

NOTICE OF THE TWENTY- FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-fifth Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held on Thursday, August 23, 2018 at 4:00 p.m. in the Conference Room, 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, 2018
- (2) To declare dividend @ 10% on Equity Shares for the Financial Year ended March 31, 2018
- (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 NVS Reddy (DIN 01414254), who retires by rotation and being eligible, offers himself for re-appointment
- (5) To appoint a Director in place of Mr Jugal Kishore Mohapatra (DIN 03190289), 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** remuneration 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 21st Annual General Meeting (AGM) for a period of five years under Section 139 of the Companies Act, 2013, be and is hereby fixed at Rs 1,13,850/- plus applicable taxes and out of pocket expenses for the FY 2018-19”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr RCM Reddy (DIN 00060073), who was appointed as an Additional Director with effect from January 24, 2018 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”

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

“RESOLVED THAT Mr Ajay Kumar Pandey (DIN 00065622), who was appointed as an Additional Director with effect from January 24, 2018 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”

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

“RESOLVED THAT Mr N V Surendra Babu (DIN 08120865), who was appointed as an Additional Director with effect from April 26, 2018 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



Date : April 26, 2018
Place : New Delhi

Ajai Mathur
Managing Director & CEO

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, pursuant to Section 102 of the Companies Act, 2013, in respect of item nos. 6, 7, 8 and 9 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 23, 2018.

- (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 : Yogesh Garg, Chief Financial Officer
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 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi-110057 to Toll Plaza, Mayur Vihar Link Road, New Delhi-110091 with effect from December 1, 2017.

EXPLANATORY STATEMENT

ANNEXURE TO THE NOTICE DATED APRIL 26, 2018 AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

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, Statutory Auditors of the Company hold their office for a period of five year from the conclusion of 21st Annual General Meeting (AGM) held on June 27, 2014 till the conclusion of 26th AGM to be held in the year 2019, subject to ratification of their appointment at every AGM. Their audit fee for FY 2017-18 was fixed at Rs. 1,13,850/- plus applicable service tax and out of pocket expenses payable to them.

Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 25th AGM.

Accordingly, the matter relating to fixation of the audit fee of Statutory Auditors for FY 2018-19 by the Members at the forthcoming AGM is being placed before the Members for their approval.

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. 7

Mr RCM Reddy was appointed as Additional Director on the Board of Directors of the Company with effect from January 24, 2018 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 RCM Reddy for the office of Director. Mr RCM Reddy is eligible to be appointed as Director of the Company

The appointment of Mr RCM Reddy 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 RCM Reddy to the extent of his appointment in the Company

Item No. 8

Mr. Ajay Kumar Pandey was appointed as Additional Director on the Board of Directors of the Company with effect from January 24, 2018 by the Board of Directors. Mr. Ajay Kumar Pandey 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, from a Member of the Company, proposing candidature of Mr. Ajay Kumar Pandey for the office of Director. Mr. Ajay Kumar Pandey is eligible to be appointed as Director of the Company

The appointment of Mr. Ajay Kumar Pandey 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. Ajay Kumar Pandey to the extent of his appointment in the Company

Item No. 9

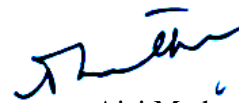
Mr. N V Surendra Babu was appointed as Additional Director on the Board of Directors of the Company with effect from April 26, 2018 by the Board of Directors. Mr. N V Surendra Babu holds Office till the date of ensuing Annual General Meeting

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

The appointment of Mr. N V Surendra 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. N V Surendra Babu to the extent of his appointment in the Company

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



Ajai Mathur
Managing Director & CEO

Date : April 26, 2018
Place : New Delhi

Annexure-ADisclosures 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. Paritosh Gupta	June 21, 1962	Masters in Economics and Business Management	30 years	None	Nil	December 07, 2012	Nil	Nil (Only Sitting Fee paid)	No	3	Details given in Annexure-1	
Mr. NVS Reddy	June 5, 1956	M.A., M. Phil	35 years	None	Nil	August 25, 2008	Nil		No	2		
Mr. Jugal Kishore Mohapatra	February 12, 1956	Masters in Economics	39 years	None	Nil	August 11, 2017	Nil		No	1		
Mr. RCM Reddy	October 20, 1963	Masters in Urban & Regional Planning	25 years	None	Nil	January 24, 2018	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. Ajay Kumar Pandey	September 24, 1961	Mechanical Engineer, Management Programs from London Business School & Harvard Business School	33 years	None	Nil	January 24, 2018	Nil	Nil (Only Sitting Fee paid)	No	1	Details given in Annexure-1	
Mr. N V Surendra Babu	July 23, 1962	M. Tech in Industrial Engineering, Chartered Accountant	31 years	None	Nil	April 26, 2018	Nil	Nil	No	N.A.		

By Order of the Board of Directors



Ajai Mathur
Managing Director & CEO

Date : April 26, 2018
Place : New Delhi

Details of Other Directorships(1) 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 Trade Warehousing Private Limited
Kukuza Project Development Company

(2) Mr NVS Reddy

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

(3) Mr Jugal Kishore Mohapatra

Nabard Financial Services Ltd
NHPC Ltd

(4) Mr RCM Reddy

IL&FS Skills Development Corporation Limited
APPTEx Marketing Services & Solutions Limited (name changed to Capacity Swap Linkages Limited w.e.f. March 27, 2018)
Jharkhand e-Governance Solutions & Services Limited
Flora and Animal Resources Management Private Limited
Andhra Pradesh State Skill Development Corporation
Karnataka Enterprise Solution Limited
IL&FS Education & Technology Services Limited
IL&FS Cluster Development Initiative Limited

(5) Mr. Ajay Kumar Pandey

Gujarat International Finance Tec- City Company Limited
GIFT Collective Investment Management Company Limited
GIFT SEZ Limited
GIFT Power Company Limited
GIFT Water Infrastructure Limited
GIFT Waste Management Services Limited
GIFT District Cooling Systems Limited
GIFT ICT Services Limited
IL&FS Township & Urban Assets Limited

(6) Mr. N V Surendra Babu: - Nil

Details of Chairmanship of the Committees of other Boards

(1) Mr Paritosh Gupta

Nil

(2) Mr NVS Reddy

Nil

(3) Mr Jugal Kishore Mohapatra

Nil

(4) Mr RCM Reddy

IL&FS Skills Development Corporation - Chairman of Share Allotment-cum
Ltd Transfer Committee

(5) Mr. Ajay Kumar Pandey

GIFT Collective Investment Management - Chairman of Audit Committee
Company Ltd

IL&FS Township & Urban Assets Limited - Member of Committee of Directors

(6) Mr. N V Surendra Babu

Nil

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



Ajai Mathur
Managing Director & CEO

Date : April 26, 2018

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 25th
Annual General Meeting of the Company, to be held on Thursday, August 23, 2018 at
4:00 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, 2018 together with the Directors' and Auditors' Reports thereon		
2	To declare dividend @ 10% on Equity Shares for the Financial Year ended March 31, 2018		
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 NVS Reddy, who retires by rotation and being eligible, offers himself for re-appointment		
5	To appoint a Director in place of Mr Jugal Kishore Mohaptra, who retires by rotation and being eligible, offers himself for re-appointment		
6	To fix the remuneration of Auditors		
7	To appoint Mr RCM Reddy as Director of the Company		

URBAN MASS TRANSIT COMPANY LIMITED

No.	Resolutions	For	Against
8	To appoint Mr Ajay Kumar Pandey as Director of the Company		
9	To appoint Mr N V Surendra Babu as Director of the Company		

Signed this... day of.....2018

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 25th 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)

25th Annual General Meeting held on Thursday, August 23, 2018

I hereby record my presence at the Twenty-fifth Annual General Meeting of the Company held on Thursday, August 23, 2018 at 4:00 p.m. in the Conference Room, 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 25th Annual General Meeting of Urban Mass Transit Company Limited to be held on Thursday, August 23, 2018 at 4:00 pm in the Conference Room, 1st Floor, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi -110011

