

NOTICE OF THE TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-third Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held on Tuesday, August 16, 2016 at 4:30 p.m. in the Conference Hall # 123C of the Ministry of Urban Development, 1st Floor, C-Wing, 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, 2016 together with the Directors' and Auditors' Reports thereon
- (2) To declare dividend @ 20% on Equity Shares for the Financial Year ended March 31, 2016
- (3) To appoint a Director in place of Mr Pradeep Puri, 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 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 appointment 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 subject to ratification at the every AGM and, 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 is hereby ratified, to hold office from the conclusion of this 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting at a remuneration of Rs 1,13,850/- plus applicable service tax and out of pocket expenses for the FY 2016-17”

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr Rajiv Gauba, who was appointed as an Additional Director with effect from April 1, 2016 by the Board of Directors of the Company and who

