

NOTICE FOR 7th ANNUAL GENERAL MEETING

Notice is hereby given to the shareholders of National Capital Region Transport Corporation Limited ('the Company') that the 7th Annual General Meeting will be held on Friday, 25th day of September, 2020 at 16:30 hrs. at Conference Room no 123C, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi-110011 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses: -

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements comprising of Balance Sheet of the Company as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the period ended on March 31, 2020 and Auditors' Reports thereon and the comments of the Comptroller and Auditor General of India thereon, in terms of Section 143(6) of the Companies Act, 2013 together with the Board's Report and its annexures and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements consisting of Balance Sheet as on 31st March, 2020 and Statement of Profit & Loss and Cash Flow Statement for the year ended on 31st March, 2020 along with notes, Independent Auditor's Report, Secretarial Audit Report, Board's Report & annexures appended thereto, inter-alia, comments of the Comptroller and Auditor General of India u/s 143(6)(b) of the Companies Act, 2013 on the Financial Statements be and are hereby noted, read, considered and adopted, respectively."

Item No. 2 – To authorize Board of Directors to fix the remuneration of Statutory Auditors and pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Board of the Company be and are hereby authorized to fix the remuneration of Auditors to be appointed by the Comptroller & Auditor General of India for the Financial Year 2020-21."

SPECIAL BUSINESS:

Item No. 3 - Borrowing for the Project

To consider and to pass with or without modification(s), the following resolution as **Special Resolutions**:

- (i) **"RESOLVED THAT** in supersession of resolutions passed earlier, pursuant to the provisions Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules 2014 and Articles of Association of the Company, consent of the Members be and is hereby accorded for borrowing/co-borrowing money not exceeding Rs. 26,718 crore (Rupees Twenty Six Thousand Seven Hundred Eighteen crore only) plus related costs / charges,

in one or more tranches and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in that behalf and agreed to between the Company and the lenders/Government [(including their agent(s), trustee(s)).”

- (ii) **“RESOLVED FURTHER THAT** the Managing Director and Director/Finance of the Company be and are hereby jointly authorized to finalize and execute the terms and conditions of all agreements, deeds, documents, letters of undertaking, declarations and other papers as may be required to be executed by the Company for the said borrowings.”
- (iii) **“RESOLVED FURTHER THAT** the common seal of the Company may be affixed (if required) to the said documents if so required in the presence of Director/Finance and/or Company Secretary of the Company, in terms of the provisions in the Articles of Association of the Company and Companies Act, 2013, if any, and to file the Resolution in prescribed Form with the Registrar of Companies and do all other acts and deeds as may be considered expedient and necessary for the completion of transaction referred to above.”

By order of the Board
For National Capital Region Transport Corporation Ltd.

Date: 03.09.2020
Place: - New Delhi




Vijay Kumar
Company Secretary
FCS-7801

To,

Distribution:

(With a request to make it convenient to attend the meeting through VC/OAVM)

1. All the Members of NCRTC
2. All the Board Members of NCRTC
3. A C Gupta & Associates, Chartered Accountants, Statutory Auditors of NCRTC, New Delhi
4. Manoj Purbey & Associates, Company Secretaries, Secretarial Auditor of NCRTC, New Delhi

NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HRS.) THROUGH PHYSICAL OR BY E-MAIL AT VIJAY.KUMAR@NCRTC.IN BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ATACHED. MEETING WILL BE HELD THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS ("OAVM").**
2. Member(s) are requested to send a 'Representation Letter of Hon'ble President or Hon'ble Governors' (as the case may be) to the Registered Office of the Company or e-mail at vijay.kumar@ncrtc.in, pursuant to Section 112 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting. A person so appointed shall be deemed to be a member of the company and shall be entitled to exercise the same rights and powers, including the right to vote at the AGM.
3. Relevant Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
4. Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2020 to 25.09.2020 (both days inclusive).
6. Pursuant to the provision of Section 189(4) of the Companies Act, 2013, the registers required to be kept open for inspection at every General Meeting of the Company, shall be accessible during the continuance of the meeting to any person having the right to attend the meeting.
7. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting
8. Route Map to the venue of the meeting is annexed herewith for the convenience of the Members to attend the meeting.
9. In view of the current extraordinary circumstances due to the pandemic caused by COVID 19 prevailing in the Country, in accordance of the provisions of section 108 of the Companies Act, 2013 read with rule 18 of the companies (Management and Administration) Rules, 2014 and with General Circular No. 14/2020, dated 8th April,



2020 General Circular No. respectively issued by Ministry of Corporate Affairs, Government of India (including any Statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, Shareholders, Directors and Auditors including Secretarial Auditor of NCRTC are entitled to attend the meeting through video conferencing (VC) or Other Audio Visual Means (OAVM) to convey their assent or dissent only at such stage on items considered in the meeting by sending e-mails to vijay.kumar@ncrtc.in. The facility of appointment of proxies by Members will not be available. However, in pursuance of sections 112 and 113 of the Companies Act, 2013 representatives of the Members may be appointed for participation and voting through VC or OAVM. For attending meeting through VC or OAVM, VC link shall be provided from the companies authorized e-mail ID well in advance and the Company will provide VC / OAVM facility to its Members for participating at the AGM. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

10. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to the Members.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3: - BORROWING FOR THE PROJECT

- a. The Board of Directors in its 22nd meeting held on 13.03.2020 approved the proposal for borrowing for the project.
- b. Ministry of Housing and Urban Affairs, Government of India, vide sanction order no. K-14011/17/2017-MRTS-I (Vol.II) dated 07th March, 2019, conveyed approval of the President for the implementation of Delhi-Ghaziabad-Meerut Regional Rapid Transit System (RRTS) corridor at a total completion cost of Rs. 30,274 Crore (including escalation and Central taxes & duties, land cost and State taxes). Out of the above completion cost, Rs. 26,718 Crore is to be funded through debt i.e. Rs. 16,904 Crore is to be funded through financial assistance from lenders and Rs. 9,814 Crore is to be funded through subordinate debt from shareholders.
- c. Section 180(1)(c) of the Companies Act, 2013 stipulates that approval of the Company by a special resolution is required for borrowing money, where the money to be borrowed, together with the money already borrowed by the Company exceeds aggregate of its paid-up capital and free reserves.
- d. Shareholders in the 4th Annual General Meeting held on 18th September 2017 had approved a borrowing limit of Rs. 1,000 crore. Since project construction has commenced, loan agreements with ADB, AIIB, NDB and other agencies will be required to be signed and effected for financing the project. Hence, it is proposed to obtain the approval of the Members in a General Meeting.
- e. In order to comply with the provisions as contained herein above, the Special Resolutions at Item No.3 of the Notice are being proposed. The Board of Directors of the Company have recommended the Special Resolutions as set out at Item No. 3 of the accompanying Notice, for Members' approval.
- f. Pursuant to Section 102 of the Act, none of the Directors, Key Managerial Personnel or the Company and their relatives is in anyway concerned or interested in the proposed resolutions except to the extent of their directorship/employment with the Company.

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Form No. MGT -11**PROXY FORM**

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

CIN : U60200DL2013GOI256716
Name of the Company : National Capital Region Transport Corporation Ltd.
Registered office : 7/6, Siri Fort Institutional Area, August Kranti Marg, New Delhi-110049

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

I/We, being the Member (s) of.....Equity Shares of National Capital Region Transport Corporation Limited (NCRTC), hereby appoint

1. Name:-----, Address: -----, E-Mail Id:-----
Signature:-----, or failing him / her

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 7th **Annual General Meeting** of National Capital Region Transport Corporation Limited to be held on Friday, 25th day of September, 2020 at 16:30 hrs. at Conference Room no 123C, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi-110011 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting as are indicated below:

Item No.	Ordinary Business - Ordinary Resolution
1.	Adoption of Audited Financial Statements
2.	To fix the remuneration of Statutory Auditors for the financial year 2020-21
	Special Business - Special Resolution
3.	Borrowing for the project

Signed thisday of.....2020

Signature of shareholder

Signature of Proxy holder (s)

Affix
Revenue
Stamp

Note: 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 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

I hereby record my presence at the 7th Annual General Meeting of the National Capital Region Transport Corporation Limited held on Friday, 25th day of September, 2020 at 16:30 hrs. at Conference Room no 123C, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi-110011 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

Name of the Shareholder _____

Name of the Proxy _____

(To be filled if the proxy attends, instead of the shareholders)

Ledger Folio No. _____ No. of shares held _____

Signature of the Shareholder/ Proxy _____

Route Map

