Urban Mass Transit Company Limited

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held at 3:30 pm on Monday, September 28, 2026 at its registered office on Ground Floor, G-8, 23-24, Rasvilas Salcon, Plot No. D-1, District Centre, Saket, New Delhi-110017 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, 2026 together with the Directors' and Auditors' Reports thereon

(2) To appoint a Director in place of Mr Ajai Mathur (DIN 00044567), who retires by rotation and being eligible, offers himself for re-appointment

(3) To appoint a Director in place of Dr. O P Agarwal (DIN 00324541), who retires by rotation and being eligible, offers himself for re-appointment

(4) 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. VMCA & Associates, Chartered Accountants, New Delhi having Firm Registration No. 015546C, who were appointed as the Statutory Auditors of the Company by the members at their 32nd Annual General Meeting (AGM) for a period of five years under Section 139 of the Companies Act, 2013, be and is hereby fixed at ₹1.76 lakhs plus applicable GST and out of pocket expenses for the FY 2026-27"

SPECIAL BUSINESS:

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

"**RESOLVED THAT** Mr N Bala Subramanyam (DIN 11630352), who was appointed as an Additional Director with effect from March 25, 2026 by the Board of Directors of the Company at their meeting held on March 25, 2026 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"

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

"**RESOLVED THAT** Mr Suresh Kumar Surendran Nair (DIN 09223097), who was appointed as an Additional Director with effect from July 21, 2026 by way of a Resolution passed though circulation by the Board of Directors of the Company on

August 13, 2026 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"

(7) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution as per the Companies Act, 2013:

"**RESOLVED THAT** pursuant to the applicable provisions of Companies Act, 2013 (the Act) read with Schedule V thereto and Rules and Regulations thereunder including necessary approvals and permissions as may be required there under and the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Kishor Nathani (DIN 02656523), as Managing Director & CEO of the Company on contract basis for a period of 1 year with effect from December 1, 2025 on the following terms:

(a) Monthly remuneration from December 1, 2025 to March 31, 2026 as below:

(₹)

Particulars	**Monthly Remuneration**
Consolidated Pay	5,61,144
Leave Travel Allowance as per Company rules	6,500
Entertainment Allowance (expenses incurred towards business promotion activities of the Company can be claimed against submission of actual bills under this allowance)	6,000
Other benefits:	
(1) Reimbursement for Car (expenses incurred towards the provision, running and maintenance of car and driver can be claimed against submission of actual bills under this head)	80,000
(2) Reimbursement for Books & Periodicals including subscription to any business magazines, business related networking e-portals, e-subscription to various sites like linkedIn, chat gpt, medium, audio books against submission of bills	6,000
(3) Mediclaim premium reimbursement against submission of the mediclaim Insurance Policy for self, spouse, dependent parents	6,500
(4) Mobile bill, landline and internet reimbursements against submission of bills	2,500
(5) Meal card facility	2,000
Total	**6,70,644**
(6) Leave and Travel entitlement as per Company rules as applicable to the Chief Executive Officer grade. (7) Gratuity and other statutory entitlements as per the applicable provisions of labour laws and regulations including amendments thereunder.	

(b) Monthly remuneration from April 1, 2026 to November 30, 2026 as below:

(₹)

Particulars	**Monthly Remuneration**
Consolidated Pay	5,87,877
Leave Travel Allowance as per Company rules	6,500
Entertainment Allowance (expenses incurred towards business promotion activities of the Company can be claimed against submission of actual bills under this allowance)	6,000
Other benefits:	
(1) Reimbursement for Car (expenses incurred towards the provision, running and maintenance of car and driver can be claimed against submission of actual bills under this head)	80,000
(2) Reimbursement for Books & Periodicals including subscription to any business magazines, business related networking e-portals, e-subscription to various sites like linkedIn, chat gpt, medium, audio books against submission of bills	6,000
(3) Mediclaim premium reimbursement against submission of the mediclaim Insurance Policy for self, spouse, dependent parents	6,500
(4) Mobile bill, landline and internet reimbursements against submission of bills	2,500
(5) Meal card facility	8,800
Total	**7,04,177**
(6) Leave and Travel entitlement as per Company rules as applicable to the Chief Executive Officer grade. (7) Gratuity and other statutory entitlements as per the applicable provisions of labour laws and regulations including amendments thereunder.	

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

Dhiraj Gera
Company Secretary

Date : August 27, 2026
Place : New Delhi

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 route map of the venue is annexed hereto. The Members may also 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 7 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 have been / will be transferred to the IEPF Authority.

Urban Mass Transit
Company Limited

The following table provides a list of years for which unclaimed dividends and their corresponding shares have been transferred / 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 (transferred)
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

* Shares have been transferred to the Investor Education and Protection Fund Authority.

** Unclaimed dividend has been transferred to the Investor Education and Protection Fund

Urban Mass Transit Company Limited

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, 2026

Item No. 4

Pursuant to the provisions of section 139 of the Companies Act, 2013 (the Act) and the Rules framed there under, Messrs VMCA & Associates, Chartered Accountants, Statutory Auditors of the Company hold their office for a period of five years from the conclusion of 32nd Annual General Meeting (AGM) held on September 29, 2025 till the conclusion of 37th AGM to be held in the year 2030. Their audit fee for FY 2025-26 was fixed at ₹1.60 lakhs plus applicable GST and out of pocket expenses payable to them.

Accordingly, the matter relating to fixation of the audit fee of Statutory Auditors for FY 2026-27 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. 5

Mr N Bala Subramanyam was appointed as Additional Director on the Board of Directors of the Company with effect from March 25, 2026 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 N Bala Subramanyam for the office of Director. Mr N Bala Subramanyam is eligible to be appointed as Director of the Company. The appointment of Mr N Bala Subramanyam 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 Bala Subramanyam to the extent of his appointment in the Company.

Item No. 6

Mr Suresh Kumar Surendran Nair was appointed as Additional Director on the Board of Directors of the Company with effect from July 21, 2026 by way of a Resolution passed though circulation by the Board of Directors of the Company on August 13, 2026.

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 Suresh Kumar Surendran Nair for the office of Director. Mr Suresh Kumar Surendran Nair is eligible to be appointed as Director of the Company. The appointment of Mr Suresh Kumar Surendran Nair 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 Suresh Kumar Surendran Nair to the extent of his appointment in the Company.

Item No 7:

Mr Kishor Nathani was initially appointed as Managing Director (MD) & Chief Executive Officer (CEO) of the Company with effect from December 1, 2023 on the basis of nomination from the Board of Infrastructure Leasing & Financial Services Limited (IL&FS) for a term of two years which came to an end on November 30, 2025.

In terms of the Resolution passed at the 61st Meeting of the Board of Directors of the Company held on September 5, 2007 that the CEO of the Company would be an IL&FS nominee. Accordingly, IL&FS vide their letter dated December 24, 2025 had proposed that Mr Kishor Nathani be re-appointed as Managing Director & CEO of the Company with effect from December 1, 2025 for a further period of 1 year.

The Board of Directors at their Meeting held on December 24, 2025, had approved and recommended to the shareholders of the Company re-appointment of Mr Kishor Nathani as MD & CEO of the Company, on contract for a further period of 1 year, with effect from December 1, 2025 at managerial remuneration as may be decided by the Remuneration Committee of the Company in accordance with the limits placed under Schedule V of the Companies Act, 2013 and Rules made thereunder.

Thereafter, the Remuneration Committee of the Company at their last meeting held on January 19, 2026 had approved the following managerial remuneration of Mr Kishor Nathani as MD & CEO in accordance with the limits placed under Schedule V of the Companies Act, 2013 and Rules made thereunder subject to the approval of Shareholders of the Company in their ensuing General Meeting:

(a) Monthly remuneration from December 1, 2025 to March 31, 2026 as below:

(₹)

Particulars	**Monthly Remuneration**
Consolidated Pay	5,61,144
Leave Travel Allowance as per Company rules	6,500
Entertainment Allowance (expenses incurred towards business promotion activities of the Company can be claimed against submission of actual bills under this allowance)	6,000
Other benefits	
(1) Reimbursement for Car (expenses incurred towards the provision, running and maintenance of car and driver can be claimed against submission of actual bills under this head)	80,000
(2) Reimbursement for Books & Periodicals including subscription to any business magazines, business related networking e-portals, e-subscription to various sites like linkedIn, chat gpt, medium, audio books against submission of bills	6,000

Particulars	Monthly Remuneration
(3) Mediclaim premium reimbursement against submission of the mediclaim Insurance Policy for self, spouse, dependent parents	6,500
(4) Mobile bill, landline and internet reimbursements against submission of bills	2,500
(5) Meal card facility	2,000
Total	**6,70,644**
(6) Leave and Travel entitlement as per Company rules as applicable to the Chief Executive Officer grade. (7) Gratuity and other statutory entitlements as per the applicable provisions of labour laws and regulations including amendments thereunder.	

(b) For the residual term from April 1, 2026 to November 30, 2026, Managing Director & CEO of the Company would be paid monthly remuneration along with increment as may be decided by the Remuneration Committee based on financial performance of the Company as on March 31, 2026 and in accordance with the limits placed under Schedule V of the Companies Act, 2013.

Further, considering the financial performance of the Company for FY 2025-26, the Remuneration Committee Members at their meeting held on June 17, 2026, approved the 5% increment in the monthly managerial remuneration of Mr Kishor Nathani as MD & CEO with effect from April 1, 2026 to November 30, 2026 in accordance with the limits placed under Schedule V of the Companies Act, 2013 and Rules made thereunder, subject to the approval of the Shareholders of the Company in their ensuing General Meeting, as per details hereunder:

(₹)

Particulars	Revised Monthly Remuneration
Consolidated Pay	5,87,877
Leave Travel Allowance as per Company rules	6,500
Entertainment Allowance (expenses incurred towards business promotion activities of the Company can be claimed against submission of actual bills under this allowance)	6,000
Other benefits	
(1) Reimbursement for Car (expenses incurred towards the provision, running and maintenance of car and driver can be claimed against submission of actual bills under this head)	80,000
(2) Reimbursement for Books & Periodicals including subscription to any business magazines, business related networking e-portals, e-subscription to various sites like linkedIn, chat gpt, medium, audio books against submission of bills	6,000
(3) Mediclaim premium reimbursement against submission of the mediclaim Insurance Policy for self, spouse, dependent parents	6,500

Particulars	Revised Monthly Remuneration
(4) Mobile bill, landline and internet reimbursements against submission of bills	2,500
(5) Meal card facility	8,800
Total	**7,04,177**
(6) Leave and Travel entitlement as per Company rules as applicable to the Chief Executive Officer grade. (7) Gratuity and other statutory entitlements as per the applicable provisions of labour laws and regulations including amendments thereunder.	

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. General Information :

1	Nature of Industry	The Company is engaged in Project Advisory Services in the field of Urban Transport
2	Date or expected date of commencement of commercial production	The Company is an existing Company
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators: Turnover Profit / (Loss) Before tax	31.03.2024 / 31.03.2025 / 31.03.2026 (₹ lakhs) Turnover: 2287.00 / 2046 / 1773 Profit / (Loss) Before tax: 82.00 / 90 / 73
5	Foreign Investments or collaborators, if any	NIL

II. Information about the appointee :

1	Background details	(a) Mr Nathani, MSc, MBA, from University of Jabalpur, six months Executive Management Development Program course from IIM Lucknow, has over three decades of pan India exposure and proven leadership in transport and logistical operations. Amongst others, he is Fellow Member, Chartered Institute of

		Logistics and Transport, New Delhi and Institute of Directors, New Delhi (b) Specifically, for and in various positions in the Company, he has spearheaded the alignment of business and project teams; guided JnNURM Bus Transport Projects DPRs covering rolling stock, technology and infrastructure; supervised management services pertaining to operations planning and implementation of city bus projects; Head of SBU / Director of Nagpur City Bus Operations and electric mobility; lead contributor towards urban freight and logistic policies. Earlier he has led 'concept to commission' of logistical infrastructure development assignments encompassing planning, project management and operations in strategic areas. Mr Nathani has earlier worked in the divisional, command as also training establishments of Indian Army, as a full time faculty.
2	Recognition or Awards	Nil
3	Job Profile and his suitability	He has vast experience of more than 38 years with pan India exposure and proven leadership in transport and logistics operations.
4	Remuneration Proposed	As set out in the resolution
5	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Keeping in view his qualifications and experience the proposed remuneration is commensurate with the remuneration prevalent in the industry. The experience and engagement of Mr Kishor Nathani continues to be beneficial for the growth and development of the Company
6	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	None

III. Other Information :

1	Reasons of loss or inadequate profits	The Company continues to get small to medium size urban transport planning assignment on its own core credentials. However, the portfolio and the track record has now been primed to acquire and deliver urban transport planning assignments with better efficiencies.
2	Steps taken or proposed to be taken for improvement	Despite challenges, the business activities for urban transport planning assignment are being scaled up and the Company has secured new mandates aggregating to ₹2527 lakhs during FY 2025-26. The Company is aggressively leveraging its credentials to undertake design, engineering, project and operations management business in collaboration with the market players and enablers. The Company continues to undertake cost review with a view to optimize resources and control costs. The efforts made during FY 2025-26 in respect of acquisition of contracts may reflect in improved margins in the coming years. However, growth continues to be contingent upon Government policies as the Company's business is intrinsically linked to Government policies, schemes and funding. The Company continues to orient itself to new developments. However, it is evident that the current portfolio pertaining to planning public transit assignments, limited capital and turnover limits its pitch.
3	Expected increase in productivity and profits in measurable terms	The operating efficiencies and profits of the Company are expected to increase. However, it will take some more years before the Company can generate sustainable profit margins.

Urban Mass Transit Company Limited

IV. Disclosures :

As the Company is not a listed Company, disclosure on corporate governance is not mandatory and hence not given.

The Board recommends that the Resolution be passed as a Special Resolution.

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 Kishor Nathani to the extent of revision in his remuneration in the Company.

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

Dhiraj Gera
Company Secretary

Date : August 27, 2026
Place : New Delhi

Urban Mass Transit Company Limited

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. N Bala Subramanyam	Aug 22, 1966	B. Tech	32 years	None	Nil	March 25, 2026	Nil	Nil	No	0	Details given in Annexure-A(1)	
Mr Suresh Kumar Surendran Nair	May 25, 1972	Master's degree in Forestry and International Development Policy	27 years	None	Nil	July 21, 2026	Nil	Nil	No	N.A.		
Dr O P Agarwal	December 19, 1953	PhD in Transport Economics, Master's degree in Technology Policy, Master's degree in Transportation	47 years	None	Nil	February 26, 2021	Nil	Nil	No	1		
Mr. Ajai Mathur	January 6, 1959	Masters in Business Administration	43 years	None	Nil	Dec 11, 2023	2 Equity Shares jointly with IL&FS IIDC Fund	Nil	No	4		

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 Kishor Nathani	January 10, 1963	MSc, Masters in Business Administration	38 years	*	*	Dec 1, 2023	2 Equity Shares jointly with IL&FS IIDC Fund	Nil	No	4	Details given in Annexure-A(1)	

*As contained at Item No. 7 of Annual General Meeting Notice scheduled for September 28, 2026

By Order of the Board of Directors

Dhiraj Gera
Company Secretary

Date : August 27, 2026
Place : New Delhi

Urban Mass Transit Company Limited

Annexure-A(1)

Details of Other Directorships

(1) Mr. N Bala Subramanyam

Nil

(2) Mr. Suresh Kumar Surendran Nair

Greater Visakhapatnam Smart City Corporation Limited
Andhra Pradesh Urban Infrastructure Asset Management Limited
Amaravati Development Corporation Limited
Amaravati Growth and Infrastructure Corporation Limited
Andhra Pradesh Jal Jeevan Water Supply Corporation Limited
Swachha Andhra Corporation
Amaravati Smart & Sustainable City Corporation Limited
Andhra Pradesh Metro Rail Corporation Limited
Andhra Pradesh Drinking Water Supply Corporation Limited

(3) Dr O P Agarwal

Jabalpur Smart City Limited
Hyderabad Pharma City Limited
IDFC Foundation
Smart Freight Centre India Private Limited

(4) Mr Ajai Mathur

Nil

(5) Mr Kishor Nathani

Nil

Details of Chairmanship of the Committees of other Boards

(1) Mr. N Bala Subramanyam	:	Nil
(2) Mr. Suresh Kumar Surendran Nair	:	Nil
(3) Dr O P Agarwal	:	Nil
(4) Mr Ajai Mathur	:	Nil
(5) Mr Kishor Nathani	:	Nil

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

Dhiraj Gera
Company Secretary

Date : August 27, 2026
Place : New Delhi

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)

33rd Annual General Meeting held on Monday, September 28, 2026

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Monday, September 28, 2026 at 3:30 pm at its registered office on Ground Floor, G-8, 23-24, Rasvilas Salcon, Plot No. D-1, District Centre, Saket, New Delhi-110017

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: U34101Dl1993PLC053032

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:..................... of ....having e-mail Id: .... or failing him

2. Name:..................... of ....having e-mail Id: .... or failing him

3. Name:..................... of ....having 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 33rd Annual General Meeting of the Company, to be held at 3:30 pm on Monday, September 28, 2026 at its registered office on Ground Floor, G-8, 23-24, Rasvilas Salcon, Plot No. D-1, District Centre, Saket, New Delhi-110017 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, 2026 together with the Directors' and Auditors' Reports thereon		
2	To appoint a Director in place of Mr Ajai Mathur (DIN 00044567), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint a Director in place of Dr. O P Agarwal (DIN 00324541), who retires by rotation and being eligible, offers himself for re-appointment		
4	To fix remuneration of M/s. VMCA & Associates, Chartered		

No.	Resolutions	For	Against
	Accountants, New Delhi (Firm Registration No. 015546C) - Statutory Auditors of the Company for FY 2026-27		
5	To appoint Mr N Bala Subramanyam (DIN 11630352) as Director of the Company		
6	To appoint Mr Suresh Kumar Surendran Nair (DIN 09223097) as Director of the Company		
7	To re-appoint Mr. Kishor Nathani (DIN 02656523) as Managing Director & CEO of the Company and fix remuneration on contract for a further term of 1 year, commencing from December 1, 2025 to November 30, 2026		

Signed this… day of………..2026 Signature of the Member :

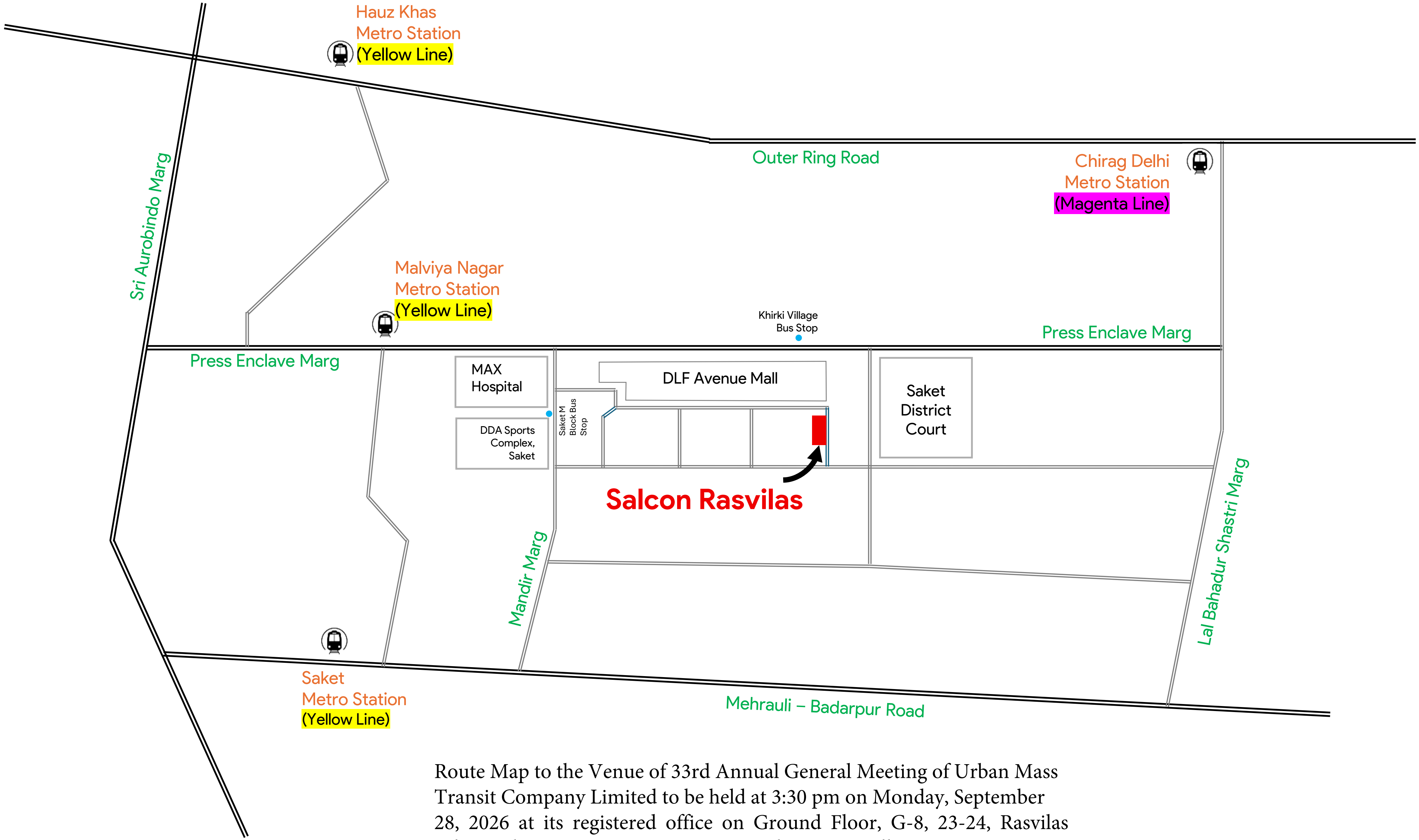
Affix Rs 1 Revenue Stamp

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 33rd Annual General Meeting of the Company



Route Map to the Venue of 33rd Annual General Meeting of Urban Mass Transit Company Limited to be held at 3:30 pm on Monday, September 28, 2026 at its registered office on Ground Floor, G-8, 23-24, Rasvilas Salcon, Plot No. D-1, District Centre, Saket, New Delhi-110017