

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Ref No.:- 12/11

Ujjain, Date:- 29-12-2018

To,

The Managing Director,
Madhya Pradesh Urban Development Co. Ltd.
C/o Urban Administration & Development Dept.
Palika Bhawan, 6 No. Bus Stop, Shivaji Nagar,
Bhopal- 462016 MP IN

Mr. Manish Singh, IAS
Chairman/Member
C-1, Collector Niwas-Kothi Road
Ujjain-456010 MP IN

The Commissioner,
Ujjain Municipal Corporation
Chatrapati Shivaji Bhawan,
Nazar Ali Mill Parisar, Agar Malwa Road,
Ujjain-456001 MP IN

Ms. Pratibha Pal, IAS
Executive Director
Rest House, Grand Hotel, Mahasweta
Ujjain-456001 MP IN

Mr. Jitendra Kumar Dubey
Nominee Director
28 Phase 2, Parika Grah Nirman Samiti,
Chuna Bhatti, Kolar Road, Huzur
Bhopal-462016 MP IN

Mr. Neelesh Dubey
Nominee Director/Member
H. N. K-62, Kadambini Phase-1, Bagmugaliya,
Near Arvind Vihar Huzur,
Bhopal-462043 MP IN

Mr. Deepak Ratnawat
Nominee Director
D-1, Phe Resodential Parisar Below Water Tank,
Near Slindhi Colony,
Ujjain-456010 MP IN

Mr. Sanjay Mishra
Nominee Director/Member
10, Classic Paliwal City, Sheetal Nagar,
Indore-452018 MP IN

Mr. Abhishek Dubey
Nominee Director/Member
9, Dashara Maidan Kshetr,
Ujjain-456010 MP IN

Ms. Rachna Kumar
Nominee Director
House No.-904, Hindon Heights,
Plot No.-21, Opposite Sector-4 Market, Sector
-4, Vaishali,
Ghaziabad -201010 UP IN

Mrs. Rajshree Joshi
Nominee Director
84/2, Varruchi Marg, Freeganj,
Ujjain-456010 MP IN

Mr. Kailash Shiva
Nominee Director
A-1, Jyoti Nagar
Ujjain-456011 MP IN

Mr. Srinivasa Narasingarao Pandurangi
Independent Director
014, S.P.A. Residential Complex NFC Taimoor
Nagar, Srinivaspuri S.O.,
Delhi-110065 DL IN

Mr. Kalidas Saraf
Independent Director
96-K 1, Sec. A, Gumasta Nagar,
Scheme No. 71,
Indore-452009 MP IN

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Mr. Awadhesh Sharma,
Chief Executive Officer/Member
E-3, Vikaram Vishwavidhyalay Parisar, Kothi Road,
Ujjain-456010 MP IN

K.K & Company, (CR 3843)
Chartered Accountants,
Statutory Auditor,
2, Satyam Apartments, Madhav Club Road,
Freeganj,
Ujjain-456010 MP IN

Mr. Pawan Kumar Chouhan
Chief Financial Officer,
14-A, Shri Krishna Avenue,
Phase Third, Limbodi,
Indore-452001 MP IN

P.S. Tripathi & Associates
Company Secretaries,
Secretarial Auditor,
306, Manas Bhawan Extn.,
11, R.N.T. Marg,
Indore -452001 MP IN

Ms. Anubhuti Sohani
Chartered Accountant,
Internal Auditor,
1-C, Suryadev Nagar, Phooti Kothi Road,
Indore-452012 MP IN

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of the Company shall be held on Monday the 31st day of December, 2018 at the Registered Office of the Company at Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010 at 12.30 PM to transact the following business.

I. ORDINARY BUSINESS:

1. To appoint Mr. Abhishek Dubey (DIN: 07642229), who retires by rotation and being eligible, offer himself for re-appointment.
2. To appoint Mr. Sanjay Mishra (DIN: 07642242), who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint Mr. Kailash Shiva (DIN: 07966637), who retires by rotation and being eligible, offer herself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution.

Appointment of Mr. Srinivasa Narasingarao Pandurangi (DIN: 06926482) as Independent Director of the Company as nominated by Madhya Pradesh Urban Development Company Limited for a term upto 5 consecutive years.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 12.1 of Article of Association of the Company and Order No. 3363/MPUDC/SC/2018 dated 31.08.2018, nominated Mr. Srinivasa Narasingarao Pandurangi (DIN: 06926482) as Independent Director of the Company for a term upto 5 consecutive years ;

FURTHER RESOLVED THAT intimation of the fact be sent in requisite forms to the Registrar of Companies and the Chief Executive Officer or Company Secretary any be and is hereby authorized to take necessary action in the matter.”

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

5. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution.

Appointment of Mr. K.D. Saraf (DIN: 08227398) as Independent Director of the Company as nominated by Madhya Pradesh Urban Development Company Limited for a term upto 5 consecutive years.

“RESOLVED THAT Pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) In terms of Clause 12.1 of Article of Association of the Company, Madhya Pradesh Urban Development Company Limited (MPUDC) vide its Order No. 3363/MPUDC/SC/2018 dated 31.08.2018, nominated Mr. K.D. Saraf (DIN: 08227398) as Independent Director of the Company for a term upto 5 consecutive years;

FURTHER RESOLVED THAT intimation of the fact be sent in requisite forms to the Registrar of Companies and the Chief Executive Officer or Company Secretary any be and is hereby authorized to take necessary action in the matter.”

6. To take note of appointment of Statutory Auditors of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013, (“Act”) and other applicable provisions of the Act, if any and the rules framed there under, as amended from time to time, appointment of M/s K K & Co, _(CR3843), Chartered Accountants (ICAI Firm Reg. No. 007691G) Appointed by Comptroller and Auditor General of India through letter No./CA. V/ COY/MADHYA PRADESH,USCL(1)/451 dated 03/08/2018 be and is hereby appointed as the Statutory Auditor of the Company for the financial year 2018-19.

**For & on behalf of Board of Directors of
Ujjain Smart City Limited**


Pratibha Pal
Executive Director
DIN: 07923882

Place: Ujjain
Date: 29/12/2018

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

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. Proxy in order to be effective must be received by the Company not less than 48 hours before the Meeting
2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M.to 1.00 P.M.
3. Members desires of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting.

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

ATTENDANCE SLIP SECOND ANNUAL GENERAL MEETING

Folio No.	
No. of shares(s) held	
Name & Address of Registered shareholder	

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the SECOND ANNUAL GENERAL MEETING of the Company convened at 12.30 PM on Monday the 31st day of December, 2018 at Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010

.....

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Form No. MGT-11

Proxy Form

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

CIN: U75100MP2016SGC041772

Name of the Company: Ujjain Smart City Limited

Registered office: Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010

Name of the member (s):

Registered address:

Email ID:

Folio No.

I/We, being the members of shares of the above named company, hereby appoint

1. Name:

Address:

Email ID:

Signature:,or failing him

2. Name:

Address:

Email ID:

Signature:,or failing him

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

3. Name:

Address:

Email ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday the 31st day of December 2018 at 12.30 PM at Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.
2.
3.
4.
5.

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

6.

Signed this.....day of2018.

Signature of shareholder(s)

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Notes:

1. Proxy to be deposited at the Registered Office of the Company, not later than FORTY-EIGHT hours before the meeting.
2. All alterations made in the Form of Proxy should be initialed.
3. Please affix appropriate Revenue Stamp before putting signature.
4. In case of multiple proxies, proxy later in time shall be accepted.
5. A proxy need not be a shareholder of the Company

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Route Map of Registered office of the Company i.e. "Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010"



Email: ujjainsmartcity@gmail.com
Contact: 0734-2520319

Mela Karyalay, Kothi Palace, Ujjain
Madhya Pradesh, India, 456010

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Ref No:- 277

Ujjain, Date:- 31/01/2020

To,

The Managing Director,
Madhya Pradesh Urban Development Co. Ltd.
C/o Urban Administration & Development Dept.
Palika Bhawan, 6 No. Bus Stop, Shivaji Nagar,
Bhopal- 462016 MP IN

Mr. Shashank Misra, IAS
Chairman/ Member
C-1, Kothi Line No. V. Vidya Marg N.,
Tehsil Ujjain,
Ujjain-456010 MP IN

The Commissioner,
Ujjain Municipal Corporation
Chatrapati Shivaji Bhawan,
Nazar Ali Mill Parisar, Agar Malwa Road,
Ujjain-456001 MP IN

Mr. Rishi Garg, IAS
Executive Director
House No. 01, Grand Hotel,
Freegunj
Ujjain-456001 MP IN

Mr. Jitendra Kumar Dubey
Nominee Director
28 Phase 2, Parika Grah Nirman Samiti,
Chuna Bhatti, Kolar Road , Huzur
Bhopal-462016 MP IN

Mr. Neelesh Dubey
Nominee Director/Member
H. N. K-62, Kadambini Phase-1,
Bagmugaliya, Near Arvind Vihar
Huzur,
Bhopal-462043 MP IN

Mr. Rajeev Khurana
Nominee Director
36, Janki Nagar Main,
Indore-452001 MP IN

Mr. Sanjay Mishra
Nominee Director/Member
10, Classic Paliwal City, Sheetal Nagar,
Indore-452018 MP IN

Mr. Sojan Singh Rawat
Nominee Director/Member
Correspondence Address-
H-1, Udyan Marg, Kothi Road,
Ujjain-456010 MP IN

Ms. Rachna Kumar
Nominee Director
House No.-904, Hindon Heights,
Plot No.-21, Opposite Sector-4 Market,
Sector -4, Vaishali,
Ghaziabad -201010 UP IN

Mrs. Rajshree Joshi
Nominee Director
84/2, Varruchi Marg, Freeganj,
Ujjain-456010 MP IN

Mr. Punit Dube
Nominee Director
B-G, 205, Scheme No. 74,
C, Vijay Nagar,
Indore-452010 MP IN

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Mr. Srinivasa Narasingarao Pandurangi
Independent Director
014, S.P.A. Residential Complex NFC Taimoor
Nagar, Srinivasपुरी S.O.,
Delhi-110065 DL IN

Mr. Kalidas Saraf
Independent Director
96-K I, Sec. A, Gumasta Nagar,
Scheme No. 71,
Indore-452009 MP IN

Mr. Pradeep Jain
Chief Executive Officer/ Member
F-5/22, Char Imli,
Bhopal- 462016 MP IN

K.K & Company, (CR 3843)
Chartered Accountants,
Statutory Auditor,
2, Satyam Apartments, Madhav Club
Road,
Freenganj,
Ujjain-456010 MP IN

Mr. Juvan Singh Tomer
Chief Financial Officer,
05, Block Colony,
Chandrashekhar ajad Nagar,
Alirajpur, Bharwa,
Alirajpur-457882 MP IN

P.S. Tripathi & Associates
Company Secretaries,
Secretarial Auditor,
306, Manas Bhawan Extn.,
11, R.N.T. Marg,
Indore -452001 MP IN

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Subject: Notice for adjourned 2nd Annual General Meeting

Dear Sir/Mam,

With reference to subject cited below we wish to inform that 2nd Annual General Meeting of the Company which was duly held on 31.12.2018 with adequate quorum and all business cited in the AGM Notice, due to unavailability of Audited financials for financial year 2017-18 and C & AG supplementary Audit, declared the meeting adjourn by the Chairman. Consequently, the 2nd AGM of the Company has been adjourned sine die. The Financial Statement, Auditor's Report, Boards' Report alongwith all annexure related to 2nd Financial Year ended on 31.03.2018 were approved by the Board on meeting held on 7th January, 2019 were submitted to Comptroller and Auditor-General of India (C& AG) for their review and comments thereon. C & AG had issued their comments through letter dated 02.12.2019 and instructed to publish such comments as Annexure to Boards' Report.

In this view, please find attached herewith Notice of adjourned 2nd Annual General Meeting of the Company and your good self is requested to kindly make it convenient to attend the meeting.

Thanking you,

Yours' faithfully

For Ujjain Smart City Limited


Manoj Malleshwari
Company Secretary

Encl: As above

UJJAIN SMART CITY LIMITED



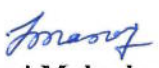
CIN: U75100MP2016SGC041772

NOTICE is hereby given that the **adjourned 2nd** Annual General Meeting of the Members of the Company shall be held on Tuesday the 25th day of February, 2020 at the Registered Office of the Company at Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010 at 3.00 PM to transact the following business.

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss of the Company for the year ended 31st March, 2018 together with the Board's Report & Independent Auditor's Report with comments from Comptroller and Auditor-General of India thereon.

For & on behalf of Board of Directors of
Ujjain Smart City Limited


Manoj Maheshwar
Company Secretary

Place: Ujjain

Date: 31/01/2020



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. Proxy in order to be effective must be received by the Company not less than 48 hours before the Meeting
2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M.
3. Members desiring of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting.

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

ATTENDANCE SLIP THIRD ANNUAL GENERAL MEETING

Folio No.	
No. of shares(s) held	
Name & Address of Registered shareholder	

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 2nd Adjourned ANNUAL GENERAL MEETING of the Company convened at 3.00 PM on Tuesday the 25th day of February ,2020 at Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010

.....
Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Form No. MGT-11

Proxy Form

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

CIN: U75100MP2016SGC041772

Name of the Company: Ujjain Smart City Limited

Registered office: Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010

Name of the member (s):

Registered address:

Email ID:

Folio No.

I/We, being the members of shares of the above named company, hereby appoint

1. Name:

Address:

Email ID:

Signature:or failing him

2. Name:

Address:

Email ID:

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Signature:or failing him.

3. Name:

Address:

Email ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Adjourned Annual General Meeting of the Company, to be held on Tuesday the 25th day of February 2020 at 3.00 PM at Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Signed this.....day of2020.

Signature of shareholder(s)

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Notes:

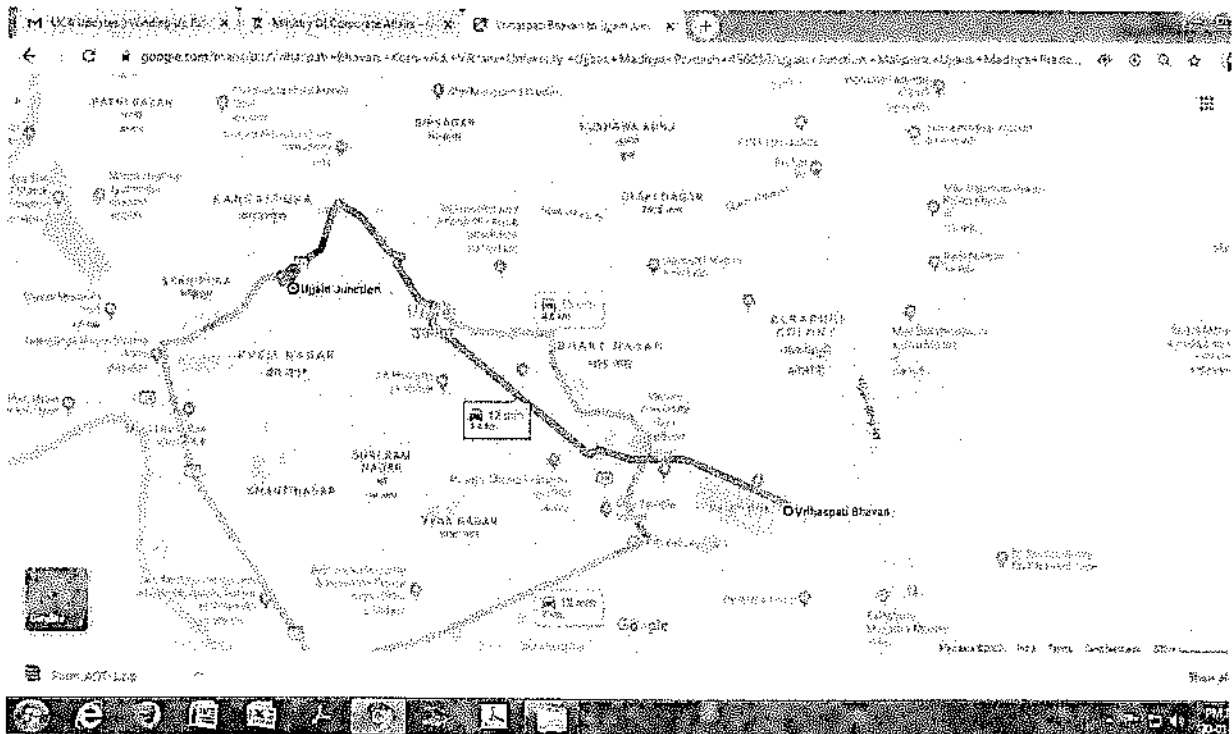
1. Proxy to be deposited at the Registered Office of the Company, not later than FORTY-EIGHT hours before the meeting.
2. All alterations made in the Form of Proxy should be initialed.
3. Please affix appropriate Revenue Stamp before putting signature.
4. In case of multiple proxies, proxy later in time shall be accepted.
5. A proxy need not be a shareholder of the Company

UJJAIN SMART CITY LIMITED



CIN: U75100MP2016SGC041772

Route Map of Registered office of the Company i.e. "Mela Karyalay, Behind Brahaspati Bhawan, Kothi Palace Road, Ujjain-456010"



BOARD'S REPORT

To,
The Members,
Ujjain Smart City Limited,
Ujjain.

The Directors of your company are pleased to present the 2nd Board's Report together with the Audited Financial Statements of the Company for the year ended 31st March, 2018:

1. COMPANY SPECIFIC INFORMATION

1.1 FINANCIAL SUMMERY AND HIGHLIGHTS

The Financial Results of the Company for the year 2017-18 are summarized as under:

Particulars	(Amount in Rs.)	
	2017-18	2016-17
Total Income	62431972.00	1340147.00
Total expense incurred towards the administrative expense met out from the grant received	(62431972.00)	(1340147.00)
Profit/loss before providing Depreciation and Interest	0.00	0.00
Less: Depreciation	0.00	0.00
Interest	0.00	0.00
Profit/loss after depreciation	0.00	0.00
Less: Exceptional Item	0.00	0.00
Less: Extraordinary Item	0.00	0.00
Less: Current Tax	0.00	0.00
Less: Deferred Tax	0.00	0.00
Profit /Loss after taxation	0.00	0.00

It may be please noted that this year the company has to prepare its accounts under Ind AS as required by u/s 133 of the Companies Act 2013, hence certain adjustments have been made considering the requirements under Indian Accounting Standards. The figures for the previous year have also been rearranged as required by Indian Accounting Standards.

1.2 OPERATIONS AND PERFORMANCE REVIEW

The Company was formed as SPV under the Smart City Mission of Government of India to develop the City of Ujjain as Smart City by overall development of city in terms of heritage, spiritual, infrastructure, transportation, Solid waste management education and technological smart solution in day to day activities of resident.

The overall performance of the company towards the development of the project seems to be Improving and towards its main object of the company.

The Company, on its part has taken various initiatives to improve its operating efficiency and revenue earning potential to bring profitability of Company. Your Directors are committed to take stringent measures to ensure Company's success in this challenging and competitive capital markets industry.

1.3 TRANSFERS TO RESERVES

The Company has not transferred any amount to General Reserve during the year under review.

1.4 DIVIDEND

During the year under review due to requirement of funds and to strengthen the capital base of the Company, your Directors do not recommend any dividend for the Financial Year ended on March 31, 2018.

1.5 CHANGES IN NATURE OF BUSINESS

During the year there was no change in business activity of the company.

1.6 MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

1.7 DETAILS OF REVISION OF FINANCIAL STATEMENT OR THE REPORT

The Company has not revised its financial statement or the report in respect of any of the three preceding financial year either voluntarily or pursuant to the order of a judicial authority.

2. CAPITAL AND DEBT STRUCTURE

During the Financial Year under review, the company had received Grants from Government of India and Government of Madhya Pradesh and this amount was required to be utilized to raise the Share Capital of the Company upto Rs. 200.00 Cr.

In this connection, in the Board Meeting held on 24th November 2017, the Company by way of Right Issue offered total 19,99,00,000 (Nineteen Crore Ninety Nine Lakhs) Equity Shares for exiting 10,000 equity shares to shareholders of the Company in proportion to their holding as beneficial owner as on 24th November, 2017 for cash at par. The Letter of Offer was issued on 24th November, 2017 for such Right Issue of Shares and the offer was opened from 10:00 AM Saturday, 25th day of November, 2017 to 06:00 PM, Saturday, 9th day of December, 2018 (both days inclusive). The Share Applications had been received by the Company from MPUDCL and UMC (the 'beneficial owners') against such Letter of Offer.

Consequently, total 19,99,00,000 Equity Shares at Rs. 10/- amounting to Rs. 199,90,00,000 were allotted to the applicants ('Ujjain Municipal Corporation' and 'Madhya Pradesh Urban Development Co. Limited') on 14th December, 2017. After such allotment the Company's total paid-up capital had been increased from Rs. 10.00 Lakhs to Rs. 200.00 Crore which was also required in terms of Mission Statement and Guidelines for Smart City.

Except above there was no change in capital structure of the company.

During the Financial Year 2017-18 the Company has not issued and no outstanding equity shares with different rights; sweat equity shares; Employee stock options; Shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employees; issue of debentures, bonds or any non-convertible securities; issue of warrants.

3. CREDIT RATING OF SECURITIES

The Company does not require credit rating of its securities.

4. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Since the incorporation the company does not paid any dividend, therefore no such fund required to be transferred to the IEPF.

5. MANAGEMENT

5.1 DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review Mr. Vijayakumar Jayaraman was appointed as executive director of the Company in place of Mr. Asheesh Singh w.e.f. 23rd Day of September, 2017. Mrs. Rajshree Joshi, Mr. Shiv Lal Karwadiya, Mr. Kailash Shiva were appointed as nominee directors w.e.f. 08th Day of June, 2017, 29th Day of June, 2017 and 14th October, 2017 respectively. Further Mr. Manoj Maheshwari was appointed as Company Secretary (KMP) and Mr. Pawan Kumar Chouhan was appointed as CFO (KMP) w.e.f. 04th October, 2017.

During the running financial year 2018-19 Mr. Sanket Bhondve ceased to be Chairman of the Company due to his deputation and Mr. Manish Singh has appointed in his place with effect from 18th May, 2018. Mr. Vijayakumar Jayaraman ceased to be Executive Director of the Company due to his transfer and Ms. Pratibha Pal has appointed in his place with effect from 15th June, 2018. Mr. Srinivasa Narasingarao Pandurangi and Mr. Kalidas Saraf were appointed as Independent Director, nominated by MPUDCL pursuant to clause of 12 of AOA with effect from 14th September, 2018 and 18th September, 2018 respectively.

Mr. Abhishek Dubey, Mr. Sanjay Mishra and Mr. Kailash Shiva are liable to retire by rotation at ensuing Annual General Meeting and being eligible offer themselves for reappointment.

5.2 INDEPENDENT DIRECTORS

Company is required to appoint minimum number of Independent Directors in the board for compliance with the Companies Act 2013. Presently Company has two Independent Directors. Mr. Srinivasa Narasingarao Pandurangi and Mr. Kalidas Saraf were appointed with effect from 14th September, 2018 and 18th September, 2018 respectively.

Mr. Srinivasa Narasingarao Pandurangi (Prof. Dr. P. S. N. Rao) is a well known urban development specialist based in New Delhi. He is an architect, engineer and town planner. He has also studied urban management from Toronto, Canada.

Presently, he is the Director, School of Planning and Architecture (SPA) New Delhi, an "institution of national importance". He is also Chairman, Delhi Urban Art Commission, Ministry of Urban Development, Government of India. He is also Chairman, Delhi Regional Chapter, Institute of Town Planners, India.

Prof. Rao is a Member of several important committees in the Government of India. He has over 100 publications to his credit and has worked on several research and consultancy projects related to urban development. He carries with him over 30 years of work experience.

Mr. Kalidas Saraf is qualified Chartered Accountant with **30+ years** of progressive experience in Financial Management, Accounting, Auditing, Taxation.

5.3 DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT.

The Company has received declarations from the Independent Director of the company confirming that he meet the criteria of independence under sub-section (6) of Section 149 of the Act.

5.4 DISQUALIFICATIONS OF DIRECTORS

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for

5.5 BOARD MEETINGS

During the year under review Five (5) meetings of the Board of Directors were held on, 29.06.2017, 04.10.2017, 24.11.2017, 14.12.2017 and 16.03.2018 and in respect of which proper notices were given and proceedings were properly recorded in Minutes Book.

The details of Board Meetings are as follows:-

Sr. No.	Director	No. of Board Meetings		Attendance at the previous Annual General Meeting
		Held	Attended	
1	Mr. Sanket Shantaram Bhondve*	5	3	Yes
2	Mr. Asheesh Singh**	1	0	N.A.
3	Mr. Jitendra Kumar Dubey	5	1	No
4	Mr. Deepak Ratnawat	5	2	No
5	Mr. Neelesh Dubey	5	1	No
6	Mr. Abhishek Dubey	5	5	Yes
7	Mr. Sanjay Mishra	5	2	Yes
8	Ms. Rachna Kumar	5	1	No
9	Mrs. Rajshree Joshi***	5	5	No
10	Mr. S.L. Karwadiya****	1	0	N.A.
11	Mr. Kailash Shiva*****	3	0	No
12	Mr. Vijayakumar Jayaraman*****	4	4	Yes
13	Mr. Manish Singh#	0	0	N.A.
14	Ms. Pratibha Pal##	0	0	N.A.
15	Mr. Srinivasa Narasingarao Pandurangi###	0	0	N.A.
16	Mr. Kalidas Saraf####	0	0	N.A.

*Mr. Sanket Shantaram Bhondve, Chairman of the Company nomination withdrawn with effect from May 18, 2018 due to his deputation.

** Mr. Asheesh Singh, Executive Director of the Company nomination withdrawn with effect from September 29, 2017 due to his transfer.

*** Mrs. Rajshree Joshi was appointed as Nominee Director of the Company taken on record in the meeting of Board of Directors held on March 22, 2017, but her appointment was effective from the date of obtaining DIN i.e. June 8, 2017.

**** Mr. S. L. Karwadiya was appointed as Nominee Director of the Company taken on record in the meeting of Board of Directors held on June 29, 2017, but his appointment was effective from the date of obtaining DIN. But due to his transfer nomination withdrawn with effective from September 23, 2017.

***** Mr. Kailash Shiva was appointed as Nominee Director of the Company taken on record in the meeting of Board of Directors held on October 4, 2017 but his appointment effective from the date of obtaining DIN i.e. October 14, 2017.

***** Mr. Vijyakumar Jayaraman was appointed as Executive Director of the Company taken on record in the Meeting of Board of Directors held on October 4, 2017, but his appointment was effective from the order date i.e. September 23, 2017 and his nomination withdrawn with effect from June 15, 2018 due to his transfer.

#Mr. Manish Singh was appointed as Chairman of the Company take on record in the Meeting of Board of Directors held on July 26, 2018, but his appointment effective from the order date i.e. May 18, 2018.

Ms. Pratibha Pal was appointed as Executive Director of the Company taken on record in the Meeting of Board of Directors held on July 26, 2018, but her appointment was effective from the order date i.e. June 15, 2018.

Mr. Srinivasa Narasingarao Pandurangi was appointed as Independent Director of the Company taken on record by way of resolution by circulation on September 14, 2018 and his appointment was effective from September 14, 2018.

Mr. Kalidas Saraf was appointed as Independent Director of the Company taken on record by way of resolution by circulation on September 14, 2018 but his appointment effective from the date of obtaining DIN i.e. September 18, 2018.

5.6 COMMITTEES

During the running financial year 2018-19, Company has constituted the following committees:

(a) AUDIT COMMITTEE

The Company is required to constitute Audit Committee as required under Section 177 (1) of Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. Company has constituted Audit Committee by way of resolution by circulation dated 14th September, 2018 with the following Board Members:

S.N.	Name of Director	Category	DIN	Chairman / Member
1	Mr. K.D. Saraf	Independent Director	08227398	Chairman
2	Mr. Srinivasa Narasingarao Pandurangi	Independent Director	06926482	Member
3	Mr. Sanjay Mishra	Non-Executive Director	07642242	Member

(b) NOMINATION AND REMUNERATION COMMITTEE

The Company is required to constitute Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. Company has constituted Nomination and Remuneration Committee by way of resolution by circulation dated 14th September, 2018 with the following Board Members:

S.N.	Name of Director	Category	DIN	Chairman / Member
1	Mr. K.D. Saraf	Independent Director	08227398	Member
2	Mr. Srinivasa Narasingarao Pandurangi	Independent Director	06926482	Member
3	Mr. Deepak Ratnawat	Non-Executive Director	07640768	Member

(c) FINANCE COMMITTEE

In terms of Clause 12.15 of Article of Association of the Company, Company has to constitute the Finance Committee for the approval of financing matters including any proposed amendments to the Financing Plan. Company has constituted Finance Committee by way of resolution by circulation dated 14th September, 2018 with the following Board Members:

S.N.	Name of Director	Category	DIN	Chairman / Member
1	Mr. K.D. Saraf	Independent Director	08227398	Member
2	Mr. Sanjay Mishra	Non-Executive Director	07642242	Member
3	Mr. Deepak Ratnawat	Non-Executive Director	07640768	Member

(d) SHARE TRANSFER AND ALLOTMENT COMMITTEE

In terms of Clause 12.15 of Article of Association of the Company, Company has to constitute the Share Transfer and Allotment Committee to approve allotment of Shares and any and all transfers thereof. Company has constituted Share Transfer and Allotment Committee by way of resolution by circulation dated 14th September, 2018 with the following Board Members:

S.N.	Name of Director	Category	DIN	Chairman / Member
1	Ms. Rachna Kumar	Non-Executive Director	07725752	Member
2	Mrs. Rajshree Joshi	Non-Executive Director	07844627	Member
3	Mr. Neelesh Dubey	Non-Executive Director	07641198	Member

(e) PROJECT MANAGEMENT COMMITTEE

In terms of Clause 12.15 of Article of Association of the Company, Company has to constitute the Project Management Committee for the purpose of supervising and monitoring the progress in implementation of the Projects. Company has constituted Project Management Committee by way of resolution by circulation dated 14th September, 2018 with the following Board Members:

S.N.	Name of Director	Category	DIN	Chairman / Member
1	Mr. Abhishek Dubey	Non-Executive Director	07642229	Member
2	Mr. Sanjay Mishra	Non-Executive Director	07642242	Member
3	Mr. Deepak Ratnawat	Non-Executive Director	07640768	Member

(f) COMPENSATION COMMITTEE

In terms of Clause 12.15 of Article of Association of the Company, Company has to constitute the Compensation Committee to approve or propose remuneration and

compensation of the senior management of the Company. Company has constituted Compensation Committee by way of resolution by circulation dated 14th September, 2018 with the following Board Members:

S.N.	Name of Director	Category	DIN	Chairman / Member
1	Mr. K.D. Saraf	Independent Director	08227398	Member
2	Mr. Jitendra Kumar Dubey	Non-Executive Director	07639437	Member
3	Mr. Deepak Ratnawat	Non-Executive Director	07640768	Member

(g) RISK MANAGEMENT COMMITTEE

In terms of Clause 12.15 of Article of Association of the Company, Company has to constitute the Risk Management Committee. The Board will define the roles and responsibilities of the said committee and such other functions as it may deem fit. Company has constituted Risk Management Committee by way of resolution by circulation dated 14th September, 2018 with the following Board Members:

S.N.	Name of Director	Category	DIN	Chairman / Member
1	Ms. Rachna Kumar	Non-Executive Director	07725752	Member
2	Mr. Jitendra Kumar Dubey	Non-Executive Director	07639437	Member
3	Mr. Abhishek Dubey	Non-Executive Director	07642229	Member

5.7 RECOMMENDATIONS OF AUDIT COMMITTEE

The Board always honored the views of Audit Committee given on any agenda item and there was no subject matter on which Board not accepted Audit Committee recommendation.

5.8 ANNUAL EVALUATION OF PERFORMANCE OF BOARD

The being as Government Company, not required to carry formal annual evaluation by the Board of its own performance and that of its committees and individual directors pursuant to Section 134 (3) (p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014. Although, Directors of the Company are vigilant towards their duties and responsibilities as Director of the Company.

5.9 PARTICULARS OF EMPLOYEES

None of the employee of the company is drawing remuneration of Rs. 1,02,00,000/- (Rupees One Crore and Two Lakh) per annum or more if employed throughout the Financial Year or Rs. 8,50,000/- (Rupees Eight Lakh and Fifty Thousand) per month if employed for a part of the Financial Year. Further, also that none of the employee was in receipt of remuneration in excess of that drawn by the Managing Director or Whole-time Director or Manager (wherever they are appointed), and does not hold by himself or along with his spouse and dependent children, 2 (two) percent or more equity shares of the Company. Further, that the mentioned disclosure is for the employees other than Directors of the Company and details regarding Directors have been given in MGT-9 which is annexed as **Annexure-I** with this report.

5.10 REMUNERATION/COMMISSION RECEIVED BY DIRECTORS FROM HOLDING

During the year under review none of the director of the company in receipt of the commission or remuneration from holding company of the company, if any as provided under section 197 (14) of Companies Act, 2014.

5.11 DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, (the Act) your Directors confirm that:

- (a) In the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) 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 period;
- (c) 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;
- (d) The Directors had prepared the annual accounts on a going concern basis;
- (e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

(f) The Directors, in case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

Explanation—For the purposes of this clause, the term “internal financial controls” means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

5.12 INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The internal control system with respect to financial statement and there adequacy has been duly take care by the Board of Directors of the Company. The internal controls exist in the system and that sufficient measures are taken to update the internal control system, as and when needed. The system also ensures that all transaction are appropriately authorized, recorded and reported as and when required.

5.13 REPORTING OF FRAUD BY AUDITORS

There was no fraud in the Company, which was required to report by auditors (Statutory Auditor or Secretarial Auditor) of the Company to the Audit Committee/Board under sub-section (12) of section 143 of Companies Act, 2013.

6. SUBSIDIARY, ASSOCIATE COMPANIES AND JOINT VENTURE

The Company does not have any Subsidiary Company, Joint venture or Associate Company. Although the Company is subsidiary of Madhya Pradesh Urban Development Company Limited under section 2(87)(i) of the Companies Act, 2013.

7. DEPOSITS

The Company has not accepted any deposits from public within the meaning of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Being the government Company provision of section 186 not applicable to the Company.

9. RELATED PARTY TRANSACTIONS

During the year under review no transactions entered by company which falls under section 188 (1) of the Companies Act, 2013. Other transaction with related parties and KMP are given in notes to the account attached with Balance Sheet, you are requested to refer the same.

10. CORPORATE SOCIAL RESPONSIBILITY STATEMENTS

The company is not required to provide statement on Corporate Social Responsibility as per Section 134 (3) of the companies Act, 2013 as the company do not fall under the criteria provided under section 135 (1) of Companies Act, 2013, therefore no such committee was constituted.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

1. CONSERVATION OF ENERGY:

a. The steps taken or impact on conservation of energy-

The company is putting continues efforts to reduce the consumption of energy and maximum possible saving of energy.

b. The steps taken by the company for utilizing alternate sources of energy-

The Company has used alternate source of energy, whenever and to the extent possible

c. The capital investment on energy conservation equipments- NIL

2. TECHNOLOGY ABSORPTION:

a. the effort made towards technology absorption-

No specific activities have been done by the Company.

b. the benefits derived like product improvement, cost reduction, product development or import substitution-

No specific activity has been done by the Company

c. in case of imported technology imported during the last three years reckoned from the beginning of the financial year:- NA

d. the expenditure incurred on Research & Development.- NIL

3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

There are no Foreign Exchange earnings and outgoings were taken place during the financial year as required by Companies (Accounts) Rules, 2014.

12. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Board of Directors of the Company state that risk associated in the ordinary course of business is duly taken care by the Board while taking business decisions. Further the company need not required to formulate any specified risk management policy.

13. ESTABLISHMENT OF VIGIL MECHANISM

Your company does not meet the requirements of Section 177(9) of Companies Act, 2013 read with rule 7 of the Companies (Meetings of Board and its Powers) Rules for establishing Vigil Mechanism, therefore no such mechanism was established by the Board.

14. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts/Tribunals impacting the going concern status of the Company and its future operations.

15. AUDITORS

K K & CO, (CR3843) ,Chartered Accountants, of Ujjain is appointed as Statutory Auditor of the Company from financial year 2016-18 by virtue of Order issued by The Comptroller and Auditor-General of India (C&AG) for their appointment and remuneration.

pursuant to the provisions of Section 139 of the Companies Act 2013, ("Act") and other applicable provisions of the Act, if any and the rules framed there under, as amended from time to time, appointment of M/s K K & Co, (CR3843), Chartered Accountants (ICAI Firm Reg. No. 007691G) Appointed by Comptroller and Auditor General of India through letter No./CA. V/ COY/MADHYA PRADESH,USCL(1)/451 dated 03/08/2018 be and is hereby appointed as the Statutory Auditor of the Company for the financial year 2018-19, in terms of Section 139(5) of the Companies Act, 2013. M/s K K & Co,(CR3843), Chartered Accountants have also given their consent to act as Statutory Auditor of the Company under Section 139 of the Companies Act, 2013 for the Financial Year 2018-19 and a certificate under Section 141 of the Companies Act, 2013 has also been received from the existing auditor M/s K K & Co, (CR3843), Chartered Accountants, Ujjain. Copy of order of C&AG and consent of auditor may be placed before Board.

M/s P.S. Tripathi & Associates, Company Secretaries, Indore are appointed Secretarial Auditors of the Company.

Ms. Anubhuti Sohani, Chartered Accountant, was appointed as Internal Auditor of the Company.

16. SECRETARIAL AUDIT REPORT

Requirements of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are applicable to the company. A Report from M/s P.S. Tripathi & Associates, Company Secretaries, the Secretarial Auditors of the Company has been received for the FY 2017-18. Secretarial Auditor as given following qualifications which are explained below:-

Point No. 2 of the Report:-

- a. Company has not appointed Independent directors as per section 149(4) of the Act and the clause 12 of the Articles of Association to complete the constitution of the Board during the financial year. However, after 31.03.2018, two independent directors have been appointed in the Company but before signing this report.

Explanation -MPUDCL not issued order for nomination of name as Independent Director for USCL. Company has sent proposal on 23.02.2018 for the name of Mr. Mahendra Kumar Shah, Chartered Accountant as Independent Director of USCL and another proposal on 15.03.2018 for the name of Er. Virendra Kumar Goel as Independent Director.

Again USCL send proposal for appointment of two Independent Directors on 09.08.2018 and MPUDCL nominated Mr. Srinivasa Narasingarao Pandurangi and Mr. Kalidas Saraf as Independent Directors on 31.08.2018.

- b. Company has not constituted Audit Committee, Nomination and Remuneration Committee consisting majority of Independent Directors during the FY 2017-18. However, these committees are formed after closure of Financial Year 2017-18 but before signing this report.

Explanation - Audit Committee, Nomination and Remuneration Committee consisting majority of Independent Directors constituted after appointment of Independent Directors during financial year 2018-19.

- c. Company has not constituted various other committees as mentioned in clause no. 12.15 Articles of Association of the Company during the FY 2017-18.

However, these committees are formed after closure of Financial Year 2017-18 but before signing this report.

Explanation – Company has constituted other committees as mentioned in clause no. 12.15 Articles of Association of the Company consisting majority of Independent Directors constituted after appointment of Independent Directors during financial year 2018-19.

The Risk Management Committee is requirement to be constituted under clause 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and presently Company is a non-listed company, therefore SEBI (LO&DR) Regulations are not applicable on us, therefore no need to constitute Risk Management Committee. Although risk associated in the ordinary course of business is duly taken care by the Board while taking business decisions.

Since as per AOA provisions all financial and operations powers rest with Executive Director and by virtue of Internal Orders some financial powers also rest with CEO, CFO and EE, hence there no need to constitute the Finance Committee.

The roles of Compensation Committee are similar to role of Nomination and Remuneration Committee. Hence, avoidance of duplicity, no needs to constitute Compensation Committee.

The Chairman, Executive Director and CEO of the Company regularly supervising and monitoring the progress in implementation of the project, hence for this object Project Management Committee may not required to be constituted.

- d. Company has transferred the sum of Rs, 50.00 Cr. to Bhopal Smart City Development Limited without approval of Board, however this matter was ratified by Board in the meeting held on 16th March, 2018.

Explanation- Company has ratified the matter in next immediate meeting after fund transferred.

- e. Final comment from C & AG still pending for financial year 2016-17.

Explanation- Company has submitted its reply on time, but still pending on C & AG end.

- f. First Auditor was appointed by C & AG after prescribed period under the Act.

Explanation- Company requested to C & AG many times for appointment of first auditor.

17. AUDITORS REPORT

The Auditors, in their report have referred to the Notes forming part of the Final Accounts, considering the principle of the materiality; the notes are self explanatory and do not need any further comments under Section 134 of Companies Act, 2013.

The Financial Statement, Auditors' Report, Boards' Report alongwith all Annexure related to 1st Financial Year ended on 31.03.2017 already been adopted by Members in their 1st Annual General Meeting held on 23.12.2017 and such documents also submitted to Comptroller and Auditor-General of India for their review and comments thereon. The comments of C&AG are still awaited. Any comments received from Comptroller and Auditor-General of India in future shall be placed before Board for their consideration and necessary action thereon.

The Financial Statement, Auditors' Report, Boards' Report alongwith all Annexure related to 2nd Financial Year ended on 31.03.2018 shall be submitted to Comptroller and Auditor-General of India for their review and comments thereon and these will be also placed before Members in forthcoming 2nd Annual General Meeting for the purpose of adoption. Any comments received from Comptroller and Auditor-General of India in future shall be placed before Board for their consideration and necessary action thereon.

18. COST RECORD AND/OR COST AUDIT

The Company does not falls within the provisions of Section 148 of Company's Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore no such records required to be maintained.

19. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with the provisions of applicable Secretarial Standards issued by Institute of Company Secretaries of India.

20. CORPORATE INSOLVENCY RESOLUTION

During the year under review there was no situation of corporate insolvency and valuable resources of the Company including capital, manpower, machinery and management are deployed in fair manner and for financial viable business. Hence, no need for Corporate Insolvency Resolution under the Insolvency and Bankruptcy Code, 2016.

21. FAILURE TO IMPLEMENT ANY CORPORATE ACTION

During the year under review there was no failure to implement any corporate action and the Corporate Action related to issuance and allotment of 19,99,00,000 (Nineteen Crore Ninety Nine Lakhs) Equity Shares at Rs. 10/- were done successfully.

22. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9, as required under Section 92 of the Companies Act, 2013 is included in this report as "Annexure 1."

23. VISHAKA COMMITTEE

Pursuant to requirement under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder, the Internal Complaint Committee of the Company was constituted by Executive Director on 31.03.2018 as per resolution passed in the Board Meeting held on 16.03.2018. The constitution of Committee is as under:

S.N.	Name of Person	Category	Chairperson / Member
1	Ms.Anubhuti Sohani	CA, USCL	Presiding Officer
2	Ms. Tina Jain	Accounts Officer, USCL	Member
3	Mr.Shubhankar Kumar	Assistant Planner, USCL	Member

24. VOTING RIGHTS OF EMPLOYEES


During the year under review the company has not given loan to any employee for purchase of its own shares as per section 67 (3) (c) of Companies Act, 2013. Therefore the company not required to made disclosure as per rule 6 (4) of Companies (Share Capital and Debentures) Rules, 2014.

25. ACKNOWLEDGEMENT

Your Directors are also thankful to the Members of the Company for their faith and confidence in the Management of the Company.

**For & on behalf of Board of Directors of
Ujjain Smart City Limited**


**Executive Director
Pratibha Pal
DIN: 07923882**


**Director
Sanjay Mishra
DIN: 07642242**

Place: Ujjain

Date: 07/01/2019

Annexure-I

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN As on financial year ended on 31/03/2018

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U75100MP2016SGC041772
2.	Registration Date	02/11/2016
3.	Name of the Company	Ujjain Smart City Limited
4.	Category/Sub-category of the Company	Company limited by share/ Indian -Government Company
5.	Address of the Registered office & contact details	Mela Karyalay, Behind Brahaspati Bhawan , Kothi Palace Road, Ujjain- 456010 Email Id: ujjainsmartcity@gmail.com Contact No. 07342525856
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not Applicable

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:-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the
-	-	-	-

III. PARTICULAR OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- Company not having any holding/ Subsidiary/ Joint Venture/ Associate

S. NO.	Name And Address Of The Company	CIN/GLN	Holding /Subsidiary	% OF SHARE	APPLICABLE SECTION
--------	---------------------------------	---------	---------------------	------------	--------------------

UJJAIN SMART CITY LIMITED



			y/ Associate	HELD	
1.	Madhya Pradesh Urban Development Company Limited Address: C/o Urban Administration & Development Department Palika Bhawan, 6 No. Bus Stop, Shivaji Nagar, Bhopal MP 462016 IN	U75110MP2015SGC034139	Holding	50	2(87)(ii)

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

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	De mat	Physical	Total	% of Total Shares	De mat	Physical	Total	% of Total Shares	
A. Promoter(s)									
(1) Indian									
a) Individual/ HUF	-	50	50	0.00	-	50	50	0.00	Nil
b) Central Govt	-				-				
c) State Govt (s)	-	49990	49990	50.00	-	99999990	99999990	50.00	Nil
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Local body)	-	49960	49960	50.00	-	99999960	99999960	50.00	Nil
Sub- total (A) (1):-	Nil	100000	100000	100	-	200000000	200000000	100	Nil
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub total (A) (2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) =	Nil	100000	100000	100	-	200000000	200000000	100	Nil

UJJAIN SMART CITY LIMITED



(A) (1) + (A) (2)									
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) 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)	N il	100000	100000	100	-	200000000	200000000	100	Nil

***Note: 50 shares held by Individuals are held in the capacity of State Government and Local body.**

ii) SHAREHOLDING OF PROMOTER –

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Sanket Bhondve	10	0.00	-	10	0.00	-	-
2	Ujjain Municipal Corporation	49960	50.00	-	9999960	50.00	-	-
3	Mr. Sanjay Mishra	10	0.00	-	10	0.00	-	-
4	Mr. Abhishek Dubey	10	0.00	-	10	0.00	-	-
5	Mr. Awadhesh Sharma	10	0.00	-	10	0.00	-	-
6	Madhya Pradesh Urban Development Co Limited	49990	50.00	-	9999990	50.00	-	-
7	Mr. Neelesh Dubey	10	0.00	-	10	0.00	-	-

iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Sanket Bhondve				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00
2.	Ujjain Municipal Corporation				
	At the beginning of the year	49960	50.00	49960	50.00
	Transaction during the Year (Allotment as on 14.12.2017)	99950000	-	99950000	50.00

UJJAIN SMART CITY LIMITED



	At the end of the year	99950000	50.00	99999960	50.00
3.	Mr. Sanjay Mishra				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00
4.	Mr. Abhishek Dubey				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00
5.	Mr. Awadhesh Sharma				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00
6.	Madhya Pradesh Urban Development Co Limited				
	At the beginning of the year	49990	50.00	49990	50.00
	Transaction during the Year (Allotment as on 14.12.2017)	99950000	-	99950000	50.00
	At the end of the year	99999990	50.00	99999990	50.00
7.	Mr. Neelesh Dubey				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS: NA

(Other than Directors, Promoters and Holders of GDRs and ADRs):-

SN	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

UJJAIN SMART CITY LIMITED



1	At the beginning of the year	-	-	-	-
2	Transactions During the Year	-	-	-	-
3	At the end of the year	-	-	-	-

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Sanket Bhondve				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00
2.	Mr. Sanjay Mishra				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00
3.	Mr. Abhishek Dubey				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00
4.	Mr. Awadhesh Sharma				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00
5.	Mr. Neelesh Dubey				
	At the beginning of the year	10	0.00	10	0.00
	Transactions During the Year	-	-	10	0.00
	At the end of the year	10	0.00	10	0.00

Vi) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.-

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
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	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERAL PERSONNEL-

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:-NIL

S N	Particulars of Remuneration	Directors		Total Amount
		-	-	
	Gross salary	-	-	-
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-

UJJAIN SMART CITY LIMITED



	(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	-	-	-
6.	Total (A)	-	-	-
7.	Ceiling as per the Act	-	-	-

B. REMUNERATION TO OTHER DIRECTORS – NIL

S N	Particulars of Remuneration	Name of Directors		Total Amount
		-	-	
1.	Independent Directors	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2.	Other Non-Executive Directors	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
3.	Total (2)	Nil	Nil	Nil
4.	Total (B)=(1+2)	Nil	Nil	Nil
5.	Total Managerial Remuneration	Nil	Nil	Nil
6.	Overall Ceiling as per the Act	Nil	Nil	Nil

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
		Awadhesh Sharma	Manoj Maheshwari	Pawan Kumar Chouhan	(Amount in Rs.)
1.	Gross salary				
	(a) Salary as per provisions contained in	Rs.14,67,128/-	Rs.2,89,196/-	Nil	Rs.17,56,324

UJJAIN SMART CITY LIMITED



	section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	Rs.14,67,128/-	Rs.2,89,196/-	Nil	Rs.17,56,324

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:- NIL


Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

UJJAIN SMART CITY LIMITED



For & on behalf of Board of Directors of
Ujjain Smart City Limited


Executive Director
Pratibha Pal
DIN: 07923882


Director
Sanjay Mishra
DIN: 07642242

Place: Ujjain

Date: 07/01/2019

306, Manas Bhawan Extn,
11, RNT Marg, Indore, (M.P.), India
Tel: +91 731 4043080, 4043089
Cell: +91 98272 34275
E-mail: tripathi.pratik@gmail.com
Web: www.pstripathi.com

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

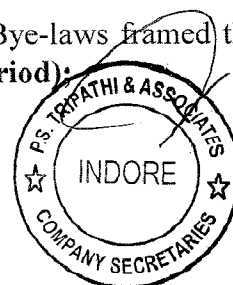
To,
The Members,
UJJAIN SMART CITY LIMITED,
Ujjain

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ujjain Smart City 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 my opinion thereon.

Based on our verification of **Ujjain Smart City 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 ended on 31st March, 2018, has 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Ujjain Smart City Limited for the period ended on 31st March, 2018 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;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (**Not applicable to the Company during the Audit Period**);



Ujjain Smart City Limited

Secretarial Audit Report for FY 2017-18

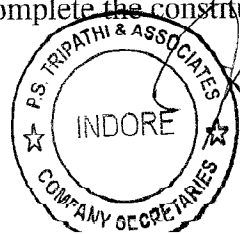
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, **(no such transactions reported);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **(Not applicable to the Company during the Audit Period)**
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (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;
 - (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 Laws specifically applicable to the Company, as informed by management:-
NIL

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has materially complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to followings observations :-

- a. Company has not appointed Independent directors as per section 149(4) of the Act and the clause 12 of the Articles of Association to complete the constitution of the



Ujjain Smart City Limited

Secretarial Audit Report for FY 2017-18

Board during the financial year. However, after 31.03.2018, two independent directors have been appointed in the Company but before signing this report.

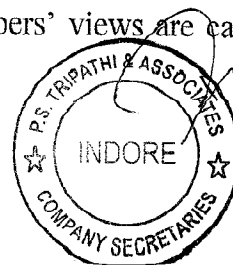
- b. Company has not constituted Audit Committee, Nomination and Remuneration Committee consisting majority of Independent Directors during the FY 2017-18. However, these committees are formed after closure of Financial Year 2017-18 but before signing this report.
- c. Company has not constituted various other committees as mentioned in clause no. 12.15 Articles of Association of the Company during the FY 2017-18. However, these committees are formed after closure of Financial Year 2017-18 but before signing this report.
- d. Company has transferred the sum of Rs. 50.00 Cr. to Bhopal Smart City Development Limited without approval of Board, however this matter was ratified by board in the meeting held on 16th March, 2018.
- e. Final comment from C & AG still pending for financial year 2016-17.
- f. First Auditor was appointed by C & AG after prescribed period under the Act.

3. We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, except Independent Director during the FY 2017-18. However, after 31.03.2018, two independent directors have been appointed in the Company but before signing this report. There were nomination of some directors by MPUDCL who were not holding DIN at the time of appointment and their appointment were made after obtaining their DIN, however some of the directors has attended the board meetings even before obtaining the DIN. 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, agenda and detailed notes on agenda were sent at least seven days in advance or with shorter period, wherever required, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever exist.



P.S. Tripathi & Associates

Company Secretaries

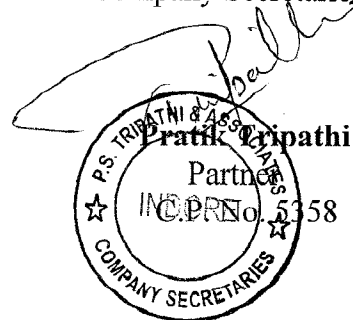
Ujjain Smart City Limited Secretarial Audit Report for FY 2017-18

4. **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.
5. **We further report that** during the audit period the company has issued and allotted equity Shares on right issue basis.

For P.S. Tripathi & Associates
Company Secretaries

Place: Indore

Date: 07/01/2019



Note: This report is to be read with Annexure to Secretarial Audit Report of even date which is annexed with this report and forms an integral part of this report.

Ujjain Smart City Limited
Secretarial Audit Report for FY 2017-18

Annexure to Secretarial Audit Report

To,
The Members,
Ujjain Smart City Limited
Ujjain

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

1. Maintenances of secretarial records are 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. Our report is based on said secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The compliance of the provisions of corporate and other specifically applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis. We have not gone through the laws which are general in nature and applicable to the Company.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. Where ever required, we have obtained the management representation and declaration about the compliance of laws, rules and regulation and happening of events etc.

For P.S. Tripathi & Associates
Company Secretaries

Place: Indore

Date: 07/01/2019



UJJAIN SMART CITY LIMITED

STATUTORY AUDIT REPORT

F.Y. 2017-18



AUDITORS

K.K. & COMPANY
CHARTERED ACCOUNTANTS

318-319, STARLIT TOWER, 29, Y.N. ROAD,
INDORE (M.P.) - 452001, PH - 2436510, 4065159, 98270-26540

2, SATYAM APARTMENT, MADHAV CLUB ROAD, FREEGANJ,
UJJAIN (M.P.) - 456010, PH - 2555220, 2557507

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
UJJAIN SMART CITY LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of **UJJAIN SMART CITY LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss, the Statement of Changes in Equity, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in the equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India.

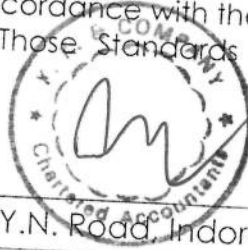
This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding of the assets of the Company, and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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.

Auditor's Responsibility

3. 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 thereunder and the Order issued under section 143(11) of the Act.

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 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 true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

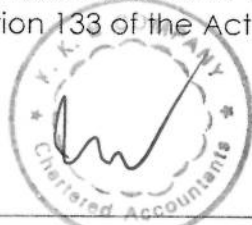
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, 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 of the state of affairs of the Company as at 31st March 2018, its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

5. Requirements of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act are applicable. (refer to our separate Report in 'Annexure B')
6. As required by section 143(3) of the Act, we report that:
 - a) 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.
 - c) The Balance Sheet, the Statement of Profit and Loss, and 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 Indian Accounting Standards prescribed under Section 133 of the Act.



- e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial reporting.
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - III. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

FOR K.K. & COMPANY
CHARTERED ACCOUNTANTS
FRN : 007691C


(MANOJ GUPTA)
PARTNER
M. No. : 075574



Place : Ujjain
Date : 07/01/19

Annexure - A to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **UJJAIN SMART CITY LIMITED** ("the Company") as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

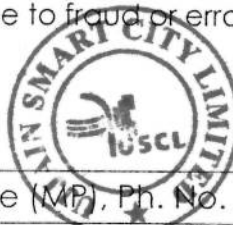
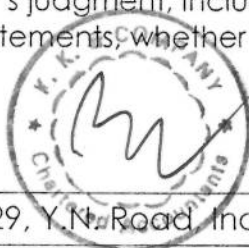
Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR K.K. & COMPANY
CHARTERED ACCOUNTANTS
FRN : 007691C


(MANOJ GUPTA)
PARTNER
M. No. : 075574



Place : Ujjain
Date : 07/01/19

Annexure- B to the Independent Auditors' Report

Referred to in paragraph 5 of the independent Auditor's Report of even date to the members of Ujjain Smart City Ltd., Ujjain, for the year ended on 31st March 2018

- i. In respect of the fixed assets of the company:
 - a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. The company has a program for verification to cover all the items of fixed asset which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. The fixed assets were verified by the management of the company during the year and according to the information and explanations given to us no material discrepancy were noticed during such verification.
 - c. The company does not hold any immovable property. Thus the provisions of clause 3(i)(c) of the said order are not applicable to the Company.
- ii. The company does not have any inventory during the year. Hence the provisions of clause 3(ii) of the said order are not applicable to the Company.
- iii. The company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clause 3(iii) of the said order are not applicable to the Company.
- iv. The company does not have any investments or granted any loans, guarantees, and security to the parties covered under section 185 and 186 of the Companies Act, 2013. Therefore, the provisions of clause 3(iv) of the said order are not applicable to the Company.
- v. The company has not accepted any deposits from the public within the meaning of sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Therefore, the provisions of clause 3(v) are not applicable to the company.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income tax which have not been deposited on account of any dispute.

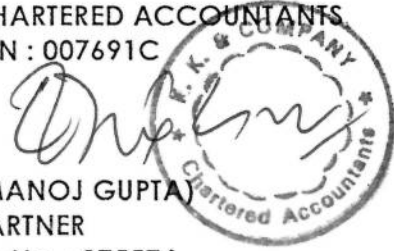


- viii. The company has not borrowed any loan from any financial institution nor it has issued any debentures as at the balance sheet date. Thus, the provisions of clause 3(viii) of the Order are not applicable to the company.
- ix. The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and no term loans were taken during the year. Therefore, the provisions of clause 3(ix) of the said order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management. Therefore, the provisions of clause 3(x) of the Order are not applicable to the company.
- xi. The company has not paid any managerial remuneration during the year. Therefore, the provisions of clause 3(xi) of the said order are not applicable to the Company.
- xii. In our opinion & according to the information & explanation given to us, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the said order are not applicable to the Company.
- xiii. The related party transactions were in compliance with the sections 177 and 188 of the Companies Act, 2013. The disclosures as mandated by the applicable Indian Accounting Standards and Companies Act have been properly dealt with in the financial statements
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Therefore, the provisions of clause 3(xiv) of the said order are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 and provisions of clause 3(xv) of the Order are not applicable.



xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR K.K. & COMPANY
CHARTERED ACCOUNTANTS
FRN : 007691C



(MANOJ GUPTA)
PARTNER
M. No. : 075574



Place:Ujjain
Date: 07/01/19

UJJAIN SMART CITY LIMITED
CIN : U75100MP2016SGC041772
BALANCE SHEET AS AT MARCH 31st, 2018

		Amount Rupees		
	PARTICULARS	Note No	31st March, 2018	31st March, 2017
I	ASSETS			
1)	<u>Non-Current Assets</u>			
	(a) Capital work-in-progress	1	18,595,925	-
	(b) Intangible assets	2	63,080	-
	(c) Financial Assets	3	11,339,456	-
	(d) Other Non-Current Assets	4	-	1,702,680
	Total Non-Current Assets		29,998,461	1,702,680
2)	<u>Current Assets</u>			
	(a) Financial Assets			
	(i) Cash & Cash Equivalents	5	3,485,239,616	1,921,566,132
	(ii) Other financial assets	6	18,894,659	-
	Total Current Assets		3,504,134,275	1,921,566,132
	Total Assets (1+2)		3,534,132,736	1,923,268,812
II	EQUITY AND LIABILITIES			
1)	<u>Equity</u>			
	(a) Equity Share Capital	7	2,000,000,000	1,000,000
	(b) Other Equity		-	-
	Equity attributable to owners of the Company		2,000,000,000	1,000,000
2)	<u>Liabilities</u>			
	<u>A) Non-Current Liabilities</u>			
	(a) Other Non-current Liabilities	8	1,487,093,854	1,919,587,924
	Total Non-Current Liabilities		1,487,093,854	1,919,587,924
	<u>B) Current Liabilities</u>			
	(a) Financial Liabilities			
	(i) Trade Payables	9	35,021,917	2,531,040
	(b) Other current liabilities	10	11,510,652	-
	(c) Short-term Provisions	11	506,313	149,848
	Total Current Liabilities		47,038,882	2,680,888
	Total Equity and Liabilities		3,534,132,736	1,923,268,812

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

FOR K.K. & COMPANY
 CHARTERED ACCOUNTANTS
 FRN : 007691C

(MANOJ GUPTA)
 PARTNER
 M.No. : 075574

PRATIBHA PAL
 EXECUTIVE DIRECTOR
 DIN - 07923882

FOR AND ON BEHALF OF
 UJJAIN SMART CITY LIMITED

SANJAY MISHRA
 DIRECTOR
 DIN - 07642242

P.K. CHOUHAN
 CFO

MANOJ MAHESHWARI
 COMPANY SECRETARY
 M. No. - F-7878

Place : Ujjain
 Date : 07/01/2019

UJJAIN SMART CITY LIMITED
CIN : U75100MP2016SGC041772
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

		Amount Rupees		
	PARTICULARS	Note No	31st March, 2018	31st March, 2017
I	Revenue from operation		-	-
II	Other Incomes	12	62,431,972	1,340,147
III	Total Income (I+II)		62,431,972	1,340,147
IV	Expenses			
	(a) Employee Benefit Expenses	13	2,436,252	452,787
	(b) Other Expenses	14	59,995,720	887,360
	Total Expenses (IV)		62,431,972	1,340,147
V	Profit/(loss) before Tax (III-IV)		-	-
VI	Tax Expense			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	(3) (Excess)/Short provision for tax of earlier years		-	-
	Total tax expenses (VI)		-	-
VII	Profit/(Loss) after tax (V-VI)		-	-
VIII	Other comprehensive income		-	-
IX	Total Comprehensive income for the period (VII+VIII)		-	-
X	Earning per equity shares		-	-

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

FOR K.K. & COMPANY
 CHARTERED ACCOUNTANTS
 FRN : 007691C

(MANOJ KURIA)
 PARTNER
 M.No. : 075574

PRATIBHA PAL
 EXECUTIVE DIRECTOR
 DIN - 07923882

FOR AND ON BEHALF OF
 UJJAIN SMART CITY LIMITED

SANJAY MISHRA
 DIRECTOR
 DIN - 07642242

P.K. CHOUHAN
 CFO

MANOJ MAHESHWARI
 COMPANY SECRETARY
 M. No. - F-7878

Place : Ujjain
 Date : 02/01/19

UJJAIN SMART CITY LIMITED
CIN : U75100MP2016SGC041772
Cash Flow Statement for the year ended on 31.03.2018

		Amount Rupees	
S. No.	Particulars	31st March 2018	31st March 2017
1	Cash flow from operating activities:		
	Profit before tax	-	-
	<u>Adjustments for non-cash items</u>		
	Non-current Assets written off	-	425,670
	Operating profit before changes in working capital	-	425,670
	<u>Adjustment for Movements in working capital :</u>		
	Increase(decrease) in trade payable	32,490,877	2,531,040
	Increase(decrease) in short term provisions	356,465	149,848
	Increase(decrease) in other current liabilities	11,510,652	-
	Decrease(increase) in other current assets	(18,894,659)	-
	Cash flows from operating activities(A)	25,463,335	3,106,558
2	Cash Flow from investing activities		
	Purchase of fixed assets	(63,080)	-
	Capital Work-in-progress	(18,595,925)	-
	Capital advances	(11,339,456)	-
	Increase in other Non-current Assets	-	(2,128,350)
	Decrease in other Non-current Assets	1,702,680	-
	Cash flows from investing activities (B)	(28,295,781)	(2,128,350)
3	Cash Flow from financing activities		
	Proceeds of issuance of share capital	1,999,000,000	1,000,000
	Proceeds of Government grant received	1,566,505,930	1,919,587,924
	Government grants adjusted towards share capital	(1,999,000,000)	-
	Cash flow from financing activities (C)	1,566,505,930	1,920,587,924
	Components of cash and cash equivalents		
	NET INCREASE/DECREASE IN CASH & CASH EQUIVALENT		
4	(A)+(B)+(C)	1,563,673,484	1,921,566,132
5	Opening Cash & Cash Equivalents	1,921,566,132	-
6	Closing Cash Equivalents (4+5)	3,485,239,616	1,921,566,132

FOR K.K. & COMPANY
 CHARTERED ACCOUNTANTS
 FRN 7007691C

(MANOJ GUPTA)
 PARTNER
 M.No. : 075574

PRATIBHA PAL
 EXECUTIVE DIRECTOR
 DIN -07923882

SANJAY MISHRA
 DIRECTOR
 DIN - 07642242

P.K. CHOUHAN
 CFO

MANOJ MAHESHWARI
 COMPANY SECRETARY
 M. No. - F-7878

FOR AND ON BEHALF OF
 UJJAIN SMART CITY LIMITED

Place : Ujjain
 Date : 07/04/19

1. CORPORATE INFORMATION –

Ujjain Smart City Limited ("USCL" or the "Company") is a public limited company domiciled and incorporated in India under the Companies Act, 2013("the Act"). The registered office of the Company is situated at Simhast Mela Karyalay, Kothi Road, Ujjain. USCL is Special Purpose Vehicle (SPV) formed under Smart City Mission of the Government of India for implementation of Smart City projects in Ujjain. The core objective of Ujjain Smart City Limited is to provide core infrastructure, decent quality of life to citizen of Ujjain with clean & sustainable environment and application of Smart solutions.

2. SIGNIFICANT ACCOUNTING POLICIES -

2.1. Basis of preparation & presentation of financial statements:

The financial statement has been prepared in accordance with the Indian Accounting Standards (Ind AS) on the historical cost basis and accrual basis, as explained in accounting policy below. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rule, 2015 and the relevant amendments made thereunder. Historical cost is generally based on fair value of the consideration given in exchange for good & services.

The Company was incorporated on November 2, 2016. The first IND AS financial statements of the company are presented for the period April 1, 2017 to March 31, 2018 and financial statement for FY 2016-17 are converted in IndAS as per the requirements of the Act.

Figures for the previous year have been regrouped and/or rearranged wherever considered necessary so as to make them comparable with the current year's figures.

2.2. Use of estimates

The preparation of these financial statements in conformity with the recognition and measurement principles of IndAS requires the Management of the Company to make estimates and assumption that affect reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statement and the reported amounts of income and expenses for the period presented.

Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. The Management believes that the estimates used in preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between actual results and estimates are recognised in the period in which the results are known/materialise.



Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Provisions are reviewed at each reporting date and adjusted to reflect current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed.

2.3. Revenue Recognition

Income is recognized on accrual basis by including all the taxes and cess collectible in respect of such income.

2.4. Government Grant

As per para 10.3 of The Mission Statement & Guidelines, funds provided to the SPV will be in the form of tied grant and to be kept in a separate grant fund. These funds will be utilised only for the purposes for which the grants have been given and subject to condition laid down by the MOUD and the hence the same is treated as non-current liabilities as per IndAS 20.

Government grants are not recognised until there is a reasonable assurance that the company will comply with the conditions attaching to them and that the grant will be received.

Government grant whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as non-current liability in the balance sheet and transferred to profit & loss on a systematic and rational basis over the useful lives of the related assets.

Revenue related Government grants are recognised in the profit and loss on a systematic basis over the periods in which the company recognises as expenses the related cost for which grants are intended to compensate.

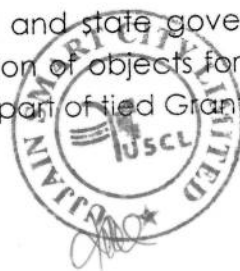
Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the company with no future related costs are recognised in profit and loss in the year in which they become receivable.

The interest accrued on the funds received from GOI and state government cannot be utilised for the purpose other than for the implementation of objects for purpose for which this SPV is formed, and hence the same is considered as part of tied Grant.



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2.5. Employee Benefits

Short term employee benefits –Employee benefits payable wholly within 12 months of receiving employee services are classified as short term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee service is recognised as an expense as the related services is rendered by the employees.

Post-employment and other long-term employee benefits–The company doesn't provide and nor expects to provide any post-employment or other long term employee benefits to employees.

2.6. Property, Plant & Equipment, Capital Work in Progress

As per the Smart City Mission guidelines, the company is required to plan, appraise, approve, release funds, implement, manage, operate, monitor and evaluate the Smart City Development Projects.

Cost incurred during development of smart city projects is recognised as Capital work in progress. Capital work in progress is carried at cost until construction and installation are complete and the asset is ready for its intended use.

2.7. Intangible Assets

Intangible assets are recognised at cost. Accounting software is recognised as intangible assets and is tested for impairment at the end of each financial reporting period.

2.8. Cash & cash equivalent

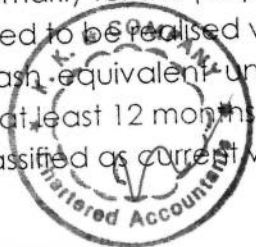
The Company considers all highly liquid financial instrument, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturity of three months or less from the date of purchase, to be cash equivalent. Cash & cash equivalents consists of balances with banks which unrestricted for withdrawal and usage.

2.9. Current & Non-current classification

The Company presents assets & liabilities in the balance sheet based on current/non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realised within 12 months after the date of reporting period, or
- Cash & cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting period.

A liability is classified as current when it satisfies any of the following criteria



For and on behalf of

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

A liability is classified as current when it satisfies any of the following criteria

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the date of reporting period,
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

The Company has identified 12 months as its operating cycle.

2.10. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments 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.

2.11. Project Development and Consultancy

Company has appointed IPE International as Project Development and Management Consultant for Strategic & Project Management. During the year, Company has provided a sum of Rs. 5,75,05,288 payable to the consultants and same have been charged to profit & loss account as per the Smart Mission Guideline para 11.4 (ii).

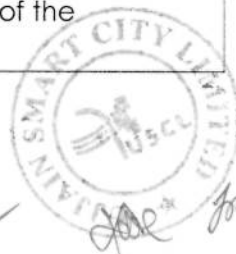
2.12. Deferred tax

The deferred tax is recognized only to the extent that there is a reasonable certainty that taxable profit will be available against which those deductible temporary timing differences can be utilised. Since the company will have no taxable profits in the future, thus deferred tax is not recognized in the books of accounts.

2.13. Related Party Disclosure

A) List of Related Parties

S. No.	Name of Person	Relation
1	Madhya Pradesh Urban Development Co. Limited	Holding Company
2	Ujjain Municipal Corporation	Substantial Interest in the Company
3	Awadhesh Sharma	CEO of the company
4	P.K. Chouhan	CFO of the company
5	ManojMaheshwari	Company Secretary of the company



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

B) Following are the related party transaction carried out during the year:

S. No.	Name of the Related Party	Nature of transaction	Relation	Amount paid during the current year	Amount paid during the previous year
1	Awadhesh Sharma	Salary	CEO of the company	14,67,128	4,52,787
2	Manoj Maheshwari	Salary	Company Secretary of the company	2,89,196	-

C) Accounts of outstanding items pertaining to related parties at the balance sheet date :

S. No.	Name of the Related Party	Nature of transaction	Relation	Balance at the end of current year	Balance at the end of previous year
1	Awadhesh Sharma	Salary	CEO of the company	89,742	83,848
2	Manoj Maheshwari	Salary	Company Secretary of the company	54,788	-

2.14. Contingent Liabilities

The company is contingently liable for the amount of interest/penalties if any leviable in the matters of Income Tax, TDS, GST and Professional tax and matters relating to short or late deposit of TDS.

FOR K.K. & COMPANY
CHARTERED ACCOUNTANTS
FRN: 007691C

(MANOJ GUPTA)
PARTNER
M. No. : 075574

FOR AND ON BEHALF OF
UJJAIN SMART CITY LIMITED

PRATIBHA PAL
EXECUTIVE DIRECTOR
DIN - 07923882

SANJAY MISHRA
DIRECTOR
DIN - 07642242

P.K. CHOUHAN
CFO

MANOJ MAHESHWARI
COMPANY SECRETARY
M. No. - F-7878

Place :Ujjain
Date : 07/11/19



UJJAIN SMART CITY LIMITED

STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
1,000,000	1,999,000,000	2,000,000,000

B. Other Equity

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings	
Balance at the beginning of the reporting period	-	-	-	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	-	-	-	-



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NOTES FORMING PART OF FINANCIAL STATEMENTS

		Amount Rupees	
		31st March, 2018	31st March, 2017
1	Capital Work in Progress		
	a Capital wok-in-progress	18,595,925	-
		18,595,925	-
2	Other Intangible assets		
	a Softwares	63,080	-
		63,080	-
3	Financial Assets		
	Other financial assets		
	a Mobilization Advance	11,339,456	-
		11,339,456	-
4	Other Non-Current Assets		
	a Preliminary & Pre-operative Expenses (to the extent not written/off)	-	1,702,680
		-	-
5	Cash & Cash Equivalents		
	a Unrestricted Balance with Bank	584,532,616	1,921,566,132
	b Cash in Hand	7,000	-
	c Other Bank Balances	2,900,700,000	-
		3,485,239,616	1,921,566,132
6	Other financial assets		
	a TDS Receivable (AY-2018-2019)	18,894,659	-
		18,894,659	-



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NOTES FORMING PART OF FINANCIAL STATEMENTS

7	Share Capital	31st March, 2018	31st March, 2017
	Authorised shares: 200000000 number of Equity shares of	2,000,000,000	2,000,000,000
	Issued, subscribed and fully paid up shares: 100000 number of Equity shares of Rs. 10 each 20000000 number of Equity shares of Rs. 10 each	- 2,000,000,000	1,000,000 -
	Total Issued, subscribed and fully paid up share capital	2,000,000,000	1,000,000

A. Terms/rights attached to equity shares

The company has only one class of equity shares having par value Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive assets of the company remaining after settlement of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

B. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	31st March 2018	31st March 2017
Shares outstanding at the beginning of the year	100,000	-
Shares issued during the year	199,900,000	100,000
Shares bought back during the year	-	-
Shares outstanding at the end of the year	200,000,000	100,000

C. Shares in respect of each class in the Company held by its holding company

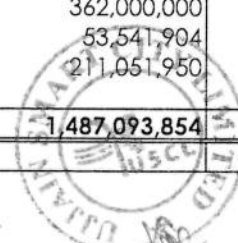
	31st March 2018	31st March 2017
Madhya Pradesh Urban Development Co. Ltd.	100,000,000	50,000

As per the clause no 12(V) of the Articles of Association of the Company "Except nominee of the Central Government and the Mayor, appointment of all the directors of the Company or change therein shall be done with approval of MPUDCL. So MPUDCL is having control over the composition of the Board of Directors of the Company and hence as per the Section 2(87)(i) of the Companies Act 2013, the Company is a subsidiary of MPUDCL.

D. Details of shareholders holding more than 5 % shares in the Company

Name of Shareholder	31st March 2018		31st March 2017	
	No. of shares	% of holding	No. of shares	% of holding
Madhya Pradesh Urban Development Co. Ltd.	100,000,000	50	50,000	50
Ujjain Municipal Corporation	100,000,000	50	50,000	50

8	Other Non-Current Liabilities	31st March 2018	31st March 2017
	Government Grants		
a	Project Grant received from Central Government	860,500,000	870,000,000
b	Project Grant received from State Government	362,000,000	999,500,000
c	Revenue related Grant	53,541,904	48,739,103
d	Interest on Grant	211,051,950	1,348,821
		1,487,093,854	1,919,587,924



Forward

UJJAIN SMART CITY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

		Amount Rupees	
		31st March, 2018	31st March, 2017
9	Trade Payables		
	a Trade Payables	35,021,917	2,531,040
		35,021,917	2,531,040
10	Other Current Liabilities		
	a Duties & Taxes	2,154,517	-
	b EMD	846,000	-
	c Performance Security	493,572	-
	d Retention/ withheld money	8,016,563	-
		11,510,652	-
11	Short-term Provisions		
	a Provision for Employee Benefit	366,411	90,848
	b Other Provisions	139,902	59,000
		506,313	149,848
12	Other Incomes		
	a Tender Fee	811,500	78,000
	c Transfer from Revenue Grant	61,620,269	1,260,897
	d Written Off	203	-
	b Others	-	1,250
		62,431,972	1,340,147
13	Employee Benefit Expenses		
	a Salary	2,436,252	452,787
		2,436,252	452,787



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NOTES FORMING PART OF FINANCIAL STATEMENTS

		Amount Rupees	
14	Other Expenses	31st March, 2018	31st March, 2017
	-	-	81,856
	- Advertisement Expenses	59,000	59,000
	- Audit Fees	-	425,670
	- Pre Operative Expenses incurred by UMC w/off	427,100	172,500
	- Professional Fees	155,792	41,132
	- Tour & Traveling Expenses	602,843	92,087
	- Vehicle Running & Maintenance	62,700	-
	- ROC Challan Payment	458,763	-
	- Electricity Expenses	412,882	-
	- HR Consultancy Fees	89,677	-
	- Interest on TDS	57,505,288	-
	- Project Management Consultancy Fee	53,122	-
	- Board Meeting Expenses	168,553	15,115
	- Other Misc Expenses		
		59,995,720	887,360



Signature

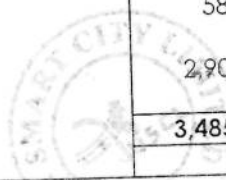


ANNEXURE TO NOTE - 1	31st March 2018	31st March 2017
Capital work-in-progress		
- Branding & Promotion Project	1,836,404	-
- Maa Kshripa Aarti Project	2,174,725	-
- MRIDA Project	1,150,500	-
- Smart Class	12,940,725	-
- VTMS Project	493,571	-
	18,595,925	-

ANNEXURE TO NOTE - 3	31st March 2018	31st March 2017
Mobilization Advance		
- M.P.Urja Vikas Nigam ,Bhopal (Solar Project)	10,020,000	-
- PK Online Ventures (P) Ltd.	1,319,456	-
	11,339,456	-

ANNEXURE TO NOTE - 4	31st March 2018	31st March 2017
OTHER NON-CURRENT ASSETS		
<u>Preliminary Expenses</u>		
<u>Opening Balance</u>	1,702,680	-
Incorporation Expenses (A)	-	17,768,350
<u>Other Pre-operative Exp. (B)</u>	-	3,965,000
Consultancy Fees	-	395,000
Public Consultation	-	-
Total Preliminary & Pre-operative Expenses (A+B)	1,702,680	22,128,350
Less : Grant Received	-	20,000,000
Less : Amount incurred by UMC	1,702,680	-
Preliminary & Pre-operative Exp. Incurred by Company	-	2,128,350
Less : Written off	-	425,670
Closing Balance	-	1,702,680

ANNEXURE TO NOTE - 5	31st March 2018	31st March 2017
Cash & Cash Equivalents		
(i) Unrestricted Balance with Bank	584,532,616	1,921,566,132
(ii) Cash in Hand	7,000	-
(iii) Other Bank Balances	2,900,700,000	-
	3,485,239,616	1,921,566,132



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ANNEXURE TO NOTE - 6	31st March 2018	31st March 2017
- TDS Receivable (AY-2018-2019)	18,894,659	-
	18,894,659	-

ANNEXURE TO NOTE - 8	31st March 2018	31st March 2017
Government Grants as required under Ind AS 20		
- Project Grant received from Central Government		
Opening Balance	870,000,000	-
Add : (1) Funds received (2) Excess earmarked funds for Revenue expenditure in FY 16-17	960,000,000 30,000,000	900,000,000 -
Total	1,860,000,000	900,000,000
Less : (1) Earmarked funds for Revenue expenditure (2) Transfer to Share Capital	- 999,500,000	30,000,000 -
Closing Balance	860,500,000	870,000,000
- Project Grant received from State Government		
Opening Balance	999,500,000	-
Add : Funds received	912,000,000	1,000,000,000
Total	1,911,500,000	1,000,000,000
Less : (1) Transfer to Share Capital (2) Transfer back funds to State (Note 2) (3) Earmarked funds for Revenue expenditure for FY 17-18	999,500,000 500,000,000 50,000,000	500,000 - -
Closing Balance	362,000,000	999,500,000
- Revenue related grants		
Opening Balance	48,739,103	-
Add : (1) Fund received from Central Government (2) Fund received from State Government for Current Year(17-18) (3) Fund received from State Government for Previous Year(16-17) (4) Pre incorporation exp incurred by UMC in PY 16-17	- 48,000,000 50,000,000 2,128,350	50,000,000 - - -
	148,867,453	50,000,000



UJJAIN SMART CITY LIMITED
Amount Rupees
Less :

- (1) Transferred to Profit & Loss Account on proportionate basis
- (2) Excess earmarked funds for Revenue expenditure in FY 16-17
- (3) Share Issue Expenses
- (4) Pre incorporation exp incurred by UMC in PY 16-17 adjusted

61,620,269	1,260,897
30,000,000	-
2,002,600	-
1,702,680	-
53,541,904	48,739,103
211,051,950	1,348,821
211,051,950	1,348,821
1,487,093,854	1,919,587,924

Closing Balance
- Interest on Grant

Interest on earmarked funds

Closing Balance
Note

1 Note: In case of Grant received from Government of India, Rs 2,00,00,000 was paid to Ujjain Municipal Corporation (UMC) before incorporation of the Company for preparation of Smart City Proposal (SCP). UMC had incurred actual expenses to the tune of Rs. 2,21,28,350/-. The excess amount incurred by UMC is not payable by the Company and hence the balance of Preliminary & Preoperative expenses, as incurred by UMC, have been adjusted against the same.

2 With reference to letter from Directorate, Urban Administration & Development, MP, Bhopal, No 2144/SC/UAD/2017 dated 21/12/2017, Ujjain Smart City was directed to transfer an amount of INR 50.00 Crores. The amount had been credited from share of State to the account of Bhopal Smart City Limited

ANNEXURE TO NOTE - 9
TRADE PAYABLE

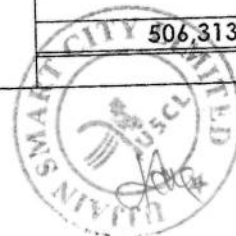
- IPE International
- Mount Talent Consulting Pvt Ltd
- PK Online Ventures (P) Ltd.
- Precise Automation & Robotics
- Primeone Workforce Ltd
- Religious Tourism Pvt Ltd
- Ujjain Municipal Corporation
- VSN International
- Other Payables

31st March 2018	31st March 2017
19,590,390	-
269,892	-
1,392,400	-
451,744	-
108,000	-
270,000	-
-	2,128,350
12,721,391	-
218,100	402,690
35,021,917	2,531,040


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ANNEXURE TO NOTE - 10	31st March 2018	31st March 2017
Duties & Taxes		
- TDS Payable (194C)	221,922	-
- TDS Payable (194J)	1,932,595	-
	2,154,517	-
EMD		
- Satguru Construction Company	836,000	-
- VSN International	10,000	-
	846,000	-
PERFORMANCE SECURITY		
- Precise Automation & Robotics	493,572	-
	493,572	-
Retention/Withheld Money		
- IPE International	7,910,063	-
- PK Online Ventures Pvt. Ltd.	106,500	-
	8,016,563	-
	11,510,652	-

ANNEXURE TO NOTE - 11	31st March 2018	31st March 2017
SHORT TERM PROVISIONS		
Provision for Employee Benefit		
- GIS Payable	600	400
- GPF Payable	4,400	4,400
- Professional Tax Payable	1,988	200
- Salary Payable	316,291	83,848
- TDS Payable	35,471	2,000
- ESI Payable	252	-
- Performance Linked Bonus-Employee	7,409	-
	366,411	90,848
Other Provisions		
- K.K. & Company	83,000	59,000
- Electricity Expenses Payable	56,902	-
	139,902	59,000
	506,313	149,848



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भारतीय लेखापरीक्षा और लेखा विभाग

कार्यालय महालेखाकार

(सामान्य एवं सामाजिक क्षेत्र लेखापरीक्षा)

मध्य प्रदेश, ग्वालियर - 474 002

INDIAN AUDIT & ACCOUNTS DEPARTMENT

OFFICE OF THE ACCOUNTANT GENERAL (G & SSA)

MADHYA PRADESH, GWALIOR - 474 002

दिनांक / DATE : 02.12.2019

उज्जैन स्मार्ट सिटी लिमिटेड

उज्जैन, मध्य प्रदेश

आवक नम्बर 1682

दिनांक 05/12/19

प्रति,

मुख्य कार्यपालन अधिकारी

उज्जैन स्मार्ट सिटी लिमिटेड

मेला कार्यालय, कोठी पैलेस,

उज्जैन, मध्य प्रदेश - 456011

विषय : उज्जैन स्मार्ट सिटी लिमिटेड, उज्जैन के 31 मार्च 2018 को समाप्त वर्ष के लेखाओ पर कंपनी अधिनियम 2013 की धारा 143(6)(ख)के अधीन भारत के नियंत्रक महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

मैं उज्जैन स्मार्ट सिटी लिमिटेड, उज्जैन के 31 मार्च 2018 को समाप्त वर्ष के लेखाओ पर कंपनी अधिनियम 2013 की धारा 143(6)(ख)के अधीन भारत के नियंत्रक महालेखापरीक्षक की टिप्पणियाँ सहित प्रमाण पत्र भेज रहा हूँ। जिसे आप संचालको के प्रतिवेदन के साथ अनुलग्नक के रूप में वार्षिक लेखों में प्रकाशित करें।

वार्षिक लेखे विधान सभा में प्रस्तुत करने के बाद उसकी 5 प्रति इस कार्यालय को प्रेषित करनेका कष्ट करे तथा पत्र की पावती भिजवाएं।

भवदीय

संलग्न : उपरोक्तानुसार

उपमहालेखाकार (सामाजिक क्षेत्र III)

ऑडिट भवन, झांसी रोड, ग्वालियर - 474 002,

दूरभाष: 0751-2323504, 2323505, 2436827, फैक्स : 0751-2631290

AUDIT BHAWAN, JHANSI ROAD, GWALIOR-474002

Telephone : 0751-2323504, 2323505, 2436827, Fax : 0751-2631290

E-mail : agaumadhyapradesh1@cag.gov.in

प्रतिलिपि:—

महानिदेशक (मध्य क्षेत्र), भारत के नियंत्रक महालेखा परीक्षक का कार्यालय 9, दीनदयाल उपाध्याय मार्ग नई दिल्ली की ओर, उज्जैन स्मार्ट सिटी लिमिटेड, उज्जैन के 31 मार्च 2018 को समाप्त वित्तीय वर्ष के लेखाओं के संबंध में भारत नियंत्रक एवं महालेखापरीक्षक की टिप्पणीयाँ जैसी कि संबंधित कम्पनी को भेजी गई है, अग्रेषित है।

— हस्ता —
उपमहालेखाकर
सामाजिक क्षेत्र III

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143 (6) (b) OF THE COMPANIES ACT, 2013 ON THE
FINANCIAL STATEMENTS OF UJJAIN SMART CITY LIMITED FOR THE
YEAR ENDED 31 MARCH 2018**

The preparation of financial statements of Ujjain Smart City Limited for the year ended 31 March 2018 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 Act are responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the 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 07 January 2019.

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 Ujjain Smart City Limited for the year ended 31 March 2018. 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. Based on my supplementary audit, I would like to highlight the following significant matters under Section 143(6)(b) of the Act which have come to my attention and which in my view are necessary for enabling a better understanding of the Financial Statements and the related audit report.

Comments on Financial Position

Balance Sheet

Liabilities

Non-Current Liabilities

Other Non-current Liabilities (Note 8) – ₹ 148.71 Crore

1. Directorate, Urban Administration & Development, Government of Madhya Pradesh directed (December 2017) to the Company to transfer ₹ 50 Crore to Bhopal Smart City Development Corporation Limited (BSCDCL) for financing, out of unutilized Grant received from State Government. Accordingly, the Company transferred ₹ 50 crore out of Other Non Current Liabilities (Government Grant). However, as per Smart City Mission guidelines, Grant available with one Smart City Company (SCC) cannot be transferred to another SCC.

As object of the State Government is to provide temporary funds to BSCDCL, hence, instead of reducing the amount from Other Non Current Liabilities, it should have been shown as amount receivable under Current Assets from BSCDCL.

This has resulted in understatement of Other Non Current Liabilities (Government Grant) and Current Assets (Receivable) by ₹ 50 Crore.

Auditor's Report

2. A reference is invited to point no. i (a) & (b) of Annexure-B to the Auditor's Report relating to compliance of CARO 2016 wherein it has been stated that fixed assets were verified by the management of the Company during the year and according to the information and explanation given to us, no material discrepancy were noticed during such verification. However, it was observed that the Company has no fixed assets as on

31.03.2018 as such no physical verification of assets was conducted. In view of this, the opinion expressed by Statutory Auditor in its Auditor's Report is deficient to that extent.

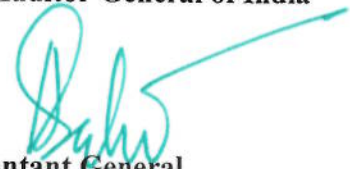
General

3. The Company has prepared its accounts for the year 2017-18 as per Ind AS. However, the Company has not adopted Accounting Policy no 1 (e) relating to charging of 1/5th of preliminary & pre-operative expenses followed in 2016-17. As per requirement of Para 28 of Ind AS 8 disclosure relating change in Accounting Policy along with its impact on accounts was not disclosed in Notes to Accounts.

4. The Company terminated (29.12.2018) promotion and branding project before signing of the financial statements by Statutory Auditors on 07.01.2019. As expenditure of ₹ 18.36 lakh was booked in accounts as Capital Works-in-Progress, which being a significant amount of total project expenditure, the above facts should have been disclosed in Notes to Accounts as per requirement of Para 21 of Ind AS 10 –Events after the Reporting Period.

Place: Gwalior
Date: 02.12.2019

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



Accountant General
(General & Social Sector Audit)
Madhya Pradesh, Gwalior

The C&AG Comments and Explanation thereon are given as below

No.	AG Comments	Reply of the Management
1	<p>Balance Sheet</p> <p>Liability</p> <p>Non-Current Liabilities</p> <p>Other Non-Current Liabilities –INR 148.71 Crore</p> <p>Directorate, urban Administration & Development, M.P Bhopal vide Letter Reference number 2144/SC/UAD/2017 dated 21/12/2017 Directed (December 2017) to the Company to transfer INR 50 Crore to Bhopal Smart City Development Corporation Limited for financing, out of unutilized grant received from State Government.</p> <p>Accordingly, the Company transferred INR 50 Crore out of Non-Current Liabilities (Government Grant). However, as per Smart City Mission guidelines, Grant available with one Smart City Company can't be transferred to another SCC.</p> <p>As object of the State Government is to provide temporary funds to BSCDCL, hence, instead of reducing the</p>	<p>Directorate, urban Administration & Development, M.P Bhopal vide Letter Reference number 2144/SC/UAD/2017 dated 21/12/2017 instructed Ujjain smart City Limited to transfer ₹50 Crore to Bhopal smart City Development Corporation Limited out of grant received from State Government. As per the Direction from the State, Ujjain smart City Limited transferred the amount in the account of Bhopal smart City Development Corporation Limited.</p> <p>Facts of the case are as follows.</p> <ol style="list-style-type: none"> 1. Ujjain Smart City received fund of INR 196 Crore as grant from State Government under Smart City Mission during the FY 2017-18. Amount received has been accounted for as grant received from the State government as per the requirement of INDAS 20 Accounting for Government Grants and Disclosure of Government Assistance. 2. As per the direction received from the Directorate INR 50 crore has been transferred back. 3. Since the money received is a share of State Government to Ujjain Smart City under Smart City Mission and transfer was on the instruction of state Directorate, therefore we have been requesting money of INR 50 crore back from the State authorities. 4. Transaction has been reported as “transferred back to State” in all correspondences with Central and State authorities. <p>Accounting of Grant received and transfer of INR 50 crore</p>

	amount from Other Non-Current Liabilities, it should have been shown as amount receivable under Current Assets from BSCDCL.	<p>5. Transfer of money to BSCDCL is only a banking transaction wherein money has been credited to the account of Bhopal Smart City Limited on instruction of the State authorities. Neither BSCDCL has raised any demand on Ujjain smart City Limited for any funds, neither any contract/agreement signed between Bhopal and Ujjain in this regard.</p> <p>6. As per the INDAS 20 “Accounting for Government Grants and Disclosure of Government Assistance, government grant is not recognized until there is reasonable assurance that the grant will be received. Considering the facts, transfer of INR 50 crore has been accounted for as a reduction from the State Government Grant. It is submitted that the accounting of transaction is in line with the accounting standard and accounting practice.</p>
2	Auditor’s Report	Response will be submitted by Auditor
	<p>General</p> <p>3) The Company has prepared its accounts for the year 2017-18 as per INDAS. However, the Company has not adopted Accounting policy no 1 relating to charging of 1/5th of preliminary & pre-operative expenses followed in 2016-17. As per the requirement of para 28 of INDAS 8 disclosure relating to change in Accounting Policy along with its impact on accounts was not disclosed in Notes to Accounts.</p> <p>4) The Company Terminated (29-12-2018) promotion and branding project before</p>	<p>3) It is submitted that Separate disclosure of change in accounting policy will be taken care in future.</p>

	<p>signing of the financial statement by Statutory Auditors on 07.01.2019. As expenditure of INR 18.36 lakh was booked in accounts as Capital Work-in-Progress, which being a significant amount of total project expenditure, the above facts should have been disclosed in Notes to Accounts as per requirement of Para 21 of IND AS 10-Events after Reporting Period.</p>	<p>4) We had finalized Financial Statement for FY 2017-18 in Oct 2018, much before the termination notice to vendor, however we could not manage to get the dates from audit committee members and board members due to State Assembly election in November 2018 and December 2018 for approval of accounts.</p> <p>Immediately after elections audit committee meeting on December 14, 2018 and committee approved financial accounts for FY 2017-18. We also made efforts to fix date from members of Board for meeting of Board of Directors. Unfortunately board meeting dates got postponed again and again beyond control of Ujjain Smart City Limited. Lastly it was decided to hold the meeting on January 7, 2019. Board meeting notice along with agenda had been circulated on December 31, 2019, 7 days prior to the meeting.</p> <p>Considering the facts, it was requested to drop the para and it is submitted that relevant disclosure will be taken care of in future.</p>
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