

TI CLEAN MOBILITY PRIVATE LIMITED

Regd. Office: Dare House, 234, N S C Bose Road, Chennai 600001

Tel: 044-42177770-5 - Fax: 044-421104054

(CIN: U34300TN2022PTC149904)

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 **Monday, the 18th July, 2022 at 2.30 P.M.** at the Registered Office viz., Dare House, 234 N S C Bose Road, Chennai – 600 001 to transact the following **SPECIAL BUSINESS**:

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 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for increase of the existing Authorized Share Capital of the Company from Rs.100,00,00,000/- (Rupees One Hundred Crores) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs.10/- (Rupee Ten) each to Rs.250,00,00,000/- (Rupees Two Hundred and Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs.10/- (Rupee Ten) each by creation of additional 15,00,00,000 (Fifteen Crores) Equity Shares of Rs.10/- each ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER that consent of the Members be and is hereby further accorded to substitute the existing Clause 5 of the Memorandum of Association of the Company with the following clause as the new Clause 5 therein:

5 The share capital of the Company is 250,00,00,000.00 Rupees divided into 25,00,00,000 Equity Shares of 10.00 Rupees each.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to take all steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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 Section 186,188 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to acquire controlling interest in the share capital of M/s. IPLTech Electric Private Limited (hereinafter referred to as "IPLT") by investing a sum not exceeding Rs. 246,00,00,000/- (Rupees Two Hundred and Forty Six Crores) towards the purchase of equity shares from the founders and other shareholders of IPLT and subscribe to equity shares to be issued by IPLT, in one or more tranches notwithstanding that the proposed investment of Rs. 246,00,00,000/- (Rupees Two Hundred and Forty Six Crores), taken together with the Company's existing investment(s), loan(s), security(ies) or guarantee(s) in all other body corporates, will be in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to negotiate and finalize the terms of the aforesaid investment(s) as it may in its absolute discretion deem necessary and in the best interests of the Company and further to do all such acts, deeds and things as

deemed necessary with the authority to settle any questions, that may arise in the said regard without the need to secure any further approval of the Members of the Company.

3. 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 Section 186 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for making investment or grant loan or provide security or provide guarantee not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores only) in one or more tranches, and on such other terms and conditions as may be mutually agreed between the both parties notwithstanding that the proposed provision of loan of up to Rs. 20,00,00,000/- (Rupees Twenty Crores), taken together with the Company's existing investment(s), loan(s), security(ies) or guarantee(s) in all other body corporates, will be in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to negotiate and finalize the terms of the aforesaid investment(s) as it may in its absolute discretion deem necessary and in the best interests of the Company and further to do all such acts, deeds and things as deemed necessary with the authority to settle any questions, that may arise in the said regard without the need to secure any further approval of the Members of the Company.

By Order of the Board
For TI Clean Mobility Private Limited

Place: Chennai
Date : 18th July, 2022

J Ashwin
Company Secretary

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll only instead of him/her. The proxy need not be a Member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be returned duly completed at the Registered Office of the Company not later than forty-eight hours before the scheduled time of the commencement of the Extra-ordinary General Meeting.
2. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to all the items of the Special Business is annexed herewith.
4. Documents referred to in the Notice may be inspected at the Registered Office of the Company at any time till the conclusion of the Extra-ordinary General Meeting.

**ANNEXURE TO THE NOTICE
STATEMENT IN RESPECT OF ITEM NOS. 1 TO 3 OF THE NOTICE PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.1

The Company has been formed as a wholly-owned subsidiary of Tube Investments of India Limited (“TI”) to carry on and engage in the business of all kinds of mobility products including electric and clean mobility vehicles.

Accordingly, as part of its business objectives, the Company proposes to invest in the equity share capital of the Gurgaon headquartered heavy duty electric vehicle manufacturing start-up company, by name, M/s. IPLTech Electric Private Limited.

To meet the funding needs of the Company in respect of the above proposal, it is therefore considered necessary to raise capital by issue of equity shares to the Holding Company on rights basis. Hence, to facilitate the same, it is proposed that the Authorised Share Capital of the Company be increased from the existing Rs.100 Crores comprising of 10 Crore equity shares of Rs.10/- each to Rs.250 Crores comprising of 25 Crore equity shares of Rs.10/- each and further to amend the existing Clause 5 of the Memorandum of Association of the Company to give effect to the increase as proposed.

Necessary amendment to the Capital Clause (no.5) of the Memorandum of Association is accordingly proposed. The Board recommends the resolution for Shareholders’ approval as the same will be in the best interests of the Company.

None of the Directors of the Company and their relatives, holds any share in the share capital of the Company, or is concerned or interested in the Resolution. The Company does not have any Key Managerial Personnel.

ITEM NO.2

The Members may note that the Company has been looking at opportunities to broaden its product portfolio in the electric vehicles segment. The Company is currently proposing to add electric heavy commercial vehicles as part of its products and business through inorganic route.

In this pursuit, the Company has identified M/s. IPLTech Electric Private Limited (“IPLT”), which is engaged in the manufacture of electric heavy commercial vehicles, since 2019, used for short haul trips in steel plants, infrastructure projects, mining etc.. IPLT has already developed heavy trucks which run on battery with the existing chassis and other mechanical components. IPLT is also into development of electric trucks and its products are undergoing testing and has recently received approval for homologation.

The Company has, after consideration and careful evaluation of the proposal, has decided that venturing into electric heavy commercial vehicles would be a significant long-term growth opportunity.

Taking into account the above, the Board of Directors of the Company, at its meeting held on 18th July, 2022, approved to acquire a controlling interest of up to 65.2% in the equity share capital of IPLT, at an aggregate consideration not exceeding Rs. 246 Crores, through a combination of secondary and primary purchase of shares. The proposed investment will result in secondary purchase of 5,380 equity shares of the face value of Rs.10/- each from the founders and existing investors and primary subscription to 8,456 equity shares to be issued by IPLT, as per details contained in the Resolution under the Notice.

With regard to the said acquisition of controlling interest in IPLT, a Share Subscription and Purchase Agreement, Shareholders’ Agreement, and other definitive agreements (“hereinafter referred to as “the Agreements”) will be executed with IPLT, its founders and existing investors on obtaining the Members’ approval, by means of the Special Resolution as set out under Item no. 1 of the accompanying Notice for the investment. The acquisition transaction would be completed on satisfactory completion of the other Conditions Precedents in the Agreements to be executed by the Company with the said founders of IPLT.

The Members may note in this regard that the acquisition of controlling interest in IPLT by the Company will be funded through raising of capital and debt raising as may be decided by the Board.

In terms of Section 186 of the Companies Act, 2013 ("Act"), a Company can inter alia invest or provide loans or give guarantees/securities up to 60% (sixty per cent) of its paid up share capital, free reserves, and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more.

The Members may note that as the proposed investment/funding aggregating to Rs. 246 Crores in IPLT, as more specifically mentioned in the Resolution forming part of the Notice, together with the investments, loans and guarantees already made by the Company will exceed the limits prescribed under the said Section 186 of the Act, a prior approval of the Members of the Company is accordingly being sought by way of a Special Resolution for the present proposal.

The Members may further note that the proposed acquisition is a related party transaction as one of the Director, Mr. Vellayan Subbiah is a member in IPLT and will not be participating in the transaction either as a buyer, seller or subscriber. Other Directors of the Company and their relatives do not hold any share in the share capital of either IPLT or the Company, or is concerned or interested in the Resolution. The Company does not have any Key Managerial Personnel.

The Board recommends the Resolution for Members' approval as the same is in the best interests of the Company.

ITEM NO.3

The Members may note that the M/s. Celestial E-Trac Private Limited ("CETPL") is a step down subsidiary of the Company. CETPL is in the process of ramping up for commercial production of electric tractors and is finalizing its additional funding plans including discussions with banks/financial institutions. In the meanwhile, CETPL has approached the Company for provision of Inter-Corporate Deposits ("ICD") for a sum not exceeding Rs. 20 Crores (Rupees Twenty Crores only) to fund its requirements.

The Company will be providing ICDs to CETPL, in one or more tranches, only after careful evaluation of the request from CETPL, for a sum not exceeding Rs. 20 Crores.

In terms of Section 186 of the Companies Act, 2013 ("Act"), a Company can inter alia invest or provide loans or give guarantees/securities up to 60% (sixty per cent) of its paid up share capital, free reserves, and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more.

The Members may note that as the proposed provision of ICD of Rs. 20 Crores to CETPL, as more specifically mentioned in the Resolution forming part of the Notice, together with the investments, loans and guarantees already made by the Company will exceed the limits prescribed under the said Section 186 of the Act, a prior approval of the Members of the Company is accordingly being sought by way of a Special Resolution for the present proposal.

None of the Directors of the Company and their relatives, holds any share in the share capital of the Company, or is concerned or interested in the Resolution. The Company does not have any Key Managerial Personnel.

The Board recommends the Resolution for Members' approval as the same is in the best interests of the Company.

By Order of the Board
For TI Clean Mobility Private Limited

Place: Chennai
Date : 18th July, 2022

Ashwin J
Company Secretary