



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 on 25th November 2025 at 2:00 P.M. through Video Conferencing to transact the following SPECIAL BUSINESS:

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

Approval for payment of additional remuneration to Mr. Jalaj Gupta, Managing Director

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for payment of an additional remuneration not exceeding ₹40,00,000 (Rupees Forty Lakhs only) to Mr. Jalaj Gupta (DIN: 10814463), Managing Director, in the nature of reimbursement towards the forfeiture of the amount contributed by him to the Superannuation Fund of his previous employer at the time of his separation, in addition to the terms and remuneration already approved by the Members at their earlier meeting held on 21st November 2024.

RESOLVED FURTHER THAT the said payment shall be treated as additional remuneration and shall be payable in such manner and at such time as may be determined by the Board of Directors of the Company.

By Order of the Board of Directors
For TI Clean Mobility Private Limited

J. Ashwin

Ashwin J

Company Secretary

Place: Chennai

Date: 30th October 2025



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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") circulars dated 19th September 2024 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 the item 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

Mr. Jalaj Gupta was appointed as a Managing Director of the Company with effect from 21st November 2024.

At the time of his appointment, it was discussed and agreed that compensation may be considered towards the forfeiture of the amount contributed by him to the superannuation fund of his previous employer, subject to confirmation that the said amount was not paid by the previous employer.

The Board of Directors, at its meeting held on 30th October 2025, approved the payment of an amount not exceeding ₹40,00,000 (Rupees Forty Lakhs only) to Mr. Jalaj Gupta as an additional remuneration, in the nature of reimbursement. Pursuant to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013, payment of remuneration in excess of the prescribed limits, or in the absence or inadequacy of profits, requires the approval of the shareholders.

Accordingly, the approval of the Members is being sought for payment of the aforesaid amount as additional remuneration to Mr. Jalaj Gupta, over and above the remuneration earlier approved at the time of his appointment as Managing Director.

Except Mr. Jalaj Gupta, none of the other Directors of the Company and Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

By Order of the Board of Directors
For TI Clean Mobility Private Limited

J. Ashwin

Ashwin J
Company Secretary

Place: Chennai
Date: 30th October 2025