Notice for 13th (Thirteenth) Annual General Meeting

NOTICE is hereby given that the 13th (Thirteenth) Annual General Meeting **('AGM')** of the Members of National Capital Region Transport Corporation Limited (**'the Corporation'**) will be held on **Friday, September 18, 2026 at 11:00 a.m.** at 'Conference Room' Sankalp Bhawan, MoHUA K.G Marg, New Delhi -110001, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following businesses:-

Ordinary Business:

Item No. 1: Adoption of Audited Standalone and Consolidated financial statements

To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Corporation for the financial year ended on 31st March, 2026, together with Reports of the Board, the Auditors thereon and the comments of the Comptroller and Auditor General of India, together with the management's replies, if any required and to pass the following resolution as an **Ordinary Resolution**:

"**Resolved that** the Audited Standalone and Consolidated Financial Statements for the year ended on 31st March, 2026 together with Reports of the Board, Auditors and the comments of the Comptroller and Auditor General of India, together with the management's replies, if any required on the Financial Statements (Standalone and Consolidated) be and are hereby received, noted, read, considered and adopted."

Item No. 2: Authorisation to the Board of Directors to determine the remuneration of the Statutory Auditors

To consider and, if thought fit, to pass the following Resolution(s) as an **Ordinary Resolution**:

"**Resolved that** pursuant to the provisions of the Companies Act, 2013, Board of the Corporation be and are hereby authorized to determine and fix the remuneration of the Statutory Auditors as appointed by the Comptroller and Auditor General of India for the financial year 2026-27 and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Special Business:

Item No. 3: Permanent absorption of Shri Shalabh Goel as the Managing Director, NCRTC

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolutions**:

"**Resolved that** pursuant to the applicable provisions of the Companies Act, 2013 (**'the Act'**) and Rules made thereunder (including any statutory amendments, modifications, or re-enactments thereof, for the time being in force), read with the Articles of Association of National Capital Region Transport Corporation Limited (**'the Corporation**), and in continuation of the resolutions passed in the 48th Board meeting dated 13.05.2026, the consent of the Corporation be and is hereby accorded to the permanent absorption and continuation of Shri Shalabh Goel (DIN: 08064525) as the Managing Director of the Corporation with effect from 24.04.2026, in the IDA pay scale of ₹2,00,000 – ₹3,70,000/- ('Schedule-A' equivalent), till the age of his superannuation, i.e. upto 31.07.2028, or until further orders, whichever is earlier, and all actions of the Board in connection with this resolution be and hereby approved, confirmed and ratified in all respects. The incumbent is not liable to retire by rotation".

Registered & Corporate Office:
गतिशक्ति भवन, आई.एन.ए., नई दिल्ली-110023
GatiShakti Bhawan, INA, New Delhi-110023
CIN: U60200DL2013GOI256716
Ph. : +91-11-24666700
Fax : +91-11-24666723
E : contactus@ncrtc.in

"**Resolved further that** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, extension and things as may be necessary, desirable or expedient to give effect to this resolution."

Item No. 4: Appointment of Shri Rameshwer Meena, as the Director (Systems), NCRTC

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolutions**:

"**Resolved that** pursuant to the applicable provisions of the Companies Act, 2013 ('**the Act**') and Rules made thereunder (including any statutory amendments, modifications, or re-enactments thereof, for the time being in force), read with the Articles of Association of National Capital Region Transport Corporation Limited (**'the Corporation**), and in continuation of the resolutions passed in the 49th Board meeting dated 10.07.2026, the consent of the Corporation be and is hereby accorded to approve the appointment of Shri Rameshwer Meena (DoB: 07.07.1970) (DIN:10077767) as Director (Systems), NCRTC, following the acceptance of the offer of appointment and the terms and conditions stipulated in the offer letter dated 14.07.2026 and assumption of charge with effect from 19.08.2026, for a period of 5 (five) years or till the date of superannuation or till further orders, whichever is earlier, from the date of his assumption of charge on joining in the first instance in NCRTC in the pay scale of ₹1,80,000-₹3,40,000 (IDA), equivalent to the pay scale of Directors of Schedule 'A' CPSEs and all actions of the Board in connection with this resolution be and hereby approved, confirmed and ratified in all respect. The incumbent is not liable to retire by rotation".

"**Resolved further that** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, extension and things as may be necessary, desirable or expedient to give effect to this resolution."

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

22.08.2026

Vijay Kumar
Company Secretary
FCS-7801

Date: 22.08.2026
Place: New Delhi

To,

Distribution:
(With a request to make it convenient to attend the AGM)

1. **All the Members of NCRTC**
2. **All the Board Members of NCRTC**
3. **M/s Shyam Sunder Singhal & Co., Chartered Accountants, Statutory Auditors of NCRTC**
4. **M/s J. K. Gupta & Associates, Company Secretaries, Secretarial Auditors of NCRTC**

Notes: -

1. The Ministry of Corporate Affairs **('MCA')** vide General Circular no.03/2025 dated 22.09.2025 and in continuation to the General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024, allowed the Companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements laid down in the General Circular No. 20/2020 dated 05.05.2020.

2. In compliance with the provisions of the Companies Act, 2013 (**'Act'**) and the MCA Circulars, the Corporation is providing an option to its Members, Directors, Statutory and Secretarial Auditors to attend the AGM through VC/OAVM. Accordingly, the AGM of the Corporation is being held through VC/OAVM. The Corporation will provide VC/OAVM facility to them for participating at the AGM.

3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Corporation. Members may participate in the AGM through VC/OAVM from their respective locations and the said participation of the Members will be reckoned for the purpose of quorum. However, in pursuance of the applicable provisions of the Companies Act, 2013, the authorised representatives of the Government of India and the concerned State Governments (as applicable), if any, may attend and vote at the AGM, provided that the instrument of authorisation is sent to the Company Secretary at vijay.kumar@ncrtc.in in not less than 48 hours before the commencement of the AGM.

4. Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Corporation during normal business hours (09:30 am to 06:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

5. Pursuant to the provision of Section 189(4) of the Companies Act, 2013, the registers required to be kept open for inspection at General Meeting of the Corporation, shall be accessible during the continuance of the meeting to any person having the right to attend the meeting.

6. Pursuant to Section 139 read with Section 142 of the Act, the Statutory Auditors of the Corporation are appointed by the Comptroller and Auditor General of India. However, the remuneration and out-of-pocket expenses, if any, of the auditors shall be fixed by the Corporation at the Annual General Meeting. Members may authorise the Board to determine and fix suitable remuneration and out-of-pocket expenses, if any, payable to the Statutory Auditors for the financial year 2026-27 after taking into consideration any change(s), if any, in the scope of assignments due to statutory requirements/volume of work/inflation index.

7. In compliance with the MCA Circulars, notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to the Members. Physical copy of Notice and/or Annual Report will be sent to the Members on specific request, if received.

8. Board's Report and the Audited Standalone and Consolidated Financial Statements of the Corporation along with Financial Statements of NCRTC Express Transit Limited (A wholly owned Subsidiary of the Corporation) for the financial year ended March 31, 2026, are enclosed.

9. General instructions for accessing and participating in the AGM through VC/OAVM facility are as under:

a. Members 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/dl/launcher/launcher.html?url=%2F_%23%2Fmeet%2F44435224742 7846%3Fp%3DGf5s1RUp7SheJbwDaJ%26anon%3Dtrue&type=meet&deeplinkId=16c2ae05-5fd7-4dde-a8e4-6a79c16b3dc4&directDl=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true

b. Members can join the meeting 15 minutes prior to the scheduled time.

c. Members are encouraged to join the Meeting through Laptops/IPads/Systems for better experience.

d. Further, Members 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 networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

f. Members who would like to express their views/ask questions during the meeting may raise their hands and speak with the permission of the Chairman.

10. The google map of the venue of the 13th AGM is attached with this Notice.

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

Item No. 03: Permanent absorption of Shri Shalabh Goel as the Managing Director, NCRTC

a) Board, in its 41st Board Meeting held on 13.09.2024, approved the appointment of Shri Shalabh Goel, IRSEE (DIN: 08064525), as the Managing Director (**MD**), NCRTC, on deputation basis, in pursuance of the Appointments Committee of the Cabinet (**ACC**) approval conveyed by Ministry of Housing and Urban Affairs (**MoHUA**). Accordingly, Shri Shalabh Goel assumed charge as MD, NCRTC on 02.07.2024.

b) On 08.04.2026, Department of Personnel & Training conveyed the approval of ACC on the proposal of MoHUA for continuation of Shri Shalabh Goel as MD, NCRTC on immediate absorption basis, from the date of acceptance of his resignation from Government Service, till the age of his superannuation, i.e. upto 31.07.2028, or until further orders, whichever is earlier.

c) Railway Board, Ministry of Railways accepted the technical resignation of Shri Shalabh Goel, IRSEE, from Railway service w.e.f. 24.04.2026. It was further stated that Shri Shalabh Goel, IRSEE, shall be deemed to have retired from Railway service w.e.f. 24.04.2026. Consequent upon the acceptance of his technical resignation from Railway service w.e.f. 24.04.2026, Shri Shalabh Goel has assumed the charge of MD, NCRTC on 24.04.2026 on permanent absorption basis.

d) In view of the approvals received from ACC and the Railway Board as detailed above and subject to the approval of the Members in the ensuing general meeting, the Board of Directors in its 48th meeting held on 13.05.2026 approved the permanent absorption of Shri Shalabh Goel w.e.f 24.04.2026, till 31.07.2028 or until further orders, whichever is earlier, on the IDA pay scale of ₹2,00,000 – ₹3,70,000/-, 'Schedule-A' equivalent, with attendant benefits as applicable to the MD, NCRTC in accordance with NCRTC's applicable service rules and other terms in connection thereto. The incumbent is not liable to retire by rotation

e) Board recommends the proposed agenda Item No. 03 accompanying of this Annual General Meeting notice to the Members for approval by way of Ordinary Resolution.

f) Pursuant to Section 102 of the Act, none of the Directors, Key Managerial Personnel, or their relatives is any way concerned or interested in the proposed resolution, except Shri Shalabh Goel, to whom the resolution relates, who is interested or concerned, or otherwise, in the proposed resolution.

Item No. 04: Appointment of Shri Rameshwer Meena, as the Director (Systems), NCRTC

a) The Board, in its 49th meeting held on 10.07.2026, approved the recommendations of the Selection Committee for selection of Shri Rameshwer Meena (DoB: 07.07.1970) as Director (Systems) on a full-time basis, which shall be effective from the date of his joining. The tenure shall be for a period of 5 years or till the date of superannuation or till further orders whichever is earlier from the date of his assumption of charge on joining in the first instance in NCRTC in the pay scale of ₹1,80,000–3,40,000 (IDA), equivalent to the pay scale of Directors of Schedule 'A' CPSEs, with attendant benefits as applicable to the Whole Time Directors in accordance with NCRTC's applicable service rules and other terms in connection thereto. In pursuance to the aforesaid, an offer of appointment for the post of Director (Systems) on deputation basis was issued to Shri Rameshwer Meena on 14.07.2026. Accordingly, Shri Rameshwer Meena assumed the charge on 19.08.2026. The incumbent is not liable to retire by rotation. The terms and conditions regulating the appointment are determined by the NCRTC. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

b) Board recommends the proposed agenda Item No. 4 accompanying of this Annual General Meeting notice to the Members for approval by way of Ordinary Resolution.

c) Pursuant to Section 102 of the Act, none of the Directors, Key Managerial Personnel, or their relatives is in any way concerned or interested in the proposed resolutions, except Shri Rameshwer Meena, to whom the resolution relates, who is interested or concerned, or otherwise, in the proposed resolution.

Form No. MGT -11
Proxy Form
[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **U60200DL2013GOI256716**
Name of the Company : **National Capital Region Transport Corporation Ltd.**
Registered office : **NCRTC's Corporate Office, GatiShakti Bhawan, INA, New Delhi-110023**

Name of the Members (s):
Registered Address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the Member (s) of..........................Equity Shares of National Capital Region Transport Corporation Limited, hereby appoint
Name:--------------------, Address: -----------------------, E-Mail Id:------------------
Signature:.., or failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **13th Annual General Meeting (AGM)** of National Capital Region Transport Corporation Limited to be held on **Friday, September 18, 2026 at 11:00 a.m.** at **'Conference Room' Sankalp Bhawan, MoHUA K.G Marg, New Delhi -110001**, through Video Conferencing/Other Audio-Visual Means and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting as are indicated below:

Item #	Ordinary Business - Ordinary Resolution
1.	Adoption of Audited Standalone and Consolidated Financial Statements together with Board's Report, Auditor's Report & CAG Comments on 31st March, 2026
2.	To authorise the Board for fixation of remuneration of the Statutory Auditors for the financial year 2026-27
	Special Business- Ordinary Resolution
3.	Permanent absorption of Shri Shalabh Goel as the Managing Director, NCRTC
4.	Appointment of Shri Rameshwer Meena, as the Director (Systems), NCRTC

Signed this ....day of...............2026

Signature of shareholder

Signature of Proxy holder (s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Corporation, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

I hereby record my presence at the **13th Annual General Meeting** of the National Capital Region Transport Corporation Limited **('the Corporation')** to be held on **Friday, September 18, 2026 at 11.00 a.m.** at **'Conference Room' Sankalp Bhawan, MoHUA K.G Marg, New Delhi -110001**, through Video Conferencing /Other Audio-Visual Means:

Name of the Shareholder____

Name of the Proxy____

(To be filled if the proxy attends, instead of the shareholders)

Ledger Folio No.__________ No. of shares held____________

Signature of the Shareholder/ Proxy_______________________

Google Map of the venue of 13th AGM of NCRTC