

NOTICE OF THE 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held on Wednesday, September 30, 2020 at 3:00 pm 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, 2020
- (2) To appoint a Director in place of Mr NVS Reddy (DIN 01414254), who retires by rotation and being eligible, offers himself for re-appointment
- (3) To appoint a Director in place of Mr Paritosh Gupta (DIN 01054182), who retires by rotation and being eligible, offers himself for re-appointment
- (4) To appoint a Director in place of Mr RCM Reddy (DIN 00060073), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

- (5) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution pursuant to Section 139 of the Companies Act, 2013 :

“RESLOVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi, having FRN.: 000038N, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of Luthra & Luthra, Chartered Accountants, New Delhi, having FRN.: 002081N from the conclusion of this 27th Annual General Meeting.”

“RESLOVED FURTHER THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s Thakur Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi having FRN.: 000038N, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of this 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting to be held in the year 2025 at a remuneration of Rs 1,20,000/- (Rupees One Lakh Twenty Thousand) plus applicable GST and out of pocket expenses for the Financial Year 2020-21”

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

“RESOLVED THAT Mr Jaideep (DIN 08558063), who was appointed as an Additional Director with effect from December 18, 2019 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 under section 160 of the Act proposing his candidature 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 M T Krishna Babu (DIN 02795668), who was appointed as an Additional Director with effect from August 26, 2020 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 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 : August 31, 2020
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 Members may attend this Annual General Meeting through Video Conferencing Facility and are requested to communicate the same at designated email id : dhiraj.gera@ilfsindia.com. Further, they may send their voting on the Resolutions to be passed in the Annual General Meeting at the designated email id : dhiraj.gera@ilfsindia.com.
- (C) The relative Explanatory Statement, in respect of item no. 5, 6 and 7 is annexed hereto and forms a part of this notice.
- (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. Those Members who have not converted their equity shares into dematerialization form, they are requested to send the request for dematerialization of shares to the Company. Details of Share Transfer Department and Registrar for establishing electronic connectivity with CDSL are as under:

Share Transfer Department:

Urban Mass Transit Company Limited
Awfis Centre, 7th Floor, Gate 3 and 4, Ambience Mall, Ambience Island, National Highway No. 8, Gurgaon – 122001
Contact Person : Dhiraj Gera, Company Secretary Mobile No. 9910222927

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 AUGUST 31, 2020

Item No. 5

Pursuant to the provisions of section 139 of the Companies Act, 2013 (the Act) and the Rules framed there under, Messrs Luthra & Luthra, Chartered Accountants, Statutory Auditors of the Company hold their office for a period of five years from the conclusion of 26th Annual General Meeting (AGM) held on September 26, 2019 till the conclusion of 31st AGM to be held in the year 2024. The fee payable to the Statutory Auditors for FY 2019-20 was fixed at Rs. 1,50,000 plus applicable GST and out of pocket expenses.

M/s Luthra & Luthra, Statutory Auditors of the Company have resigned as Statutory Auditors of the Company on the grounds that their audit fee is not commensurate with the time and efforts in carrying out the audit and have submitted their resignation to the Board of Directors effective from the conclusion of the forthcoming AGM of the Company.

Accordingly, the Board of Directors have proposed appointment of M/s. Thakur Vaidyanath Aiyar & Co, Chartered Accountant, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Luthra & Luthra, Chartered Accountants from the conclusion of this AGM for a period of 5 years until the conclusion of the 32nd AGM to be held in the year 2025. The Company has obtained from M/s Thakur Vaidyanath Aiyar & Co, 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 Thakur Vaidyanath Aiyar & Co, Chartered Accountant in place of M/s Luthra & Luthra, Chartered Accountants shall be made by a Special Resolution. The Board recommends that the Resolution be passed as a Special 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.

Item No. 6

Mr Jaideep was appointed as Additional Director on the Board of Directors of the Company with effect from December 18, 2019 by the Board of Directors.

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

appointment of Mr Jaideep 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 Jaideep to the extent of his appointment in the Company.

Item No. 7

Mr M T Krishna Babu was appointed as Additional Director on the Board of Directors of the Company with effect from August 26, 2020 by the Board of Directors.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing, from a Member of the Company, proposing candidature of Mr M T Krishna Babu for the office of Director. Mr M T Krishna Babu is eligible to be appointed as Director of the Company. The appointment of Mr M T Krishna Babu 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 M T Krishna Babu to the extent of his appointment in the Company.

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



Dhiraj Gera
Company Secretary

Date : August 31, 2020
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. NVS Reddy	June 5, 1956	M.A., M. Phil	37 years	None	Nil	August 25, 2008	Nil	Nil (Only Sitting Fee paid)	No	4	Details given in Annexure-1	
Mr. Paritosh Gupta	June 21, 1962	Masters in Economics and Business Management	32 years	None	Nil	December 07, 2012	Nil		No	4		
Mr RCM Reddy	October 20, 1963	Masters in Urban & Regional Planning	27 years	None	Nil	January 24, 2018	Nil		No	1		
Mr Jaideep	July 9, 1966	M. Tech (Control & Instrumentation), BSc. (Engg.), First Division (Hons.) Electrical Engineering, LL.B,	27 years	None	Nil	December 18, 2019	Nil		No	1		

URBAN MASS TRANSIT COMPANY LIMITED

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 M T Krishna Babu	July 15, 1966	Graduation (Mechanical Engineering)	27 years	None	Nil	August 26, 2020	Nil	Nil (Only Sitting Fee paid)	No	1	Details given in Annexure-1	

By Order of the Board of Directors



Dhiraj Gera
Company Secretary

Date : August 31, 2020
Place : New Delhi

Details of Other Directorships(1) Mr NVS Reddy

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

(2) Mr Paritosh Gupta

Uttarakhand Infrastructure Projects Company Limited
Mangalore SEZ Limited
PDCOR Limited
Mangalore STP Limited
MSEZ Power Limited
Bengal Urban Infrastructure Development Limited
Andhra Pradesh Urban Infrastructure Asset Management Limited
Free Warehousing Private Limited
IL&FS Global Pte. Limited

(3) Mr RCM Reddy

IL&FS Skills Limited (Formerly IL&FS Skills Development Corporation Limited)
Flora and Animal Resources Management Private Limited
Andhra Pradesh State Skill Development Corporation
Schoolnet India Limited (Formerly IL&FS Education & Technology Services Limited)
IL&FS Cluster Development Initiative Limited
IL&FS Academy of Applied Development
Brandix India Apparel City Private Limited

(4) Mr Jaideep

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

(5) Mr. M T Krishna Babu

Nil

Details of Chairmanship of the Committees of other Boards

(1) Mr NVS Reddy

Nil

(2) Mr Paritosh Gupta

Nil

(3) Mr RCM Reddy

Schoolnet India Limited
Ltd

- Chairman of Corporate Social
Responsibility Committee

(4) Mr. Jaideep

Nil

(5) Mr. M T Krishna Babu

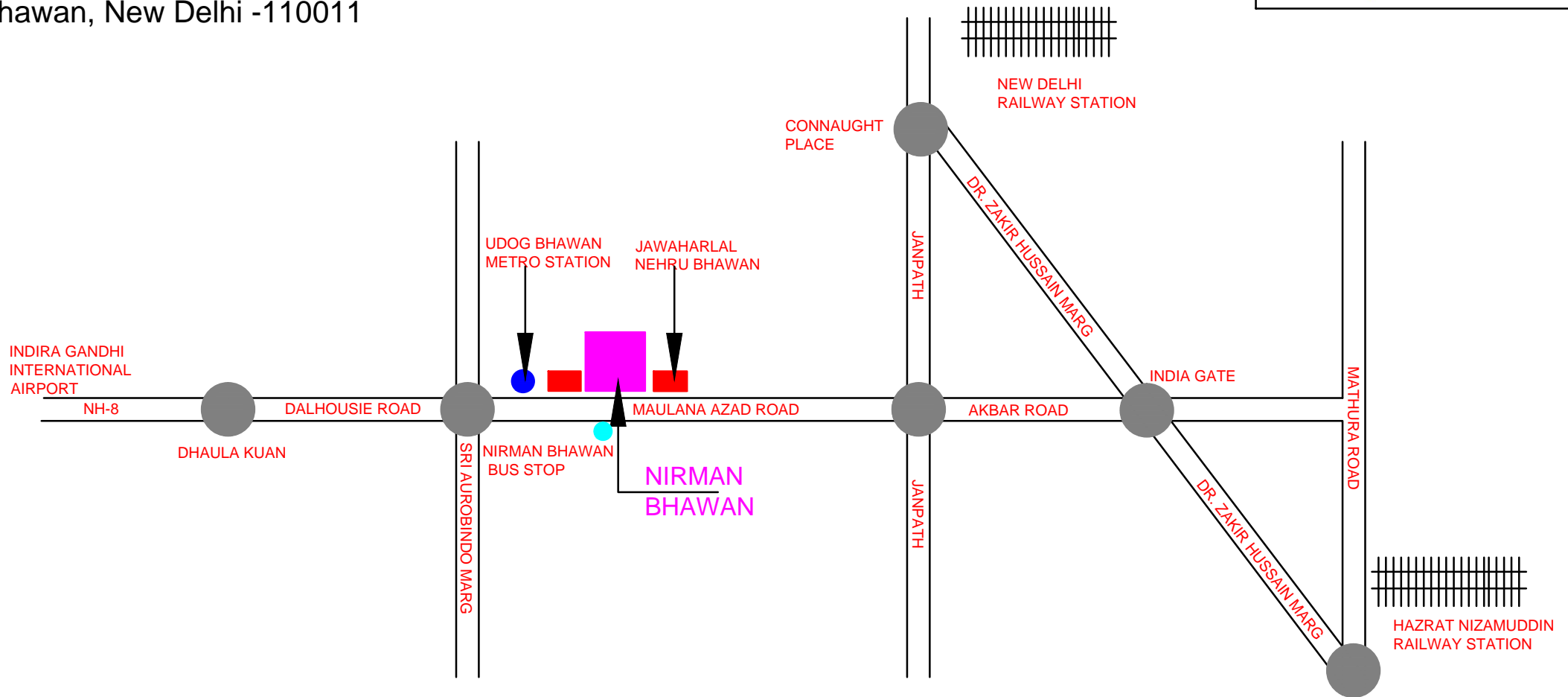
Nil

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



Dhiraj Gera
Company Secretary
Date : August 31, 2020
Place : New Delhi

Route Map to the Venue of 27th Annual General Meeting of Urban Mass Transit Company Limited to be held on Wednesday, September 30, 2020 at 3:00 pm in the Conference Room No. 123-C,1st Floor, Ministry of Housing & Urban Affairs,Nirman Bhawan, New Delhi -110011



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 27th Annual General Meeting of the Company, to be held on Wednesday, September 30, 2020 at 3:00 p.m. in the Conference Room, 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, 2020 together with the Directors' and Auditors' Reports thereon		
2	To appoint a Director in place of Mr NVS Reddy, who retires by rotation and being eligible, offers himself for re-appointment		
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 RCM Reddy, who retires by rotation and being eligible, offers himself for re-appointment		

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No.	Resolutions	For	Against
5	To appoint Auditors and to fix their remuneration		
6	To appoint Mr Jaideep as Director of the Company		
7	To appoint Mr M T Krishna Babu as Director of the Company		

Signed this... day of.....2020

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 27th 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)

27th Annual General Meeting held on Wednesday, September 30, 2020

I hereby record my presence at the 27th Annual General Meeting of the Company held on Wednesday, September 30, 2020 at 3:00 pm 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 _____