

# ANNUAL REPORT

2018-2019



**Noida Metro Rail Corporation Ltd.**

(A joint venture of Govt. of India and Govt. of U.P.)



# नौएडा मेट्रो रेल कॉरपोरेशन लि.

(भारत सरकार एवं उ.प्र. सरकार का संयुक्त उपक्रम)

## Noida Metro Rail Corporation Ltd.

(A joint venture of Govt. of India and Govt. of U.P.)

### Vision

#### "A World Class Metro with Sustainable Development"

The vision of the organisation  
entails' commuting experience to be the  
"CUSTOMER'S DELIGHT"

i.e. exceeding the customer's expectation to create a 'WOW!' feeling among the customers. Since its inception, NMRC has focused on excelling in customer services.

### Mission

#### "To Provide Safe, Reliable and Eco-Friendly Transportation Services for People"

To set the pace in the transportation sector in  
Noida and Greater Noida with regards to:

•  
Safety

•  
Reliability

•  
Punctuality

•  
Quality

•  
Responsiveness to customers

•  
To serve customers including "differently abled" commuters with passion

•  
To make Noida Metro self-sustainable and eco-friendly.



## Contents

Chairman's Speech .....	4-5
Board of Directors.....	6
Major Events .....	7-9
Board's Report .....	10-32
Auditor's Report .....	33-41
Annual Accounts and Cash Flow Statement .....	42-77
Comments of Comptroller and Auditor General of India .....	78-82



### Statutory Auditors

M/s SAMPRK & Associates  
Chartered Accountants  
Noida

### Secretarial Auditors

M/s J.K. Gupta & Associates  
Company Secretaries  
Delhi

### CFO & Executive Director

Shri P.D. Upadhyay

### Company Secretary

Ms. Nisha Wadhawan

### Registered Office

**Noida Metro Rail Corporation Ltd.**  
Block-III, 3rd Floor Ganga  
Shopping Complex, Sector-29, Noida-201301  
Ph.: +91-120-4344483/84/85  
Website: [www.nmrcnoida.com](http://www.nmrcnoida.com)  
CIN No. U60231UP2014SGCO66849



## CHAIRMAN'S SPEECH

Welcome

**Dear Shareholders, Members of the Board of Directors, ladies and gentlemen.**

I feel immense pleasure in welcoming you all to the fifth Annual General Meeting of Noida Metro Rail Corporation Limited. It is a great honour and privilege to address all of you on behalf of the Board of Directors. The Annual Report for the Financial Year 2018-19 containing the 5<sup>th</sup> Notice of Annual General Meeting, audited financial statement, the Board's Report and the Statutory Auditor's Report thereon along with the comments of the Comptroller and Auditor General of India (C&AG) and management's reply thereon, have already been circulated to all of you and with your due permission, I take them as read.



I feel delighted to share with you the performance of your Company for the financial year 2018-19. The year has been really encouraging. The Company has embarked the beginning of its revenue operations on 26<sup>th</sup> January, 2019 and since then has registered an impressive and commendable performance by achieving successful operations and significant increase in ridership. NMRC held its "Inauguration Event" on 25<sup>th</sup> January, 2019 where, among other major events, the 29.7 km long Noida – Greater Noida Corridor also known as "the Aqua Line" was formally flagged off by Hon'ble Chief Minister of Uttar Pradesh Shri Yogi Adityanath and Hon'ble Minister of State (Independent Charge), Ministry of Housing & Urban Affairs Shri Hardeep Singh Puri. The revenue services on the section thereafter began from 26<sup>th</sup> January, 2019.

The Aqua Line is operational without any snag and has provided a reliable and comfortable mode of transport for people travelling to Noida and Greater Noida as the operations of the Aqua Line have been hassle free with the NMRC staff providing all kind of support and prompt assistance to the commuters. Since then and till the date of this Report, NMRC has achieved major milestones in all its spheres, whether it is operations, signaling and telecom, electrical, rolling stock, civil, property business, etc. The primary objective of NMRC, after the successful launch and running of Aqua Line, has been the comfort of its commuters and numerous efforts towards the same have been taken by the management to make the Noida-Greater Noida Corridor more commuter friendly.

**Let me deliver a brief overview of few of the main measures that have been taken in this respect:**

### **Walkway**

With the increase in operations and ridership of Aqua Line, NMRC has been working towards creating ease for its passengers and therefore considering the difficulties faced by commuters travelling from Delhi to Noida and Greater Noida, a new separate Walkway has been constructed and made operational between Sector 51 station of NMRC and Sector 52 station of DMRC, thereby linking the two metro stations and providing connectivity between the two metro rail networks giving relief to the daily commuters.

The Walkway also has a pedestrian pathway and is covered from the top for the convenience of commuters of both the corridors. The pathway has been designed aesthetically with beautiful landscaping and greenery besides having facilities like public convenience and small food kiosks.

### **E rickshaws and metro feeder bus service**

- NMRC has also introduced free solar-powered E-rickshaw services in this stretch for the commuters of Aqua Line at Sector 51 Metro station and Blue Line at Sector 52 station to interchange between the two networks.
- Further, 11 new feeder bus routes have been introduced to especially cater to all the operational metro stations of the Aqua Line in Noida and Greater Noida.
- Facilities for Multi Modal Integration outside the stations have been provided to facilitate last mile connectivity for its commuters. Dedicated space has been provided to park feeder buses outside stations so that passengers can easily get down and avail the facility.

## Smart cards, mobile App and parking facility

The Smart Card ("Go Smart") i.e. "SBI Cards – One City One card" was launched for the metro commuters, which can be used while travelling in metro, buses and can even be used in banks for certain specified purposes. Smart card users get a discount of 10% on every single journey. A mobile application "NMRC Tickets" was also launched on 06<sup>th</sup> February, 2019 for the NMRC commuters to provide them a convenient means to buy QR coded tickets and save time.

In addition to the above, Parking facility was also introduced at 10 of its stations from 4<sup>th</sup> March, 2019, where commuters can park their vehicles in the parking lot of these stations and personnel have been deployed with Hand Held Parking Ticketing Machine to man these parking lots and handover receipts to commuters using this facility.

## Installation of solar panels

The Company has adopted various green initiatives to minimize any negative impact of its operations on the environment by adopting green building norms in various construction activities.

NMRC is in the process of installing Rooftop Solar Panels on all its 21 stations including the Depot and power generation from solar panels will meet all the basic power requirements of NMRC stations and Depots like lighting, lifts and escalators, air conditioning, etc, installation of solar panels on roof top, making available rainwater harvesting provisions at all stations, etc. NMRC has already installed Solar Panels on 09 stations out of 21 and has already energized 05 stations.

## Security initiatives

The safety and security of the entire metro network is being looked after by Provincial Armed Constabulary (PAC). The alert and vigilant team of PAC has ensured that the commuters of Aqua Line feel safe and secure while travelling. Necessary CCTV cameras have been installed inside the trains and at stations at the concourse and platform and other areas to regularly monitor passenger movement and address their safety concerns.

It is commendable that due to the alertness of the security staff, a lot of passengers could get back their valuables which were lost/misplaced while travelling in the Metro and no untoward incident has been reported till date since the commencement of operations.

## Conclusion and acknowledgments

With this, I believe I have appropriately summed up all the events and operations of NMRC that have major bearing on the affairs of the Company. All these achievements would not have been possible without the support of all the stakeholders including the Ministry of Housing and Urban Affairs, Government of India, Government of Uttar Pradesh, Noida Authority & Greater Noida Authority and other stakeholders who have extended their continuous support and guidance throughout the year, our distinguished Board of Directors, our employees for their high level of motivation and commitment, the suppliers and our commuters who have altogether helped us achieve the major milestones and enabled us to move forward towards our vision, mission and objectives.

We shall endeavor to continue performing better and maintain and develop further the trust and confidence reposed in us by our stakeholders. We, as a management, shall ensure complete transparency in our operations and compliance in true letter and spirit.

On this very encouraging note and with your permission, I call the fifth Annual General Meeting of the Company to an end. Thank you all.

**Date: 31.12.2019**  
**Place: Delhi**

Sd/-  
(Shiv Das Meena)  
Chairman  
Noida Metro Rail Corporation Limited

## **Board of Directors of Noida Metro Rail Corporation Limited**

- |                                   |   |
|-----------------------------------|---|
| <b>1. Shri Shiv Das Meena</b>     | Chairman NMRC & Additional Secretary (H) and CVO, Ministry of Housing and Urban Affairs, Government of India      |
| <b>2. Shri Alok Tandon</b>        | Director NMRC & Infrastructure & Industrial Development Commissioner, Uttar Pradesh Govt.                         |
| <b>3. Smt. Ritu Maheshwari</b>    | Managing Director, NMRC & Chief Executive Officer, Noida Authority  |
| <b>4. Shri Shyam Sunder Dubey</b> | Director NMRC & Joint Secretary and Financial Advisor, Ministry of Housing and Urban Affairs, Government of India |
| <b>5. Shri Jaideep</b>            | Director NMRC & OSD (UT), Ministry of Housing and Urban Affairs, Government of India                              |
| <b>6. Shri Alok Kumar</b>         | Director NMRC & Principal Secretary, Infrastructure Industrial Development Department, Uttar Pradesh Govt.        |
| <b>7. Shri Narendra Bhooshan</b>  | Director NMRC & Chief Executive Officer, Greater Noida Authority  |
| <b>8. Shri Sanjay Rastogi</b>     | Director NMRC & Principal Executive Director, Railway Board, New Delhi  |
| <b>9. Shri Vinay Kumar Singh</b>  | Director NMRC & Managing Director, National Capital Region Transport Corporation Ltd. (NCRTC)                     |

## MAJOR EVENTS



Inauguration of Aqua Line Corridor by Shri Yogi Adityanath, Chief Minister of Uttar Pradesh and Shri Hardeep Singh Puri, Minister of State (Independent Charge), Ministry of Housing & Urban Affairs, Govt. of India



Poojan



First Ride of Aqua Line Corridor

## MAJOR EVENTS



Team NMRC



IGBC Platinum Plaque Award



Women's Day 2019 Celebration at NMRC



International Yoga Day 2019 celebration

## MAJOR EVENTS



Independence Day celebration at NMRC



Inauguration of school-cum-library



Plastic Crushing Machine at NMRC Station



Distribution of Jute Bags



नौएडा मेट्रो रेल कॉरपोरेशन लि.

(भारत सरकार एवं उ.प्र. सरकार का संयुक्त उपक्रम)

**Noida Metro Rail Corporation Ltd.**

(A joint venture of Govt. of India and Govt. of U.P.)

## BOARD'S REPORT

Dear Members,  
**Noida Metro Rail Corporation Limited**

Your Directors are delighted to present their Fifth (5th) Report on the business and operations of the Company together with the Audited financial statement comprising of annual accounts, Auditors' Report thereon and comments of Comptroller and Auditor General of India for the Financial Year (FY) ended 31st March, 2019.

### 1. SUMMARY OF FINANCIAL RESULTS

Brief summary and key aspects of the Company's audited financials for the current FY 2018-19 and previous FY 2017-18, prepared in accordance with the Indian Accounting Standards ('Ind AS'), is tabulated as under:

(Rs. in Lakh)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Income from Operations	1884.03	981.31
Other Income	6206.55	3695.51
Total Income	8090.58	4676.82
<b>Total Expenditure</b>	<b>12975.28</b>	<b>5170.45</b>
<b>Profit / (Loss) before Exceptional item and Tax</b>	<b>(4884.70)</b>	<b>(493.62)</b>
Add: Exceptional Items	0.00	0.00
Less: Tax Expenses – Deferred Tax (including provision for current tax, MAT & deferred tax)	0.00	0.00
<b>Profit / (Loss) during the year</b>	<b>(4884.70)</b>	<b>(493.62)</b>
<b>Less:-Comprehensive Income</b>		
Remeasurement of defined plans	-0.90	0.00
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>	<b>(4885.60)</b>	<b>(493.62)</b>

### 2. FINANCIAL HIGHLIGHTS

The highlights of the financial performance of the Company based on the figures of current FY and previous FY are as under:

(Rs. in Lakh)

#### i. Revenue from Operation

Revenue from City Bus operations

Current Year	Previous year	Increased	Decreased
1197.09	981.31	215.78	-

#### Revenue from Metro Operations

Current Year	Previous year	Increased	Decreased
686.94	-	-	-

**Note:** Revenue Operation started w.e.f. 26th January, 2019

**ii. Net Profit/loss**

Current Year	Previous year	Increased	Decreased
-4885.60	-493.62	-4391.98	-

(in Rs)

**iii. Earnings per share**

Current Year	Previous year	Increased	Decreased
1. Basic: -5.61	-1.65	-	-3.96
2. Diluted: -5.61	-1.65	-	-3.96

**3. STATE OF COMPANY'S AFFAIRS**

Noida Metro Rail Corporation Limited is a Joint Venture Company of Government of India (GoI) and Government of Uttar Pradesh (GoUP) established for the purpose of planning, building and establishing of Mass transit and other urban transport and people mover systems of all types and disciplines.

Presently, two major operational projects namely Metro Rail between Noida and Greater Noida and City Bus services between Noida & Greater Noida and in the cities of Noida and Greater Noida have been undertaken by the Company.

The city bus services is in operation and a total number of 50 low floor air conditioned buses have been deployed as metro feeder bus service in Noida & Greater Noida providing last mile connectivity from NMRC metro stations covering all major landmarks.

Also, the metro operations of the Company have commenced effectively from 26th January, 2019.

**Rolling Stock**

As on 31 March 2019, NMRC had total 14 Metro trains sets of 4 car combination i.e. 56 coaches (Standard Gauge) were operational.. All Rolling Stock has been built by M/s CRRC China. Metro trains have fast acceleration/deceleration and maximized energy efficiency with advance features such as Automatic Train Protection (ATP), Automatic Train Operation (ATO), and Train Control Management System (TCMS) for continuous monitoring of critical sub-systems.

Trains are equipped with microprocessor controlled regenerative braking that feeds back electricity into the network during braking and least reliant on friction braking, which is not only energy intensive but also reduces the life of wheels and it has been a focus area while formulating specifications of the Rolling Stock.

The state-of-the-art lightweight, stainless steel, fully vestibule air-conditioned coaches are equipped with electronic Passenger Announcement and Information Display System for pre-informing passengers about the arrival of stations, passenger alarms and communication system in case of emergency, Closed Circuit Television (CCTV) surveillance, energy efficient LED lighting and the Automatic Electric door opening and closing operation etc.

Further, the Trains are equipped with control system designed to ensure accurate energy measurements, so as to use the data for claiming carbon credits.

#### **4. HUMAN RESOURCE MANAGEMENT**

- 4.1 Noida Metro has started its commercial operation with effect from 26th January, 2019. 30 Executives have been appointed in NMRC from various Govt. Organization on deputation basis and first direct recruitment drive for Operation & Maintenance personnel was conducted in the year 2016 for 745 posts through Delhi Metro Rail Corporation Ltd. as Recruitment Agency. The recruitment process was completely online. As on 31st March, 2019, the employees strength of the Company was 575 (30 Executives and 545 Non-Executives). Towards competency building of employees, Executives and Non-Executives were sent for trainings, workshops etc. outside NMRC.

#### **4.2 Position regarding SC/ST/OBS/PH Employees**

Government guidelines issued from time to time regarding reservation of services for SCs/STs/PH/OBC's are being followed meticulously in NMRC. In the first direct recruitment drive for Operation & Maintenance personnel, Company has 282 number of reserved category (SC/ST/PH/OBC) employees.

#### **4.3 Official Language**

NMRC is committed in use of Hindi Language in day to day office work and every endeavour is being done to propagate the use of Hindi in official work. All computers of the company are having installed software to facilitate working in Hindi language. All stationery items including stamps, Name Plates, Visiting cards are being made in Bilingual. Rajbhasha Pakhwara was observed from 14th to 28th September, 2018 during which various competitions were organised and also meritorious officials were awarded.

#### **4.4 Empowerment of Women Employees**

NMRC is committed to provide a non-discriminatory workplace regardless of gender identity. Various measures have been taken for the welfare of women employees like provision of Girls Hostel. As on date, 23% of total employee strength is women employees.

#### **5. TRAINING**

NMRC in association with Gautam Buddha University is in the process of development of Training modules for training of technical students on metro operations/technology. As of now, no specialised courses are available in the country. This will help in getting candidates already specialised in metro operations/technology.

#### **6. RIGHT TO INFORMATION (RTI)**

Provisions of the Right to Information (RTI) Act, 2005 have been implemented in NMRC in letter and spirit. At present three Public Information Officer (PIOs) and One Appellate Authority have been appointed for different RTI applications received by NMRC.

#### **7. VIGILANCE**

Vigilance department is set up under CVO supported by officials. No vigilance case was reported during the year.

#### **8. TRANSFER TO RESERVES**

During the financial year ended 31st March, 2019, the Company has not transferred any amount towards the general reserves of the Company.

## 9. DIVIDEND

The Company has not earned profit during the year under review. Hence, your directors do not propose any dividend to be declared.

## 10. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has not declared any dividend in the previous years hence there is no unclaimed dividend to be transferred to Investor Education and Protection Fund; thus, the provisions of Section 125(2) of the Companies Act, 2013 do not apply to the Company in the year under review.

## 11. DEPOSITS

The Company has not invited / accepted any deposits from the public during the FY 2018-19 in terms of Chapter V of the Companies Act, 2013.

## 12. CHANGE IN THE STRUCTURE OF THE COMPANY

Increase in issued, subscribed and paid-up capital of the Company

The Company, further in compliance with the requirements of MoU entered into by the Company with GoUP and GoI, issued and allotted 6,87,62,000 equity shares of Rs 100/- each (Rupees One Hundred Only) amounting to Rs 6,87,62,00,000 (Rupees Six Hundred Eighty Seven Crore Sixty Two Lakh Only) to Government of India in the name of the President of India in its Board Meeting held on 02nd June, 2018. Thus, there was an increase in the issued, subscribed and paid-up equity share capital of the Company.

The Company has also received share application money from Noida Authority and Greater Noida Authority (On Behalf of GoUP) amounting to Rs. 387,30,09,000 (Rupees Three Hundred Eighty Seven Crore Thirty Lakh Only Nine Thousand Only) in respect of allotment of 3,87,30,090 equity shares of the Company.

## 13. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

### 13.1 During the financial year 2018-19, there were major significant changes in the composition of the Board of Directors and Key Managerial Personnel of the Company which are as under:

- a. Ms. Jhanja Tripathy, Joint Secretary and Financial Advisor, Ministry of Housing and Urban Affairs, Government of India, bearing DIN 06859312, was appointed as Nominee Director on the Board of the Company with effect from 19th April, 2018.
- b. Shri Manoj Kumar, Additional Secretary D&C, Ministry of Housing and Urban Affairs, Government of India, bearing DIN 00455180, was appointed as Nominee Director on the Board of the Company with effect from 19th April, 2018. He ceased to be Director of the Company with effect from 01st October, 2018.
- c. Shri Mukund Kumar Sinha, Joint Secretary & Officer on Special Duty (Urban Transport) at Ministry of Housing & Urban Affairs, Government of India, bearing DIN 06774923, was appointed as Nominee Director on the Board of the Company with effect from 19th April, 2018.
- d. Shri Vinay Kumar Singh, Managing Director, National Capital Region Transport Corporation Limited (NCRTC), bearing DIN 06497700, was appointed as Nominee Director on the Board of the Company with effect from 19th April, 2018.
- e. Shri Bal Krishna Tripathi, former ACEO Greater NOIDA, bearing DIN 07907371 ceased to be the Director of the Company with effect from 21st May, 2018.

- f. Shri Arun Vir Singh, CEO Yamuna Authority, bearing DIN 07349134 ceased to be the Director of the Company with effect from 21st May, 2018.
- g. Shri Manmohan Mishra, former Finance Controller NOIDA, bearing DIN 06760087 ceased to be the Director of the Company with effect from 21st May, 2018.
- h. Shri Kishore Pal Singh, bearing DIN 00103165 ceased to be Independent Director of the Company with effect from 25th May, 2018.
- i. Shri Gyan Prakash Garg, bearing DIN 07213525 ceased to be Independent Director of the Company with effect from 26th May, 2018.
- j. Shri. Rajesh Kumar Singh, Principal Secretary, IIDD Lucknow, Government of Uttar Pradesh, bearing DIN 06459343, appointed as Nominee Director on the Board of the Company with effect from 06th August, 2018.
- k. Shri Achal Jain, ED (L&A)-I, Railway Board, Ministry of Housing and Urban Affairs, Government of India, bearing DIN 08223028, appointed as Nominee Director on the Board of the Company with effect from 12th September, 2018.
- l. Shri Narendra Bhooshan, CEO Greater Noida, Government of Uttar Pradesh, bearing DIN 02531065 appointed as a Nominee Director on the Board of the Company with effect from 14th September, 2018.
- m. Shri Anup Chandra Pandey having DIN 00267876 vacated his office pursuant to Section 167(1) (b) of the Companies Act, 2013 and then re-appointed as Nominee Director on the Board of the Company with effect from 28th December, 2018.
- n. Shri K Sanjay Murthy, Additional Secretary (W&H), Ministry of Housing and Urban Affairs (MoHUA), Government of India, bearing DIN 03532374 appointed as Nominee Director on the Board of the Company with effect from 01st October, 2018.

**13.2 The following changes among the Directors took place during the current financial year 2018-19 (before the date of Annual General Meeting):**

- a. Shri Achal Jain, former ED (L & A) Railway Board, MoHUA, Government of India, bearing DIN 08223028 ceased to be the Nominee Director of the Company with effect from 19th June, 2019.
- b. Shri Sanjay Rastogi bearing DIN 06486684 appointed as Nominee Director on the Board of the Company with effect from 19th June, 2019.
- c. Ms. Jhanja Tripathy, former Joint Secretary & Financial Advisor (JS & FA), MoHUA bearing DIN 06859312 ceased to be the Nominee Director of the Company with effect from 30th July, 2019.
- d. Shri Shyam Sunder Dubey, (JS & FA), MoHUA bearing DIN 06601151 appointed as Nominee Director on the Board of the Company with effect from 30th July, 2019.

- e. Shri Anup Chandra Pandey, former Infrastructure Industrial Development Commissioner bearing DIN 00267876 ceased to be the Nominee Director of the Company with effect from 31st August, 2019.
- f. Shri Alok Tandon, Infrastructure Industrial Development Commissioner Government of Uttar Pradesh, bearing DIN 01841717 ceased to be the Managing Director of the Company with effect from 09th September, 2019
- g. Shri Alok Tandon, Infrastructure Industrial Development Commissioner, Government of Uttar Pradesh, bearing DIN 01841717 appointed as a Nominee Director on the Board of the Company with effect from 09th September, 2019.
- h. Shri Mukund Kumar Sinha, (OSD (UT)), MoHUA bearing DIN 06774923 ceased to be the Nominee Director of the Company with effect from 11th September, 2019.
- i. Ms. Ritu Maheshwari has been appointed by GoUP as CEO, Noida vide letter dated 12th July, 2019 and Managing Director vide letter dated 08th September, 2019 appointed as Managing Director on the Board of the Company w.e.f 16th September, 2019.
- j. Shri. Rajesh Kumar Singh, Former Principal Secretary, IIDD Lucknow, Government of Uttar Pradesh, bearing DIN 06459343, ceased to be the Nominee Director of the Company with effect from 08th November, 2019.
- k. Shri. Alok Kumar, Principal Secretary, IIDD Lucknow, Government of Uttar Pradesh, bearing DIN 06459343, appointed as Nominee Director on the Board of the Company with effect from 08th November, 2019.
- l. Shri K Sanjay Murthy, Additional Secretary (D), Ministry of Housing and Urban Affairs (MoHUA), Government of India, bearing DIN 03532374 ceased to be the Nominee Director and Chairman of the Company with effect from 18th November, 2019.
- m. Shri Shiv Das Meena, Additional Secretary (H) & CVO, Ministry of Housing and Urban Affairs (MoHUA), Government of India, bearing DIN 01881010 appointed as Chairman and Nominee Director on the Board of the Company with effect from 06th December, 2019.
- n. Shri Jaideep, (OSD (UT)), MoHUA bearing DIN 08558063 appointed as Nominee Director on the Board of the Company with effect from 06th December, 2019.

In terms of the provisions of Section 203 of the Companies Act 2013, presently, Ms. Ritu Maheshwari (Managing Director), Shri P. D. Upadhyay (C.F.O.) and Ms. Nisha Wadhawan (Company Secretary) are designated as Key Managerial Personnel ("KMP") of the Company.

#### **14. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its Responsibility Statement:—

- a) In the preparation of the annual accounts, the applicable Accounting Standards has been followed along with proper explanation(s) relating to material departures, if any;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and statement of 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 devised proper systems to ensure compliance with the provisions of all applicable laws, Secretarial Standards and that such systems were adequate and operating effectively.

**15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not granted any loan, guarantee or made investment within the meaning of Section 186 of the Companies Act, 2013 during the FY 2018-19 and hence the said provision is not applicable on the Company during the year under review.

**16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There was no contract or arrangement made with related parties during the year under review in terms of the provisions of Section 188 of the Companies Act, 2013. But there were transactions with related parties which are covered under Accounting Standard-18 for which necessary disclosure is provided in notes to the financial statements.

**17. ANNUAL RETURN**

The extracts of Annual Return in form MGT - 9 pursuant to the provisions of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished and annexed as **Annexure - C** to this Board Report.

**18. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

**19. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Pursuant to the provisions of the Section 134(3)(n) of the Companies Act, 2013, the Company has in place a risk management policy.

As a part of the risk assessment and minimization procedures, the Company is ensuring timely identification of risk areas with regard to the operations of the Company and has initiated steps, wherever possible, for mitigation of risk. The Company's Board is conscious of the need to review the risk assessment and minimization procedures on regular intervals.

## 20. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has put in place all the necessary internal controls and checks and balances which are being reviewed on a continuous basis to ensure that the assets and resources of the Corporation are safeguarded.

The Company has appointed external firms of Chartered Accountants to conduct Internal Audit at its units / branches whose periodic reports are reviewed by the Management for bringing about possible improvement wherever necessary.

## 21. SECRETARIAL AUDITOR AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board appointed **M/s. J. K. Gupta & Associates**, Company Secretaries, having its office at 256 & 257, Vardhman City Centre 2, Near Shakti Nagar Railway Under Bridge, Gulabi Bagh, Delhi-110052 as the Secretarial Auditor of the Company to carry out the Secretarial Audit of the Company for the financial year 2018-19.

The Secretarial Audit Report given by M/s. J. K. Gupta & Associates for the FY 2018-19 in form MR-3 is annexed and marked as **Annexure – B**. The Report does not contain any qualification, reservation or adverse remark made by the Secretarial Auditor.

## 22. STATUTORY AUDITORS AND THEIR REPORT

In accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, the Comptroller & Auditor General of India (C&AG) appointed **M/s. SAMPRK & Associates**, Chartered Accountants (ICAI Firm registration no. 013022N) having its office at F-309, Parshvanath Prestige, Sector-93A, Expressway, Noida-201304 as the Statutory Auditors of the Company for the financial year 2018-19.

The Company has received Statutory Audit Report on the financial statement for the financial year 2018-19, which forms part of the Annual Report of the company. There are no qualifications, reservations, adverse remarks or disclaimer made by M/s. SAMPRK & Associates, in their Audit Report. Further, there was no fraudulent activity reported in the Audit Report.

## 23. COMMENTS OF COMPTROLLER & AUDITOR GENERAL OF INDIA AND THE MANAGEMENT'S REPLY

The Report of the Statutory Auditor of the Company along with audited financial statement for the financial year 2018-19 was submitted to Comptroller & Auditor General of India (C&AG) for its comments thereupon in accordance with the provisions of Section 143(5) of the Companies Act, 2013.

The Comptroller & Auditor General of India vide **letter no. ई.एस.-1/कम्पनी लेखा/एन.एम.आर.सी./2018-19/375** dated 20.12.2019 has submitted final comments on the financial statements of NMRC for the year ended on 31st March 2019. The management reply on these comments is submitted as under:-

Comments of C&AG	Management's reply
<b>Assets</b> <b>Current Assets</b> <b>Other Current Assets (Note 11): Rs 32.88 crore</b>	
<p>1. As per clause 10.04 of memorandum of Understanding (MoU) entered (17 February 2018) into between Government of India (GoI), Government of Uttar Pradesh (GoUP) and the Company, the GoUP will either exempt the SPV from its State/ local taxes and duties/ levies or reimburse the same which was incurred by the company on execution of the Metro Project.</p> <p>Accordingly, the Company claimed a sum of Rs 123.80 crore from the GoUP in lieu of VAT/GST paid for the period from 01.04.2015 to 31.03.2018 which has not been received from the GoUP. As the amount receivable is part of project cost which was already capitalized as Property, Plant and Equipment in the accounts the same should have been reduced from capital cost. This has resulted in overstatement of Property, Plant and Equipment and understatement of Other Current Assets by Rs 123.80 crore each.</p>	<p>The company has made an application for refund of Rs 123.80 crore from GoUP for the refund of state taxes paid upto the period ending 31st March 2018. Till date, the company has not received any acceptance or order of refund by Department of Trade and Commerce, Government of Uttar Pradesh. Keeping prudence concept in view and pending acceptance/sanction order from the authority, the Company has not shown these claimed taxes as receivable from revenue authority.</p> <p>In this regard para 18 of Ind AS 18-Revenue relevant to the context is reproduced further-</p> <p>'18 Revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the entity. In some cases, this may not be probable until the consideration is received or until an uncertainty is removed. For example, it may be uncertain that a foreign governmental authority will grant permission to remit the consideration from a sale in a foreign country. When the permission is granted, the uncertainty is removed and revenue is recognised. However, when an uncertainty arises about the collectibility of an amount already included in revenue, the uncollectible amount or the amount in respect of which recovery has ceased to be probable is recognised as an expense, rather than as an adjustment of the amount of revenue originally recognised'</p> <p>Therefore, showing it as receivable without having any external confirmation/sanctioned from revenue authority would be against the Ind AS provisions discussed on above.</p> <p>Similarly, an entity is not required to recognize any contingent asset as required under para 31 of Ind AS 37 which is reproduced further:</p> <p>"31 A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity."</p> <p>It is to apprise here that the matter is being perused at state level committee from the department for reimbursement of the said amounts of state taxes.</p>
<p>As per Articles of Association (AoA) of the Company, the Company is a joint venture Company with 50:50 equity contribution by the Government of India (GoI) and Government of Uttar Pradesh (GoUP). A tripartite Memorandum of Understanding (MoU) was executed (17 February 2018) among GoI, GoUP and the Company for the Noida – Greater</p>	<p>Necessary disclosure will be made in the next financial statements.</p>

In addition to comments the C&AG vide letter dated 20.12.2019 has submitted management letter drawing attention to the observation on the accounts for the year ending 31st March, 2019

19

#### **24. COST RECORDS AND AUDIT**

The provisions relating to Companies (Cost Records and Audit) Rules, 2014 does not apply to the Company during the year under review.

#### **25. ANNUAL PERFORMANCE EVALUATION**

In compliance with the provisions of the Companies Act, 2013, a formal annual performance evaluation of the Board, its Committees and individual directors, was carried out during the financial year 2018-19.

#### **26. BOARD OF DIRECTORS AND ITS MEETINGS CONDUCTED DURING THE FINANCIAL YEAR 2018-19**

The Board, in the due course of performing its duties, met four (4) times during the financial year under review in the board meetings respectively held on –

- i. 02nd June, 2018;
- ii. 25th September, 2018;
- iii. 28th December, 2018; and
- iv. 06th March, 2019.

Adequate quorum was present at each meeting of the Board and all the agenda items were validly transacted.

#### **27. AUDIT COMMITTEE OF THE BOARD**

In terms of Section 177 of the Companies Act, 2013, the Company had in place a duly constituted Audit Committee of the Board comprising of the following members as on 31st March, 2019:

- (i) Ms. Jhanjha Tripathy, Nominee Director, Chairperson of the Committee.
- (ii) Shri Mukund Kumar Sinha, Nominee Director, Member of the Committee.
- (iii) Shri Vinay Kumar Singh, Nominee Director, Member of the Committee.

The Audit Committee met two times during the FY 2018-19 and necessary quorum was present at each meeting.

#### **28. NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD**

In terms of Section 178 of the Companies Act, 2013, the Company had in place a duly constituted Nomination and Remuneration Committee of the Board comprising of the following members as on 31st March, 2019:

- (i) Shri Alok Tandon, Managing Director, Chairperson of the Committee.
- (ii) Shri Mukund Kumar Sinha, Nominee Director, Member of the Committee.
- (iii) Shri Rajesh Kumar Singh, Nominee Director, Member of the Committee.
- (iv) Shri Vinay Kumar Singh, Nominee Director, Member of the Committee.

The Nomination and Remuneration Committee met one time during the FY 2018-19 and necessary quorum was present at each meeting.

**29. DISCLOSURE OF VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 with respect to Vigil Mechanism is not applicable to the Company.

**30. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company follows the practice to provide a work environment free of any sort of sexual harassment whether physical, verbal or psychological to all of its employees and ensures that all the employees of the Company are treated with complete dignity. The Company is committed towards providing a safe working environment to its female employees.

As per the requirement of 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013' ('Act'), the Company has constituted an Internal Complaints Committees (ICC) which shall be responsible to address and resolve any complaint(s) related to sexual harassment that may be received at workplace.

NMRC is committed towards providing a safe working environment to its women employees. For prevention of sexual harassment at workplace, a Committee of 3 Executives has been set-up as per Government guidelines.

**31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in '**Annexure A**' and is attached to this report.

**32. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVE**

The Company has not developed any policy for Corporate Social Responsibility as the said provisions concerning CSR are not applicable to the Company during the financial year under review.

**33. SHARES****a. Buy Back of Securities**

The Company has not bought back any of its securities during the year under review.

**b. Sweat Equity**

The Company has not issued any Sweat Equity Shares during the year under review.

**c. Bonus Shares**

No Bonus Shares were issued during the year under review.

**d. Employees Stock Option Plan**

The Company has not provided any Stock Option Scheme to the employees.

**34. 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**

There was no significant or material order passed by any regulator or court or tribunal impacting the going concern status or company's operations in future.

**35. MATERIAL CHANGES AND COMMITMENTS**

There were no material changes affecting the financial position of the Company occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Board Report.

**36. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has generally complied with the provisions of Section 118(10) of the Companies Act, 2013 relating to Secretarial Standards (SS-1 relating to Meetings of the Board of Directors and SS-2 relating to General Meetings) specified by the Institute of Company Secretaries of India ('ICSI').

**37. ACKNOWLEDGMENTS**

- i. Your Directors wish to place on record their gratitude and sincere thanks to Government of India, Government of Uttar Pradesh, various Ministries, Government Departments, Government Authorities, for their continued guidance, support and co-operation extended towards the activities of the Company.
- ii. The Board also acknowledges the constructive and valuable suggestions received from the Statutory Auditors of the Company, Secretarial Auditors and Internal Auditors of the Company, Bankers, Consultants, Business Associates and Share Owners and express its sincere gratitude for their continued support and cooperation.
- iii. The Board wishes to congratulate all the Employees of the Company for their hard work, sincere efforts and intense dedication deployed in the Company's affairs and Management and for their faith, trust and confidence reposed in the Company with a forward looking goal towards the growth and excellence of the Company.

**For and on behalf of the Board of Directors of  
Noida Metro Rail Corporation Limited**

Sd/-  
**Ritu Maheshwari**  
**Managing Director**  
DIN: 08563675

Sd/-  
**Jaideep**  
**Nominee Director**  
DIN: 08558063

## ANNEXURE – A

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO ETC:**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A)	Conservation of Energy:	
(i)	The steps taken or impact on conservation of energy.	<p><b>Conservation of Energy</b> Noida Metro has adopted a number of measures to minimise energy consumption and to mitigate negative impact on the environment. Some of the initiatives taken during the year to reduce the energy consumption are:</p> <ul style="list-style-type: none"> <li>• Regeneration of energy by optimization of propulsion system characteristics.</li> <li>• Rolling Stocks are having control system designed to ensure accurate energy measurements.</li> <li>• Performance of train HVAC is regulated based on passenger load.</li> <li>• Energy efficient signage and lighting.</li> <li>• Installation of LED lightings at stations and trains.</li> <li>• Provision of Real Time Energy Monitoring System at all the stations. It helps to identify areas of significant energy use and in turn to take actions to optimize the energy consumption.</li> <li>• Regenerative braking for energy recovery from lifts and escalators.</li> <li>• Cost and energy efficient VRV in place of Split AC at stations.</li> </ul> <p><b>Environmental Initiatives/Carbon Credits</b></p> <p>Noida Metro right from its inception has taken a number of measures to significantly arrest the process of climate change. Key energy efficiency measures of NMRC are as follow:</p> <ul style="list-style-type: none"> <li>• Using low Green House Gas emitting Rolling stock in metro system</li> <li>• Focus on Solar PV Project.</li> <li>• Plantation of trees at depot and residential colony.</li> <li>• Water harvesting, ETP/STP in depot and Stations.</li> <li>• Developing green Areas in Depot premises.</li> <li>• Use of Sprinklers instead of water jets for water conservation during daily light cleaning of Metro trains and Horticulture.</li> </ul> <p><b>Renewable Energy/Solar Energy:</b></p> <p>Noida Metro is fully committed to proactively promote use of solar energy to reduce greenhouse gas emissions. Accordingly, the Company is encouraging the use of solar energy in all its activities.</p> <p>By end of the year 2017-18, 1.675 MWp out of 10 MWp capacity of solar PV plant has been commissioned. The estimated energy generation is 12276 MWh per year at full capacity.</p>
(ii)	The steps taken by the company for utilizing alternate sources of energy.	
(iii)	The capital investment on energy conservation equipments.	

		All the solar power plants are based on RESCO (Renewable Energy Service Company) Model, where in the Project cost is borne by the developer and Power Purchase Agreement (PPA) for 25 years at tariff derived through competitive bidding has been done.
<b>(B)</b>	<b>Technology absorption:</b>	
(i)	The efforts made towards technology absorption	The Company took steps towards the use of latest technologies by using following measures: 1. Launch of smart cards ("Go Smart") i.e. "SBI Cards – One City One card" 2. Launch of mobile application ("NMRC Tickets")
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution.	N.A
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A
(a)	The details of technology imported	
(b)	The year of import;	
(c)	Whether the technology been fully absorbed	
(d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.	
(iv)	The expenditure incurred on Research and Development.	N.A

**(C) Foreign exchange earnings and outgo:**

The details of foreign exchange earnings & outgo is as follows:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Earning	NIL	NIL
Expense	NIL	NIL

For and on behalf of the Board of Directors of  
Noida Metro Rail Corporation Limited

Sd/-  
**Ritu Maheshwari**  
Managing Director  
DIN: 08563675

Sd/-  
**Jaideep**  
Nominee Director  
DIN: 08558063

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

**For the financial year ended March 31, 2019**

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

To,

The Members,  
**Noida Metro Rail Corporation Limited**  
Block III, 3rd Floor,  
Ganga Shopping Complex,  
Sector-29, Noida,  
Gautam Buddha Nagar,  
UP-201301,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Noida Metro Rail Corporation Limited** (hereinafter called the "Company") having its Registered Office at Block III, 3rd Floor, Ganga Shopping Complex, Sector-29, Noida, Gautam Buddha Nagar, UP-201301. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (Not applicable to the Company during the audit period)
- (iii) The Depositories Act, 1996; (Not applicable to the Company during the audit period)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)

- (v) The Rules, Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); (Not applicable to the Company during the audit period)
- (vi) The Listing Agreement with any Stock Exchange; (Not applicable to the Company during the audit period)
- (vii) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings, generally complied with.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the Minutes of the Meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. We further report that during the audit period there were no specific events /actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the Company's affairs.

**For J. K. Gupta & Associates**

Place: Delhi  
Date: 26.06.2019

Sd/-  
**JITESH GUPTA**  
FCS No. 3978  
C P No.: 2448  
Peer Reviewed No. 2015/91

This Report is to be read with our letter of even date which is annexed as "**Annexure A**" and forms an integral part of this report.

**ANNEXURE - A**

To,

The Members,  
**Noida Metro Rail Corporation Limited**  
Block III, 3rd Floor,  
Ganga Shopping Complex,  
Sector-29, Noida,  
Gautam Buddha Nagar,  
UP-201301

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have relied on the Internal Auditors' Report for the period under review; hence we have verified the correctness and appropriateness of Statutory Compliances of the Company on sample basis. The qualifications/Observations mentioned in their Audit report also forming part of this report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For J. K. Gupta & Associates**

Place: Delhi  
Date: 26.06.2019

Sd/-  
**JITESH GUPTA**  
FCS No. 3978  
C P No.: 2448  
Peer Reviewed No. 2015/91

**FORM NO. MGT-9  
EXTRACTS OF ANNUAL RETURN AS ON THE FINANCIAL YEAR  
ENDED AS ON 31ST MARCH, 2019**

[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	U60231UP2014SGC066849
ii.	Registration Date	05/11/2014
iii.	Name of the Company	Noida Metro Rail Corporation Limited
iv.	Category/Sub-Category of the Company	Company limited by shares State Government Company
v.	Address of the Registered office and contact details	Block III, 3rd Floor, Ganga Shopping Complex Sector-29, Noida-201301, Gautam Buddha Nagar, U.P.
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N/A

**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
1	Urban and suburban bus service (Revenue from City Bus Operation)	99641121	63.54
2	Urban & suburban metro railway transport services (Revenue from Metro Operations)	99641112	36.46

**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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	68762000	68762000	69.62	69.62
c) State Govt(s)	0	30005000	30005000	100	0	30005000	30005000	30.38	(69.62)
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):	0	30005000	30005000	100	0	98767000	98767000	100	0
2) Foreign									0
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
<b>A. Public Shareholding</b>									
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.									
(i) Indian									
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(2)	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
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>30005000</b>	<b>30005000</b>	<b>100</b>	<b>0</b>	<b>98767000</b>	<b>98767000</b>	<b>100</b>	<b>69.62</b>

**ii. Shareholding of Promoters**

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Share Pledge/ encumbered to total Shares	% change in Share holding during the year
1.	President of India	0	0	0	687,62,000	69.62	0	69.62
2	New Okhla Industrial Development Authority	2,10,03,500*	70	0	2,10,03,500*	21.27	0	(48.73)
3	Greater Noida Industrial Development Authority	90,01,500**	30	0	90,01,500**	9.11	0	(20.89)
	<b>Total</b>	<b>30005000</b>	<b>100</b>	<b>0</b>	<b>9,87,67,000</b>	<b>100</b>	<b>0</b>	<b>0</b>

\* Three shares are held by three individuals respectively as a Nominee of New Okhla Industrial Development Authority

\*\*Two shares are held by two individuals respectively as a Nominee of Greater Noida Industrial Development Authority.

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

The Company has allotted 6,87,62,000 equity shares of Rs 100 each to the Government of India (GoI) in the name of President of India on 02nd June, 2018. Thus, GoI has also become a promoter of the Company from FY 2018-19.

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NIL**

All the shares of the Company are held by the promoters of the Company.

**v. Shareholding of Directors and Key Managerial Personnel: NIL**
**V. INDEBTEDNESS**

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

(Rs in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	1,13,000	-	-	1,13,000
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not	-	-	-	-
<b>Total(I+II+III)</b>	<b>1,13,000</b>	<b>0</b>	<b>0</b>	<b>1,13,000</b>
Change in Indebtedness during the financial year				
- Addition	-	11,500	-	11,500
- Reduction	-			
<b>Net Change</b>	<b>0</b>	<b>11,500</b>	<b>0</b>	<b>11,500</b>
Indebtedness at the end of the financial year				
i) Principal Amount	1,13,000	11,500	-	1,24,500
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (I+II+III)</b>	<b>1,13,000</b>	<b>11,500</b>	<b>0</b>	<b>1,24,500</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## (A) Remuneration to Managing Director, Whole-time Director and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/ WTD / Manager Mr. Alok Tandon	Total Amount
1.	Gross salary	NIL	NIL
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961		
(c)	Profits in lieu of salary under section 17(3) of Income-tax Act, 1961		
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify	-	-
6.	<b>Total (A)</b>	-	-
	Ceiling as per the Act		

## (B) Remuneration to other directors

(Rs in Lakhs)

Particulars of Remuneration	Name of Director	Name of Director	Total Amount
- Fee for attending board committee meetings			
- Commission			
- Others, please specify	NIL	NIL	
<b>Total (1)</b>	-		-
Other Non-Executive Directors			
- Fee for attending board committee meetings			
- Commission			
- Others, please specify (Executive Director)	-	-	
<b>Total (2)</b>	-	-	
	-	-	
Total (B) = (1+2)	-	-	
Total Managerial Remuneration	-	-	
Overall Ceiling as per the Act	-	-	

**(C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

(Rs in Lakhs)

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	NIL	6.15	16.50	22.65
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961			0.09	0.09
(c)	Profits in lieu of salary under section 17(3) of Income-tax Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit				
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	<b>Total</b>	<b>-</b>	<b>6.15</b>	<b>16.59</b>	<b>22.74</b>

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

Type	Section of the Companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers In Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Sd/-  
**Ritu Maheshwari**  
 Managing Director  
 DIN: 08563675

Sd/-  
**Jaideep**  
 Nominee Director  
 DIN: 08558063



# SAMPRK & ASSOCIATES

## CHARTERED ACCOUNTANTS

### INDEPENDENT AUDITOR'S REPORT

To

The Members,

Noida Metro Rail Corporation Limited

NOIDA

#### Report on the audit of Standalone financial statements

#### Opinion

We have audited the standalone financial statements of Noida Metro Rail Corporation Limited ('the Company'), which comprise the standalone Balance Sheet as at 31st March 2019, the standalone Statement of Profit and Loss (Including Other Comprehensive Income), standalone Statement of Changes in Equity and Standalone Statement of Cash Flow for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SA) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, 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.

#### Key Audit Matters

Reporting provisions w.r.t. Key Audit Matters as per SA 701 are not applicable as it is an unlisted company and hence are not reported

#### Other Matters

1. As per the clause 1 of the Articles of Association of the company, the Company is a Special Purpose Vehicle (SPV) in the nature of a Joint Venture with contribution of 50:50 Government of India (GOI) and Government of Uttar Pradesh (GoUP).

The Share Capital of the company is held by NOIDA Authority, Greater NOIDA Authority and Government of India in the proportion of 2,10,03,500 Shares (Noida Authority), 90,01,500 Shares (Greater Noida Authority) and 6,87,62,000 Shares (Government of India) respectively. Further Noida Authority has given Share Application Money for 2,71,02,990 Shares and Greater Noida Authority has given Share Application Money for 1,16,27,100 Shares, which are pending for allotment as on the date of balance sheet. The Noida Authorities and Greater Noida Authorities are the autonomous bodies of the state government and shares are held by them instead of Government of Uttar Pradesh (GoUP). Further shareholding is not in proportion in accordance with provisions as per Articles of Association as on 31.03.2019.

### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report but do not include the financial statements and our auditor's report thereon. The Directors' Report to the Shareholders is expected to be made available to us after the date of this Auditor's Report.

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 standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Directors' Report to the Shareholders, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Management's responsibility for the financial statements**

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has 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 standalone financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- a. 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.

- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. 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.
- e. Evaluate the overall presentation, structure and content of the standalone 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. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the separate **Annexure 1**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss including Statement of Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) According to information and explanation given to us, the company is a Government Company; therefore, provision of the section 164(2) of the act is not applicable pursuant to the Gazette Notification No. GSR 463(E) dated 05.06.2015 issued by Government of India
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in “**Annexure2**” to this report;
- (g) As required by the Sec 143(5) of the Act, the Comptroller and Auditor General of India has issued directions and sub-directions and we have audited the accounts in accordance to the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. A separate report showing compliance of such directions and sub directions is given in **Annexure 3** to this report.
- (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;
  - a. The Company does not have any pending litigations which would impact its financial position;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For SAMPRK & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration No. 013022N**

**Sd/-**  
**CA Manoj Kumar Bhargava**  
**(Partner)**  
**Membership No. 095441**

**Place: Delhi**  
**Date: 24.09.2019**  
**UDIN: 19095441AAAAAC7409**

## ANNEXURE 1 TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Noida Metro Rail Corporation Limited on the financial statements for the year ended March 31, 2019]

- (i) (a) The Company has maintained proper records showing full particulars of its fixed assets.
  - (b) During the year, Fixed Assets, except Metro Rail Project Assets, have been physically verified by the management. As explained to us, no material discrepancies were noticed on such verification as compared to the book records. In our opinion the frequency of verification is reasonable having regard to the size of the company and nature of its activities.
  - (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the company have the following immovable properties but there are no title deeds in the name of the company. These are either on lease from Noida and Greater Noida authorities or no agreement has been executed:
    - i) The land for Noida Greater Noida Metro Corridor
    - ii) Land for Staff Quarters at Greater Noida
    - iii) 2250 Sq Mtrs of area at IIIrd Floor, Ganga Shopping Complex, Sector 29, Noida
    - iv) Area at Second Floor, Ganga Shopping Complex, Sector 29, Noida. (No Agreement)
    - v) City Bus Depot Premises at Sector 90 Noida admeasuring 17.19 Acre.
- (ii) The Inventories owned by the company are in the custody of Delhi Metro Rail Corporation who was the executing agency of the Metro Project. The inventory has been physically verified by them and a certificate that there was no material difference in physical stocks and book value of the inventory has been obtained from them.
- (iii) As informed, 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 clauses 3(iii)(a), 3(iii)(b) & 3(iii)(c) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (iv) According to the information and explanations given to us and in our opinion the Company has not advanced any loan, investment, guarantee or security to any person as specified under sections 185 of the Companies Act, 2013. The Company has not advanced any loan, guarantee or security to any person within the meaning of section 186 of the companies Act 2013. The company has complied with the provisions of section 186 of the companies Act 2013 with regards to investment made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) The Central Government has not prescribed maintenance of cost records as specified under section 148(1) of the Companies Act, 2013 for the company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, GST, sales tax, service tax, customs duty, excise duty, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of income tax, GST, sales tax, service tax, excise duty, customs duty, value added tax and cess which have not been deposited on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowings to a financial institution, banks, government or debenture holders during the year.
- (ix) The Company has applied the amount received by way of term loan (Subordinate Debt from Government of India) and of Share Application Money (for Further Issue of shares) received during the year, for the purpose it was raised. Further The company did not raise any money by way of initial public offer or further public offer (as debt instruments) during the year.
- (x) During the course of our examination of the books of accounts and records carried out in accordance with the generally accepted auditing practices and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanation given to us, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Companies (Auditors Report) Order, 2016 is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or fully or partly convertible debentures during the year under review. However the company has allotted equity share capital of Rs. 68,762 Lakhs to Government of India (for which share application money was received in the previous year 2017-18 and has further received during the year share application money of Rs. 27,102.99 Lakhs from Noida Authority and Rs. 11,627.10 Lakhs from Greater Noida Authority, for further issue of shares on private placement of shares and provisions of Section 42 were not applicable on the same and accordingly, clause 3(xiv) of the Companies (Auditors Report) Order, 2016 is complied with.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Companies (Auditors Report) Order, 2016 is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For SAMPRK & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration No. 013022N**

**Sd/-**  
**CA Manoj Kumar Bhargava**  
**(Partner)**  
**Membership No. 095441**

**Place: Delhi**  
**Date: 24.09.2019**

## ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Noida Metro Rail Corporation Limited on the financial statements for the year ended March 31, 2019]

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

We have audited the internal financial controls over financial reporting of Noida Metro Rail Corporation ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control on the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For SAMPRK & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration No. 013022N**

**Sd/-**  
**CA Manoj Kumar Bhargava**  
**(Partner)**  
**Membership No. 095441**

**Place: Delhi**  
**Date: 24.09.2019**

## ANNEXURE 3 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in clause g under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Noida Metro Rail Corporation Limited on the financial statements for the year ended March 31, 2019 for reply on directions and sub-directions issued by the Comptroller and Auditor General of India]

Directions	Reply
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 transactions outside IT system on the integrity of the accounts along with the financial implications. If any, may be stated	The company has a system of accounting all the transactions through Accounting Software " <b>Tally</b> " only. All accounting transactions have been recorded in Tally.
2. Whether there is any restructuring of an 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.	There is no such case
3. Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation.	Funds received as monetary grants and equity/share application money have been properly accounted for / utilized as per terms and conditions. No case of any deviation has been observed.
Sub-Directions	
1. Whether the system in vogue for identification of projects to be taken up under Public Private Partnership is in line with guidelines/policies of the Govt ? Comment on deviation if any	Not applicable
2. Whether system for monitoring the execution of works vis-a-vis the milestones stipulated in the agreement is in existence and the impact of cost escalation, if any, revenues/losses from contracts, etc. have been properly accounted for in the books.	There is a system for monitoring the execution of works vis-à-vis the milestones stipulated in the agreement. The milestone for Metro Project was 18.04.2018, which was extended to 17.12.2018. The Metro Services were open to public on 26.01.2019. As informed to us, there is no direct cost escalation due to extension of the milestone.
3. Whether funds received /receivable for specific schemes from central/ State agencies were properly accounted for /Utilized. List the cases of deviations.	Yes, no deviation has been found.
4. Whether the bank guarantee have been validated in time	Yes
5. Comment on the confirmation of balances of trade receivables, trade payables, term deposits, bank accounts and cash obtained.	Trade Receivable- Confirmations obtained for Rs. 142.20 Lakhs (Total amount Rs. 239.02 Lakhs) Trade Payables- Generally payments are made bill wise. However confirmation has been received only in respect of Rs. 72.28 Lakhs out of total amount of Rs. 541.68 Lakhs Term Deposit – Rs. 3142.54 Lakhs (minor amount Rs. 1.06 Lakh kept against bank guarantee) Bank Accounts - verified from bank statements in respect of all banks. Cash-Confirmation obtained.



**नौएडा मेट्रो रेल कॉरपोरेशन लि.**

(भारत सरकार एवं उ.प्र. सरकार का संयुक्त उपक्रम)

**Noida Metro Rail Corporation Ltd.**

(A joint venture of Govt. of India and Govt. of U.P.)

**BALANCE SHEET AS AT MARCH 31, 2019**

(Amount Rs.in Lakhs)

Particulars	Note No.	As At March 31, 2019	As At March 31, 2018
<b>I. ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipments	1.1	383,659.45	82.50
(b) Capital Work In Progress	2	2,516.40	304,247.56
(c) Other Intangible Assets	1.2	0.79	0.55
(d) Financial Assets			
(i) Loans	3	-	-
(ii) Other Financial Assets	4	17.70	1.02
(e) Deferred Tax Assets (Net)		-	-
(f) Other Non Current Assets	5	13,851.31	8,244.26
<b>(2) CURRENT ASSETS</b>			
(a) Inventories	6	1,318.66	-
(b) Financial Assets			
(i) Trade Receivable	7	239.03	0.32
(ii) Cash and Cash Equivalents	8.1	6,971.09	41,482.67
(iii) Other Bank Balances	8.2	3,181.51	-
(iv) Loans		-	-
(v) Other Financial Assets	9	1.85	25.22
(c) Current Tax Assets	10	399.27	10.96
(d) Other Current Assets	11	3,287.92	1,983.82
<b>TOTAL</b>		<b>415,444.98</b>	<b>356,078.88</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	12	98,767.00	30,005.00
(b) Other Equity	13	179,381.35	203,723.95
<b>LIABILITIES</b>			
<b>(1) NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	14	124,500.00	113,000.00
(ii) Other Financial Liabilities	15	92.07	-
(b) Provisions	16	135.52	7.60
(c) Other Non Current Liabilities		-	-
<b>(2) CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Trade Payables	17	541.68	525.49
(ii) Other Financial Liabilities	18	8,009.98	8,017.71
(b) Provisions	20	27.34	0.59
(c) Other Current Liabilities	19	3,990.04	798.54
<b>TOTAL</b>		<b>415,444.98</b>	<b>356,078.88</b>

Significant Accounting Policies 27  
Notes Forming Part of Financial Statement 28

As per Our Report Attached.

**For Samprk & Associates**

Chartered Accountants

FRN-013022N

**Sd/-**

**Manoj Kumar Bhargava, Partner**

M.No.-095441

Date: 24.09.19

Place: Delhi

**For and on behalf of the Board**

**Sd/-**

**Ritu Maheshwari**

Managing Director

DIN:08563675

**Sd/-**

**Nisha Wadhawan**

Company Secretary

M.No: 51239

**Sd/-**

**Shyam Sunder Dubey**

Nominee Director

DIN: 06601151

**Sd/-**

**P D Upadhyay**

Chief Financial Officer

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2019

(Amount Rs. in Lakhs except EPS)

Particulars	Note No.	For the Year ended March 31, 2019	For the Year ended March 31, 2018
<b>INCOME</b>			
i) Revenue from Operations	21	1,884.03	981.31
ii) Other Income	22	6,206.55	3,695.51
<b>TOTAL INCOME</b>		<b>8,090.58</b>	<b>4,676.82</b>
<b>EXPENDITURE</b>			
i) Operating Expenses	23	5,308.66	4,218.89
ii) Employees' Benefits Expenses	24	1,116.13	149.13
iii) Finance Cost	25	1,379.67	0.62
iv) Depreciation & Amortization Expenses	1.1 & 1.2	2,567.84	14.26
v) Other Expenses	26	2,602.98	787.55
<b>TOTAL EXPENDITURE</b>		<b>12,975.28</b>	<b>5,170.45</b>
<b>PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEM &amp; TAX</b>		<b>(4,884.70)</b>	<b>(493.62)</b>
<b>Exceptional Item</b>		<b>-</b>	<b>-</b>
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>(4,884.70)</b>	<b>(493.62)</b>
Tax Expenses			
i) Income tax		-	-
ii) Deferred Tax		-	-
<b>PROFIT/(LOSS) DURING THE YEAR</b>		<b>(4,884.70)</b>	<b>(493.62)</b>
<b>OTHER COMPREHENSIVE INOCME</b>			
i) Items that will not be reclassified to Profit & Loss		-	-
Remeasurement of defined benefit plans		-0.90	-
Less Deferred Tax relating to item that will not be reclassified to Profit & Loss-		-	-
		-0.90	-
ii) Items that will be reclassified to Profit & Loss		-	-
<b>OTHER COMPREHENSIVE INOCME/(LOSS) FOR THE YEAR</b>		<b>-0.90</b>	<b>-</b>
<b>TOTAL COMPREHENSIVE INOCME/(LOSS) FOR THE YEAR</b>		<b>(4,885.60)</b>	<b>(493.62)</b>
Earning Per Share			
Basic (In Rs)		-5.61	-1.65
Diluted (In Rs)		-5.61	-1.65

Significant Accounting Policies

27

Notes Forming Part of Financial Statement

28

As per Our Report Attached.

**For Samprk & Associates**

Chartered Accountants

FRN-013022N

Sd/-

**Manoj Kumar Bhargava, Partner**

M.No.-095441

Date: 24.09.19

Place: Delhi

**For and on behalf of the Board**

Sd/-

**Ritu Maheshwari**

Managing Director

DIN:08563675

Sd/-

**Nisha Wadhawan**

Company Secretary

M.No: 51239

Sd/-

**Shyam Sunder Dubey**

Nominee Director

DIN: 06601151

Sd/-

**PD Upadhyay**

Chief Financial Officer

# STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2019

(Amount Rs.in Lakhs)

Particular	As at March 31, 2019	As at March 31, 2018
<b>Equity Shares Capital</b>		
Opening Balance	30,005.00	30,005.00
Change (Additions) in Capital during the year	68,762.00	-
<b>Closing balance</b>	<b>98,767.00</b>	<b>30,005.00</b>
<b>Other Equity</b>		
<b>A. Deferred Income</b>		
<b>Opening Balance</b>	<b>136,314.78</b>	<b>115,558.85</b>
Add:- Amount Received during the year	15,866.87	24,015.00
Less- Metro Project Grant Transferred to Income	-964.14	-
Less- Metro Project Interest Grant Transferred to Income	-1,379.22	-
Less-Adjustment in Prior to Prior Period on Utilisation for City Bus Service	-	(21.50)
Less:- amount realised to Statement of Profit and Loss Account on Utilisation for City Bus Service	(2,948.60)	(3,237.58)
<b>Closing Balance</b>	<b>146,889.68</b>	<b>136,314.78</b>
<b>B. Retained Earnings</b>		
Opening Balance	-1,352.82	-859.19
Profit/(Loss) for the Year	-4,885.60	-493.62
Other Comprehensive Income		
Total Comprehensive Income for the Year	-4,885.60	-493.62
<b>Closing Balance</b>	<b>(6,238.42)</b>	<b>(1,352.82)</b>
<b>C. Share Application Money Pending Allotment</b>		
Opening Balance	68,762.00	-
Add:- Amount Received during the year	38,730.09	68,762.00
Less:-Adjustment during the year	-68,762.00	-
<b>Closing Balance</b>	<b>38,730.09</b>	<b>68,762.00</b>

## Explanatory Note to Statement of Changes In Equity

Previous year figure of City Bus Grant adjustment has been increased and reinstated by Rs.105.95 Lakhs.

Previous year figure of Retained Earnings have been reinstated and decreased by Rs.0.31 Lakhs.

Significant Accounting Policies

Notes Forming Part of Financial Statement

As per Our Report Attached.

For and on behalf of the Board

**For Samprk & Associates**

Chartered Accountants

FRN-013022N

Sd/-

**Manoj Kumar Bhargava, Partner**

M.No.-095441

Date: 24.09.19

Place: Delhi

Sd/-

**Ritu Maheshwari**

Managing Director

DIN:08563675

Sd/-

**Nisha Wadhawan**

Company Secretary

M.No: 51239

Sd/-

**Shyam Sunder Dubey**

Nominee Director

DIN: 06601151

Sd/-

**P D Upadhyay**

Chief Financial Officer

## PROPERTY PLANT &amp; EQUIPMENT

Note No.1.1

Particulars	Gross Block			Depreciation / Amortisation			Net Block			
	As at April 01, 2018	Addition/ Adjustments during the year	Deduction/ Adjustment	As at March 31, 2019	Up to 01.04.2018	For the Year	Deduction/ Adjustment	Up to 31.03.2019	As at March 31, 2019	As at March 31, 2018
Buildings	-	94,844.87	-	94,844.87	-	271.54	-	271.54	94,573.33	-
Electrical Installations & Equipment	-	7,546.37	-	7,546.37	-	129.63	-	129.63	7,416.74	-
Viaduct, Bridges, Tunnels, Culverts, Bunders	-	128,901.86	-	128,901.86	-	738.10	-	738.10	128,163.76	-
Plant & Machinery	-	7,238.47	-	7,238.47	-	82.90	-	82.90	7,155.57	-
Rolling Stock	-	48,877.90	-	48,877.90	-	326.34	-	326.34	48,551.56	-
Signalling & Telecom Equipment	-	26,714.54	-	26,714.54	-	305.94	-	305.94	26,408.60	-
Track Work Permanent Way	-	29,595.63	-	29,595.63	-	169.47	-	169.47	29,426.16	-
Traction Equipment	-	29,917.36	-	29,917.36	-	342.62	-	342.62	29,574.74	-
Escalators & Elevators	-	6,474.85	-	6,474.85	-	48.49	-	48.49	6,426.36	-
Computers	5.96	83.56	-	89.52	3.22	9.55	-	12.77	76.75	2.74
Office Equipment	17.53	45.38	-	62.91	3.81	6.80	-	10.61	52.30	13.72
Furniture & Fittings	15.42	917.97	-	933.39	1.62	48.62	-	50.24	883.15	13.80
Security Equipment	-	809.28	-	809.28	-	19.86	-	19.86	789.42	-
Safety Equipment	-	2,064.48	-	2,064.48	-	23.64	-	23.64	2,040.84	-
Vehicles	66.14	12.32	0.00	78.46	13.90	8.12	-	22.02	56.44	52.24
Automatic Fare Collection Equipment	-	2,099.80	-	2,099.80	-	36.07	-	36.07	2,063.73	-
Total - Current Year	105.05	386,144.64	0.00	386,249.69	22.55	2,567.69	-	2,590.24	383,659.45	82.50
Previous Year	89.20	15.84	-	105.05	8.38	14.16	-	22.55	82.50	80.82

(Manoj Kumar Bhargava)  
Chartered Accountants  
M.No.-095441

(Ritu Maheshwari)  
Managing Director  
DIN:08563675

(Shyam Sunder Dubey)  
Nominee Director  
DIN: 06601151

(Ms. Nisha Wadhawan)  
Company Secretary  
M.No: 51239

(P D Upadhyay)  
Chief Financial Officer

## OTHER INTANGIBLE ASSETS

**Note No.1.2**

Particulars	Gross Block				Depreciation / Amortisation		Net Block	
	As at April 01, 2018	Addition/ Adjustments during the year	Deduction/ Adjustment	As at March 31, 2019	Up to 01.04.2018	For the Year	Up to 31.03.2019	As at March 31, 2018
Software Tally	0.65	-	-	0.65	0.10	0.12	0.22	0.55
Trademark	-	0.39	-	0.39	-	0.03	0.03	-
<b>Total-Current Year</b>	<b>0.65</b>	<b>0.39</b>	<b>-</b>	<b>1.04</b>	<b>0.10</b>	<b>0.15</b>	<b>0.25</b>	<b>0.55</b>
<b>Previous Year</b>	<b>-</b>	<b>0.65</b>	<b>-</b>	<b>0.65</b>	<b>-</b>	<b>0.10</b>	<b>0.10</b>	<b>-</b>

### Explanatory notes for Note No.1

#### 1. Disclosures for Land

- 1.1 The land over which Noida Greater Noida Metro Corridor is being built, is owned by Noida Authority and Greater Noida Authority. The value of land was estimated in DPR at Rs 33,900.00 lakhs. The lease deed of the same has been executed between Noida Metro Rail Corporation Ltd and Noida Authority and Greater Noida Authority on 19.06.2018. According to this agreement the land has been given on Operating Lease of 90 Years at a nominal lease rent of Rs1/- Per Annum, without being transfer of ownership rights to the company
- 1.2 The Land over which staff quarters are built is owned by Greater Noida Authority, the lease deed of the same has been executed between Noida Metro Rail Corporation Ltd and Greater Noida Authority on 19.06.2018. According to this agreement land has been given on Operating Lease of 90 years at a nominal lease rent of Rs. 1/-per annum without being transfer of ownership rights to the company.

#### 2. Disclosure in respect of Property, Plant and Equipment.

- 2.1 As per the Indian Accounting Standard (Ind AS 23) Borrowing Cost of Rs. 12,912.04 Lakhs, have been capitalised with the Metro Project Assets.
- 2.2 Expenses of Rs 7,306.31 Lakhs. relating to the metro project have been capitalised during the year.

#### 3. Disclosure in respect of Indian Accounting Standard (Ind. AS)-36 'Impairment of Losses'

- During the year, the company assessed the impairment loss of assets. The Metro Project has become operational during the year only. The management is of the opinion since the project is long life project and no indications exist for the impairment of assets, therefore, it is considered that during the year, there is no impairment loss of assets.
4. Building includes Rs 98.21 lakhs, being amount incurred on construction of IInd floor, Ganga Shopping Complex Block II, Sector -29 Noida, for which there is no lease with the company.

**(Manoj Kumar Bhargava)**

Chartered Accountants  
M.No. -095441

**(Ritu Maheshwari)**

Managing Director  
DIN:08563675

**(Shyam Sunder Dubey)**

Nominee Director  
DIN: 06601151

**(Nisha Wadhawan)**

Company Secretary  
M.No: 51239

**(P D Upadhyay)**

Chief Financial Officer

## Capital Work in Progress

Note No.2

( Amount Rs in Lakhs)

Particulars	As at April 1, 2018	Addition/ Adjustments during the year	Total	Capitalized during the year	As at March 31, 2019
<b>EXPENSES ON NOIDA- GREATER NOIDA METRO CORRIDOR</b>					
Expenses on Metro Corridor	263,795.95	66,940.28	330,736.23	329,714.47	1,021.76
Electric Connection Charges	649.21	2,222.45	2,871.66	2,871.66	-
Project Management Consultancy Fees	31,812.68	655.16	32,467.84	32,467.84	-
Interest on Loan Capitalised	6,698.37	6,248.28	12,946.65	12,946.65	-
Irrigation Model Study	54.00	-	54.00	54.00	-
Professional Charges	9.76	-	9.76	9.76	-
Environmental Clearance	16.56	-	16.56	16.56	-
Certification Charges	637.03	-	637.03	637.03	-
DOE Fees	5.00	-	5.00	5.00	-
Sub-Consultancy Fees	12.00	-	12.00	12.00	-
Independent Quality Monitoring Agency	456.09	-	456.09	456.09	-
Salaries	92.88	1,911.20	2,004.07	2,004.07	-
Depot/Station Furniture	5.54	-	5.54	5.54	-
Building Interiors 3rd Floor NMRC	-	101.57	101.57	-	101.57
First & Last Mile Connectivity	-	155.21	155.21	-	155.21
AFC	-	2,058.28	2,058.28	2,058.28	-
Charges (CWIP)	-	1.20	1.20	1.20	-
Communication-CWIP	-	1.26	1.26	1.26	-
CWIP(ACIDS)	-	1,236.71	1,236.71	-	1,236.71
Security exp cwip	-	612.01	612.01	612.01	-
CWIP (Paints)	-	300.33	300.33	300.33	-
meter installation charges	-	24.82	24.82	24.82	-
RSS148/153	-	12.93	12.93	12.93	-
RSS83	-	12.93	12.93	12.93	-
Signage	-	2.02	2.02	2.02	-
Telephone Expense	-	4.85	4.85	4.85	-
Royalty (CWIP)	2.50	54.65	57.15	57.15	-
Trademark	-	1.54	1.54	0.39	1.15
	<b>304,247.56</b>	<b>82,557.67</b>	<b>386,805.23</b>	<b>384,288.83</b>	<b>2,516.40</b>

### Explanatory Note to Note No.2

- In Previous Year Figures Royalty have been increased and reinstated by Rs 2.50 lakhs for Prior Period Adjustment.
- Building interiors are on the building at 3rd floor, Ganga Shopping Complex, Block III, Sector-29, Noida is on annual lease from Noida Authority renewal every year.

<b>(Manoj Kumar Bhargava)</b>	<b>(Ritu Maheshwari)</b>	<b>(Shyam Sunder Dubey)</b>	<b>(Nisha Wadhawan)</b>	<b>(P D Upadhyay)</b>
Chartered	Managing	Nominee	Company	Chief
Accountants	Director	Director	Secretary	Financial Officer
M.No.-095441	DIN:08563675	DIN: 06601151	M.No: 51239	

## Notes Forming Part of Balance Sheet

### 3 Non Current - Financial Assets - Loans

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance to Related Parties (Secured Considered Good)	-	-
Add Interest accrued on Advances to related parties	-	-
Less Fare value adjustment - Advance to related parties	-	-
-	-	-
Advance to Staff (Secured Considered Good)	-	-
Add Interest accrued on Advances to Staff	-	-
Less Fare value adjustment - Advance to Staff	-	-
-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### 4 Non Current - Financial Assets - Others

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Term Deposit more that 12 months	-	1.00
Accrued Interest on FDR	-	0.02
(ii) Investment in LIC Gratuity Fund	17.70	-
<b>Total</b>	<b>17.70</b>	<b>1.02</b>

### 5 Non Current - Others

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Advance for Capital Assets		
Secured- Considered Good	18.54	-
(Secured by Bank Gurantee /Security Deposit/FDR)		
Unsecured- Considered Good	13,651.24	7,889.76
(ii) Security Deposits	174.22	354.50
(iii) Prepaid Expenses	7.30	-
<b>Total</b>	<b>13,851.31</b>	<b>8,244.26</b>

#### Explanatory Note for Note No.-5

Advance (Unsecured) includes for Capital Assets includes a sum of Rs 13594.72 lakhs given to Greater Noida Authority for purchase of 401 No. flats at Omricon, Greater Noida.

### 6 Inventories

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Stores & Spare Parts	1,318.66	-
(ii) Loose Tools		
(Value at Cost (Recognized at FIFO Basis) or Net Realizable Value Which ever is less)		
<b>Total</b>	<b>1,318.66</b>	<b>-</b>

## Notes Forming Part of Balance Sheet

### 7 Trade Receivable

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivable		
Secured- Considered Good	238.17	-
(Secured by Bank Gurantee /Security Deposit/FDR)		
Unsecured- Considered Good	0.86	0.32
(All Trade receivable are less than six month)		
Amount Due from Directors or Officers of the company-		
NIL (Previous Year NIL)		
Amount due from Companies or Firms in which directors are		
interested as directors, members or partners-		
NIL (Previous Year NIL)		
<b>Total</b>	<b>239.03</b>	<b>0.32</b>

### 8.1 Cash & Cash Equivalents

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Cash and Cash Equivalents		
Cash in Hand	0.00	0.00
Cash with UPSRTC	1.83	2.80
Cash with Metro Stations	7.28	-
Imprest Balance	1.87	-
Bank balances (with scheduled Banks)		
Current Accounts		
Indusind Bank Current Account	-	1.00
Yes Bank Escrow Account	5.83	58.02
HDFC Bank	1.27	-
State Bank of India	11.25	538.45
Saving Accounts	-	-
Indusind Bank Saving Account	6,928.35	40,063.75
Yes Bank (City Bus Account)	3.31	6.41
Yes Bank Ltd	1.32	782.60
HDFC Bank	8.78	7.69
Accrued Interest on Saving Bank Account	-	21.95
<b>Total</b>	<b>6,971.09</b>	<b>41,482.67</b>

### 8.2 Other Bank Balances

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Other Bank Balances		
Deposits having original maturity more than 3 months and		
maturing within 12 months		
(i) Term Deposit with State bank of India	1.06	-
Accrued Interest on FDR	0.02	-
(ii) Flexi Fixed Deposit:-		
With State Bank of India	2,703.38	-
With HDFC Bank	438.10	-
Accrued Interest on FDR	38.95	-
<b>Total</b>	<b>3,181.51</b>	<b>-</b>

#### Explanatory Note for Note No.-8.2

Term Deposit with State Bank of India of Rs 1.06 lakhs ( Previous Year Rs 1.00 lakh) is under lien with State Bank of India for obtaining bank guarantee. Interest accrued but not due on the same is Rs 0.06 lakh

## Notes Forming Part of Balance Sheet

### 9 Current Financial Assets - Others

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advances Recoverable in cash or in kind Unsecured Considered Good Amount Due from Directors or Officers of the company- NIL (Previous Year ₹0.97 lakh) Amount due from Companies or Firms in which directors are interested as directors, members or partners- Rs NIL (Previous Year Rs.NIL) Investment in LIC Gratuity Fund	1.77      0.08	25.22      -
<b>Total</b>	<b>1.85</b>	<b>25.22</b>

### 10 Current Tax Assets (Net)

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Income Tax Payments	399.27	10.96
<b>Total</b>	<b>399.27</b>	<b>10.96</b>

### 11 Other Current Assets

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Interest Receivable on Security Deposit	-	2.76
Income Accrued but billed in next year	0.39	0.32
Grant Receivable for interest from Greater Noida Industrial Development Authority	835.01	-
Grant Receivable for Interest from Noida Industrial Development Authority	1,948.36	
Amount Recoverable	-	0.03
GST Credits/Cash Ledger	369.18	800.86
Advance Training Charges	-	763.24
Prepaid Expenses	134.98	416.61
<b>Total</b>	<b>3,287.92</b>	<b>1,983.82</b>

## Notes Forming Part of Balance Sheet

## 12 Equity Share Capital

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Authorised</b>		
2000,00,000 equity shares of Rs 100 each (March 31, 2018: 1000,00,000 equity shares of Rs. 100 each)	200,000.00	100,000.00
Increased during the year 1000,00,000 equity shares @ Rs 100 each Issued, Subscribed and Fully Paid-up		
Opening Balance (3,00,05,000 equity shares of Rs 100 each)	30,005.00	30,005.00
Issued/Subscribed during the year (6,87,62,000 equity Shares of Rs. 100 each)	68,762.00	-
<b>Closing Balance 9,87,67,000 equity Shares of Rs 100 each</b>	<b>98,767.00</b>	<b>30,005.00</b>
Reconciliation of number of Equity Shares		
<b>Opening Balance</b>	<b>30,005,000</b>	<b>30,005,000</b>
No. of Shares Issued/Subscribed during the year	68,762,000	-
<b>Closing balance</b>	<b>98,767,000</b>	<b>30,005,000</b>
Details of Shares held by Shareholder holding more than 5%		
President of India on behalf of Government of India	68,762,000 69.62%	- -
New Okhla Industrial Development Authority*	21,003,500 21.27%	21,003,500 70.00%
Greater Noida Industrial Development Authority**	9,001,500 9.11%	9,001,500 30.00%

\* Includes 3 shares (Previous Year 3 Shares) by others as nominee

\*\* Includes 2 shares (Previous Year 2 Shares) by others as nominee

**Notes:**

- The company has only one class of shares referred to as equity shares having a par having value of ₹100 each. Each holder of equity shares is entitled to one vote per share.
- All Shares carry equal rights w. r. t. dividends
- There being no preferential shares, in the event of liquidation the distribution will be in proportion to the number of equity shares held by the shareholders.
- As per the MOU entered between Government of India, Government of Uttar Pradesh and Noida Metro Rail Corporation Limited on 17.02.2018, the shares should be held in the name of GoUP though the shares are held in the name of Noida Authority & Greater Noida Authority (on behalf of GoUP) who are the autonomous bodies of the GoUP.

## Note Forming Part of the Balance Sheet

### Note 13 - Other Equity

(Amount Rs in Lakhs)

S. N.	Particulars	As At March 31, 2019				As At March 31, 2018			
		New Okhla Industrial Develop. Authority	Gr. Noida Industrial develop. Authority	Govt. of India	Total	New Okhla Industrial develop. Authority	Gr. Noida Industrial develop. Authority	Govt. of India	Total
A)	Monetary Grants For Metro Project								
a)	Grant								
	<b>Opening Balance</b>	<b>117,890.00</b>	<b>13,000.00</b>	-	<b>130,890.00</b>	<b>110,890.00</b>	<b>3,000.00</b>	-	<b>113,890.00</b>
	Additions during the year	-	2,900.00	-	2,900.00	-	10,000.00	-	10,000.00
	Less Adjustments during the year	-	-	-	-	-	-	-	-
	Less Transferred to City Bus Grant	-1,605.00	-	-	-1,605.00	7,000.00	-	-	7,000.00
	<b>Total(a)</b>	<b>116,285.00</b>	<b>15,900.00</b>	-	<b>132,185.00</b>	<b>117,890.00</b>	<b>13,000.00</b>	-	<b>130,890.00</b>
b)	Grant Received for Interest payment of NCR Planning Board								
	<b>Opening Balance</b>	<b>3,915.00</b>	-	-	<b>3,915.00</b>	-	-	-	-
	Received During the year	4,164.75	3,462.75	-	7,627.50	3,915.00	-	-	3,915.00
	Accrued during the year	1,948.36	835.01	-	2,783.37	-	-	-	-
	Sub total	10,028.11	4,297.76	-	14,325.87	3,915.00	-	-	3,915.00
	Less Transferred to Income (to the extent charged to expense)	965.45	413.77	-	1,379.22	-	-	-	-
	<b>Total (b)</b>	<b>9,062.66</b>	<b>3,883.99</b>	-	<b>12,946.65</b>	<b>3,915.00</b>	-	-	<b>3,915.00</b>
c)	Interest received on Grant	-	-	-	1,137.24	-	-	-	1,137.24
	Total Grant for Metro Project (a to c)	-	-	-	146,268.89	-	-	-	135,942.24
	Less Transferred to Income	-	-	-	964.14	-	-	-	-
	Deferred Income to be carried over	-	-	-	145,304.75	-	-	-	135,942.24
B)	Monetary Grant for City Bus Service								
	<b>Opening Balance</b>	<b>3,110.00</b>	<b>1,500.00</b>	-	<b>4,610.00</b>	<b>1,010.00</b>	<b>500.00</b>	-	<b>1,510.00</b>
	Received During the year	1,356.00	1,200.00	-	2,556.00	2,100.00	1,000.00	-	3,100.00
	Adjustment for Receipt from Metro Project Grant	1,605.00	-	-	1,605.00	-	-	-	-
	<b>Total</b>	<b>6,071.00</b>	<b>2,700.00</b>	-	<b>8,771.00</b>	<b>3,110.00</b>	<b>1,500.00</b>	-	<b>4,610.00</b>
	Less Transferred to Income Upto Previous Year	2,966.23	1,271.24	-	4,237.47	684.88	293.52	-	978.40
	Transferred during the year	2,064.02	884.58	-	2,948.60	2,281.35	977.72	-	3,259.07
	Closing Balance	1,040.75	544.18	-	1,584.93	143.77	228.76	-	372.53
C)	Retained Earnings								
	<b>Opening Balance</b>				<b>-1,353.12</b>				<b>-859.19</b>
	Prior Period Errors				0.31				-
	Restated Balance at the beginning of the reporting Period				-1,352.82				-859.19
	Total Comprehensive Income/ (Loss) of the Year				-4,885.60				-493.63
	<b>Closing Balance</b>	-	-	-	<b>-6,238.42</b>	-	-	-	<b>-1,352.82</b>
D)	Share Application Money Pending Allotment								
	<b>Opening Balance</b>	-	-	<b>68,762.00</b>	<b>68,762.00</b>	-	-	-	-
	Received during the year	27,102.99	11,627.10	-	38,730.09	-	-	68,762.00	68,762.00
	<b>Sub Total</b>	<b>27,102.99</b>	<b>11,627.10</b>	<b>68,762.00</b>	<b>107,492.09</b>	-	-	<b>68,762.00</b>	<b>68,762.00</b>
	Adjustment during the year on allotment of shares	-	-	68,762.00	68,762.00	-	-	-	-
	<b>Closing Balance</b>	<b>27,102.99</b>	<b>11,627.10</b>	-	<b>38,730.09</b>	-	-	<b>68,762.00</b>	<b>68,762.00</b>
	<b>Grand Total (A+B+C+D)</b>				<b>179,381.35</b>				<b>203,723.95</b>

#### Explanatory Notes in respect of Monetary Grant for City Bus Service

- In previous year a prior period expense adjustment was made for Rs 127.44 lakhs (Rs 105.94 Lakhs for FY 2017-18 and Rs 21.50 Lakhs for FY 2016-17) and consequently adjustment is made in transfer of income from grant. Rs 105.94 Lakhs adjustment is made by reinstatement and Rs 21.50 Lakhs adjustment was made in retained earnings of Previous Year
- In clause A(a) above Rs 1605.00 lakhs was received during the year 2017-18 for Metro Rail Project and the same has been adjusted for City Bus Project as Per direction of Noida Authority, so the Metro Rail Project grant has been reduced and City Bus Service grant has been increased by this amount.

#### Explanatory Notes in respect of Retained Earnings

- Retained Earnings have been decreased by Rs 127.44 Lakhs due to Prior Period Expense and have been increased by equivalent Amount through adjustment of grant.
- Retained Earnings have been reinstated, decreased by Rs 2.19 Lakhs and increased by Rs 2.50 Lakhs on account of Prior Period Adjustment.

#### Explanatory Notes in respect of Share application money pending allotment

- No. of Shares, pending for allotment, is 3,87,30,090 shares (31.03.2018:- 6,87,62,000 shares) of 100/- each.
- The balance amount of authorised share capital as on date is Rs 1,01,233 lakhs (31.03.2018:- Rs 69,995.00 lakhs)
- Share application money of Rs 9627.10 lakhs received during the year from Greater Noida Authority is for a consideration other than cash.

## Notes Forming Part of Balance Sheet

## 14 Long Term Borrowings

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Interest Bearing Loan from NCR Planning Board for Noida-Greater Noida Metro Corridor (Against Bank Guarantee from Greater NOIDA Authority)	33,900.00	33,900.00
Interest Bearing Loan from NCR Planning Board for Noida-Greater Noida Metro Corridor (Against Bank Guarantee from NOIDA Authority) Rate of Interest 7% (Incentive/Rebate of 0.25% to be allowed on timely Payments) Loan Repayable in 16 yearly installments, starting from 2021-22 Default in Repayment-NIL Loan received from NCR Planning Board are considered to be at fair value	79,100.00	79,100.00
Subordinate Debt - Govt of India Unsecured Interest free loan from government of India Repayment of loan to be made during the year 21-25 (i.e. after payment of senior debts from NCR Planning Board. Default in Repayment-NIL	11,500.00	-
<b>Total</b>	<b>124,500.00</b>	<b>113,000.00</b>

## Explanatory Note for Note 14:

Disclosure in respect of Long Term Borrowing:

- The NCR Planning Board has sanctioned a Term Loan of Rs 1,58,700/- lakhs for implementation of Project of Metro Connection between Noida and Greater Noida (29.707 KM). The NCR Planning Board has disbursed a sum of Rs 1,13,000/- lakhs up to 31/03/2019 and a balance of Rs 45,700/- lakhs is still to be disbursed by NCR Planning Board to the company.
- Loan from NCR planning board are considered to be at fair value.
- Loan/Subordinate Debt provided by Government of India is at the same terms and conditions at which such loan is provided to other metro projects are considered to be at fair value.

## 15 Non Current Other Financial Liabilities

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits/retention Money	95.82	-
Less Fair Value Adjustments - Deposits/Retention Money	-51.94	-
	43.88	-
Deferred Fair Valuation Gain-Deposits/Retention Money	48.19	-
<b>Total</b>	<b>92.07</b>	<b>-</b>

## Notes Forming Part of Balance Sheet

### 16 Non Current Provisions

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Employee Benefits		
i) Leave Encashments	85.03	5.61
ii) Gratuity	50.49	1.99
<b>Total</b>	<b>135.52</b>	<b>7.60</b>

### 17 Trade Payables

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Total Outstanding Dues of Micro and Small Scale Industrial Undertaking (Due over 45 days NIL)	47.68	-
Others	494.00	525.49
<b>Total</b>	<b>541.68</b>	<b>525.49</b>

Explanatory Note to Note No. 17

Previous Year Trade Payable (Others) have be reinstated and incresed by Rs127.44 Lakhs.

### 18 Other Financial Liabilities

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits/Retention Money from Contractors and others	156.72	52.66
Sundry Creditors Constructions - Others	5,231.12	5,199.66
Interest accrued but not due on loan (NCR Planning Board)	2,595.91	2,754.31
Amount Payable for Employees	22.48	11.08
Deferred Fair Valuation Gain-Deposits/Retention Money	3.75	-
<b>Total</b>	<b>8,009.98</b>	<b>8,017.71</b>

**Explanatory Note for Note No.18**

Previous year Deposits/Rentention Money has been increased and reinstated by Rs 2.30 Lakhs for Prior Period Adjustment.

### 19 Other Current Liabilities

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Other Creditors	327.95	94.56
Advance Royalty	2,054.79	423.73
Advance Co-Branding Income	445.65	-
Statutory Liabilities	412.24	239.36
Expenses Payable	749.41	40.89
<b>Total</b>	<b>3,990.04</b>	<b>798.54</b>

Explanatory Note for Note No.19

Previous year figure of Statutory Liabilities has been decreased and reinstated by Rs 0.11 Lakhs.

### 20 Provisions

(Amount Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Employee Benefits		
i) Leave Encashments	21.57	0.59
ii) Gratuity	5.77	0.00
<b>Total (a)</b>	<b>27.34</b>	<b>0.59</b>
(b) Others		
i) Income Tax	-	-
<b>Total (b)</b>	<b>-</b>	<b>-</b>
<b>Grand Total (a+b)</b>	<b>27.34</b>	<b>0.59</b>

## Notes Forming Part of statement of Profit & Loss

### 21 Revenue From Operations

#### From City Bus Operations

(Amount Rs in Lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
City Bus Collection	1,182.57	968.84
Hybird Commission	4.50	3.11
Rental for Land	4.90	4.44
Penalty & Other Charges	5.12	4.92
<b>Total</b>	<b>1,197.09</b>	<b>981.31</b>

#### From Metro Operations

(Amount Rs in Lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Income From Metro Operation	225.47	-
Income From Parking	0.52	-
Income from Co-Branding	15.74	-
Royalty from State Bank of India	445.21	-
<b>Total</b>	<b>686.94</b>	<b>-</b>

### 22 Other Income

(Amount Rs in Lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Grant For City Bus Service	2,948.60	3,237.58
Grant For Interest for Metro Service	1,379.22	-
Capital Grant Metro Project	964.14	-
Sale of Tender form	22.05	1.50
Sale of Scrap	-	0.02
Income From Bond Cost/Training Fees/Short Notice	54.50	-
Rental Income From DMRC	2.75	-
Misc Income	0.01	0.12
Amount Write Back	-	0.03
Fair Valuation Gain - Deposit/Retention Money	0.27	-
Interest Income	-	-
Saving Bank	651.73	453.49
Fixed deposit /Flexi Deposits	44.10	0.02
Other	139.18	2.76
<b>Total</b>	<b>6,206.55</b>	<b>3,695.51</b>

#### Explanatory Note for Note 22:

- a Revenue from grant for City Bus Services has been booked to the extent of loss on such operations.
- b Previous Year Revenue grant for City Bus Operations have been increased by Rs 105.94 Lakhs due to Prior Period Adjustment and reinstated.
- c Previous year Sale of Tenders have been reduced and reinstated by Rs 2.19 Lakhs due to prior period adjustment.

## Notes Forming Part of statement of Profit & Loss

### 23 Operating Expenses

(Amount Rs in Lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Operation & Maintenance Expenses	3,848.15	3,941.21
Project Management Charges	290.64	245.58
Security Expenses	154.70	26.29
Swachha Bharat Cess Expenses on City Bus Operation Payments	-	5.81
Revenue Share on Metro Income	9.04	-
Operation & Maint Exps (Metro Stations)	417.22	-
Power Charges	404.42	-
Diesel Generator Expense	10.18	-
Housekeeping Expenses	174.31	-
<b>Total</b>	<b>5,308.66</b>	<b>4,218.89</b>

#### Explanatory Notes to Note No.23

Previous Year Operation & Maintenance Expenses have been reinstated and increased by Rs 105.94 Lakhs on account of prior period expense.

### 24 Employees Benefit Expenses

(Amount Rs in Lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
i) Salaries, wages & Allowances	890.34	132.79
ii) Employers Contribution to PF, ESI including administration fees	20.20	5.80
iii) Medical Expenses	7.18	0.76
iv) Gratuity	54.67	2.43
v) Leave Travel concession	0.68	0.37
vi) Leave Encashment	101.42	6.98
vii) Staff welfare expenses	38.93	-
viii) Employer contribution in superannuation fund	2.51	-
ix) Group Medical Insurance	0.20	-
<b>Total</b>	<b>1,116.13</b>	<b>149.13</b>

### 25 Finance Costs

( Amount Rs in Lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Interest on Income Tax/TDS	0.18	0.44
Interest on Service Tax Payments	-	0.18
Interest on Loan From NCRPB	1,379.22	-
Interest on Fair Valuation of Security Deposits	0.27	-
<b>Total</b>	<b>1,379.67</b>	<b>0.62</b>

## Notes Forming Part of statement of Profit & Loss

### 26 Other Expenses

( Amount Rs in Lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Auditors Remuneration	4.08	4.00
Advertisement Expenses	62.48	24.87
Bank charges	0.09	0.04
Newspapers, Books & Periodicals	0.64	0.13
Consultancy Fees for Operation & Maintenance Expenses	349.10	355.90
Festival Expenses	10.87	1.57
Internal Audit Fees	10.65	0.50
Insurance	8.06	1.33
Staff Recruitment Expenses	167.37	137.42
Legal Expenses	0.47	0.51
Misc Expenses	18.50	7.72
Membership Fees	0.48	-
Power Charges	10.72	7.30
Printing & Stationery	36.97	3.28
Horticulture Expense	70.11	-
Professional Fees	102.10	65.45
Postage & Courier	0.58	0.20
Public Meeting Expenses	7.94	2.99
Annual Maintenance Charges Civil Work	8.00	-
Repair & Maintenance Expenses	41.63	4.37
Rent & Lease Charges	28.27	5.42
Royalty Paid	14.92	-
Sitting Fees	-	2.25
Service Tax/ Swachacha Bharat Cess Expenses	-	9.43
GST Expenses	154.98	102.84
Metro Rail Inauguration Expenses	72.02	-
Communication Expenses	16.72	2.77
Training Expenses	1,217.49	-
Travelling & Conveyance Expenses	153.89	33.21
Vehicle Maintenance Expenses	21.38	13.29
Amount Write off	-	0.61
Foreign Exchange Fluctuation	0.02	0.09
Water Expenses	11.79	-
License Fee	0.38	-
Website Expenses	0.28	0.06
<b>Total</b>	<b>2,602.98</b>	<b>787.55</b>

#### Explanatory Note for Note No.26

Previous Year Royalty/License Fee has been decreased and reinstated by Rs 2.50 Lakhs on account of Prior Period Adjustment.

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount Rs in Lakhs)

S.	Particulars	"For the year ended March 31, 2019"		"For the year ended March 31, 2018"	
<b>A</b>	<b>A. Cash flow from operating activities</b>				
1	Net Profit / (Loss) before extraordinary items and tax		(4,885.60)		(493.62)
2	<b>Adjustments for:</b>				
	Depreciation and amortization	2,567.84		14.26	
	Adjustment for Metro Project Grant	(964.14)		-	
	Adjustment for Grant for Interest of NCR Planning Board	(1,379.22)		-	
	Adjustment for City Bus Grant (For Prior to Prior Period through retained earnings)	-		(21.50)	
	Adjustment of Grant used for city bus services	(2,948.60)		(3,237.58)	
	Interest income	(835.01)		(456.26)	
	Adjustment of Interest on Loan from NCR Planning Board	1,379.22		-	
	<b>Total (2)</b>		<b>(2,179.91)</b>		<b>(3,701.08)</b>
3	Operating profit / (loss) before working capital changes (1+2)		(7,065.51)		(4,194.70)
4	Changes in working capital:				
	Adjustments for (increase) / decrease in operating assets:				
	Inventories	(1,318.66)		-	
	Trade receivables	(238.71)		0.91	
	Other Financial Assets excluding Investment in Gratuity Fund	24.39		(5.83)	
	Other Current Assets	(1,304.10)		(1,739.22)	
	Security Deposit and Prepaid Expenses in Other Non Current Assets	172.97		-	
	Current Tax Assets	(388.31)		(0.98)	
	Adjustments for increase / (decrease) in operating liabilities:				
	Trade payables	16.20		172.31	
	Other Financial Liabilities	242.74		4,928.43	
	Other current liabilities	3,004.05		487.01	
	Provisions	154.66	365.23	8.20	3,850.83
5	Cash flow from operating activities before tax and extraordinary items (3+4)		(6,700.28)		(343.87)
6	Cash flow from extraordinary items		-		-
7	Cash generated from operations (5+6)		(6,700.28)		(343.87)
8	Net income tax (paid) / refunds		-		-
<b>A</b>	<b>Net cash flow from / (used in) operating activities (A) (7-8)</b>		<b>(6,700.28)</b>		<b>(343.87)</b>
<b>B</b>	<b>B. Cash flow from investing activities</b>				
1	Capital expenditure on fixed assets	(84,413.86)		(122,709.86)	
2	Investment in Gratuity Plan with LIC	(17.70)		-	
3	Other Non Current Assets	7,814.70		412.35	
4	Investment in Fixed Deposit and Interest accrued thereon	(3,181.51)		-	
5	Interest received	835.01		456.26	
6	Cash flow from investing activities before tax and extraordinary items (1-13)		(78,963.36)		(121,841.25)
7	Cash flow from extraordinary items		-		-
8	Total Cash Flow From Investing Activities (14+15)		(78,963.36)		(121,841.25)
9	Net income tax (paid) / refunds		-		-
<b>B</b>	<b>Net cash flow from / (used in) investing activities (B) (16-17)</b>		<b>(78,963.36)</b>		<b>(121,841.25)</b>
<b>C</b>	<b>C. Cash flow from financing activities</b>				
1	Proceeds from Grant Received From Government or its Body's including Interest thereon	15,866.87		24,015.00	
2	Interest paid to NCR Planning Board on Loan including Interest accrued & TDS	(1,350.17)		-	
3	Share application money received	25,135.36		68,762.00	
4	Proceeds from long-term borrowings	11,500.00		55,000.00	
5	Total Cash flow from financing activities before extraordinary items (1-13)		51,152.06		147,777.00
6	Cash flow from extraordinary items		-		-
<b>C</b>	<b>Net cash flow from / (used in) financing activities (C) 14+15</b>		<b>51,152.06</b>		<b>147,777.00</b>
	Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(34,511.58)		25,591.88
	Cash and cash equivalents at the beginning of the year		41,482.67		15,890.79
	Effect of exchange differences on restatement of foreign currency Cash & cash equivalents		-		-
	<b>Cash and cash equivalents at the end of the year</b>		<b>6,971.09</b>		<b>41,482.67</b>

Explanatory Note to Cash Flow Statement

Previous year figures have been reinstated due to change in Prior Period Adjustments

As per Our Report Attached.

**For Samprk & Associates**

Chartered Accountants

FRN- 013022N

Sd/-

**Manoj Kumar Bhargava, Partner**

M.No.-095441

Date: 24.09.19

Place: Delhi

Sd/-

**Ritu Maheshwari**

Managing Director

DIN:08563675

Sd/-

**Nisha Wadhawan**

Company Secretary

M.No: 51239

**For and on behalf of the Board**

Sd/-

**Shyam Sunder Dubey**

Nominee Director

DIN: 06601151

Sd/-

**PD Upadhyay**

Chief Financial Officer

**Note No. 27: COMPANY INFORMATION AND SIGNIFICANT ACCOUNTING POLICY****A. COMPANY INFORMATION****1) Reporting Entity**

Noida Metro Rail Corporation Limited (referred to as "the company") is domiciled and incorporated in India (CIN No.U60231UP2014SGC066849).

The registered office of the company is situated at Block III, 3rd Floor, Ganga Shopping Complex, Sector 29, Noida 201301. The company is a SPV of Government of India and Government of UP, established for the purpose of planning, building and establishing of Mass transit and other urban transport and people mover systems of all types and disciplines. The company has presently undertaken two major projects namely Metro Rail Project between Noida and Greater Noida and City Bus service between Noida & Greater Noida and in the cities of Noida and Greater Noida. Noida Metro Rail project has become operative during the financial year 2018-19 and City Bus Service project is already in operation.

The company was formed on the basis that Government of India and Government of UP will provide the equal equity participation. Government of India has provided its share in the equity contribution amounting to Rs 68,762 Lakhs during the current year. However Noida and Greater Noida Authority has provided the equity contribution of Rs 30,005 lakhs till 31.03.2018 instead of Government of UP. Noida and Greater Noida Authority has given further equity contribution for an amount of Rs 38,730.09 lakhs during the current financial year for which allotment is pending.

**2. Basis of Preparation-Statement of Compliances**

The financial statement of the Company have been prepared on accrual basis of accounting in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act, 2013, as notified under the Companies (Indian Accounting Standards) Rules 2015 (as amended) and other accounting principles generally accepted in India, further the Guidance Notes/Announcements issued by The Institute of Chartered Accountants of India (ICAI) are also considered wherever applicable, as adopted by the company. The company has uniformly applied the accounting policies during the periods presented. The company has made some changes/addition in accounting policies as the Metro Rail Project has become operative during the year.

**1. Basis of Measurement**

The financial statements have been prepared on historical cost basis except for :-

- a) Certain financial assets and liabilities are measured at fair value (refer accounting policies regarding financial instruments) and
- b) Defined benefit plans have been measured and method used for fair values are discussed in notes to financial statements.

**2. Use of Estimates and Management Judgments**

The preparation of the financial statements are in conformity with Ind AS which requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues and expenses during the reported period and the reported amounts of assets, liabilities and disclosures of contingent liabilities on the date of financial statements. Actual results could differ from these estimates. Differences between actual results and estimates are recognized in the period in which the results are crystallized.

## **B SIGNIFICANT ACCOUNTING POLICIES**

### **1. Functional and Presentation Currency**

These Financial Statements are presented in Indian Rupees, which is the company's financial currency.

### **2. Property, Plant & Equipment**

- 2.1.1 Property Plant & Equipment including Intangible Assets are shown at their acquisition cost/historical cost. Fixed Assets are stated at historical cost less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.
- 2.1.2 Assets & Systems common to more than one section of the project are capitalized on the basis of technical estimates/assessments.
- 2.1.3 All the costs directly attributable to bring the assets to intended use have been included in the cost of assets in accordance with the provision of Ind AS -16.
- 2.1.4 Contracts are capitalized on completion on the basis of statement of account received from executing agencies and in its absence on the basis of technical assessment of the work executed.
- 2.1.5 Capitalization of the assets for new section to be opened for public carriage of passengers is done after ensuring its completeness in all respect as per Standard operating procedures as defined in the company, administrative formalities and compliance of requirements stipulated by commissioner of Metro Railway safety imperative for the opening of such section for public use.
- 2.1.6 In the case of assets put to use, where final settlement of bills with contractors is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.
- 2.1.7 Expenditure on major inspection, overhauls and replacing part of an item of property, plant and equipment shall be capitalized, if it is probable that the future economic benefits embodied in it will flow to the company and its cost can be measured reliably.
- 2.1.8 Gain and losses on disposal of an item of Property, Plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of the item and are recognized net within miscellaneous/other income and loss in the statement of Profit & Loss.
- 2.1.9 Assets created under Public Private Partnership (PPP) Model, are capitalized at cost incurred by company plus Rs 1/- when such section to be opened for public carriage of passengers is done after ensuring its completeness in all respect as per Standard operating procedures as defined in the company, administrative formalities and compliance of requirements stipulated by commissioner of Metro Railway safety imperative for the opening of such section for public use.

### **2.2 Land**

Land received on long term lease i.e for 90 years without being given with ownership rights is considered as operating lease.

### **2.3 Capital Work in Progress**

- 2.3.1 Cost of Capital assets which are under construction and not ready for intended use, include other direct and indirect expenditure directly attributable to the project/asset.
- 2.3.2 Administrative, indirect and general overheads (net of income) directly attributable to the projects are allocated in the ration of assets capitalized.
- 2.3.3 Amounts pertaining to construction period such as Price Variation, Final Penalty (other than interest received from temporary deployment of funds received by way of equity, interest free subordinate-debt and grant), etc. have been adjusted against the expenditure during construction Period.
- 2.3.4 Claims including price variation are accounted for on approval and acceptance. Liquidated Damages are accounted for on settlement of final bill.

## 2.4 Allocation of Interest During Construction Period

Interest during Construction (IDC) in respect of qualifying assets commissioned during the year is allocated in the ratio which the valuation of commissioned assets bears to the qualifying CWIP.

## 3. Depreciation/Amortisation

- 3.1 Depreciation on Property, Plant & Equipment is provided on Straight-Line Method as per useful life of assets as prescribed in schedule II of the Companies Act, 2013 except in respect of following assets/components of assets, where useful life is determined based on technical assessment by the company:

S.No.	Assets	Useful Life (In Years)
A.	Rolling Stock	30
A1	Components of Rolling stock-power supplies, Auxiliaries, Brakes, Air-conditioning system, Interiors, On board controls, Announcement and CCTV system	18
B	Escalators	30
B1	Components of Escalators-Steps, Handrail Drive system, step chain and Axels, Tension Carriage Assembly, Main Drive Assembly, emergency Brake Assembly	15
C	Elevators	30
C1	Components of Elevators-Traction Machine/Motor, Governor, Anti Creep Device	20
D	AFC System	10
E	Components of UPS Battery	10

### Parameters considered for identification of components of assets:

- Assets component having value of Rs 10 Lakhs & above and component of value more than 10% in relation to the main asset have only been considered for componentization and these components are depreciated over its useful life or remaining useful life of the main asset whichever is lower.
  - Components of assets having same useful life have been clubbed together with main component irrespective of the percentage in relation to main asset.
  - Remaining components of insignificant parts have been combined together with the main asset.
  - Land, Track work (Permanent way) and Intangible Assets are not componentized as identification of separate component is not possible.
  - Vehicles, Temporary structures, survey/Safety Equipments, IT System, office equipment, Furniture and Fixtures and related assets have not been componentized as their value in relation to the total assets of the company is quite insignificant.
- 3.2 Property, Plant & Equipment and Intangible Assets costing INR 5,000/- or less have been depreciated/ amortized fully in the year of purchase considering the materiality aspect.
- 3.3 Intangible assets including software which is not an integral part of related hardware are amortized on Straight Line Method over a period of legal right to use or 5 years whichever is earlier.

3.4 Viaducts, Bridges & Tunnels, Permanent Way/Track work and payment made towards permission for construction of viaduct, bridges & tunnels is depreciated/amortized on straight Line Method in line with the useful life prescribed for “Bridges, Culverts, Bunders, etc.” in Schedule-II of the Companies Act, 2013, from the date of commercial operation of respective sections of the corridors.

3.5 Depreciation on addition to/deduction from an existing asset which forms integral part of main asset capitalized earlier is charged over the remaining useful life of that asset.

3.6 Spares having useful life of more than one year and having value of Rs 10 lakhs or more in each case are depreciated over its useful life or remaining useful life of the main asset whichever is lower.

#### **4. Grants in Aid**

a) Grants from Government/Non Government/Authorities towards capital expenditure for creation of assets are initially shown as deferred income. These are subsequently recognized as income each year over the useful life of relevant assets in proportion to depreciation on those assets.

b) Grants from the Government/Non Government/Authorities towards payment for interest during construction period is recognized as deferred income which are subsequently recognized as income each year over the useful life of relevant assets in proportion to depreciation on those assets and post construction period is shown in Statement of Profit and Loss to the extent of amount incurred.

c) Grants from the Government/Non Government/Authorities toward revenue are recognized in the Statement of Profit and Loss to the extent of amount incurred net of collections.

#### **5. Retirement Benefits**

##### **a) Provident Fund**

The company pays its provident fund contributions to Regional Provident Fund Commissioner. The company pays fixed contribution to provident fund at Pre-determined rate. The liability is recognized on accrual basis.

##### **b) Gratuity**

The company has invested in “Noida Metro Rail Corporation Ltd. Employee Gratuity trust” with LIC of India and gratuity liability to employees is provided for on the basis of actuarial valuation.

##### **c) Leave**

The company provides for earned leave benefits and half pay leave to the employees of the company, which accrue annually at 30 days and 20 days respectively. Only the leaves in the en-cashable leave account is en-cashable/accrued once in a calendar year while in service.

The liability on this account is recognized on the basis of actuarial valuation.

d) Re-measurements comprising of actuarial gains and losses are recognized immediately in the Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Profit or loss in subsequent period.

#### **6. Inventory**

Inventories including loose tools are valued at lower of cost (recognized at FIFO basis) and net realizable value.

**7. Borrowing Costs**

Borrowing costs include interest and amortization of ancillary costs incurred. Cost in connection with the borrowing of funds to the extent not related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of loan. Borrowing costs allocated to and utilized for qualifying assets, pertaining to the period up to the date of capitalization of such assets are recognized as cost of the asset.

**8. Revenue Recognition**

- 8.1 Revenue from Tickets (including Electronic Ticket) are recognized on the date of its purchase and in case of Contact less Smart Card (CSC) on the basis of money value of the actual usage.
- 8.2 Income from sale of scrap is accounted on realization basis.
- 8.3 The interest income on Flexi deposits and TDRs/FDRs has been recognized on time proportion basis, taking into account the amount invested rates applicable and interest accrued as per the interest certificates issued by the banks. The interest earned on FDRs has been recognized in the statement of Profit and loss.
- 8.4 Rental income in case of Property and space let out has been recognized on accrual basis on contract terms and conditions with licensee/Lessee/concessionaire, etc.
- 8.5 Rental accrued from advertisement for the space utilized is accounted for on accrual basis based on the contract terms.
- 8.6 Income from operation of Feeder/E-rickshaw/shuttle Bus service is recognized on accrual basis based on contract terms.

**9. Foreign Currency**

Transactions denominated in foreign currency are recorded at exchange rate prevailing at the time of transactions.

Monetary items denominated in foreign currency are translated at exchange rates at the reporting date

Exchange differences arising on settlement or translation of monetary items are recognized in statement of Profit and Loss in the year in which these arises.

**10. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- i) the Company has a present obligation as a result of past event ;
- ii) a probable outflow of resources embodying economic benefits is expected to settle the obligation; and
- iii) a reliable estimate can be made of the amount of the obligation;
- iv) Intimation of present obligation for past event received up to balance sheet date.

Reimbursement by another party, expected in respect of expenditure required to settle a provision, is recognized when it is virtual certain that reimbursement will be received if obligation is settled.

Contingent liability is disclosed in case of

- i) A present obligation arising from past event, when it is not probable than an outflow of resources will be required to settle the obligation;
- ii) A possible obligation unless the probability of outflow of resources is remote.

Contingent assets are neither disclosed nor recognized. Provisions of contingent liabilities and contingent assets are reviewed at each balance sheet date.

## **11. Cash and Cash Equivalent**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of the three months or less from the date of purchase, to be cash equivalents.

## **12. Cash Flow Statement**

Cash flows are reported using indirect method as per Ind AS-7, whereby profit is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

## **13. Impairment of Assets**

Loss on impairment of assets is booked as per Ind AS 36. An asset is treated as impaired when carrying cost of asset exceeds its recoverable amount. An impaired loss is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there is a change in the estimate of recoverable amount.

## **14. Taxation**

- a) Income tax is determined in accordance with the provisions of The Income Tax Act, 1961,
- b) Deferred tax is recognized using the balance sheet method, providing for temporary differences, between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred Tax is measured at the tax rates that are expected to be applied to temporary differences, based on the laws that have been enacted or substantially enacted by the reporting date.
- c) Income Tax Expense comprising current and deferred tax is recognized in Statement of Profit and Loss except to the extent that it relates to items recognized directly in other comprehensive income (OCI) or equity in which case it is recognized in OCI or equity.
- d) Deferred Tax Assets is recognized only to the extent it is probable that tax benefits will be realized in future.

## **15. Financial Instruments**

### **Recognition, initial measurement and de-recognition**

Financial assets and financial liabilities are recognized and measured initially at fair value adjusted by transaction costs, except for those financial assets which are classified at fair value through Profit and Loss at inception.

Financial assets are derecognized when contractual rights to the cash flows from the financial assets expires, or when the financial asset and all substantial risks and rewards are transferred.

Financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

#### **Classification and subsequent measurement of financial assets**

For the purpose of subsequent measurement financial assets are classified into the following categories upon initial recognition:

- a) Financial assets at amortized costs using effective interest rates (EIR)
- b) Financial assets at fair value through Profit and Loss
- c) Financial assets at fair value through Other Comprehensive Income

All financial assets except for those at Fair Value Through Profit and Loss (FVTPL) are subject to review for impairment at least at each reporting date.

#### **Effective interest rate is calculated as follows:**

##### **Financial assets and Financial Liabilities which are interest bearing at market rates**

EIR in these cases are equivalent instrument interest rate.

##### **For other financial assets and other financial liabilities not at fair value**

SBI-MCLR /Base Rate at the beginning of financial year for highest available period.

#### **Classification and subsequent measurement of financial liabilities:**

Financial liabilities are measured subsequently at amortized cost using the effective interest rate method, except for financial liabilities held for trading or designated at FVTPL that are carried subsequently at fair value with gains or losses recognized in Profit and Loss. All derivatives financial instruments are accounted for FVTPL.

#### **16. Insurance Claims**

Insurance Claims are accounted for bases on acceptance of claims.

#### **17. Prior Period expenses and income**

Income/Expenditure relating to prior period, which does not exceed Rs 1 lakh are treated as income/expenditure of current year.

#### **18. Pre-paid Expenses**

Individual item of pre-paid expense over Rs 1 lakh each are recognized.

#### **19. Subordinate Debt**

Interest free subordinate debts received from GOI are payable during years 21-25 (i.e. after repayment of Sr. Debt from 'National Capital Region Planning Board' has been fully repaid.

### Note No.-28 : NOTES TO FINANCIAL STATEMENTS

<b>1. Contingent Liabilities</b>	<b>31.03.19</b>	<b>31.03.18</b>
a) Claims against the company not acknowledged as debts	Nil	Nil
<b>b) Other contingent liability</b>		
i) The company has taken loans from National Capital Region Planning Board. The terms of payment of interest provides that the interest rate will be 7%, but if timely repayment of interest and/or principal is made, then a rebate of 0.25% will be allowed. The management of the company is of the opinion that all payments will be made in time and also in respect of amount due during the financial year 2018-19 timely repayments have been made. Considering the same the company has made a provision of interest after considering the amount of rebate. So if the company do not make timely repayments the company will be liable for the difference.		
	<b>(Rs in Lakhs)</b>	<b>(Rs in Lakhs)</b>
	<b>31.03.19</b>	<b>31.03.18</b>
The same is a contingent liability and amount is as under:	103.08	103.08
ii) Bank Guarantees	1.00	1.00

### 2. Commitments

#### Capital Commitments

Noida and Greater Noida had entered into the MOU dated 18th October 2014 with DMRC for setting-up Noida- Greater Noida Metro Rail Project. This Metro Rail Project has become operational since 26.01.2019 but various expenses are still to be incurred. As certified by project execution agency i.e. Delhi Metro Rail Corporation, a capital commitment of Rs 57197.00 lakhs is to be paid to DMRC based on the completion of work to the satisfaction of engineer-in-charge.

The estimated total cost of the project shall be payable to DMRC as and when the funds are demanded by DMRC.

The Metro Rail Project was inaugurated on 25.01.2019 and open for public from 26.01.2019 but various expenses are still to be incurred.

#### Other Commitments

Estimated amount of other contracts net of advances remaining to be executed Rs 1213.89 lakhs as on 31.03.2019.

### 3. Changes in Accounting Policy and impact thereof

- a) Metro Rail Project of the company became operational during the year since 26.01.2019. The following accounting policies were amended to incorporate for better disclosure required due to metro project.
  - i) Property Plant & Equipment.
  - ii) Depreciation/Amortization.

- b) The Company has amended the policy with respect to Prior period Expenses/Income and Prepaid Expenses earlier there was no limit for identification of such items. The company has provided a limit of Rs 1 lakh for identification of these items in view of the materially aspect. The impact of these changes will be that loss to the company Rs 2.14 Lakhs.
- c) Besides above, the company has introduced/amended accounting policies which are in line with practices already being followed by the company. Further, certain other accounting policies have been reworded/ reclassified for the purpose of better disclosure. These changes in accounting policy have no impact on the Statement of Profit and Loss.
4. No amount was required to be spent as per provisions of Section 135 of the Companies Act, 2013 as the company has incurred losses.

## 5. Disclosure in respect of Indian Accounting Standard (Ind AS)-24 “Related Parties Disclosures”

### (i) List of related parties :

Sr.	Name of Related Party	Relationship	Nature of Transactions
1.	President of India on behalf of Government of India.	Share Holder having substantial interest.	Subordinate debts & equity contribution
2.	New Okhla Industrial Development Authority	Share Holders having substantial interest.	Grant Received & equity Contribution
3.	Greater Noida Industrial Development Authority	Share Holders having substantial interest.	Grant Received & equity Contribution
4.	Alok Tandon (DIN 01841717)	Managing Director	NIL
5.	Gyan Prakash Garg (DIN 07213525) Up to 26.05.2018	Independent Director	NIL
6.	Kishore Pal Singh (DIN 00103165) Up to 25.05.2018	Independent Director	NIL
7.	Arun Vir Singh (DIN 07349134) Up to 21.05.2018	Director	NIL
8.	Man Mohan Mishra (DIN 06760087) Up to 21.05.2018	Director	NIL
9.	Anup Chandra Pandey (DIN 00267876)	Director	NIL
10.	Bal Krishan Tripathi (DIN 07907371) Up to 21.05.2018	Director	NIL
11.	Manoj Kumar (DIN 00455180) Up to 01.10.2018	Director	NIL
12.	Mukund Kumar Sinha (DIN 06774923) From 19.04.2018	Director	NIL
13.	Jhanjha Tripathy (DIN 06859312) From 19.04.2018	Director	NIL
14.	Vinay Kumar Singh (DIN 06497700) From 19.04.2018	Director	NIL
15.	Narendra Bhooshan (DIN 02531065) From 11.09.2018	Director	NIL
16.	Rajesh Kumar Singh (DIN 06459343) From 06.08.2018	Director	NIL
17.	Achal Jain (DIN 08223028) From 12.09.2018	Director	NIL
18.	K Sanjay Murthy (DIN 03532374) From 01.10.2018	Director	NIL
19.	Purn Deo Upadhyay	C.F.O.	Salary
20.	Nisha Wadhawan	Company Secretary	Salary

(ii) **Transactions during the year with related parties :**

S.No.	Nature of Transaction (excluding Reimbursement)	2018-19 Rs in Lakhs	2017-18 Rs in Lakhs
1.	Grant Received During the year		
	For Metro Project	1,295.00	17,000.00
	For City Bus Service Project	4,161.00	3,100.00
	For payment of interest (including provision for grant accrued) Rs 2783.37 Lakh)	10410.87	3,915.00
	Temporary Loans	NIL	5,000.00
	Refund of Temporary Loans	NIL	5,000.00
	Subordinate debts received	11,500.00	NIL
2.	Employees Benefit Expenses to KMP	22.74	30.20
	Advance to KMP (on account of deduction of TDS)	NIL	0.97
3.	Sitting Fees	NIL	2.25

**Grant Received during the year (including provision for grant accrued)**

Related Party	F.Y. 2018-19 Rs in Lakhs	F.Y. 2017-18 Rs in Lakhs
Noida Authority	7469.11	13,015.00
Greater Noida Authority	8397.76	11,000.00

(iii) <b>Balances with related parties as at</b>	(Rs in Lakhs) 31.03.2019	(Rs in Lakhs) 31.03.2018
a) Person on whose advise, directions or instruction a director or a manager is accustomed to act	NI	NIL
b) KMP	NIL	Dr. 0.97
c) Share holder holding substantial interest		
Subordinate debts	11,500.00	NIL
Grant Receivable	2,783.37	NIL

**6. Earning per share**

Disclosure in respect of Indian Accounting Standard (Ind AS)-33: Earning Per Share

Particulars	2018-19	2017-18
Profit (Loss) after tax as per Statement of Profit & Loss (Rs In Lakhs)	(4885.60)	(493.93)
Weighted Average No of Equity Shares Outstanding		
Basic	87086879 Shares	30005000 Shares
Diluted	87086879 Shares	30005000 Shares
Basic Earnings Per Share (Face Value of Rs 100 per share)	(5.61)	(1.65)
Diluted Earnings Per Share (Face Value of Rs 100 per share)	(5.61)	(1.65)

## 7. Deferred Tax

a) The company has following deferred tax assets and liabilities :

	(Rs in lakhs) 2018-19	(Rs in lakhs) 2017-18
Deferred Tax Assets	6846.06	154.09
Deferred Tax Liability	5330.88	NIL
Deferred Tax Asset (Net)	1515.18	154.09

b) The probability of earning sufficient future taxable profits are very low and hence the provision for deferred tax assets is not recognized and accounted for in the books of accounts as per the provisions of Indian Accounting Standard (Ind AS) 12 during the year 2018-19 and 2017-18.

8. Payments to Statutory Auditors	(Rs in lakhs) 2018-19	(Rs in lakhs) 2017-18
- Statutory Audit Fees	3.00	3.00
- Tax Audit Fees	1.00	1.00
- GST	0.72	0.72

## 9. Additional information pursuant to Schedule III of the Companies Act, 2013:

Particulars	(Rs in lakhs) 2018-19	(Rs in lakhs) 2017-18
a) Value of imports calculated on CIF basis Raw Materials, Stores and Spares and Capital Goods	Nil	Nil
b) Expenditure on Foreign Currency on: Tours & Travel	5.99	6.30
c) Earnings in Foreign Exchange	Nil	Nil
d) Value of Components, Spare Parts & Stores Consumed	Nil	Nil

**(Note:** The above do not include foreign exchange payments made by Delhi Metro Rail Corporation Limited for the Metro Rail Project of the company or imports made or components consumed by Delhi Metro Rail Corporation Limited)

10. Some debit/credit balances of parties are subject to confirmation and reconciliation, consequential impact thereof is given below:

Rs in Lakhs

Particulars	Debit Balances as at 31.03.2019				Credit Balances as at 31.03.2019	
	Trade Receivable (Ref Note No.-7)		Others (Ref Note No.-5, 9)		(Ref Note No. 14, 15, 17, 18, 19)	
	Amount	In (%)	Amount	In (%)	Amount	In (%)
Balance for which confirmation certificate received or reconciled with customer/ vendors	132.47	55.42	NIL	NIL	1336.29	0.97
Balances related to Govt./PSU	105.69	44.22	13669.95	98.68	132405.65	96.55
Security Deposits	NIL	NIL	174.22	1.26	135.06	0.10
Earnest Money Deposit	NIL	NIL	NIL	NIL	117.47	0.09
Balances under Reconciliation	0.87	0.36	1.16	0.01	638.85	0.47
Confirmation not Required	NIL	NIL	7.83	0.06	2500.45	1.82
Total Debit/ Credit balance as per books	239.03	100%	13853.16	100%	137133.77	100%

11. Disclosures as per Guidance Note on “Accounting of CERs” issued by Institute of Chartered Accountants of India is not applicable.

12. Information in respect of Micro, Small and Medium Enterprises as at 31.03.2019

Sr. No	Particulars	2018-19	2017-18
1	Amount remaining unpaid to any supplier: a) Principal Amount b) Interest due thereon	a) 1269.03 b) Nil	a) 30.69 b) Nil
2	Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount paid to the supplier beyond the appointed day during the year	NIL	NIL
3	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
4	Amount of interest accrued and remaining unpaid	NIL	NIL
5	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

## 13. Disclosure in respect of Indian Accounting Standard (Ind AS)-1 “Presentation of financial Statements”

### Capital Management

The Debt: Equity ratio, which is Long Term Debt divided by total owner's capital are as follows:

(Rs in lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
a) Total Debt	1,24,500.00	1,13,000.00
b) Total Capital	2,78,148.35	2,33,728.95
Debt: Equity Ratio a/b	0.45	0.48

## 14. Disclosures in respect of Indian Accounting Standard (Ind AS)-17 “Leases”

- a) The company has taken on lease/rent premises for residence of employees. These lease arrangements are usually renewable on mutually agreed terms. During the year the company has paid lease rent (net of recoveries) amounting to Rs 28.52 lakhs and previous year Rs 5.42 lakhs.
- b) Disclosures regarding land for Metro Corridor and Staff Quarters, which are under operating lease given in Note no. 1.1 & 1.2 (Property, Plant & Equipment).
- c) The company has taken office premises on a operating lease at 3rd Floor, Block III, Ganga Shopping Complex, Sector-29 Noida-201301 from Noida Authority vide Allotment letter dated 23/04/2018 ,As per the allotment letter the premises was taken on a nominal lease rental of Rs 1/- per annum and the agreement to be renewed annually.
- d) The company has taken Land and Building on a operating lease at Sector-90 Noida-201301 for City Bus Depot from Noida Authority vide Agreement dated 20/11/2018. As per the agreement the premises was taken on lease for eleven years on a nominal lease rental of Rs 1/- per annum. The company has given a portion of this land on lease to Indraprastha Gas Limited and the rentals are based on the CNG purchased from them.

## 15. Disclosures in respect of Indian Accounting Standard (Ind AS)-19 “Employees Benefits”

General description of various employees benefit schemes are as under:

- a) **Provident Fund**  
The company pays its provident fund contributions to Regional Provident Fund Commissioner. The company pays fixed contribution to provident fund at Pre-determined rate. The liability is recognized on accrual basis.
- b) **Gratuity**  
The company has taken approved Gratuity scheme from Life Insurance Corporation of India. the company has a policy to the gratuity to any employee who has rendered continuous service of five years or more as per the Provisions of Payment of Gratuity Act, 1972.
- c) **Leave**  
The company provides for earned leave benefits and half pay leaves to the employees of the company, which are annually at 30 days and 20 days respectively. Only the leave in the encashable leave account is en-cashable once in a calendar year while in service and maximum of 300 days on superannuation.

**d) Leave Travel Concession**

The company provides financial assistance in meeting the expenses of travel involve while availing of rest and recreation with their families away from head quarters at home town or elsewhere periodically as per its policy.

Regarding disclosure w.r.t. position of various defined benefit schemes, on the basis of Actuarial Valuation the provision have been made for Gratuity and Leave Encashment. The summarized position as on 31.03.2019 is as under:

(Rs in lakhs)

Particular	Gratuity		Leave Encashment	
	2018-19	2017-18	2018-19	2017-18
<b>Asset/ (Liabilities) -</b>	<b>(32.79)</b>	<b>(1.99)</b>	<b>94.58</b>	<b>(6.21)</b>
<b>Actuarial Assumptions</b>				
<b>Economic Assumptions</b>				
Discounting Rate	7.75%	7.80%	7.75%	7.80%
Future Salary Increase	6.00%	6.00%	6.00%	6.00%
Expected rate of return on plan assets	NIL	NIL	NIL	NIL
Actuarial Method	Projected Unit Credit (PUC)	Projected Unit Credit (PUC)	Projected Unit Credit (PUC)	Projected Unit Credit (PUC)
<b>Change in Benefit Obligations</b>				
Current Service Cost	48.25	1.99	90.32	6.21
Fair value of assets/( liabilities)	(32.79)	(1.99)	0.48	(6.21)
Interest Cost	(0.15)	NIL	NIL	NIL
Actuarial Gain/Loss on plan assets	(0.18)	NIL	(2.43)	NIL
Amount to be recognized in balance sheet				
Present Value of Obligation as at the end of the period	50.57	1.99	88.37	6.21
Funded Status/difference	17.78	(1.99)	NIL	(6.21)
Net Asset/(Liability) recognized in the balance sheet	(32.79)	(1.99)	(88.37)	(6.21)
Expenses recognized in Statement of Profit and Loss	48.58	1.99	88.37	(6.21)
Movement in Liability	48.58	1.99	88.37	6.21
Current Liability	0.08	Nil	8.95	0.60
Non Current Liability	48.50	1.99	79.42	5.61
<b>Sensitivity Analysis</b>				
<b>Impact of change in discount rate</b>				
Present value of obligation at the end of the year	50.57	1.99	94.58	6.21
Impact due to increase of 0.50%	(5.28)	(0.21)	(8.82)	(0.58)
Impact due to decrease of 0.50%	6.07	0.25	10.13	(0.67)
<b>Impact of the change in salary increase</b>				
Impact due to increase of 0.50%	6.14	0.25	10.25	0.67
Impact due to decrease of 0.50%	(5.39)	(0.22)	(9.00)	(0.59)

Note:- The above figures do not include amount for employees on deputation.

**16. Disclosure in respect of Indian Accounting Standard (Ind AS)-21 “The effect of changes in Foreign Exchange Rates”**

The amount of exchange difference (net) debited to Statement of Profit and Loss is Rs 0.02 Lakhs (Previous Year Rs 0.09 Lakhs)

**17. Disclosures in respect of Ind AS 107- “Financial Instruments Disclosure:**

**i) Financial Instruments by Categories**

Total carrying values of financial instruments by categories are as follows:

(Rs in lakhs)

Particulars	As at 31st March 2019			As at 31st March 2018		
	Amortized cost	FVT PL	FVO CI	Amortized cost	FVT PL	FVO CI
<b>Financial Assets</b>						
Other Financial Assets (refer Note no. 4 & 9)	19.55	0	0	26.24	0	0
<b>Trade Receivable</b> (refer Note 7)	<b>239.03</b>	<b>0</b>	<b>0</b>	<b>0.32</b>	<b>0</b>	<b>0</b>
Cash & Cash Equivalents (refer Note 8.1)	697.09	0	0	41482.67	0	0
<b>Total</b>	<b>955.67</b>	<b>0</b>	<b>0</b>	<b>41509.23</b>	<b>0</b>	<b>0</b>
<b>Financial Liabilities</b>						
Borrowings (refer Note 14)	124500.00	0	0	113000.00	0	0
Other Financial Liabilities (refer Note 18)	8009.98	0	0	8017.71	0	0
Trade Payable (refer Note 17)	541.68	0	0	525.49	0	0
<b>Total</b>	<b>133051.66</b>	<b>0</b>	<b>0</b>	<b>121543.20</b>	<b>0</b>	<b>0</b>

**ii) Fair Value Hierarchy**

Financial assets and liabilities measured at fair value in the statement of financial position are categorized into three level of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurements as follows:

Level 1- Quoted prices (unadjusted) in active markets for identical financial instruments that the entity can access at the measurement date.

Level 2- The fair value of financial instruments that are not traded in a active market is determined using valuation techniques which maximize the use of relevant observable market input and minimize use of unobservable inputs.

Level 3- If one or more of the significant inputs is not based on observable market input, the instrument is categorized in level 3 of fair value hierarchy.

iii) **Financial Assets/Liabilities measured at amortized cost for which Fair Values are disclosed:**

(Rs in lakhs)

Particulars	Level	As at 31st March 2019		As at 31st March 2018	
		Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>					
Other Financial Assets (ref note no. 4 & 9)	Level 2	19.55	19.55	26.24	26.24
<b>Total</b>		<b>19.55</b>	<b>19.55</b>	<b>26.24</b>	<b>26.24</b>
<b>Financial Liabilities</b>					
(ref note no. 15 & 18)	Level 2	8102.05	8050.11	8017.71	8017.71
<b>Total</b>		<b>8102.05</b>	<b>8050.11</b>	<b>8017.71</b>	<b>8017.71</b>

iv) **Valuation techniques and process used to determine fair value**

- The carrying value financial assets and liabilities with maturities less than 12 months are considered to be representative of their fair value.
- Fair Value of other financial assets and liabilities carried at amortized cost is determined by discounting of cash flows using a discount rate which is defined in Account Policy No.14.
- The company has Electricity Security Deposits and Telephone Security Deposits as Non Current assets, but the same is not amortized as no discounting is required for in the case of Electricity Security Deposit and Telephone Security Deposits.
- Loans payable to NCR Planning Board as Non Current Financial Liabilities is not required to be discounted.
- Subordinate debts payable to Government of India as Non Current Financial Liabilities is not required to be discounted.

## 18.2 Financial Risk Management

### Financial risk factors

The company is exposed to various risk in relation to financial instruments. The company's financial asset and liabilities by category are summarized above. The main type of risks are market risk, credit risk and liquidity risk. The company's risk management focus on actively securing the Company's short to medium term cash flows by minimizing the exposure to volatile financial markets. The most significant financial risks to which the company is exposed are described below:

a) **Market Risk**

The company does not have any interest rate risk since the only loan other than subordinate debts from government of India has been by the company bears the fixed rate of the interest. Also company does not have price risk since company is not having any derivative financial assets. Further as subordinate debts is interest free there as no interest rate risk.

b) **Credit Risk**

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The company is exposed to this risk for various financial instruments, for example by granting advances to employees, receivable from customers, security deposits etc. The maximum exposure to the credit risk at the reporting date is primarily from carrying amount of following types of financial assets.

- Cash and cash equivalents
- Trade Receivables
- Other Financial assets measured at amortized cost

The company continuously monitors defaults of customers and other counter parties, identified either individually or by the company, and incorporate this information into its credit risk controls.

## **Credit risk management**

### **Cash and cash equivalent**

Credit risk related to cash and cash equivalents is managed by placing funds in scheduled commercial banks which are subject to the regulatory oversight of the Reserve Bank of India, and these banking relationships are reviewed on an ongoing basis.

### **Trade Receivables**

The company has outstanding trade receivables (gross) amounting to Rs 239.03 lakhs as on 31.03.2019 and Rs 0.32 lakhs as on 31.03.2018. The Trade receivables are unsecured and are derived from revenue earned from customers.

The company closely monitors the credit worthiness of the debtors and only deals with credit worthy parties. Also in case of one customer the company is also obtaining supplies and liability is more than the receivables.

### **Other financial assets**

Other financial assets which include advances to employees and others measured at amortized cost.

### **Expected credit losses**

Company provides expected credit losses based on the following:

#### **Trade receivables**

Trade receivables are impaired when recoverability is considered doubtful based on the recovery analysis performed by the company for individual trade receivables. The company considers that all the above financial assets that are not impaired and past due for each reporting dates under review are of good quality.

The company has total trade receivable of Rs 239.03 Lakhs as on 31.03.2019 and Rs 0.32 Lakhs as on 31.03.2018, which were not past due.

#### **Other Financial Assets measured at amortized loss.**

Credit risk related to employee advances is negligible and also advances to employees are immaterial. Credit risk related to other financial assets is managed by monitoring the recoverability of such amounts continuously. There are no impairment provisions as at each reporting date against these financial assets. We consider all the above financial assets as at the reporting dates to be of good credit quality.

### **c) Liquidity Risk**

Our liquidity needs are monitored on the basis yearly projections. The company's principal sources of liquidity are cash and cash equivalents, revenue generated from operations, share capital and grant.

The company manages its liquidity needs by continuously monitoring cash inflows and by maintaining adequate cash and cash equivalents. Net cash requirements are compared to available cash in order to determine any shortfalls.

Short term liquidity requirements consists mainly of trade payables, expenses payable, employee's dues, payments of metro project to Delhi Metro Rail Corporation etc. For this a sufficient balance in cash and cash equivalents to meet the short term liquidity requirements is maintained. Further Funds are also required for payment of Interest to NCR Planning Board but the same are provided by Noida/Greater Noida Authority as Interest Grant. City Bus operations are running at loss and its requirements are met by internal accruals and amount of grant from Noida and Greater Noida Authority. Further metro project of the company is being managed and constructed by Delhi Metro Rail Corporation. Cash flow requirement for the next month is provided by them and accordingly funds are managed by way of grant.

Further long term liquidity requirements are assessed on a periodical basis and manage them through grants. Our noncurrent liabilities include loans from NCR Planning Board repayment, which will start during the year 2021-22 and Subordinate debts from government of India which is to be repaid after complete repayment of NCR Planning board loan.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities. The table have been drawn up based on the cash flows of financial liabilities based on the earliest date on which the company may be required to pay. The table include both principal & Interest cash flow.

(Rs in lakhs)

Particulars	Less than 6 months	6 months to 1 year	1 to 3 years	3 to 5 years	More than 5 years	Total
Borrowings (Refer Note 14)	0	0	7063.00	14126.00	103311.00	124500.00
Other Financial Liabilities (Refer Note 18)	6939.48	1070.50	0	0	0	8009.98
Trade Payables (Refer Note 17)	541.68	0	0	0	0	541.68
<b>Grand Total</b>	<b>7481.16</b>	<b>1070.50</b>	<b>7063.00</b>	<b>14126.00</b>	<b>103311.00</b>	<b>133051.66</b>

## 19. Disclosure in respect of Indian Accounting Standard (Ind AS)-108 "Operating Segments".

### a) Business Segment:

The operating segments used to present segment information are identified on the basis of internal reports used by the company's management to allocate resources to the segments and assess their performance.

The company's principal business segments are from Metro Services and City Bus Service.

### b) Segment Revenue and Expenses:

#### Metro Services

Metro project has become operated and opened for public during the current year. The commercial operations have started w.e.f. 26/01/2019. Revenue directly attributable to this segment include income from operation of Metro rail in Noida & Greater Noida, Metro Parking, Co-Branding and Royalty from SBI.

#### City bus operations

Revenue directly attributable to this segment include income from operation of city buses in Noida & Greater Noida, land rentals & Hybrid Commission from IGL

## Segment Assets and Liabilities

Segment Assets include all operating assets in respective segments comprising of net fixed assets and current assets, loans and advances and capital work in progress and advances. Assets relating to corporate are allocated in unallocated segments, Segment liabilities include liabilities and provisions directly attributable to respective segments.

(Rs in lakhs)

	Particulars	City Bus Operation		Metro Rail Operation		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
A	Segment Revenue						
	Operating Income	1,197.09	981.31	686.94	-	1,884.03	981.31
	Other Income	2,948.60	3,237.58	3,257.95	457.93	6,206.55	3,695.51
Less	Intt. from bank deposit	-	-	695.83	453.51	695.83	453.51
	<b>Total Income</b>	<b>4,145.69</b>	<b>4,218.89</b>	<b>3,249.26</b>	<b>4.42</b>	<b>7,394.75</b>	<b>4,223.31</b>
Less	Employee Benefit Exp	-	-	1,116.13	149.13	1,116.13	149.13
	Operating & other Exp	4,145.69	4,218.89	3,765.95	787.55	7,911.64	5,006.44
B	Segment Results(EBDT)	-	-	(1,633.02)	(932.26)	(1,633.02)	(932.26)
Less	Depreciation	-	-	2,567.84	14.26	2,567.84	14.26
	Finance Cost	-	-	1,379.67	0.62	1,379.67	0.62
C	Profit Before Tax( PBT)	-	-	(5,580.53)	(947.14)	(5,580.53)	(947.14)
	Interest on Bank Deposit	-	-	695.83	453.51	695.83	453.51
	Provision for taxes	-	-	-	-	-	-
	<b>Net Profit</b>	<b>-</b>	<b>-</b>	<b>(4,884.70)</b>	<b>(493.62)</b>	<b>(4,884.70)</b>	<b>(493.62)</b>
D	Other Information						
D.01	Segment Assets						
	Assets	11.84	87.96	415,433.14	355,990.92	415,444.98	356,078.88
	Unallocated assets	-	-	-	-	-	-
	Total Assets	11.84	87.96	415,433.14	355,990.92	415,444.98	356,078.88
D.02	Segment Liabilities						
	Liabilities	297.34	525.49	136,999.29	121,824.44	137,296.63	122,349.93
	Unallocated Liabilities	-	-	-	-	-	-
	Total Liabilities	297.34	525.49	136,999.29	121,824.44	137,296.63	122,349.93
D.03	Capital Expenditure						
	Net addition to fixed assets	-	-	84413.87	122,709.86	84,413.87	122,709.86
	<b>Total Addition</b>	<b>-</b>	<b>-</b>	<b>84413.87</b>	<b>122,709.86</b>	<b>84,413.87</b>	<b>122,709.86</b>

20. Previous year's figures have been regrouped, rearranged, reclassified, wherever necessary due to applicability of Indian Accounting Standards (Ind AS) and to make them comparable to the current year's presentation.

21. Figures have been rounded off to the nearest Lakhs of rupees.

**As per Our Report Attached.**  
**For Samprk & Associates**  
**Chartered Accountants**  
 FRN-013022N

Sd/-  
**Manoj Kumar Bhargava, Partner**  
**M.No.-095441**  
 Date: 24.09.19  
 Place: Delhi

Sd/-  
**Ritu Maheshwari**  
 Managing Director  
 DIN:08563675

Sd/-  
**Nisha Wadhawan**  
 Company Secretary  
 M.No: 51239

**For and on behalf of the Board**  
 Sd/-  
**Shyam Sunder Dubey**  
 Nominee Director  
 DIN: 06601151

Sd/-  
**P. D. Upadhyay**  
 Chief Financial Officer

भारतीय लेखापरीक्षा और लेखा विभाग  
कार्यालय महालेखाकार  
(आर्थिक एवं राजस्व लेखापरीक्षा) उ.प्र.  
"आडिट भवन", टीसी-35-V-1, विभूति खण्ड  
गोमती नगर, लखनऊ-226010



Indian Audit & Accounts Department  
Office of the Accountant General  
(Economic & Revenue Sector Audit), U.P.,  
"Audit Bhawan" TC-35-C-1, Vibhuti Khand,  
Gomti Nagar, Lucknow-226010

संख्या: ई.एस.-1 / कम्पनी लेखा / NMRC / 2018-19 / 375

दिनांक: 20 दिसम्बर 2019

सेवा में,  
प्रबन्ध निदेशक,  
नोएडा मेट्रो रेल कॉरपोरेशन लिमिटेड  
ब्लॉक-3, तृतीय तल, गंगा शॉपिंग काम्पलैक्स  
सेक्टर-29, नोएडा-201301  
जिला-गौतमबुद्ध नगर

महोदय,

एतत्सह कम्पनी अधिनियम 2013 की धारा 143(6)(बी) के अधीन नोएडा मेट्रो रेल कॉरपोरेशन लिमिटेड के 31 मार्च 2019 को समाप्त वर्ष के लेखाओं पर भारत के नियंत्रक एवं महालेखापरीक्षक की टीका-टिप्पणियाँ कम्पनी अधिनियम, 2013 की धारा 143(6)(बी) के निबन्धनों के अनुसरण में कम्पनी की वार्षिक सामान्य बैठक के समक्ष प्रस्तुत करने हेतु अग्रेषित की जा रही हैं। कृपया वार्षिक सामान्य बैठक के समक्ष इन टीका-टिप्पणियों के प्रस्तुत किये जाने की वास्तविक तिथि की सूचना दें।

The Report has been prepared on the basis of information furnished and made available by the auditee. The Office of the Accountant General (Economic and Revenue Sector Audit), Uttar Pradesh, disclaims any responsibility for any misinformation and/or non-information on the part of auditee.

कृपया पत्र की पावती भेजें।

सहपत्र-यथोपरि।

भवदीया

(हंसा)

वरिष्ठ उप महालेखाकार

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143 (6) (B) OF THE COMPANIES ACT, 2013 ON THE ACCOUNTS OF NOIDA METRO RAIL CORPORATION LIMITED FOR THE YEAR ENDED 31 MARCH 2019.**

The preparation of financial statements of Noida Metro Rail Corporation Limited, Noida for the year ended 31 March 2019 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the Management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) or 139(7) of the Act are responsible for expressing opinion on the Financial Statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 24 September 2019.

I, on behalf of the Comptroller and Auditor General of India, have conducted a Supplementary Audit of financial statements of Noida Metro Rail Corporation Limited, Noida for the year ended 31 March 2019 under Section 143(6) (a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and Company personnel and a selective examination of some of the accounting records.

Based on my supplementary audit, I would like to highlight the following significant matters under Section 143(6) (b) of the Act which have come to my attention and, which in my view, are necessary for enabling a better understanding of the financial statements and the related audit report:

**(A) Comments on Financial Position:****Assets****Current Assets****Other Current Assets (Note 11): Rs 32.88 crore**

1. As per clause 10.04 of memorandum of Understanding (MoU) entered (17 February 2018) into between Government of India (GoI), Government of Uttar Pradesh (GoUP) and the Company, the GoUP will either exempt the SPV from its State/ local taxes and duties/ levies or reimburse the same which was incurred by the company on execution of the Metro Project.

Accordingly, the Company claimed a sum of Rs 123.80 crore from the GoUP in lieu of VAT/GST paid for the period from 01.04.2015 to 31.03.2018 which has not been received from the GoUP. As the amount receivable is part of project cost which was already capitalized as Property, Plant and Equipment in the accounts the same should have been reduced from capital cost. This has resulted in overstatement of Property, Plant and Equipment and understatement of Other Current Assets by Rs 123.80 crore each.

**(B) Comments on Disclosure****Balance Sheet****Equity and Liabilities****Equity Share Capital (Note-12): Rs 987.67 crore**

2. As per Articles of Association (AoA) of the Company, the Company is a joint venture Company with 50:50 equity contribution by the Government of India (GoI) and Government of Uttar Pradesh (GoUP). A tripartite Memorandum of Understanding (MoU) was executed (17 February 2018) among GoI, GoUP and the Company for the Noida – Greater Noida Rail Project with project financing pattern which inter-alia included equity contribution by GoI and GoUP in the ratio of 50:50.

However, the Company has not disclosed the fact that the allotment of shares by the Company to NOIDA and GNIDA Authorities instead of GoUP and equity participation of 69.62 percent and 30.38 percent between GoI and the two authorities respectively is not as per the provisions of MoU and AoA of the Company.

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

**Place: Lucknow**

**Date: December 2019**

**(Jayant Sinha)  
Principal Accountant General**

भारतीय लेखापरीक्षा और लेखा विभाग  
कार्यालय महालेखाकार  
(आर्थिक एवं राजस्व लेखापरीक्षा) उ.प्र.  
"आडिट भवन", टीसी-35-V-1, विभूति खण्ड  
गोमती नगर, लखनऊ-226010



Indian Audit & Accounts Department  
Office of the Accountant General  
(Economic & Revenue Sector Audit), U.P.,  
"Audit Bhawan" TC-35-V-1, Vibhuti Khand,  
Gomti Nagar, Lucknow-226010

संख्या: ई.एस.-1 / कम्पनी लेखा / NMRC/2018-19 / 377

दिनांक: 20 दिसम्बर 2019

सेवा में,  
प्रबन्ध निदेशक,  
नोएडा मेट्रो रेल कॉरपोरेशन लिमिटेड  
ब्लॉक-3, तृतीय तल, गंगा शॉपिंग काम्पलैक्स  
सैक्टर-29, नौएडा-201301  
जिला-गौतमबुद्ध नगर

विषय:- नोएडा मेट्रो रेल कॉरपोरेशन लिमिटेड के 31 मार्च 2019 को समाप्त होने वाले वर्ष के लेखाओं पर भारत नियंत्रक-महालेखापरीक्षक का प्रबन्धन पत्र।

महोदय,

नोएडा मेट्रो रेल कॉरपोरेशन लिमिटेड के 31 मार्च 2019 को समाप्त वर्ष के लेखाओं की लेखापरीक्षा मेरे कार्यालय द्वारा की गयी है।

मैं आपका ध्यान, कम्पनी को निर्गत टिप्पणियों के अतिरिक्त, संलग्न लेखापरीक्षा प्रेक्षणों की ओर आकृष्ट कराना चाहता हूँ। इन प्रेक्षणों पर आपकी तरफ से सुधारात्मक कार्यवाही अपेक्षित है जिसे आगामी वर्ष के लेखाओं के लेखापरीक्षण के दौरान देखा जाएगा।

संलग्नक-यथोपरि।

भवदीया

(हंसा)

वरिष्ठ उप महालेखाकार

**Annexure to the Management Letter No. संख्या ई.एस – 1 / कम्पनी लेखा / NMRC/2018-19/377 दिनांक: 20 दिसम्बर 2019 drawing attention to the observations on the accounts for the year ending 31 March 2019**

**A. Comments on Disclosure**

**Notes to Accounts**

**1. Note No. 1.2: Fixed Assets**

- (i) As per Explanatory notes for Note No. 1 (1.1) the details of Land taken on operative lease for 90 year from Noida and Greater Noida Authority for Greater Noida Metro Corridor was disclosed however, the details of actual land allotment (in hectare) was not disclosed.
- (ii) As per Explanatory notes for Note No. 1 (1.2) the details of Land taken on operative lease for 90 year from Greater Noida Authority for staff quarters was disclosed however, the details of actual land allotment (in hectare) was not disclosed.

**2. Notes to Financial Statements (Note No. 28)**

A Memorandum of Understanding (MoU) was entered (17 February 2018) into between GoI, GoUP and Noida Metro Rail Corporation Ltd. (NMRC) incorporated as SPV, for execution of Noida- Greater Noida Metro rail Project.

As per clause 10-Project Financing: 10.1- the financing of the project would be done through a mix of equity, interest free subordinate debt and senior term debt (including borrowing from National Capital Region Planning Board (NCRPB), New Delhi or any other multilateral/ International/ Domestic Financial institution).

As the details of funds received and pending for receipt provide an important information about implementation of the Metro project by the Company, the same should have been disclosed by the Company in Notes to Financial Statements.

**Sr. Audit Officer**





# Noida Metro Rail Corporation Ltd.

(A joint venture of Govt. of India and Govt. of U.P.)

Block-III, 3rd Floor, Ganga Shopping Complex, Sector-29, Noida-201301,  
Gautam Budh Nagar, Uttar Pradesh

Ph: 0120-4344483 / 84, Website: [www.nmrcnoida.com](http://www.nmrcnoida.com)