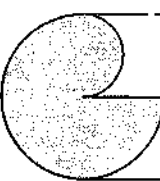


3rd Annual Report

2018-19

*Indore Smart City
Development Limited*



NOTICE is hereby given that the 3rd Annual General Meeting of the Members of the Company shall be held on Thursday, the 26th day of September 2019 at 2.45 PM at the Registered Office of the Company at Smart City Office, Nehru Park Campus, Indore, MP, 452003 to transact the following business.

I. ORDINARY BUSINESS:


1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit & Loss of the Company for the year ended 31st March, 2019 together with the Board's Report & Independent Auditor's Report thereon.

Place: Indore

Date: 26.09.2019

By order of Board of Directors of
Indore Smart City Development Limited




Anurag Kumar Saxena
Company Secretary
FCS No.:8115

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 and Statutory Register(s) 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. Member's desire of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 1 day before the date of the Meeting.

ATTENDANCE SLIP
3rd ANNUAL GENERAL MEETING

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

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

I hereby record my presence at the 3rd Annual General Meeting of the Company convened on **Thursday, the 26th day of September 2019** at **Smart City Office, Nehru Park Campus, Indore, MP, 452003.**

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

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

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: U75100MP2016SGC035528

Name of the Company: Indore Smart City Development Limited

Registered office: Smart City Office, Nehru Park Campus, Indore, MP, 452003

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

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 3rd Annual General Meeting of the Company, to be held on Thursday, the 26th day of September 2019 at Smart City Office, Nehru Park Campus, Indore, MP, 452003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.
- 2.
- 3.
- 4.
- 5.

- 6.
- 7.
- 8.
- 9.
- 10.
- 11.
- 12.
- 13.

Signed this.....day of2019.

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



INDORE SMART CITY DEVELOPMENT LTD.
Smart City Office, Nehru Park Campus, Indore, M.P., 452003
Ph. No.: 0731-2535572; E-mail: smartcityindore@gmail.com
CIN: U75100MP2016SGC035523; Website: www.smartcityindore.org

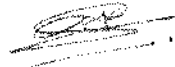
NOTICE is hereby given that the **adjourned 3rd** Annual General Meeting of the Members of the Company shall be held at shorter notice on Saturday, the 26th day of December 2020 at 5.45 PM at the Registered Office of the Company at Smart City Office, Nehru Park Campus, Indore, MP, 452003 through video conferencing to transact the following business. The meeting link is: meet.google.com/sdp-uedr-bes

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit & Loss of the Company for the year ended 31st March, 2019 together with the Board's Report & Independent Auditor's Report with comments from Comptroller and Auditor-General of India thereon.

Place: Indore
Date: 26.12.2020

By order of Board of Directors of
Indore Smart City Development Limited

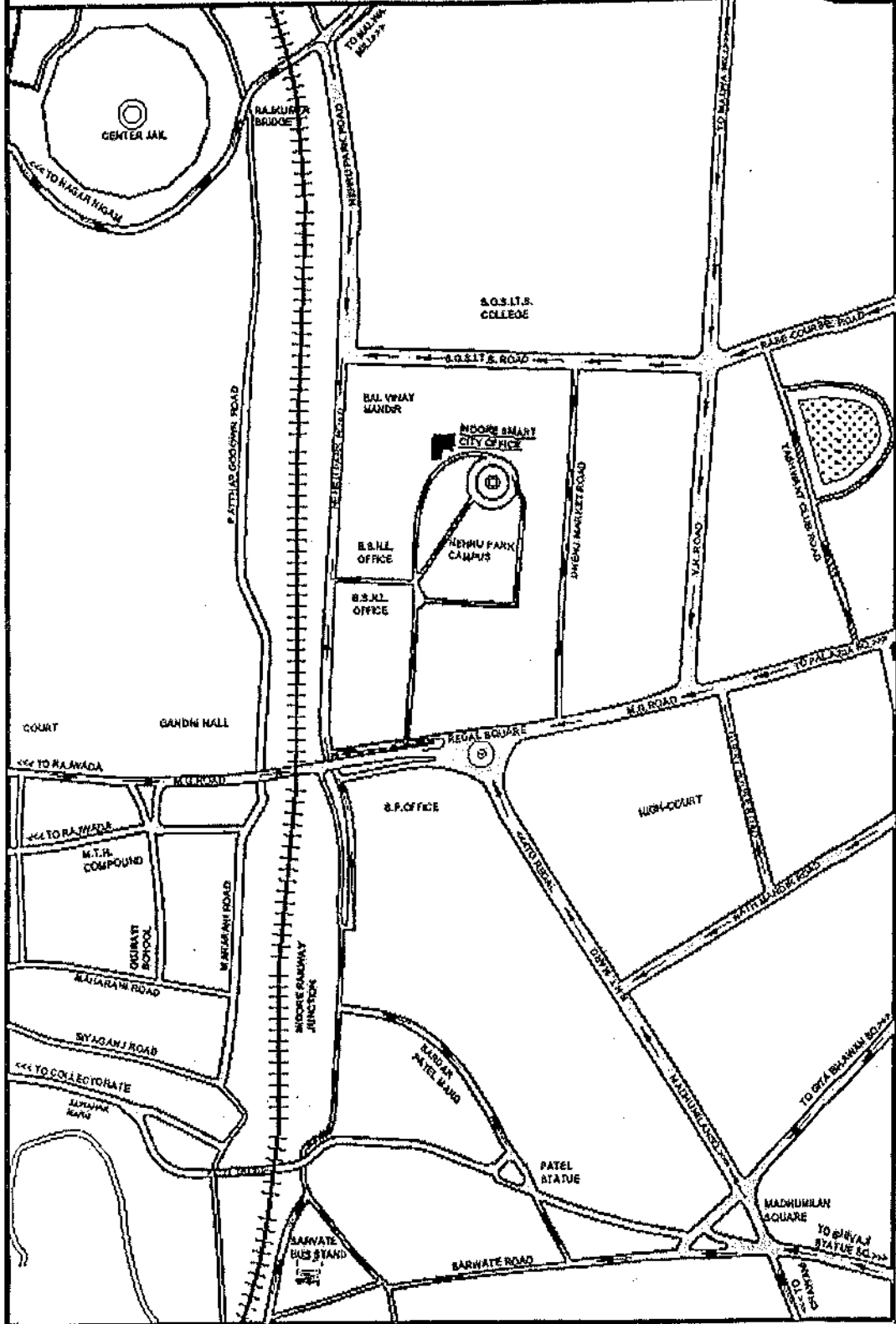

Anurag Kumar Saxena
Company Secretary
FCS No.:8115

NOTE:

1. The Comptroller and Auditor-General of India (C&AG) vide its order No. CA. V/COY/MADHYA PRADESH, ISCDL (1)/1371 dated 22.08.2019, had appointed M/s Gupta and Ashok, Chartered Accountants of Indore as Statutory Auditor of the Company for financial year 2019-20 at Remuneration of Rs. 50,000/-, in terms of Section 139(5) of the Companies Act, 2013.
2. A member has option to attend meeting physically or through OAVM. A member entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself and proxy need not be a member of the Company but the members who are attending the meeting through the Video Conferencing or other Audio Visual Means are not eligible to appoint the meeting through proxy.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
4. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY IN THE INSTRUMENT APPOINTING THE PROXY.
5. Members are requested to notify immediately any change in their addresses to the Company at its Registered Office.
6. Members / Proxies should bring duly filled Attendance Slip to attend the Annual General Meeting.

7. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Relevant documents referred to in the accompanying notice and the statement is open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
9. An explanatory statement pursuant to section 102 of the Companies Act, 2013 is given below and forms part of this notice.
10. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is optional. Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.
11. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. All documents referred to in the Notice calling the Annual General Meeting are attached herewith along with the notice.
14. Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and circular o. 20/2020 dated May 5, 2020.
15. During the meeting held through Video Conferencing and any other Audio Visual Facility, where a poll on any item is required, the members shall cast their vote on the resolution only by sending the email addresses which are registered with the company. The said emails shall only be sent to the designated email address circulated by the company in advance.
16. In case the counting of voted required time, the said meeting may be adjourned and called later to declare the result.

Route Map of Registered Office of Company Le. "Smart City Office, Nehru Park Campus, Indore, MP, 452003"



Board's Report

To,
The Members,
Indore Smart City Development Limited,
Indore

The Directors of your Company are pleased to present the 3rd Board's Report together with the Audited Financial Statements of the Company for the year ended on 31st March, 2019;

1. STATE OF AFFAIR, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK

i) FINANCIAL RESULTS

The Financial Results for the year ended 31st March 2019 have been summarized as under:

Particulars		(Rs in Lakhs)	
		Current Year	Previous Year
Revenue from Operation		169.34	73.19
Total expenditure incurred towards the project charged to P&L		3,278.85	141.03
Other Income			
Grant Transferred to Profit & Loss Statement	4323.77		
Others	118.07	4441.84	1,085.59
Total expense incurred towards the administrative expense met out from the grant received		882.85	1029.01
Profit/loss before providing Depreciation and Interest		449.47	(11.27)
Less: Depreciation		422.74	104.35
Interest		26.73	0.57
Profit/loss after depreciation		0	(116.19)
Less: Exceptional Item		0	0
Less: Extraordinary Item		0	0
Less: Current Tax		0	0
Less: Deferred Tax		397.17	152.12
Profit /Loss after taxation		(397.17)	(268.31)

The Company has prepared 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.

[Signature]

[Signature]

ii) OPERATIONS AND PERFORMANCE REVIEW

The Company was formed as SPV under the Smart City Mission of Government of India to develop the Indore City 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 has taken up projects defined in Smart City Proposal under SCM, Convergence and PPP mode. Some of the projects have also been completed and projects undergoing are running in full swings. As per Central MIS Ranking for all 100 Smart Cities of India, the Company ranked at 9th position as on 13.09.2019.

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 Smart City Mission. The Company is in the process of implementing strategies to capitalize available opportunities.

iii) TRANSFER TO RESERVES

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

iv) DIVIDEND

Due to requirement of funds for ongoing projects and to strengthen the capital base of the Company, your Directors do not recommend any dividend for the Financial Year ended on March 31, 2019.

v) CHANGE IN NATURE OF BUSINESS

During the year under review there was no change in business activity of the Company.

vi) 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.

2. CAPITAL AND DEBT STRUCTURE

i) CHANGES IN SHARE CAPITAL

The Company's Authorized Share Capital is Rs. 200.00 Crore since its inception date, as required under Directions issued by Urban Administration and Development Department, GoMP, Bhopal through its

letter dtd. 02.02.2016. During the previous Financial Year 2017-18 the Company had raised its Paid-up Share Capital upto Rs. 200.00 Crore, which is equivalent to Authorized Share Capital.

Hence, during the financial year under review no such change in capital structure of the Company and there are no outstanding shares issued with differential rights.

ii) DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

The Company does not have issued Sweat Equity Shares pursuant to provisions of Section 54 read with Rule 8 of Companies (Share Capital and Debenture Rules, 2014) during the Financial Year under review.

iii) DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

The Company does not issued shares under Employee's Stock Options Scheme pursuant to provisions of Section Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014).

3. MANAGEMENT

i) DIRECTORS AND KEY MANAGERIAL PERSONNEL

Changes in Directors:-

During the financial year 2018-19, Shri Asheesh Singh, IAS has joined the Board as Executive Director of the Company w.e.f. 18.05.2018. The appointment of Shri Rahul Jain, IAS and Shri Swatantra Kumar Singh, IAS was done w.e.f. 16.07.2018 and 12.11.2018 respectively as Nominee Directors of the Company. Ar. Smt. Deepti Vyas was appointed as Independent Director of the Company w.e.f. 12.11.2018. Shri Lokesh Kumar Jatav, IAS was appointed as Chairman of the Company w.e.f. 07.03.2019.

During the year under review, Shri Kumar Purushottam joined the Board as Nominee Director w.e.f. 17.07.2018 and ceased to hold Directorship of Company w.e.f. 28.01.2019.

Shri Manish Singh, IAS, Shri Surendra Singh Rajpoot, Dr. Manju Sharma, Shri Gautam Singh, IAS, Shri Nishant Warwade, IAS ceased to hold Directorship of Company w.e.f. 18.05.2018, 16.07.2018, 16.07.2018, 17.07.2018 and 15.01.2019 respectively.

Apart from that, the office of Shri Krishna Kumar Songaria was vacated u/s 167 of the Companies Act 2013 w.e.f. 01.04.2018 and he was further re-appointed as Nominee Director w.e.f. 15.06.2018. The office of Shri Ashwini Kumar was also vacated u/s 167 of the Companies Act 2013 w.e.f. 20.12.2018.

During the running financial year 2019-20, Shri Rajesh Nagal ceased to hold Directorship in the Company w.e.f. 11.04.2019 and in his place Shri Shiv Kant Mudgal was appointed as Nominee Director of the Company. Shri Krishna Kumar Songaria ceased to hold Directorship w.e.f. 11.04.2019 and Shri

Deepak Ratnawat joined the Board in his place w.e.f. 11.04.2019 as Nominee Director. Shri Vivek Shotriya joined the ISCDL Board as Nominee Director w.e.f. 01.07.2019. Shri Gajra Mehta ceased to hold Directorship in the Company w.e.f. 05.08.2019 and in his place Shri Sanjay Mohase was appointed as Nominee Director of the Company. Shri Ashwini Kumar is re-appointed as Nominee Director w.e.f. 09.08.2019.

The Appointment/cessation from directorship of Company for Representative of Central Government are done in compliance of orders issued by MoHUA, GoI, New Delhi and other changes in Board of ISCDL are done after obtaining approval/consent from M/s Madhya Pradesh Urban Development Co. Limited (the 'Holding Company').

The Company has also placed the Code of Conduct for Independent Directors. This Code is a guide to professional conduct for Independent Directors. Independent Director adhere these standards and fulfilled their responsibilities in a professional and faithful manner.

Changes in KMPs:-

During the Financial Year 2018-19, Chief Executive Officer of the Company Shri Rohan Saxena has been transferred and deputed as CEO, Jila Panchayat, Burhanpur and pursuant to Order of Commissioner, Indore Municipal Corporation, Indore issued on 23.03.2019 Shri Sandeep Kumar Soni, Additional Commissioner, IMC, Indore posted and joined the Company as Chief Executive Officer of ISCDL.

During the running Financial Year 2019-20, Mrs. Aditi Garg, IAS has been posted as CEO, ISCDL vide GAD, GoMP Order No. E-1, 282/2019/5/One Bhopal dated 24.06.2019. She has joined and taken over charge of CEO from former CEO, Shri Sandeep Kumar Soni on 25.06.2019. Mrs. Aditi Garg, IAS is also appointed as Key Managerial Personnel of ISCDL in terms of Section 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Shri Anurag Kumar Saxena who was appointed as Company Secretary as well as Key Managerial Personnel of the ISCDL in terms of Section 203 of Companies Act, 2013 for a period of 3 years w.e.f. 02.09.2016 which was expired on 01.09.2019. In the Board Meeting held on 14.06.2019 the Board expressed their consent for renewal of contract tenure of Shri Anurag Kumar Saxena for further term of 3 years at same terms and conditions of existing Contract Agreement for Appointment of Full Time Company Secretary dtd. 02.09.2016.

In the previous Financial Year, Smt. Rachana Gaur was appointed as Chief Financial Officer as well as Key Managerial Personnel of the Company w.e.f. 29.09.2017.

Except above there was no change in Directors and Key Managerial Personnel of the Company. As Section 152(6) is not applicable on Government Company hence no such Director is liable for retirement by rotation.

The Board Composition and changes during Financial Year 2018-19 and running Financial Year 2019-20 are summarized as below:-

Representing Department and/or Designation	Designation in ISCDL	Name of Director/KMP	Date of Appointment before F.Y. 2018-19	Changes during F.Y. 2018-19		Changes during running F.Y. 2019-20		Present Composition
				Appointment / Cessation	Effective Date	Appointment / Cessation	Effective Date	
a) Representative of the Central Government	Nominee Director	Shri Ashwini Kumar	14-09-2017	Cessation	20-12-2018	-	-	-
			-	-	-	Appointment	09.08.2019	Shri Ashwini Kumar
b) Representatives of the State Government or the State Government Undertaking	Nominee Director	Shri Surendra Singh Rajpoot	14-10-2016	Cessation	16-07-2018	-	-	-
		Shri Swatantra Kumar Singh (IAS)	-	Appointment	12-11-2018	-	-	Shri Swatantra Kumar Singh (IAS)
		Dr. Smt. Manju Sharma	18-12-2017	Cessation	16-07-2018	-	-	-
		Shri Rahul Jain (IAS)	-	Appointment	16-07-2018	-	-	Shri Rahul Jain (IAS)
c) District Collector	Chairman	Shri Nishant Warwade (IAS)	18-09-2017	Cessation	15-01-2019	-	-	-
		Shri Lokesh Kumar Jatav (IAS)	-	Appointment	07-03-2019	-	-	Shri Lokesh Kumar Jatav (IAS)
d) Municipal Commissioner, Indore Municipal Corporation	Executive Director	Shri Manish Singh (IAS)	11-03-2016	Cessation	18-05-2018	-	-	-
		Shri Asheesh Singh (IAS)	-	Appointment	18-05-2018	-	-	Shri Asheesh Singh (IAS)
e) Chief Executive Officer, Indore Development Authority	Nominee Director	Shri Gautam Singh (IAS)	20-12-2017	Cessation	17-07-2018	-	-	-
		Shri Purushottam Kuniar	-	Appointment	17-07-2018	-	-	-
		Shri Vivek Sarotriya	-	-	-	Appointment	01-07-2019	Shri Vivek Sarotriya
f) Joint Director, Indore, Directorate of Town & Country Planning, CoMP	Nominee Director	Shri Rajesh Nagal	16-09-2016	-	-	Cessation	11-04-2019	-
		Shri Shiv Kant Mudgal	-	-	-	Appointment	11-04-2019	Shri Shiv Kant Mudgal
g) Chief Engineer, Madhya Pradesh Pashchim	Nominee Director	Shri Gajra Mehta	16-09-2016	-	-	Cessation	05.08.2019	-

Representing Department and/or Designation	Designation in ISCDL	Name of Director/KMP	Date of Appointment before F.Y. 2018-19	Changes during F.Y. 2018-19		Changes during running F.Y. 2019-20		Present Composition
				Appointment / Cessation	Effective Date	Appointment / Cessation	Effective Date	
Kshetriya Vidyut Vitaran Company Limited		Shri Sanjay Mohase	-	-	-	Appointment	05.08.2019	Shri Sanjay Mohase
li) Chief Engineer, Public Health and Engineering Department	Nominee Director	Shri Krishna Kumar Songaria	26-09-2016	Cessation	01-04-2018	-	-	-
			-	Appointment	15-06-2018	Cessation	11-04-2019	-
		Shri Deepak Ratnawat	-	-	-	Appointment	11-04-2019	Shri Deepak Ratnawat
i) Nominee of Mayor of Indore Municipal Corporation	Nominee Director	Shri Shankar Yadav	19-12-2016	-	-	-	-	Shri Shankar Yadav
j) Independent Director	Independent Director	Prof. Shri Rishiksha Thiruvenkata Krishnan	12-05-2017	-	-	-	-	Prof. Shri Rishiksha Thiruvenkata Krishnan
	Independent Director	Ar. Smt. Deepti Vyas	-	Appointment	12-11-2018	-	-	Ar. Smt. Deepti Vyas
12.10.A) Chief Executive Officer	CEO (KMP)	Shri Rohan Saxena	27-04-2016	Cessation	23-03-2019	-	-	-
		Shri Sandeep Kumar Soni	-	Appointment	23-03-2019	Cessation	25-06-2019	-
		Smt. Aditi Garg (IAS)	-	-	-	Appointment	25-06-2019	Smt. Aditi Garg (IAS)
12.10.B) Chief Financial Officer	CFO (KMP)	Smt. Ruchana Gaur	29-09-2017	-	-	-	-	Smt. Ruchana Gaur
12.10.C) Company Secretary	CS (KMP)	Shri Anurag Kumar Saxena	02-09-2016	-	-	-	-	Shri Anurag Kumar Saxena

ii) INDEPENDENT DIRECTOR/S

The 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. Prof. Shri Rishiksha Thiruvenkata Krishnan was appointed w.e.f. 12.05.2017 and Ar. Smt. Deepti Vyas had joined the Board w.e.f. 12.11.2018 as Independent Directors.

Prof. Shri Rishiksha Thiruvenkata Krishnan is alumnus of IIT Kanpur, Stanford Academy and IIT Ahmedabad. He was visiting scholar to University of Pennsylvania. He was listed among the Thinker50 India most influential thinker in management (year 2013). He was member of various committees of Government of India, NASSCOM and CII. He is Professor of Strategy, Indian Institute of Management

Bangalore. His good experience, vision and background shall contribute for the smart city project and progress of the Company.

Ar. Smt. Deepti Vyas is a practicing Architect Registered with Council of Architecture, India, M.Tech. in Town Planning from Sardar Patel University, Gujrat, an ECBC Architect empanelled with Bureau of Energy Efficiency (BEE), Govt. India and a Government Registered Valuer under Wealth Tax Act. She is having experience of 26 years in the fields of planning and Architect. She has Certificate of Entrepreneur programme from Indian School of Business (ISB), Hyderabad and also having Membership of many institutes and societies. She had worked Joint Secretary of Institute of Town Planners, M.P. Regional Chapter, Bhopal, Council Member of Institute of Town Planners, M. P. Chapter, Bhopal & Indian Institute of Architects, M.P. Chapter and Hon. Secretary, Indian Institute of Architect M.P. Chapter. Under the Smart City Project, Planning is the one of the core infrastructure element and being an Architect, Smt. Deepti Vyas is valuable source of inputs in smart city mission.

iii) STATEMENT ON DECLARATION BY INDEPENDENT DIRECTOR

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

iv) DISQUALIFICATIONS OF DIRECTORS

During the year declarations were 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 holding office as director. Although Section 164(2) is not applicable on Company as per Gazette Notification dtd. 05.06.2015.

v) DETAILS OF BOARD MEETING(S)

During the year under review Three (3) meetings of the Board of Directors were held on 29.06.2018, 29.09.2018 and 20.12.2018 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 on 29.12.2018 (Adjourned)
		Held	Attended	
1	Shri Nishant Warwade, IAS	3	3	No
2	Shri Lokesh Kumar Jatav, IAS	0	0	NA
3	Shri Manish Singh, IAS	0	0	NA
4	Shri Asheesh Singh, IAS	3	3	Yes
5	*Shri Ashwini Kumar	3	0	NA
6	Shri Surendra Singh Rajpoot	1	0	NA
7	Shri Swatantra Kumar Singh	1	0	No
8	Dr. Manju Sharma	1	0	NA
9	Shri Rahul Jain, IAS	2	0	No
10	Shri Gautam Singh, IAS	1	0	NA
11	Shri Kumar Purushottam	2	2	No
12	Shri Rajesh Nagal	3	1	No
13	Shri Gajra Mehta	3	2	No
14	Shri Krishna Kumar Songaria	3	0	No
15	Shri Shankar Yadav	3	0	No
16	Prof. Shri Rishikesh Thiruvankata Krishnan	3	2	No
17	Ar. Smt. Deepti Vyas	1	1	No
18	*Shri Shiv Kant Mudgal	-	-	-
19	*Shri Deepak Ratnawat	-	-	-
20	*Shri Vivek Shrotriya	-	-	-
21	*Shri Sanjay Mohase	-	-	-

*Note: Shri Shiv Kant Mudgal, Shri Deepak Ratnawat, Shri Vivek Shrotriya and Shri Sanjay Mohase are appointed during the financial year 2019-20 in place of Shri Rajesh Nagal, Shri Krishna Kumar Songaria, Shri Kumar Purushottam and Shri Gajra Mehta respectively. Shri Ashwini Kumar is re-appointed as Director w.e.f. 09.08.2019.

Resolution(s) by Circulation: During the financial year under review and running financial year, following Board/Committee Resolution(s) were proposed and passed by majority of Board/Committee Members by way of "Resolution by Circulation" under Section 175 of the Companies Act, 2013, which were also discussed / recorded in Board/Committee Meeting(s) held thereafter:-

Financial Year	Sr. No.	Board / Committee Resolution	Board / Committee Resolution No.	Date of Approval
2018-19	1	Stakeholders' Relationship Committee Resolution	CSR-01/2018-19	25.09.2018
2018-19	2	Board Resolution	CBR-01 / 2018-19	26.09.2018
2018-19	3	Board Resolution	CBR-02 / 2018-19	14.02.2019
2018-19	4	Board Resolution	CBR-03 / 2018-19	14.02.2019

2018-19	5	Board Resolution	CBR-04 / 2018-19	14.02.2019
2018-19	6	Board Resolution	CBR-05 / 2018-19	14.02.2019
2018-19	7	Board Resolution	CBR-02 / 2018-19	14.02.2019
2018-19	8	Board Resolution	CBR-06 / 2018-19	29.03.2019
2018-19	9	Board Resolution	CBR-07 / 2018-19	29.03.2019
2019-20	10	Board Resolution	CBR-01/2019-20	29.05.2019
2019-20	11	Board Resolution	CBR-02/2019-20	29.05.2019
2019-20	12	Board Resolution	CBR-03/2019-20	29.05.2019

vi) AUDIT COMMITTEE

The Company is required to constitute Audit Committee 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 in the Board Meeting held on 16.11.2017 with one Independent Director and two Non-executive Directors. The Audit Committee was re-constituted by Board on 20.12.2018 with the following Board Members:-

<i>Sr. No.</i>	<i>Name of Director</i>	<i>Category</i>	<i>DIN</i>	<i>Chairman / Member</i>
1	Prof. Shri Rishikesha Thiruvankata Krishnan	Independent Director	00064067	Chairman
2	Ar. Smt. Deepti Vyas	Independent Director	08277439	Member
3	Shri Rajesh Nagal	Non-executive Director	07084452	Member

Further, due to transfer of some Directors and appointment of new Directors in their places, the reconstitution of Audit Committee was required. Consequently, the Audit Committee was re-constituted by majority of Board Members by way of passing "Resolution by Circulation" under Section 175 of the Companies Act, 2013 on 29.05.2019 with the following Board Members:-

<i>Sr. No.</i>	<i>Name of Director</i>	<i>Category</i>	<i>DIN</i>	<i>Chairman / Member</i>
1	Prof. Shri Rishikesha Thiruvankata Krishnan	Independent Director	00064067	Chairman
2	Ar. Smt. Deepti Vyas	Independent Director	08277439	Member
3	Shri Shiv Kant Mudgal	Non-executive Director	07669930	Member

vii) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company is not required to constitute Stakeholders Relationship Committee as per provisions of Companies Act, 2013 and the Stakeholders Relationship Committee was constituted on 16.11.2017 with the following Board Members:-

<i>Sr. No.</i>	<i>Name of Director</i>	<i>Category</i>	<i>DIN</i>	<i>Chairman / Member</i>
1	Shri Gajra Mehta	Non-executive Director	07578666	Chairman

2	Shri Rajesh Nagal	Non-executive Director	07084452	Member
3	Prof. Shri Rishiksha Thiruvenkata Krishnan	Independent Director	00064067	Member

Further, due to transfer of some Directors and appointment of new Directors in their places, the reconstitution of Stakeholders Relationship Committee was required. Consequently, the Stakeholders Relationship Committee was re-constituted by majority of Board Members by way of passing "Resolution by Circulation" under Section 175 of the Companies Act, 2013 on 29.05.2019 with the following Board Members:-

Sr. No.	Name of Director	Category	DIN	Chairman / Member
1	Shri Gajra Mehta	Non-executive Director	07578666	Chairman
2	Prof. Shri Rishiksha Thiruvenkata Krishnan	Independent Director	00064067	Member
3	Ar. Smt. Deepti Vyas	Independent Director	08277439	Member

The Non-executive Director, Shri Gajra Mehta has been transferred and in his place, Shri Sanjay Mohase has been appointed as Nominee Director in Board of ISCDL w.e.f. 05.08.2019. Consequently, the Stakeholders Relationship Committee has been re-constituted with the following Board Members.

Sr. No.	Name of Director	Category	DIN	Chairman / Member
1	Shri Sanjay Mohase	Non-executive Director	07092076	Chairman
2	Prof. Shri Rishiksha Thiruvenkata Krishnan	Independent Director	00064067	Member
3	Ar. Smt. Deepti Vyas	Independent Director	08277439	Member

viii) 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.

The Company has constituted its Nomination and Remuneration Committee in the 14th Board Meeting held on 20.12.2018 with the following Board Members:-

Sr. No.	Name of Director	Category	DIN	Chairperson / Member
1	Ar. Smt. Deepti Vyas	Independent Director	08277439	Chairperson
2	Prof. Shri Rishiksha Thiruvenkata Krishnan	Independent Director	00064067	Member
3	Shri Rajesh Nagal	Non-executive Director	07084452	Member

Further, due to transfer of some Directors and appointment of new Directors in their places, the reconstitution of Nomination and Remuneration Committee was required. Consequently, the Nomination and Remuneration Committee was re-constituted by majority of Board Members by way of passing "Resolution by Circulation" under Section 175 of the Companies Act, 2013 on 29.05.2019 with the following Board Members:-

<i>Sr. No.</i>	<i>Name of Director</i>	<i>Category</i>	<i>DIN</i>	<i>Chairperson / Member</i>
1	Ar. Smt. Deepti Vyas	Independent Director	08277439	Chairperson
2	Prof. Shri Rishiksha Thiruvankata Krishnan	Independent Director	00064067	Member
3	Shri Deepak Ratnawat	Non-executive Director	07640768	Member

ix) DETAILS OF COMMITTEE(S) MEETINGS

The Members of Audit Committee were duly met three (3) times during the financial year under review on 10.10.2018, 17.10.2018 (Adjourned Meeting) and 20.12.2018 and 08.03.2019. The details of such Committee Meeting and Members attendance therein are as follows:-

<i>Sr. No.</i>	<i>Name of Committee Member</i>	<i>No. of Committee Meetings Held</i>	<i>No. of Committee Meetings Attended (Physically/Electronically)</i>
1	Prof. Shri Rishiksha Thiruvankata Krishnan	3	3
2	Shri Rajesh Nagal	3	2
3	Shri Gajra Mehta	2	2
4	Ar. Smt. Deepti Vyas	1	1

The Members of Nomination and Remuneration Committee were duly met one (1) time during the financial year under review on 08.03.2019. The details of such Committee Meeting and Members attendance therein are as follows:-

<i>Sr. No.</i>	<i>Name of Committee Member</i>	<i>No. of Committee Meetings Held</i>	<i>No. of Committee Meetings Attended (Physically/Electronically)</i>
1	Ar. Smt. Deepti Vyas	1	1
2	Prof. Shri Rishiksha Thiruvankata Krishnan	1	1
3	Shri Rajesh Nagal	1	0

The Members of Stakeholders Relationship Committee were duly met one (1) time during the financial year under review on 08.03.2019. The details of such Committee Meeting and Members attendance therein are as follows:-

<i>Sr. No.</i>	<i>Name of Committee Member</i>	<i>No. of Committee Meetings Held</i>	<i>No. of Committee Meetings Attended (Physically/Electronically)</i>
1	Shri Gajra Mehta	1	0
2	Shri Rajesh Nagal	1	1
3	Prof. Shri Rishiksha Thiruvankata Krishnan	1	1

The Independent Directors were duly met one time during the financial year under review on 08.03.2019. The details of such Meeting and Directors attendance therein are as follows:-

<i>Sr. No.</i>	<i>Name of Independent Directors</i>	<i>No. of Meetings Held</i>	<i>No. of Meetings Attended (Physically/Electronically)</i>
1	Prof. Shri Rishiksha Thiruvankata Krishnan	1	1
2	Ar. Smt. Deepti Vyas	1	1

x) RECOMMENDATION 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.

xi) ANNUAL EVALUATION OF PERFORMANCE OF BOARD

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.

xii) 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 'Form No.-MGT-9' which is annexed as **Annexure-I** with this report.

xiii) 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.

xiv) 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, 2019, 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 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.

xv) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The internal control system with respect to financial statement and there adequacy has been duly taken 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.

xvi) 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.

4. SUBSIDIARY, ASSOCIATE COMPANIES AND JOINT VENTURE

The Company does not have any Subsidiary Company, Joint Venture or Associate Company. Although, the Company is a Subsidiary Company of M/s Madhya Pradesh Urban Development Co. Limited in terms of Section 2(87)(i) of the Companies Act, 2013.

5. 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.

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

During the year under review your Company has not provided loans/guarantees and made investments in terms of Section 186 of the Companies Act, 2013, if any.

7. RELATED PARTY TRANSACTIONS

Details of transactions entered by Company which falls under Section 188(1) of the Companies Act, 2013 are already forming part of Financial Statements, kindly refer to notes to the accounts attached with the Financial Statements.

8. 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 does not fall under the criteria provided under Section 135 (1) of Companies Act, 2013, therefore no such committee was constituted.

9. 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.

10. 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.

11. 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.

12. 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. Although, some cases related to allotment of tenders for 'Infrastructure Upgradation and Improvement for Commuter safety on percentage rate contract basis under the Smart City Mission' and Underground cabling works with Compact type sub-

station for selected Major roads and Market surrounding Rajwada area' are pending with courts. The judgment has been given for Smart Pole Project including CCTC, Environmental sensors, Wi-fi, C4 integration, OFC etc.

13. AUDITORS

M/s Gupta and Ashok, Chartered Accountants of Indore is appointed as Statutory Auditor of the Company for financial year 2016-17, 2017-18 and 2018-19 by virtue of Orders of Comptroller and Auditor-General of India (C&AG) issued from time to time for appointment of Statutory Auditor and their remuneration.

The Comptroller and Auditor-General of India (C&AG) vide its order No. CA. V/COY/MADHYA PRADESH, ISCDL(1)/1371 dated 22.08.2019, has appointed M/s Gupta and Ashok, Chartered Accountants of Indore as Statutory Auditor of the Company for financial year 2019-20, in terms of Section 139(5) of the Companies Act, 2013. M/s Gupta and Ashok, 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 2019-20.

M/s P.S. Tripathi & Associates, Company Secretaries, Indore are appointed Secretarial Auditors of the Company for 3 years w.e.f. 01.09.2016 and their service tenure has been extended by Board in its 15th meeting held on 14.06.2019 for further term of 3 years in terms of Section 204 of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration Personnel) Rules 2014.

During the financial year 2018-19, M/s M. Mehta and Company, Chartered Accountants, Indore are appointed as Internal Auditor of the Company for 2 years w.e.f. 16.08.2018 in terms of Section 138 of the Companies Act, 2013.

14. 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, Indore the Secretarial Auditor of the Company has been received for the FY 2018-19. The Secretarial Audit Report as attached Annexure-II, has following qualifications (cited in Point No. 1 of the Report), which are explained below:-

- (a) Company was having only one independent Director from 01st April, 2018 to 11th November, 2018 against the two independent Directors required as per section 149 of the Companies Act 2013.

Board Explanation: Appointment of Mrs. Deepti Vyas was done on 12.11.2018 as 2nd Independent Director in terms of Article no. 12(1)(i)(j) of Articles of Association of the Company. The Company has two Independent Directors and the observation is duly complied as on today.

- (b) Company is not constituted Nomination and Remuneration Committee consisting majority of Independent Directors from 01st April, 2018 to 19th November, 2018. Audit committee also did not

had majority of Independent Director from 01st April, 2018 to 19th November, 2018 as required under the Companies Act 2013. However above were complied on 19.11.2018.

Board Explanation: The Nomination and Remuneration Committee was constituted on 20.12.2018 with majority of Independent Directors. Similarly Audit Committee had also been re-constituted with majority of Independent Directors on same date. The Company has constituted committees with two Independent Directors and the observation is duly complied as on today.

- (c) Meeting of Board of Directors has not been held in the 4th quarter of the Financial Year 2018-19 as per the provision of the Companies Act 2013.

Board Explanation: Due to official works related to Parliamentary Election 2019 and enforcement of Model Code of Conducts for Parliamentary Election 2019, the Board meeting was not held in March 2019 quarter. The Board took note on such matter in its 15th Board Meeting held on 14.06.2019.

- (d) Adjourned Annual General Meeting for the FY 2017-18, which was required to be held on or before 30.12.2018 and could not be recalled till date and Financial Statement was not laid before the members of the Company. However, Company has filed un-adopted Financial Statement for the FY 2017-18 with ROC.

Board Explanation: 2nd AGM was adjourned beyond statutory time limit due to non-availability of C&AG comment on Financial Statement etc. related to F.Y. 2017-18. Company has received C&AG Comments through their letter dated 09.08.2019 and such comments shall be placed before Members in the adjourned 2nd AGM which is scheduled to be called in September 2019.

- (e) Company has not constituted various other committees as mentioned in clause no. 12.15 Articles of Association of the Company.

Board Explanation: The Audit Committee, Stakeholders Relationship Committee (in lieu of 'Share Transfer and Allotment Committee'), Nomination and Remuneration Committee had already been constituted comprising three members. Remaining committees will be constituted subject to review of applicability of such committees on company and their requirement to the Company's operation.

15. 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 Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Financial Statement, Auditors' Report, Boards' Report alongwith all Annexure related to 3rd Financial Year ended on 31.03.2019 shall be submitted to Comptroller and Auditor-General of India (C&AG) for their review and comments thereon and these will be placed before Members in forthcoming 3rd 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.

For financial year 2017-18, the 2nd AGM was called on 22.12.2018, but the AGM was adjourned for want of Quorum. The adjourned AGM was held on 29.12.2018 with adequate quorum and all business cited in the AGM Notice were transacted except one ordinary business related to 'receiving, considering and adoption of the Audited Balance Sheet and Statement of Profit & Loss of the Company for the year ended 31st March, 2018 together with the Board's Report & Independent Auditor's Report thereon', due to non-availability of comments from C&AG on Financial Statement, Auditors' Report etc. In this view, the 2nd AGM of Company has been adjourned *sine die* and such adjourned AGM will be called through separate notice. The Financial Statement, Auditors' Report, Boards' Report alongwith all Annexure related to 2nd Financial Year ended on 31.03.2018 were submitted to C&AG for their review and comments thereon and the C&AG comments have also been received through their letter dtd. 09.08.2019 with instructions to publish such comments as Annexure to Board's Report. Therefore, the C&AG Comments related to F.Y. 2017-18 are being sent to Shareholders for their consideration and adoption in adjourned 2nd AGM of the Company.

The AGM for 1st Financial Year ended on 31.03.2017 was held on 23.12.2017 and agenda for adoption of Audited Annual Accounts for year 2016-17 were also transacted in such meeting. The C&AG had issued their comments on Financial Statement related to F.Y. 2016-17 through their letter dated 04.02.2019 and instructed to publish such comments as Annexure to Board's Report. Therefore, the C&AG Comments related to F.Y. 2016-17 are also being sent to Shareholders for their consideration and adoption in adjourned 2nd AGM of the Company.

16. COST RECORD AND/OR COST AUDIT

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

17. 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.

18. 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.

19. 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 securities.

20. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in 'Form No.-MGT 9', as required under Section 92 of the Companies Act, 2013 is included in this report as 'Annexure I' which is also available on Company's Website and may be accessed at <https://www.smartcityindore.org/investor-relations/>

21. 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 the Board in their meeting held on 31.03.2018. The constitution of Committee is as under:

Sr. No.	Name of Person	Category	Chairperson / Member
1	Smt. Rachna Gaur	Chief Financial Officer, ISCDL	Presiding Officer
2	Shri Sunil Dubey	Executive Engineer (Electrical), ISCDL	Member
3	Smt. Rashmi Chaudhari	Communication (IEC/BCC) Expert, ISCDL	Member
4	Smt. Reeta Lahiri	Non-Governmental Organizations Member	Member

Two meetings of Internal Complaint Committee were duly held on 01.06.2018 on 01.12.2018.

22. 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 make disclosure as per rule 6(4) of Companies (Share Capital and Debentures) Rules, 2014.


23. ACKNOWLEDGEMENT

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

Place: Indore
Date: 26/09/2019

For & on behalf of Board of
Indore Smart City Development Limited


ASHISH SINGH
Executive Director
DIN: 07636828


LOKESH KUMAR JATAV
Chairman
DIN: 08383862

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31/03/2019

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	U75100MP2016SGC035528
2.	Registration Date	11/03/2016
3.	Name of the Company	Indore Smart City Development Limited
4.	Category/Sub-category of the Company	Company limited by share/ State Government Company
5.	Address of the Registered office & contact details	Smart City Office, Nehru Park Campus, Indore MP, 452003 IN Email Id: smartcityindore16@gmail.com Contact: 0731-2535572
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 company
1	Advertising	74300	80.62
2	O&M for Material Recovery (Others)	74999	19.38

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 / Associate	% OF SHARE HELD	APPLICABLE SECTION
1.	Madhya Pradesh Urban Development Co. Limited	U75110MP2015SGC034139	Holding	50%	Section 2(87)(i) read with clause (b) of explanation

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 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	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)	-	9,99,99,990	9,99,99,990	50.00	-	9,99,99,990	9,99,99,990	50.00	Nil
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Local body)	-	9,99,99,960	9,99,99,960	50.00	-	9,99,99,960	9,99,99,960	50.00	Nil
Sub- total (A) (1):-	Nil	20,00,00,000	20,00,00,000	100.00	-	20,00,00,000	20,00,00,000	100.00	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) = (A) (1) + (A) (2)	Nil	20,00,00,000	20,00,00,000	100.00	-	20,00,00,000	20,00,00,000	100.00	Nil
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) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
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 Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	Nil	20,00,00,000	20,00,00,000	100.00	-	20,00,00,000	20,00,00,000	100.00	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	* Shri Nishant Warwade, IAS	10	0.00	-	-	-	-	-
	* Shri Lokesh Kumar Jayav	-	-	-	10	0.00	-	-
2	Indore Municipal Corporation	9,99,99,960	50.00	-	9,99,99,960	50.00	-	-
3	*Shri Rohan Saxena	10	0.00	-	10	0.00	-	-
4	*Shri Gautam Singh, IAS	10	0.00	-	-	-	-	-
	* Shri Vivek Sarotriya	-	-	-	10	0.00	-	-
5	*Shri Rajesh Nagal	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	**Dr. Manju Sharma	10	0.00	-	-	-	-	-
	**Shri Swatantra Kumar Singh, IAS	-	-	-	10	0.00	-	-

*Shares are held in the capacity of Nominee of Indore Municipal Corporation

** Shares are held in the capacity of Nominee of Madhya Pradesh Urban Development Co. Limited

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.	* Shri Nishant Warwade, IAS				
	At the beginning of the year	10	0.00	10	0.00
	Transferred on 08.03.2019	(10)	(0.00)	0	0.00
	At the end of the year	0	0.00	0	0.00
2	*Shri Lokesh Kumar Jatav, IAS				

	At the beginning of the year	0	0.00	0	0.00
	Acquired through Transfer on 08.03.2019	10	0.00	10	0.00
	At the end of the year	10	0.00	10	0.00
	Indore Municipal Corporation				
3.	At the beginning of the year	9,99,99,960	50.00	9,99,99,960	50.00
	Transactions During the Year	-	-	9,99,99,960	0.00
	At the end of the year	9,99,99,960	50.00	9,99,99,960	50.00
	*Shri Rohan Saxena				
4.	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
	*Shri Gautam Singh, IAS				
5.	At the beginning of the year	10	0.00	10	0.00
	Transferred on 29.09.2018	(10)	(0.00)	0	0
	At the end of the year	0	0.00	0	0.00
	*Shri Kumar Purushottam				
6.	At the beginning of the year	0	0.00	0	0.00
	Acquired through Transfer on 29.09.2018	10	0.00	10	0.00
	Transferred on 08.03.2019	(10)	(0.00)	0	0
	At the end of the year	0	0.00	0	0.00
	*Shri Vivek Sarotriya				
7.	At the beginning of the year	0	0.00	0	0.00
	Acquired through Transfer on 08.03.2019	10	0.00	10	0.00
	At the end of the year	10	0.00	10	0.00
	*Shri Rajesh Nagal				
8.	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
9.	Madhya Pradesh Urban Development Co. Limited				
	At the beginning of the year	9,99,99,990	50.00	9,99,99,990	50.00

	Transactions During the Year	-	-	9,99,99,990	0.00
	At the end of the year	9,99,99,990	50.00	9,99,99,990	50.00
10.	**Dr. Manju Sharma				
	At the beginning of the year	10	0.00	10	0.00
	Transferred on 29.09.2018	(10)	(0.00)	0	0
	At the end of the year	0	0.00	0	0.00
11.	**Shri Swatantra Kumar Singh, IAS				
	At the beginning of the year	0	0.00	0	0.00
	Acquired through Transfer on 29.09.2018	10	0.00	10	0.00
	At the end of the year	10	0.00	10	0.00

*Shares are held in the Capacity of Nominee of Indore Municipal Corporation

** Shares are held in the Capacity of Nominee of Madhya Pradesh Urban Development Co Limited.

(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
	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

SN	Shareholding of each Directors and each Key Managerial Personnel	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.	* Shri Nishant Warwade, IAS (1)				
	At the beginning of the year	10	0.00	10	0.00
	Transferred on 08.03.2019	(10)	(0.00)	0	0.00
	At the end of the year	0	0.00	0	0.00
2.	*Shri Lokesh Kumar Jatav, IAS (2)				
	At the beginning of the year	0	0.00	0	0.00
	Acquired through Transfer on 08.03.2019	10	0.00	10	0.00

	At the end of the year	10	0.00	10	0.00
3.	Shri Manish Singh, <i>LAS</i> (1)				
	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
4.	Shri Asheesh Singh, <i>LAS</i> (4)				
	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
5.	Shri Ashwini Kumar (5)				
	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
6.	Shri Surendra Singh Rajpoot (6)				
	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
7.	**Dr. Manju Sharma (7)				
	At the beginning of the year	10	0.00	10	0.00
	Transferred on 29.09.2018	(10)	(0.00)	0	0
	At the end of the year	0	0.00	0	0.00
8.	**Shri Swatantra Kumar Singh, <i>LAS</i> (8)				
	At the beginning of the year	0	0.00	0	0.00
	Acquired through Transfer on 29.09.2018	10	0.00	10	0.00
	At the end of the year	10	0.00	10	0.00
9.	Shri Rahul Jain, <i>LAS</i> (9)				
	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-

	*Shri Gautam Singh, LAS (10)				
10.	At the beginning of the year	10	0.00	10	0.00
	Transferred on 29.09.2018	(10)	(0.00)	0	0
	At the end of the year	0	0.00	0	0.00
	*Shri Kumar Purushottam (11)				
11.	At the beginning of the year	0	0.00	0	0.00
	Acquired through Transfer on 29.09.2018	10	0.00	10	0.00
	Transferred on 08.03.2019	(10)	(0.00)	0	0
	At the end of the year	0	0.00	0	0.00
	*Shri Vivek Sarotriya (12)				
12.	At the beginning of the year	0	0.00	0	0.00
	Acquired through Transfer on 08.03.2019	10	0.00	10	0.00
	At the end of the year	10	0.00	10	0.00
	Shri Rajesh Nagat (13)				
13.	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
	Shri Gajra Mehta (14)				
14.	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
	Shri Krishna Kumar Songaria (15)				
15.	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
	Shri Shankar Yadav (16)				
16.	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-

	Prof. Shri Rishikesh Thiruvankata Krishnan <i>(17)</i>				
17.	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
	Ar. Smt. Deepti Vyas <i>(18)</i>				
18.	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
	Shri Rohan Saxena <i>(19)</i>				
19.	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
	Shri Sandeep Kumar Soni <i>(20)</i>				
20.	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
	Shri Anurag Kumar Saxena <i>(21)</i>				
21.	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-
	Smt. Rachna Gaur <i>(22)</i>				
22.	At the beginning of the year	-	-	-	-
	Transactions During the Year	-	-	-	-
	At the end of the year	-	-	-	-

Note:

- (1) Ceases to hold Directorship w.e.f. 15.01.2019 and Shares were held in the capacity of Nominee of IMC
- (2) Joined the Board as Chairman w.e.f. 07.03.2019 and Shares held in the capacity of Nominee of IMC
- (3) Ceases to hold Directorship w.e.f. 18.05.2018
- (4) Joined the Board as Executive Director w.e.f. 18.05.2018
- (5) Ceases to hold Directorship w.e.f. 20.12.2018
- (6) Ceases to hold Directorship w.e.f. 16.07.2018
- (7) Ceases to hold Directorship w.e.f. 16.07.2018 and Shares were held in the capacity of Nominee of MPUDCL
- (8) Joined the Board as Nominee Director w.e.f. 12.11.2018 and Shares held in the capacity of Nominee of MPUDCL
- (9) Joined the Board as Nominee Director w.e.f. 16.07.2018

- (10) Ceases to hold Directorship w.e.f. 17.07.2018 and Shares were held in the capacity of Nominee of IMC
 (11) Joined the Board as Nominee Director w.e.f. 17.07.2018 and ceases to hold Directorship w.e.f. 28.01.2019 and Shares were held in the capacity of Nominee of IMC
 (12) Joined the Board as Nominee Director w.e.f. 01.07.2019 and Shares held in the capacity of Nominee of IMC w.e.f. 08.03.2019
 (13) Joined the Board as Nominee Director w.e.f. 16.09.2016 and Shares held in the capacity of Nominee of IMC
 (14) Joined the Board as Nominee Director w.e.f. 16.09.2016
 (15) Ceases to hold Directorship w.e.f. 01.04.2018 and joined the board again as Nominee Director w.e.f. 15.06.2018
 (16) Joined the Board as Nominee Director w.e.f. 19.12.2016
 (17) Joined the Board as Independent Director w.e.f. 12.05.2017
 (18) Joined the Board as Independent Director w.e.f. 12.11.2018
 (19) Ceased from office of Chief Executive Officer w.e.f. 23.03.2019 and Shares held in the capacity of Nominee of IMC
 (20) Joined the Company as Chief Executive Officer w.e.f. 23.03.2019
 (21) Joined the Company as Company Secretary w.e.f. 02.09.2016
 (22) Joined the Company as Chief Financial Officer w.e.f. 29.09.2017

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

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 MANAGERIAL PERSONNEL

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

SN	Particulars of Remuneration	Directors		Total Amount
		-	-	
1.	Gross salary	-	-	-

	(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	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3	Swcat 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 -

SN	Particulars of Remuneration	Name of Directors		Total Amount (In Rs.)
		RISHIKESHA THIRUVENKATA KRISHNAN	DEEPTI VYAS	
	Independent Directors	Nil	Nil	Nil
	Fee for attending board/committee meetings	90000	45000	1,35,000
1.	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	90000	45000	1,35,000
	Other Non-Executive Directors	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil
2.	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
3.	Total (2)	Nil	Nil	Nil
4.	Total (B)=(1+2)	90000	45000	1,35,000
5.	Total Managerial Remuneration	-	-	-
6.	Overall Ceiling as per the Act	-	-	-

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

SN	Particulars of Remuneration	Key Managerial Personnel(Rs in Lakhs)			Total
		CEO	CS	CFO	
		Rohan Saxena	Anurag Kumar Saxena	Rachna Gaur	
1.	Gross salary	Nil	7.39	8.59	15.98

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	7.39	8.59	15.98
	(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	Nil	7.39	8.59	15.98


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

Place: Indore
Date: 26/09/2019

For & on behalf of Board of
Indore Smart City Development Limited


ASHEESH SINGH
Executive Director
DIN: 07636828


LOKESH KUMAR JATAV
Chairman
DIN: 08383862

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31ST March, 2019

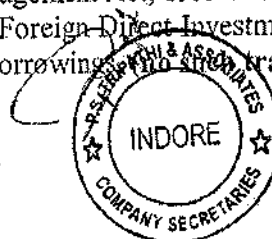
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Indore Smart City Development Limited,
Indore

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indore Smart City Development 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 **Indore Smart City Development 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, 2019, 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 **Indore Smart City Development Limited** for the period ended on 31st March, 2019 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**);
 - (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 Borrowing (to the extent of such transactions reported);



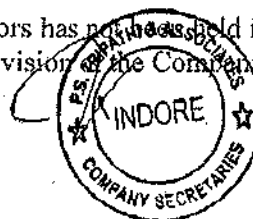
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- (Not applicable to the Company during the Audit Period)
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (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 :-

- a. Company was having only one independent Director from 01st April, 2018 to 11th November, 2018 against the two independent Directors required as per section 149 of the Companies Act 2013.
- b. Company is not constituted Nomination and Remuneration Committee consisting majority of Independent Directors from 01st April, 2018 to 19th November, 2018. Audit committee also did not had majority of Independent Director from 01st April, 2018 to 19th November, 2018 as required under the Companies Act 2013. However above were complied on 19.11.2018.
- c. Meeting of Board of Directors has not been held in the 4th quarter of the Financial Year 2018-19 as per the provision of the Companies Act 2013.



- d. Adjourned Annual General Meeting for the FY 2017-18, which was required to be held on or before 30.12.2018 and could not be recalled till date and Financial Statement was not laid before the members of the Company. However, Company has filed unadopted Financial Statement for the FY 2017-18 with ROC;
- e. Company has not constituted various other committees as mentioned in clause no. 12.15 Articles of Association of the Company.

3. We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. 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.

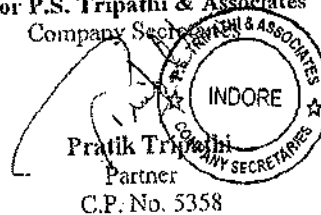
Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or with shorter period, wherever required, and a system exists for seeking and obtaining further information and clarifications on the agenda items before 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.

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 not issued and allotted equity Shares on right issue basis.

Place: Indore
Date: 26.09.2019

For P.S. Tripathi & Associates
Company Secretary



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.

Annexure to Secretarial Audit Report

To,
The Members,
Indore Smart City Development Limited
Indore

Our report for FY 2018-19 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.

Place: Indore
Date: 26.09.2019

For P.S. Tripathi & Associates
Company Secretary


Pratik Tripathi
Partner

C.P. No. 5358



No. DAD-Com1/ISCDL/2018-19/D-159 dt 28/07/2020

कार्यालय प्रधान महालेखाकार (लेखापरीक्षा-I), ऑडिट भवन,
झाँसी रोड, मध्य प्रदेश, ग्वालियर

दिनांक: 28/07/2020

प्रति,
मुख्य कार्यपालन अधिकारी
इंदौर स्मार्ट सिटी डेवलपमेंट लिमिटेड
नेहरू पार्क कैम्पस, इंदौर, म. प्र. 452003.

विषय : इंदौर स्मार्ट सिटी डेवलपमेंट लिमिटेड, इंदौर के 31 मार्च 2019 को समाप्त वर्ष के लेखाओ पर कंपनी अधिनियम 2013 की धारा 143(6)(ख) के अधीन भारत के नियंत्रक महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

मैं इंदौर स्मार्ट सिटी डेवलपमेंट लिमिटेड, इंदौर के 31 मार्च 2019 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 रही 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 करने का कष्ट करे तथा पत्र कि पावती भिजवाएँ।

संलग्न : उपरोक्तानुसार

भवदीय

28/07/20
(मोन्स-जीम)

उपमहालेखाकार (ए. एम. जी- III)

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**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143 (6) (b) OF THE COMPANIES ACT, 2013 ON THE
FINANCIAL STATEMENTS OF INDORE SMART CITY DEVELOPMENT
LIMITED FOR THE YEAR ENDED ON 31 MARCH 2019**

The preparation of Financial Statements of Indore Smart City Development Limited for the year ended on 31 March 2019 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 26 September 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 Indore Smart City Development Limited for the year ended on 31 March 2019. 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.

Balance Sheet

Assets

Property, Plant & Equipment (Note 3) – ₹ 59.40 crore

1. As per Schedule II of the Companies Act, 2013 useful life of electrical installation and equipment is 10 years for providing depreciation. However, the Company provided depreciation on Energy Efficient LED Street Lighting considering 7 years as its useful life. This has resulted in understatement of Depreciation & Amortization expenses by ₹ 4 lakh with corresponding overstatement of Property, Plant and Equipment and understatement of Loss to the same extent.

Non-Current Assets

Capital Work in Progress – (Note No-4) – ₹ 178.85 crore

2. The above does not include an amount of ₹ 1.46 crore being the bill received from the contractor in March 2019 for work of construction of modular type rain harvesting system carried out during 2018-19.

This has resulted in understatement of Capital work-in-progress with corresponding understatement of Current Liabilities by ₹ 1.46 crore.

Equity and Liabilities

Current Liabilities

Financial Liabilities – Other Financial Liabilities (Note No 16) – ₹ 22.33 crore

3. The above does not include ₹ 28.20 lakh (₹ 12.01 lakh on advertisement expenditure and ₹ 16.19 lakh on census of trees expenditure) for work carried out during the financial year 2018-19.

This has resulted in understatement of Other Financial Liabilities and Expenditure by ₹ 28.20 lakh each with corresponding understatement of Loss to the same extent.

Statement of Profit and Loss

Income

Revenue from operations – ₹ 1.69 crore

4. The above include ₹ 11.52 lakh being interest earned on mobilization advance and labour cess collection charges which were not core operating activities of the Company. Hence, it should have been booked as Other Income instead of Revenue from Operation. This has resulted in overstatement of Revenue from Operation and understatement of Other Income by ₹ 11.52 lakh.

Other Income (schedule 21) - ₹ 44.42 crore

5. The above include ₹ 1.15 crore being notional interest on security deposit calculated at the rate of 10 per cent based on interest charged from contractor on mobilization advance. However, security deposit received from the contractor was either kept in saving bank account or in fixed deposit account, therefore, interest on security deposit should have been calculated at the rate of interest of 6.67 per cent on conservative basis.

This has resulted in overstatement of Other Income and Grant for project expenses by ₹ 38.24 lakh (₹ 114.83 lakh - ₹ 76.59 lakh) with corresponding understatement of loss. Despite comment of C&AG on the Financial Statements for the year 2017-18, no corrective action was taken by the Company during 2018-19.

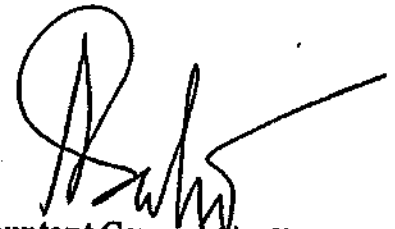
Independent Auditor's Report

6. The Statutory Auditor did not enclose the Report under section 143(5) of the Companies Act, 2013 (compliance report on the directions/sub-directions issued by the C&AG) with their Report. Thus, the Auditor's Report is deficient to that extent.

General

7. A reference is invited to the Opinion Paragraph wherein the Statutory Auditor has stated '*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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards, prescribed under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and its profit, and its cash flows for the year ended on that date.*' However, the Company has incurred loss of ₹ 3.97 crore for the year ended 31 March 2019. Thus, the Auditor's Report is deficient to that extent.

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



Principal Accountant General (Audit-I),
Madhya Pradesh, Gwalior

Place: Gwalior

Date: 28/07/2020

Annexure-II

Management reply on comments of the Comptroller and Auditor-General of India on the Financial Accounts of Indore Smart City Development Limited for F.Y. 2018-19

Sr. No.	CAG Comments	Management Reply
1.	<p>Balance Sheet Assets Property, Plant & Equipment- Note No.- 3 - Rs. 59.40 crore</p> <p>As per Schedule II of the Companies Act, 2013 useful life of electrical installation and equipment is 10 years for providing depreciation. However, the Company provided depreciation on Energy Efficient LED Street Lighting considering 7 years as its useful life. This has resulted in understatement of Depreciation & Amortization expenses by Rs. 4 lakh with corresponding overstatement of Property, Plant and Equipment and understatement of Loss to the same extent.</p>	<p>That in case of Energy Efficient LED Street Lightning doesn't fall under the category of Electrical Installation and equipment, it is intelligent LED type system having smart controls and hence the its useful life is taken 7 years based on the O&M period as per the contract which is 7 Years. The relevant extract from RFP in this regard is enclosed.</p> <p>Hence the depreciation on the above assets have been properly & correctly taken.</p> <p>Hence this para should be treated as properly complied and be dropped.</p>
2.	<p>Non-Current Assets Capital Work in Progress- Note No.- 4 - Rs. 178.85 crore</p> <p>The above does not include an amount of Rs. 1.46 crore being the bill received from the contractor in March 2019 for the work of construction of modular type rain harvesting system carried out during 2018-19.</p> <p>This has resulted in understatement of Capital work-in-progress with</p>	<p>That even though the bill was raised by the vendor before 31.03.2019 but the same was verified and approved in the month of May 2019 only hence the same is accounted for after 31.03.2019.</p> <p>This is nothing but utilisation of grant and hence does not impact the profit and loss account of the company.</p> <p>Hence, this para may be treated as properly complied and be dropped.</p>

Sr. No.	CAG Comments	Management Reply
	corresponding understatement of Current Liabilities by Rs. 1.46 crore.	
3.	<p>Equity and Liabilities Current Liabilities Financial Liabilities- Other Financial Liabilities Note No.- 16 - Rs. 22.33 crore</p> <p>The above does not include Rs. 28.20 lakh (Rs. 12.01 lakh on advertisement expenditure and Rs. 16.19 lakh on census of trees expenditure) for work carried out during the financial year 2018-19.</p> <p>This has resulted in understatement of Other Financial Liabilities and Expenditure by Rs. 28.20 lakh each with corresponding understatement of Loss to the same extent.</p>	<p>That in regard to understatement of Expenditure by Rs.28.20/- Lakhs due non recognition of Expenditure for Advertisement and Expenditure towards census of trees of Rs.12.01/- Lakhs and Rs.16.19/- Lakhs respectively, we would like to submit that even though the bill was raised by the vendor before 31.03.2019 but the same was received, verified and approved later on and hence the same is accounted for after 31.03.2019 only.</p> <p>This in nothing but utilisation of grant and hence does not impact the profit and loss account of the company.</p> <p>Hence, this para may be treated as properly complied and be dropped.</p>
4.	<p>Statement of Profit and Loss Income Revenue from operations- Rs. 1.69 crore</p> <p>The above include Rs. 11.52 lakh being interest earned on mobilization advance and labour cess collection charges which were not core operating activities of the Company. Hence, it should have been booked as Other Income instead of Revenue from Operation.</p> <p>This has resulted in overstatement of Revenue from Operation and understatement of Other Income by Rs. 11.52 lakh.</p>	<p>That in regard to classification of Interest from vendors on mobilisation advance of Rs. 10.66 lakhs and labour collection charges of Rs. 0.86 Lakhs, we would like to submit as under: -</p> <p>1.That the classification of Revenue of the company has been made as per Ind AS-18 "Revenue", That the Standard covers as under:</p> <p><i>This Standard shall be applied in accounting for revenue arising from the following transactions and events</i></p> <p>(a) the sale of goods;</p>


Sr. No.	CAG Comments	Management Reply
		<p>(b) the rendering of services; and</p> <p>(c) the use by others of entity assets yielding interest, royalties and dividends.</p> <p>2. That the use by others of entity assets gives rise to revenue in the form of:</p> <p>(a) interest—charges for the use of cash or cash equivalents or amounts due to the entity;</p> <p>(b) royalties—charges for the use of long-term assets of the entity, for example patents, trademarks, copyrights and computer software; and</p> <p>(c) dividends—distributions of profits to holders of equity investments in proportion to their holdings of a particular class of capital.</p> <p>3. That interest from vendor on mobilisation advance is nothing but interest charges for use of cash and cash equivalent or amount due to the company hence the same has been recognised as Revenue of the company.</p> <p>4. That labour collection charges are also the collection from the labour deducted from the amount payable to the vendor and is indirectly associated with the main activity of the company hence the same has been accounted for as Revenue of the company.</p>

Sr. No.	CAG Comments	Management Reply
		Hence this para should be treated as properly complied and be dropped.
5.	<p>Other Income Schedule 21- Rs. 44.42 crore</p> <p>The above include Rs. 1.15 crore being notional interest on security deposit calculated at the rate of 10 per cent based on interest charged from contractor on mobilization advance. However, security deposit received from the contractor was either kept in saving bank account or in fixed deposit account, therefore, interest on security deposit should have been calculated at the rate of interest of 6.67 per cent on conservative basis.</p> <p>This has resulted in overstatement of Other Income and Grant for Project expenses by Rs. 38.24 lakh (Rs. 114.83 lakh - Rs. 76.59 lakh) with corresponding understatement of loss.</p> <p>Despite comment of C&AG on the Financial Statements for the year 2017-18, no corrective action was taken by the Company during 2018-19.</p>	<p>That in regard to discounting of assets @ 10% instead of 6.67% earlier mentioned in the memo was 6.5% being average yield rate of deposits with bank, we would like to submit that as per Ind AS 113 Fair Value Measurement, Fair Value is a market based measurement, not an entity - specific measurement, for some assets and liabilities, observable market transactions or market information might be available. However, the objective of a fair value measurement in both case is same -to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions.</p> <p>That as per above para entity specific rate is not required but rate more likely as per current market shall be used. That 10% rate is more likely to be matched with market rate and hence the same has been taken as discounting factor.</p> <p>Further want to add that Ind AS 109 Financial Instruments. It reads as 'the fair value of a long-term loan or receivable that carries no interest can be measured as the present</p>

Sr. No.	CAG Comments	Management Reply
		<p>value of all future cash receipts discounted using the prevailing market rate(s) of interest for a similar instrument (similar as to currency, term, type of interest rate and other factors) with a similar credit rating.</p> <p>In the present case financial instrument is a financial liability. The standard requires to consider market rate of interest for a similar instrument i.e. interest rate for a financial liability.</p> <p>Bank deposits are financial assets and not financial liabilities. Adoption of bank deposit interest rate, would be contradictory to requirements of aforesaid para.</p> <p>The rate has to be in respect of financial instrument being a financial liability. It could be a borrowing rate on loans given by bank for similar factors. In such circumstances, rate of 10% seems reasonable and justified</p> <p>That in Financial statements for FY 2018-19 we have also made proper disclosure in this regard.</p> <p>Hence this para should be treated as properly complied and be dropped.</p>
6.	<p>Independent Auditor's Report</p> <p>Statutory Auditor did not enclose the Report under section 143(5) of the Companies Act, 2013 (compliance report on the directions/sub-directions issued by the C&AG) with their Report. Thus, the Auditor's Report is deficient to that extent.</p>	<p>That the has provided the report under section 143(5) of The Companies Act 2013. The copy of Same is enclosed for your kind reference.</p>

Sr. No.	CAG Comments	Management Reply
		Hence this para should be treated as properly complied and be dropped.
7.	<p>General</p> <p>A reference is invited to the Opinion Paragraph wherein the Statutory Auditor has stated '<i>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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards, prescribed under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and its profit, and its cash flows for the year ended on that date.</i>' However, the Company has incurred loss of Rs. 3.97 crore for the year ended 31 March 2019. Thus, the Auditor's Report is deficient to that extent.</p>	<p>That auditor has replied for the same, that he would take care for the same in future. That the mistake is apparent from record and in no case misguide the users of the financial statements.</p> <p>Hence this para should be treated as properly complied and be dropped.</p>

For & on behalf of Board of Directors

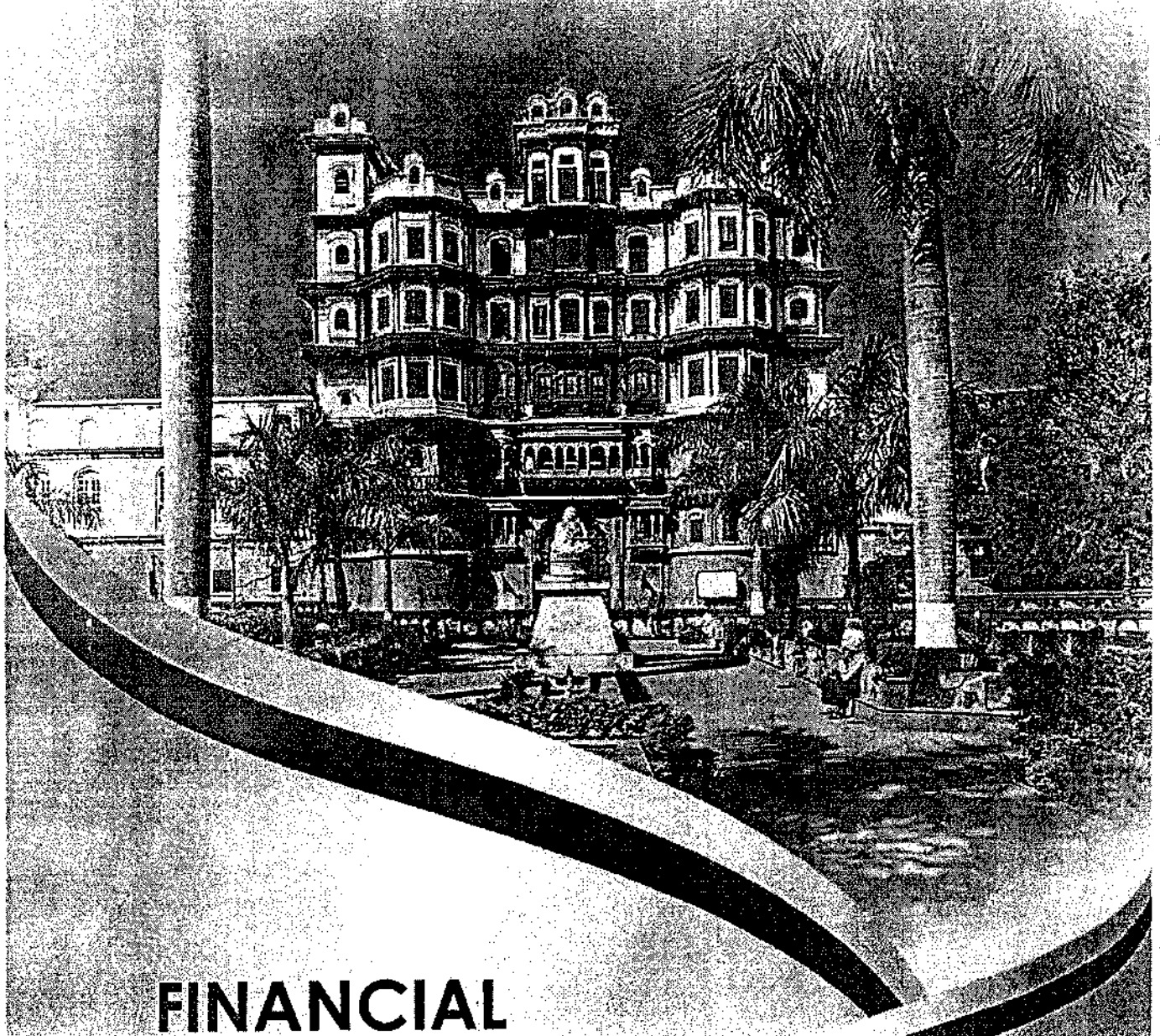

ADITI GARG, IAS
 (Chief Executive Officer)
 Indore Smart City Development Limited

Place: Indore
 Dated: 12.10.2020



INDORE SMART CITY DEVELOPMENT LIMITED

CIN: U75100MP2016SGC035528



FINANCIAL STATEMENTS

AS ON 31.03.2019



GUPTA & ASHOK

Chartered Accountants

202, Sunrise Tower, 579-M.G. Road, Indore-452001
Ph.: 0731-2539821, 40688589, 9826064869
Email.: guptaandashokca@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Indore Smart City Development Limited.

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Indore Smart City Development Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss, statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and its profit, and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

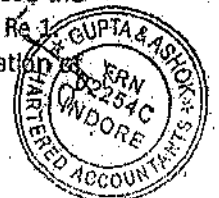
KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters are addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters:

A. Land allotted to the Company by state government

Description of key audit matter –

The Madhya Pradesh Government has allotted 16.413 hectare land to the Company at MOG line Indore without any monetary consideration. The Company has recognized the said land as 'Investment property' in the financial statements at nominal value of Re. 1. The transaction required management's significant judgment regarding 'classification of asset', the amount at which it is recognized and the tax consequences.



Description of Auditor's response -

We evaluated the appropriateness of the management's judgment in respect of classification of land and its recognition amount and its impact on provisioning of current tax.

The land allotment letters issued by MP government were read by us to identify conditions associated with the grant. The intention of management in respect of proposed use of land was assessed by us. For this, we read the minutes of meeting and tender documents issued by the Company for redevelopment of land. The applicability of Ind AS-20 'Accounting for Government Grants and Disclosure of Government Assistance' was checked particularly with reference to value of land at which it should be recognized. ICDS VII relating to government grants was applied for computing tax effects on this transaction.

Management's responsibilities for the Audit of the Standalone Financial Statements

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

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has not realistic alternative to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the SAs will always detect material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decision of the users taken on the basis of these standalone financial statements.



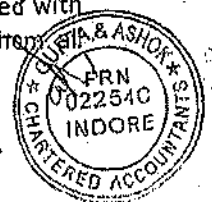
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them



relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

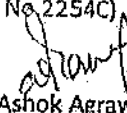
1. As required by section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of accounts as required 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 the statements of Cash Flow dealt with by this report are in agreement with relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of section 164(2) of the Act.
 - f) With respect to 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) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There has been no amount required to be transferred, to the Investor Education and Protection Fund by the Company.



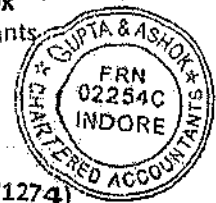
2. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government in terms of section 143 (11) of the Act, we give in "Annexure B", a statement on the matters specified in paragraph 3 and 4 of the order.

Place: Indore
Date: 26.09.2019

For Gupta and Ashok
Chartered Accountants
(FR No. 2254C)


(CA Ashok Agrawal)
(Membership No. 071274)
Partner

UDIN: 19071274AAAABNS328



ANNEXURE --A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE
(Reference to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Indore Smart City Development Limited)

Report on the Internal Financial Controls over financial reporting 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 Indore Smart City Development Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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, 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, to the best of our information and according to the explanations given to us, 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 2019, 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.

Place: Indore
Date: 26.09.2019

For Gupta & Ashok
Chartered Accountants
FRNo. 02254C


(CA Ashok Agrawal)
Partner

M.No. 071274

UDIN: 19071274AAAABN5328



ANNEXURE -B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE

The Annexure referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our Independent Auditors' Report to the members of Indore Smart City Development Limited on the financial statements for the year ended 31 March 2019, we report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All these fixed assets have been physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such verification.
- (c) An Immovable in the form of Land of an area 16.413 hectare has been transferred to the company vide letter No 10-45/2018/18-2 Dated 25/09/2018 by MP State Government to the company. The land is shown under the head Investment property and carrying value is Re 1. The nomination in the name of the company is in process as at the reporting date.
- (ii) (a) As the Company has no inventory at any time during the year, the requirement for physical verification of inventory is not applicable to the Company. Therefore subclause (b) of clause (ii) of Paragraph 3 of the Order is not applicable.
- (iii) (a) The company did not give any loan, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Therefore, sub-clause (a), (b) and (c) of clause (iii) of paragraph 3 of the Order are not applicable.
- (iv) In our opinion and according to explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us and on the basis of our checking during the course of audit, the company has not accepted any deposits.
- (vi) The Central Government has not specified maintenance of the cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the company.
- (vii) (a) According to the information and explanation given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, Goods and Service Tax, duty of custom, cess and other material statutory dues applicable to it with the appropriate authorities. There was no such outstanding as at the last day of the financial year concerned for a period of more than six months from the date, they became payable.
- (b) According to information and explanations given to us, there are no dues of income tax, wealth tax, service tax, custom duty, excise duty and cess which have not been deposited on account of any dispute.
- (viii) In our opinion and according to information and explanations given to us, the company has not obtained any loan from financial institutions, banks, government or any other person. Therefore, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company has not raised any money by way of initial public offer, further public offer or term loan. Therefore, paragraph 3(ix) of the Order is not applicable.



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, to the best of our information and according to the explanations given to us, 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 2019, 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.

Place: Indore
Date: 26.09.2019

For Gupta & Ashok
Chartered Accountants
FRNo. 02254C


(CA Ashok Agrawal)
Partner

M.No. 071274

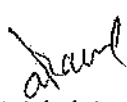
UDIN: 19071274AAAABN5328



- (x) Based upon audit procedures performed and according to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit:
- (xi) According to information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any transactions with the related parties. Accordingly, the clause (xiii) of the order are not applicable.
- (xiv) According to information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3(xiv) of the order is not applicable to the Company.
- (xv) According to information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with them. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: Indore
Date: 26.09.2019.

For Gupta & Ashok
Chartered Accountants
FRNo. 02254C


(CA Ashok Agrawal)
Partner
M.No. 071274



UDIN: 19071274AAAABN5328



GUPTA & ASHOK

Chartered Accountants
202, Sunrise Tower, 579-M.G. Road, Indore-452001
Ph.: 0731-2539821, 40688589, 9826064869
Email: guptaandashokca@gmail.com

REPORT UNDER SECTION 143(5) OF THE COMPANIES ACT 2013 OF Indore Smart City Development Limited, INDORE

We have examined the books of accounts of **INDORE SMART CITY DEVELOPMENT LIMITED, Indore** for the year ended 31st March 2019 and as per the information and explanation given to us, we submit our report under section 143(5) of the Companies Act , 2013 as under :-

<p>1. Whether the company has system in place to process all the accounting transaction through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.</p>	<p>The Company has system to punch accounting transactions in IT system by manual operators. The transactions are recorded in IT system after transactions have taken place. These does not get recorded automatically in IT system as soon as transactions take place.</p> <p>The Company has system in place to record all the accounting transactions through IT system. System generated trial balances and ledgers were available.</p> <p>The amount of transactions and the volume of transactions are very high. The processing of accounting transactions through IT system is expected to increase the delay in recording transactions, delays in closing of books of accounts by management and delays in finalization of audit procedures.</p>
<p>2. Whether there is any restructuring of an existing loans or cases of waiver/write</p>	<p>To the best of our knowledge and information and explanation provided to us, the Company has not taken any loans at any</p>

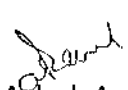


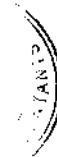
<p>off of debts/loans/interest etc. made by lender to the company due to company's inability to repay the loan? If yes, the financial impact may be stated.</p>	<p>time during the year.</p>
<p>3. Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation.</p>	<p>The funds received for specific schemes from central / state agencies were properly accounted for. It is being utilized as per its term and conditions. However, the Government grant has not yet been completely utilized as per the financial statements as at 31-03-2019.</p>
<p>4. Whether the company has taken adequate measures to prevent encroachment of idle land owned by it. Whether any land of the company is encroached, under litigation, not put to use or declared surplus? Details may be provided.</p>	<p>The Madhya Pradesh Government has allotted 16.413-hectare land to the Company at MOG line Indore without any monetary consideration. We are unable to comment upon encroachment, if any, over the said land, as any such information is not available.</p>
<p>5. Whether system for monitoring the execution of work vis-a-vis the milestones stipulated in the agreement is in existence and the impact of cost escalation, if any, revenue / losses from contracts etc., have been properly accounted for in the books.</p>	<p>The system for monitoring the execution of work vis-à-vis the milestones stipulated in the agreement is in existence. The impact of cost escalation, if any, revenue / losses from contracts etc., have been properly accounted for in the books.</p>



<p>6. Whether the bank guarantees have been revalidated in time?</p>	<p>There is a system in place in the Company wherein it makes payment after checking the status of bank guarantee expiry dates to counter the risk of non-revalidation of bank guarantees in time.</p>
<p>7. Comment on the confirmation of the balances of trade receivables, trade payables, term deposits, bank accounts and cash obtained.</p>	<p>The Company has obtained confirmation of balances of term deposits and bank accounts. The Company has obtained confirmation from some of its payables but not for all of trade payables. The Company has not obtained confirmation of trade receivables.</p>
<p>8. The cost incurred on abandoned projects and may be quantified and the amount actually written off shall be mentioned.</p>	<p>To the best of our knowledge and explanation provided to us, there is no instance of abandoning a project which has taken place. Re-tendering of projects is generally done where existing contractor fails to complete it.</p>

For Gupta & Ashok
Chartered Accountants
FRN: 02254C


CA Ashok Agrawa
(Partner)
M. No.: 071274
Place: Indore



INDORE SMART CITY DEVELOPMENT LTD.

CIN :- U75100MP2016SGC035528

Regd. Off: Smart City Office, Nehru Park Campus, Indore, M.P.

Website: www.smartcityindore.org, ph No. 0781-2338672; E mail: smartcityindore@gmail.com

BALANCE SHEET AS AT 31 MARCH, 2019

₹ (In Lakh)

Particulars	Note	As at	
		March 31, 2019	March 31, 2018
ASSETS			
1 NON CURRENT ASSETS			
(a) Property Plant and Equipment	3	5,940.46	2,765.31
(b) Capital Work in Progress	4	17,885.40	9,060.64
(c) Investment Property	5	0.00001	-
(d) Other Non Current Asset	6	91.98	109.83
(f) Other Non Current Asset	7	-	-
(e) Deferred Tax Assets	7	-	-
		23,917.84	11,935.77
2 CURRENT ASSETS			
(a) Financial Assets			
(i) Cash and Cash Equivalents	8	15,104.82	30,106.20
(ii) Trade Receivables	9	41.85	9.38
(iii) Other Financial Assets	10	4,245.61	1,349.98
(b) Other Current Assets	11	1,133.50	802.67
		20,525.79	32,268.23
TOTAL ASSETS		44,443.63	44,204.00
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	12	20,000.00	20,000.00
(b) Other Equity	13	(497.17)	(100.00)
		19,502.83	19,900.00
LIABILITIES			
1 NON CURRENT LIABILITIES			
(a) Government Grants for Project Expenditure	14	21,641.65	21,180.30
(b) Financial Liabilities	15	292.30	132.40
(i) Other Financial Liabilities	15	497.17	100.00
(c) Deferred Tax Liability	7	-	-
		22,431.12	21,412.70
2 CURRENT LIABILITIES			
(a) Financial Liabilities	16	2,232.53	2,449.86
(i) Other Financial Liabilities	16	-	-
(b) Trade Payable		-	-
MSME		-	-
Others	17	143.62	71.19
(c) Other Current Liabilities	18	40.46	-
(d) Short Term Provisions	18	-	-
(e) Government Grants for A & OE Expenditure	19	93.06	370.24
		2,509.68	2,891.29
TOTAL EQUITY AND LIABILITIES		44,443.63	44,204.00
Significant Accounting Policies and Notes on Financial Statements	1 to 38		

As per our report of Even Date

For Gupta & Ashok
Chartered Accountants
Firm Reg. No. 002254C

CA. Ashok Agrawal
Partner
M.No. 071274

PLACE: Indore
DATE: 26.09.2019

UDIN: 19071274AAAA8N5328

For and behalf of the Board of Directors

[Lokesh Kumar Jatav]
Chairman
DIN. 02383862

[CA. Sachna Gaur]
Chief Financial Officer
M.No. 419808

[Ashok Singh]
Executive Director
DIN.07636828

[CS. Anurag Kumar Saxena]
Company Secretary
F.8115

[Aditya Gaur]
Chief Executive Officer
PAN: A00P94903M

INDORE SMART CITY DEVELOPMENT LTD.

CIN :- U75100MP2016SGC035528

Regd. Off : Smart City Office, Nehru Park Campus, Indore, M.P.

Website : www.smartcityindore.org, ph No. 0731-2535572; E mail : smartcityindore16@gmail.com

PROFIT & LOSS STATEMENT FOR YEAR ENDING AS ON 31 MARCH, 2019

₹ (In Lakh)

Particulars	Note	For the year ended 31.03.2019	For the year ended 31.03.2018
Income			
Revenue From Operations	20	169.34	73.19
Other Income	21	4,441.84	1,085.59
Total income (A)		4,611.17	1,158.78
Expenses			
Employee benefit expense	22	139.60	104.22
Finance Costs	23	26.73	0.57
Other Expenses	24	743.25	924.79
Total expenses before Depreciation & Project Exp (B)		909.58	1,029.59
Add:			
a) Project Expenditure (Revenue nature)	25	3,278.85	141.03
b) Depreciation and amortization expense			
i. Towards Administrative Assets	3	36.93	14.22
ii. Towards Projects Assets	4	385.81	90.13
		3,701.59	245.38
Profit/(loss) before tax (C=A-B)		0.00	(116.19)
Tax expense			
(1) Current tax		-	-
(2) Deferred tax	7	397.17	152.12
Total Tax (F)		397.17	152.12
Profit/(Loss) for the year from continuing operations(E-F)		(397.17)	(268.31)
Profit/(Loss) from discontinued operations		-	-
Profit/(loss) for the period		(397.17)	(268.31)
Other comprehensive income	26		
A (i) Items that will not be reclassified to profit or loss			
B (ii) Items that will be reclassified to profit or loss			116.19
Total Other Comprehensive Income		-	116.19
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(397.17)	(152.12)
Earnings per equity share (for continuing operation):			
Basic		(0.20)	(0.08)
Diluted		(0.20)	(0.08)
Earnings per equity share (for discontinued operation):			
Significant Accounting Policies and Notes on Financial Statements	1 to 38		

As per our report of Even Date

For and behalf of the Board of Directors

For Gupta & Ashok
Chartered Accountants
Firm Reg. No. 00225

C.A. Ashok Agrawal
Partner
M.No. 071274

PLACE: Indore
DATE: 26.09.2019

UDIN - 19071274AAAABN5328

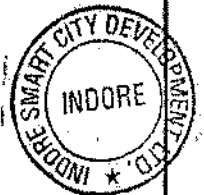


[Lokesh Kumar Jatav]
Chairman
DIN. 08383862

[CA. Rachna Gaur]
Chief Financial Officer
M No. 410808

[Ajay Singh]
Executive Director
DIN.07636828

[CS. Anurag Kumar Saxena]
Company Secretary
F.8115

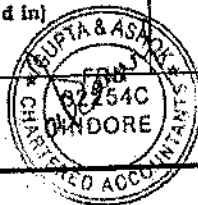


[Aditi Garg]
Chief Executive Officer
PIN - A00P4A9903M

INDORE SMART CITY DEVELOPMENT LTD.
CIN :- U75100MP2016SGC035528
Regd. Off : Smart City Office, Nehru Park Campus, Indore, M.P.
CASH FLOW STATEMENT
For the year ended 31st March, 2019

₹ (In Lakh)

Particulars	Year ended 31st March 2019		Year ended 31st March 2018	
A Cash Flow from Operating Activities				
Profit / (Loss) before tax		0.00		(116.19)
Adjustments for:				
Remeasurement of Defined Benefit Plans	422.74		104.35	
Depreciation & Amortisation	0.00		0.00	
Provision for Gratuity	0.00		0.00	
Provision for Leave Encashment	0.00		0.00	
Miscellaneous Balances Written off	0.00		0.00	
Interest Expense	(4,323.77)		(1,085.59)	
Grant Transferred	0.00		116.19	
Other Comprehensive income		(3,901.03)		(865.06)
Operating Profit before Working Capital Changes		(3,901.03)		(981.24)
Adjustments for:				
Trade Receivables	(32.48)		(9.38)	
Other financial assets	(2,895.63)		(736.84)	
Other Bank Balances	4437.50		5696.00	
Short Term Provisions	40.46		0.00	
Inventories	0.00		0.00	
Other Financial Liabilities	(217.33)		114.16	
Other Current Assets	3469.17		(674.69)	
Trade Payables	0.00		0.00	
Other Current Liabilities	72.42		66.58	
Other Non Current Liability	159.90		126.56	
Movement in deposits		5034.02	0.00	4582.39
Net Cash generated from / (used) in Operating Activities(before tax)		1132.99		3601.15
Taxes (Paid) / Refund (net)		0.00		0.00
Net Cash generated from / (used) in Operating Activities		1132.99		3601.15
B Cash Flow from Investing Activities				
Interest Received			0.00	
(Purchase)/ Sale of Tangible Assets (Net)	(12,422.65)		(9,608.20)	
Movement in Loans and Advances	17.85		(52.05)	
Net Cash generated from / (used in) Investing Activities		(12,404.80)		(9,660.26)
C Cash Flow from Financing Activities				
Grant Received	0.00		10000.00	
Interest received on Grant	707.94		2492.34	
Repayment of Long Term Loans	0.00		0.00	
Repayment of Unpaid Matured Debentures	0.00		0.00	
Movement in Long Term Provisions	0.00		0.00	
Proceeds from Short Term Loans	0.00		0.00	
Net Cash generated from / (used in) Financing Activities		707.94		12492.34



Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(10,563.88)	6433.23
Opening Balance of Cash and Cash Equivalents	14512.20	8078.97
Closing Balance of Cash and Cash Equivalents	3948.32	14512.20
Net increase / (decrease) in Cash and Cash Equivalents	(10,563.88)	6433.23

Notes: Opening and closing balance of cash and cash equivalents do not include FD

As per our report of Even Date

For Gupta & Ashok
Chartered Accountants
Firm Reg. No. 002254C

CA. Ashok Agrawal
Partner
M.No. 071274

UDIN --13071274AAAABN5326

PLACE: Indore
DATE: 26.09.2019



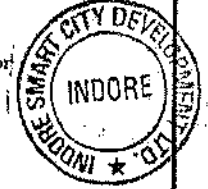
For and behalf of the Board of Directors

[Lokesh Kumar Jatav]
Chairman
DIN. 08383862

[CA: Rachna Gaur]
Chief Financial Officer
M No. 510808

[Ashesh Singh]
Executive Director
DIN.07636828

[CS. Anurag Kumar Saxena]
Company Secretary
F.8115



[Aditi Garg]
Chief Executive Officer
PAN: A0AP94903M

STATEMENT OF CHANGES IN EQUITY
Statement of Changes in Equity for the period ended 31st March 2019

₹ (In Lakh)

A. Equity Share Capital	
Particulars	Amount
Balance at April 1, 2018	20,000.00
Changes in equity share capital during the year	-
Balance at March 31, 2019	20,000.00

B. Other Equity		₹ (In Lakh)
Particulars	Reserve & Surplus	Total
	Retained Earnings	
Balance at the beginning of reporting period 1st April, 2017	52.12	52.12
Profit as per Profit & Loss Statement for the FY 2017-2018	(268.31)	(268.31)
Other Comprehensive Income for the FY 2017-2018	116.19	116.19
Balance at the end of reporting period 31st March 2018	(100.00)	(100.00)
Valuation adjustment-Deemed capital contribution	-	-
Profit as per Profit & Loss Statement for the FY 2018-2019	(397.17)	(397.17)
Other Comprehensive Income for the FY 2018-2019	-	-
Balance at the end of reporting period 31st March 2019	(497.17)	(497.17)

As per our report of Even Date

For Gupta & Ashok
Chartered Accountants
Firm Reg. No. 002254C

CA. Ashok Agrawal
Partner
M.No. 071274

UDIN-19071274AAAABN5328

PLACE: Indore
DATE: 26.09.2019



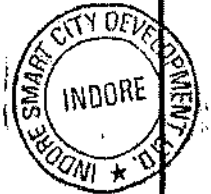
For and behalf of the Board of Directors

[Lokesh Kumar Jatav]
Chairman
DIN. 08383862

[CA. Rachna Gaur]
Chief Financial Officer
M.No. 40808

[Ashesh Singh]
Executive Director
DIN.07636828

[CS. Anurag Kumar Saxena]
Company Secretary
F.8115



[Aditi Garg]
Chief Executive Officer
PAN. A00P94903M

INDORE SMART CITY DEVELOPMENT LTD.
CIN :- U75100MP2016SGC035528
Regd. Off : Smart City Office, Nehru Park Campus, Indore, M.P.

Significant Accounting Policies

1. CORPORATE INFORMATION

Indore Smart City Development Limited (the "Company") was incorporated in India on 11th March, 2016. It is a Special Purpose Vehicle (SPV) created for the implementation of the "Smarty City Mission" at the Indore city. The SPV will plan, appraise, approve, release funds, implement, manage, operate, monitor and evaluate the smart city development project as per the Mission Statement & Guideline issued by Ministry of Urban Development Government of India.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION AND PRESENTATION

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

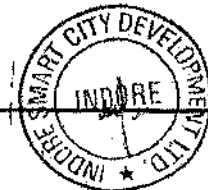
- Certain financial assets and liabilities

The financial statements of the Company have been prepared to comply with the Indian Accounting standards (Ind AS), including the rules notified under the relevant provisions of the Companies Act, 2013. Company's financial statements are presented in Indian Rupees (INR), which is also its functional currency.

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Property, Plant and Equipment (PPE)

- i) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.
- ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognised when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognised in accordance with the derecognition principles.
- iii) Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.
- iv) Depreciation on property, plant and equipment is provided using **straight line method**. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine.
- v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- vi) Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.
- vii) Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognised when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.
- viii) That the cost of an item of property, plant & equipment shall be recognised as an asset if and only if it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably



b) Leases

- i) Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.
- ii) Leased assets: Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.
- iii) Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognised as expenses in the periods in which they are incurred.
- iv) A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.
- v) Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

c) Intangible assets

- i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.
- ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.
- iii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised

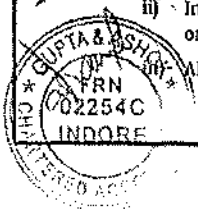
d) Capital Work in Progress

- i) Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- ii) Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.
- iii) Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

e) Finance Cost

- i) Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use or sale.
- ii) Interest income earned on the temporary investment of specific grants pending their expenditure on project assets is added to the grant itself.

All other borrowing costs are expensed in the period in which they occur.



f) Impairment of non-financial assets - property, plant and equipment and intangible assets

- i) The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.
- ii) An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.
- iii) The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

g) Provisions, Contingent Liabilities and Contingent Assets and Commitments

- i) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.
- ii) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.
- iii) Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.
- iv) Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

h) Income Taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

i) Employee Benefits Expense

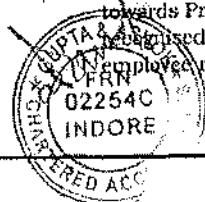
Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.



J) Revenue recognition

Revenue from operation is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Interest income

Interest income from a financial asset is recognised using effective interest rate (EIR) method.

K) Financial Instruments

i) Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

B. Subsequent measurement

Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL.

C. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

• The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

• Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

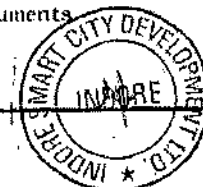
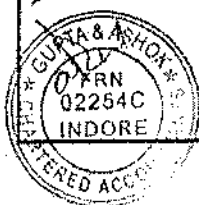
ii) Financial Liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.



l) Operating Cycle

The Company presents assets and liabilities in the balance sheet based on current / non-current classification based on operating cycle.

An asset is treated as current when it is:

- a. Expected to be realized or intended to be sold or consumed in normal operating cycle;
- b. Held primarily for the purpose of trading;
- c. Expected to be realized within twelve months after the reporting period, or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- a. It is expected to be settled in normal operating cycle;
- b. It is held primarily for the purpose of trading;
- c. It is due to be settled within twelve months after the reporting period, or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The company has identified twelve months as its operating cycle.

m) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

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

n) Statement of Cash Flows

i) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

ii) Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Accounting Standard.

o) Government Grants

The company recognises government grants only when there is reasonable assurance that the conditions attached to them will be complied with and the grants will be received. When the grant relates to an expense item is recognised as income on a systematic basis over the periods that the related cost, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as deferred revenue in the Balance Sheet and transferred to Profit & loss account on a systematic basis over the expected useful life of the related asset.

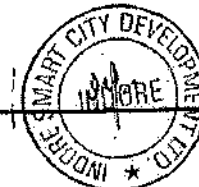
Non monetary grant in the form of asset or other resources is recognised at Nominal Value. Grant related to income are presented as part of Profit & Loss Account under other Income and related expenses under their respective head

p) Investment Property

Property that is held for long term rental or for capital appreciation or both and that is not occupied by the company, is classified as investment property. Investment property is initially measured at cost but investment property acquired without consideration is measured at Nominal Value.

2.3 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported



amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

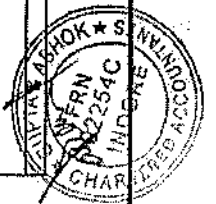
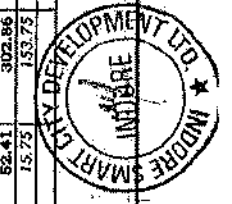
- a) **Depreciation / amortisation and useful lives of property plant and equipment / intangible assets**
Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.
- b) **Provisions**
Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.
- c) **Impairment of non-financial assets**
The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.
In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.
- d) **Impairment of financial assets**
The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.
- e) **Recognition of Assistance from Holding Company**
The Facilities given by the Holding Company have been recognised and estimations have been made in relation to the period of the assistance given, discounting factor for such assistance and valuation of the assistance given.
- f) **Accounting of Long Term Security Deposits**
Discounting factors while accounting for the Security Deposits have been made to bring them to their present value.
- g) **Estimation of Economic Benefits flowing from the Property Plant and Equipments**
Estimates for the future economic benefits have been made on the basis of various factors prevailing as on the date of Financial Statements.
- h) **Financial assets at fair value through profit or loss (FVTPL)**
FMV is determined by discounting the estimated future cash outflows at the end of the reporting period at the rate at which mobilisation advance is usually given by the company i.e 10%



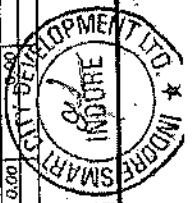
INDORE SMART CITY DEVELOPMENT LTD.
 CIN :- U75100MP2016SCC035528
 Regd. Off: Smart City Office, Nehru Park Campus, Indore, M.P.
 FIXED ASSETS CHART

3 Property, Plant and Equipment

Particulars	Useful Life (Years)	GROSS BLOCK			DEPRECIATION/AMORTISATION				NET BLOCK		
		As at 01.04.2018	Addition during the year	Deduction during the year	As at 31.03.2019	As at 01.04.2018	For the year	Deduction during the year	Up to 31.03.2019	As on 31.03.2019	As on 31.03.2016
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
OWNED ASSETS											
A. Tangible Assets - Administrative Asset											
1. Computers	3 Y	19.72	0.00	0.00	19.72	2.49	6.25	0.00	8.74	10.98	17.23
2. LED TV	5 Y	1.82	17.90	0.00	19.72	0.05	2.44	0.00	2.49	17.23	1.77
3. Scanner	5 Y	0.90	0.00	0.00	0.90	0.23	0.17	0.00	0.39	0.51	0.68
4. Photocopy Machine	5 Y	5.16	0.00	0.00	5.16	2.01	0.98	0.00	2.99	2.16	3.15
5. Furniture	10 Y	4.39	0.00	0.00	4.39	1.01	0.83	0.00	1.84	2.55	3.39
6. Printer	5 Y	2.05	2.35	0.00	4.39	0.41	0.60	0.00	1.01	3.39	1.64
7. Laptop	3 Y	1.11	0.00	0.00	1.11	0.09	0.35	0.00	0.43	0.68	1.03
8. UPS	5 Y	2.26	3.99	0.00	6.27	0.15	0.80	0.00	0.95	5.32	2.13
9. Web Cam	5 Y	0.05	0.05	0.00	0.10	0.00	0.01	0.00	0.01	0.04	0.06
10. D. G Set	10 Y	71.20	46.27	0.00	117.47	2.12	10.90	0.00	13.02	104.45	69.08
11. Samsung Tablet	5 Y	0.00	0.94	0.00	0.94	0.00	0.14	0.00	0.14	0.80	0.00
12. CC TV Camera	10 Y	0.00	3.34	0.00	3.34	0.00	0.13	0.00	0.13	3.21	0.00
13. Video Conferencing System	10 Y	0.00	7.96	0.00	7.96	0.00	0.49	0.00	0.49	7.47	0.00
TOTAL (A)		241.95	113.32	0.00	355.27	15.75	36.67	0.00	52.41	302.86	226.20
Premises Year - 70551 (A)		70.62	231.33	0.00	241.95	1.63	14.13	0.00	15.75	153.75	9.01



Particulars	Useful Life (Years)	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
		As at 01.04.2018	Addition during the year	Deduction during the year	As at 31.03.2019	As at 01.04.2018	For the year	Deduction during the year	Up to 31.03.2019	As on 31.03.2019	As on 31.03.2018
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
B. Tangible Assets - Project Assets											
1. Garbage Compost Plant at Nehru Park	10Y	29.99	33.40	0.00	63.39	0.73	6.31	0.00	7.04	56.35	29.26
		0.00	29.99	0.00	29.99	0.00	0.73	0.00	0.73	0	0
2. Garbage Compost Plant at Zoo	10Y	0.00	59.64	0.00	59.64	0.00	6.81	0.00	6.81	52.83	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3. Garbage Drum Compost Plant at Regional Park	10Y	0.00	108.85	0.00	108.85	0.00	9.97	0.00	9.97	98.87	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4. Mobile/Static Transfer Stations Inc. Hook Road	15Y	2304.97	780.24	0.00	3085.20	58.11	191.60	0.00	249.70	2535.50	2246.86
		424.92	7890.05	0.00	2304.97	3.65	54.46	0.00	58.11	2246.86	421.27
5. Solar Power Plant at various Location	25Y	28.18	14.03	0.00	42.21	0.28	1.20	0.00	1.48	40.73	27.90
		0.00	28.18	0.00	28.18	0.00	0.28	0.00	0.28	0	0
6. Energy Efficient LED Street Lighting PAN City/8000 LED Light	7Y	0.00	390.89	0.00	390.89	0.00	13.34	0.00	13.34	377.54	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
7. 20 TPD Biomethanation Plant at Choubhram Mandi	15Y	0.00	748.42	0.00	748.42	0.00	47.25	0.00	47.25	701.18	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
8. 15 TPD Biomethanation Plant at Kahlithedi	15Y	0.00	475.97	0.00	475.97	0.00	7.43	0.00	7.43	468.54	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. 2 TPD Biomethanation Plant at Star Square	15Y	0.00	42.89	0.00	42.89	0.00	2.69	0.00	2.69	40.20	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
10. Waste Processing Plant	25Y	0.00	176.56	0.00	176.56	0.00	5.22	0.00	5.22	171.34	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Garbage Transfer Station Aard Nagar	10Y	0.00	56.63	0.00	56.63	0.00	4.04	0.00	4.04	52.59	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Garbage Transfer Station Star Square MR-10	10Y	0.00	142.67	0.00	142.67	0.00	12.48	0.00	12.48	130.19	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. Garbage Transfer Station Lal Bagh	10Y	0.00	127.83	0.00	127.83	0.00	8.32	0.00	8.32	119.52	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Garbage Transfer Station IT Park	10Y	0.00	176.97	0.00	176.97	0.00	15.57	0.00	15.57	161.40	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00



Particulars	Useful Life (Years)	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
		As at 01.04.2018	Addition during the year	Deduction during the year	As at 31.03.2019	As at 01.04.2018	For the year	Deduction during the year	Up to 31.03.2019	As on 31.03.2019	As on 31.03.2018
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
15. Garage Transfer Station Dhar Road	10Y	0.00	109.56	0.00	109.56	0.00	7.53	0.00	7.53	102.03	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Garage Transfer Station Sanwer Road Sector-F	10Y	0.00	40.03	0.00	40.03	0.00	2.82	0.00	2.82	37.20	0.00
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL (B)		2363.14	3484.87	0.00	5847.71	59.12	342.57	0.00	401.69	5446.02	2304.03
Previous Year - Total (B)		424.92	1938.22	0.00	2363.14	3.65	55.47	0.00	59.12	2246.86	421.27
C. Intangible Assets - Administrative Asset											
1. Micro Soft Project Panel	5Y	0.74	0.00	0.00	0.74	0.05	0.14	0.00	0.19	0.55	0.69
		0.00	0.74	0.00	0.74	0.00	0.05	0.00	0.05	0.00	0.00
2. Micro PDF Professional License	5Y	0.63	0.00	0.00	0.63	0.04	0.12	0.00	0.16	0.47	0.59
		0.00	0.63	0.00	0.63	0.00	0.04	0.00	0.04	0.00	0.00
TOTAL (C)		1.37	0.00	0.00	1.37	0.09	0.26	0.00	0.35	1.02	1.28
Previous Year - Total (C)		0.00	1.37	0.00	1.37	0.00	0.09	0.00	0.09	0.00	0.00
D. Intangible Assets - Project Assets											
1. ESRI GIS Software	4Y	123.13	0.00	0.00	123.13	27.24	29.24	0.00	56.48	66.65	95.90
		42.12	81.02	0.00	123.13	1.95	25.29	0.00	27.24	95.90	40.17
2. System Integrator	10Y	147.26	0.00	0.00	147.26	9.37	13.99	0.00	23.36	123.91	137.90
		0.00	147.26	0.00	147.26	0.00	9.37	0.00	9.37	0.00	0.00
TOTAL (D)		270.40	0.00	0.00	270.40	36.60	43.23	0.00	79.84	190.56	233.79
Previous Year - Total (D)		42.12	228.28	0.00	270.40	1.95	34.86	0.00	36.60	95.90	40.17
GRAND TOTAL (A+B+C+D)		2876.86	3597.89	0.00	6474.75	111.65	422.74	0.00	534.29	5940.46	2765.31
Previous Year Grand Total (A+B+C+D)		477.65	2399.20	0.00	2876.86	7.20	104.35	0.00	111.55	2496.51	470.45

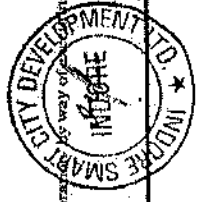
Note to 3

i. The Company has procured various items and incurred certain expenditure, which are tabulated above in this Note, by way of utilization of money available with it. The above items and expenditure has been classified as Property, plant and equipment accordingly.

ii. An item is recognized as an asset when the expenditure incurred on that item results in a resource controlled by the entity as a result of past events and from which future economic benefits are expected to flow to the entity. Furthermore, Income is increases in economic benefits during the accounting period in the form of inflows or enhancements of assets or decreases of liabilities that result in increases in equity.

iii. The management believes that while recognizing the items as asset the essential criterion of 'control' and 'future economic benefits' are met.

iv. The items falling under 'B. Tangible Assets - Project Assets' the 'future economic benefits' from such assets would flow to the Company through 'Indore Municipal Corporation' by way of 'INDORE SMART CITY DEVELOPMENT LTD'.

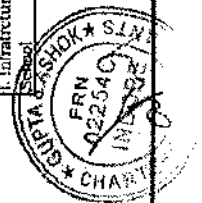
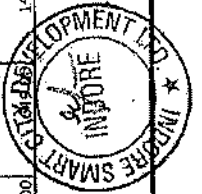


INDORE SMART CITY DEVELOPMENT LTD.
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 Regd. Off: Smart City Office, Nehru Park Campus, Indore, M.P.
 FIXED ASSETS CHART

4 Capital Work in Progress

(In Lakh)

Particulars	Useful Life (Years)	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
		As at 01.04.2018	Addition during the year	Deduction during the year	As at 31.03.2019	As at 01.04.2018	For the year	Deduction during the year	Up to 31.03.2019	As on 31.03.2019	As on 31.03.2018
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
A. Tangible Assets											
1. Furniture & Fixture		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2. Work in Progress of Projects Undergoing Under Smart City Mission		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a. Construction of Garbage Transfer Station		1618.09	1025.65	647.40	1996.34	0.00	0.00	0.00	0.00	1996.34	1618.09
b. Bioremediation Plant		762.90	518.48	1281.37	0.00	0.00	0.00	0.00	0.00	0.00	762.90
c. Bioremediation / Biomining of LOD		132.64	115.06	247.70	0.00	0.00	0.00	0.00	0.00	0.00	132.64
d. Construction & Demolition Center		398.25	304.69	171.50	531.43	0.00	0.00	0.00	0.00	531.43	398.25
e. Garbage Compost/Drum Compost Plant		158.95	45.02	198.97	0.00	0.00	0.00	0.00	0.00	0.00	158.95
f. Mobile/Static Transfer Stations Inc. Hook Loader		148.34	23.50	170.04	0.00	0.00	0.00	0.00	0.00	0.00	148.34
g. D. C. Set		46.27	0.00	46.27	0.00	0.00	0.00	0.00	0.00	0.00	46.27
h. Installation of Solar Power Plant on Roof of Various Govt School		14.03	0.00	14.03	0.00	0.00	0.00	0.00	0.00	0.00	14.03
i. Control & Command Centre		0.00	198.89	0.00	198.89	0.00	0.00	0.00	0.00	198.89	0.00
j. Recycling of Plastic bottle		0.00	0.01	0.00	0.01	0.00	0.00	0.00	0.00	0.01	0.00
k. Solar Power Plant at GTS		0.00	137.31	0.00	137.31	0.00	0.00	0.00	0.00	137.31	0.00
l. Organic waste Converter		0.00	19.32	0.00	19.32	0.00	0.00	0.00	0.00	19.32	0.00
m. Solar Power Plant at Kabikhedi		0.00	399.57	0.00	399.57	0.00	0.00	0.00	0.00	399.57	0.00
n. Modular Type rain harvesting system		0.00	311.83	0.00	311.83	0.00	0.00	0.00	0.00	311.83	0.00
TOTAL (A)		3272.68	3099.33	2777.29	3594.73	0.00	0.00	0.00	0.00	3594.73	3272.68
B. Intangible Assets											
1. ESRI GIS Software (i)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a. Road Project Work in ABD Area		4578.63	3417.85	0.00	7996.48	0.00	0.00	0.00	0.00	7996.48	4578.63
b. Chattrpur Thana Renovation work		97.76	47.18	0.00	144.94	0.00	0.00	0.00	0.00	144.94	97.76
c. Redevelopment Of Jnsi Heat Bazar		310.46	299.47	0.00	609.93	0.00	0.00	0.00	0.00	609.93	310.46
d. Heritage Redevelopment Work		117.98	536.12	0.00	654.10	0.00	0.00	0.00	0.00	654.10	117.98
e. River Front Development Work		540.99	1437.99	0.00	1978.98	0.00	0.00	0.00	0.00	1978.98	540.99
f. Infrastructure & Buiding Development work of various School		142.15	507.05	0.00	649.20	0.00	0.00	0.00	0.00	649.20	142.15



Particulars	Useful Life (Years)	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
		As at 01.04.2019	Addition during the year	Deduction during the year	As at 31.03.2019	As at 01.04.2018	For the year	Deduction during the year	Up to 31.03.2019	As on 31.03.2019	As on 31.03.2018
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
g. Energy Efficient LED Street Lighting PAN City/8000 LED Light		0.00	390.89	390.89	0.00	0.00	0.00	0.00	0.00	0.00	0.00
h. Man less auto system.		0.00	230.95	0.00	230.95	0.00	0.00	0.00	0.00	230.95	0.00
i. Water Supply & sewerage system		0.00	1443.03	0.00	1443.03	0.00	0.00	0.00	0.00	1443.03	0.00
j. External Electrification work		0.00	96.81	0.00	96.81	0.00	0.00	0.00	0.00	96.81	0.00
k. Work Flow Management System.		0.00	439.26	0.00	439.26	0.00	0.00	0.00	0.00	439.26	0.00
l. Swachh Card Application		0.00	47.00	0.00	47.00	0.00	0.00	0.00	0.00	47.00	0.00
TOTAL (B)		5787.96	893.60	390.89	14290.68	0.00	0.00	0.00	0.00	14290.68	5787.96
GRAND TOTAL (A+B)		9060.64	11992.93	3168.17	17885.40	0.00	0.00	0.00	0.00	17885.40	9060.64
GRAND TOTAL (A+B+C)		9903.96	12106.25	3168.17	18242.04	15.83	36.93	0.00	52.76	18189.28	9288.13

Notes to 5

- i. The Company has procured various items and incurred certain expenditure, which are tabulated above in this Note 4B, by way of utilization of money available with it. The above items and expenditure has been classified as Capital Work in progress.
- ii. An item is recognized as an asset when the expenditure incurred on that item results in a resource controlled by the entity as a result of past events and from which future economic benefits are expected to flow to the entity. Furthermore, income is increases in economic benefits during the accounting period in the form of inflows or enhancements of assets or decreases of liabilities that result in increases in equity.
- iii. The management believes that while recognizing the items as asset the essential criterion of control and future economic benefits are met.
- iv. The 'control' over expenditure incurred on items classified as assets and, 'future economic benefits' from such assets would flow to the Company through 'Indore Municipal Corporation' by way of executing 'Memorandum of Understanding' which is in process.
- v. That during the year the company has forfeited an amount of Rs.8640000/- & Rs 2255350/- against performance security for non performance of the contractor for project work which has been directly credited



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₹ (In Lakh)

Particulars	As at 31st March-2019	As at 31st March-2018
(I) Gross Carrying Amount		
Opening Balance	-	-
Addition during the year	0.00001	-
Disposals during the year	-	-
Closing Balance	0.00001	-
(II) Accumulated Depreciation		
Opening Balance	-	-
Addition during the year	-	-
Disposals during the year	-	-
Closing Balance	-	-
Net Carrying Amount (I-II)	0.00001	-

(i) The MP Government has allotted 16.413 Hectare land at MOG line Indore on 25.09.2018 vide order No.F 10-45/2018/18-2 and the said piece of land has been transferred in the name of the company. The Company has recognised the said land in its books of accounts at nominal value of Rs. 1/-

(ii) That the said land can be utilised only for redevelopment purpose as stated in Smart City Mission Statement & Guideline. At present the land has only been allotted but conditions attached to it is not yet fulfilled.

(iii) The company has during the FY 2018-19 not generated any income from the said Investment Property. The Company intends to generate revenue from this investment property through appreciation in value.

₹ (In Lakh)

Particulars	As at 31st March-2019	As at 31st March-2018
Present Value of Facilities Free of Cost as per Ind AS (IMC)	91.98	109.83
Total	91.98	109.83

₹ (In Lakh)

7 Deferred Tax Assets/(Liabilities)
The Movement on the deferred tax account is as follows

Particulars	As at 31st March-2019	As at 31st March-2018
Deferred tax liability		
Timing difference on account of Depreciation	557.17	180.75
Deferred tax Asset		
Timing Difference on account of Sec 35D	-	33.04
Timing Difference on account of IND AS adjustments	(0.00)	47.72
Carry Forward Losses	60.01	-
Total Deferred Tax Assets	60.01	80.75
Net Deferred tax Asset/(Liability)	(497.17)	[100.00]
At the end of the year	497.17	100.00



Component of Deferred Tax Liabilities/(Assets)		₹ (In Lakh)	
Particulars	As at 31st March-2018	Charge/(Credit) to Statement of Profit & Loss	As at 31st March-2019
Deferred Tax Assets/(Liabilities) in relation to :			
Depreciation Effect	(180.75)	376.42	(557.17)
Carryforward of losses	-	(60.01)	60.01
Property Plant and Equipment	-	-	-
Long term provisions	-	-	-
Short term provisions	-	-	-
Amount admissible under section 35D of IT Act	33.04	33.04	-
Ind AS adjustments	47.72	47.72	(0.00)
Total	(100.00)	397.17	(497.17)

The reconciliation of estimated income tax to income tax expense is as follows:

₹ (In Lakh)		
Particulars	As at 31st March-2019	As at 31st March-2018
Profit/(loss) before tax	0	(116.19)
Income tax expense at tax rates applicable to individual entities	0	-
Add/(Less)		
Depreciation Effect	(376.42)	(170.81)
Carryforward of losses	60.01	-
Property Plant and Equipment	-	-
Long term provisions	-	-
Short term provisions	-	-
Amount admissible under section 35D of IT Act	(33.04)	(11.01)
Ind AS adjustments	(47.72)	29.70
Income tax expense reported	(397.17)	(152.12)

8 Cash and Cash Equivalents

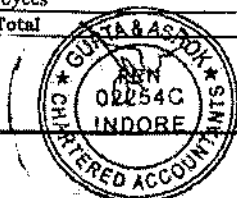
₹ (In Lakh)		
Particulars	As at 31st March-2019	As at 31st March-2018
Cash & Cash Equivalents		
Balances with Banks		
(i) Saving Accounts	3,948.32	14,512.06
(ii) Fixed Deposit	11,156.50	15,594.00
Cash on hand	-	0.14
	15,104.82	30,106.20

9 Trade Receivables

₹ (In Lakh)		
Particulars	As at 31st March-2019	As at 31st March-2018
Cash & Cash Equivalents		
Trade Receivables considered good - secured	-	-
Trade Receivables considered good - Unsecured	41.85	9.38
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables credit impaired	-	-
	41.85	9.38

10 Financial Assets - Other current assets

₹ (In Lakh)		
Particulars	As at 31st March-2019	As at 31st March-2018
Secured, Considered Good		
Security Deposit	32.81	7.98
Government Grant Receivable	3,800.00	-
Accrued Interest on FDR	408.28	1,337.11
Accrued Interest on advance to vendor	4.50	4.50
Advance to Employees	0.02	0.39
Total	4,245.61	1,349.98



16 Financial Liabilities - Other Financial Liabilities

₹ (In Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Creditors for project expenditure	1,344.15	1,981.61
Creditors for Other Expenditure	337.58	334.85
Security deposit withheld-Project	499.30	126.26
Security deposit withheld- Others	13.95	7.15
Amount Equivalent to Royalty Withheld	29.49	-
EMD Refundable	2.20	-
Performance Security	5.86	-
Total	2,232.53	2,449.86

17 Other Current Liabilities

₹ (In Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Commercial Tax	-	1.32
TDS on GST	85.92	-
GST Payable	1.15	4.32
TDS Payable	26.88	6.61
EPF Employee cont	1.17	1.46
ESIC Employee Cont	0.01	0.09
EPF Employer Cont	1.21	1.40
ESIC Employer Cont	0.04	0.26
Labour Cess	27.19	55.70
Professional tax	0.05	0.03
Total	143.62	71.19

18 Short Term Provisions

₹ (In Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Project Expenditure	40.46	-
Total	40.46	-

19 Government Grants for A & OE Expenditure

₹ (In Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	370.24	-
Grant Received for A&OE Expenditure	500.00	-
Less: Recognised in P&L Statement to the extent of expenditure	777.17	370.24
Total	93.06	370.24

That as per mission Statement & Guideline issued by Ministry of Urban Development GoI, Government proposes to give Rs.200 Crores to each smart city in first year and Rs.100 Crores for next three years. That ISCDL has received Rs.396 crores (Rs.196 Cr from GoI & Rs.200 Cr from GoMP), which is only the first year installment. That GoI has further sanctioned Rs 5.00 Cr for A&OE Expenditure vide letter dated 21.05.2019 and hence the same is recognised as grant.



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Notes annexed to and forming part of Financial Statements

20 Revenue from operations

₹ (In Lakh)

Particulars	Year ended	Year ended
	March 31, 2019	March 31, 2018
Sale of Service		
Advertisement Income	95.89	20.44
O&M for Material Recovery	23.05	-
Other Operating Revenue		
E-Procurement Fees	38.88	38.28
Forfeiture of EMD	-	0.40
Interest from Vendors on mobilisation advance	10.66	10.09
Labour Cess Collection Charges recovered	0.86	0.56
Dismantle Electric Material	-	3.41
Total	169.34	73.19

21 Other Income

₹ (In Lakh)

Particulars	Year ended	Year ended
	March 31, 2019	March 31, 2018
Government Grants		
a) Amount transferred from Administrative Grants	777.17	854.43
b) Amount transferred from Project Grants	-	-
i) Grant utilised for Project Expenditure(Revenue Nature)- 19,52,81,601	-	-
ii) Interest Utilised for Project Expenditure (Revenue Nature)- 15,93,77,730	3,546.59	231.16
Others		
a) Security Deposit Stated at Fair Value	114.83	-
b) Free of Cost Assistance from IMC Recognised at Fair Value	3.18	-
c) Other Income	0.06	-
Total	4,441.84	1,085.59

22 Employee Benefits Expense

₹ (In Lakh)

Particulars	Year ended	Year ended
	March 31, 2019	March 31, 2018
Salaries & Wages	123.81	102.56
Contribution to Provident & Other Funds	14.78	1.66
Maternity Benefit	1.01	-
Total	139.60	104.22

23 Finance Cost

₹ (In Lakh)

Particulars	Year ended	Year ended
	March 31, 2019	March 31, 2018
Bank Charges	0.16	0.00
Interest on Security Deposit(Unwinding)	26.57	0.57
Total	26.73	0.57

24 Other expenses

₹ (In Lakh)

Particulars	Year ended	Year ended
	March 31, 2019	March 31, 2018
Professional Charges	23.73	19.18
Office Expenses	13.01	8.86
Statutory Audit fee	0.68	0.52
ROC Charges for increase in paid-up capital	-	9.64
Photocopy and Binding Charges	0.30	0.23
Advertising Expenses	147.78	83.12
Professional Charges Planning	25.89	23.28
Professional Fees For Project Development	69.70	107.49
Project Management Consultanat	311.53	611.18
Rent of Premises	9.64	7.07
Electricity Expenses	3.18	3.39
Electric Expenses(Shri Sai Baba)	-	0.03
GST fee	0.08	0.01



16 Financial Liabilities - Other Financial Liabilities

₹ (In Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Creditors for project expenditure	1,344.15	1,981.61
Creditors for Other Expenditure	337.58	334.85
Security deposit withheld-Project	499.30	126.26
Security deposit withheld- Others	13.95	7.15
Amount Equivalent to Royalty Withheld	29.49	-
EMD Refundable	2.20	-
Performance Security	5.86	-
Total	2,232.53	2,449.86

17 Other Current Liabilities

₹ (In Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Commercial Tax	-	1.32
TDS on GST	85.92	-
GST Payable	1.75	4.32
TDS Payable	26.88	6.61
EPF Employee cont	1.17	1.46
ESIC Employee Cont	0.01	0.09
ESIC Employer Cont	1.21	1.40
ESIC Employer Cont	0.04	0.26
Labour Cess	27.19	55.70
Professional tax	0.05	0.03
Total	143.62	71.19

18 Short Term Provisions

₹ (In Lakh)

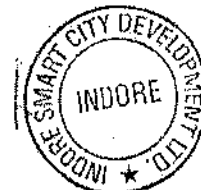
Particulars	As at March 31, 2019	As at March 31, 2018
Project Expenditure	40.46	-
Total	40.46	-

19 Government Grants for A & OE Expenditure

₹ (In Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	370.24	-
Grant Received for A&OE Expenditure	500.00	-
Less: Recognised in P&L Statement to the extent of expenditure	777.17	93.06
Total	93.06	370.24

That as per mission Statement & Guideline issued by Ministry of Urban Development GoI, Government proposes to give Rs.200 Crores to each smart city in first year and Rs. 100 Crores for next three years. That ISCDL has received Rs.396 crores (Rs.196 Cr from GoI & Rs.200 Cr from GoMP), which is only the first year installment. That GoI has further sanctioned Rs 5.00 Cr for A&OE Expenditure vide letter dated 21.05.2019 and hence the same is recognised as grant.



INDORE SMART CITY DEVELOPMENT LTD.

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Notes annexed to and forming part of Financial Statements

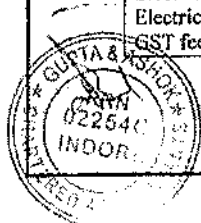
20 Revenue from operations		₹ (In Lakh)	
Particulars	Year ended March 31, 2019	Year ended March 31, 2018	
<u>Sale of Service</u>			
Advertisement Income	95.89	20.44	
O&M for Material Recovery	23.05	-	
<u>Other Operating Revenue</u>			
E-Procurement Fees	38.88	38.28	
Forfeiture of EMD	-	0.40	
Interest from Vendors on mobilisation advance	10.66	10.09	
Labour Cess Collection Charges recovered	0.86	0.56	
Dismantle Electric Material	-	3.41	
Total	169.34	73.19	

21 Other Income		₹ (In Lakh)	
Particulars	Year ended March 31, 2019	Year ended March 31, 2018	
<u>Government Grants</u>			
a) Amount transferred from Administrative Grants	777.17	854.43	
b) Amount transferred from Project Grants			
i) Grant utilised for Project Expenditure (Revenue Nature)- 19,52,81,601			
ii) Interest Utilised for Project Expenditure (Revenue Nature)- 15,93,77,730	3,546.59	231.16	
<u>Others</u>			
a) Security Deposit Stated at Fair Value	114.83	-	
b) Free of Cost Assistance from IMC Recognised at Fair Value	3.18	-	
c) Other Income	0.06	-	
Total	4,441.84	1,085.59	

22 Employee Benefits Expense		₹ (In Lakh)	
Particulars	Year ended March 31, 2019	Year ended March 31, 2018	
Salaries & Wages	123.81	102.56	
Contribution to Provident & Other Funds	14.78	1.66	
Maternity Benefit	1.01	-	
Total	139.60	104.22	

23 Finance Cost		₹ (In Lakh)	
Particulars	Year ended March 31, 2019	Year ended March 31, 2018	
Bank Charges	0.16	0.00	
Interest on Security Deposit (Unwinding)	26.57	0.57	
Total	26.73	0.57	

24 Other expenses		₹ (In Lakh)	
Particulars	Year ended March 31, 2019	Year ended March 31, 2018	
Professional Charges	23.73	19.18	
Office Expenses	13.01	8.86	
Statutory Audit fee	0.68	0.52	
ROC Charges for increase in paid-up capital	-	9.64	
Photocopy and Binding Charges	0.30	0.23	
Advertising Expenses	147.78	83.12	
Professional Charges Planning	25.89	23.28	
Professional Fees For Project Development	69.70	107.49	
Project Management Consultanat	311.53	611.18	
Rent of Premises	9.64	7.07	
Electricity Expenses	3.18	3.39	
Electric Expenses (Shri Sai Baba)	-	0.03	
GST fee	0.08	0.01	



GST Interest	0.05	0.00
Housekeeping	46.48	28.82
Interest on TDS	2.19	0.75
Legal Expenses	17.43	-
Participation Fees for Exhibition & Conference	2.85	4.22
Printing & Stationery Charges	2.58	3.04
Radium Stiker for geeta & Sukha Kachra	-	0.38
Telephone	2.77	1.21
Travelling Charges	12.89	1.88
Vehicle Hiring Charges	44.70	6.18
ROC Expenses	0.07	0.21
Professional Tax	0.03	0.03
Sitting Fees to independent directors	1.47	-
Consultancy fees for HR policy	0.10	-
Diwali celebration Exponce	0.70	-
Modification & Updation of ISCDL website	3.41	-
Services for topographical survey work of kukkt	-	2.14
Sludge Hygenaiton Expenses	-	1.92
Total	743.25	924.79

25 Project Expenditure (Revenue nature)

₹ (In Lakh)

Particulars	Year ended	Year ended
Conservation & Restoration of Chhatribagh & Hariraholkar Chattri	218.18	141.03
City Beautification work	245.65	-
Fixing of railing	507.77	-
Place Mading & Visual Improvement	613.03	-
Slum Beautification	1,045.65	-
Bioremediation/Biomining of LOD	247.70	-
Biomethnation Plant O&M	14.08	-
Health	6.16	-
Consultancy for sludge Hygenation	6.10	-
Consultancy fees for Laxmi Bai Statue	0.58	-
Photography of trenching ground & River front	1.52	-
Material for Lanfill Site Devguradiya	1.70	-
Creating Orthosaic for River front	1.88	-
O&M of Transfer station	282.52	-
Tree Census	72.07	-
O&M of Compost Plant	14.26	-
Total	3,278.85	141.03

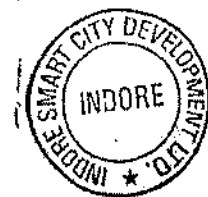
26 Other Comprehensive Income

₹ (In Lakh)

Particulars	Year ended	Year ended
	March 31, 2019	March 31, 2018
(A) Items that will not be reclassified into profit or loss	-	-
Total (A)	-	-
(B) Items that will be reclassified to profit or loss		
(i) Free of Cost Assistance from IMC Recognised at Fair Value	-	71.54
(ii) Security Deposits stated at Fair Value	-	44.64
Total (B)	-	116.19

i) Income pertains to free of cost assistance from IMC of Rs. 3.10/-Lakhs has been recognised directly to other income account instead of other comprehensive income.

ii) Security deposit stated at fair market value of Rs. 114.83/- Lakhs has been recognised directly to the other income account instead of other comprehensive income.



INDORE SMART CITY DEVELOPMENT LTD.

CIN :- U75100MP2016SGC035528

Regd. Off : Smart City Office, Nehru Park Campus, Indore, M.P.

Notes annexed to and forming part of the Financial statements

27 As per IND AS 19 "Employee benefits", the disclosures as defined are given below:

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Particulars	₹ (In Lakh)	
	2018-19	2017-18
Employer's Contribution to Provident Fund	14.66	1.40
Employer's Contribution to ESIC	0.42	0.26

Defined Benefit Plan

None of the employees have completed 5 years of Services and the maximum period of contract of employment is of 3 years which has not been renewed till 31.03.2019 and hence the Company has not recognised any Defined Benefit Plan Obligation and Expenses.

28 **Payment to Auditors As:**

Particulars	₹ (In Lakh)	
	2018-19	2017-18
(a) Auditors		
Statutory Auditors Fees	0.50	0.50
Gst /Service Tax	0.18	0.02
(b) Certification and Consultation Fees	-	-
Total	0.68	0.52

29 **EARNING PER SHARES (EPS)**

	₹ (In Lakh)	
	2018-19	2017-18
i) Net Profit after Tax as per statement of Profit and Loss attributable to Equity Shareholders	(397.17)	(152.12)
ii) Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	2,000.00	2,000.00
iii) Weighted Average Potential Equity Shares	-	-
iv) Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	2,000.00	2,000.00
v) Basic Earnings Per Share (Rs.)	(0.20)	(0.08)
vi) Diluted Earning Per Share (Rs.)	(0.20)	(0.08)
vii) Face Value per Equity Share (Rs.)	10.00	10.00

30 **RELATED PARTIES DISCLOSURES**

(i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and also related parties with whom transactions have taken place and relationships:

Sr. No.	Name of Related Party	Relationship
1	MPUDCL	Holding Company
2	IMC	Having Substantial Interest
3	Shri Rohan Saxena	Chief Executive Office
4	Shri Sandeep Soni	Chief Executive Office from 23.03.2019
5	CS Anurag Kumar Saxena	Company Secretary
6	CA Rachna Gaur	Chief Finance Officer



(ii) Transaction during the year with related parties:

₹ (In Lakh)

Sr. No.	Related Party	Remuneration 2018-2019	Remuneration 2017-2018
1	CS Anurag Kumar Saxena	7.39	7.04
2	CA Rachna Gaur	8.59	4.25

(iii) Compensation of Key Management Personnel

The remuneration of director and other member of Key Management personnel during the year was as follows:-

	2018-19	2017-18
i Short-term benefits	-	-
Total	-	-

31 CONTINGENT LIABILITIES AND COMMITMENTS

(A) Claims against the Company

(A) Claims against the Company/disputed liabilities not acknowledged as dues

NIL NIL

(B) Guarantees

Outstanding Guarantees furnished to Banks and Financial Institutions including in respect of Letters of Credits

NIL NIL

(C) Other Money for which the Company is contingently liable

(i) Liability in respect of bills discounted with Banks (including third party bills discounting)

NIL NIL

(ii) Commitments

(A) Estimated amount of contracts remaining to be executed on

691.74 Crores 331.21 Crores

(B) Other Commitments

NIL NIL

32 CAPITAL MANAGEMENT

The Company adheres to a robust Capital Management framework which is underpinned by the following guiding principles;

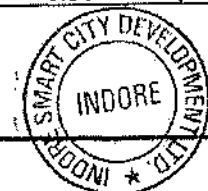
- Maintain financial strength to attain AAA ratings domestically and investment grade ratings internationally.
- Ensure financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements.
- Leverage optimally in order to maximize shareholder returns while maintaining strength and flexibility of the Balance sheet.

This framework is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment.

The gearing ratio at end of the reporting period was as follows.

₹ (In Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Non-Current Liabilities (Other than DTL)	22,431.12	21,412.70
Current maturities of Long Term debts	-	-
Gross Debt	22,431.12	21,412.70
Cash and Cash Equivalents	15,104.82	30,106.20
Net Debt (A)	7,326.29	(8,693.49)
Total Equity (As per Balance Sheet) (B)	19,502.83	19,900.00
Net Gearing (A/B)	0.38	(0.44)



33 **FINANCIAL INSTRUMENTS**

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

(a) Fair Value measurement hierarchy:

Particulars	₹ (In Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Financial Assets		
At Cost		
Other Financial Assets	11,156.50	15,594.00
At Amortised Cost		
Other Financial Assets	91.98	109.83
Financial Liabilities		

Explanation to the fair value hierarchy

The Company measures financial instruments, at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration included in level 3.

Foreign Currency Risk:

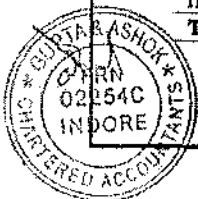
The Company does not have any dealing in any foreign currency. Hence the Company does not have any exposure and is free of any Risk associated with Foreign Currency. There is no impact on the profit / Loss of the Company on fluctuation of any foreign currency.

Interest Rate Risk:

The exposure of the company's financial Assets in Fixed Deposits would be impacted to interest rate changes at the end of the reporting period. The details are as follows

Particulars	₹ (In Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Interest Rate Exposure		
Financial Assets		
Long Term Floating	-	-
Long term Fixed Loan	-	-
Fixed Depsit With Bank Long Term	11,156.50	15,594.00
Total	11,156.50	15,594.00
Impact on Interest Expenses for the year on 1% change in Interest rate		

Particulars	₹ (In Lakh)			
	As at 31st March, 2019		As at 31st March, 2018	
	Up Move	Down Move	Up Move	Down Move
Interest rate Sensitivity				
Impact on Equity				
Impact on P & L	133.75	133.75	184.42	184
Total Impact	133.75	133.75	184.42	184.42



Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the company. Credit risk arises mainly from the advances given to Contractors for execution of work.

The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. The credit ratings/market standing of the customers are evaluated on a regular basis.

Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash. The Company maintains adequate cash and cash equivalents alongwith the need based credit limits to meet the liquidity needs.

Maturity Analysis for financial liabilities

The following are the remaining contractual maturities of financial liabilities

As at 31 March 2019					₹ (In Lakh)
Particulars	Less than One year	1 to 5 years	More than 5	Total	
Non-derivative Security Deposits Refundable	513.25	289.94	135.82	939.00	
Derivative (N.A)					

As at 31 March 2018

Particulars	Less than One year	1 years to 5 years	More than 5	Total
Non-derivative Security Deposits Refundable	133.40	175.95	1.65	311.00
Derivative (N.A)				

Operating Leases

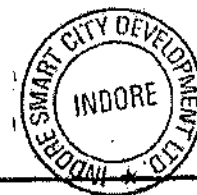
The Company has not taken any assets on operating Lease. However Indore Municipal corporation has provided its Building to the Company for its operations. Notional Rent Expenses for the same have been provided for in the Profit & Loss as expenditure for the year.

34 The Company is primarily engaged in implementation of the "Smarty City Mission" at the Indore city. Hence there are no separate reportable Segments.

35 Disclosures required under the Micro, Small & Medium Development Act, 2006

As at March 31st, 2019 and March 31st 2018, there is no outstanding dues to Micro, small and medium Enterprise. There is no interest due or outstanding on the same.

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	0	0
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	0	0
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	0	0
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0	0
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	0	0



36 **DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186(4) OF THE COMPANIES ACT, 2013.**

The Company has not given any Loans, not made any Investments and has not given any guarantee which is covered under section 186(4) of the Companies Act 2013.

37 **EVENTS AFTER THE REPORTING PERIOD**

The Board of Directors have recommended dividend of Rs Nil Per fully paid up equity share of Rs.10/- each, aggregating Rs. Nil Including Rs. Nil dividend distribution tax for the financial year 2018-19.

38 **APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved for issue by the board of directors on

As per our report of Even Date

For Gupta & Ashok
Chartered Accountants
Firm Reg. No. 002254C

CA. Ashok Agrawal
Partner
M. No. 071274

UDIN - 19671274AAAASN5328

PLACE: Indore
DATE: 26.09.2019



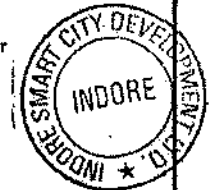
For and behalf of the Board of Directors

[Lokesh Kumar Jatav]
Chairman
DIN. 08383862

[CA. Rachna Gaur]
Chief Financial Officer
M No. 10808

[Ashesh Singh]
Executive Director
DIN. 07636828

[CS. Anurag Kumar Saxena]
Company Secretary
F.8115



[Aditi Galy]
Chief Executive Officer
PAN. AODP94903M