

## NOTICE OF THE TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-third Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held on Tuesday, August 16, 2016 at 4:30 p.m. in the Conference Hall # 123C of the Ministry of Urban Development, 1<sup>st</sup> Floor, C-Wing, Nirman Bhawan, New Delhi-110 011 to transact the following businesses:

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### ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the Directors' and Auditors' Reports thereon
- (2) To declare dividend @ 20% on Equity Shares for the Financial Year ended March 31, 2016
- (3) To appoint a Director in place of Mr Pradeep Puri, who retires by rotation and being eligible offers himself for re-appointment
- (4) To appoint a Director in place of Mr NVS Reddy, who retires by rotation and being eligible offers himself for re-appointment
- (5) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution pursuant to Section 139 of the Companies Act, 2013::

**“RESLOVED THAT** appointment of M/s Sharp & Tannan, Chartered Accountants (firm registration no. 109982W), New Delhi who were appointed as the Statutory Auditors of the Company by the members at their 21<sup>st</sup> Annual General Meeting (AGM) for a period of five years subject to ratification at the every AGM and, from whom, the Company has received a certificate as required under Section 139(1) of the Companies Act, 2013 to the effect that their appointment, if made, would be within the limits specified in the said section, be and is hereby ratified, to hold office from the conclusion of this 23<sup>rd</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting at a remuneration of Rs 1,13,850/- plus applicable service tax and out of pocket expenses for the FY 2016-17”

### SPECIAL BUSINESS:

- (6) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** Mr Rajiv Gauba, who was appointed as an Additional Director with effect from April 1, 2016 by the Board of Directors of the Company and who

holds office upto the date of this Annual General Meeting under section 161 of the Companies Act, 2013 (the Act) and in respect to whom the Company has a received notice in writing from a Member alongwith the deposit of requisite amount under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company”

By Order of the Board of Directors  
For Urban Mass Transit Company Limited



Dhiraj Gera  
Company Secretary

Date : May 4, 2016

Place : New Delhi

Registered Office:

2<sup>nd</sup> Floor, Niryat Bhawan, Rao Tula Ram Marg,  
Opposite Army Hospital Research & Referral, New Delhi-110057  
CIN : U34101DL1993PLC053032

**NOTES:**

- (A) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. In order to be effective Proxy Forms must be received at the Registered Office of the Company not less than 48 hours before the Meeting
- (B) The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of item nos. 5 and 6 is annexed hereto and forms a part of this notice
- (C) Dividend, if declared at this Meeting, will be paid to those Shareholders of the Company whose names appear on the Register of Members on the record date i.e. August 16, 2016
- (D) In terms of Secretarial Standard - 2 on General Meetings, the details of Directors seeking appointment / re-appointment at this Annual General Meeting of the Company are provided at Annexure-A of this Notice
- (E) The equity shares of the Company are admitted with Central Depository Services (India) Ltd (CDSL) and the activated ISIN in CDSL is INE600N01012. Details of Share Transfer Department and Registrar for establishing electronic connectivity with CDSL are as under:

Share Transfer Department:

Urban Mass Transit Company Limited  
2<sup>nd</sup> Floor, Corporate Office Tower, Ambience Mall Complex, Ambience Island,  
National Highway No. 8, Gurgaon – 122001  
Contact Person : Dhiraj Gera, Company Secretary  
Tel No. 0124-4716300 Fax No. 0124-4716248

Registrar for Electronic Connectivity:

Link Intime India Pvt Limited

C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078

Contact Person : Santosh Jaiswal, Executive-IT Resources

Tel No. 022- 2596 3838 Fax No. 022- 2594 6969

- (F) The Company has shifted its registered Office premises from Ground Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110019 to 2<sup>nd</sup> Floor, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi-110057 with effect from May 1, 2016



## EXPLANATORY STATEMENT

### **ANNEXURE TO THE NOTICE DATED MAY 4, 2016 AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

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#### Item No. 5

Pursuant to the provisions of section 139 of the Companies Act, 2013 (the Act) and the Rules framed there under, Messrs Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company hold their office for a period of five year from the conclusion of 21<sup>st</sup> Annual General Meeting (AGM) held on June 27, 2014 till the conclusion of 26<sup>th</sup> AGM to be held in the year 2019, subject to ratification of their appointment at every AGM. Their audit fee for FY 2015-16 was fixed at Rs. 1,03,500/- plus applicable service tax and out of pocket expenses payable to them

Accordingly, the matter relating to appointment of Statutory Auditors for ratification and also for fixation of their audit fee for FY 2016-17 by the Members at the forthcoming AGM is being placed before the members for their approval. The Company has obtained from M/s Sharp & Tannan, Chartered Accountants, written consent and a certificate as required under 139(1) of the Companies Act, 2013 (the Act) to the effect that their appointment, would be within the limits specified in the said section

All documents pertaining to ratification of appointment of the statutory auditors of the company shall be available for inspection at the registered office of the company at 2<sup>nd</sup> Floor, Niryat Bhawan, Rao Tula Ram Marg, Opposite Army Hospital Research & Referral, New Delhi-110057 during business hours from 9:00 a.m to 5:30 p.m on all working days except Sunday and Public Holidays and also during the course of the annual general meeting

None of the directors and relatives of the director and key managerial personnel of the company are interested or concerned in the Resolution

The Board recommends that the Resolution be passed as an Ordinary Resolution

#### Item No. 6

Mr Rajiv Gauba was appointed as Additional Director on the Board of Directors of the Company with effect from April 1, 2016, by the Board of Directors. Mr Rajiv Gauba holds Office till the date of ensuing Annual General Meeting

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing, along with requisite deposit, from a Member of the Company, proposing candidature of Mr Rajiv Gauba for the office of Director. Mr Rajiv Gauba is eligible to be appointed as Director of the Company

The appointment of Mr Rajiv Gauba as a member of the Board is recommended in the interest of the Company

None of the directors and relatives of the director and key managerial personnel of the company are interested or concerned in the said resolution except Mr Rajiv Gauba to the extent of his appointment in the Company

By Order of the Board of Directors  
For Urban Mass Transit Company Limited

Date : May 4, 2016  
Place : New Delhi



Dhiraj Gera  
Company Secretary


Registered Office:  
2<sup>nd</sup> Floor, Niryat Bhawan, Rao Tula Ram Marg,  
Opposite Army Hospital Research & Referral,  
New Delhi-110057  
CIN : U34101DL1993PLC053032

Disclosures pursuant to Secretarial Standard - 2 on General Meetings

Name of the Director	Age / Date of Birth	Qualifications	Experience	Terms and conditions of appointment / reappointment	Details of Remuneration sought to be paid	Date of First appointment on the Board	Shareholding in the Company	Last drawn remuneration	Relationship with the Company	Number of Board Meetings attended during the last year	Directorship in other companies	Chairmanship of the Committees of other Boards
Mr Rajiv Gauba	15/08/1959	B. Sc. (Physics)	34 years	None	Nil	April 1, 2016	Nil	Nil (Only Sitting Fee paid)	No	Not Applicable*		
Mr Pradeep Puri	28/09/1956	M.A. (History)	35 years	None	Nil	February 21, 2007	Nil	Nil (Only Sitting Fee paid)	No	3		
Mr NVS Reddy	05/06/1956	M.A., M. Phil	33 years	None	Nil	August 25, 2008	Nil	Nil (Only Sitting Fee paid)	No	1		Details given in Annexure-1

\* Joined the Board with effect from April 1, 2016

By Order of the Board of Directors  
For Urban Mass Transit Company Limited

  
Dhiraj Gefa  
Company Secretary

Date : May 4, 2016  
Place : New Delhi

Registered Office:  
2<sup>nd</sup> Floor, Niryat Bhawan, Rao Tula Ram Marg,  
Opposite Army Hospital Research & Referral,  
New Delhi-110057  
CIN : U34101DL1993PLC053032

**Details of Other Directorships**

(1) Mr Rajiv Gauba

Bangalore Metro Rail Corporation Ltd  
Chennai Metro Rail Ltd  
Delhi Metro Rail Corporation Ltd  
Kochi Metro Rail Ltd  
Lucknow Metro Rail Corporation Ltd  
Mumbai Metro Rail Corporation Ltd  
Metro Link Express for Gandhinagar and Ahmedabad (MEGA) Co. Ltd  
Nagpur Metro Rail Corporation Ltd  
National Capital Region Transport Corporation

(2) Mr Pradeep Puri

IIDC Ltd  
IL&FS Transportation Networks Ltd.  
Pipavav Railway Corporation Ltd  
Rapid Metro Rail Gurgaon  
Rapid Metro Rail Gurgaon South Ltd  
IL&FS Water Ltd  
IL&FS Paradip Refinery Water Ltd  
Mangalore SEZ

(3) Mr NVS Reddy

Hyderabad Metro Rail Ltd  
L&T Metro Rail (Hyderabad) Ltd

**Details of Chairmanship of the Committees of other Boards**

(1) Mr Rajiv Gauba

Nil

(2) Mr Pradeep Puri

Pipavav Railway Corporation Ltd : Chairman of Audit Committee

(3) Mr NVS Reddy

Nil



**PROXY FORM (MGT-11)**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**URBAN MASS TRANSIT COMPANY LIMITED**

Registered office: 2<sup>nd</sup> Floor, Niryat Bhawan, Rao Tula Ram Marg, Opposite Army Hospital  
Research & Referral, New Delhi-110057  
CIN: U34101D11993PLC053032

Name of the Member(s): ..... E-mail Id:.....  
Registered address: ..... Folio No/ Client Id / DP Id:.....

I/We, being the member (s) of ..... shares of Urban Mass Transit Company Limited, hereby appoint :

1. Name:..... of .....having e-mail Id: ..... or failing him
2. Name:..... of .....having e-mail Id: ..... or failing him
3. Name:..... of .....having e-mail Id: ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Tuesday the 16<sup>th</sup> day of August, 2016 at 4:30 p.m. at Conference Hall # 123C of the Ministry of Urban Development, 1<sup>st</sup> Floor, C-Wing, Nirman Bhawan, New Delhi-110 011 and at any adjournment thereof in respect of the following Resolutions:

No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the Directors' and Auditors' Reports thereon		
2	To declare dividend @ 20% on Equity Shares for the Financial Year ended March 31, 2016		
3	To appoint a Director in place of Mr Pradeep Puri who retires by rotation and being eligible, offers himself for re-appointment		
4	To appoint a Director in place of Mr NVS Reddy, who retires by rotation and being eligible, offers himself for re-appointment		
5	To ratify the appointment of Auditors and to fix their remuneration		
6	Appointment of Mr Rajiv Gauba as Director of the Company		

Signed this... day of.....2016

Signature of the Member :

Affix Rs 1 Revenue Stamp
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Signature of first proxy holder    Signature of second proxy holder    Signature of third proxy holder



**Notes:**

- (1) This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than Forty Eight (48) hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Third Annual General Meeting of the Company

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**URBAN MASS TRANSIT COMPANY LIMITED**

Registered office: 2<sup>nd</sup> Floor, Niryat Bhawan, Rao Tula Ram Marg, Opposite Army Hospital  
Research & Referral, New Delhi-110057  
CIN: U34101DI1993PLC053032

**Attendance Slip**

(To be handed over at the entrance of the Meeting hall)

Twenty-third Annual General Meeting held on Tuesday, August 16, 2016

I hereby record my presence at the Twenty-third Annual General Meeting of the Company held on Tuesday, August 16, 2016 at 4:30 p.m. in the Conference Hall # 123C of the Ministry of Urban Development, 1<sup>st</sup> Floor, C-Wing, Nirman Bhawan, New Delhi-110 011

Folio / DP ID / Client ID No. \_\_\_\_\_

Full name of the Member (in BLOCK LETTERS) \_\_\_\_\_

Full name of the Proxy (in BLOCK LETTERS) \_\_\_\_\_

Member's/ Proxy's Signature \_\_\_\_\_

Route Map to the Venue of Annual General Meeting of Urban Mass Transit Company Limited on Tuesday, August 16, 2016 at 4:30 pm in the Conference Hall No 123 C, Ministry of Urban Development, 1st Floor, C-Wing, Nirman Bhawan, New Delhi - 110011



Urban Mass Transit Company Limited

