

NOTICE

Notice is hereby given that the **Sixth** Adjourned Annual General Meeting of the Members of Pune Smart City Development Corporation Limited will be held on Thursday, 29th September, 2022 at 04.00 P.M. (I.S.T) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of a Director

To appoint a Director in the place of Shri. Saurabh Rao (DIN: 08127958) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

3. Re-appointment of a Director

To appoint a Director in the place of Shri. Vikram Kumar (DIN: 03627339) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. Re-appointment of M/s P R A S S & ASSOCIATES LLP, Chartered Accountants (Firm’s Registration No. 107816W/ W100222) as statutory auditors of the company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for reappointment of M/s P R A S S & ASSOCIATES LLP, Chartered Accountants (Firm’s Registration No. 107816W/ W100222) as Statutory Auditors of the Company to hold office for further consecutive term of five years from the conclusion of this 6th Annual General Meeting until the conclusion of 11th Annual General Meeting of the Company or till the existence of the Company, whichever is earlier, at a remuneration as decided by the Audit Committee/Board of Directors.”

**BY ORDER OF THE BOARD OF DIRECTORS
PUNE SMART CITY DEVELOPMENT CORPORATION LIMITED**

Sd/-

**DR. SANJAY KOLTE
(CEO & ED)**

Date: 22.09.2022

Place: Pune

DIN: 02033601

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. In accordance with the said circulars of MCA and applicable provisions of the Companies Act, 2013 (“Act”) the 6th AGM of the Company is being held through VC/OAVM. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The link for attending the AGM through VC/OAVM will be shared with the members prior to the meeting.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.

DIRECTORS' REPORT
For the Year ended March 31, 2022
(Section 134 of the Companies Act, 2013)

To the Members,

PUNE SMART CITY DEVELOPMENT CORPORATION LIMITED

Your Directors have pleasure in presenting **Sixth** Annual Report on the business and operations of the Company together with the audited financial statement for the Financial Year ended March 31, 2022.

1. FINANCIAL HIGHLIGHTS:

The summary of the Financial Performance of the Company on standalone basis for the financial year ended March 31, 2022 and March 31, 2021 is given below:

(Amount in Rupees Lakhs)

Particulars	For the Financial period ended March 31, 2022	For the Financial period ended March 31, 2021
Net Sales/Income	NIL	NIL
Total Income *	12,138.93	16,722.95
Total Expenses	33,094.28	19,898.96
Profit before exceptional and extraordinary items and tax*	(20,955.35)	(3,176.01)
Less: Exceptional Items	-	-
Profit /(Loss) Before Tax*	(20,955.35)	(3,176.01)
Less: Current Tax	-	-
Less: Deferred Tax	202.29	202.29
Net Profit/(Loss) After Tax*	(20,753.06)	(3,387.47)
Dividend (including Interim if any and final)	-	-
Net Profit After Dividend and Tax	(20,753.06)	(3,387.47)

2. STATE OF THE COMPANY'S AFFAIRS

The Company initiated and executed projects under the Smart City Plan. During the sixth year of operations, the Company has total income of Rs.121,38.93 Lakhs which comprises

government grants and interest earned on funds parked as fixed deposit in banks. The Net Loss during this period is Rs. 20,753.06/- Lakhs.

3. DIVIDEND

The Board of Directors does not recommend any dividend for the period under review.

4. TRANSFER TO RESERVES

During the year under review, the Company does not propose to transfer any amount to the Reserves.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 does not apply as there was no dividend declared during the period under review.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors comprises of Nine members as on the date of Director's Report. The Board of Directors represents the interest of the Company and provides the management with guidance and strategic direction.

Government of Maharashtra through their decision no. Smart C.-Pune/2016/Ward No.94/Navi-23 dated 14th March, 2016 has decided the composition of the Board of Directors of PSCDCL. As per the said decision, the Board of Directors of the Company consists of representatives of the Central Government, State Government, Pune Municipal Corporation, Independent directors and Executive Director of the Company and the total strength of the Board shall be 15 members. However, currently the Board of Directors comprises of nine members, reason being, the six directors nominated by Pune Municipal Corporation has vacated their position with effect from 14th March, 2022. The same has been informed by the Office of Nagar Sachiv, PMC through their letter dated 22nd March, 2022.

a. Present composition as on the date of Directors' Report:

Sr No.	Name of the Director	Designation
1.	Padmanabhan Subramanian	Independent Director
2.	Yashwant Sripad Bhawe	Independent Director
3.	Nitin Nandkishor Kareer	Nominee Director of State Government of Maharashtra
4.	Vikram Kumar	Nominee Director of State Government of Maharashtra
5.	Laxminarayan Mishra	Nominee Director of State Government of Maharashtra
6.	Saurabh Rao	Nominee Director of State Government of Maharashtra
7.	Rahul Kapoor	Nominee Director of Central Government
8.	Amitabh Gupta	Nominee Director of State Government of Maharashtra
9.	Sanjay Kolte	Executive Director & Chief Executive Officer

b. Following Directors/ KMPs were appointed/ vacated office during the year under report:

Sr. No	Name of Director	Appointment/ Vacation	Date of Appointment/Vacation
1	Rajendra Jagtap	Vacation	09.07.2021
2	Laxminarayan Mishra	Appointment	10.08.2021
3	Ganesh Bidkar	Vacation	28.02.2022
4	Murlidhar Mohol	Vacation	14.03.2022
5	Hemant Rasane	Vacation	14.03.2022
6	Deepali Dhumal	Vacation	14.03.2022
7	Prithviraj Sutar	Vacation	14.03.2022
8	Ravindra Dhangekar	Vacation	14.03.2022

7. DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence laid down in Section 149(6).

8. AUDITORS

A. Statutory Auditors

At the 01st AGM held on December 30, 2017 the members approved appointment of M/s PRASS& ASSOCIATES LLP, Chartered Accountants (Firm's Registration No. 107816W/W100222) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 06th AGM, subject to ratification of their appointment by Members at every AGM, if so, required under the Act.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018.

As the tenure of existing Statutory Auditor is ending with the conclusion of this 6th AGM, the proposal, duly recommended by the Audit Committee and the Board of Directors of the Company, for the appointment of new statutory auditor/ re-appointment of existing statutory auditor will be placed before this AGM for the consideration of the members.

B. Secretarial Auditor

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board of Directors appointed Mr. Nitin Balkrishna Prabhune, Company Secretary in Practice (Membership No: 6707) to conduct Secretarial Audit of the Company for the year ended 31st March, 2022.

C. Cost records and Cost Audit

During the year under review, your company does not fall within the ambit of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore no cost auditor was required to be appointed.

D. Internal Auditor

As per section 138 of Companies Act, 2013 read with rules there under, the Company with paidup share capital of fifty crore rupees or more during the preceding financial year needs to appoint an internal auditor who shall either be a chartered accountant or a cost accountant, or such other professional as may be decided by the Board to conduct internal audit of the Functions and activities of the Company.

Accordingly, the Board of Directors in its meeting held on 29th November, 2021 has appointed M/s. VPR & Associates as an internal auditor of the Company for the financial year 2021-22.

During Internal Audit of the year under report, below functional areas were covered by the internal auditor as part of the process:

1. Tendering & Bidding Process
2. Project Management Review
3. Financial Accounting, MIS, Book Closure Process & Treasury
4. Regulatory Compliance Management, Human Resource & Payroll

The said reports and observations have been duly noted and needful action has been taken as advised.

9. SECRETARIAL STANDARDS

The Company has generally complied with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India for the year ended as on 31st March 2022.

10. DEPOSITS

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013. The Company does not have any unclaimed deposits as of date.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The Directors have nothing to report on the aforesaid matters as the Company is not engaged in any manufacturing, has no foreign collaboration and has not exported or imported any goods or services.

12. EXTRACT OF ANNUAL REPORT

A copy of annual return of the Company (Form MGT-7) will be uploaded on Company's website: www.punesmartcity.in

13. MEETINGS OF THE BOARD

During the financial year under report, three Board Meetings were held on, August 10, 2021, November 29th, 2021 and March 30th, 2022.

14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT AND COMMITMENTS AFFECTING FINANCIAL POSITION

There are no adverse material changes or commitments occurred after March 31, 2022 which may affect the financial position of the Company or may require disclosure.

Further, during the year under review, there has been no Material change in the nature of business of the Company.

15. DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review no company has become or ceased to be subsidiary, associate company of joint venture of the Company.

16. DETAILS ON PERFORMANCE OF SUBSIDIARY COMPANY

Details of the operational review of your Company's wholly owned subsidiary, Pune Idea Factory Foundation are given in **Form AOC-1** which is annexed as **Annexure I** to this Report.

17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

18. DECLARATION UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

There are no applications made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under report.

19. INTERNAL CONTROL SYSTEMS AND PROCESSES

The Company maintains Internal Control Systems and processes which are considered adequate with regard to the nature of business and size of operations.

20. RISK MANAGEMENT POLICY:

The Company in accordance with the provisions of Companies Act, 2013, under sections 134 and 143 read with Companies (Accounts) Rules, 2014 has adopted a Risk Management Policy and the same is duly implemented.

21. FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance and the directors individually. Performance evaluation covers various aspects of the Board's functioning such as adequacy of the composition of the Board, execution and performance of specific duties, obligations and governance. The evaluation of senior employees was conducted based on the criteria and framework adopted by the Board.

22. VIGIL MECHANISM

The provisions of Section 177(9) of the Companies Act do not apply to the Company.

23. QUALIFICATIONS/RESERVATIONS BY AUDITORS

A. Qualifications/ Reservations by Statutory Auditor

The Audit Report does not contain any qualification, reservation, disclaimer or adverse remarks.

B. Qualifications/ Reservation by Secretarial Auditor:

S. No.	Section	Observations of audit	Board's Comments
1	Section 203(1) Every company belonging to such class or classes of companies as may be prescribed shall have the whole-time key managerial personnel.	<ul style="list-style-type: none"> The Company has suspended its Chief Financial Officer during financial year 2018-19. The Company has not appointed Chief Financial Officer to fill the casual vacancy caused by resignation. The CFO resigned from the post on 04th June, 2019 and Board Accepted his resignation in the Board meeting held on 11th September, 2019 	The Company has suspended Chief Financial Officer but appointed Mrs. Ulka Kalaskar, CAFO, PMC to take over the interim charge and to discharge the duties of Chief Financial Officer of the Company.
2	Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014.	<ul style="list-style-type: none"> The Company has issued shares on Rights basis. These shares were not issued in dematerialized form. 	<p>As per Smart City Mission Guidelines Company's shares are held equally by State Government and PMC. PMC has nominated 6 persons to hold shares as a nominee of PMC.</p> <p>The position of those nominees keeps changing frequently. Hence, there will be a practical problem for opening of demat account each time the nominee gets changed and to transfer the holding to new nominee.</p> <p>Additionally, management has sought a written clarification from NSDL that, being a state government Company, it is exempted from the compulsory dematerialization of its share.</p>
3	Section 173 of the Companies Act, 2013	<ul style="list-style-type: none"> Gap between two Board meetings exceeded 120 days (between 26th and 27th Board meeting) 	<p>Due to the outbreak of Covid-19 during the said period, the Company could not hold the Board Meeting within 120 day from the previous board meeting.</p> <p>The Board of Directors assured to adhere to the said regulations of the Companies Act, 2013 henceforth.</p>

24. REPORTING OF FRAUD BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

25. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY

Company has neither given any loan or guarantee nor made any investment during the year under report.

26. PARTICULARS OF CONTRACTS / ARRANGEMENT WITH RELATED PARTIES

There were no contracts or arrangements entered by the Company with related parties during the year under report.

27. PARTICULARS OF EMPLOYEES

During the year under report, no employee employed throughout the year or part of the year was in receipt of remuneration of Rs.1,02,00,000/- per annum or Rs. 8,50,000/- per month or in excess thereof, respectively.

28. REMUNERATION POLICY

The Remuneration Committee takes into account following criteria while deciding the remuneration to be paid to the Directors and Key Managerial Personnel:

- i) Persons of eminence, standing and knowledge with significant achievements in Business, Professions and/or Public Service
- ii) Financial or business literacy/skills
- iii) Appropriate other qualification/experience to meet the objectives of the Company
- iv) Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities

- v) Ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.

29. CORPORATE SOCIAL RESPONSIBILITY

As the net worth of the Company is below ₹500 Crores, turnover is below ₹1000 Crores and Net Profit is less than ₹5 Crore, the provisions of Section 135 of the Companies Act do not apply to the Company.

30. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Section 4 (1) says "every employer of a workplace shall, by an order in writing constitute a committee to be known as the "Internal Complaints Committee". The Company fully respects the Vishakha Guidelines in spirit and practice and as part of its Human Resource Policy has duly adopted the same and provided for detailed provisions in its Employee Code of Conduct. The Company also has framed an Internal Complaints Committee (ICC) Policy under the aforesaid act and is following due compliances in the matter.

The following is a summary of sexual harassment complaints received and disposed of during the year 2021-22:

S. No.	Particulars	Details
1	No of Complaints received	0
2	No of complaints disposed off	0

31. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility statement, it is hereby confirmed that:

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

- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the annual accounts on a going concern basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32. ACKNOWLEDGEMENT

Your Directors express their gratitude to The Central Government, State Government, Pune Municipal Corporation, Banks, FIs, and various other government offices/agencies for the co-operation extended to the Company. The Directors also take this opportunity to thank the stakeholders for the confidence reposed by them in the Company. The employees of the Company contributed significantly in achieving the results. The Directors take this opportunity of thanking them and hope that they will maintain their commitment to excellence in the years to come.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
PUNE SMART CITY DEVELOPMENT CORPORATION LIMITED

Date:
Place: Pune



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DIRECTOR
DIN: 02033601

A handwritten signature in black ink, appearing to be "M. S.", written over the word "DIRECTOR".

DIRECTOR
DIN: 03627339

1234567890

1234567890

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies
(Accounts) Rules, 2014)

Name of the Company: PUNE SMART CITY DEVELOPMENT CORPORATION LIMITED

CIN: U93000PN2016SGC158980

**Statement containing salient features of the financial statement of subsidiaries/ associate
companies/ joint ventures**

Part "A": Subsidiaries

(Rs. in Thousands)

Sr. No	Particulars	Details (in Rs)
1.	Name of the subsidiary	Pune Idea Factory Foundation
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as holding company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	49,000
5.	Reserves & surplus	7,179
6.	Total assets	56,648
7.	Total Liabilities	470
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	2,846
11.	Provision for taxation	624
12.	Profit after taxation	2,223
13.	Proposed Dividend	-
14.	% of shareholding	100%

Notes:

1. Names of subsidiaries which are yet to commence operations: Company does not have any subsidiaries which are yet to commence operations.

2. Names of subsidiaries which have been liquidated or sold during the year: Company does not have any subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

Company does not have any Associate Companies and Joint Ventures:

Name of Associates/ Joint Ventures	-	-
1. Latest audited Balance Sheet Date	-	-
2. Shares of Associate/Joint Ventures held by the company on the year end	-	-
No.		
Amount of Investment in Associates/Joint Venture (in Rs)	-	-
Extend of Holding %	-	-
3. Description of how there is significant influence	-	-
4. Reason why the associate/ joint venture is not consolidated	-	-
5. Net worth attributable to Shareholding as per latest audited Balance Sheet (in Rs)	-	-
6. Profit / Loss for the year	-	-
i. Considered in Consolidation		
i. Not Considered in Consolidation		

Notes:

1. Names of associates or joint ventures which are yet to commence operations: Company does not have any associates or joint ventures which are yet to commence operations.

2. Names of associates or joint ventures which have been liquidated or sold during the year: Company does not have any associates or joint ventures which have been liquidated or sold during the year.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
PUNE SMART CITY DEVELOPMENT CORPORATION LIMITED

Date: 22.09.2022

Place: Pune



A handwritten signature in purple ink, appearing to be "Dhruv".

DESIGNATION

DIN: **02033601**

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DESIGNATION

DIN: **03627339**

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6. 7. 8. 9. 10.



INDEPENDENT AUDITOR'S REPORT

To the Members of Pune Smart City Development Corporation Ltd, Pune

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the Standalone Ind AS statements financial statements of Pune Smart City Development Corporation Ltd ("the Company"), which comprise the balance sheet as at March 31, 2022, and the statement of Profit and Loss, Statement of Changes in Equity and the statement of cash flows for the year then ended, and notes to the Standalone Ind AS 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 Ind AS financial statements 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 31st, 2022 and its profit and loss, 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 (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules 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.

Emphasis of Matter

We draw attention to Note No. 15 to the financial statements relating to reclassification of Other Non-Current Liabilities to Other Current Liabilities as management is of the opinion that all the projects are to be completed and handed over to Pune Municipal Corporation by 31st March 2023. This includes transfer of EMD and SD collected. Our report is not modified in respect of this matter.



Information Other than the Financial Statements and Auditor's Report Thereon

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 implementation and maintenance of 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 Financial Statement

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 skepticism throughout the audit. We also:

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. 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.



Other Matter

We did not audit the financial statements/ information of **NIL branches** included in the Standalone Ind AS financial statements of the company whose financial statements/financial information reflect total assets of **NIL** as at 31st March 2022 and the total revenue of **NIL** for the year ended on that date, as considered in the financial statements/information of these branches have been audited by the internal auditors of respective branches whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches if any, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. 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 Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. *Section 129 of Companies Act, 2013 prescribes for consolidation of Financial Statements of a subsidiary company by a holding company. Pune Idea Factory Foundation (PIFF), a wholly owned subsidiary company of PSCDCI, is registered under Section 8 of Companies Act, 2013. Provisions of Sec. 8 of Companies Act, 2013 prohibits a company from distribution of profits to its members. In view of this, we are of the opinion that preparing consolidated financial statements are not required.*

On same lines, the conditions laid down in para 7 of Ind AS 110 are not satisfied. In view of this, preparation of Consolidated Financial Statements are not applicable.

3. 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. Proper Records, adequate for the purpose of our audit have been received from the branches not visited by us;
 - (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 [and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - (c) The company does not have any branches and hence branch Audit is not applicable.
 - (d) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (f) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.



(g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(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:

- i) The Company does not have any pending litigations which would impact its financial position
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For P R A S S & Associates LLP
Chartered Accountants



CA J. J. Ranadiye
Partner
M.No. 032953
Date: 22/09/2022
Place: Pune
UDIN: 22032953ATTTMQ2798



“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2022:

- 1) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments;

(B) The Company has maintained proper records showing full particulars, of intangible assets;
- (b) The Property, Plant and Equipments have been physically verified by the management during the year and no material discrepancies between the books records and the Property, Plant and Equipments have been noticed.
- (c) The title deeds of immovable properties, wherever applicable, are held in the name of the company.
- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) (a) The company does not have any inventory of goods and hence this clause is not applicable.
- (b) The Company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets. Hence reporting under this clause is not applicable.
- 3) During the year the Company has not made investments in, provided any guarantee or security or granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, maintenance of Cost Records as specified by the Central Government under sub-section (1) of Section 148 of the Act, is not applicable because the company does not fulfill the criteria of maintaining the Cost Records.



- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. No undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are no dues of income tax, service tax, duty of customs, duty of excise, outstanding on account of any dispute except as mentioned below:

The company has capitalized interest income on capital grants as same is used for funding projects and not shown as income. During the Assessment proceedings for A.Y. 2017-18 and A.Y. 2018-19, Income Tax Department has raised demand considering interest income as revenue in nature against which the company has gone into appeal. Details of Appeal are as follows:

Sr. No.	Assessment Year	Amount of Addition in Dispute
1	2017-18	10,90,67,924.00
2	2018-19	9,87,43,351.00

- 8) In our opinion and according to the information and explanations given to us, there are no transactions that were not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)
- 9) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government or from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures and has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, the provisions of clause 3 (ix) (a) to (f) of the Order are not applicable to the Company and hence not commented upon.
- 10) (a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally convertible) during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 11) (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the



year.

(b) As no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year, reporting under sub-section 12 of section 143 of The Companies Act, 2013 is not applicable.

(c) Based upon the audit procedures performed and the information and explanations given by the management, the company has not received any whistleblower complaints during the year.

- 12) Based upon the audit procedures performed and the information and explanations given by the management, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) (a) to (c) of the Order are not applicable to the Company.
- 13) Based upon the audit procedures performed and the information and explanations given by the management, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) (a) The company has an internal audit system commensurate with the size and nature of its business
- (b) During the conduct of our audit, we have considered the reports of the Internal Auditors for the period under audit
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) (a) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.
- (b) the company has not conducted any Non-Banking Financial or Housing Finance activities and hence this clause is not applicable;
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence this clause is not applicable;
- (d) The company does not have any CIC.
- 17) The company has incurred cash losses in the financial year amounting to Rs. 1,78,36,30,635.00. The company has not incurred cash losses in the immediately preceding financial year.
- 18) There is no resignation of statutory auditors during the year; hence this clause is not applicable.
- 19) Based upon the audit procedures performed and the Information and explanations



given by the management and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans we were in the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

- 20) (a) As the provisions of section 135 of The Companies Act, 2013 are not applicable to the company, this clause is not applicable to the company;
- (b) The provisions of this clause are not applicable to the company;
- 21) As this report relates to standalone financial statements of the company, this clause is not applicable to the company.

**For and on behalf of
M/s P R A S S & Associates LLP
Chartered Accountants
Firm Registration No. 107816W/W100222**



**Partner
CA J.J. Ranadive
Mem. No:032953
Place: Pune
Date : 22/09/2022**



Annexure - B to the Auditors' Report

Report on the Internal Financial Controls 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 Pune Smart City Development Corporation Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone Ind AS 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 operate defectively 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 standalone Ind AS 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 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 31 March 2022, 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.

For and on behalf of
M/s P R A S S & Associates LLP
Chartered Accountants
Firm Registration No. 107816W/W100222

Partner
CA J.J. Ranadive
Mem. No:032953
Place: Pune
Date : 22/09/2022

