

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Urban Mass Transit Company Limited will be held on Friday, September 29, 2023 at 2:00 pm in the Conference Room No. 123-C, 1st Floor, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi-110011 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, 2023 together with the Directors' and Auditors' Reports thereon
- (2) 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
- (3) To appoint a Director in place of Mr Ch. D Tirumala Rao (DIN 09216529), 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 Thakur Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi having FRN.: 000038N, who were appointed as the Statutory Auditors of the Company by the members at their 27th Annual General Meeting (AGM) for a period of five years under Section 139 of the Companies Act, 2013, be and is hereby fixed at ₹ 1.32 lakhs plus applicable GST and out of pocket expenses for the FY 2023-24”

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

Date : August 25, 2023
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 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:

Link Intime India Pvt Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078
Contact Person : Santosh Jaiswal, Executive-IT Resources
Tel No. 022- 2596 3838, Fax No. 022- 2594 6969

EXPLANATORY STATEMENT

Annexure to the Notice Dated September 29, 2022

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 year from the conclusion of 27th Annual General Meeting (AGM) held on September 30, 2020 till the conclusion of 32nd AGM to be held in the year 2025. Their audit fee for FY 2022-23 was fixed at ₹ 1.20 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 2023-24 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

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



Date : August 25, 2023
Place : New Delhi

Dhiraj Gera
Company Secretary

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 of other Boards
Dr. O P Agarwal	December 19, 1953	PhD in Transport Economics, Master's degree in Technology Policy, Master's degree in Transportation	44 years	None	Nil	February 26, 2021	Nil	Nil (Only Sitting Fee paid)	No	4	Details given in Annexure-1	
Mr. Ch. D Tirumala Rao	January 16, 1965	Masters in Science	34 Years	None	Nil	June 25, 2021	Nil	Nil	No	4		

By Order of the Board of Directors


Dhiraj Gera
Company Secretary

Date : August 25, 2023

Place : New Delhi

Details of Other Directorships

(1) Dr. Om Prakash Agarwal

Jabalpur Smart City Limited
Hyderabad Pharma City Limited
IDFC Foundation

(2) Mr. Ch. D Tirumala Rao

Nil

Details of Chairmanship of the Committees of other Boards

(1) Dr. Om Prakash Agarwal

Nil

(2) Mr. Ch. D Tirumala Rao

Nil

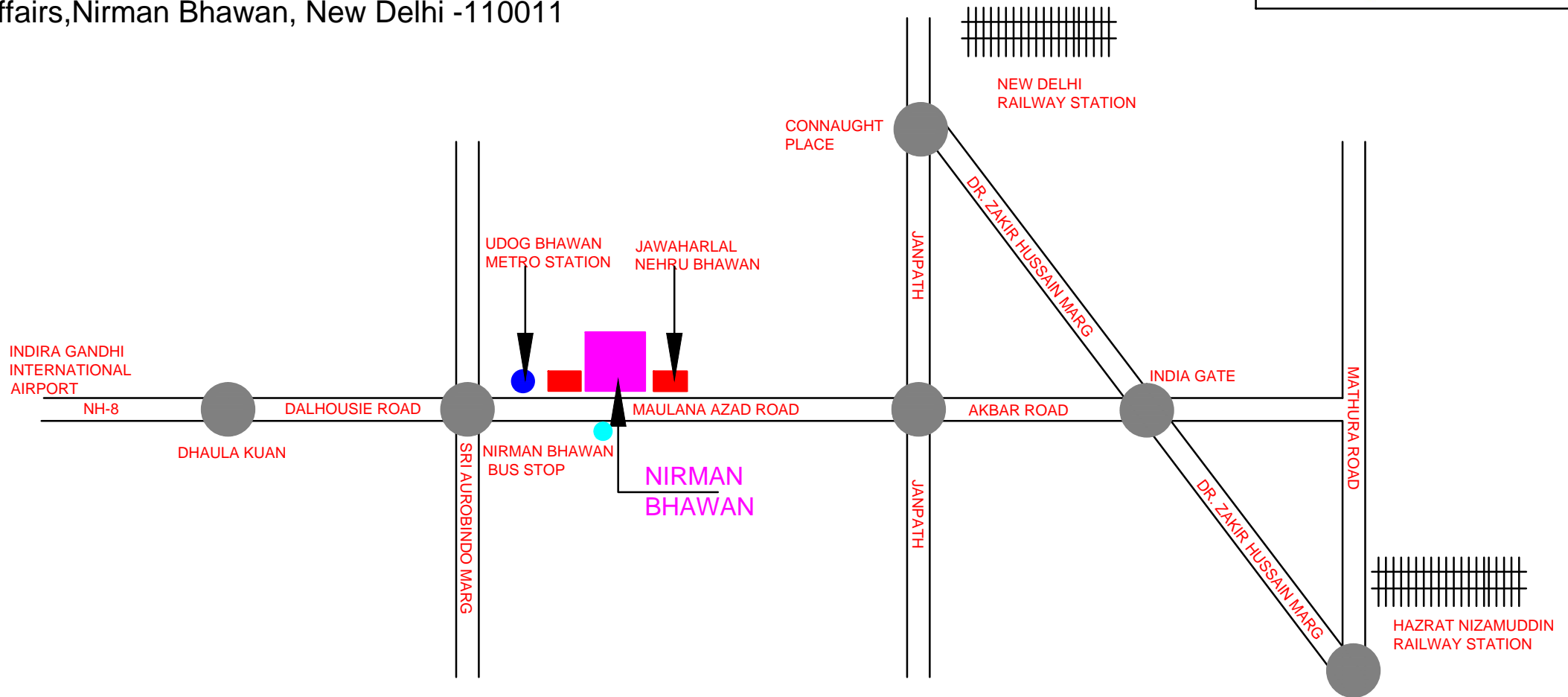
By Order of the Board of Directors
For Urban Mass Transit Company Limited



Dhiraj Gera
Company Secretary

Date : August 25, 2023
Place : New Delhi

Route Map to the Venue of 30th Annual General Meeting of Urban Mass Transit Company Limited to be held on Friday, September 29, 2023 at 2:00 pm in the Conference Room No. 123-C, 1st Floor, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi -110011



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: U34101DI1993PLC053032

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 30th Annual General Meeting of the Company, to be held on Friday, September 29, 2023 at 2:00 pm in the Conference Room, 1st Floor, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi-110 011 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, 2023 together with the Directors' and Auditors' Reports thereon		
2	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		
3	To appoint a Director in place of Mr Ch. D Tirumala Rao (DIN 09216529), who retires by rotation and being eligible, offers himself for re-appointment		

URBAN MASS TRANSIT COMPANY LIMITED

No.	Resolutions	For	Against
4	To fix remuneration of Auditors for FY 2023-24		

Signed this... day of.....2023

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 30th Annual General Meeting of the Company

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

Attendance Slip

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

30th Annual General Meeting held on Friday, September 29, 2023

I hereby record my presence at the 30th Annual General Meeting of the Company held on Friday, September 29, 2023 at 2:00 pm in the Conference Room No. 123-C, 1st Floor, Ministry of Housing & Urban Affairs, Nirman Bhawan, New Delhi-110 011

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 _____