

Notice for 8th (Eighth) Annual General Meeting

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Notice is hereby given that the 8th Annual General Meeting of National Capital Region Transport Corporation Limited ('the Company') which was scheduled for Tuesday, 28th day of September, 2021 at 03:00 PM and postponed to be held at subsequent date, will now be held on **Monday, 29th day of November, 2021 at 05:45 PM** at shorter notice 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:-

Item No. 1 - Adoption of Audited standalone & consolidated Financial Statements

To receive, consider and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended 31 March 2021, together with the Reports of the Board of Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution**:

"Resolved that the Audited standalone & consolidated Financial Statements consisting of Balance Sheet as on 31 March 2021 and Statement of Profit & Loss and Cash Flow Statement for the year ended on 31 March 2021 along with notes, Independent Auditors' 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 received, noted, considered and adopted."

Item No. 2 – Authorisation to the Board of Directors for fixing 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 determine and fix the remuneration of Auditors as appointed by the Comptroller and Auditor General of India for the financial year 2021-22."

Special Business:

Item No. 3 - To adopt amended Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013.

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

"Resolved that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed thereunder, as amended from time to time, and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded the amended Memorandum of Association by aligning the existing Memorandum of Association as per the provisions of the Companies Act, 2013 and other editorial changes, as per the amended draft of the Memorandum of Association placed before the Members."

"Resolved further that any one of the Directors of the Company and the Company Secretary, be and are hereby authorized severally to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid changes in the Memorandum of Association of the Company, as may be required by the Registrar of Companies and/or any Statutory/Regulatory Authority."



Item No. 4 - To adopt amended Articles of Association in line with the provisions of the Companies Act, 2013

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

“Resolved that pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded the amended Articles of Association by aligning with the provisions of the Companies Act, 2013 inter-alia other editorial changes as placed before the Members and shall substitute in its entirety the existing Articles of Association of the Company.”

“Resolved further that any one of the Directors of the Company and the Company Secretary, be and are hereby authorized severally to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid changes in the Articles of Association of the Company, as may be required by the Registrar of Companies and/or any Statutory/Regulatory Authority.”

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


Vijay Kumar
Company Secretary
FCS-7801

**Date: 26.11.2021
Place: New Delhi**

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. M/s A C Gupta & Associates, Chartered Accountants, Statutory Auditors of NCRTC, New Delhi**
- 4. M/s Manoj Purbey & Associates, Company Secretaries, Secretarial Auditor of NCRTC, New Delhi**

Notes: -

- 1. This AGM notice is in continuation to earlier AGM notice dated 06 September 2021. The Members are hereby informed that the 8th Annual General Meeting (AGM) was originally proposed to be convened on 28 September 2021 and conveyed by Notice dated 06 September 2021 and the same was sent to all the Members along with Annual Reports of NCRTC and its subsidiary Company. It is informed that the Company has received the Comptroller & Auditor General of India (C&AG) certificate dated 25.11.2021. Therefore, the AGM is now proposed to be held on 29.11.2021 to transact the same business as given in the earlier notice dated 06 September 2021.**
- 2. Considering the fact that the Company has received the certificate of C&AG on 25.11.2021 and is required to hold its Annual General Meeting (AGM) on or before 30.11.2021, the Company cannot give 21 days' notice along with the Audited Financial Statements (Standalone and Consolidated) to the**

shareholders as per the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Articles of Association of the Company. Therefore, under such circumstances, the Annual General Meeting of the Company has been called on a shorter notice and consent of Members for the same has been received.

3. Meeting will be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).
4. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively and by General Circular No. 02/2021 dated 13th January 2021, allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in the General Circular No. 20/2020 ('MCA Circulars') or 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. For attending meeting through VC or OAVM, VC link shall be provided to authorized e-mail ID well in advance and the Company will provide VC/OAVM facility to the 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.
5. 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.
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. Pursuant to Section 139 read with Section 142 of the Act, the Auditors of the Company are appointed by the Comptroller and Auditor General of India. However, the remuneration of auditors shall be fixed by the Company at the Annual General Meeting. Members may authorise the Board to determine and fix suitable remuneration payable to Auditors for the year 2021-22 after taking into consideration change(s), if any, in scope of assignments due to statutory requirements/ volume of work/ inflation index.
8. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to the Members. Physical copy of Notice and/or Annual Report will not be sent to any member.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3 and 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 1st July 2021 considered that the special business under Item Nos. 3 and 4, are being considered at the 8th AGM of the Company.

10. Instructions for Shareholders attending the AGM through VC/OAVM are as under:

- a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Microsoft teams meeting Platform vide this link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NGFiYTFjNjAtYmRiYi00MzQ4LTkxMGUtMjYwNTFhOTRjZTFk%40thread.v2/0?context=%7b%22Tid%22%3a%22dc1de071-872f-4011-a7a3-99bbe5572151%22%2c%22Oid%22%3a%22751e96fd-7915-4ff0-afa5-f9dc5fe59e36%22%7d

- b. Shareholders can join the meeting 15 minutes prior to the scheduled time.
- c. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- d. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- e. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f. Shareholders who would like to express their views/ask questions during the meeting may raise their hands and speak with the permission of the Chairman.

Explanatory Statement Pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 3 & 4: - To adopt amended Memorandum of Association & Articles of Association of the Company in line with the provisions of Companies Act, 2013

- a. 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 of India to the formation of National Capital Region Transport Corporation Ltd. (NCRTC) under the Companies Act, 1956 for designing, developing, implementing, financing, operating and maintaining Regional Rapid Transit System (RRTS) projects in the National Capital region (NCR) to provide and fast transit to NCR towns and meet the high growth in transport demand. NCRTC was incorporated on 21st August 2013. NCRTC is a Government Company within the meaning of Section 2(45) of the Companies Act, 2013 ('the Act') and a joint venture of Government of India [Ministry of Housing and Urban Affairs (MoHUA), Ministry of Railways (MoR) and National Capital Region Planning Board (NCRPB)] and State Governments of National Capital of Territory (NCT) of Delhi, Haryana, Rajasthan and Uttar Pradesh (UP).
- b. Board of Directors in its 27th meeting held on 01.07.2021 approved and recommended for the adoption of the amended Memorandum of Association (MoA) and Articles of Association (AoA) of the Company in line with the Companies Act, 2013. The amended Memorandum of Association (MoA) and Articles of Association (AoA) of the Company as recommended by the Board are enclosed. Amended Memorandum of Association (MoA) and Articles of Association (AoA) of the Company shall substitute in its entirety the existing Memorandum and Articles of Association of the Company. The Board of Directors of the Company

recommend the Special Resolutions as set out at Item Nos. 3 & 4 of the accompanying Notice, for members' approval. Hence, the Special Resolutions at Item Nos. 3 & 4 of the Notice are being proposed.

- c. The erstwhile MoA & AoA was adopted by the Company at the time of incorporation under the Companies Act, 1956. The Companies Act, 2013 ('the Act') has come into force w.e.f 01.04.2014. The existing Memorandum and Articles of Association ("MoA & AoA") was based on the Companies Act, 1956 and several clauses/regulations in the existing MoA & AoA contain references to specific sections of the Companies Act, 1956 and some of which are no longer in conformity with the Act. With the coming into force of the Companies Act, 2013, several regulations of the existing MoA & AoA of the Company require alteration or deletions at several places. Accordingly, the existing MoA & AoA required amendment to reflect the updated position in a lucid and coherent manner. Further, some editorial changes and insertions were also carried out in the amended MoA and AoA.
- d. Pursuant to Section 102 of the Act, none of the Directors, Key Managerial Personnel and their Relatives thereof is in anyway concerned or interested in the proposed resolutions except to the extent of their directorship/employment with the Company.
- e. The Shareholders of the Company being Govt. of India and participating State Governments shall be deemed to be interested to the extent of their shareholding in the Company.
