

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held at 3:30 pm, on Monday, September 29, 2025 in the office of Joint Secretary (Housing for All), Room No. 320, 3rd Floor, Ministry of Housing & Urban Affairs, Sankalp Bhawan (GPOA-2 Building), Kasturba Gandhi Marg, New Delhi 110001 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, 2025 together with the Directors' and Auditors' Reports thereon
- (2) To appoint a Director in place of Mr Pankaj Kumar Gupta (DIN 07027138), who retires by rotation and being eligible, offers himself for re-appointment
- (3) To appoint a Director in place of Mr Saurabh Kumar Jain (DIN 08786910), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), M/s. VMCA & Associates, Chartered Accountants, New Delhi (Firm Registration No. 015546C), 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 are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi having FRN.: 000038N, to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting to be held in the year 2030 at a remuneration of Rs 1,60,000 plus applicable GST and out of pocket expenses for the Financial Year 2025-26.”

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

“RESOLVED THAT Mr Kuldip Narayan (DIN 03276525), who was appointed as an Additional Director with effect from January 20, 2025 by way of a resolution passed through circulation by the Board of Directors of the Company on January 29, 2025 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, not liable to retire by rotation”

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

Date : August 27, 2025
Place : New Delhi


Dhiraj Gera
Company Secretary

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. 4 to 5 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
Registered Office : G-9, G-23-24, Ground Floor, Rasvilas Salcon,
Plot No. D-1, District Centre, Saket, New Delhi-110017
Contact Person : Dhiraj Gera, Company Secretary Mobile No. 9910222927

Registrar for Electronic Connectivity:

MUFG Intime India Pvt Ltd. (formerly known as Link Intime India Pvt Ltd)
C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400078
Contact Person : Avni Ghate / Santosh Jaiswal, Executive-IT Resources
Tel No. 022- 49186000, Fax No. 022- 2594 6969

- (F) Unclaimed Dividend liable to be transferred to the Investor Education and Protection Fund (IEPF):

Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended, mandate the companies to transfer the dividend that has remained unclaimed/un-encashed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the Rules also mandate that the shares on which dividend has not been claimed or encashed for seven consecutive years or more be transferred to the IEPF.

The following table provides a list of years for which unclaimed dividends and their corresponding shares will become eligible to be transferred to the IEPF on the dates mentioned below:

Year	Type of dividend	Dividend per share (In ₹)	Date of declaration	Due date for transfer to IEPF
2017-18	Dividend	10.00	August 23, 2018	September 27, 2025
2018-19	Dividend	2.50	September 26, 2019	October 31, 2026

The Shareholders of Urban Mass Transit Company Limited may see the following details to check their unclaimed dividend:

Name of Shareholder	Address	Registered Folio No	No. of Equity Shares Held of Rs. 100 each fully paid up	Dividend declared but not claimed for FY 2017-18 (Rs.)	Dividend Warrant date and No.	Dividend declared but not claimed for FY 2018-19 (Rs.)	Dividend Warrant date and No.
K. Dharmarajan	C2/27 Tilak Lane New Delhi	1	4	40	31-08-2018 No. 189818	10	01-10-2019 No. 895619
C. Arjuna Rao	201, Central View Apartment Domalguda, Hyderabad	2	4	--	--	10	01-10-2019 No. 895620
D. Hemchandra Prasad	Sri Nilayam, No. 88, Reliance Kuteer, Road No. 7, Banjara Hills, Hyderabad- 500 034	3	4	40	31-08-2018 No. 189820	10	01-10-2019 No. 895621
Tarsem Lal	House No. 44/7/V/LRC, New Delhi	4	4	40	31-08-2018 No. 189821	10	01-10-2019 No. 895622

To claim above unpaid dividend or in case you need any information/clarification, please write to or contact Mr Dhiraj Gera, Company Secretary of the Company, at Urban Mass Transit Company Limited, Registered office: G-9, G-23-24, Ground Floor, Rasvilas Salcon, Plot No. D-1, District Centre, Saket, New Delhi-110017, Phone no.: 011-41181300-02 Fax No: 011-41181303, Email id: dhiraj.gera@ilfsindia.com

EXPLANATORY STATEMENT

Annexure to the Notice Dated August 27, 2025

Item No. 4

Pursuant to the provisions of section 139 of the Companies Act, 2013 (the Act) and the Rules framed there under, Messrs Thakur Vaidyanath Aiyar & Co, Chartered Accountants, Statutory Auditors of the Company hold their office for a period of five years from the conclusion of 27th Annual General Meeting (AGM) held on September 30, 2020 and shall be retiring at the conclusion of this Annual General Meeting scheduled to held on September --, 2025. Their audit fee for FY 2024-25 was fixed at ₹1.45 lakhs plus applicable GST and out of pocket expenses payable to them.

Messrs Thakur Vaidyanath Aiyar & Co, are eligible to be re-appointed for a 2nd term of 5 years under the applicable provisions of the Act. with a view to pursue best corporate governance practices and bring new ideas and inputs in internal control and accounting systems, there is a need to replace the existing Statutory Auditors for the next term of 5 years. Accordingly, the Company has approached the following Chartered Accountant firms including the retiring auditors, based at Delhi/NCR, for seeking their consent :

- (a) M/s Thakur Vaidyanath Aiyar & Co. (M/s. TVA)
- (b) M/s VMCA & Associates (M/s. VMCA)
- (c) M/s Aggarwal NK & Associates (M/s. ANKA)
- (d) M/s Manoj Chhabra & Company (M/s. MC & Co.)

Out of the above Chartered Accountant firms, the name of M/s. VMCA & Associates, Chartered Accountant (Firm Registration No. 015546C), has been recommended by the Board of Directors for appointment as the Statutory Auditors of the Company for a period of 5 years until the conclusion of the 37th AGM to be held in the year 2030. The Company has obtained from M/s VMCA & Associates, 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 the Act, the appointment of M/s VMCA & Associates, Chartered Accountant in place of retiring auditors M/s Thakur Vaidyanath Aiyar & Co, 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 G-9, G-23-24, Ground Floor, Rasvilas Salcon, Plot No. D-1, District Centre, Saket, New Delhi-110017 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 Resolution

Item No. 5

Mr Kuldip Narayan was appointed as Additional Director on the Board of Directors of the Company with effect from January 20, 2025 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 Kuldip Narayan for the office of Director. Mr Kuldip Narayan is eligible to be appointed as Director of the Company. The appointment of Mr Kuldip Narayan 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 Kuldip Narayan 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 27, 2025
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
Mr. Kuldip Narayan	Sep 8, 1980	B. Tech (Mechanical Engineering)	20 years	None	Nil	January 20, 2025	Nil	Nil	No	1		
Mr. Pankaj Gupta	October 10, 1966	M. Tech	33 years	None	Nil	August 5, 2022	Nil	Nil	No	4		
Mr. Saurabh Kumar Jain	November 9, 1982	MBA (Finance)	19 years	None	Nil	August 5, 2022	Nil	Nil	No	5		
											Details given in Annexure-1	

By Order of the Board of Directors

Dhiraj Gera

Dhiraj Gera
Company Secretary

Date : August 27, 2025
Place : New Delhi

Details of Other Directorships(1) Mr. Kuldip Narayan

Hindustan Prefab Ltd.
National Housing Bank
National Capital Region Transport Corporation Limited

(2) Mr. Pankaj Kumar Gupta

Gujarat Tourism Opportunity Limited
Orissa Project Development Company Limited
Sabarmati Capital One Limited
Sabarmati Capital Two Limited
PDCOR Limited
Bengal Integrated Infrastructure Development Limited
Gujarat Industrial Infrastructure Projects Limited
Free Trade Warehousing Private Limited
Haldia Free Trade Warehousing Private Limited
Kandla Free Trade Warehousing Private Limited

(3) Mr Saurabh Kumar Jain

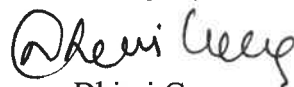
Gujarat Tourism Opportunity Limited
Orissa Project Development Company Limited
South Coast Infrastructure Development Company of Andhra Pradesh Limited
Bengal Integrated Infrastructure Development Limited
Dehradun Integrated Arena Limited
Haldia Free Trade Warehousing Private Limited
Kandla Free Trade Warehousing Private Limited
S.C.R. Agro Tech Private Limited

Details of Chairmanship of the Committees of other Boards(1) Mr. Kuldip Narayan

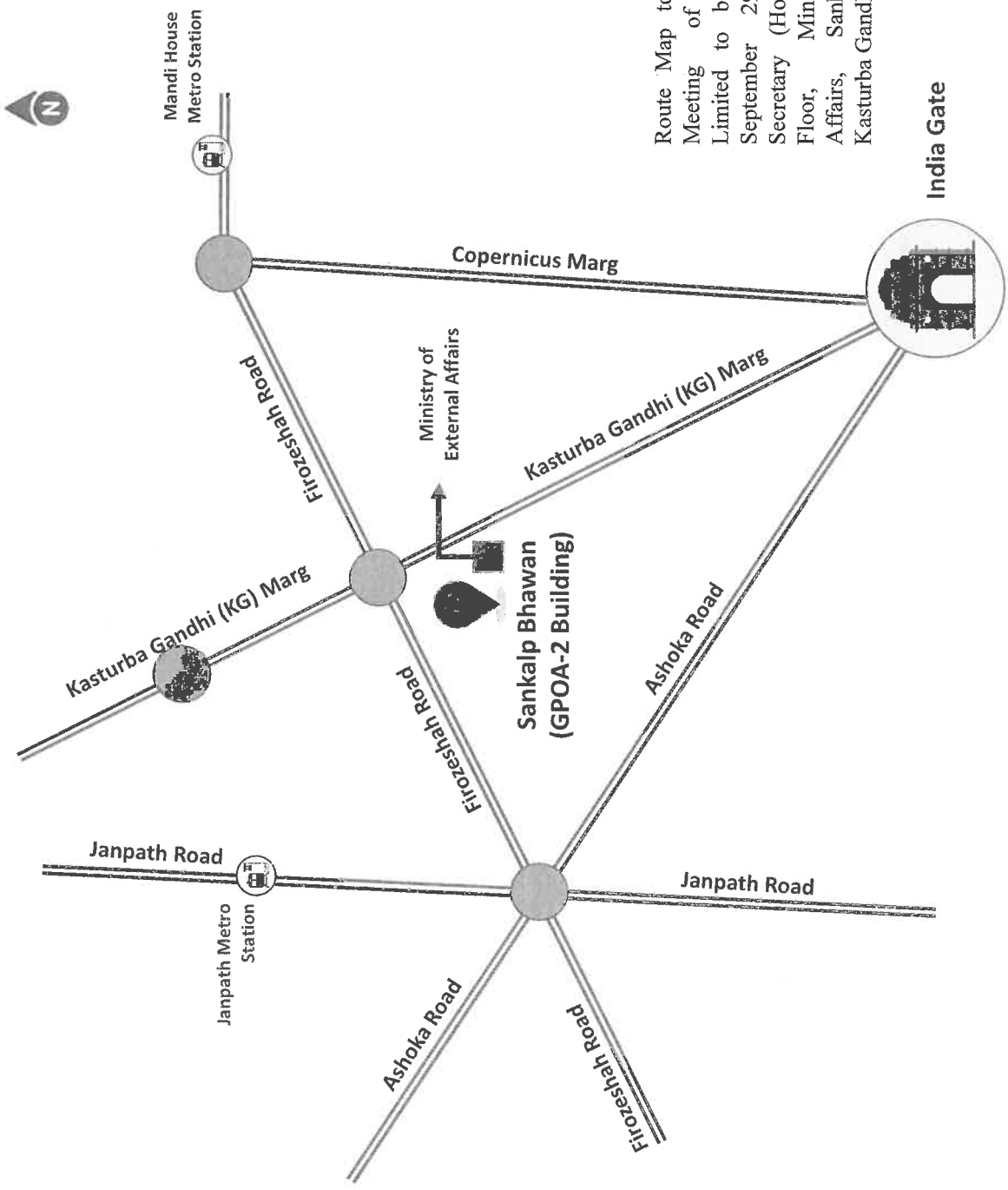
National Housing Bank : Information Technology Committee - Chairman
Cyber Security Committee - Chairman

(2) Mr. Pankaj Kumar Gupta : Nil(3) Mr Saurabh Kumar Jain : Nil

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


Dhiraj Gera
Company Secretary

Date : August 27, 2025
Place : New Delhi



Route Map to the Venue of 32nd Annual General Meeting of Urban Mass Transit Company Limited to be held on at 3:30 pm on Monday, September 29, 2025 in the Office of Joint Secretary (Housing for All), Room No. 320, 3rd Floor, Ministry of Housing & Urban Affairs, Sankalp Bhawan (GPOA-2 Building), Kasturba Gandhi Marg, New Delhi -110001

India Gate

URBAN MASS TRANSIT COMPANY LIMITED

Registered office: : G-9, G-23-24, Ground Floor, Rasvilas Salcon, Plot No. D-1,
District Centre, Saket, New Delhi-110017
CIN: U34101DL1993PLC053032

Attendance Slip

(To be handed over at the entrance of the Meeting hall)

32nd Annual General Meeting held on Monday, September 29, 2025

I hereby record my presence at the 32nd Annual General Meeting of the Company held on Monday, September 29, 2025 at 3:30 pm in the office of Joint Secretary (Housing for All), Room No. 320, 3rd Floor, Ministry of Housing & Urban Affairs, Sankalp Bhawan (GPOA-2 Building), Kasturba Gandhi Marg, New Delhi 110001

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 _____

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: : G-9, G-23-24, Ground Floor, Rasvilas Salcon, Plot No. D-1,
District Centre, Saket, New Delhi-110017
CIN: U34101D11993PLC053032

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 32nd Annual General Meeting of the Company, to be held at 3:30 pm on Monday, September 29, 2025 in the office of Joint Secretary (Housing for All), Room No. 320, 3rd Floor, Ministry of Housing & Urban Affairs, Sankalp Bhawan (GPOA-2 Building), Kasturba Gandhi Marg, New Delhi 110001 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, 2025 together with the Directors' and Auditors' Reports thereon		
2	To appoint a Director in place of Mr Pankaj Kumar Gupta (DIN 07027138), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint a Director in place of Mr Saurabh Kumar Jain (DIN 08786910), who retires by rotation and being eligible, offers himself for re-appointment		

No.	Resolutions	For	Against
4	To appoint M/s. VMCA & Associates, Chartered Accountants, New Delhi (Firm Registration No. 015546C) as Auditors of the Company in place of retiring auditors M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi (Firm Registration No. 000038N) for a period of 5 years and fix remuneration for FY 2025-26		
5	To appoint Mr Kuldip Narayan (DIN 03276525) as Director of the Company		

Signed this... day of.....2025

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 32nd Annual General Meeting of the Company