

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the First Annual General Meeting of the shareholders of the Company will be held on Friday, the 24th June 2022 at 3.30 p.m through Video Conferencing to transact the following business.

Ordinary Business

- 1. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT the audited standalone financial statements for the financial year ended 31st March, 2022, together with the Directors' report and the auditors' report thereon as circulated to the members and presented to the meeting, be and are hereby approved and adopted.

- 2. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT the audited consolidated financial statements for the financial year ended 31st March, 2022, together with the auditors' report thereon as circulated to the members and presented to the meeting, be and are hereby approved and adopted.

- 3. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT, Mr M A M Arunachalam, Director (DIN: 00202958), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.

- 4. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT Mr. Mahendra Kumar holding (DIN: 09571947), who was appointed as an Additional Director of the Company, by the Board of Directors at its Meeting held on 19th April 2022 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or reenactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

- 5. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, having Firm Registration No. 004207S allotted by The Institute of Chartered Accountants of India as statutory auditors of the Company to hold office, from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting for the first tenure of 5 years, as approved by the board of directors of the Company, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 for remuneration of Rs.5,00,000/- (Indian Rupees Five Lakhs only) for FY 2022-23 in addition to reimbursement of out-of-pocket expenses.

Special Business

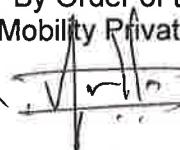
- 6. To consider and, if thought fit, to pass with or without modification the following resolution as a special resolution:**

RESOLVED THAT pursuant to the provisions of Sections 203, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made thereunder read with Schedule V of the said Act (including any statutory modifications and re-enactment

thereof, for the time being in force) consent of the members be and is hereby accorded for appointment of Mr. Kalyan Kumar Paul as Managing Director of the Company (Key Managerial Personnel-KMP), with effect from 1st April, 2022 for a period of 3 years viz., from 1st April, 2022 to 31st March, 2025 (both days inclusive) on the terms & conditions and remuneration as set out below.

- a. **Salary** Rs.9,50,000/- per month in the scale of Rs.8,00,000/- to Rs.18,00,000/-.
- b. **Allowances/ Perquisites/ Incentive**
- (a) Allowances like Leave Travel Allowance, House Rent Allowance, Special Allowance, and/or any other allowance;
 - (b) Incentive (at 100% level) will be 25% of the annual pay (annual pay includes salary, perquisites, allowances, incentives; &
 - (c) The allowances and perquisites shall not exceed 100% of the salary.
- c. **General**
- (i) In the event of absence or inadequacy of profits in any financial year, Mr. Kalyan Kumar Paul shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof;
 - (ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite;
 - (iii) Mr. Kalyan Kumar Paul will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof; &
 - (iv) Mr. Kalyan Kumar Paul will not be entitled for severance fee or other compensation for any loss of office.

By Order of the Board
For TI Clean Mobility Private Limited

M.A.M. 

M A M Arunachalam
Chairman

Place: Chennai
Date : 19th April 2022

NOTES:

1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 21/2021 dated 14.12.2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circular") and in compliance with the provisions of the Companies Act, 2013 (the "Act") this AGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company at "Dare House", 234, NSC Bose Road, Chennai – 600 001.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of his/her behalf and a proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, in terms of the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to all the items of the Special Businesses is annexed herewith.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. All relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Members at the registered office of the Company between 9:00 a.m. to 5:00 p.m., except on holidays up to and including the date of this AGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

**ANNEXURE TO THE NOTICE
STATEMENT IN RESPECT OF ITEM NO. 6 OF THE NOTICE PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.6

As per Section 203 of Companies Act, 2013, the Company is required to appoint Key Managerial Personnel which includes Managing Director.

The Board at its meeting held on 29th March, 2022 appointed Mr. Kalyan Kumar Paul as Managing Director of the Company effective 1st April 2022, for a term of 3 years, in terms of the provisions of Section 203 of Companies Act, 2013

The Company seeks the approval of shareholders for appointment of Mr. Kalyan Kumar Paul as Managing Director along with the terms of his remuneration considered in Item No.6 of the Notice.

Mr. Kalyan Kumar Paul is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. None of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.