



**TI Clean Mobility Private Limited**

Post Bag No.5, CTH Road, Ambattur, Chennai -600 053, India.

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**NOTICE CONVENING EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of TI Clean Mobility Private Limited will be held at a shorter notice on Tuesday, 4th June 2024 at 4:00 P.M. at the Registered Office viz., Chola Crest, C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai - 600 032, to transact the following SPECIAL BUSINESSES:

**Item No. 1:**

**To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) of re-enactment thereof for the time being in force) and the Articles of Association of the Company, the approval of the shareholders be and is hereby accorded for the appointment of Mr. Tejpreet Singh Chopra (having DIN: 00317683) as an Independent Director on the Board with effect from 4th June 2024, not liable to retire by rotation for a term of five years from 4th June 2024 to 3rd June 2029 (both days inclusive).

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.

RESOLVED FURTHER that the Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**Item No. 2:**

**To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 5, 14, 15 and other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to the adoption of the amended and restated Articles of Association as placed before the members, incorporating the provisions of the amended and restated shareholders agreement dated May 6, 2024 executed between Tube Investments of India Limited, Multiples Private Equity Fund III, Multiples Private Equity Fund IV, Multiples Private Equity Gift Fund IV, State Bank of India, HCL Capital Private Limited, South Asia Growth Invest in total exclusion, substitution and supersession of the existing Articles of Association of the Company.





RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Item No. 3:**

**To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 152, 161, and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the amended and restated Shareholders' Agreement dated 6th May 2024 entered into by the Company with Tube Investments of India Limited, Multiples Private Equity Fund III, Multiples Private Equity Fund IV, Multiples Private Equity Gift Fund IV (collectively "Multiples"), State Bank of India, HCL Capital Private Limited, M/s. South Asia Growth Invest III LLC and M/s. South Asia EBT Trust III (collectively, "GEF"), the approval of the shareholders be and is hereby accorded for the appointment of Mr. Sridhar Narayan (having DIN: 00137243) as a GEF Nominee Director on the Board with effect from 4th June 2024, not liable to retire by rotation.

RESOLVED FURTHER that the Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By Order of the Board  
For TI Clean Mobility Private Limited

Place: Chennai  
Date : 4th June 2024

S Krithika  
Company Secretary





## NOTES:

1. The Extraordinary General Meeting (“EGM”) of the Company is being held through VC / OAVM at Registered Office of the Company being deemed venue for the meeting in compliance with the Ministry of Corporate Affairs (“MCA”) circulars dated 25th September 2023 read with the Companies Act, 2013 (“Act”) and as per the prescribed procedures and manner for conducting Extra-ordinary General Meeting through VC/ OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the proxy form and attendance slip are not annexed to this Notice.
3. Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The link to join the meeting will be circulated to the members.
5. Pursuant to the provisions of Section 113 of the Act, body corporate Members who intend their authorised representative(s) to attend the EGM are requested to send, to the Company, a certified copy of the resolution of its board of directors or other governing body, authorizing such representative(s) to attend the EGM through VC/OAVM facility and participate thereat and cast their votes through poll. The said resolution/authorization shall be sent to the Company by e-mail through its registered e-mail address to [ticmpl-secretarial@tii.murugappa.com](mailto:ticmpl-secretarial@tii.murugappa.com)
6. Members are requested to convey their vote on the resolutions to the registered e-mail of the Company i.e., [ticmpl-secretarial@tii.murugappa.com](mailto:ticmpl-secretarial@tii.murugappa.com).
7. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to all the items of the Special Business is annexed herewith.
8. All documents referred in this Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) till the conclusion of this General Meeting.

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## ANNEXURE TO THE NOTICE

### STATEMENT IN RESPECT OF ITEM NOS. 1 and 2 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No 1:

In terms of Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, at least one Independent Director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary. TI Clean Mobility Private Limited is an unlisted material subsidiary of Tube Investments of India Limited.

In this connection, the Board of Directors at its meeting held on 4th June 2024 pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 ("Act") (including statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Tejpreet Singh Chopra (having DIN: 00317683) as an Independent Director, w.e.f. 4th June 2024 for a term of five years, subject to the approval of members of the Company. The Company has received the requisite consent and disclosure forms from him.

Mr. Tejpreet Singh Chopra is the Founder & CEO of Bharat Light & Power Group (BLP). BLP is one of the leading clean energy generation (IPP) and technology companies in India. BLP has 3 companies in the group. The BLP Group has had joint ventures with the Italian utility, Enel Green Power, and the Norwegian utility, Statkraft. Tejpreet's 25+ years of global management and finance experience was gained in various business roles held in France, England, Hong Kong, India and USA, of which over 14 years were at General Electric. He was the President & CEO of GE India, Sri Lanka and Bangladesh. He graduated from The Lawrence School, Sanawar. Tejpreet holds an MBA degree from Cornell University, a B.A. Honors degree in Economics from St. Stephen's College, Delhi University and attended an executive program at the Harvard Kennedy School.

He is also on the Boards of Gujarat Pipavav Port Limited, Indian Energy Exchange Limited, Eicher Motors Limited and Tube Investments of India Limited as an Independent Director.

The Board recommends the Ordinary Resolution mentioned in Item No. 1 of the Notice, for approval of the Members.

None of the Directors, except Mr. Tejpreet Singh Chopra himself, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.





## ITEM NO. 2

Pursuant to the Clause 5.2 of the Securities Subscription Agreement dated 6<sup>th</sup> May 2024 entered into by the Company with M/s. Tube Investments of India Limited, Multiples Private

Equity Fund III, Multiples Private Equity Fund IV, Multiples Private Equity Gift Fund IV, HCL Capital Private Limited, M/s. South Asia Growth Invest III LLC and M/s. South Asia EBT Trust III (collectively, "GEF") the Company is required to approve and adopt the restated Articles.

The restated Articles have been drawn to align with the terms of Amended and Restated Shareholders Agreement dated 6<sup>th</sup> May 2024.

As per Section 5 and 14 of the Companies Act, 2013, approval of the Shareholders by way of a Special Resolution is required for alteration of Articles of Association of the Company. The Board recommends the Special resolution mentioned in item no.2 for Shareholders' approval as the same will be in the best interests of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in this Resolution.

## Item No 3:

In accordance with the terms of the Amended and Restated Shareholders' Agreement ("SHA") dated 6<sup>th</sup> May 2024 entered into by the Company with M/s. Tube Investments of India Limited, Multiples Private Equity Fund III, Multiples Private Equity Fund IV, Multiples Private Equity Gift Fund IV ("Multiples"), State Bank of India ("SBI"), HCL Capital Private Limited ("HCL Capital") M/s. South Asia Growth Invest III LLC and M/s. South Asia EBT Trust III (collectively, "GEF") (Multiples, SBI, HCL Capital, GEF together referred as "Investors"), the Board of Directors at its meeting held on 4<sup>th</sup> June 2024 pursuant to the provisions of section 152 and 161 and other applicable provisions of the Companies Act, 2013 ("Act") (including statutory modification(s) or re-enactments thereof for the time being in force), approved the appointment of Mr. Sridhar Narayan (having DIN: 00137243) as Additional Director being the GEF nominee, w.e.f. 4<sup>th</sup> June 2024, subject to the approval of members of the Company. The Company has received the requisite consent and disclosure forms from him.

Mr. Sridhar Narayan is a Founding Partner of GEF Capital Partners and co-head of the South Asia investment practice. He has over 23 years of experience investing in Indian public and private markets. He holds a Bachelor of Technology in Mechanical Engineering from the Indian Institute of Technology BHU (IIT-BHU) and a Post Graduate Diploma in Management from the Indian Institute of Management Bangalore.

The Board recommends the Ordinary Resolution mentioned in Item No. 3 of the Notice, for approval of the Members.





None of the Directors, except Mr. Sridhar Narayan himself, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

By Order of the Board  
For TI Clean Mobility Private Limited

A handwritten signature in black ink, appearing to read "S. Krithika".

S Krithika  
Company Secretary

Place: Chennai  
Date : 4th June 2024

