



3RD ANNUAL REPORT

AGRA SMART CITY

LIMITED

2019-2020

CIN: U74999UP2017SGC088981

EMAIL ID: agrasmartcitylimited@gmail.com

WEBSITE: www.agrasmartcity.in

VISION

Agra Smart City vision is based on the aspirations of its people and the analytical assessment of the strengths, weaknesses, opportunities and threats for the city. The list of citizen suggestions included themes such as “tourist-friendly”, “memorable”, “livable”, “culturally-vibrant”, “economically-vibrant”, “protect and celebrate heritage”, “urban mobility”, and “sustainable”.

The vision statement for Agra Smart City is:

“City of Taj – where history is preserved, environment is pristine, infrastructure is world-class, and opportunity is plenty – a safe place to live, a great place to tour.”

GENERAL INFORMATION
AGRA SMART CITY LIMITED
BOARD OF DIRECTORS AND COMMITTEES
BOARD OF DIRECTORS

Chairman &
Government Nominee Director
Mr. Anil Kumar

Chief Executive Officer
& Government Nominee Director
Mr. Nikhil Tikaram Funde (w.e.f. 16.07.2020)
Mr. Arun Prakash (Till 16.07.2020)

Additional Chief Executive Officer
Mr. K. B. Singh

Government Nominee Directors
Mr. Prabhu Narain Singh
Mr. Devendra Kumar Singh Kushwaha
Mr. Awadhesh Kumar Gupta
Mr. Prashant Kumar Prasad
Mr. Rakesh Kumar Garg
Mr. Ajay Kumar Chaudhary
Mr. Ashok Kumar
Mrs. Neeta Tahiliani (w.e.f. 26.09.2020)
Dr. Kajal (w.e.f. 26.09.2020)

Independent Directors
Mrs. Aparna Chaturvedi
Mr. Ravindra Singh

Board Committees

Audit Committee
Mrs. Aparna Chaturvedi
Mr. Ravindra Singh
Mr. Nikhil Tikaram Funde

Nomination & Remuneration Committee
Mr. Ravindra Singh
Mrs. Aparna Chaturvedi
Mr. Prabhu Narain Singh

Project Review Committee
Mr. Prabhu Narain Singh
Mr. Devendra Kr Singh Kushwaha
Mr. Nikhil Tikaram Funde

KEY MANAGERIAL PERSONNEL

Chief Executive Officer
Nikhil Tikaram Funde

Company Secretary
Sukhmeet Suri

Chief Financial Officer
Pradeep Goswami

<u>Registered Office:</u> Agra Smart City Building, Agra Nagar Nigam Campus, Near Sursadan, M.G. Road, Agra-282002	<u>Statutory Auditors:</u> Singh Jain & Associates 15, Nehru Nagar Agra-282002
<u>Secretarial Auditor:</u> M/s S. D. Tripathi & Associates, Company Secretaries, Prayagraj, Add: 192-A, Baghambari Housing Scheme Allahapur, Prayagraj (Allahabad)-211006	<u>Our Bankers:</u> Punjab National Bank Raja Ki Mandi Branch Agra-282002



AGRA SMART CITY LIMITED

CIN: U74999UP2017SGC088981

Regd. Office: Agra Smart City Building, Agra Nagar Nigam Campus
Near Sursadan, M.G. Road, Agra-282002, Uttar Pradesh, India.
Email: agrasmartcitylimited@gmail.com Website: www.agrasmartcity.in

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of the Members of Agra Smart City Limited will be held at Conference Room, Agra Smart City Building, Agra Nagar Nigam Campus, Near Sursadan, M.G. Road, Agra-282002, on Wednesday, the 25th day of November, 2020 at 12:30 p.m. for the transaction of the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2020, and the Reports of the Board of Directors and the Auditors, and pass the following Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”


2. To authorise Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2020-21, in terms of the provisions of section 139(5) read with section 142 of the Companies Act, 2013 and to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to finalise and fix the remuneration of the Statutory Auditors of the Company for the financial year 2020-21.”

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, this Meeting hereby approves the re-appointment of MRS. APARNA CHATURVEDI (DIN: 00028647) as an Independent Director of the Company for a period of two years, with effect from 28th September, 2020, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”


SUKHMEET SURI
Company Secretary
Agra Smart City, Agra



4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, this Meeting hereby approves the re-appointment of **MR. RAVINDRA SINGH (DIN: 00475462)** as an Independent Director of the Company for a period of two years, with effect from 28th September, 2020, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

By Order of the Board
Agra Smart City Limited



(Sukhmeet Suri)
Company Secretary

Place: Agra

Date: 26.09.2020

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty eight hours before the commencement of the AGM.

2. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM, is annexed.

EXPLANATORY STATEMENT:

Annexed to the Notice convening the Third Annual General Meeting to be held on 25th November, 2020.

ITEM NO. 3

RE-APPOINTMENT OF MRS. APARNA CHATURVEDI (DIN: 00028647)

The Members of the Company at the 2nd Annual General Meeting of Company held on 28th September, 2019 approved the appointment **MRS. APARNA CHATURVEDI (DIN: 00028647)** as an Independent Director of the Company for a period of one year with effect from 28th September, 2019. Mrs. Aparna Chaturvedi will complete her term on 27th September, 2020.

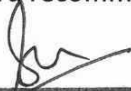
The Board of Directors of the Company ('the Board') at the meeting held on 26.09.2020 recommended for the approval of the Members, the re-appointment of Mrs. Aparna Chaturvedi as an Independent Director of the Company with effect from 28th September, 2020 in terms of Section 149 read with Schedule IV of the Companies Act, 2013, as set out in the Resolution relating to her re-appointment.

The Board is of the view that, given the knowledge, experience and performance of Mrs. Aparna Chaturvedi and contribution to Board processes by her, her continued association would benefit the Company. Declaration has been received from Mrs. Aparna Chaturvedi that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Mrs. Aparna Chaturvedi will be entitled to sitting fees for attending meetings of the Board and its Committees.

Consent of the Members by way of Special Resolution is required for re-appointment of Mrs. Aparna Chaturvedi, in terms of Section 149 of the Act. Mrs. Aparna Chaturvedi does not holds any share in the Company, either in her individual capacity or on a beneficial basis for any other person.

MRS. APARNA CHATURVEDI and her relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are interested in this Resolution.

The Board recommends this Special Resolution for your approval.


SUKHMEET SURI
Company Secretary
Agra Smart City, Agra

ITEM NO.4

RE-APPOINTMENT OF MR. RAVINDRA SINGH (DIN: 00475462)

The Members of the Company at the 2nd Annual General Meeting of Company held on 28th September, 2019 approved the appointment **MR. RAVINDRA SINGH (DIN: 00475462)** as an Independent Director of the Company for a period of one year with effect from 28th September, 2019. Mr. Ravindra Singh will complete his term on 27th September, 2020.

The Board of Directors of the Company ('the Board') at the meeting held on 26.09.2020, recommended for the approval of the Members, the re-appointment of Mr. Ravindra Singh as an Independent Director of the Company with effect from 28th September, 2020 in terms of Section 149 read with Schedule IV of the Companies Act, 2013, as set out in the Resolution relating to his re-appointment.

The Board is of the view that, given the knowledge, experience and performance of Mr. Ravindra Singh and contribution to Board processes by him, his continued association would benefit the Company. Declaration has been received from Mr. Ravindra Singh that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Ravindra Singh will be entitled to sitting fees for attending meetings of the Board and its Committees.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Ravindra Singh, in terms of Section 149 of the Act. Mr. Ravindra Singh does not holds any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

MR. RAVINDRA SINGH and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are interested in this Resolution.

The Board recommends this Special Resolution for your approval.

**By Order of the Board
Agra Smart City Limited**


**(Sukhmeet Suri)
Company Secretary**

**Place: Agra
Date: 26.09.2020**

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 No.: U74999UP2017SGC088981

Name of the Company: M/s Agra Smart City Limited

Registered office: Agra Smart City Building, Agra Nagar Nigam Campus, Near Sursadan, M.G. Road, Agra-282002

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

1. Name:
Address:
E-mail Id:
Signature: or failing him

2. Name:
Address:
E-mail Id:
Signature:

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at 3rd Annual General Meeting of Members of the Company, to be held on Wednesday, the 25th day of November, 2020 at 12.30 pm at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Particulars	Yes	No
1.	Resolution No. 1			
2.	Resolution No. 2			
3.	Resolution No. 3			
4.	Resolution No. 4			

Signed this Day of..... 2020

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

FORM NO.MGT-9

Extract of Annual Return
As on the Financial Year Ended on 31.03.2020

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U74999UP2017SGC088981
ii.	Registration Date	09-01-2017
iii.	Name of the Company	AGRA SMART CITY LIMITED
iv.	Category/Sub-Category of the Company	Public Company Limited by Shares/ State Government Company
v.	Address of the Registered office and contact details	Agra Smart City Building, Agra Nagar Nigam Campus, Near Sursadan, M.G. Road, Agra-282002 Website: www.agrasmartcity.in E-mail Id: agrasmartcitylimited@gmail.com
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	NA


Chief Executive Officer


CHAIRMAN
AGRA SMART CITY

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:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
	NA	NA	NA

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

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 01.04.2019			No. of Shares held at the end of the year 31.03.2020			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoter & Promoter Group							
1) Indian							
a) Individual/ HUF	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0
c) State Govt of U.P.	0	10800000	10800000	0	10800000	10800000	0
d) Bodies Corp	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0

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f) Any Other (Agra Nigar Nigam)	0	10800000	10800000	50	0	10800000	10800000	50	0
Sub-total(A)(1):-	0	21600000	21600000	100	0	21600000	21600000	100	0
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total Promoter Shareholding (A)=(A)(1)+(A)(2)	0	21600000	21600000	100	0	21600000	21600000	100	0
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
2) Non Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
(i) Indian									

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(ii) Overseas																			
b) Individuals																			
(i) Individual shareholders holding nominal share capital upto ₹ 1 Lakhs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakhs																			
c) Others(Specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sub-total(B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	21600000	0

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ii. Shareholding of Promoters

Sr. No	Share-holder's Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year 31.03.2020			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	% change in share holding during
1.	State Government of U.P.(Through its 3 authorised Representatives)			Nil			Nil	Nil
	i. Smart Cities: Mission Director)	10799997	49.9999862		10799997	49.9999862		
	ii. Divisional Commissioner of Agra	2	0.0000092		2	0.0000092		
	iii. Additional Director, Regional Centre for Urban & Environmental Studies, Lucknow	1	0.0000046		1	0.0000046		

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2.	Agra Municipal Corporation (through its four authorised representatives as follows):			Nil			Nil	Nil
	i. Municipal Commissioner of Agra	10799997	49.9999862		10799997	49.9999862		
	ii. Associate Town Planner	1	0.0000046		1	0.0000046		
	iii. Vice Chairman, Agra Development Authority	1	0.0000046		1	0.0000046		
	iv. Chief Engineer, Jal Nigam	1	0.0000046		1	0.0000046		
	Total	21600000	100	Nil	21600000	100	Nil	Nil

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

Sr. no	Name of Shareholder	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	State Government of U.P.				
	At the beginning of the year	10800000	50.00		
	At the End of the year	-	-	10800000	50.00

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Sr. no	Name of Shareholder	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
2	Agra Municipal Corporation				
	At the beginning of the year	10800000	50.00		
	At the End of the year	-	-	10800000	50.00

iv. **Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March, 2020: Not applicable for the period under review**

Sr. No	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of 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	-	-	-	-
	Bought during the year	-	-	-	-
	Sold/Transfer during the year	-	-	-	-
	At the end of the year	-	-	-	-

v. **Shareholding of Directors and Key Managerial Personnel as on 31st March, 2020:**

Directors and Key Managerial Personnel are holding nil equity shares in the Company as on 31st March, 2020.

V. **INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total(i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness	Nil	Nil	Nil	Nil

during the financial year - Addition - Reduction				
Net Change				
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Not applicable for the period under review

Sl. No.	Particulars of Remuneration and	Name of MD/WTD/ Manager		Total Amount (₹in Lakhs)
		--	--	
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.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	Total(A)	-	-	-
	Ceiling as per the Act	--		

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B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration Name of Directors	Name of Directors		Total Amount (in ₹)
		Mrs. Aparna Chaturvedi	Mr. Ravindra Singh	
	Independent Directors -Sitting Fee for attending board/ committee meetings -Commission -Others, please specify	60,000	60,000	1,20,000
	Total(1)	60,000	60,000	1,20,000
	<u>Other Non-Executive Directors</u>			
	-Fee for attending board committee meetings -Commission -Others, please specify	-	-	-
	Total(2)	-	-	-
	Total(B)=(1+2)	60,000	60,000	1,20,000

C. Remuneration to Key Managerial Personnel Other than MD/Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel (in ₹)			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(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 section17(3)Income-tax Act,1961	Nil	4,80,000.00	5,12,834.00	9,92,834.00
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit -others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
6.	Total	Nil	4,80,000.00	5,12,834.00	9,92,834.00

Chief Executive Officer
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VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	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	SECTION 62(1)(a) READ WITH SECTION 450	Preferential allotment done instead of Right Issue	Compounding is in process	Regional Director, Northern Region, New Delhi	NA
B. Directors - Mr. Arun Prakash, Ex-Chief Executive Officer					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	SECTION 62(1)(a) READ WITH SECTION 450	Preferential allotment done instead of Right Issue	Compounding is in process	Regional Director, Northern Region, New Delhi	NA
C. Other Officers In Default NIL					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

For and on behalf of the Board of Directors
Agra Smart City Limited


Chief Executive Officer
(Mr. Nikhil Tikaram Funde)
DIN: 08823732


Chairman
(Mr. Anil Kumar)
DIN: 06369532

Place: Agra
Date: 26.09.2020