

## NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-second Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held on Wednesday, August 5, 2015 at 3:00 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 Balance Sheet as at March 31, 2015 and the Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Reports thereon
- (2) To declare dividend @ 20% on Equity Shares for the Financial Year ended March 31, 2015
- (3) To appoint a Director in place of Mr Paritosh Gupta who retires by rotation and being eligible, offers himself for re-appointment
- (4) To appoint a Director in place of Mr Umesh Soni, 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 22<sup>nd</sup> Annual General Meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting at a remuneration of Rs 1,03,500/- plus applicable service tax and out of pocket expenses for the FY 2015-16”

### **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 Madhusudan Prasad, who was appointed as an Additional Director with effect from February 2, 2015 by the Board of Directors of the Company at their Meeting held on February 26, 2015 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 under section 160 of the Act, from a Member proposing candidature of Mr Madhusudan Prasad for the office of Director, be and is hereby appointed as Director of the Company”

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

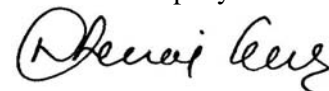
**“RESOLVED THAT** Mr N Sambasiva Rao, who was appointed as an Additional Director with effect from February 10, 2015 by the Board of Directors of the Company at their Meeting held on February 26, 2015 and who holds office upto the date of this Annual General Meeting under section 161 of the Companies Act, 2013 (the Act) and in respect to whom the Company has a received notice in writing under section 160 of the Act, from a Member proposing candidature of Mr N Sambasiva Rao for the office of Director, be and is hereby appointed as Director of the Company”

- (8) To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

**“RESOLVED THAT** pursuant to the relevant provisions of the Companies Act, 2013 (the Act) read with Schedule V thereto, consent of the Company be and is hereby accorded for re-appointment of Mr Ajai Mathur - Managing Director & Chief Executive Officer of the Company with effect from December 1, 2014, for a period of 2 years, on the following terms and conditions:-

- (a) Since the services of the Managing Director are being provided to the Company by Infrastructure Leasing & Financial Services Limited (IL&FS), IL&FS may be reimbursed for the services of Managing Director at a rate given hereunder and in accordance with the limits placed under relevant Schedule of the Act:
- (i) Rs. 4,35,000/- per month plus applicable service tax from December 1, 2014 to March 31, 2015;
- (ii) For the remainder of the tenure of appointment of Managing Director & CEO, IL&FS may be reimbursed for the services of the Managing Director & CEO at a rate as may be decided by the Remuneration Committee of the Board of Directors of the Company and in accordance with the limits placed under Schedule V of the Act”

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



Dhiraj Gera  
Company Secretary

Date : April 24, 2015  
Place : New Delhi

**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. Proxies in order to be effective 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, 6, 7 and 8 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 3, 2015
- (D) 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  
Ground Floor, Eros Plaza, Eros Corporate Tower, Nehru Place, New Delhi-110019  
Contact Person : Dhiraj Gera, Company Secretary  
Tel No. 011 30641075  
Fax No. 011 30641070

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

- (E) The Company has shifted its registered Office premises from 5<sup>th</sup> Floor, 'A' Wing, IFCI Tower, 61 Nehru Place, New Delhi – 110019 to Ground Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110019 with effect from December 20, 2014

## EXPLANATORY STATEMENT

### **ANNEXURE TO THE NOTICE DATED APRIL 24, 2015 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 2014-15 was fixed at Rs. 90,000/- 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 2015-16 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 Ground Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110019 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 AGM

None of the directors and relatives of the directors 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 Madhusudan Prasad was appointed as Additional Director on the Board of Directors of the Company with effect from February 2, 2015, by the Board of Directors. Mr Madhusudan Prasad 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 Madhusudan Prasad for the office of Director. Mr Madhusudan Prasad is eligible to be appointed as Director of the Company

The appointment of Mr Madhusudan Prasad as a member of the Board is recommended in the interest of the Company

None of the directors and relatives of the directors and key managerial personnel of the company are interested or concerned in the Resolution except Mr Madhusudan Prasad to the extent of his appointment in the Company

Item No. 7

Mr N Sambasiva Rao was appointed as Additional Director on the Board of Directors of the Company with effect from February 10, 2015, by the Board of Directors. Mr N Sambasiva Rao 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 N Sambasiva Rao for the office of Director. Mr N Sambasiva Rao is eligible to be appointed as Director of the Company

The appointment of Mr N Sambasiva Rao as a member of the Board is recommended in the interest of the Company

None of the directors and relatives of the directors and key managerial personnel of the company are interested or concerned in the Resolution except Mr N Sambasiva Rao to the extent of his appointment in the Company

Item No 8

Mr Ajai Mathur was re-appointed Managing Director & Chief Executive Officer of the Company with effect from December 1, 2014 by the Board of Directors at their Meeting held on November 3, 2014. The Remuneration Committee of the Board of Directors of the Company has considered and recommended reimbursement of remuneration payable to Infrastructure Leasing & Financial Services Limited (IL&FS) for the services of the Managing Director & CEO being provided by them

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. General Information :

1	Nature of Industry	The Company is engaged in Project Advisory Services in the field of Urban Transport
2	Date or expected date of commencement of commercial production	The Company is an existing Company
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

4	Financial performance based on given indicators:  Turnover Profit Before tax	31.03.2012	31.03.2013	31.03.2014 (Rs. crores)
		22.317	18.718	29.012
		4.75	2.05	3.00
5	Foreign Investments or collaborators, if any	NIL		

## II. Information about the appointee :

1	Background details	<p>Mr Ajai Mathur has been associated with Infrastructure Leasing &amp; Financial Services Limited (IL&amp;FS) Group since 2000. Mr Mathur held key positions with Noida Toll Bridge Company Limited – an IL&amp;FS Group Company, between 2000 to 2008. Mr Mathur's services were placed with Urban Mass Transit Company Limited (UMTC) by IL&amp;FS from March 1, 2008</p> <p>Mr Mathur has a Masters Degree in Business Administration from University of Lucknow. The experience of Mr Ajai Mathur continues to be beneficial for the growth and development of the Company</p>
2	Recognition or Awards	Nil
3	Job Profile and his suitability	He has vast experience of more than 32 years in the field of project advisory services in the infrastructure sector including mass transit projects
4	Remuneration Proposed	As set out in the resolution
5	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Keeping in view his qualifications and experience the proposed remuneration is commensurate with the remuneration prevalent in the industry as well as other industries
6	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	None

### III. Other Information :

1	Reasons of loss or inadequate profits	The Company took a decision to focus on the advisory services market for urban transport projects in 2007-08. A full time CEO was appointed in Feb 2008 to pursue this objective. The Company is in the process of gaining experience and building a track record that would qualify the Company to implement large size mandates. At present, the Company is implementing small to medium size mandates and accordingly, the profits too are moderate. However, there is a continuous improvement in the performance of the Company but it will take another few years before the Company can generate adequate profits
2	Steps taken or proposed to be taken for improvement	<p>During FY 2012-13 and 2013-14, the business development activities were scaled up substantially and the Company has an order book having secured new mandates aggregating to Rs. 1372.41 lakhs during FY 2014-15. The gains made during the previous financial year in respect of acquisition of contracts will reflect in improved income in the coming years</p> <p>New initiatives of Government of India such as smart cities, urban renewal mission projects, will provide fillip to the business prospects of the Company. The Company also intends to focus on newer lines of business such as Intelligent Transport and Parking Systems. The Company will also seek opportunities in development of public transport based on alternative fuel and electric mobility. The Company is also looking for business opportunities in the area of rural transport services and has submitted a proposal to Ministry of Rural Development for a pilot study. The Company has a comfortable order book and the outlook for the next FY remains positive. However, growth will be contingent upon Government policies as the Company's business is intrinsically linked to Government funding</p>
3	Expected increase in productivity and profits in measurable terms	With the above measures, the operating efficiencies and profits of the Company are expected to increase

IV. Disclosures :

As the Company is not a listed Company, disclosure on corporate governance is not mandatory and hence not given

None of the directors and relatives of the directors and key managerial personnel of the company are interested or concerned in the Resolution, except Mr Ajai Mathur, Managing Director & CEO to the extent of his re-appointment in the Company

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



Date : April 24, 2015  
Place : New Delhi

Dhiraj Gera  
Company Secretary





**URBAN MASS TRANSIT COMPANY LIMITED**

Regd Off: Ground Floor, Eros Plaza, Eros Corporate Tower, Nehru Place, New Delhi – 110 019

Tel No. 011 30641075, Fax No. 011 30641070 Website:www.umtc.co.in

**Attendance Slip**

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

Twenty-second Annual General Meeting held on Wednesday, August 5, 2015

I hereby record my presence at the Twenty-second Annual General Meeting of the Company held on Wednesday, August 5, 2015 at 3:00 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 \_\_\_\_\_

**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]

CIN: U34101DI1993PLC053032

Name of the company: URBAN MASS TRANSIT COMPANY LIMITED

Registered office: Ground Floor, Eros Plaza, Eros Corporate Tower, Nehru Place, New Delhi – 110 019

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

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
 Address:  
 E-mail Id:  
 Signature:....., or failing him
2. Name: .....  
 Address:  
 E-mail Id:  
 Signature:....., or failing him
3. Name: .....  
 Address:  
 E-mail Id:  
 Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday the 5<sup>th</sup> day of August At 3:00 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:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Reports thereon
2	To declare dividend @ 20% on Equity Shares for the Financial Year ended March 31, 2015
3	To appoint a Director in place of Mr Paritosh Gupta who retires by rotation and being eligible, offers himself for re-appointment
4	To appoint a Director in place of Mr Umesh Soni, who retires by rotation and being eligible, offers himself for re-appointment
5	To ratify the appointment of Auditors and to fix their remuneration

Resolution No.	Resolution
<b><u>SPECIAL BUSINESS</u></b>	
6	Appointment of Mr Madhusudan Prasad as Director of the Company
7	Appointment of Mr N Sambasiva Rao as Director of the Company
8	Re-appointment of Mr Ajai Mathur as Managing Director & Chief Executive Officer of the Company

Signed this..... day of.....20....

Affix  
Revenue  
Stamp

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

**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 Second Annual General Meeting of the Company

Route Map to the Venue of Annual General Meeting of Urban Mass Transit Company Limited on Wednesday, August 5, 2015 at 3:00 pm in the Conference Hall No 123 C, Ministry of Urban Development, 1st Floor, C-Wing, Nirman Bhawan, New Delhi-110 011

