

Bareilly Smart City Limited

CIN:U93000UP2018SGC102746
Nagar Nigam Compound, Bareilly(UP)



1ST ANNUAL REPORT 2018-19

INDEPENDENT AUDITOR'S REPORT

To the Members,
Bareilly Smart City Limited,
Bareilly UP

Report on the Audit of the Financial Statements

We have audited the accompanying standalone financial statements of Bareilly Smart City Limited as at 31st March, 2019 which comprise the Balance Sheet and the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, **read together with our observations in Annexure A**, significant accounting policies and notes forming part of accounts, give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- In case of Balance Sheet, of the state of affairs of the Company as at 31st March 2019, and
- In case of Statement of Profit & Loss, of the profit,

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our Responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes:

maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company, preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, 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 it is not a guarantee that an audit conducted in accordance with SAs will always detect a 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 decisions of users taken based on these financial statements.

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

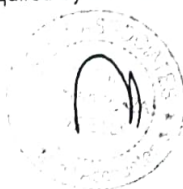
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting 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.
- 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 the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the 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 all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016, issued by the Central government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- c) Since there are no branches of the Company, the issue of dealing with the Branch Auditor's Report does not arise.
- d) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the relevant books of account.
- e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act, (This point is not applicable to Government company.)
- g) Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion in terms of section 143(3)(i) of Companies Act, 2013 with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017;
- 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 explanations given to us:
- The Company does not have any pending litigations which would impact its financial position
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There is no amount required to be transferred, to the Investor Education and Protection Fund by the Company.



Dated: 07.12.2020
Place: Bareilly

For V G K & Associates
Chartered Accountants

CA Akhil Rastogi
MNO 077361 FRN 007495C



Annexure A of Audit Report:

1. As per Books of Accounts & Balance Sheet, the subscribed and paid-up share capital of the company is Rs 25.00 Lakh against issued share capital of Rs 50.00 Lakh. Central Government approval for conversion of loans (provided by the government) into paid up share capital is not found on record or not made available to us for verification. List of shareholders is also not made available to us / not attached with balance sheet. As per CEO reply submitted on 26.10.2020 of our audit queries, it is confirm that no share allotment have been done but paid up share capital shown in balance sheet.
As per above discussion it is concluded that if no share allotment have been done then in balance sheet shareholder's funds is overstated by Rs 25.00 Lakh and other long term liability is understated by same amount.
2. Section 209(3) of the Companies Act 2013 mandates for accrual system of accounting whereas as per reply dated 14.09.2020 in point no 3, it seems that hybrid system of accounting have been adopted by the company. As explained to us, interest from bank on has been booked on receipt basis. Further we also observed that some expenses like monthly fee for chartered accountant are also charged in profit and loss account on payment basis.
3. We have conducted only financial audit on the basis of records produced before us, we have not conducted social / proprietary audit.
4. Bareilly Smart City Limited has been incorporated as on 3rd April 2018 but there was some financial transaction of pre-incorporation which is taken as opening balance in current year accounts. These opening balances are unaudited.



Annexure B:

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- 1) (a) The Company is not having any Fixed Assets as on 31st March 2019. Accordingly, the provisions of clause 1 (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 2) (a) The Company is not having any Inventory as on 31st March 2019. Accordingly, the provisions of clause 2 (a) to (b) of the Order are not applicable to the Company and hence not commented upon.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not taken any loan from banks. The Company has not taken any loan from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.



V.G.K. & ASSOCIATES
CHARTERED ACCOUNTANTS



वी जी के एंड एसोसिएट्स
सनदी लेखाकार

F62-63, IIND FLOOR, BUTLER PLAZA, CIVIL LINES, BAREILLY 243001, MOBILE 9837387599, PHONE: 0581 2554228 EMAIL: OMFBRLY@GMAIL.COM

- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.



For V G K & Associates
Chartered Accountants

CA Akhil Rastogi
MNO 077361 FRN 007495C

Dated: 07.12.2020
Place: Bareilly

Specific Sub-directions under Section 143(5) of the Companies Act, 2013

Name of Company- BAREILLY SMART CITY LIMITED.

FY: 2018-19

1. Whether funds received/ receivable for specific schemes from central/State agencies were properly accounted for/utilized. List the cases of account of Government fund in contravention to Generally Accepted Accounting Principles (GAAP).

Audit observations : Till 31st March 2019 no funds have been used and it is parked in Bank account only.

2. Cases of incorrect accounting of interest earned on account of non-utilisation of amount received for certain projects/schemes may be examined and reported.

Audit observations : Interest earned on bank balance has been shown as income for the year on receipt basis.

3. Whether the system in vogue for identification of projects to be taken up under Public Private Partnership is in line with the guidelines/ policies of the Government? Comment on deviation if any.

Audit observations : During the year no project has been taken up by company.

4. Whether system of monitoring the execution of works vis-a-vis the milestones stipulated in Government of India/state Government guideline, MOUs, agreements etc. is existence and the impact of cost escalation, if any , revenue/losses from contract etc. have been properly accounted for in the accounts.

Audit observations : During the year no project has been taken up by company.

5. Comment on the confirmation of balances of trade receivables, trade payables, term deposits, bank accounts and cash obtained.

Audit observations : There is no trade receivables, trade payable term deposit and cash, Bank balance confirmation received.



BAREILLY SMART CITY LIMITED

Directions under Section 143(5) of the Companies Act, 2013 to be issued to the Statutory Auditors of the Government Companies applicable from the financial year 2018-19 onwards.

Directions

FY 2018-19

1. Whether the Company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transaction outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.

Audit Observation : Accounting has been done on Tally software but internal control need to be strengthened.

2. Whether there is any restructuring of any existing loans or cases of waiver/write off of debts/loans/interest etc. made by lender to the Company due to the company's inability to repay the loan? If yes, the financial impact may be stated.

Audit Observation : AS such no case observed

3. Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/utilised as per its term and conditions? List the cases of deviation.

Audit Observation : Till 31st March 2019 no funds have been used and it is parked in Bank account only.



BAREILLY SMART CITY LIMITED

Directions under Section 143(5) of the Companies Act, 2013 to be issued to the Statutory Auditors of the Government Companies applicable from the financial year 2018-19 onwards.

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FY 2018-19

1. Whether the Company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transaction outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.

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3. Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/utilised as per its term and conditions? List the cases of deviation.

Audit Observation : Till 31st March 2019 no funds have been used and it is parked in Bank account only.



		₹ in rupees	
Balance Sheet as on 31st March 2019		As at 31st March 2019	As at 31st March 2018
Particulars	SCHEDULE		
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	1	25,00,000.00	-
Reserves and surplus	2	16,93,175.40	-
Money received against share warrants		41,93,175.40	-
Share application money pending allotment			
Non-current liabilities			
Long-term borrowings			
Deferred tax liabilities (Net)	3	59,90,79,104.00	-
Other long term liabilities			
Long-term provisions		59,90,79,104.00	-
Current liabilities			
Short-term borrowings			
Trade payables	4	32,50,000.00	-
(A) Security received			
(B) Others	5	6,14,899.00	-
Other current liabilities			
Short-term provisions		38,64,899.00	-
TOTAL		60,71,37,178.40	-
ASSETS			
Non-current assets			
Property, Plant and Equipment			
Tangible assets			
Intangible assets			
Capital work-in-Progress			
Intangible assets under development			
Non-current investments			
Deferred tax assets (net)			
Long-term loans and advances			
Other non-current assets			
Current assets			
Current investments			
Inventories			
Trade receivables	6	59,46,96,538.40	-
Cash and cash equivalents	7	40,00,000.00	-
Short-term loans and advances	8	84,40,640.00	-
Other current assets		60,71,37,178.40	-
TOTAL		60,71,37,178.40	-

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For and on behalf of the Board of Directors
Of Bareilly Smart City Limited

For V. G. K. & Associates
Chartered Accountants

Partners

CA YOGESH K. AGARWAL
(Chartered Accountant)

DIVYA MITAL
DIRECTOR
DIN: 00658382

NIDHI AGARWAL
Company Secretary
PAN: AGWPA0204G

SAMUEL PAUL NADARAJAN
CEO and Director (KMP)
DIN: 08397262

HIRDEY PRAKASH NARAYAN
NODAL OFFICER

Dt- 07/12/2020
Bareilly

BAREILLY SMART CITY LIMITED
C/O EXECUTIVE ENGINEER,, MUNICIPAL BOARD, NAGAR NIGAM BAREILLY,
BAREILLY-243001
CIN : U93000UP2018SGC102746

Share Capital		SCHEDULE 1 Annexed to Balance Sheet		₹ in rupees
Particulars		As at 31st March 2019	As at 31st March 2018	
Authorised :				
50000 (03/04/2018:) Equity shares of Rs. 100.00/- par value		50,00,000.00		
Issued :				
50000 (03/04/2018:) Equity shares of Rs. 100.00/- par value		50,00,000.00		
Subscribed and paid-up :				
25000 (03/04/2018:0) Equity shares of Nagar Nigam Bly of Rs. 100.00/- par value		25,00,000.00		
25000 (03/04/2018:0) Equity shares of State Govt Bly of Rs. 100.00/- par value		0.00		
Total		25,00,000.00		

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity shares	As at 31st March 2019		As at 31st March 2018		₹ in rupees
	No. of Shares	Amount	No. of Shares	Amount	
At the beginning of the period					
Issued during the Period					
Redeemed or bought back during the period					
Outstanding at end of the period					

Equity shares	As at 31st March 2019		As at 31st March 2018		₹ in rupees
	No. of Shares	Amount	No. of Shares	Amount	
At the beginning of the period					
Issued during the Period	25,000	25,00,000.00			
Redeemed or bought back during the period					
Outstanding at end of the period	25,000	25,00,000.00			

Right, Preferences and Restriction attached to shares

Equity shares

The company has only one class of Equity having a par value Rs. 100 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(F.Y. 2018-2019)

BAREILLY SMART CITY LIMITED
C/O EXECUTIVE ENGINEER,, MUNICIPAL BOARD, NAGAR NIGAM BAREILLY,
BAREILLY-243001
CIN : U93000UP2018SGC102746

Reserves and surplus		SCHEDULE 2 of Balance Sheet		₹ in rupees
Particulars		As at 31st March 2019	As at 31st March 2018	
Surplus				
Opening Balance		16,93,175.40		
Add: Profit for the year				
Less : Deletion during the year		16,93,175.40		
Closing Balance		16,93,175.40		
Balance carried to balance sheet				

Other long term liabilities		SCHEDULE 3 of Balance Sheet		₹ in rupees
Particulars		As at 31st March 2019	As at 31st March 2018	
Others				
GOI		59,90,79,104.00		
		59,90,79,104.00		
		59,90,79,104.00		
Total				

Trade payables		SCHEDULE 4 of Balance Sheet		₹ in rupees
Particulars		As at 31st March 2019	As at 31st March 2018	
(A) Security received		32,50,000.00		
Total		32,50,000.00		

Other current liabilities		SCHEDULE 5 of Balance Sheet		₹ in rupees
Particulars		As at 31st March 2019	As at 31st March 2018	
Others payables				
AUDIT FEES PAYABLE		20,000.00		
INCOME TAX PAYABLE		5,94,899.00		
		6,14,899.00		
Total		6,14,899.00		

Cash and cash equivalents		SCHEDULE 6 of Balance Sheet		₹ in rupees
Particulars		As at 31st March 2019	As at 31st March 2018	
Balance with banks		59,46,96,538.40		
PNB A/C NO. 0294001100000836		59,46,96,538.40		
Total				

Loans and advances		SCHEDULE 7 of Balance Sheet		₹ in rupees	
Particulars		As at 31st March 2019		As at 31st March 2018	
		Long-term	Short-term	Long-term	Short-term
Other loans and advances					
Secured, considered good(Head) to PMC			40,00,000.00		
			40,00,000.00		
			40,00,000.00		
Total					

Other current assets		SCHEDULE 8 of Balance Sheet		₹ in rupees	
Particulars		As at 31st March 2019	As at 31st March 2018		
Other Assets					
Pre Operative Expenses		84,40,640.00			
		84,40,640.00			
Total					

Statement of Profit and loss for the year ended 31st March 2019

₹ in rupees

Particulars	SCHEDULE	31st March 2019	31st March 2018
Revenue			
Revenue from operations	1	50,18,411.00	-
Less: Excise duty			
Net Sales		50,18,411.00	-
Other income			
Total revenue		50,18,411.00	-
Expenses			
Cost of material Consumed			
Purchase of stock-in-trade			
Changes in inventories			
Employee benefit expenses			
Finance costs			
Depreciation and amortization expenses			
Other expenses	2	27,30,336.60	-
Total expenses		27,30,336.60	-
Profit before exceptional, extraordinary and prior period items and tax		22,88,074.40	-
Exceptional items			
Profit before extraordinary and prior period items and tax		22,88,074.40	-
Extraordinary items			
Prior period item			
Profit before tax		22,88,074.40	-
Tax expenses			
Current tax	3	5,94,899.00	-
Deferred tax			
Excess/short provision relating earlier year tax			
Profit(Loss) for the period		16,93,175.40	-
Earning per share			
Basic			
Before extraordinary Items			
After extraordinary Adjustment			
Diluted			
Before extraordinary Items			
After extraordinary Adjustment			

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

As per our report of even date

For V. G. K. & Associates
Chartered Accountants

[Signature]
Partner
CA YOGESH K. AGARWAL
(Chartered Accountant)

Dt 07/12/2020
Bareilly

For and on behalf of the Board of Directors
Of Bareilly Smart City Limited

[Signature]
DIYA MITTAL
DIRECTOR
DIN: 00668388
[Signature]
NIDHA AGARWAL
Company Secretary
PAN: AGWPA0204G

[Signature]
SAMUEL PAUL NADARAJAN
CEO and Director (KMP)
DIN: 08397262

[Signature]
HIRDEY PRAKASH NARAYAN
NODAL OFFICER

Revenue from operations account

SCHEDULE-1 of Profit and Loss

₹ in rupees

Particulars	31st March 2019	31st March 2018
Sale of products		
TENDER FORM SALE	75,400.00	
	75,400.00	
Other operating revenues		
INTEREST RECEIVED	49,43,011.00	
	49,43,011.00	
Net revenue from operations	50,18,411.00	

Other expenses

SCHEDULE-2 of Profit and Loss account

₹ in rupees

Particulars	31st March 2019	31st March 2018
Advertising expenses	22,66,862.00	
Audit fees	20,000.00	
Bank charges	141.60	
Legal expenses	47,200.00	
Professional expenses	80,000.00	
DPR expenses	3,16,133.00	
Total	27,30,336.60	

Current tax

SCHEDULE-3 of Profit and Loss account

₹ in rupees

Particulars	31st March 2019	31st March 2018
Current tax pertaining to current year	5,94,899.00	
Total	5,89,699.00	

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For V. G. K. & Associates
Chartered Accountants

Partner CA YOGESH K. AGARWAL
(Chartered Accountant)

Dt 07/12/2020
Bareilly

For and on behalf of the Board of Directors
Of Bareilly Smart City Limited

DIVYA MITTAL
DIRECTOR
DIN:00658382

NIDHI AGARWAL
Company Secretary
PAN: AGWPA0204G

SAMUEL PAUL NADARAJAN
CEO and Director (KMP)
DIN: 08397262

HIRDEY PRAKASH NARAYAN
NODAL OFFICER

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2019

₹ in rupees

	PARTICULARS	31st March 2019	31st March 2018
A.	Cash Flow From Operating Activities		
	Net Profit before tax and extraordinary items(as per Statement of Profit and Loss)	22,88,074.40	
	Adjustments for non Cash/ Non trade items:		
	Operating profits before Working Capital Changes	22,88,074.40	
	Adjusted For:		
	Increase / (Decrease) in trade payables	32,50,000.00	
	Increase / (Decrease) in other current liabilities	6,14,899.00	
	(Increase) / Decrease in Short Term Loans & Advances	(40,00,000.00)	
	(Increase) / Decrease in other current assets	(84,40,640.00)	
	Cash generated from Operations	(62,87,666.60)	
	Net Cash flow from Operating Activities(A)	(62,87,666.60)	
B.	Cash Flow From Investing Activities		
	Other Inflow / (Outflows) of cash	59,90,79,104.00	
	Net Cash used in Investing Activities(B)	59,90,79,104.00	
C.	Cash Flow From Financing Activities		
	Increase / (Decrease) in share capital	25,00,000.00	
	Other Inflows / (Outflows) of cash	(5,94,899.00)	
	Net Cash used in Financing Activities(C)	19,05,101.00	
D.	Net Increase / (Decrease) in Cash & Cash Equivalents(A+B+C)	59,46,96,538.40	
F.	Cash & Cash Equivalents at End of period	59,46,96,538.40	
G.	Net Increase / (Decrease) in Cash & Cash Equivalents(F-E)	59,46,96,538.40	

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

As per our report of even date

For and on behalf of the Board of Directors

Of Bareilly Smart City Limited

For V. G. K. & Associates
Chartered Accountants

Partner

Dt 07/12/2020
Bareilly

CA YOGESH K. AGARWAL
(Chartered Accountant)

DIVYA MITTAL
DIRECTOR
DIN:00658382

NIDHI AGARWAL
Company Secretary
PAN: AGWPA0204G

SAMUEL PAUL NADARAJAN
CEO and Director (KMP)
DIN: 08397262

HIRDEY PRAKASH NARAYAN
MODEL OFFICER

Note:

1. The Cash Flow Statement has been prepared by Indirect Method as per AS-3 issued by ICAI.
2. Figures of previous year have been rearranged/regrouped wherever necessary
3. Figures in brackets are outflow/deductions

Bareilly Smart City Limited

CIN:U93000UP2018SGC102746

Nagar Nigam Compound, Bareilly (UP)

Details of Central Govt Contribution as on 31.03.2019

Date	Amount	Description
22-03-2016	1,00,00,000.00	Funds Received From Central Government
25-04-2016	1,00,00,000.00	Funds Received From Central Government
17-12-2018	3,00,00,000.00	Funds Received From Central Government
17-12-2018	50,00,00,000.00	Funds Received From Central Government
11-02-2019	5,00,00,000.00	Funds Received From Central Government
	60,00,00,000.00	Total Funds Received
03-04-2018	25,00,000.00	Transfer To paid up Equity Share Capital
	59,75,00,000.00	Balance Funds of Central Government
31-03-2016	8,039.00	Bank Interest for the period 2015-16 capitalised as grant
31-03-2017	10,24,624.00	Bank Interest for the period 2016-17
31-03-2018	5,46,441.00	Bank Interest for the period 2017-18
As on 31.03.2019	59,90,79,104.00	Total Grant funds available for 2019-20

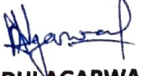
The accompanying notes are an integral part of the financial statements

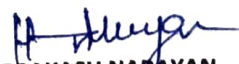
For and on behalf of the Board of Directors
Bareilly Smart City Limited, Bareilly


DIVYA MITTAL
DIRECTOR
DIN:00658382


SAMUEL PAUL N
CEO and Director
DIN- 08397262


CA YOGESH K. AGARWAL
(Chartered Accountant)


NIDHI AGARWAL
Company Secretary
PAN: AGWPA0204G


HIRDEY PRAKASH NARAYAN
NODAL OFFICER

Date:
Place: Bareilly

Bareilly Smart City Limited

CIN:U93000UP2018SGC102746
Nagar Nigam Compound, Bareilly (UP)

Pre Operative Expenses

1-Apr-2016 to 31-Mar-2017

Sr No	Party Name	Date	Description	Amount
		06-04-2016	BILL NO 2002248 for Meeting charges	66,500.00
1	HOTEL OBERAI ANAND	13-05-2016	BILL NO 21239047/001 FOR ADVERTISEMENT FOR TENDER FOR CONSULTANCY AGENCIES	42,419.00
2	BENNETT, COLEMAN & CO LTD	29-06-2016	BILL NO 9445 for printing & charges	47,413.00
3	PURI PHOTO STATE COPY CENTRE	30-06-2016	BILL NO 485 FOR DIESEL	12,913.00
4	BISHESHWAR PRASAD & CO	30-06-2016	BILL NO AC-25616 FOR CAMPAIGN CHARGES FROM 18 06 2016 TO 25 06 2016	31,908.00
5	ARIHANT COMMUNICATIONS	18-07-2016	INV NO JUL0024 FOR DRAFT SMART CITY PROPOSAL OF STAGE - II	40,28,487.00
6	DARASHAW AND COMPANY PVT LTD	05-08-2016	CH NO 896063 TO TAHIR KAMAL FOR STAMP PAPERS	4,440.00
7	PNB-0294001100000836	12-08-2016	BILL NO SMPL-48861 for Mantra 91 9 FM	31,844.00
8	SHRI PURAN MULTIMEDIA LTD	17-08-2016	CH NO 896057 TO NAVEEN CHANDRA SAXENA FOR STAMP PAPER	1,100.00
9	PNB-0294001100000836	11-11-2016	TDS DEDUCTED ON DARADHAW AND COMPANT PVT LTD BILL	11,43,562.00
10	DARASHAW AND COMPANY PVT LTD	24-01-2017	BANK CHARGES	575.00
11	PNB-0294001100000836	04-02-2017	RTGS CHARGES	83.00
12	PNB-0294001100000836	16-02-2017	BILL NO 1301 FOR PHOTOGRAPHY BY DRON	5,000.00
13	MODERN STUDIO	03-03-2017	BANK CHARGES	345.00
14	PNB-0294001100000836	04-03-2017	INV NO SMART CITY/UP/2016-17/003 FOR CONSULTANCY CHARGES FOR TECHNICAL ASSISTANCE & SUPPORT TO STATE & ULBS OF UP UNDER SMART CITY FOR ROUND 1 & 2	9,58,000.00
15	REGIONAL CENTRE FOR URBAN & ENVIRONMENT STUDIES LUC	24-03-2017	BANK CHARGES	60.00
16	PNB-0294001100000836			69,74,627.00
	TOTAL			

1-Apr-2017 to 31-Mar-2018


Sr No	Party Name	Date	Description	Amount
1	PNB-0294001100000836	22-04-2017	BANK CHARGES	345.00
2	Shivam Communication	29-04-2017	BILL NO 620 DT 07 03 2017 for smart city challenger/Radio fever	70,000.00
3	PNB-0294001100000836	02-05-2017	BANK CHARGES	345.00
4	DARASHAW AND COMPANY PVT LTD	01-08-2017	BILL NO CONBOM/DL/0208/2016-17 DT 22 03 2017 FOR PREPARATION OF SMART CITY PROPOSAL	5,08,250.00
5	DARASHAW AND COMPANY PVT LTD	01-08-2017	BILL NO CONBOM/DL/0084/2016-17 DT 31 05 2017 CAPTIONED ASSIGNMENT	3,50,693.00
6	Shivam Communication	01-08-2017	BILL NO 620 DT 07 03 2017 for smart city challenger/Radio Fever	28,325.00
7	PREM WATI	01-08-2017	VEHICLE RENT FROM 24.01.2017 TO 31.03.2017	33,870.00
8	SAFFRON COMMUNICATION PVT LTD	16-11-2017	BILL NO SCP/DEL/16-17/083 DT 30 06 2016 FOR CHARGES FOR SMART CITY CAMPAIGN PHASE-02	3,00,000.00
9	Y.K.AGARWAL & ASSOCIATES	22-03-2018	CHALLAN FOR FEES OF MOA/AOA/PAN/TAN AND DIGITAL SIGNATURE	1,74,185.00
	TOTAL			14,66,013.00
	GRAND TOTAL			84,40,640.00

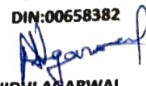
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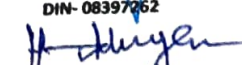
For and on behalf of the Board of Directors
Bareilly Smart City Limited, Bareilly


DIVYA MITTAL
DIRECTOR
DIN:00658382


SAMUEL PAUL N
CEO and Director
DIN- 08397262


CA YOGESH K. AGARWAL
(Chartered Accountant)


NIDHI AGARWAL
Company Secretary
PAN: AGWPA0204G


HIRDEY PRAKASH NARAYAN
NODAL OFFICER

Date:
Place:Bareilly

BAREILLY SMART CITY LIMITED

REGD OFF.:C/O EXECUTIVE ENGINEER, MUNICIPAL BOARD, NAGAR NIGAM, BAREILLY
CIN: U93000UP2018SGC102746, Email-nagarayukt.bareilly@gmail.com Mobile-7055672200

DIRECTOR'S REPORT

[Pursuant to Section 134 of Companies Act, 2013]

To,
**THE MEMBERS
BAREILLY SMART CITY LIMITED
BAREILLY**

Your Directors have pleasure in presenting their First Report on the performance of the Company together with the audited Financial Statements of the Company for the first financial year ended March 31st, 2019.

1. OPERATIONAL RESULTS(Standalone)

The summary of Financial Performance of the Company for the First financial year ended on 31st March 2019 are as under-

PARTICULARS	2018-19
Total Income	50,18,411.00
Total Expenditure	27,30,336.60
Profit before exceptional, extraordinary and prior period items and tax	22,88,074.40
Less: Exceptional items	-
Profit Before Tax / (Loss)	22,88,074.40
Less: Current Tax	5,94,899.00
Less: Deferred Tax	-
Net Profit/(Loss) After Tax	16,93,175.40
Dividend(including Interim Dividend, if any and final)	-
Net Profit after Dividend and Tax	16,93,175.40

2. PERFORMANCE HIGHLIGHTS AND STATE OF COMPANY AFFAIRS

The Company initiated under the Smart City Plan that are under various stages of execution. During the first period of operations, the Company has received Rs. 50,18,411.00 of income from other sources mainly from Interest earned out of deposits and including from appropriation of grant received. The profit before tax stands at Rs. 22,88,074.40 (Rs. Twenty-Two lakh Eighty-Eight Thousand Seventy-Four Rupees and Forty paise). The net profit after tax for the said period is Rs. 16,93,175.40 (Rs. Sixteen lakh Ninety Three Thousand One Hundred and Seventy Five and Forty paise Only).

► BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATUS OF PROJECTS

- The Smart Cities Mission (SCM) was launched by the Government of India on the 25th of June 2015.
- Smart City Mission is an innovative and new initiative of the Government of India to drive economic growth and improve the quality of life of people by enabling local development and harnessing technology as a means to create smart outcomes for citizens. The Smart Cities project began when 100 cities in India were challenged in an unorthodox approach to compete against one another in a fast paced growth environment and submit a development. Cities developed a bold vision and came up with smart proposals. Each city formulated its own unique vision, mission, and plan to develop itself into a Smart City. Their concept reflected the city's unique local context, resources and priorities of citizens. Under the Mission, Bareilly was selected as Smart City in the Fourth Round on 19.01.2018.
- The SPV (Special Purpose Vehicle) was set up as Bareilly Smart City Limited (BSCL) Company under the companies Act, 2013 on 03rd of April 2018 for implementation of the Smart Cities Mission Scheme at city level. It is classified as a State Govt. Company. It is registered with Registrar of Companies, Kanpur, UP. The main purpose of incorporation of the SPV is to plan, appraise, approve, release funds, implement, manage, operate, monitor and evaluate the Smart City Development Project. The Company's management comprises the nominees of the State Government of Uttar Pradesh and ULB (Urban Local Body) Bareilly. The Company is promoted by the State Government of Uttar Pradesh and ULB (Nagar Nigam, Bareilly) jointly both having 50:50 equity Shareholding.
- **Key Functions And Responsibilities of the company**

The Company will plan, implement, manage and operate the Smart City Development projects. The key functions and responsibilities as prescribed in the Articles of Association of the Company are as follows:

- i) Approve and sanction the projects including their technical appraisal.
- ii) Execute the Smart City Proposal with complete operational freedom.
- iii) Take measures to comply with the requirements of the MoUD /other Ministries/Departments of the Government of India/State Government Rules and regulations, local laws etc for implementation of the Smart Cities Mission. Mobilize resources within timelines and take measures necessary for the mobilization of resources.
- iv) Approve and act upon the reports of a third party Review and Monitoring Agency.
- v) Oversee Capacity Building activities.
- vi) Develop and benefit from interlink ages of academic institutions and organizations.
- vii) Ensure timely completion of projects according to set timelines.
- viii) Undertake review of activities of the Mission including budget, implementation of projects, preparation of Smart City Proposal (SCP) and co-ordination with other missions/schemes and activities of various Ministries/Departments.

- ix) Monitor and review quality control related matters and act upon issues arising thereof.
 - x) Incorporation of joint ventures and subsidiaries and enter into Public Private Partnerships including with foreign entities as may be required for the implementation of the Smart Cities Mission.
 - xi) Enter into contracts, partnerships and service delivery arrangements with Indian as well as foreign firms, as may be required for the implementation of the Smart Cities Mission.
 - xii) Determine and collect user charges as authorized by the ULB.
 - xiii) Collect taxes, surcharges etc. as authorized by the ULB.
 - xiv) Any other functions as delegated by the Central Government/ State Government/ULB within the scope of Smart Cities Mission.
- The Company has selected SREI Infra Finance Ltd for providing Project management Consultancy services (PMC) through e-tendering vide an agreement entered into between the Company and SREI Infra Finance limited as on 18.08.2018.
 - PMC had Started work on 04.09.2018 and the functional office of PMC was setup in the Nagar Nigam Campus from Jan, 2019
 - Under the Smart city mission, the components of Bareilly Smart City are divided in two parts which are Area Based Development (ABD) interventions and Pan-city interventions. The total area covered under ABD is 1,270 acres. In the First meeting held after the appointment of PMC as on 20.09.2018 the following list of projects along with their estimated cost have been presented by the PMC & its Team for the consideration of the Board of the Company.

(Rs in Crore)

S.No	Name of the Project	Budgeted Cost
1	Handicraft Centre	
2	CBD	211.25
3	Provision of Rooftop Solar panel on government buildings	200.88
		50.04
4	Waste Management System for Environment.	
5	Slum Re-Development Policy based on trading of FAR-	30.00
6	Integrated Command & Control Centre	2.00
7	GIS Mapping	283.19
8	Sewerage & Septage	16.00
9	Retrofitting of government schools with smart classes and associated infrastructure for e-shiksha	363.00
		6.00
10	Digital Library	
11	Solar Water ATM	5.00
12	Community Toilets	8.00(PPP)
13	Open Gyms in various areas in the ABD park	8.50
14	Solid waste Storage and processing	7.50
15	Integrated Urban Infrastructure(Development of Mobility Roads &Retrofitting of Areas)-model road & junction &lake(Delapir)	50.00
		789.75
16	Branding-Advertisement	
17	Branding-PR Activity	12
		6.00

All the Above projects have been approved by the Board of Directors.

➤ **CONSTITUTION OF ADVISORY COMMITTEE**

In complying with the Directions issued by the Ministry vide its letter no.K-15016/1(3)/2017-SC-I dated 2nd January, 2018 and subsequent D.O letter no. H-15013/47/2017-SC.I dated 4th May,2018 regarding constitution of City Level Advisory Forum(CLAF) to advise and enable collaboration among various stakeholders, the Company had constituted a City level Advisory Committee vide its letter no. 624/स्मार्ट सिटी/न0आ0/न0नि0ब0/2018-19 dated 01-10-2018 .The members of the Committee are :

1. Shri Santosh Gangwar, Minister of State for Labour and Employment (Independent Charge)/Member of Parliament.
2. Shri Rajesh Kumar Agarwal, Member of parliament
3. Dr. Arun Kumar Agarwal, MLA Bareilly
4. Dr Umesh Gautam, Mayor, Bareilly.
5. District Magistrate, Bareilly
6. Shri Manish Sehgal, Local Youth Representative
7. Shri Sushil Shourey, Technical Expert.
8. Shri Gautam Saxena, Secretary, North City Housing development Committee.
9. Shri Sudhir Mehrotra, Chartered Accountant.
10. Smt. ParulMalik.NGO

The Members of the Committee duly met two times (03.10.2018, 16.02.2019) during the Financial Year 2018-2019 in respect of which proper notices were given and the proceedings were properly recorded and signed in the minutes Book maintained for the purpose.

➤ **CONSTITUTION OF TECHNICAL COMMITTEE**

In Accordance with the directions of CEO of the Company the Technical Committee of the Company has been constituted on 07-12-2018for the Technical evaluation of DPR and RFP of the projects being prepared by the PMC. The members of the Committee are-

1. Shri Shiv Kumar Ambedkar, Chief Engineer, Nagar Nigam(Chairman of the Committee)
2. Shri Sanjay Chauhan, Executive Engineer, Nagar Nigam(Member)
3. Shri Sanjeev Pradhan, Environment engineer, Nagar Nigam(Member)
4. Shri Dilip Kumar, Urban Planner, Nagar Nigam(Member)
5. Shri Sushil Shouri, Technical Expert (Member).

The constitution of the above committee has been approved in the meeting of Board of Director of the Company held on 19.12.2018 and it was further decided that the for the project cost up to Rs.5 crore Technical Evaluation will be done by the above Committee and for the Technical evaluation of the project having cost above 5 Crore in the above committee the following members will be included-

1. Executive Engineer, Public Works Dept.
2. Executive Engineer, Electricity Dept.
3. Executive Engineer, Water Corporation(Jal Nigam)

- There has been no change in the objects of the Company during the financial year ended 31stMarch, 2019.

3. SHARE CAPITAL

During the year under review the authorized share capital of the Company is Rs. 50,00,000/- (Rupees FIFTY LAKH only), the issued and subscribed capital of the company as on 31st March is Rs 50,00,000/- (Rupees FIFTY LAKH) divided into 50,000 equity shares of RS. 100/- (Rupees Hundred) each and paid up share of the company as on 31st March is 25,00,000/- (Rupees TWENTY FIVE LAKH) divided into 25,000 equity shares of RS. 100/- (Rupees Hundred) each. The Company is promoted by the State Government of Uttar Pradesh and ULB (Nagar Nigam, Bareilly) jointly both having 50:50 equity Shareholding. However the equity contribution of Rs 25 lakh from the Uttar Pradesh State Govt. has not been received during the year.

4. DIVIDEND

The Board of Director does not propose any dividend for the Financial Year ended March 31, 2019.

5. TRANSFER TO RESERVES

Directors of the Company do not allow to transfer any amount for Reserves.

6. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors duly met 6(SIX) times 02/05/2018, 18/08/2018, 31/08/2018, 20/09/2018, 19/12/2018 AND 14/02/2019 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the minutes Book maintained for the purpose.

7. COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors of the Company have been appointed as First Directors at the time of incorporation of the Company, as nominees / representatives of the Central Government, State Government, Bareilly Municipal Corporation (Nagar Nigam) of the Company in accordance with the Smart City Mission Guidelines, Government Orders and the Articles of Association of the Company. Whereas, all the directors have been appointed at the Board Meetings under 'Additional / Nominee' categories, the said appointments need to be regularized by way of seeking shareholders' approval to confirm their appointment as Directors of the Company.

S.NO	<u>NAME OF DIRECTORS</u>	
	AS ON 31ST MARCH 2019	AS ON THE DATE OF BOARD REPORT
1	SHRI RANVIR PRASAD Commissioner, Bareilly Division Chairman / Nominee Director BSCL	SHRI RANVIR PRASAD Commissioner, Bareilly Division Chairman/ Nominee Director BSCL
	SHRI SAMUEL PAUL N Municipal Commissioner, Nagar Nigam, Bareilly CEO & Nominee Director BSCL	SHRI ABHISHEK ANAND Municipal Commissioner, Nagar Nigam, Bareilly CEO & Nominee Director BSCL
3	SHRI VIRENDRA KUMAR SINGH DM, Bareilly/ Nominee Director BSCL	SHRI NITISH KUMAR DM, Bareilly/ Nominee Director BSCL

4	SMT. DIVYA MITTAL VC, Bareilly Development Authority/ Nominee Director BSCL	SHRI JOGINDRA SINGH VC, Bareilly Development Authority/ Nominee Director BSCL
5	SHRI AWADHESH KUMAR GUPTA Addl. Dir RCUES,Lucknow/ Nominee Director	SHRI AWADHESH KUMAR GUPTA Addl. Dir RCUES,Lucknow/ Nominee Director
6	SHRI SANJIV KUMAR BABBAR Irrigation Officer, New Delhi, Representative GOI/ Nominee Director	SHRI SANJIV KUMAR BABBAR Irrigation Officer, New Delhi, Representative GOI/ Nominee Director
7	SHRI NIRVIKAR Associate Town Planner/ Nominee Director	SHRI NIRVIKAR Associate Town Planner/ Nominee Director
8	SHRI SATYENDRA KUMAR SAXENA Chief Engineer, Hydrl/ Nominee Director	SHRI TARIQ MATIN Chief Engineer, Hydrl/ Nominee Director
9	SHRI RISHI RANJAN GOEL Joint Commissioner Industries/Add. Director	SHRI RISHI RANJAN GOEL Joint Commissioner Industries/Additional Director
10	SHRI AKHILESH SINGH Director Smart City Mission/ Nominee Director	Dr KAJAL Director Smart City Mission/ Nominee Director
11	SHRI A.K RAI Chief Engineer, Jal Nigam/ Nominee Director	SHRI SANJAY SINGH Chief Engineer, Jal Nigam/ Nominee Director
12	-	SHRI D K MISHRA Chief Engineer PWD/Additional Director
13	-	SHRI P K RAO Additional Director(non-executive & Independent)

CHANGE IN THE DIRECTORS DURING THE FY 2018-2019

S.NO	NAME OF DIRECTOR	DATE OF APPOINTMENT/ RESIGNATION/CHANGE IN DESIGNATION	APPOINTMENT/RESIGNATION/ CHANGE IN DESIGNATION
1	SURENDRA KUMAR PANDEY VC, Bareilly Development Authority/ Nominee Director BSCL	31/08/2018	APPOINTMENT
2.	PALLIKUPPAM VISWANATHAN JAGANMOHAN Commissioner, Bareilly Division Chairman / Nominee Director BSCL	20/09/2018	CESSATION
3.	VISHAL BHARDWAJ Director Smart City Mission/ Nominee Director	20/09/2018	CESSATION
4.	RAJESH KUMAR SRIVASTAV Municipal Commissioner, Nagar Nigam, Bareilly CEO & Nominee Director BSCL	16/02/2019	CESSATION

5.	DIVYA MITTAL VC, Bareilly Development Authority/ Nominee Director BSCL	15/02/2019	APPOINTMENT
6.	RANVIR PRASAD Commissioner, Bareilly Division Chairman / Nominee Director BSCL	20/09/2018	APPOINTMENT
7.	AKHILESH SINGH Director Smart City Mission/ Nominee Director	20/09/2018	APPOINTMENT
8.	SAMUEL PAUL N Municipal Commissioner, Nagar Nigam, Bareilly CEO & Nominee Director BSCL	23/03/2019	APPOINTMENT
9.	AWADHESH KUMAR GUPTA Addl. Dir RCUES, Lucknow/ Nominee Director	31/08/2018	APPOINTMENT
10.	A K RAI Chief Engineer, Jal Nigam/ Nominee Director	19/12/2018	APPOINTMENT
11.	SANJEEV KUMAR BABBAR Irrigation Officer, New Delhi, Representative GOI/ Nominee Director	31/08/2018	APPOINTMENT
12.	RISHI RANJAN GOEL Joint Commissioner Industries/Add. Director	19/12/2018	APPOINTMENT
13.	VIRENDRA KUMAR SINGH DM, Bareilly/ Nominee Director BSCL	19/12/2018	APPOINTMENT
14.	SATYENDRA KUMAR SAXENA Chief Engineer, Hydel/ Nominee Director	20/09/2018	APPOINTMENT
15.	NIRVIKAR Associate Town Planner/ Nominee Director	31/08/2018	APPOINTMENT
16.	SURENDRA KUMAR PANDEY VC, Bareilly Development Authority/ Nominee Director BSCL	15/02/2019	CESSATION

In view of the applicable provisions of the Section 203 of Companies Act, 2013 read with Rule 8 (Appointment and Remuneration of Managerial personnel), the Company is not mandatorily required to appoint any whole time KMPs.

8. DECLARATION BY AN INDEPENDENT DIRECTOR(S) U/S 149(7) OF THE COMPANIES ACT, 2013: N.A

As per section 149(7) of the Companies Act, 2013, it is applicable to public companies having paid up share capital of ten crore rupees or more **OR** public companies having turnover of one hundred crore rupees or more **OR** public companies which have aggregate, outstanding loans and debentures and deposits, exceeding fifty crore rupees.

9. FORMAL ANNUAL EVALUATION: N.A

As per Section 134 (3)(p) read with rule 8 (4) of Companies Account Rules, 2014 every listed company and every public company having paid up share capital of Rs 25 Crore is required to include a statement on this matter.

10. MATERIAL CHANGES AND COMMITMENTS

The Following are the material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

No significant and material order have been passed by any regulators, courts, tribunals against the company impacting the going concern status and Company's operations in future.

12. STATEMENT ON ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The company has developed adequate internal financial control with reference to its financial statements. Statutory Auditor have not reported adversely about internal financial mechanism adopted by the company and is operating effectively.

13. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES: NIL

14. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT.N.A

15. GENERAL

Your Directors state that during the year under review:

- a) **Details relating to deposits covered under Chapter V of the Companies Act, 2013:**
There were no transactions falling within the purview of Chapter V (Acceptance of Deposit by Companies) of the act, hence comments are not required.
- b) **Details relating to Deposits which are not in compliance of chapter V of the Act**
There were no transactions falling within the purview of Chapter V (Acceptance of Deposit by Companies) of the act, hence comments are not required.
- c) The Company has no subsidiary and nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- d) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- e) CSR is not applicable on the Company as per section 135 of Companies Act,2013(Applicable on every company having net worth of Rs 500 crore or turnover of Rs.1000 crore or Net profit of Rs.5 crore).

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The Following are the material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

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12. STATEMENT ON ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

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13. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES: NIL

14. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT. N.A

15. GENERAL

Your Directors state that during the year under review:

- a) **Details relating to deposits covered under Chapter V of the Companies Act, 2013:**
There were no transactions falling within the purview of Chapter V (Acceptance of Deposit by Companies) of the act, hence comments are not required.
- b) **Details relating to Deposits which are not in compliance of chapter V of the Act**
There were no transactions falling within the purview of Chapter V (Acceptance of Deposit by Companies) of the act, hence comments are not required.
- c) The Company has no subsidiary and nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- d) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- e) CSR is not applicable on the Company as per section 135 of Companies Act, 2013 (Applicable on every company having net worth of Rs 500 crore or turnover of Rs. 1000 crore or Net profit of Rs. 5 crore).

10. MATERIAL CHANGES AND COMMITMENTS

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

11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

No significant and material order have been passed by any regulators, courts, tribunals against the company impacting the going concern status and Company's operations in future.

12. STATEMENT ON ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The company has developed adequate internal financial control with reference to its financial statements. Statutory Auditor have not reported adversely about internal financial mechanism adopted by the company and is operating effectively.

13. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES: NIL

14. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT.N.A

15. GENERAL

Your Directors state that during the year under review:

- a) **Details relating to deposits covered under Chapter V of the Companies Act, 2013:**
There were no transactions falling within the purview of Chapter V (Acceptance of Deposit by Companies) of the act, hence comments are not required.
- b) **Details relating to Deposits which are not in compliance of chapter V of the Act**
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- e) CSR is not applicable on the Company as per section 135 of Companies Act,2013(Applicable on every company having net worth of Rs 500 crore or turnover of Rs.1000 crore or Net profit of Rs.5 crore).

16. APPOINTMENT OF INTERNAL AUDITOR

In Accordance with Section 2(13), 128 & 138 of the Companies Act 2013, Yogesh Kumar Agarwal, Chartered Accountant has been appointed as an Internal Auditor of the Company by the Board of Directors in their meeting held on 18-08-2018.

17. STATUTORY AUDITORS

The Company was formed as a Special Purpose Vehicle under the Smart City Guidelines of the GOI and was subjected to audit by CAG. Accordingly, as per the order of the CAG offices the Company was mandated to engage the services of M/S VGK & ASSOCIATES, Chartered Accountants, BAREILLY, to be appointed as First Auditors of the Company. The term of the first auditors comes to an end at the annual general meeting to be held in the year 2021.

18. BOARD'S COMMENT ON THE AUDITOR'S REPORT

There are observations in the Statutory Auditors' Report requiring a reply from the Board of Directors of the Company. The Management Reply on the Auditors observations are hereunder.

S.No	Auditor's Observations	Clarifications
1	<p>As per Books of accounts & balance sheet, the Subscribed and paid-up share capital of the company is Rs25.00 Lakh against issued share capital of rs 50.00 lakh. Central Govt approval for conversion of Loans provided by the government into paid up share capital is not found on record or not made available to us for verification. List of shareholders is also not made available to us/not attached with balance sheet. As per CEO reply submitted on 26.10.2020 of or audit queries, it is confirm that no share allotment have been done but paid up share capital shown in balance sheet.</p> <p>As per above discussion it is concluded that if no share allotment have been done then in balance sheet shareholders fund is overstated by Rs 25.00 Lakh and other long term liability is understated by same amount.</p>	<p>Grant Received from Central Govt has been converted into share capital of the company in accordance with the smart city mission guidelines a copy of which has been submitted to Statutory Auditors for reference.</p> <p>The Company is promoted by the State Government of Uttar Pradesh and ULB (Nagar Nigam, Bareilly) jointly both having 50:50 equity Shareholding. However the equity contribution of Rs 25 lakh from the Uttar Pradesh State Govt. has not been received during the year. Hence the paid up share capital of the company has been shown as Rs 25.00 lakh being paid on behalf of Nagar Nigam Bareilly(ULB).</p> <p>Paid up share capital of company is Rs. 25 Laes only as all the Subscribers of MOA has not paid their subscription money as declared in MOA at the time of incorporation.</p> <p>BSCL has issued FULLY PAID UP Equity shares only to those Subscribers of MOA who has paid their subscription money as declared at the time of incorporation.</p> <p>BSCL has not made any new Share Allotment.</p> <p>Bareilly Smart City has been incorporated on 01.04.2018 with the subscribed capital of Rs 50 lakh consisting of 50% share of URBAN LOCAL BODY (NAGAR NIGAM) and 50% share of State Govt. However after incorporation only Central Govt has released the funds on behalf of URBAN LOCAL BODY (NAGAR NIGAM) for their 50% share in subscribed share capital</p> <p>Matching contribution of Rs. 25 Laes towards subscribed share capital of BSCL as per smart city mission guidelines has</p>

		still not contributed by the UTTAR PRADESH State govt, due to which paid up share capital of BSCL is Rs. 25 Lacs only. Hence in the Balance sheet the Subscribed Capital has been taken at Rs 50 lakh but Paid up Share capital has been reduced to Rs 25 lakh.
2	Section 209(3) of the Companies Act 2013 mandates for accrual system of accounting whereas as per reply dated 14.09.2020 in point no.3, it seems that hybrid system of accounting have been adopted by the company. as explained to us, interest from bank has been booked on receipt basis. further we also observed that some expenses like monthly fee for chartered accountant are also charged in profit and loss account on payment basis.	The Company maintains the account on the basis of mercantile system. The Company Interest received from PNB upto 28 th Feb 2019 has been credited in the account however the Company had no information about the accrued interest upto 31 st mar 2019 hence not credited in the books of account. Now it is rectified in the financial year 2019-20 as interest shown and credited as previous year income from interest. Further the fees of Chartered accountant is also provided in the next year due to bill has not been received from him. This is also accounted as previous year expenses in the financial year 2019-20.
3	We have conducted only Financial audit on the basis of records produced before, we have not conducted social/proprietary audit.	Social/Proprietary audit shall be conducted as and when directed by CAG.
4	Bareilly Smart City limited has been incorporated as on 3 rd April 2018 but there was some financial transaction of pre-incorporation which is taken as opening balance in current year accounts. these opening balances are unaudited.	The company has been incorporated as on 3 rd April 2018 and there is no direction to get the account audited for the pre-incorporation period. There was no guideline from Smart City Mission to get the accounts audited for the pre-incorporation period of Bareilly Smart City Limited. So it is hereby confirmed that the opening balances of the company been carried forward from unaudited Books of Accounts & Financial Statements.

19. EXTRACT OF THE ANNUAL RETURN

The extract of Annual Return in Form No.MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ending **March 31, 2019** is annexed hereto and forms part of this report.

20. CONSERVATION OF ENERGY, FOREIGN EXCHANGE ETC.

A) Conservation of Energy

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

Expenditure on Power and fuel during the current financial year is as under

	2018-19
Expenditure on Power and fuel	NIL

However the company at various intervals motivates their employees to conserve energy through regular reminders.

B) Technology Absorption

The company has made efforts to absorb latest technology.

C) Foreign Exchange earnings and Outgo

Earnings	Nil
Outgo	Nil

21. AUDIT COMMITTEE: N.A

Section 177 of the Companies Act, 2013 read with rule 6 of Companies (meetings of board and its powers) Rules 2014, is applicable to public companies having paid up share capital of ten crore rupees or more **OR** public companies having turnover of one hundred crore rupees or more **OR** public companies which have aggregate, outstanding loans and debentures and deposits, exceeding fifty crore rupees.

22. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

As required under rule 7(3) of Companies (Meeting of Board and its powers) Rules 2014, **Mr. RANVIR PRASAD (Din: 06684884)** has been nominated to play the role of audit committee for the purpose of vigil mechanism.

23. NOMINATION AND REMUNERATION COMMITTEE: N.A

Section 178 of the Companies Act, 2013 read with rule 6 of Companies (meetings of board and its powers) Rules 2014, is applicable to public companies having paid up share capital of ten crore rupees or more **OR** public companies having turnover of one hundred crore rupees or more **OR** public companies which have aggregate, outstanding loans and debentures and deposits, exceeding fifty crore rupees.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

During the year, company has not entered into any transactions falling within the purview of Section 186.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1):

There were no material related party transactions entered during the financial year ended 31st March, therefore, the provisions of Section 188 (1) of the Companies Act, 2013 were not attracted. Further, there are no material significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

26. SECRETARIAL AUDIT REPORT: N.A

As per section 204 of the Companies Act, 2013 it is applicable on public company whose paid up share capital is Rs 50 crore or more or turnover is Rs 250 crore or more.

27. DISCLOSURE U/S 22 OF THE SEXUAL HARASSMENT OF WOMEN AT THE WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Section 4 (1) says "every employer of a workplace shall, by an order in writing constitute a Committee to be known as the "Internal Complaints Committee". The same shall be put into implementation soon.

The following is a summary of sexual harassment complaints received and disposed off during the year:

Number of complaints received: NIL

Number of complaints disposed off: NIL

28. RISK MANAGEMENT POLICY

As part of its internal financial controls process that is currently being set up in the Company, a risk management policy is also in advanced stages of being framed and will be adopted for implementation along with the Internal Financial Controls program shortly.

29. REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under the second proviso of section 143 (12) of the Companies Act, 2013.

30. COST AUDIT

As per the requirement of the Central Government and pursuant to provisions of section 148(1) of Companies Act, 2013, the audit of the cost accounts was not required to be carried out.

31. DIRECTORS' RESPONSIBILITY STATEMENT

The Director's Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(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; and

(e) 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.

(f) 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.

32. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

33. DISCLOSURE ABOUT MAINTENANCE OF COST RECORDS: N.A

34. ACKNOWLEDGEMENTS

Your Directors express their gratitude to Banks, FIs, and various other agencies for the co-operation extended to the Company. The Directors also take this opportunity to thank the shareholders, customers, suppliers, lenders, distributors and other stakeholders for the confidence reposed by them in the Company. The employees of the Company contributed significantly in achieving the results. The Directors take this opportunity of thanking them and hope that they will maintain their commitment to excellence in the years to come. Your Directors are thankful to the Stakeholders for abiding faith in the Company.

Place: BAREILLY
Date: 18.11.20

ABHISHEK ANAND
(Nominee Director)
DIN: 08669381
R/ONAYA GAON, VASDEOPUR
BASDEOPUR, MUNGER
BIHAR-811202
INDIA

By The Order of the Board
For: BAREILLY SMART CITY LIMITED

RANVIR PRASAD
(Nominee Director)
DIN: 06684884
R/O-B-502, CSI TOWERS,
VIPIN KHAND, GOMTI NAGAR
LUCKNOW-226010, UP, INDIA

ENCLOSED: MGT-9