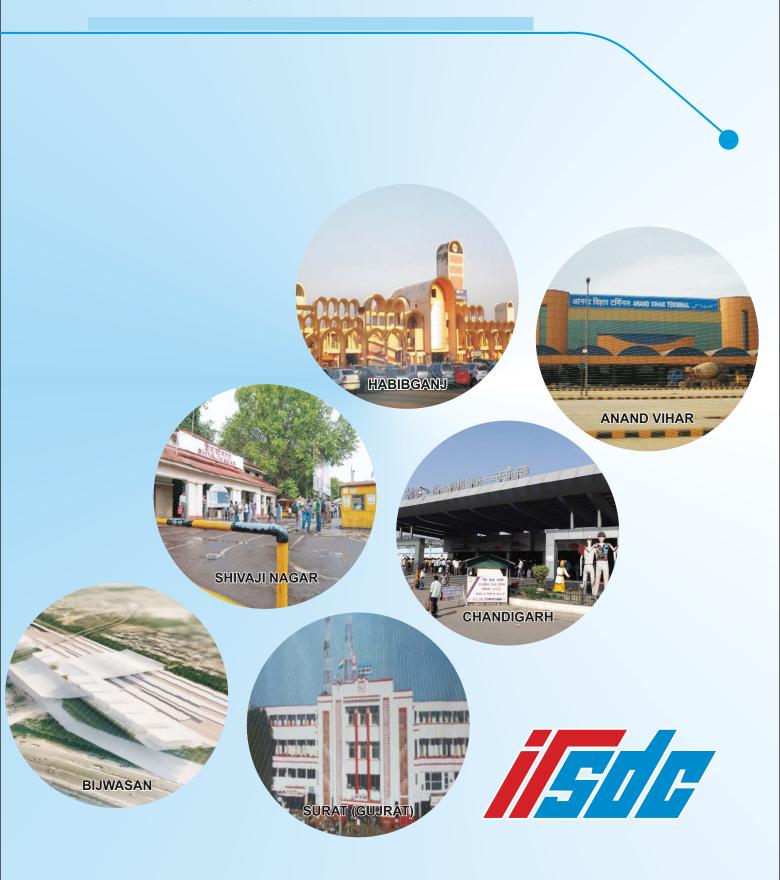
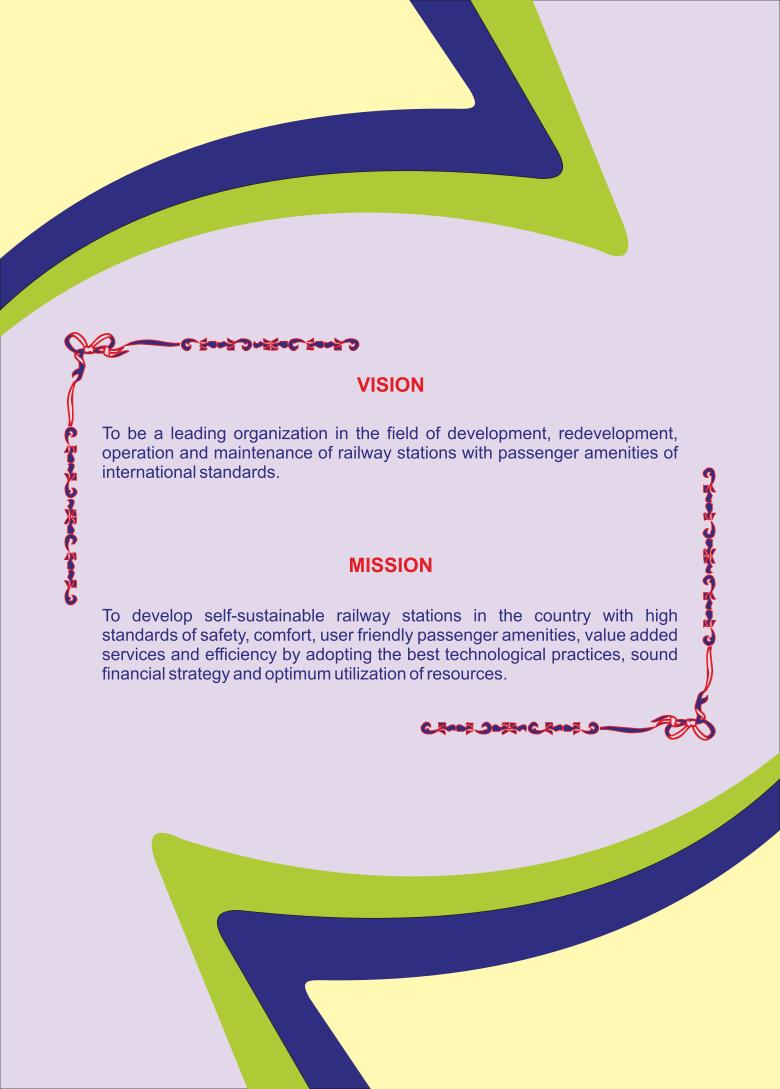
# ANNUAL 2014-15







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# BOARD OF DIRECTORS

(As on 01-04-2015)



Mr. Mohan Tiwari
Director



Mr. Deepak Sabhlok Director



Mrs. Anju Ranjan Director



Mr. Vijay Garg Director



Mr. Basant Kumar Singh
Director



# KEY EXECUTIVES



Mr. S. P. Mahi Chief Executive Officer



Mr. Parag Verma Chief Operating Officer



Mr. S. K. Bandyopadhyay
Chief Financial Officer



Mr. Prasant Kumar Sahoo Company Secretary

Statutory Auditors

Bansal Gupta & Associates
C-37, 2nd Floor, Connaught Place,
New Delhi - 110001

Main Bankers
Indian Overseas Bank

Registered Office 4th Floor, Palika Bhawan Sector-XIII, R. K. Puram, New Delhi - 110066







# Ladies and Gentlemen,

Good afternoon and thank you for joining us today.

On behalf of the Board of Directors, I take this opportunity of extending a very cordial welcome to you all in this 3rd Annual General Meeting of your Company. The Annual Report for the Financial year ending 31st march 2015, along with the Directors' Report, Audited Annual Accounts and Statutory Auditor's Report and the report of Comptroller & Auditor General of India have already been circulated to you and I take them as read.

I would like to briefly share with you the details of the performance of the Company.

#### **Financial Profile**

This is the 3rd year of operation of your company. During the period, the Company has earned accrued interest of Rs. 2.93 crores which has resulted in a profit of Rs. 1.98 crore.

# **Operational Profile**

You are aware that six (6) railway stations namely; Chandigarh (CDG), Habibganj (HBJ)-Bhopal, Shivaji Nagar (SVJR)-Pune, Bijwasan (BWSN)-New Delhi and Anand Vihar (ANVR)-New Delhi, Surat-Gujarat have been entrusted to your Company for development & feasibility study.

During the year 2014-15, In-principle approvals from the respective Zonal railways have been obtained for all stations except Surat, for which although Master Plans were submitted in March'15 and approval obtained in April'15. For Habibganj station second (2<sup>nd</sup>) stage bidding process of Request for Technical Proposal (RTP) is in advance stage. Clearance on plan by Unified Traffic and Transportation Infrastructure Planning and Engineering Centre (UTTIPEC) after approval by Lieutenant Governor (LG)/New Delhi have been received in the month of May'15 for Bijwasan and Anand Vihar Terminal, thereafter process of obtaining clearances from other statutory bodies are in progress. Appellate Committee of AAI have decided in favour of IRSDC's appeal for more height in case of Bijwasan. Accordingly modification in the No Objection Certificate Application System(NOCAS) is being carried out by Airport Authority of India (AAI) for issuing fresh clearance of height. Although conditional clearance for Master Plan for Chandigarh has been obtained in July'15, response of UT on further clarification sought by IRSDC is awaited.



# **Corporate Governance**

IRSDC complied with the conditions of Corporate Governance, as stipulated in the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises, Government of India. As required under the said guidelines and provisions, a separate section on Corporate Governance has been added to Directors' Report and a Certificate regarding compliance of conditions of Corporate Governance has been obtained from a Practicing Company Secretary.

# **Acknowledgement**

On behalf of the Board of Directors and the Company, I would like to extend special thanks to, Ministry of Railways, Rail Land Development Authority; and also to our holding company Ircon International Limited for their continued support. I would also like to place on record our appreciation for the commitment and hard work put in by our employees in achieving the growth of the Company.

I look forward to your unwavering support in this challenging but exciting process of building railway stations of international standard for enhanced passenger amenities.

Jai Hind.

Place: New Delhi Dated: 03.09.2015

(Mohan Tiwari) Chairman/IRSDC



# **Directors' Report**

To The Members,

Your Directors have pleasure in presenting 3<sup>rd</sup>Annual Report on the working of the Company for the financial year ended on 31<sup>st</sup> March, 2015 together with Audited Annual Accounts, Auditors' Report for the reporting period.

# **FORMATION OF THE COMPANY**

Indian Railway Stations Development Corporation Limited (IRSDC) was incorporated on April 12, 2012 as a Joint Venture of Ircon International Limited (IRCON) (A Govt. of India Undertaking, under Ministry of Railways) and Rail Land Development Authority (RLDA), a statutory authority under the Ministry of Railways with the aim to develop the Railway Stations across India with primary objective of augmenting and maintaining passenger amenities at stations in a holistic manner. IRSDC, in addition to redevelopment/remodelling/up gradation of level of passenger amenities shall be responsible to maintain station premises for a period of 45 years.

The Company obtained Certificate of Commencement of Business on 09<sup>th</sup> May, 2012 from the office of Registrar of Companies. The Equity stake of IRCON and RLDA in IRSDC is in the ratio of 51:49 respectively.

#### **OPERATIONAL HIGHLIGHTS**

The following 6 stations have been entrusted to IRSDC for development/redevelopment:

- a. Chandigarh
- b. Habibganj-Bhopal,
- c. Shivaji Nagar-Pune,
- d. Bijwasan-New Delhi,
- e. AnandVihar-New Delhi, and.
- f. Surat-Gujarat

During the year 2014-15, In-principle approvals from the respective Zonal Railways have been obtained for all the Railway Stations except Surat, whose Master Plan was submitted on 31.3.15 and for which In-Principle approval from railways have been obtained on 21.04.2015. After obtaining local body approval to the Master plan of Habibganj-Bhopal, the 2<sup>nd</sup> stage bidding process of RTP (Request for Technical Support) is in advance stage. Governing body of Unified Traffic and Transportation Infrastructure Planning and Engineering Centre (UTTIPEC) headed by Lieutenant Governor (LG), has accorded approval for the Concept and Master Plans of Bijwasan (BWSN)-New Delhi, and Anand Vihar (ANVT)-New Delhi on 10.02.2015, however, the signed copy of the plans have been given on 09.05.2015, thereafter, application to other authorities for various clearances have been initiated. Concerted efforts are being made with Airport Authority of India (AAI) for the grant of requisite height for Bijwasan station and we are hopeful of getting the same. Conditional Local body approvals for Chandigarh has been obtained on 09.07.2015 and clarifications and details have been asked for applicable bye laws and regulations on the railway land. For Shivajinagar an appeal has been submitted to state government for granting clearances as per the advice of the Commissioner PMC, case is being pursued.



#### **FINANCIAL REVIEW**

During the financial year 2014-15, IRSDC has not raised additional equity share capital. Therefore, as on 31<sup>st</sup> March, 2015, the Company has paid up share capital of Rs. 40.00 crores against authorized share capital of Rs. 100.00 crores.

The Company made payments to the architectural and financial consultants amounting to Rs. 1.72 crores and common expenses of Rs. 2.70 crore i.e. total of Rs. 4.42 crores, which has resulted into Intangible Assets under development.

During the year ended 31<sup>st</sup> March, 2015, the Company earned other income of Rs. 2.93 crores mainly because of interest earned on fixed deposits made with banks. The Company has Profit before Tax (PBT) and Profit After Tax (PAT) of Rs. 2.93 crores and Rs 1.98 crores respectively for the year 2014-15.

# FINANCIAL PERFORMANCE INDICATORS.

(Rs. in Crores)

S. No.	Particulars	2014-15	2013-14
1	Authorized Share Capital	100.00	100.00
2	Paid up Share Capital	40.00	40.00
3	Total Income	2.93	3.27
4	Total Expenses	Nil	0.03
5	Profit/(loss) before Tax	2.93	3.24
6	Profit/(loss) after Tax	1.98	2.53
7	Net Worth	43.44	41.46
8	Earnings per Share	0.49	0.64
9	Cash & Bank Balances	28.25	31.07
10	Intangible assets under development	14.13	9.71

# **DIVIDEND:**

Since the Company is in the initial stages of its business it has not earned any Operating Profit. Therefore, no dividend can be declared by the Company now.

# CONSERVATION OF ENERGY AND ENVIRONMENTAL CONCERNS

There are no particulars, relating to conservation of energy, technology absorption under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

# FOREIGN EXCHANGE EARNING AND OUTGO

During the financial year under review the Company had no earning and outgo in foreign exchange.



#### **COMPLIANCES**

#### **Presidential Directives**

No presidential Directives was received during the year.

# **Particulars of Employees**

During the period under review the Company had no employees in receipt of remuneration exceeding the limit prescribed, under section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

# Right to Information Act, 2005

As per the requirement of RTI Act, necessary updated information including names of the Appellate Authority, Central Public Information Officer and Assistant Public Information officer of the Company are posted on the Website. During the year, the Company has received three queries which were replied satisfactorily.

# **Information Technology**

The Company has its website in domain <a href="http://www.irsdc.com">http://www.irsdc.com</a>, which provides profile of the Company, Projects, Annual Reports, Tenders, Contact details etc. During the year, updates were made regarding projects, annual reports, tenders, RTI, contacts details etc.

#### **Corporate Governance**

"Management Discussion and Analysis Report" and "Corporate Governance Report" forms an integral part of this Directors' Report and have been placed as Annexure "A" and "B" respectively.

# **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134 (5) referred to in clause (c) of sub-section (3) of Section 134 of the companies Act, 2013, your Directors confirm that:

- (i) in the preparation of the 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 2014-15 and of the profit & 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 had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



#### **BOARD OF DIRECTORS**

During April 2014 to March 2015, Four meetings of Board of Directors were held with one meeting in each of the quarter. Meetings were held on 24<sup>th</sup> June 2014, 30<sup>th</sup> July, 2014, 2<sup>nd</sup> October, 2014, 1<sup>st</sup> January, 2015 and 8<sup>th</sup> January, 2015.

# The following Directors ceased to hold office after during the financial year 2014-15:-

1.	Mr. A. K. Gupta	Ceased to be Director due to withdrawal of his nomination by Rail Land Development Authority and Mr. Vinod Kumar Was nominated. Held office from 20.06.2014 to 24.06.2014.
2.	Mr. Vinod Kumar	Ceased to be Director due to withdrawal of his nomination by Rail Land Development Authority and Mr. Vijay Garg was nominated. Held office from 25.06.2014 to 04.08.2014.
3.	Mrs. Dhruv Singh	Ceased to be Director due to withdrawal of his nomination by Rail Land Development Authority and Mr. Basant Kumar Singh was nominated. Held office from 01.08.2012 to 17.08.2014.

The following Directors are holding office as on date:

1.	Mr. Mohan Tiwari, Director	Since Incorporation (From 12/04/2012)
2.	Mr. Deepak Sabhlok, Director	Since Incorporation (From 12/04/2012)
3.	Mrs. Anju Ranjan, Director	From 01/09/2013
4.	Mr. Vijay Garg, Director	From 05/08/2014

# **AUDITORS**

M/s. Bansal Gupta & Associates was appointed by the Comptroller and Auditor General of India, as Statutory Auditor, to audit the accounts of the Company for the year 2014-15. There is no reservation or qualification in their report.

#### **ACKNOWLEDGMENT**

The Board of Directors wish to place on record their appreciation for the support and co-operation extended by IRCON, RLDA, Ministry of Railways, the Auditors and Bankers of the Company.

We place on record our sincere appreciation for all the employees of the Company at all levels for their tireless efforts, dedication, and sincerity of purpose in improving the performance of the Company.

# For and on behalf of the Board of Directors

S/d S/d
(Anju Ranjan) (Mohan Tiwari)
DIRECTOR CHAIRMAN
DIN:06681154 DIN:00191363

Place: New Delhi Date: 15/07/2015



# **ANNEXURE A**

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### **AN OVERVIEW**

Indian Railway Stations Development Corporation Limited (IRSDC), a Special Purpose Company made by Ministry of Railways as a Joint Venture company of Ircon International Limited (IRCON) (A Govt. of India Undertaking, under Ministry of Railways, a Schedule 'A', Mini Ratna - category I Company) and Rail Land Development Authority (RLDA), a statutory authority under the Ministry of Railways, was incorporated under the Companies Act, 1956 on 12th April, 2012. The Company has obtained a Certificate of Commencement of Business on 09th May 2012 from the office of Registrar of Companies. The Equity stake of IRCON and RLDA in IRSDC is in the ratio of 51:49,

The Company is undertaking the work of development/re-development of the existing /new railway station (s) which will consist of upgrading the level of passenger amenities by new constructions/renovations including redevelopment of the station buildings, platform surfaces, circulating area, etc., to better standards so as to serve the need of the passengers. It will also undertake project for development of real estate on Railway/Government land and its commercial utilization as may be required in connection with development of railway stations.

#### **BUSINESS ENVIRONMENT**

In the budget 2013-14 speech of honourable Railway Minister, Mr. Sadananda Gowda it is stated ".....we will take up development of identified stations to international standards with modern facilities and passenger amenities on the lines of newly developed airports through PPP mode. Initially, Indian Railways would develop at least 10 major stations of metro cities and important junctions with state-of-the-art facilities, leveraging land and air space in and around the stations."

Therefore there is opportunity available for IRSDC to take up more works in future.

#### **OUTLOOK**

The Vision/Mission and objectives of the Company as approved by the Board of Directors of the are:-

#### Vision

To be a leading organization in the field of development, redevelopment, operation and maintenance of railway stations with passenger amenities of international standards.

#### Mission

To develop self-sustainable railway stations in the country with high standards of safety, comfort, user friendly passenger amenities, value added services and efficiency by adopting the best technological practices, sound financial strategy and optimum utilization of resources.

#### **FINANCIAL PERFORMANCE**

The Company made payments to the architectural and financial consultants amounting to Rs1.72crores and common expenses of Rs. 2.70 crore i.e. total of Rs. 4.42 crores, which has resulted into addition to Intangible Assets under development.

During the year ended 31st March, 2015, the Company earned other income of Rs. 2.93 crores mainly because of interest earned on fixed deposits made with banks amounting to Rs. 2.91crores. The Company has Profit before Tax (PBT) and Profit After Tax (PAT) of Rs. 2.93 crores and Rs. 1.98 crores respectively for the year 2014-15.



# **OPERATIONAL PERFORMANCE**

The following 6 stations have been entrusted to IRSDC for development/redevelopment:

- a. Chandigarh
- b. Habibganj-Bhopal,
- c. Shivaji Nagar-Pune,
- d. Bijwasan-New Delhi,
- e. Anand Vihar-New Delhi, and
- f. Surat (Gujarat)

During the year 2014-15, In-principle approvals from the respective Zonal Railways have been obtained for all the Railway Stations except Surat, whose Master Plan was submitted on 31.3.15 and for which In-Principle approval from railways have been obtained on 21.04.2015. After obtaining local body approval to the Master plan of Habibganj-Bhopal, the 2<sup>nd</sup> stage bidding process of RTP is in advance stage. Governing body of Unified Traffic and Transportation Infrastructure Planning and Engineering Centre (UTTIPEC) headed by Lieutenant Governer (LG), has accorded approval for the Concept and Master Plans of Bijwasan (BWSN)-New Delhi, and Anand Vihar (ANVT)-New Delhi on 10.02.2015, however, the signed copy of the plans have been given on 09.05.2015, thereafter, application to other authorities for various clearances have been initiated. Concerted efforts are being made with Airport Authority of India (AAI) for the grant of requisite height for Bijwasan station and we are hopeful of getting the same. Conditional Local body approvals for Chandigarh has been obtained on 09.07.2015 and clarifications and details have been asked for applicable bye laws and regulations on the railway land. For Shivajinagar an appeal has been submitted to state government for granting clearances as per the advice of the Commissioner PMC, case is being pursued.

# **STRENGTHS**

Company is JV of IRCON & RLDA. IRCON with vast national and international experience of infrastructure projects as well as development of commercial, institutional, industrial and residential properties and whereas RLDA has the statutory mandate for commercial development of the identified surplus railway land and airspace at stations assigned to it by MoR across all zonal railways.

- 1. Availability of Manpower from IRCON & Railways.
- 2. Experience of IRCON & RLDA for construction and land development respectively.
- 3. Support from MoR.

#### **RISKS AND CONCERNS**

Projects carry inherent risk since it is to be implemented out of the revenue realised from the commercial development of land at Railway Stations by Developers. The Major Risk is of time over run due to delay in finalisation of plans & parameters by Railways and local authorities. Both being independent bodies, IRSDC does not have any control over them.

The real estate market is not predictable which may result in non-realisation of expected land values. Moreover, response to the project from developers may not be encouraging, based on RLDA's experience in recent times.

# INTERNAL CONTROL SYSTEM

Your Company has appointed M/s Vinod Ajay & Associates, Chartered Accountants as Internal Auditors for the year 2014-15. Internal Auditors conduct audits of the Company in two phases to test the adequacy of the internal control systems and suggest continual improvements. Internal Audit reports are reviewed by the Audit Committee and Board of Directors of the Company.

#### **HUMAN RESOURCE**

The employees of IRSDC are a combination of those who have been appointed by the Company and the employees who are on deputation basis from IRCON and RLDA.



# **ANNEXURE B**

# REPORT ON CORPORATE GOVERNANCE

# 1. Company's Philosophy

It is the constant endeavor of the Company to adopt and maintain the highest standards of ethics in all spheres of business activities.

# 2. Governance Structure

The company is managed by the Board of Directors, which formulates strategies, policies and reviews performance periodically.

Board of holding company also reviews the performance of the Company. Minutes of the Board meetings, statement of all significant transactions and arrangements entered into by the Company, and unaudited quarterly results are placed for consideration before the Audit Committee / Board Meeting of the holding company.

Apart from part-time Directors on the Board of IRSDC, the holding company has nominated a Chief Executive Officer, below the board level, for management of day to day affairs of the Company.

# 3. Board of Directors

# 3.1 Composition of Board of Directors

As per Articles of Association (AOA) (Article 39) of the Company, the number of Directors shall not be less than three and not more than twelve. As per AOA (Article 41), the three Directors shall be nominated by holding company, Ircon International Limited and two Directors from Rail Land Development Authority.

Present strength of the Board of Directors is Four comprising of part-time directors including part-time chairman nominated by the Joint Venture Partners.

# 3.2 The details of directors as on the date of this report are given below:

# **BOARD OF DIRECTORS**

(As on the date of this report)

Directors	Whole-time / part-time	Boards of public members companies (including IRS		F Committee Ships held DC & excluding Ompanies)	
		and private companies)	As Chairman	As Member other than Chairman	
Mr. Mohan Tiwari	Part-Time Chairman	2	NIL	NIL	
Mr. Deepak Sabhlok	Part-Time Director	3	2	5	
Mrs. Anju Ranjan	Part-Time Director	NIL	NIL	1	
Mr. Vijay Garg	Part-Time Director	NIL	NIL	NIL	



# **Directors who Ceasedto hold office**

(during 2014-15 and thereafter till the date of this report)

Directors	Whole-time / Part-time / Nominee	Members of the Boards of public companies (excluding IRSDC	members (including IRSI	Committee ships held DC & excluding ompanies)
		and private companies)	As Chairman	As Member other than Chairman
Mr. S. N. Singh [Ceased to be Director due to Nomination withdrawn by Rail Land Development Authority and nominate Mr. Awadhesh Kumar Gupta. Held office from 01.11.2012 to 07.05.2014]	Nominee Director	NIL	-	-
Mr. Awadhesh Kumar Gupta [Ceased to be Director due to Nomination withdrawn by Rail Land Development Authority and nominate Mr. Vinod Kumar. Held office from 20.06.2014 to 24.06.2014]	Nominee Director	NIL	-	-
Mr. Vinod Kumar [Ceased to be Director due to Nomination withdrawn by Rail Land Development Authority and nominate Mr. Vijay Garg. Held Office from 25.06.2014 to 04.08.2014]	Nominee Director	NIL	-	-
Mr. Dhruv Singh [Ceased to be Director due to Nomination withdrawn by Rail Land Development Authority and nominate Mr. B.K.Singh. Held office from 01.08.2012 to 17.08.2014.]	Nominee Director	NIL	-	-
Mr. Basant Kumar Singh [Ceased to be Director due to Nomination withdrawn by Rail Land Development Authority Held office from 19.09.2014 to 26.06.2015]	Nominee Director	NIL	-	-



#### Notes:

- 1. Directors are not related to each other.
- 2. Directors do not have any pecuniary relationships or transactions with the company.
- 3. The Directorships / Committee memberships are based on the latest disclosure received from Director.
- 4. Committee memberships of Audit Committees, Shareholders' / Investors' Grievance Committees and CSR & Sustainable Development Committee of all Public Limited Companies have been considered.
- 5. None of the Director is a Member of more than 10 Committees or Chairman of more than 5 Committees, across all the companies in which he is a Director.

# 4. Disclosures about Directors

As per the disclosures made by the directors in terms of section 184 (1) of the Companies Act, 2013 and rule 9(1) and 16 (1) of the companies (Meeting of Board and its Powers) Rules, 2014, no relationship exists between directors inter-se. The Directors of the Company are appointed/nominated by the Ircon International Limited (IRCON), holding company and Rail Land Development Authority (RLDA) in terms of Article 42 of the articles of Association of the Company.

### 4.1 Remuneration of Directors

Part-time directors, nominated on the Board by the holding company, do not draw any remuneration from the Company.

No sitting fee is paid to the part-time directors

# 5. Board procedure

BoD Meetings and Attendance during 2014-15:

The Board of Directors met 4 times during the financial year 2014-15 on 24<sup>th</sup> June 2014, 30<sup>th</sup> July, 2014, 2<sup>nd</sup> October, 2014, 1<sup>st</sup> January, 2015 and 8<sup>th</sup> January, 2015.

Details of attendance of the Directors during 2014-15 are given below: -

Directors	No. of Board Meetings during 2014-15		Attended last Annual General Meeting	
	Held (during their respective tenures)	Attended		
Mr. Mohan Tiwari	4	4	YES	
Mr. Deepak Sabhlok	4	3	YES	
Mr. Dhruv Singh	1	NIL	NO	
Mr. Vinod Kumar	1	1	NO	
Mr. Awadhesh Kumar Gupta	1	1	NO	
Mrs. Anju Ranjan	4	4	YES	
Mr. Vijay Garg	2	2	YES	
Mr. B. K. Singh	2	1	YES	

Leave of absence was granted under the Companies Act.



# 6. Audit Committee

6.1 Terms of Reference

The Paid-up Share Capital of the Company has been increased from Rs. 20 crores to Rs. 40 crores during the financial year 2013-14 is in the ratio of 51:49 between IRCON and RLDA. Consequently in compliance of section 292A of Companies Act, 1956, the Board of Directors constituted the Audit Committee at its meeting held on 30<sup>th</sup> October 2012. The Terms of Reference of the Audit Committee as given in DPE Guidelines on Corporate Governance, Chapter - 4,Para 4.2 to Para 4.5 was adopted by the BoD. In brief they include the following core areas:

- 1) Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Reviewing, with the management, the annual financial statements before they are approved by the Board of Director in particular:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956;
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications in the draft audit report.
- 3) Reviewing, with the management, the quarterly financial statements before they are approved by the Board of Director.
- 4) Management discussion and analysis of financial condition and results of operations;
- 5) Reviewing, with the management, performance of internal auditors and adequacy of the internal control systems.
- 6) Discussion with auditors both internal and statutory auditors to address significant issues and follow up thereon.
- 7) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- 8) Recommending to the Board the fixation of audit fees.
- 9) Reviewing the appointment, reappointment remuneration, and removal etc of internal auditor.
- 10) Reviewing the Certification/declaration of financial statements by the Chief Executive/Head of Finance.
- 6.2 Audit Committee Composition

The Audit Committee of the Board, consisting of three part-time Directors of the Company, was constituted on 30.10.2012 with the approval of Board of Directors adopting the terms of reference as given in DPE Guidelines on Corporate Governance dated 14<sup>th</sup> May, 2010, para 4.2 to para 4.5.

The present composition of the committee is:

Mr. Deepak Sabhlok -- Part-time Director as Chairman

Mr. Vijay Garg -- Part-time Director as Member

Mrs. Anju Ranjan -- Part-time Director as Member

Mr. Prasant Kumar Sahoo, Company Secretary, is the Secretary of the Audit Committee.



# 7. General Body Meetings

# 7.1 Annual General Meeting

A. The first Annual General Meetings was held as under:

AGM No.	Financial Year	Date of Holding Meeting	Time	Location
1st	2012-13	12th September 2013	1530	Company's Registered Office, Delhi
2nd	2013-14	26th September 2014	1630	Company's Registered Office, Delhi

# 7.2 Extra-Ordinary General Meeting

No Extraordinary General Meeting was held during the year 2014-15

# 8. Compliance on Corporate Governance

This Report duly complies with the legal requirements in respect of data that should be disclosed in a corporate governance report for the year 2014-15. Certificate obtained from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance is placed as **Annexure "B-1"** to this report.

# 9. Disclosures

# *Means of communication*

• The audited annual results are available on the website of the Company <u>www.irsdc.com</u> and at the Registered Office of the company.

# • Address for Correspondence:

The address of registered office of the company is:

Indian Railway Stations Development Corporation Limited

4<sup>th</sup> Floor, Palika Bhawan, Sector-XIII, R. K. Puram New Delhi-110066

New Delhi - 110 017

Contact No. :011-24672718
Fax No. :011-24672720
E-Mail Id :info@irsdc.co.in
Website :www.irsdc.com

<u>Management</u>: Management Discussion & Analysis Report forms a part of the Annual Report.





# VISHAKHA HARBOLA & ASSOCIATES COMPANY SECRETARIES

# CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CORPORATE GOVERNANCE GUIDELINES OF DPE

To, The Members of Indian Railway Stations Development Corporation Limited New Delhi

In respect of the compliance of the conditions of Corporate Governance for the financial year ended 31<sup>st</sup> March, 2015, by Indian Railway Stations Development Corporation Limited, a Government Company defined under Section 2 (45) of the Companies Act, 2013, as required by the Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE).

We have studied the Report on Corporate Governance of the said Company as approved by its Board of Directors. We have also examined the relevant records and documents maintained by the Company and furnished to us for our review in this regard.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We state that there has been no investor grievance during the year against the Company as per the records maintained by the Company.

We further comment that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

In our opinion and to the best of our information and on the basis of our review and according to the information and explanation given to us, we certify that the Company has complied with the mandatory requirements of Corporate Governance in all respects as required by the Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE).

FOR VISHAKHA HARBOLA & ASSOCIATES

COMPANY SECRETARIES

VISHAKHA HARBOLA) MEM. NO.: A-38782

C. P. NO .: - 14440

C.P. No.-14440

PLACE: NEW DELHI DATE: 15<sup>TH</sup> JULY, 2015



# FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

- 1. Details of contracts or arrangements or transactions not at arm's length basis
  - (a) Name(s) of the related party and nature of relationship
  - (b) Nature of contracts/arrangements/transactions
  - (c) Duration of the contracts/arrangements/transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) Date(s) of approval by the Board
  - (g) Amount paid as advances, if any:
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188.
- 2. Details of material contracts or arrangement or transactions at arm's length basis
  - (a) Name(s) of the related party and nature of relationship- Ircon International Limited (A Govt. of India Undertaking, Ministry of Railways) Rail Land Development Authority (A Statutory Authority under Ministry of Railways, Govt. of India), Holding Company
  - (b) Nature of contracts/arrangements/transactions: Repetitive Nature
  - (c) Duration of the contracts/arrangements/transactions: **Monthly Basis**
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Sl. No.	Particulars of Transactions	IRCON (in Rs.)	RLDA (in Rs.)
1	Reimbursement to IRCON	99,16,929.00	-
2	Reimbursement to IRSDC	15,88,587.00	-
3	Reimbursement of Vehicle Hiring Expenses	-	20,929.00
4	Total	1,15,05,516.00	20,929.00

- (a) Date(s) of approval by the Board, if any:
- (b) Amount paid as advances, if any: **NIL**

Form shall be signed by the persons who have signed the Board's report.



# **ANNEXURE- 1**

# FORM NO. MGT-9

# **EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2015

[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:

CIN	U45204DL2012GOI234292
Registration Date	12/04/2012
Name of Company	Indian Railway Stations Development Corporation Limited
Category/Sub-Category of the Company	Company Limited by Share
Address of the Registered Office and contact details	4th Floor, Palika Bhawan, Sector-XIII, R. K. Puram, New Delhi-110066
whether listed company	No
Name, Address & Contact Details of Registrar & Transfer Agents (RTA), 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:-

S. No.	Name and Description of	NIC Code of the	% to total turnover
	main products / services	Product / service	of the company
1	To develop/re-develop the existing/new station (s) which will consist of upgrading the level of passenger amenities by new constructions/renovations including redevelopment of the station buildings, platform surfaces, circulating area etc., to better standards so as to serve the need of the passengers.	-	-
2	To undertake projects for development of real estate on Railway/Government land and its commercial utilization as may be required in connection with development of railway stations.	-	-
3	To undertake projects including planning, designing, development, construction, improvement, commissioning, operation, maintenance and financing of projects and various services relating thereto including marketing, collecting revenues, etc. relating to railway stations and railway infrastructure and all matters relating thereto.	-	-



# III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: -

S. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary Associate	% of Shares Held	Applicable Section
1	M/s. IRCON International Ltd.	U45203DL1976GOI008171	Holding	51%	-

# IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of	No. of Shares held at the No. of Shares held at the								%
Shareholders		beginning o			end of the year				Change
								during	
									the
	Demat	Physical	Total	% of	Demat	% of	year		
	Demac	rilysical	lotai	Total	Demat	Physical	Total	Total	
A. Promoters									
1) Indian									-
a) Individual / HUF	-	-	-	-	-	-	-	-	
b) Central Govt.	-	19,60,00,00	19,60,00,00	49%	-	19,60,00,00	19,60,00,00	49%	
c) State Govt (s)	-			-	-			-	
d) Bodies Corp.	-	20,40,00,00	20,40,00,00	51%	-	20,40,00,00	20,40,00,00	51%	
e) Banks / FI	-	-	-	-	-	-	-	-	
f) Any Other						-	-		
Sub-total (A)						-	-		
(1):-									
2) Foreign									_
a) NRIs-Individuals	_	_	_	-	_	_	_	_	
b) Other Individuals	_	_	_	_	_	_	_	_	
c) Bodies Corp.	_	_	_	-	_	_	_	_	
d) Banks / FI	_	_	_	-	_	_	_	_	
f) Any Other	_	_	_	-	-	_	_	_	
Sub-total (A) (2) :-						NIL			
Total shareholding									
of Promoter (A)									
= (A)(1)+(A)(2		4,00,00,000	4,00,00,000	100%		4,00,00,000	4,00,00,000	100%	
B. Public									
Shareholding									
1) Institutions									
a) Mutual Funds			-	-	-	-	-	-	
b) Banks / FI			-	-	-	-	-	-	
c) Central Govt.			-	-	-	-	-	-	
d) State Govt(s)			-	-	-	-	-	-	
e) Venture Capital Funds			-	-	-	-	-	-	
f) Insurance Companies			-	-	-	-	-	-	
g) Flls			-	-	-	-	-	-	
h) Foreign Venture			-	-	-	-	-	-	
Capital Funds									
i) Others (specify)					-				-
Sub-total (B)(1) :-				-		-	-		



Category of Shareholders	r	No. of Shares beginning o			No. of Shares held at the end of the year			% Change during the year	
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
2) Non-Institutions					-				
a) Bodies Corp.			-						
i) Indian									
ii) Overseas									
b) Individuals					-				
I) Individuals									
shareholders									
holding nominal									
share capital upto									
Rs. 1 lakh									
ii) Individual									
shareholders									
holding nominal									
share capital in									
excess of Rs. 1 lakh									
c) Others (specify)									
HUF									
Sub-total(B)(2):-									
Total Public									
Shareholding									
(B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for									
GDRs & ADRs									
Grand Total (A+B+C)		4,00,00,000	4,00,00,000	100%		4,00,00,000	4,00,00,000	100%	

# (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	be	egining of the			the ar % of Shares	% change in share	
		No. of Shares	% of total shares of the company	Pledged/ encumbered to total shares	Shares	% of total shares of the company	Pledged/ encumbered to total shares	holding during the year
1	M/s. IRCON	20400000	51%	-	20400000	51%	-	-
2	M/s. RLDA	19600000	49%	-	19600000	49%	-	-



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

	Shareholding at the begining of the year		Cumulative Shareholdi during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
At the begining of the year	No changes during the year			
Data wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat/equity etc.)	No changes during the year			
At the end of the year	No changes during the year			

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

S. No.	For Each of the Top 10 Shareholders	Sharehold begining o	ling at the of the year	Shareholding at the end of the year		
	Shareholders	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
1		-	-	-	-	
2		-	-	-	-	
3		-	-	-	-	
4		-	-	-	-	
5		-	-	-	-	
6		-	-	-	-	
7		-	-	-	-	
8		-	-	-	-	
9			-	-	-	
10		-	-	-	-	



# (v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP	Sharehold begining o	-		Shareholding the year
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1. Mr. Deepak Sabhlok	100	0.00025	100	0.00025
At the begining of the year				
Increase or Decrease	-	-	-	-
At the end of the year	100	0.00025	100	0.00025
2. Mr. Dhruv Singh	Nil	Nil	Nil	Nil
At the begining of the year				
Increase or Decrease				
At the end of the year	Nil	Nil	Nil	Nil
3. Mr. Vinod Kumar	Nil	Nil	Nil	Nil
At the begining of the year				
Increase or Decrease				
At the end of the year	Nil	Nil	Nil	Nil
4. Mr. B. K. Singh	Nil	Nil	Nil	Nil
At the begining of the year				
Increase or Decrease				
At the end of the year	100	0.00025	100	0.00025
5. Mr. Vijay Garg	Nil	Nil	Nil	Nil
At the begining of the year				
Increase or Decrease				
At the end of the year	100	0.00025	100	0.00025
6. Mr. S. P. Mahi	Nil	Nil	Nil	Nil
At the begining of the year				
Increase or Decrease	-	-	-	-
At the end of the year	Nil	Nil	Nil	Nil
7. Mr. S. K. Bandhopadhyay	Nil	Nil	Nil	Nil
At the begining of the year				
Increase or Decrease		-		
At the end of the year	Nil	Nil	Nil	Nil



# V. INDEBTEDNESS Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding Deposits	Deposits	Deposits	Total Indebtedness
Indebtedness at the beginning of	-	-	-	-
the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during	-	-	-	-
the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the	-	-	-	-
financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accured but not due	-	-	-	-
Net Change	-	-		-

# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

# A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of remuneration	Name of MD	Total
		Mr.	Amount
1	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission -as% of profit -Others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act		



# B. Remuneration to other directors:

S. No.	Particulars of remuneration	Na	Name of Directors			
		Mr.	Ms.	Mr.	Amount	
1	Independent Directors  • Free for attending board/ committee meetings  • Commission  • Others, please specify	Nil	Nil	Nil	Nil	
	Total (1)	Nil	Nil	Nil	Nil	
2	Other Non-Executive Directors  • Free for attending board / committee meetings  • Commission  • Others, please specify	Nil	Nil	Nil	Nil	
	Total (2)	Nil	Nil	Nil	Nil	
	Total (B) = (1+2)	Nil	Nil	Nil	Nil	
	Total Managerial	Nil	Nil	Nil	Nil	
	Remuneration					
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	

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

S. No.	Particulars of remuneration	Key M	anagerial Per	sonnel	Total
		CEO	Company Secretary	CFO	Amount
1	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	22,36,870 Nil	2,37,365 Nil	4,92,195 Nil	29,66,430 Nil
	Stock Option	Nil	Nil	Nil	Nil
2	Sweat Equity	Nil	Nil	Nil	Nil
	Commission -as% of profit -Others, specify				
	Others, please specify				
	Total	22,36,870	2,37,365	4,92,195	29,66,430



# VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Туре	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)		
A. COMPANY		-			-		
Penalty			N.				
Punishment	None						
Compounding							
B. DIRECTORS							
Penalty			None				
Punishment			None				
Compounding							
C. OTHER OFFICERS IN DEFAULT							
Penalty	None						
Punishment	None						
Compounding							



# IRSDC Annual Accounts 2014-15



# INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED **BALANCE SHEET**

as at 31st March 2015 (Figure in ₹)

	Particulars	Note No.	As at 31st	March 2015	As at 31st	March 2014
1.	EQUITY AND LIABILITIES Shareholders' funds (a) Share Capital (b) Reserves and Surplus	2	400,000,000	40.4.000.070	400,000,000	444 504 000
2	Non-current liabilities  (a) Long term liabilities  (b) Long term provisions	3 4 -	34,369,070 50,000	434,369,070 50,000	14,594,800	414,594,800
3	Current liabilities (a) Trade payables (b) Other current liabilities (c) Short-term provisions	5 6 7	4,363,310 5,304,707 9,055,373	18,723,390	8,418,454 1,481,090 9,057,852	18,957,396
	TOTAL			453,142,460		433,552,196
II. 1	ASSETS Non-current assets (a) Fixed assets (i)Tangible assets (ii)Intangible assets (iii)Intangible assets under development (b) Non-current investments (c) Deferred tax assets (Net) (d) Long-term loans and advances (e) Other non-current assets	8 - 9 - 10 11	1,007,757 - 141,304,257 - 893,131 550,505 362,136	144,117,786	961,674 - 97,142,444 - 1,602,632 418,600 261,327	100,386,677
2	Current assets  (a) Current investments (b) Inventories (c) Trade Receivables (d) Cash and Bank Balances (e) Short-term loans and advances (f) Other current assets  TOTAL	13 14 15	- 282,547,589 9,814,081 16,663,004	309,024,674 <b>453,142,460</b>	310,706,801 4,405,085 18,053,633	333,165,519 <b>433,552,196</b>
III.	Significant Accounting Policies	1		,,		,,
IV.	Notes forming part of Financial Statements	2-34				

As per our Report of even date attached For Bansal Gupta & Associates

**Chartered Accountants** 

FRN 017358 N

CA.Sachin Purwar Partner M. No 400908

Place : Delhi Date: 15/07/15 S.K. Bandyopadhyay Chief Financial Officer Prasant Kumar Sahoo

Anju Ranjan Director DIN-06681154

For and on behalf of the Board of Directors

Mohan Tiwari Director DIN-00191363

Company Secretary



# INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED

# STATEMENT OF PROFIT AND LOSS

For the year ended 31st March 2015

(Figure in ₹)

	Particulars	Note No.	For the year ended 31st March 2015	For the year ended 31st March 2014
I.	Revenue:			
	Revenue from operations	-	-	-
	Other income	16	29,260,567	32,722,854
	Total Revenue		29,260,567	32,722,854
   <sub>II.</sub>	Expenses:			
	Operating and administrative expenses :	17		
	- Operating Expenses			-
	- Administrative Expenses		-	-
	Employee remuneration and benefits	18	-	-
	Depreciation and amortization expense	8	-	-
	Finance Costs	19	-	329,442
	Prior Period Adjustments	-	-	-
	Total Expenses		-	329,442
III.	Profit/(Loss) Before Tax (I - II)		- 29,260,567	32,393,412
IV.	Tax expense:			
	(1) Current tax			
	- For the year		9,055,373	8,728,410
	- For earlier years (net)		(278,577)	-
	(2) Deferred tax (net)	10	709,501	(1,602,632)
	Total Tax Expense		9,486,297	7,125,778
V.	Profit/(Loss) for the period (III - IV)		19,774,270	25,267,634
VI.	Earnings per equity share - Basic and Diluted ( in Rs.)	25	0.49	0.64
VII.	Significant Accounting Policies	1		
VIII.	Notes forming part of Financial Statements	2-34		

As per our Report of even date attached For Bansal Gupta & Associates

Chartered Accountants FRN 017358 N

CA.Sachin Purwar Partner

M. No 400908 Place : Delhi Date : 15/07/15 S.K. Bandyopadhyay Chief Financial Officer Prasant Kumar Sahoo Company Secretary Anju Ranjan Director DIN-06681154

For and on behalf of the Board of Directors

Mohan Tiwari Director DIN-00191363



# INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED

**Cash Flow Statement** 

for the year ended 31st March, 2015

(Figure in ₹)

Particulars		For the year ended 31st March 2015 Rs. Rs.		For the year ended 31st March 2014 Rs. Rs.	
A. Cash flow from operating activities					
Net Profit / (Loss) before extraordinary items and tax			29,260,567	000 440	32,393,412
Adjustments for: Finance costs		(20,074,227)	(29,071,337)	329,442 (32,657,268)	(32,327,826)
Interest income		(29,071,337)	(29,071,337) 	(32,037,200)	(32,327,020)
interest income					
Operating profit / (loss) before working capital changes	(1)	189,230			65,586
Changes in working capital *:					
Adjustments for (increase) / decrease in operating assets:					
Short-term loans and advances		(2,586,201)		(3,248,736)	
Long-term loans and advances		(131,905)		180,996	
Other current assets		(72,636)		- (60 576)	
Other non-current assets		(100,809)		(60,576)	
Adjustments for increase / (decrease) in operating liabilities:					
Long-term liabilities		50,000		-	
Trade payables		(4,055,144)		(126,166)	
Other current liabilities		3,823,617		(244,910)	
	(2)		(3,073,078)		(3,499,392)
Cash generated from operations	(1-2)		(2,883,848)		(3,433,806)
Cash flow from prior period and extraordinary items			-		- '
Net income tax paid			11,602,070		-
Net cash flow from / (used in) operating activities	(A)		(14,485,918)		(3,433,806)
B. Cash flow from investing activities					
Addition to Intangible assets under development		(43,725,141)		(96,776,329)	
Purchase of Fixed Assets		(482,755)		(138,794)	
Interest received on Fixed Deposit		30,534,602	(13,673,294)	21,803,017	(75,112,106)
Net cash flow from / (used in) investing activities	(B)		(13,673,294)		(75,112,106)
C. Cash flow from financing activities					
Proceeds from issue of equity shares			_	200,000,000	200,000,000
Net cash flow from / (used in) financing activities	(C)		-		200,000,000
Net increase / (decrease) in Cash and cash equivalents	(A+B+C)		(28,159,212)		121,454,088
Cash and cash equivalents (Opening)	(D)		310,706,801		189,252,713
Cash and cash equivalents (Closing)	(E)		282,547,589		310,706,801
Net increase / (decrease) in Cash and cash equivalents (A+B+C)			(28,159,212)		121,454,088

# As per our Report of even date attached For Bansal Gupta & Associates

Chartered Accountants FRN 017358 N

CA.Sachin Purwar Partner

M. No 400908 Place : Delhi Date : 15/07/15 S.K. Bandyopadhyay Chief Financial Officer

Prasant Kumar Sahoo Company Secretary Anju Ranjan Director DIN-06681154

For and on behalf of the Board of Directors

Mohan Tiwari Director DIN-00191363



#### Note No.1.

# SIGNIFICANT ACCOUNTING POLICIES

# (i) Basis of Preparation

- (a) The financial statements are prepared according to the historical cost convention on accrual basis and in line with the fundamental accounting principles of prudence, consistency and materiality.
- (b) The financial statements are reported in Indian rupees except where otherwise stated.

# (ii) Statement of Compliance

The financial statements are prepared on the basis of generally accepted accounting principles ("GAAP") in India and in accordance with Companies Act, 1956 and the Companies Act 2013.

# (iii) Fixed assets-Tangible Assets

- (a) Tangible Assets are stated at historical cost less accumulated depreciation and any impairment in value.
- (b) The machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized & depreciated/amortized in the balance life of such fixed assets.
- (c) Incidental expenditure during construction period incurred up to the date of commissioning is capitalized.

# (iv) Fixed Assets - Intangible Assets

- (a) Intangible assets; Intangible assets are stated at cost less accumulated amortisation.
- (b) Intangible assets under development; Intangible assets under development represents ongoing expenditure incurred in respect of the Consultancy Project and is carried at cost. Cost includes all direct expenditure incurred and overheads (including allocation of depreciation of fixed assets, insurance premium & rent etc.) that are necessary for creating, producing and making the asset ready for its intended use and that can be allocated on a reasonable and consistent basis.

# (v) Investments

- (a) Non-current investments are valued at cost less provision for permanent diminution in value, if any.
- (b) Current investments are valued at lower of cost and fair value.

# (vi) Cash and Bank Balances

Cash and bank balances comprise of cash at bank, cash in hand, cheques in hand, demand deposits and bank deposits with maturity period upto 12 months from balance sheet date.

For the purpose of cash flow statement, cash and cash equivalents consist of cash and bank balances, cheques in hand and demand deposits net of bank overdrafts.



# (vii) Provisions

Provision is recognised when:

- (a) The Company has a present obligation as a result of a past event;
- (b) A probable outflow of resources is expected to settle the obligation; and
- (c) A reliable estimate of the amount of the obligation can be made.

Reimbursement, of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received. Provisions are reviewed at each balance sheet date.

# (viii) Revenue Recognition

The Company is currently involved in technical and financial feasibility studies of the assigned Railway Stations which will lead to commercial revenue in subsequent years as enunciated in the notes to accounts. The interest income is recognized on mercantile basis.

# (ix) Depreciation & Amortization

# (a) Tangible Assets

Depreciation on Tangible assets is provided on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013. Useful life of the assets are considered as under:-

S. No.	Name of Fixed Assets	Useful Life of the assets
(1)	Office Equipment	5 Years
(ii)	Computer including UPS, Inverters and Mobile Handsets	3 Years
(iii)	Furniture & Fixtures	10 Years

Tangible assets acquired during the year, individually costing up to Rs. 5,000/- are fully depreciated, by keeping Re.1 as token value for identification.

# (b) Intangible Assets

Intangible assets at cost shall be amortized on a systematic basis over the best estimates of its useful life. The amortization shall commence when the assets is available for use.

Software cost exceeding Rs 25 lakh each is amortised over a period of 36 months on straight line basis from the date of successful commissioning of the software subject to review at each financial year end. Software cost up to Rs 25 Lakhs in each case is fully depreciated in the year of purchase.

# (x) Borrowing Cost

- (a) Borrowing cost in ordinary course of business are recognised as an expense in the period in which they are incurred.
- (b) Borrowing cost that is directly attributable to acquisition, construction or production of a qualifying asset is capitalized as part of the cost of the asset.



#### (xi) Retirement Benefits

- (a) The persons working for the company are on nomination/secondment basis and are on the rolls of its Holding Company / Parent Organization. Provision for leave encashment, gratuity and other retirement benefits is held by its Holding Company based on actuarial valuation at the year end. But the expenses are booked in the books of the account of the Company.
- (b) Similarly, Provident Fund contribution of the employees on nomination/secondment is held by the Holding Company / Parent Organization to its PF Trust on accrual basis.
- (c) Similarly all other provisions of Retirement Benefits of the employees on nomination/secondment basis is held by its Holding Company.

# (xii) Accountal for Deposits for utilities

Small deposits for public utility services like water, gas, electricity, telephone etc upto a limit of Rs 15,000/- are charged off in the year in which the deposit is made.

# (xiii) Taxes

- (a) Taxes including current income tax are computed using the applicable tax rates and tax laws. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.
- (b) Deferred income tax is computed using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

# (xiv) Segment Reporting

The Company has no diversification in the business, hence there is no segment reporting.

# (xv) Contingent Liabilities and Contingent Assets

- (a) Contingent Liabilities are disclosed in either of the following cases:
  - (i) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
  - (ii) a reliable estimate of the present obligation cannot be made; or
  - (iii) a possible obligation, unless if the probability of outflow of resource is remote.
- (b) Contingent Assets are neither recognised, nor disclosed.
- (c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each balance sheet date.
- (d) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

# (xvi) Prior period adjustment and extraordinary items

Income/expenditure relating to prior period and prepaid expenses not exceeding Rs. 50,000/- in each case are treated as income/expenditure of the current year.



# INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED SHARE CAPITAL

(Figure in ₹)

Particulars	As at 31st March 2015	As at 31st March 2014
Authorized 10,00,00,000 Equity shares of Rs 10 each (P.Y. 10,00,00,000 Equity shares of Rs 10 each)  Issued, Subscribed & Paid-up	1,000,000,000	1,000,000,000
4,00,00,000 Equity shares of Rs. 10 each-fully paid (P. Y. 4,00,00,000 Equity shares of Rs 10 each - fully paid)	400,000,000	400,000,000
Total	400,000,000	400,000,000

# i) Distribution of number of shares held:

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	%age	No. of Shares	%age
Ircon International Limited - Holding Company (IRCON)	20,400,000	51%	20,400,000	51%
Rail Land Development Authority -Associate Concern (RLDA)	19,600,000	49%	19,600,000	49%
Total	40,000,000	100%	40,000,000	100%

# ii) Reconciliation of Share Capital:

Particulars	For the Ye	ar 2014-15	For the Year 2013-14	
i articulars	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
Opening Share Capital	40,000,000	400,000,000	20,000,000	200,000,000
Add : Share issued to Ircon International Limited				
Holding Company (IRCON)	-	-	10,200,000	102,000,000
Share issued to Rail Land Development				
Associate Concern	_	-	9,800,000	98,000,000
Closing Share Capital	40,000,000	400,000,000	40,000,000	400,000,000

# iii) Reserves and Surplus

Particulars	As at 31st March 2015	As at 31st March 2014
Surplus/(Deficit) in Statement of Profit and Loss Opening balance Net Profit/(Loss) for the current year	14,594,800 19,774,270	(10,672,834) 25,267,634
Total	34,369,070	14,594,800



## iv) Long Term Liabilities

(Figure in ₹)

Particulars		As at 31st March 2015	As at 31st March 2014
(a) Other Liabilities - Retention Money /Security Deposit		50,000	-
	Total	50,000	-

v) Trade Payables (Figure in ₹)

Particulars	As at 31st March 2015	As at 31st March 2014
<u>Trade Payables</u>		
- Micro, Small & Medium Enterprises		
(Refer Note No. 26)	-	-
- Others		
(a) Contractors & Suppliers	1,623,005	5,314,933
(b) Staff	37,000	-
(c) Related Parties -		
M/s Ircon International Limited,		
(Holding Company)	2,703,305	3,026,910
M/s Rail Land Development Authority	-	76,611
M/s Rail Land Development Authority,		
(Associate Concern)		
Total	4,363,310	8,418,454

## vi) Other Current Liabilities

(Figure in ₹)

Particulars	As at As at 31st March 2015 31st March 201
<ul><li>(a) Deposits &amp; Retention Money</li><li>(b) Statutory Dues</li><li>(c) Others</li></ul>	130,000 64,49 707,930 958,21 4,466,777 458,38
Total	5,304,707 1,481,09

## vii) Short-term provisions

Particulars	As at 31st March 2015	As at 31st March 2014
(A)Other Provisions : Provision for Income Tax	9,055,373	9,057,852
Total	9,055,373	9,057,852



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VIII)	viii) Fixed Assets								<u> </u>	(Figure in ₹)
	Fixed Assets		Gross Block	lock			Accumula	Accumulated Depreciation	ation	Net Block
		As at	Additions	Sales/	As at		For the	Sales/	As at	As at
(E)	Tangible Assets	01.04.2014		Adjusuments 51.05.2015	31.03.50.13	01.04.2014	year	Adjusurerus   51.05.2015   51.05.2015	31.03.20.13	31.03.20.13
	Computers	521,996	387,403	,	909,399	206,441	279,796	ı	486,237	423,162
	Mobile Handset	15,000	16,000	ı	31,000	5,118	9,819	ı	14,937	16,063
	Office Equipments	669,645	58,641	1	728,286	212,182	125,803	1	337,985	390,301
	Furniture, Fixtures, Furnishings	279,113	20,711	-	299,824	100,339	21,254	-	121,593	178,231
	GRAND TOTAL CURRENT YEAR	1,485,754	482,755	-	1,968,509	524,080	436,672	-	960,752	1,007,757
	PREVIOUS YEAR	1,346,960	138,794	ı	1,485,754	157,965	366,115	ı	524,080	961,674



#### ix) Intangible Assets under development

(Figure in ₹)

Particulars	Opening balance as at 1st April 2014	Additions during the year 2014-2015	Balance as at 31st March 2015
Intangible Assets under development (Break up as under)	97,142,444	44,161,813	141,304,257
Total	97,142,444	44,161,813	141,304,257

Break up of Intangible Assets under development

Particulars	Opening balance as at 1st April 2014	Additions during the year 2014-2015	Balance as at 31st March 2015
A. For development/Redevelopment of			
Chandigarh Station	17,172,221	-	17,172,221
B. For development/Redevelopment of			
Habibganj Station, Bhopal (Refer Note-20)	16,339,774	17,142,995	33,482,769
C. For development/Redevelopment of			
Shivaji Nagar Station, Pune	12,889,211	-	12,889,211
D. For development/Redevelopment of			
Bijwasan Station, New Delhi	18,491,685	-	18,491,685
E. For development/Redevelopment of			
Anand Vihar Station, New Delhi	10,618,822	-	10,618,822
F. For development/Redevelopment of			
Surat Station, Gujrat	-	-	-
G. Common expenses for all stations			
pending for allocation (Refer Note-20)	21,630,731	27,018,818	48,649,549
Total	97,142,444	44,161,813	141,304,257

## x) Deferred Tax Asset

Particulars	As at 1-04-2014	Addition (Deletion) during the year	Utilisation	As at 31st March 2015
	Total	Total		Total
Asset - Preliminary Expenses written off - Allowed for tax purpose when paid	1,314,655 287,977 1,602,632		421,524 287,977 709,501	893,131 - <b>893,131</b>
Net Deferred Tax Asset / Liability	1,602,632	-	709,501	893,131
Previous Year	-	-		-



#### xi) Long Term Loans and Advances

(Figure in ₹)

Particulars		s at rch 2015	As at 31st March 2014	
A. Secured, considered good Staff Loans and Advances	490,491	490,491	362,750	362,750
B.Unsecured, considered good Staff Loans & Advances	60,014	60,014	55,850	55,850
Total		550,505		418,600

Loans and Advances stated above include Rs. NIL (NIL) debts due by directors, firms in which any director is a partner or private company in which any director is a member.

#### xii) Other Non Current Assets

(Figure in ₹)

Particulars	As at 31st March 2015	As at 31st March 2014
A. Secured, considered good Interest Accrued on : - Advances to staff	283,903	194,167
B. Unsecured, considered good Interest Accrued on : - Advances to staff	78,233	67,160
Total	362,136	261,327

Other non current assets stated above include Rs. NIL (Nil) debts due by directors, firms in which any director is a partner or private company in which any director is a member.

#### xiii) Cash & Bank Balances

Particulars		As at 31st March 2015		s at irch 2014
Cash and cash equivalents Cash In hand Cheques / drafts in hand		-		-
Balances with banks : - In Current accounts - In Flexi accounts - In Fixed deposits (with a maturity period of less than 3 months)	20,322	62,609,602	332,913 - 85,000,000	85,332,913
Other bank balances - In Fixed deposits (with a maturity period of more than 3 months and upto 12 months)		219,937,987		225,373,888
Total		282,547,589		310,706,801



#### xiv) Short Term Loans and Advances

(Figure in ₹)

Particulars	As 31st Mai	at rch 2015		s at arch 2014
A. Secured, considered good Staff Loans and Advances		190,596		111,000
B. Unsecured, considered good				
I. Staff Loans and Advances		117,846		191,746
II. With Govt. Authorities				
Income Tax Refund Receivables (AY 2013-14)	819,264		819,264	
Income Tax Refund Receivables (AY 2014-15)	103,650		-	
Advance Income Tax including TDS (AY 2015-16)	8,582,725	9,505,639	3,283,075	4,102,339
C. Considered Doubtful		-		-
Total		9,814,081		4,405,085

Loans and Advances stated above include Rs. NIL (Nil) debts due by Director, firms in which any director is a partner or private company in which any director is a member.

### xv) Other Current Assets

(Figure in ₹)

Particulars	As at 31st March 2015	As at 31st March 2014
A) Interest Accrued on: Staff loans and advances (secured) Staff loans and advances (unsecured) Fixed Deposit with banks	45,360 27,276 16,590,368	- - 18,053,633
Total	16,663,004	18,053,633

#### xvi) Other Income

Particulars	As at 31st March 2015	As at 31st March 2014
Interest on Fixed Deposits	29,071,337	32,657,268
Interest on staff advances	47,780	60,576
Others	141,450	5,010
Total	29,260,567	32,722,854



## xvii) Operating and Administrative Expenses

(Figure in ₹)

Particulars	Operating	Administrative	Operating	Administrative
railiculais	201	4-15	201	3-14
Office Rent	_	4,384,012	_	2,450,973
Rates and Taxes	_	-	-	240
Vehicle Hiring Charges	_	1,130,644	_	1,258,492
Repairs and Maintenance		, ,		, ,
- Office and Others	_	85,578	_	621,526
Electricity charges	-	429,975	-	417,446
Insurance	-	18,312	-	17,101
Travelling & conveyance	_	1,968,508	-	1,239,937
Printing & stationery	-	365,769	-	320,275
Postage, Telephone & telex	-	151,027	-	199,654
Legal & Professional charges	-	1,584,842	-	710,347
Bank Charges	-	-49	-	16,223
Auditors remuneration				
(i) Audit Fee - current year	-	91,200	-	56,180
(ii) Tax Audit Fees - current year	-	27,360	-	16,854
(iii) Travelling & out of pocket expenses	-	20,000	-	15,000
Advertisement & publicity	-	567,477	-	-
Training & Recruitment	-	52,428	-	7,500
Stamp Duty Expenses	-	-	-	300,000
IRSDC Annual Day Expenses	-	66,686	-	85,228
Books & Periodicals	-	24,030	-	44,689
Conference & Meeting Expenses	-	134,971	-	117,271
Web site Expenses	-	15,281	-	61,124
Consumables	-	130,794	-	118,398
Miscellaneous expenses	-	63,562	-	80,759
Total	-	11,312,407	-	8,155,217
Less- Capitalised (Refer Note no20)		11,312,407		8,155,217
Total		-		-

## xviii) Employee Remuneration and Benefits

Particulars	2014-15	2013-14
Salaries and other benefits	12,852,708	10,730,391
Contribution to provident and other funds	668,423	609,162
Service contribution	553,822	398,414
Retirement Benefits	1,074,781	1,247,862
Staff Welfare	120,005	123,570
Total	15,269,739	13,109,399
Less- Capitalised (Refer Note No20)	15,269,739	13,109,399
Total	-	-



#### xix) Finance Cost

(Figure in ₹)

Particulars	2014-15	2013-14
Interest Expense - Others	-	3,29,442
Total	-	3,29,442

## xx) Incidental Expenditure incurred & capitalised during development of Intangible Assets

Particulars	2014-15	2013-14
A. Expenses:		
Consultancy Charges	17,142,995	75,511,713
Sub-total (A)	17,142,995	75,511,713
B. Employee Remuneration and Benefits		
Salaries, wages and other benefits Contribution to provident and other funds Foreign service contribution Retirement Benefits Staff Welfare Sub-total (B)	12,852,708 668,423 553,822 1,074,781 120,005 <b>15,269,739</b>	10,730,391 609,162 398,414 1,247,862 123,570 13,109,399
C. Other Expenses		
Office Rent Rates and Taxes Vehicle Hiring Charges	4,384,012 - 1,130,644	2,450,973 240 1,258,492
Repairs and Maintenance - Office and Others Electricity charges Insurance	85,578 429,975 18,312	621,526 417,446 17,101
Travelling & conveyance Printing & stationery Postage, telephone & telex	1,968,508 365,769 151,027	1,239,937 320,275 199,654
Legal & Professional charges Bank charges Auditors remuneration	1,584,842 -49 138,560	710,347 16,223 88,034
Advertisement & publicity Training & Recruitment Stamp Duty Expenses	567,477 52,428 -	7,500 300,000
IRSDC Annual Day Expenses Books & Periodicals Conference & Meeting Expenses Web site Expenses	66,686 24,030 134,971 15,281	85,228 44,689 117,271 61,124
Consumables Miscellaneous expenses Sub-total (C)	130,794 63,562 11,312,407	118,398 80,759 <b>8,155,217</b>
Depreciation on Fixed Assets	436,672	366,115
Sub-total (D)	436,672	366,115
Sub-total (B+C+D)	27,018,818	21,630,731
Total (A+B+C+D)	44,161,813	97,142,444



#### NOTES FORMING PART OF THE ACCOUNTS INCLUDING DISCLOSURES

- 21. (i) To meet Indian Railway Stations Development Corporation Limited (IRSDC) was incorporated on April 12, 2012 as a Joint Venture of Ircon International Limited (IRCON) (A Govt. of India Undertaking, under Ministry of Railways) and Rail Land Development Authority (RLDA), a statutory authority under the Ministry of Railways with the aim to develop the Railway Stations across India with primary objective of augmenting and maintaining passenger amenities at stations in a holistic manner. IRSDC, in addition to redevelopment/remodeling/up gradation of level of passenger amenities shall be responsible to maintain station premises for a period of 45 years. During the year ended 31<sup>st</sup> March, 2015, IRSDC has been entrusted with new station called Surat (Gujrat) Railway Station on 15<sup>th</sup> September, 2014.
  - (ii) The Company obtained Certificate of Commencement of Business on 9<sup>th</sup> May, 2012 from the office of Registrar of Companies. The Equity stake of IRCON and RLDA in IRSDC is in the ratio of 51%:49%.
  - (iii) The Company is currently involved in technical and financial feasibility studies of the assigned Railway Stations which will lead to commercial revenue in subsequent years as and when the task of commercial development is allocated to the developers.
- 22. Contingent liability consists of amounts not provided for:

Claims against the company not acknowledged as debt **Rs. Nil (Nil)** excluding the amount of provision for contingent liability.

#### 23. Commitment:

The Company has **Rs.1402.77 lakhs (Rs.1530.03 lakhs)** Capital Commitment and **Rs Nil** (Nil) Other Commitment.

- 24. (a) Some of the balances shown creditors are subject to confirmation/reconciliation /adjustment, if any. The Company has been sending letters for confirmation to parties.
  - (b) Income tax (including TDS) shown under advances are subject to confirmation/reconciliation/adjustment, if any.
  - (c) In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

#### 25. Calculation of Earning per share is as under:

(Rs. in Lacs)

Particular	For the year 2014-15	For the year 2013-14
Net Profit/(Loss) after tax (Rs.)	197.14	252.68
No of weighted average share of Rs 10 each fully paid up	4,00,00,000	3,96,74,521
Basic EPS	0.49	0.64
Diluted EPS*	0.49	0.64

 $<sup>^{\</sup>sharp}$  As there is no dilution involved, Diluted earnings per share is same as basic earnings per share.



- 26. (i) The Company has not received any information from any of its suppliers of their being covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). Based on this information, there are no amounts due to Micro, Small and Medium Enterprises as on 31<sup>st</sup> March 2015.
  - (ii) The company has not received any information from any of its suppliers of their being a small scale industrial unit. Based on this information, amount due to small scale industrial undertaking, which is outstanding for more than 30 days as on 31<sup>st</sup> March 2015 is Nil (Nil).
- 27. There are Rs. Nil (Nil) cases of imports and Rs. 1.18 lakhs (Nil) foreign currency expenditure incurred during the year towards travelling expenses and therefore the disclosure of the CIF value of the imports is not applicable.
- 28. The employees in the Company are posted on nomination / secondment basis from IRCON (Holding Company) & RLDA.

The provision for Retirement Benefits of nominated employees in terms of AS-15 (Revised) is being made by its Holding company as per accounting policy (Note No -1, Point No. (xi)).

Provident Fund Contribution of the employees on nomination / secondment has been regularly deposited by the holding company with its P.F Trust.

The Company has one contract employee on the rolls of the Company as on 31.03.2015. Provident Fund Contribution of the contract employees have been deposited by Company with its P.F authorities.

- 29. Since commercial operations have not yet started and the Company is operating only in India, which is considered as a single geographical segment, hence segment reporting is not required as per Accounting Standard 17.
- 30. (i) The Equity Share Capital of the Company is held by Ircon International Limited (IRCON), Holding company and Rail Land Development Authority (RLDA) Associates, in the ratio of 51:49.
  - (ii) Relation and name of the related parties are:

S. No.	Name	of Related Parties	Relationship
1	Ircon I	nternational Limited (IRCON	Holding Company
2	Rail La	and Development Authority (RLDA)	Associates
3	Key M	anagement Persons (KMP)	
	a) Mohan Tiwari		Director from IRCON
	b)	Deepak Sabhlok	Director from IRCON
	c)	Mrs. Anju Ranjan	Director from IRCON
	d)	Mr. Dhruv Singh Resigned on 17/8/14	Director from RLDA
	e)	Mr. S. N. Singh Resigned on 07/05/14	Director from RLDA
	f)	Mr. Awadesh Kumar Gupta (Appointed on 20.06.14 and resigned on 24.06.14)	Director from RLDA



S. No.	Name of Related Parties	Relationship
	g) Mr. Vinod Kumar (Appointed on 25.06.14 and resigned on 04.08.14)	Director from RLDA
	h) Mr. Vijay Garg (Appointed on 04.08.14)	Director from RLDA
	I) Mr.Basant Kumar Singh (Appointed on 19.09.14 and resigned on 26.06.15)	Director from RLDA
	j) Mr. S. P. Mahi	Chief Executive Officer / IRSDC
	k) Mr. Parag Verma	Chief Operating Officer / IRSDC
	l) Mr. Ashish Misra (Resigned on 28.11.14)	Company Secretary / IRSDC
	m) Mr. S.K. Bandyopadhyay (Appointed on 01.01.15)	Chief Financial Officer / IRSDC
	n) Mr. Prasant Kumar Sahoo (Appointed on 24.04.15)	Company Secretary / IRSDC

## iii) Remuneration to Key management personnel\* are as under:

(Rs in lakhs)

S. No.	Particulars	2014-15	2013-14
1	Salary & Allowances	44.98	37.67
2	Contribution to Providend Fund*	2.10	1.82
3	Other Retirement Benefits*	6.75	5.73
4	Total Rs.	53.83	45.22

<sup>\*</sup>Refer to Note no. 1(xi)

<sup>&</sup>lt;sup>#</sup>The Directors of the Company are appointed /nominated by IRCON & RLDA and no remuneration is paid by the Company. Hence remuneration of CEO, COO, CFO & CS has been shown above.



#### (iv) Related Party Transactions during the year 2014-2015

(Rs. in Lakhs)

Name of	Particulars	Transact	ion (Rs.)	Outstandir	ng Amount
Related Party		2014-15	2013-14	2014-15	2013-14
IRCON	Investment in Equity	Nil	1020.00	2040.00	2040.00
IRCON	Reimbursement of PF contribution, PF & VPF deduction, retirement benefits, rent, electricity & others etc.	99.17	69.94	27.03	30.27
IRCON	Reimbursement to IRSDC towards leave encashment, arrear paid & gratuity.	15.89	23.37	Nil	Nil
RLDA	Investment in Equity	Nil	980.00	1960.00	1960.00
RLDA	Reimbursement of vehicle hiring & salary	0.21	13.28	Nil	0.77
КМР	Remuneration to Key Management Personnel to (ii) above				

- 31. The Company does not have any inventory as at 31st March 2015.
- 32. There is no impairment loss on fixed assets during the year.
- 33. With effective from 1<sup>st</sup> April, 2014, depreciation for the year ended 31<sup>st</sup> March, 2015 has been calculated in accordance with Schedule II of the Companies Act, 2013. Consequently, depreciation is lower by Rs 0.79 lacs. In view of above, depreciation is not comparable with depreciation for the corresponding previous periods, which was calculated under the provisions of the erstwhile Companies Act, 1956.
- 34. Previous year's figures have been regrouped, rearranged and recast wherever necessary to make it comparable to the current year's classification.

As per our report of even date attached

For Bansal Gupta & Associates Chartered Accountants

FRN-017358N

CA. Sachin Purwar Partner M. No. 400908 S.K. Bandyopadhyay Chief Financial Officer

Prasant Kumar Sahoo Company Secretary Anju Ranjan Director DIN-06681154

For and on behalf of Board of Directors

Mohan Tiwari Director DIN-00191363

Place: Delhi

Date : 15/07/15



## **BANSAL GUPTA & ASSOCIATES**

CHARTERED ACCOUNTANTS

FLAT NO. 6, 3RD FLOOR, NAVRATRA APARTMENTS, 112/351, SWAROOP NAGAR, KANPUR

#### INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Railway Stations Development Corporation Limited New Delhi

#### I. Report on Financial Statements

We have audited the accompanying financial statements of Indian Railway Stations Development Corporation Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### II. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### III. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account 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.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### I. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the 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 31<sup>st</sup> March, 2015; and its profit and its cash flows for the year ended on that date.

#### II. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (1) of Section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraph 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 Company does not have branch offices.
- (d) The Balance Sheet, the Statement of Profit and Loss, 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) We have no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.
- (g) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (h) We have no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
- (I) The Company has adequate internal financial controls system in place and has the operating effectiveness of such controls.
- (j) 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. Provisions relating to Investor Education and Protection Fund are not applicable to the Company.

For Bansal Gupta & Associates Chartered Accountants

FRN: 017358N

(CA. Sachin Purwar)

(Partner) M. No. : 400908

Place: DELHI Date: 15-07-2015



The Annexure referred to in paragraph V of the Our Report of even date to the members of Indian Railway Stations Development Corporation Limited on the accounts of the company for the year ended 31<sup>st</sup> March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - (b) As explained to us, tangible fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- ii. (a) Since there is no inventory, question of physical verification does not arise.
  - (b) Since there is no inventory, question of procedures of physical verification does not arise.
  - (c) Since there is no inventory, question of maintaining any records of inventory does not arise.
- iii. According to the information and explanations given to us by the Management and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Thus, the requirements under para 3 (iii) (a) to (b) are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of fixed assets. There is no purchase of inventory and sale of goods and services during the year ended. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal controls.
- v. According to the information and explanations given to us, and as per our examination of records, the Company has not accepted any deposits from public and therefore, the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provision of the Companies Act and rules framed there under, are not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, in respect of the Company.
- vii. (a) The company is regular in depositing undisputed statutory dues with appropriate Authority including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable with the appropriate authorities. Employees' State Insurance are not applicable to the company. According to the information and explanation given to us, there are no undisputed statutory dues which were outstanding as on 31.03.2015 for a period over six months from the date the same become payable.
  - (b) According to information and explanation given to us, and as per our examination of records of the Company, there is no undisputed dues on account of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess.
  - (c) Provisions relating to Investor Education and Protection Fund are not applicable to the Company.



- viii. As the company has been registered for a period of less than five years, paragraph 3(viii) of the order is not applicable.
- ix. The Company is a debt free company, so the question of default by the Company in repayment of dues to financial institution, bank or debenture holder does not arise.
- x. In our opinion based on the information & explanations given by the management, the Company has not given guarantees for loans taken by others from a bank or financial institution.
- xi. The Company is debts free Company, so the question of end use by the term loan does not arise.
- xii. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For Bansal Gupta & Associates Chartered Accountants

FRN: 017358N

(CA. Sachin Purwar)

(Partner)

M. No.: 400908

Place: DELHI

Date: 15-07-2015



Dated: 29.07.2015

Sr. Audit Officer (Hq.)
Railway Audit Commercial,
COFMOW
Railway Office Complex,
Tilak Bridge
New Delhi- 110002.

Subject: -The supplementary audit under 143(5) of the Companies Act 2013 of INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED for the year ended 31<sup>st</sup> March, 2015

Sir/Madam,

Please find enclosed herewith the supplementary audit report under 143(5) of the Companies Act 2013 of M/s. INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED for the year ended 31<sup>st</sup> March, 2015.

Thanking you,

Yours faithfully.

For Bansal Gupta & Associates
Chartered Accountants
FRN: 0175358N

(CA. Sachin Purwar) (Partner) M.No. 400908

#### **COMPLIANCE CERTIFICATE**

We have conducted the audit of accounts of M/s. INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMTIED for the year ended 31<sup>st</sup> March 2015 in accordance with the direction/sub-directions issued by the C & A.G. of India under Section 143(5) of the Company's Act, 2013 and certify that we have complied with all the direction/ sub directions issued to us.

For Bansal Gupta & Associates Chartered Accountants FRN: 0175358N

(CA. Sachin Purwar) (Partner) M.No. 400908

Place: Kanpur Date: 29.07.2015



## **INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LTD**

Directions u/s 143(5) of the Companies Act, 2013 (Earlier u/s 619(3) (a) of the Companies Act, 1956) for the year ended 31<sup>st</sup> March, 2015

S. No.	Directions	Auditor's Observation
1	If the Company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including Committed & General Reserves) may be examined including the mode and present stage of disinvestment process.	As per information provided and explanations given to us , this point is Not Applicable to the Company.
2	Please report whether there are any cases of waiver/write off of debts/loans/interest etc., if yes, the reasons there for and the amount involved.	As per information provided and explanations given to us, there is no waiver/write off of debts/loans/interest etc. during the year.
3	Whether proper records are maintained for inventories lying with third parties & assets received as gift from Govt. or other authorities	Since the Company does not have inventory, question of maintaining proper record is not applicable.  Further, as per information provided and explanations given to us, no assets have been received as gift from Govt. or other authorities.
4	A report on age-wise analysis of pending legal/arbitration cases including the reasons of pendency and existence/effectiveness of a monitoring mechanism for expenditure on all legal cases (foreign and local) may be given.	As per information provided and explanations given to us, the Company does not have any pending legal/arbitration cases.





## भारतीय लेखा परीक्षा एवम् लेखा विभाग कार्यालय प्रधान निदेशक लेखा परीक्षा रेलवे वणिज्यक काफमो, भारतीय रेल, तिलक ब्रिज, नई दिल्ली

INDIAN AUDIT AND ACCOUNTS DEPARTMENT
OFFICE OF THE Pr. DIRECTOR AUDIT (RAILWAY-COMMERCIAL)
COFMOW INDIAN RAILWAYS, TILAK BRIDGE, NEW DELHI-110002

#### Confidential

No. PDA RC/PSU/32-19/IRSDCL/2015-16/338

To

The Managing Director, Indian Railway Station Development Corporation Limited 4th Floor, Palika Bhawan, Sector-13, R. K. Puram, New Delhi-110066

Sub: Comments of the Comptroller & Auditor General of India under Section 143 (6) (b) of the Companies Act, 2013 on the Financial Statements of Indian Railway Station Development Corporation Ltd., New Delhi, for the year ended 31st March 2015.

Sir,

The Nil Comments Certificate under Section 143 (6) (b) of the Companies Act, 2013 on the financial statements of **Indian Railway Stations Development Corporation Ltd., New Delhi** for the year 2014-15 is enclosed. The Nil Comments Certificate on the Financial Statements may be placed before the Annual General Meeting along with Financial Statements of the Company in compliance with the provisions of the Companies Act, 2013. Six copies of the printed Annual Reports of the Company may please be sent to this office at the earliest.

Receipt of the letter may please be acknowledged.

Encl: As Above

Yours faithfully,

Dated: 01/09/2015

(Dinesh Bhargav)

Principal Director of Audit
(Railway Commercial)



COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED FOR THE YEAR ENDED 31 MARCH 2015

The preparation of financial statements of **INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED,** New Delhi for the year ended 31 March 2015 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under section 139(5) of the Act are responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with 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 15-07-2015.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6) (a) of the Act of the financial statements of **INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED** for the year ended 31 March 2015. 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. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report.

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

(Dinesh Bhargav)

Principal Director of Audit

(Railway Commercial)
Place: New Delhi

Date: 01-09-2015

Annual Report 2014-15







# **Indian Railway Stations Development Corporation Limited**

(A JV of IRCON & Rail Land Development Authority)

4th Floor, Palika Bhawan, Sector-XIII, R. K. Puram, New Delhi - 110066 India Tel.: 91-11-24672719 Fax: 91-11-24672720 E-mail: info@irsdc.co.in Website: www.irsdc.com CIN: U45204DL2012GOI234292