



TI Clean Mobility Private Limited

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

Tel: +91 44 42093434

Web: www.montraelectric.com | CIN: U34300TN2022PTC149904

Email-ticmpl-secretarial@tii.murugappa.com

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 through Video Conferencing facility on Friday, 21st June 2024 at 12 Noon (IST) to transact the following SPECIAL BUSINESS:

Item No. 1:

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 June 5, 2024 executed between the Company, 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 III LLC, South Asia EBT Trust III and Luxembourg Specialist Investment Fund FCP-RAIF, in respect of its sub-fund, M&G Catalyst Capital Fund, 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.

By Order of the Board
For TI Clean Mobility Private Limited

Place: Chennai
Date : 20th June 2024

S Krithika
Company Secretary





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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”) circular 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
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.
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 NO. 1 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

Pursuant to the Clause 5.2 of the Securities Subscription Agreement dated 5th June 2024 entered into by the Company with M/s. Tube Investments of India Limited, M/s. Luxembourg Specialist Investment Fund FCP-RAIF, in respect of its sub-fund, M&G Catalyst Capital Fund, the Company is required to approve and adopt the restated Articles of Association of the Company.

The restated Articles have been drawn to align with the terms of Amended and Restated Shareholders' Agreement dated June 5, 2024 executed between the Company, 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 III LLC, South Asia EBT Trust III and Luxembourg Specialist Investment Fund FCP-RAIF.

As per Sections 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.1 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.

By Order of the Board
For TI Clean Mobility Private Limited

S Krithika
A Company Secretary

Place: Chennai

Date : 20th June 2024

