

NOTICE OF THE 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held on Thursday, September 26, 2019 at 12:00 noon in the Conference Room No. 123-C, 1st Floor, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi-110 011 to transact the following businesses :

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, 2019
- (2) To declare dividend @ 2.5% on Equity Shares for the Financial Year ended March 31, 2019
- (3) To appoint a Director in place of Prof Geetam Tiwari, who retires by rotation and being eligible, offers herself for re-appointment
- (4) To appoint a Director in place of Mr Durga Shanker Mishra, who retires by rotation and being eligible, offers himself for re-appointment
- (5) To appoint a Director in place of Mr M K Sinha, who retires by rotation and being eligible, offers himself for re-appointment
- (6) 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 M/s Luthra & Luthra, Chartered Accountant (Firm Registration No. 002081N), New Delhi 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 are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors M/s Sharp & Tannan, Chartered Accountants, to hold office from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting at a remuneration of Rs 1,50,000 plus applicable GST and out of pocket expenses for the Financial Year 2019-20.”

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



Dhiraj Gera
Company Secretary

Date : May 10, 2019
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 / herself 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, in respect of item no. 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. September 26, 2019.
- (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
2nd 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

EXPLANATORY STATEMENT

ANNEXURE TO THE NOTICE DATED MAY 10, 2019

Item No. 6

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, the Statutory Auditors of the Company shall be retiring at the conclusion of this Annual General Meeting scheduled to held on September 26, 2019. M/s. Sharp & Tannan are eligible to be re-appointed for a 2nd term of 5 years. With a view to pursue best corporate governance practices and bring new ideas and inputs in internal control and accounting systems, there is a need to replace the existing Statutory Auditors for the next term of 5 years. Accordingly, the Company has approached the following Chartered Accountant firms based at Delhi/NCR, who were/are associated with the Company for providing services viz. statutory audit, internal audit, tax audit, etc., for seeking their consent :

- (a) M/s Ravi Rajan & Co.
- (b) M/s Thakur Vaidyanath Aiyar & Co.
- (c) M/s Luthra & Luthra

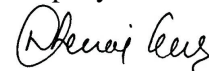
Out of the above Chartered Accountant firms, the name of M/s. Luthra & Luthra, Chartered Accountant (Firm Registration No. 002081N), has been recommended as the Statutory Auditors of the Company. The Company has obtained from M/s Luthra & Luthra, Chartered Accountants, written consent and a certificate as required under 139(1) of the Companies Act, 2013 (the Act) to the effect that their appointment, if made, would be within the limits specified in the said section.

Further, pursuant to the relevant provisions of Section 139 (9) of the Act, the appointment of M/s Luthra & Luthra, Chartered Accountant in place of retiring auditors M/s Sharp & Tannan, Chartered Accountants shall be made by an Ordinary Resolution. The Board recommends that the Resolution be passed as an Ordinary Resolution.

All documents pertaining to appointment of the statutory auditors of the company shall be available for inspection at the registered office of the company at Toll Plaza, Mayur Vihar Link Road, New Delhi-110091 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 said resolution.

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



Dhiraj Gera
Company Secretary

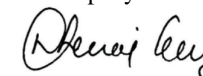
Date : May 10, 2019
Place : New Delhi

Annexure-A

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 Durga Shanker Mishra	December 4, 1961	Masters in Business Administration, B. Tech	35 years	None	Nil	June 23, 2017	Nil	Nil (Only Sitting Fee paid)	No	4	Attached as Annexure-1	
Mr M K Sinha	January 16, 1969	Masters in Management & Public Policy	26 Years	None	Nil	January 21, 2014	Nil	Nil (Only Sitting Fee paid)	No	4		
Prof Geetam Tiwari	March 4, 1958	Ph.D. in Transport Planning & Policy	37 years	None	Nil	February 21, 2007	Nil	Nil (Only Sitting Fee paid)	No	2		

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



Dhiraj Gera
Company Secretary

Date : May 10, 2019
Place : New Delhi

Details of Other Directorships

(1) Mr Durga Shanker Mishra

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
Gujarat Metro Rail Corporation Ltd
Maharashtra Metro Rail Corporation Ltd
National Capital Region Transport Corporation Ltd
Delhi Golf Club Ltd

(2) Mr M K Sinha

Kolkata Metro Rail Corporation Ltd
Chennai Metro Rail Ltd
Kochi Metro Rail Ltd
Maharashtra Metro Rail Corporation Ltd
Mumbai Metro Rail Corporation Ltd
Bangalore Metro Rail Corporation Ltd
Gujarat Metro Rail Corporation Ltd
Noida Metro Rail Corporation Ltd
Mumbai Metro One Private Ltd

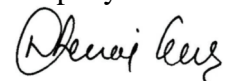
(3) Prof Geetam Tiwari

Innovative Transport Solutions Private Ltd

Details of Chairmanship of the Committees of other Boards

- (1) Mr Durga Shanker Mishra : Nil
(2) Mr M K Sinha : Nil
(3) Prof Geetam Tiwari : Nil

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



Dhiraj Gera
Company Secretary

Date : May 10, 2019
Place : New Delhi

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: Toll Plaza, Mayur Vihar Link Road, New Delhi-110091
CIN: U34101DI1993PLC053032

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:..... ofhaving e-mail Id: or failing him
2. Name:..... ofhaving e-mail Id: or failing him
3. Name:..... ofhaving 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 26th Annual General Meeting of the Company, to be held on Thursday, September 26, 2019 at 12:00 noon in the Conference Room No. 123-C, 1st Floor, Ministry of Housing & Urban Affairs, 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, 2019 together with the Directors' and Auditors' Reports thereon		
2	To declare dividend @ 2.5% on Equity Shares for the Financial Year ended March 31, 2019		
3	To appoint a Director in place of Prof Geetam Tiwari, who retires by rotation and being eligible, offers herself for re-appointment		
4	To appoint a Director in place of Mr Durga Shanker Mishra, who retires by rotation and being eligible, offers himself for re-appointment		

URBAN MASS TRANSIT COMPANY LIMITED

No.	Resolutions	For	Against
5	To appoint a Director in place of Mr M K Sinha, who retires by rotation and being eligible, offers himself for re-appointment		
6	To appoint Auditors and to fix their remuneration		

Signed this... day of.....2019

Signature of the Member :

Affix Rs 1 Revenue Stamp

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 26th Annual General Meeting of the Company

URBAN MASS TRANSIT COMPANY LIMITED

Registered office: Toll Plaza, Mayur Vihar Link Road, New Delhi-110091

CIN: U34101DI1993PLC053032

Attendance Slip

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

26th Annual General Meeting held on Thursday, September 26, 2019

I hereby record my presence at the 26th Annual General Meeting of the Company held on Thursday, September 26, 2019 at 12:00 noon in the Conference Room No. 123-C, 1st Floor, Ministry of Housing & Urban Affairs, 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 26th Annual General Meeting of Urban Mass Transit Company Limited to be held on Thursday, September 26, 2019 at 12:00 noon in the Conference Room No. 123-C,1st Floor, Ministry of Housing & Urban Affairs,Nirman Bhawan, New Delhi -110011

