Loss Total (i)	1496400 6778284 43749012 25000 195568493	-	49744000 5013810 14022649 1085000 405793252	
(ii) Expenditure capitalised earlier is now reinstated (a) Amortization of Right of Way	0	_	(22940516)	
Total Addition during the year (i-ii)	195	568493		382852736
Total (A+B)	1523	494984		1327926491

NOTE NO. 11.2

Detail of Direct Expenditure incurred Incidental to Construction of Project and allocated to Phase-IB

(Amount in₹)

PARTICULARS		AS AT 3	1.03.15	AS AT 31.	.03.14
(A) Opening Balance			5303553		0
(B) Addition during the year					
(a) Consultancy (b) Administrative Expenses Project Staff (c) Foreign Exchange Loss (d) Commitment charges on ADB Loan (e) Interest on Loan (f) Other Project Expenses	Total (i)	122230887 11809986 599112 11590451 7627397 2020833 155878666		0 4884468 419085 0 0 5303553	
	Total (A+B)		161182219		5303553





NOTE NO. 12

LONG TERM LOANS & ADVANCES

(Amount in ₹)

PARTICULARS AS AT 31.03.15 AS AT 31.03.14 Unsecured, Considered Good, unless otherwise stated Advance to DMRC for Phase-IA 0 4492478 Advance to Continental Engineering Corporation for Phase-IB 469074569 252368310 Security Deposit with JVVNL, JMC, RSMM 17066000 17032000 **TOTAL** 486140569 273892788

NOTE NO. 13

OTHER NON-CURRENT ASSETS

(Amount in ₹)

PARTICULARS

AS AT 31.03.15

AS AT 31.03.14

Fixed Deposits with Banks (Maturity period > 12 months)
(Earmarked for issuance of BG to Prasar Bharti, Gol)

TOTAL

AS AT 31.03.15

100000
100000

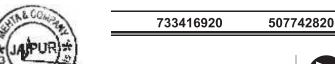
NOTE NO. 14

CASH & BANK BALANCES

(Amount in ₹)

PARTICULARS AS AT 31.03.15 AS AT 31.03.14 Cash & Cash Equivalents Cash in Hand 0 0 **Bank Balances** Current A/c (With Scheduled Bank) 33416920 107742820 Fixed Deposit with Banks (Maturity Period < 3 months) 700000000 400000000 **Other Bank Balances** Fixed Deposit with Banks (Maturity Period > 3 months & < 12month) 0 0

TOTAL





SHORT TERM LOANS & ADVANCES

NOTE NO. 15

(Amount in ₹)

<u>PARTICULARS</u>	AS AT 31.03.15	AS AT 31.03.14
Unsecured, Considered Good, unless otherwise stated		
Sundry Advances	105994297	8569701
Tax Deducted at Source	4577471	14727778
Prepaid Expenses	1365325	168423
Deposit & Advances with Govt. Deptt.	7037015	17879490
Advance to Income Tax Dept. (Demand)	672440	300000
Accrued Interest & Other Income	4012890	2236948
Money receivable from DEA, MoF, GoI as Grant	0	269557
Sundry Debtors (Incl Advance to Staff)	196539	0
Income Tax (AY 2012-13 to 2014-15)	21646954	6919176
TOTAL	145502931	51071073
		NOTE NO. 16

152989116

OTHER INCOME

(Amount in ₹)

51683637

PARTICULARS	AS AT 31.03.15	AS AT 31.03.14
Interest Income	45723269	147574787
Misc. Other Receipts	3928203	1763375
Recruitment fees	0	447000
Other excess provision written back	871711	2587727
Tender Fees	736550	566000
Lease Rentals	423904	50227
	STAR GOODS	

TOTAL



NOTE NO. 17

EMPLOYEE BENEFIT EXPENSES

(Amount in ₹)

<u>PARTICULARS</u>		AS AT 31.03.15	AS AT 31.03.14
(1) Establishment Expenses :			
Salary to Staff		44729553	32821993
Remuneration to Staff		49801035	41151297
Remuneration to Contractual Staff		14488974	11151115
Pension Contribution of Staff		2594171	2453559
Children Education Allowance & LTC		667039	248736
Bonus		0	500000
	Total (1)	112280772	88326700
(2) Reimbursement to Staff:			
Local Travel Expenses		0	13592
Medical Expenses		1549059	209577
Telephone Expenses		2125079	621550
Other Expenses		4797570	1188295
	Total (2)	8471708	2033014
TOTAL (1 + 2)	=	120752480	90359714

NOTE NO. 18

DEPRECIATION & AMORTISATION EXPENSES

PARTICULARS	AS AT 31.03.15	(Amount in ₹) AS AT 31.03.14
Depreciation on Tangible Assets	8675432	2237534
Depreciation related to previous year	505718	12979
Amortisation of Intangible Assets	475332	466778
TOTAL (*(JAPUR)*)	9656482	2717291



NOTE NO. 19

OPERATIONAL & OTHER EXPENSES

(Amount in ₹)

<u>PARTICULARS</u>	AS AT 31.03.15	AS AT 31.03.14
(A) Operational Expenses	0	0
(B) Administration Expenses :		
Advertisement	10492178	79385651
Audit Fees (Statutory Audit)	199500	168540
Audit Fees (Tax Audit & Secretarial Audit)	136800	56180
Bank Charges	38921	18342
Consultancy Fees (F&T)	929618	932588
Consultancy Fees (IS Audit)	18561	50000
Dress Designing Exp.	500000	43590
Electricity Charges	1317755	1002089
Event Exp	0	5198483
Expenses related to Previous Year	119285	1321854
Interest	34478	2878507
Internal Audit Fees	136452	123596
Legal & Professional Exp	77941	1515206
Loose Tools	48461	0
Meeting & Seminars	651917	1230085
Membership Fee	0	170823
News Paper	27861	20428
Office Exp	1563653	1558256
Plantation Exp.	242000	1313000
Postage & Courier Exp.	73881	76485
Printing & Stationery Exp	1928857	1782781
Recruitment Exp	130525	903431
Rent paid	6795100	5822637
Repair, Maintenance & Renovation of office	7127686	102475
RoC Filing Fees	70600	36750
Staff Training Exp.	2507282	79415863
Technical & Other Exp.	54404	90850
Telephone Exp	1200519	794428
Travelling Exp	2166220	2184465
Vehicle Hire Exp	3051789	2539477
Vehicle Maintenance Exp	2100540	1800096
Web Maintenance Charges	34129	0
(C) <u>Selling Expenses</u>	0	0
TOTAL	43776913	192536956





NOTE NO. 20

TAX EXPENSES

(Amount in ₹)

(4898675)

(3898710)

PARTICULARS AS AT 31.03.15 AS AT 31.03.14

(A) CURRENT TAX

Provision of Wealth Tax 78920 75510

 Total (A)
 78920
 75510

 (B) DEFERRED TAX
 Opening Balance
 (4974185)
 (5014346)

 Deferred Tax Credit
 996555
 40161

 Total (B)
 (3977630)
 (4974185)

TOTAL (A+B)





21. EARNING PER SHARE:

	<u>Particulars</u>	31.03.15	31.03.14
(i)	$\operatorname{Profit}/(\operatorname{Loss})\operatorname{after}\operatorname{Tax}\left(\mathbf{\xi}\right)$	(123577713)	(132740516)
(ii)	Weighted Average No. of Equity		
	Shares (Basic & Diluted)	4421596	4421596
(iii)	Basic & Diluted EPS (₹)	(27.95)	(30.02)
(iv)	Face Value of Per Share (₹)	1000	1000

22. EXCEPTIONAL ITEMS/CHANGE IN ACCOUNTING POLICY

During F.Y. 2014-15, due to change in Depreciation Rules under Companies Act, 2013, some Software which were earlier treated under "Computer & Peripherals" Tangible assets head are now shifted to "Software" head under Intangible Assets and depreciated according to policy of the company for Softwares. Consequently, due to difference in depreciation rates, depreciation amounting to ₹251720.00 is charged in this year.

23. CAPITAL WORK IN PROGRESS

- (i) The company engaged Delhi Metro Rail Corporation for construction of Phase-IA i.e. Mansarovar to Chandpole on EPC mode having length of 9.63 kms on Deposit Work basis. The construction work of Phase-IA has been completed and commercial operation has been commenced from 3rd June, 2015.
- (ii) On account of above stated agreement company has paid an advance of ₹ 1637.06 crore to Delhi Metro Rail Corporation Limited (DMRC) against which on the basis of bills received from DMRC i.e. the executing agency, company has adjusted ₹ 1638.25 crore as Capital Work in Progress which is subject to verification, confirmation and reconciliation. Since it is a deposit work, actual bills of expenditure are available with the DMRC Ltd.
- (iii) The Company further awarded the construction work of underground portion from Chandpole to Badi Chaupar of Phase-IB to M/s Continental Engineering Corporation amounting to ₹ 507.37 crore . JMRC has paid an amount of ₹ 84.96 crore including mobilization advance of ₹ 46.91 crore towards this contract up to this financial year. Since it is a running project, work-in-progress is accounted after certification of work.

24. EXTERNAL AID

During the year, a loan agreement between Asian Development Bank and Government of India and a Project Agreement between Asian Development Bank, State of Rajasthan and Jaipur Metro Rail Corporation has been signed on 29th May, 2014 for availing a loan of USD 176 million for the construction of





Phase-IB of Jaipur Metro Rail project. Loan proceeds are first received by Government of India and thereafter in Government of Rajasthan to be passed on to the company as an interest free Rupee loan. As such, only liability of the commitment charges @ 0.15% per annum on the undisbursed amount of loan is to be borne by the company, which has been provided for in the books of accounts.

A sum of ₹ 67.3412 crore has been received by the company as reimbursement of expenditure incurred towards Phase-IB during the year. Repayment of loan is scheduled to start after a moratorium period of eight years i.e. from the year 2022-23.

Since it is an interest free Rupee loan by Government of Rajasthan to the Company, liability of interest and exchange fluctuation amount, if any, is not ascertained and provided for by the Company.

25. LAND

- (i) Value of land and building appurtenant thereto given by State Govt. / Authorities for Metro Project is at 'nil' cost but accounting value of the same is being made at notional value of ₹ 1 for each land in books of accounts by crediting capital fund reserve. Further the said land has been treated as fixed assets of the Company. The legal title of land transferred in favour of Company is still not executed; hence lands allotted by Government of Rajasthan to the Company have not yet acquired the status of an irrevocable transfer.
- (ii) The land acquired by the Company for East-West corridor (Phase-I) has been shown at the value of compensation paid to the parties for acquisition. However, in some cases where land was acquired through settlement and no compensation was paid, accounting in books of such lands has been made at a notional value of ₹ 1.
- (iii) The total area of land acquired/ allotted till date is 360078.15 sqmtrs (including land transferred by State Government / various authorities). Title deeds of land acquired for East-West Corridor of metro project through Land Acquisition Officer are yet to be executed in favour of the Company.
- (iv) In some land acquisition cases, the company has made payment of 80% amount of the compensation in the Civil Court as per decision made by the Land Acquisition Officer. As the balance 20% amount of compensation is yet payable, the Company has provided in books of accounts to the extent of balance 20% amount of the compensation as per valuation made by the Land Acquisition Officer. Total provision amounting to ₹ 158.18 lakh has been made as on the balance sheet date.



26. LONG TERM INTEREST FREE UNSECURED SUBORDINATE DEBT

A sum of ₹ 1251.8758 crore was held by the Company as Share application money pending for allotment of equity shares, from State Government, Rajasthan Housing Board & RIICO on 31st March, 2014. However, the allotment of equity shares against such application money received couldn't be made in view of the decision of the Government of Rajasthan/ High Powered Committee that further allotment of equity shares shall not be made till the proposed equity participation by Government of India is finally approved, which is under consideration with the Government of Rajasthan.

In view of the above Government decisions and given the mandatory nature of provisions of the Companies Act, 2013, the said amounts of Rs. 12,51,87,58,000 of share application money pending allotment, of GoR, RIICO and RHB have been shown as long term interest free unsecured subordinate debt in the books of accounts of the Company for the year 2014-15 w.e.f. 15th June, 2014.

Additionally, the Company has further requested the Government of Rajasthan for its concurrence on the treatment of such Share application money pending allotment as "Long term interest free unsecured subordinate debt" so as to comply with the provisions of the Companies Act, 2013 and also that of the decision of the High Powered Committee of Government of Rajasthan. However, the final decision of the State Government in this regard, if otherwise, will be given effect to in the books and Annual accounts of the year in which such decision is received from Government of Rajasthan.

27. WEALTH TAX

The Company has acknowledged the liability of Wealth Tax for the financial year 2014-15 and made a provision of ₹78920.00 towards Wealth Tax.

28. ADMINISTRATIVE OFFICE PREMISES TAKEN ON RENT

The company has taken furnished premises on Rent/Lease basis from Rajasthan State Mines & Minerals Ltd and for the same the company has paid ₹ 50 Lakh as Security Deposit (interest free). As agreed with the said lessor the company has accounted for the rent including Service Tax due till $31^{\rm st}$ March, 2015. The rent agreement with RSMM is yet to be executed.

The Company has also taken on lease premises from Rajasthan Small Industrial Corporation. As agreed, with the said lessor the company has accounted for the rent including Service Tax due till 31st March, 2015 on the basis of rent rates finalized as per agreement executed.



29. CONTINGENT LIABILITIES & COMMITMENTS

- (i) ₹ 264.09 crore on account of contractual agreement with DMRC for execution of Civil Work, Track Laying, Electrification and against Supplementary Agreement executed for Rolling Stock, Signaling & Telecommunication & Automated Fare Collection, payable to DMRC.
- (ii) ₹ 422.41 crore on account of contractual agreement with Continental Engineering Corporation for execution of tunnel work of Phase-IB of Jaipur Metro Rail project from Chandpole to Badi Chaupar.
- (iii) Liability, if any by way of solatium, compensation etc. payable with the order of state government on account of final settlement to owners of property whose land and structure acquired during the year and due to any compensation granted on account of inconvenience caused in running the business activity.
- (iv) The quantum of pending court cases can be ascertained in 6 cases out of 50 cases to the of Rs. 12.83 crore and for the rest 44 cases quantum is not ascertainable.
- (v) Income Tax Department has raised a demand of ₹ 3.47 lakh during the scrutiny assessment for the A.Y. 2011-12 and a demand for Rs. 51.48 lakh for the A. Y. 2012-13. Aggrieved with the assessment orders, company has filed appeals which are pending for decisions.
- (vi) Liability on account of Bank Guarantee of ₹ 1.00 lakh given by Jaipur Metro Rail Corporation to Prasar Bharti, Govt. of India for wireless connection.
- (vii) Liability of consultancy fees for Phase-IA due to delay in completion of Project may also occur as the matter is under consideration. Liability unascertained.
- (viii) Income Tax Department has raised a demand for TDS of ₹ 5.74 lakh with respect to Security Deposit amounting ₹ 50.00 lakh paid to RSMM towards Lease of office premises. Aggrieved with the demand order, company has filed an appeal and has deposited ₹ 3.00 lakh under protest, decision of which is pending.
- (ix) RAVIL had submitted a Utilization Certificate for ₹ 170.47 lakh towards renovation of lease premises of RAJSICO, out of which the company has certified the work of ₹ 150.17 lakh and balance ₹ 20.30 lakh is not accounted for due to non-verification of work.
- (x) In some cases, allotment of land was made in favour of the company but compensation was not paid expecting rehabilitation settlement with parties. Therefore, accounting treatment of such cases has not been given in the books of accounts. The total such compensation kept in abeyance is ₹ 31,40,493.00 (including interest) as per Land acquisition officer's valuation.



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- **30.** In the opinion of the management and to the best of their knowledge and belief the value of realization of advances and other Current Assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.
- **31.** The company is not a manufacturing undertaking, hence the provisions for Disclosure of licensed and installed capacity, raw material consumption, production and turnover are not applicable.
- **32.** The company has also incurred an expenditure of ₹ 2.42 Lakh towards plantation of trees through Forest Department, GoR for environmental protection and in lieu of trees cut down during construction of project.
- 33. Details of Foreign Currency transactions during the year:-

(in ₹)

(i) CIF Value of Imports NIL (NIL)

(ii) Earning in foreign currency NIL (NIL)

(v) Expenditure in foreign currency:-

S.No.	Particulars	Currency of payment	2014-15 (₹)	2013-14 (₹)
1.	Continental Engineering	Euro	9624895	6097992
	Corporation	USD	25280197	15101918

34. There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days at the Balance Sheet date. This information as required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

35. SEGMENT REPORTING (AS 17)

As the company has not started any business activity disclosure for AS 17 not required.

36. RELATED PARTY DISCLOSURES (AS 18)

(A) The name of related Parties of the company is as under:





- (i) Individuals and Key Management personal having substantial Interest in the Company
 - (a) Shri Nihal Chand Goel, Chairman and Managing Director
 - (b) Shri Ashwani Saxena, Director (Project)
 - (c) Shri Chainsukh Jeengar, Director (O&S)
 - (d) Shri Rajesh Kumar Agerwal, Director (Corporate Affairs)
 - (e) Shri Sarvesh Tewari, Director (Finance)
- (ii) Relatives of such individual and Key Management personal-Nil
- (iii) Enterprises in which any person described above has substantial interest -Nil
- (B) Details of transactions with related parties are as follows:

(Amount in ₹)

Particulars	A (i)	A (ii)	A(iii)	Total as on 31.03.15	Total as on 31.03.14
Remuneration	9362352	Nil	Nil	9362352	5781997
Other Expenses	1338480	Nil	Nil	1338480	579815
Total	10700832	Nil	Nil	10700832	6361812

37. (A) LEASES

As a Lessee

(1) Finance Lease

There is no Finance Lease taken by the Company during the year.

(2) **Operating Lease**

- (i) The total of future minimum lease payments under operating lease for each of the following periods:-
 - (a) Not later than one year

₹48 lakh

(b) Later than one year and not later than five years

₹8 lakh

(c) Later than Five Years

Nil

(ii) Lease payments recognized in the Indirect Expenses and charged to Revenue for the year ended on 31st March, 2015 is ₹67.95 Lakh.



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(B) Lessor

The Company has leased out space at Chandpole Metro station to M/s Indus Towers Limited for providing of Mobile tower at Underground portion at ₹ 18000.00 per month.

38. DEFERRED TAXATION

S. No.	Particulars	Deferred Tax (Assets)/ Liabilities as on 1.4.2014 (₹)	Charged/ (Credit) during the year (₹)	Deferred Tax (Assets)/ Liabilities as at 31.3.2015 (₹)
(i)	Deferred Tax Assets On account of Preliminary Expenses written off	(6523155)	0	(6523155)
(ii)	Deferred Tax Liabilities On account of impact of Depreciation	1548970	996555	2545525
(iii)	Deferred Tax Assets (Net) (i-ii)	(4974185)	996555	(3977630)

No Deferred Tax Assets has been created on the losses during the F.Y. 2015-16 as there is no reasonable certainty for recovery of the same.

- **39.** Balance of Sundry Debtors, Sundry Creditors and Advances are confirmed.
- **40.** The Company did not have convertible, partly convertible debentures as on 31st March, 2015.
- 41. Previous figures have been regrouped / reclassified, wherever necessary, to make them comparable to the current year's presentation.
- **42.** Figures have been rounded off to nearest Rupee.

for JAIPUR METRO RAIL CORPORATION LIMITED, JAIPUR

for MEHTA & COMPANY **Chartered Accountants** FRN 000772C

Chairman & M.D. DIN: 05257969

(NIHAL CHAND GOEL) (DEVENDRA BHUSHAN GUPTA) Director 00225916

(SARVESH TEWARI) Director (Finance) 06860955

(HARSHITA C. KOCHHAR) **Company Secretary** M.No. A-21662

(MANISH MEHTA) **PARTNER** M.NO. 406623

Place: JAIPUR Date: 26.08.2015





HOUT/NO. G.SS JU/AA/ TMRS/ 1 UT6/2014-15/02906

भारतीय लेखा तथा लेखापरीक्षा विभाग

कार्यालय प्रधान महालेखाकार (सामान्य एवं सामाजिक क्षेत्र लेखापरीक्षा) राजस्थान जनपथ, जयपुर - 302 005

INDIAN AUDIT AND ACCOUNTS DEPARTMENT OFFICE OF THE PRINCIPAL ACCOUNTANT RENERAL (GENERAL AND SOCIAL SECTION ANDIT) BAJASTHAN Janpath, Jaipur - 302 005

दिनांक/Date ...?

प्रबन्ध निदेशक, जयपुर मैट्टो रेल कार्पोरेशन लिमिटेड, खनिज भवन, उद्योग भवन परिसर, विलक मार्ग, सी-स्कीम, जयपुर-302015

> विषय: जयपुर मैदो रेल कार्पोरेशन लिमिटेड, जयपुर के 31 मार्च, 2015 को समाप्त होने वाले वर्ष के लेखों पर भारत के निवंत्रक एवं महालेखापरीक्षक की टिप्पणी

महोदय.

मुझे कम्पनी अधिनियम की धारा 143(6) के अंतर्गत कम्पनी की वार्षिक साधारण सभा में प्रस्तुत करने हेतू 31 मार्च 2015 को समाप्त वर्ष के लिए, जयपुर मैट्रो रेल कार्पीरेशन लिमिटेड, जयपुर के बिलीय विवरणों पर कस्पनी अधिनियम की धारा 143(6)(b) के अधीन शून्य टिप्पणी प्रमाण-पत्र जारी करने का आदेश प्राप्त हुआ है ।

उपरोक्त अवधि के वित्तीय विवरणों एवं लेखापरोक्षकों को रिपोर्ट की सात प्रतियां जैसी कि साधारण सभा ने रखी जावे तथा स्वीकृत की जावे, कृपया इस कार्यालय को शोध भिजवाने का अम करें।

उपमहालेखाकार

(सा.एवं सा.क्षे.ले.प.)

संलग्न : उपरोक्तानुसार

डेकेस्स : 2285 Telex : 2285 **20€ : 0141-2355184**

Fax : 0141-2385181

\$1800m : 2366480-89, 2388230; 2866181, 2384988 Telephone: 2386430-39, 2386230, 2385131, 2385232

का । श्रेक्सिक्रीय Telegram : Lekhaperiksha



COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF JAIPUR METRO RAIL CORPORATION LIMITED, FOR THE YEAR ENDED 31 MARCH 2015.

The preparation of financial statements of Jaipur Metro Rail Corporation Limited, for the year ended 31 March 2015 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Companies Act are responsible for expressing opinion on these financial statements under section 143 of the Act based on independent audit in accordance with standards on Auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 26 August 2015.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6)(a) of the Act of the financial statements of Jaipur Metro Rail Corporation Limited, for the year ended 31 March 2015. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comments upon or supplement to Statutory Auditor's Report.

For and on the behalf of the Comptroller and Auditor General of India

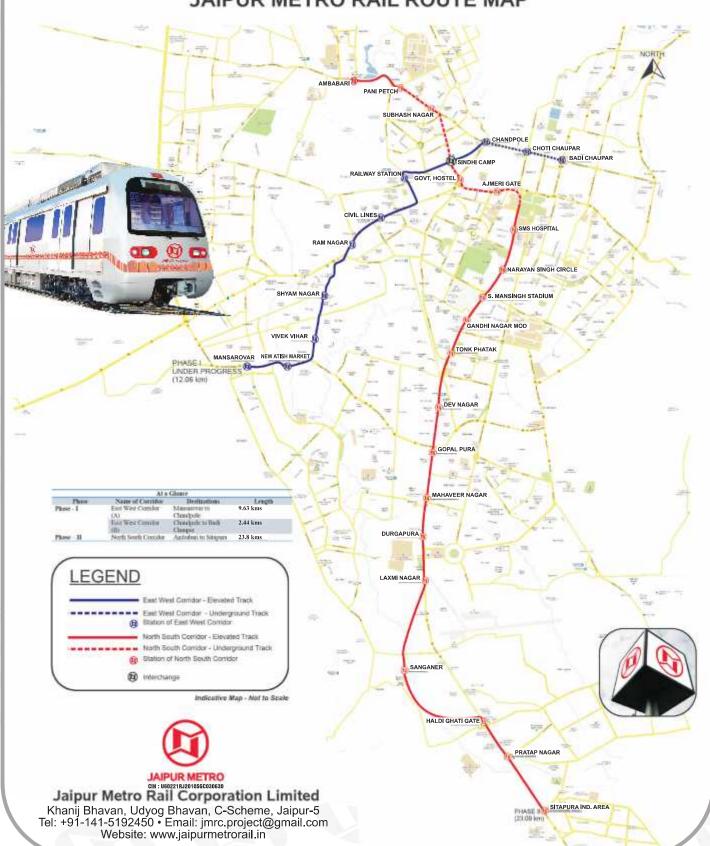
Place:-Jaipur Date:- 21/9/15 (Divya Malhotra) Pr. Accountant General (G & SSA) Rajasthan, Jaipur







JAIPUR METRO RAIL ROUTE MAP







JAIPUR METRO RAIL CORPORATION LIMITED CIN: U60221RJ2010SGC030630

Registered Office

Khanij Bhavan, Udyog Bhavan, C-Scheme, Jaipur - 302 005

Contact

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■ Web & E-mail ■

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