

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U75100MP2016SGC035528

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECI1074P

(ii) (a) Name of the company

INDORE SMART CITY DEVELOP

(b) Registered office address

Smart City Office, Nehru Park Campus
Indore
Indore
Madhya Pradesh
452003

(c) *e-mail ID of the company

smartcityindore16@gmail.com

(d) *Telephone number with STD code

07312535572

(e) Website

www.smartcityindore.org

(iii) Date of Incorporation

11/03/2016

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	State Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)(viii) *Whether Annual general meeting (AGM) held Yes No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted Yes No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	O	Public Services by Government agencies	O1	Administration relating to Executive, Legislation and other public service by	85.3
2	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	14.7

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MADHYA PRADESH URBAN DE <input style="font-size: 8px; vertical-align: middle;" type="button" value="+"/>	U75110MP2015SGC034139	Holding	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	200,000,000	200,000,000	200,000,000
Total amount of equity shares (in Rupees)	2,000,000,000	2,000,000,000	2,000,000,000	2,000,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares with Voting Rights				
Number of equity shares	200,000,000	200,000,000	200,000,000	200,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	2,000,000,000	2,000,000,000	2,000,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	200,000,000	0	200000000	2,000,000,000	2,000,000,000	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	200,000,000	0	200000000	2,000,000,0	2,000,000,0	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text" value="23/12/2020"/>
Type of transfer	<input type="text" value="Equity Shares"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="10"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text" value="0"/>

Ledger Folio of Transferor		12	
Transferor's Name	Jatav	Kumar	Lokesh
	Surname	middle name	first name
Ledger Folio of Transferee		16	
Transferee's Name	Singh		Manish
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		23/12/2020	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	0

Ledger Folio of Transferor		10	
Transferor's Name	Singh	Kumar	Swatantra
	Surname	middle name	first name
Ledger Folio of Transferee		17	
Transferee's Name	Jain	Chandra	Prakash
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

31,963,123

(ii) Net worth of the Company

1,953,468,057

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	50	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	99,999,990	50	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Urban Local Body	99,999,960	50	0	
	Total	200,000,000	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	4	0	4	0	0
B. Non-Promoter	0	2	0	1	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	1	0	0
C. Nominee Directors representing	1	4	1	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	1	4	1	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	10	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Manish Singh	05277748	Nominee director	10	
Mr. Ashwini Kumar	07598593	Nominee director	0	
Mr. Shiv Kant Mudgal	07669930	Nominee director	10	
Mr. Vivek Sarotriya	08496974	Nominee director	10	
Mr. Sanjay Mohase	07092076	Nominee director	0	
Mr. Nayan Chimanlal Patil	00252378	Director	0	
Mrs. Pratibha Pal	07923882	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Prakash Chandra Jaiswal	09120765	Nominee director	10	
Mr. Anurag Kumar Saxena	BBFPS9525K	Company Secretary	0	
Mrs. Rachna Gaur	AVGPP8576R	CFO	0	
Mrs. Sheetla Patle	CPZPP4221G	CEO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

13

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Asheesh Singh	07636828	Nominee director	13/05/2020	Cessation
Mr. Swatantra Kumar Singh	08277453	Nominee director	22/09/2020	Cessation
Mr. Lokesh Kumar Jaiswal	08383862	Nominee director	13/05/2020	Cessation
Mr. Deepak Ratnawat	07640768	Nominee director	08/03/2021	Cessation
Mrs. Deepti Vyas	08277439	Director	15/02/2021	Cessation
Mr. Manish Singh	05277748	Nominee director	13/05/2020	Appointment
Mr. Cheeran Unny Roy	07640497	Nominee director	18/05/2020	Appointment
Mr. Tejaswi Subray Nayak	07063233	Nominee director	18/05/2020	Cessation
Mrs. Pratibha Pal	07923882	Nominee director	13/05/2020	Appointment
Mr. Cheeran Unny Roy	07640497	Nominee director	15/12/2020	Cessation
Mr. Prakash Chandra Jaiswal	09120765	Nominee director	23/03/2021	Appointment
Mrs. Aditi Garg	AODPG4903M	CEO	18/02/2021	Cessation
Mrs. Sheetla Patle	CPZPP4221G	CEO	19/02/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Adjourned 3rd Annual General Meeting	26/12/2020	7	6	50
4th Annual General Meeting	26/12/2020	7	6	50

B. BOARD MEETINGS

*Number of meetings held

1

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/12/2020	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

3

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/12/2020	3	2	66.67
2	Stakeholders Forum	23/12/2020	3	3	100
3	Nomination and Remuneration	23/12/2020	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
		(Y/N/NA)						
1	Mr. Manish Srivastava	1	1	100	0	0	0	
2	Mr. Ashwini Kumar	1	1	100	0	0	0	
3	Mr. Shiv Kant	1	1	100	1	0	0	
4	Mr. Vivek Sarda	1	1	100	0	0	0	
5	Mr. Sanjay Mehta	1	1	100	1	1	100	

6	Mr. Nayan Chi	1	1	100	3	3	100	
7	Mrs. Pratibha	1	1	100	0	0	0	
8	Mr. Prakash C	0	0	0	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ADITI GARG	CEO	1,037,056	0	0	0	1,037,056
2	ANURAG KUMAR S	CS	814,803	0	0	0	814,803
3	RACHNA GAUR	CFO	949,511	0	0	0	949,511
4	SHEETLA PATLE	CEO	192,317	0	0	0	192,317
	Total		2,993,687	0	0	0	2,993,687

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NAYAN CHIMANLA	Independent Dir	0	0	0	45,000	45,000
2	DEEPTI VYAS	Independent Dir	0	0	0	45,000	45,000
	Total		0	0	0	90,000	90,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

As per the sheet attached.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment Yes No**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

 Associate Fellow

Certificate of practice number

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

07923882

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

8115

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of BoD and KMPs_Indore Smart City_2
List of Promoters_Indore Smart City_2020-
List of Shareholders_Indore Smart City_20
Reasons and Observations_Indore Smart C
Cert True Copy of BR for eFiling_Indore Sr
Draft MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

List of Board of Directors & Key Managerial Personnel

of

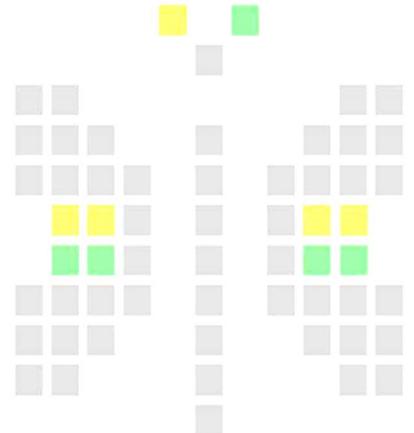
Indore Smart City Development Limited

As on 31.03.2021

Sr. No.	DIN/PAN	Full Name	Designation in ISCDL	Representing Post / Department	Date of Appointment
1.	05277748	Shri MANISH SINGH (IAS)	Chairman	District Collector, Indore	13-05-2020
2.	07923882	Smt. PRATIBHA PAL (IAS)	Executive Director	Commissioner, IMC	13-05-2020
3.	07598593	Shri ASHWINI KUMAR	Nominee Director	Central Government Representative	09-08-2019
4.	09120765	Shri PRAKASH CHANDRA JAIN	Nominee Director	Officials of MPUDCL	23-03-2021
5.	08496974	Shri VIVEK SAROTRIYA (IAS)	Nominee Director	Chief Executive Officer, IDA	01-07-2019
6.	07669930	Shri SHIV KANT MUDGAL	Nominee Director	Joint Director, Directorate of T&CP, Indore	11-04-2019
7.	07092076	Shri SANJAY MOHASE	Nominee Director	Chief Engineer, MPPKVCL	05-08-2019
8.	00252378	Shri NAYAN CHIMANLAL PARIKH	Independent Director	-	22-02-2020
9.	CPZPP4221G	Smt. SHEETLA PATLE (IAS)	CEO (KMP)	-	19-02-2021
10.	AVGPP8576R	Smt. RACHNA GAUR	CFO (KMP)	-	29-09-2017
11.	BBFPS9525K	Shri ANURAG KUMAR SAXENA	Company Secretary (KMP)	-	02-09-2016

PRATIBHA PAL, IAS
(Executive Director)
DIN: 07923882
Indore Smart City Development Limited

PLACE:
DATE:

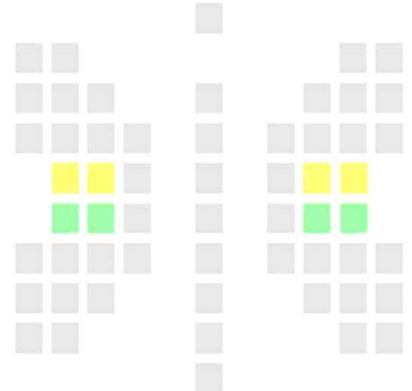


List of Equity Shareholders
of
M/s Indore Smart City Development Limited
as on 31.03.2021

S. No.	Folio No.	Name of Shareholder	Address	Type of Shares	No. of Shares	Nominal Amt. per Share (In Rs.)	Hold-ing Per-centage	Shares issued against
1.	16	Shri Manish Singh, <i>IAS</i>	2, Residency Area Indore, M.P.	Equity	10	10	50%	GoI Grant
2.	02	M/s Indore Municipal Corporation	M.G. Road, Nagar Palika Nigam, Indore, M.P.	Equity	9,99,99,960	10		
3.	15	Smt. Aditi Garg, <i>IAS</i>	E-4, Income Tax Colony, Residency Area, Indore, M.P.	Equity	10	10		
4.	13	Shri Vivek Shrotriya, <i>IAS</i>	B-2, Flat No. 801, I.D.A Scheme No. 140, Indore, M.P.	Equity	10	10		
5.	14	Shri Shiv Kant Mudgal	B-24, Rajdeep Royal, E-8, Trilanga, Bhopal, M.P.	Equity	10	10	50%	GoMP Grant
6.	06	M/s Madhya Pradesh Urban Development Co. Limited	C/o Urban Administration & Development Department Palika Bhawan, 6 No. Bus Stop, Shivaji Nagar, Bhopal, M.P.	Equity	9,99,99,990	10		
7.	17	Shri Prakash Chandra Jain	140-B, Bijli Nagar, Bicholi Hapsi Road, Kanadia, Kanadia, Indore, M.P.	Equity	10	10		
Total					20,00,00,000	-	100%	

PRATIBHA PAL, *IAS*
(Executive Director)
DIN: 07923882
Indore Smart City Development Limited

PLACE:
DATE:



SHAREHOLDING OF PROMOTERS

of

M/s INDORE SMART CITY DEVELOPMENT LIMITED

As on financial year ended on 31/03/2021

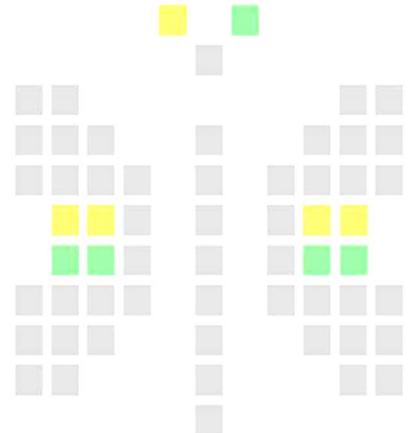
SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	*Shri Lokesh Kumar Jatav, IAS	10	0.00	-	-	-	-	-
	*Shri Manish Singh, IAS	-	-	-	10	0.00	-	-
2	Indore Municipal Corporation	9,99,99,960	50.00	-	9,99,99,960	50.00	-	-
3	* Smt Aditi Garg, IAS	10	0.00	-	10	0.00	-	-
4	* Shri Vivek Sarotriya	10	0.00	-	10	0.00	-	-
5	* Shri Shiv Kant Mudgal	10	0.00	-	10	0.00	-	-
6	Madhya Pradesh Urban Development Co. Limited	9,99,99,990	50.00	-	9,99,99,990	50.00	-	-
7	**Shri Swatantra Kumar Singh, IAS	10	0.00	-	-	-	-	-
	**Shri Prakash Chandra Jain	-	-	-	10	0.00	-	-

*Shares are held as Nominee of Indore Municipal Corporation.

** Shares are held as Nominee of Madhya Pradesh Urban Development Co. Limited.

PRATIBHA PAL, IAS
(Executive Director)
DIN: 07923882
Indore Smart City Development Limited

PLACE:
DATE:



Reasons and Observations of M/s Indore Smart City Development Limited for the Financial Year 2020-21:

- a. As per clause no. 12.1 of Articles of Association, the post of Nominee of Mayor (Indore Municipal Corporation) is vacant as Mr. Shankar Yadav ceased to be a Director w.e.f. 19.02.2020 due to dissolution of Mayor-in-Council of Indore Municipal Corporation.
- b. Adjourned Annual General Meeting for the FY 2018-19, which was required to be held on or before 10.12.2019 was held on 26.12.2020 for the adoption of Financial Statements for the FY 2018-19, which is beyond statutory time period and falling under the non compliance of section 137 of the Act. The Company has filed adopted Financial Statement for the FY 2018-19 with ROC on 24.01.2021.
- c. 04th Annual General Meeting for the FY 2019-20, which was required to be held on or before 31.12.2020, was called on 26.12.2020, this AGM was adjourned due to non-availability of comments from Comptroller and Auditor - General of India on Financial Statement, Auditor Report etc. for the Financial Year 2019-2020. The Company is yet to call Adjourned AGM for FY 2019-20 and adopt the Financial Statement for the year which thereby falls under the non compliance of section 92 and 137 of the Companies Act, 2013.
- d. As per clause no. 12.1 of Articles of Association, the post of Independent Director of the company is vacant as Mrs. Dipti Vyas ceased to be an Independent Director w.e.f. 15.02.2021, due to resignation. Therefore, the Company needs to appoint one more Independent Director in her place.
- e. As per clause no. 12.1 of Articles of Association, the post of Nominee Director (Representative of Madhya Pradesh Urban Development Co. Ltd.) is vacant as Mr. Deepak Ratnawat ceased to be a Nominee Director w.e.f. 08.03.2021, due to Nomination withdrawn by the Appointing Authority and the Authority has nominated Mr. Vijay Singh Solanki in his place. However, the Company cannot appoint him due to non-availability of his Director Identification Number (DIN).
- f. As per clause no. 12.1 of Articles of Association, the post of Nominee Director (Representative of state Government or state Government Undertaking) is vacant as Mr. Swatantra Kumar Singh ceased to be a Nominee Director w.e.f. 22/09/2020 and the Authority nominate Mrs. Ruchika Chouhan in his place. However, the Company cannot appoint him due to non-availability of his Director Identification Number (DIN).
- g. The Company needs to hold at least four Board and Audit Committee meetings during the year. However, only one Board meeting and Audit committee meeting has been convened during the year which falls under the non compliance of section 173 and section 177 of the Companies Act, 2013.
- h. There is delay in filling of Form MGT-14 of various resolutions passed in the Board meeting held on 26/12/2020.

- i. Company has not constituted various other committees as mentioned in clause no. 12.15 Articles of Association of the Company.
- j. Independent Directors of the Company are required to register themselves with The Indian Institute of Corporate Affairs (IICA) till 31.12.2020 and also required to go through qualifying exam for independent members of company boards. The Indian Institute of Corporate Affairs (IICA), Haryana, is to hold the exam for the purpose.
- k. Composition of Board is duly constituted with proper balance of Executive Directors, Non-Executive Directors, except appointment of one more Independent Director as Mrs. Dipti Vyas ceased to be an Independent Director w.e.f. 15.02.2021.
- l. Composition of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee is duly constituted with proper balance of Executive Directors, Non-Executive Directors, except appointment of one more Independent Director as Mrs. Dipti Vyas ceased to be an Independent Director w.e.f. 15.02.2021, who was part of the aforesaid committees.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING NO. 12 OF BOARD OF DIRECTORS OF INDORE SMART CITY DEVELOPMENT LIMITED HELD ON FRIDAY, THE 29TH DAY OF JUNE, 2018 AT 4:00 P.M. AT THE SMART CITY OFFICE, NEHRU PARK CAMPUS, INDORE, MADHYA PRADESH

Agenda No. 11 : To consider and give authority for e-Filing of Form(s) with Ministry of Corporate Affairs

The Chairman informed the Board that pursuant to resolution passed in Board Meeting held on 23.05.2016 presently, any of the Directors of the Company is authorized to sign and file the e-Forms in electronic mode with the Ministry of Corporate Affairs on behalf of the Company; although considering the ease of operation for signing and filing of e-Form(s), the Chief Executive Officer of the Company and Chief Financial Officer of the Company and Company Secretary of the Company should also be authorized severally for signing and filing of e-Form(s) on behalf of Company.

After considering the facts and due deliberation following resolution was passed unanimously:-

“**RESOLVED THAT** in supersession of the earlier resolution passed in Board Meeting held on 23.05.2016, any of the Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company, be and is hereby severally authorized to sign and file the e-Form(s) in electronic mode with the Ministry of Corporate Affairs, as and when required on behalf of Company.”

// CERTIFIED TRUE COPY //

For, Indore Smart City Development Limited


ASHEESH SINGH
(Executive Director)
DIN: 07636828



PLACE: Indore

DATE: 30.06.2018

Draft Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/S INDORE SMART CITY DEVELOPMENT LIMITED, CIN - U75100MP2016SGC035528** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2021**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with the provisions of the Act and Rules made there under, in respect of:
 - 1. its status under the Act i.e. Public Limited Company, Limited by shares;
 - 2. maintenance of registers and records and making entries therein within the time prescribed therefore;
 - 3. filing of forms and returns are not stated in the annual return, however the Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time with additional fee as applicable, wherever required except there is delay in filling of Form MGT-14 for the Financial year 2019-20 which was required to be filed before 25/01/2021 was filled on 01/07/2021;
 - 4. Calling, convening and holding meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given (including shorter notice)

and the proceedings have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed, however, the Company needs to hold at least four Board and Audit Committee meetings during the year but only one Board meeting and Audit committee meeting has been convened during the year which falls under the non compliance of section 173 and section 177 of the Companies Act, 2013.

Further, Adjourned Annual General Meeting for the FY 2018-19, which was required to be held on or before 10.12.2019, was held on 26.12.2020 for the adoption of Financial Statements for the FY 2018-19 and 04th Annual General Meeting for the FY 2019-20, which was required to be held on or before 31.12.2020, was called on 26.12.2020, this AGM was adjourned due to non-availability of comments from Comptroller and Auditor - General of India on Financial Statement, Auditor Report etc. for the Financial Year 2019-2020 and adjourned AGM for FY 2019-20 was held on 15/09/2021. Both the Annual General Meetings for FY 2018-19 and 2019-20 were held beyond statutory time period and falling under the non compliance of section 137 of the Act;

5. The Company was not required to close its Register of Members;
6. The Company has not given any advance or loan to its directors and/or persons or firms or companies referred in Section 185 of the Act, however being Government Company section 185 is not applicable;
7. No contracts and arrangements as specified in the provisions of Section 188 of the Act, has been executed with the related parties, but as per the explanation given, Company has executed the transactions in the ordinary course of business on the arm's length basis with the related parties;
8. There were no issue or allotment or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares/securities and issue of securities certificates in any such instances however there were instances of transfer of shares during the year under review, which were duly noted and effected by the Board;
9. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares;

10. The Company has not declared any dividend and is not required to transfer unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement has been done as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. The Board is constituted and disclosures have been made by directors complied with the requirements relating to appointment/ re-appointments/ retirements/ filling up casual vacancies/ key managerial personnel and provisions relating to the remuneration paid to them subject to following discrepancies:-
 - a. The post of Nominee of Mayor (Indore Municipal Corporation) is vacant as Mr. Shankar Yadav ceased to be a Director w.e.f. 19.02.2020 due to dissolution of Mayor-in-Council of Indore Municipal Corporation;
 - b. The office of one Independent Director of the company is vacant as Mrs. Dipti Vyas ceased to be an Independent Director w.e.f. 15.02.2021;
 - c. The post of Nominee Director (Representative of Madhya Pradesh Urban Development Co. Ltd.) is vacant as Mr. Deepak Ratnawat ceased to be a Nominee Director w.e.f. 08.03.2021, due to Nomination withdrawn by the Appointing Authority and the Authority has nominated Mr. Vijay Singh Solanki in his place. However, the Company cannot appoint him due to non-availability of his Director Identification Number (DIN);
 - d. The post of Nominee Director (Representative of state Government or state Government Undertaking) is vacant as Mr. Swatantra Kumar Singh ceased to be a Nominee Director w.e.f. 22/09/2020 and the Authority nominate Mrs. Ruchika Chouhan in his place. However, the Company cannot appoint him due to non-availability of his Director Identification Number (DIN);
13. Appointment/re-appointment/filling up casual vacancies of auditors were as per the provisions of Section 139 of the Act, wherever required;
14. There were no instances in our knowledge which require approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted, renewed or repaid any deposits during the year;

16. Borrowings from its directors, members and banks, if any, are within the limit of section 180 (1)(c) and the Company was not required for creating, modifying and satisfying the charge on its assets during the year as no such transaction taken place;
17. As per the explanation and information given to us, there were no transactions relating to loan and guarantee or investments falling under the provisions of Section 186 of the Act during the year;
18. The company has not altered the provisions of the Memorandum and Articles of Association of the Company.

For, **P.S. Tripathi & Associates**
Company Secretaries

Place: Indore
Date:
UDIN:

Pratik Tripathi
(Partner)
C.P. No.: 5358

--End of the Report--