



TI Clean Mobility Private Limited

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

Tel: +91 44 42093434

Web: www.montraelectric.com | CIN: U34300TN2022PTC149904

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the equity shareholders of the Company will be held on Tuesday, 29th August 2023 at 12:30 P.M. through video conferencing at Dare House, 234 N S C Bose Road Chennai – 600 001, to transact the following business :-

AGENDA

Special Business

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 Section 233 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the confirmation of the Regional Director, Ministry of Corporate Affairs, Southern Region, Chennai and subject to such other approvals, permissions and sanctions of regulatory authorities, if any, as maybe necessary and subject to such conditions and modifications as maybe prescribed by any regulatory authorities, while granting such consents, approvals and permissions, which maybe agreed to by the Board of Directors, the proposed scheme of Amalgamation of Celestial E-Mobility Private Limited ('Transferor Company 1') and Celestial E-Trac Private Limited ('Transferor Company 2') with TI Clean Mobility Private Limited ('Transferee Company'), as placed before this meeting, be and is hereby approved.

RESOLVED FURTHER to note that no objections or suggestions have been received from the Registrar of Companies, Official Liquidator or any other regulatory authority or any persons affected by the scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company and any person authorised by the Board, be and is hereby authorised to take all such steps as may be necessary or desirable and do all such acts, deeds, things and matters, including passing if such accounting entries and/or making such adjustments in the books of accounts as may be considered necessary to give effect to the aforesaid scheme and this Resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the regulatory authorities while confirming the said scheme.

By Order of the Board
For TI Clean Mobility Private Limited

S Krithika
Company Secretary

Place: Chennai
Date : 28th August 2023

Registered Address: Dare House, 234, N.S.C. Bose Road, Chennai - 600 001, India. Tel: +91 44 4217 7770-5





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 28th December 2022 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.



STATEMENT PURSUANT TO SECTION 102(1) & 233 OF THE COMPANIES ACT,2013 READ WITH RULE 6 & 25 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

The Board of Directors of the Company at their meeting held on 3rd July 2023 had approved the Scheme of amalgamation of Celestial E-Mobility Private Limited ('Transferor Company 1') and Celestial E-Trac Private Limited ('Transferor Company 2') with TI Clean Mobility Private Limited ('Transferee Company') ('Scheme')

Pursuant to Section 233(1)(b) of the Companies Act, 2013, the resolution as mentioned in the Notice along with the details as required is being placed for the approval of the members.

Further, the members may note that no objections or suggestions have been received from the Registrar of Companies, Official liquidator or any statutory authority or persons affected by the Scheme.

Accordingly, the Board recommends the resolution set out in Item No.1 of the Notice for the approval of members.

I. Details of the order of the tribunal directing the calling, convening and conducting of the Meeting

The meeting is being called to obtain the approval of members for the scheme of amalgamation pursuant to Section 233 of the Companies Act, 2013 and hence details regarding the disclosure of the order of the Tribunal directing the calling, convening and conducting of the meeting does not arise.

II. Details of the Transferor Companies and the Transferee Company

Details of Celestial E-Mobility Private Limited ('Transferor Company 1')

a. Corporate Identification Number (CIN): U35999TN2019PTC161933

b. Permanent Account Number (PAN): AAICC1147P

c. Name of the Company: Celestial E-Mobility Private Limited

d. Date of Incorporation: 04th April 2019

e. Type of Company: Private Limited

f. Registered Office Address & E-mail Address:

Regd. Office Address	E-mail Address
Dare House, 234 N S C Bose Road Chennai – 600 001	cempl-secretarial@tii.murugappa.com

Registered Address: Dare House, 234, N.S.C. Bose Road, Chennai - 600 001, India. Tel: +91 44 4217 7770-5



g. Summary of main object as per the Memorandum of association and main business carried on by the Transferor Company 1:

Summary of main object as per the Memorandum of association

To carry on the business of designing, manufacturing, trading of all Electric Vehicle i.e two, three, four and multi wheeler including Electric bicycle, E-Cart, Electric Cars, Electric Buses, Electric heavy weight Vehicles that can be charged through solar Energy or electricity generated through any renewable source or Non-Renewable source of Power.

Main business carried on by the Transferor Company 1:

The Transferor Company 1 is engaged inter alia, in the business of design and development of electric vehicles.

h. Details of Change of name, Registered Office and objects of the Transferor Company 1 during the last five years:

The Registered Office of the Company has been shifted from the State of Telangana to the State of Tamil Nadu with the approval of the Regional Director during May 2023.

i. Name of the Stock Exchange(s) where Securities of the Transferor Company 1 are listed, if applicable:

The equity shares of the Transferor Company 1 are not listed on any stock exchange(s)

j. Details of the Capital Structure of the Transferor Company 1 including authorised, issued, subscribed and paid up share capital:

Particulars	No. of Shares	Amount in Rs.
Authorised Share Capital Equity Shares of Rs.10/- each	2,50,000	25,00,000
Issued, Subscribed and Paid-up Capital Equity shares of Rs. 10/- each	2,02,537	20,25,370

k. Names of the Promoters and Directors along with their addresses as on 30th June 2023

S.No.	Name of the Promoters	Addresses
1	TI Clean Mobility Private Limited	Dare House, 234 N S C Bose Road Chennai – 600 001

S.No.	Name of the Directors	Addresses
1	Mr. Kalyan Kumar Paul DIN: 08935145	Flat 11C Tower 1, BBCL Vajra, Nolambur, Mogappair, Thiruvallur-600037
2	Mr. Mukesh Ahuja	House No. 2160 Extn-6,

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	DIN: 09364667	Sunny Enclave Sector125, Kharar T C Kharar S A S Nagar, Mohali - 140301
3	Mr. Suresh Swaminathan DIN: 00137164	Flat No 16, Krishna Apartments, No 36, Bhagirathi Ammal Street, Thiyagaraya Nagar, Chennai - 600017

Details of Celestial E-Trac Private Limited ('Transferor Company 2')

a. Corporate Identification Number (CIN): U34100TN2022PTC161932

b. Permanent Account Number (PAN): AAKCC1272D

c. Name of the Company: CELESTIAL E-TRAC PRIVATE LIMITED

d. Date of Incorporation: 25th February 2022

e. Type of Company: Private Limited

f. Registered Office Address & E-mail Address:

Regd. Off. Address	E-mail Address
Dare House, 234 N S C Bose Road Chennai – 600 001	cetpl-secretarial@tii.murugappa.com

g. Summary of main object as per the Memorandum of association and main business carried on by the Transferor Company 2:

Summary of main object as per the Memorandum of Association

To carry on the business of designing, manufacturing, trading of all Electric Vehicles i.e., two, three, four and multi wheeler including Electric bicycle, E-Cart, Electric Cars, Electric Buses, E-tractors, Electric heavy weight Vehicles that can be charged through Solar Energy or electricity generated through any Renewable Source or Non-Renewable source of Power.

Main business carried on by the Transferor Company 2

The Transferor Company 2 is engaged inter alia, in the business of design, manufacturing and trading of electric vehicles.

h. Details of Change of name, Registered Office and objects of the Transferor Company 2 during the last five years:

The Registered Office of the Company has been shifted from the State of Karnataka to the State of Tamil Nadu with the approval of the Regional Director during May 2023.

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i. Name of the Stock Exchange(s) where Securities of the Transferor Company 2 are listed, if applicable:

The equity shares of the Transferor Company 2 are not listed on any stock exchange(s)

j. Details of the Capital Structure of the Transferor Company 2 including authorised, issued, subscribed and paid up share capital:

Particulars	No. of Shares	Amount in Rs.
Authorised Share Capital Equity Shares of Rs.10/- each	3,50,00,000	35,00,00,000
Issued, Subscribed and Paid-up Capital Equity shares of Rs. 10/- each	3,50,00,000	35,00,00,000

k. Names of the Promoters and Directors along with their addresses as on 30th June 2023

S.No.	Name of the Promoters	Addresses
1	Cellectual E-Mobility Private Limited	Dare House, 234 N S C Bose Road Chennai – 600 001

S.No.	Name of the Directors	Addresses
1	Mr. Kalyan Kumar Paul DIN: 08935145	Flat 11C Tower 1, BBCL Vajra, Nolambur, Mogappair, Thiruvallur-600037
2	Mr. Mukesh Ahuja DIN: 09364667	House No. 2160 Extn-6, Sunny Enclave Sector125, Kharar T C Kharar S A S Nagar, Mohali - 140301
3	Mr. Suresh Swaminathan DIN: 00137164	Flat No 16, Krishna Apartments, No 36, Bhagirathi Ammal Street, Thiyagaraya Nagar, Chennai - 600017

Details of TI Clean Mobility Private Limited ('Transferee Company')

a. Corporate Identification Number (CIN): U34300TN2022PTC149904

b. Permanent Account Number (PAN): AAJCT1836F

c. Name of the Company: TI Clean Mobility Private Limited

d. Date of Incorporation: 12th February 2022

e. Type of Company: Private Limited

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f. Registered Office Address & E-mail Address:

Regd. Off. Address	E-mail Address
Dare House, 234 N S C Bose Road Chennai – 600 001	ticmpl-secretarial@tii.murugappa.com

g. Summary of main object as per the Memorandum of association and main business carried on by the Transferee Company:

Summary of main object as per the Memorandum of Association

To undertake and carry on, in India or abroad, the business of designing, developing, manufacturing, assembling, altering, repairing, maintaining, providing services, acquiring, investing, collaborating, trade or otherwise deal in all types of mobility products/vehicles, automotive, clean mobility products/vehicles including electric vehicles, hybrid vehicles and vehicles propelled with renewable energy or other energy/fuel and related components, parts, accessories, sub-assemblies and ancillary products.

Main business carried on by the Transferee Company

Transferee Company is engaged inter alia, in the business of designing, developing, manufacturing or otherwise deal in all types of mobility products/vehicles, automotive, clean mobility products/vehicles including electric vehicles.

h. Details of Change of name, Registered Office and objects of the Transferee Company during the last five years:

Not Applicable

i. Name of the Stock Exchange(s) where Securities of the Transferee Company are listed, if applicable:

The equity shares of the Transferor Company 1 are not listed on any stock exchange(s)

j. Details of the Capital Structure of the Transferor Company 1 including authorised, issued, subscribed and paid up share capital:

Particulars	No. of Shares	Amount in Rs.
Authorised Share Capital		
Equity Shares of Rs.10/- each	25,00,01,000	250,00,10,000
Series A1 Compulsorily Convertible Preference Shares of Rs. 100/- each	12,00,00,000	1200,00,00,000
Series B Compulsorily Convertible Preference Shares of Rs. 100/- each	5,00,00,000	500,00,00,000
Issued, Subscribed and Paid-up Capital		
Equity shares of Rs. 10/- each	25,00,00,200	250,00,02,000

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Series A1 Compulsorily Convertible Preference Shares of Rs. 100/- each	12,00,00,000	1200,00,00,000
Series B Compulsorily Convertible Preference Shares of Rs. 100/- each	5,00,00,000	500,00,00,000

k. Names of the Promoters and Directors along with their addresses as on 30th June 2023

S.No.	Name of the Promoters	Addresses
1	Tube Investments of India Limited	Dare House, 234 N S C Bose Road Chennai – 600 001

S.No.	Name of the Directors	Addresses
1	Mr. M A M Arunachalam DIN: 00202958	New No.9 Old No.4, Chittaranjan Road, Teynampet, Chennai – 600018
2	Mr. Vellayan Subbiah DIN: 01138759	No.7 Valliammai Achi Road, Kotturpuram, Chennai – 600085
3	Mr. Kalyan Kumar Paul DIN: 08935145	Flat No. 11C, Tower 1, BBCL Vajra, Nolambur, Chennai – 600037
4	Mr. Mukesh Ahuja DIN: 09364667	House No.2160, Extn-6 Sunny Enclave, Sector 125 Kharar SAS Nagar, Mohali- 140301
5	Ms. Renuka Ramnath DIN: 00147182	D 4701/02, D Wing, Ashok Towers, Dr S S Road, Rd Parel, Mumbai - 400 012
6	Ms. Nithya Easwaran DIN: 03605392	A-405, Floor- 4, Plot-180/188,A, Ashok Garden, T-1 Tokersey Jivraj Road, Swan Mill Compound, Sewree, Mumbai- 400015

III. Celestial E-Trac Private Limited ('Transferor Company 2') is a wholly-owned subsidiary of Celestial E-Mobility Private Limited ('Transferor Company 1') and Celestial E-Mobility Private Limited ('Transferor Company 1') is a wholly-owned subsidiary of TI Clean Mobility Private Limited ('Transferee Company').

IV. The Board of Directors of the Transferor Companies and Transferee Company at their respective meetings held on 3rd July 2023 approved the Scheme of Amalgamation of Celestial E-Mobility Private Limited ('Transferor Company 1') and Celestial E-Trac Private Limited ('Transferor Company 2') with TI Clean Mobility Private Limited ('Transferee Company')

All the Directors present at the meeting voted in favour of the resolution.

Names of directors and details of voting on the said resolution in the Transferor company 1, Transferor Company 2 and Transferee Company are as follows:

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Particulars	Cellestial E-Mobility Private Limited(Transferor Company 1)	Cellestial E-Trac Private Limited (Transferor Company 2)	TI Clean Mobility Private Limited (Transferee Company)
Names of Directors who voted in favour of the resolution	Mr. Kalyan Kumar Paul; Mr. Mukesh Ahuja; and Mr. S Suresh.	Mr. Kalyan Kumar Paul; Mr. Mukesh Ahuja; and Mr. S Suresh.	Mr. M A M Arunachalam; Mr. Vellayan Subbiah; Mr. Kalyan Kumar Paul; Mr. Mukesh Ahuja; and Ms. Nithya Easwaran.
Names of Directors who voted against the resolution	NA	NA	NA
Names of Directors who did not vote or participate on the resolution	NA	NA	NA

V. Explanatory Statement disclosing the details of the scheme of amalgamation ('scheme')

a. The Scheme inter alia provides for:

- The merger, transfer and vesting of Cellestial E-Mobility Private Limited (Transferor Company 1), Cellestial E-Trac Private Limited (Transferor Company 2) with TI Clean Mobility Private Limited (Transferee Company). A copy of Scheme has been annexed herewith as Annexure 1 to this Notice.
- The transfer of all assets and properties of the Transferor Company 1 and Transferor Company 2 to the Transferee Company
- The Transfer of all permits, quota, contracts, deeds, bonds, agreements, schemes, records, data, catalogues and other instruments of whatsoever nature of the Transferor Company 1 and Transferor Company 2 to the Transferee Company
- The transfer of all debts, borrowings, obligations, duties and liabilities of the Transferor Company 1 and Transferor Company 2 to the Transferee Company
- The transfer of all tax liabilities under the relevant statutes related to the business of the Transferor Company 1 and Transferor Company 2 to the Transferee Company
- The transfer of all legal proceedings by or against the Transferor Company 1 and Transferor Company 2 to the Transferee Company
- All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed), incurred in carrying out and implementing this Scheme and matters incidentals thereto, shall be borne by the Transferee Company

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b. Appointed date:

The appointed date for the Scheme of Amalgamation of Celestial E-Mobility Private Limited (Transferor Company 1) and Celestial E-Trac Private Limited (Transferor Company 2) with TI Clean Mobility Private Limited (Transferee Company) is 1st April 2023 or any other date as may be stipulated by the Regional Director.

c. Effective Date:

Effective date shall be the date or last of the dates on which the certified copy of the order of Regional Director confirming the Scheme is filed with the Registrar of Companies, Chennai, Tamil Nadu by the Transferor Company 1, Transferor Company 2 and the Transferee Company.

d. Consideration

The issued, subscribed and paid up Share Capital of the Transferor Company 1 are entirely held by the Transferee Company in its own name and jointly along with an authorized representatives. The issued, subscribed and paid up Share Capital of the Transferor Company 2 are entirely held by the Transferor Company 1 in its own name and jointly along with an authorized representatives. Therefore, upon this Scheme becoming effective, no fresh shares of the Transferee Company shall be allotted as consideration for the amalgamation.

Thus, the entire equity shares of the Transferor Company 1 and Transferor Company 2 shall, on the Effective Date, be cancelled without any further act or deed and no shares of the Transferee Company are required to be issued in lieu thereof.

e. Details of Capital or Debt Restructuring:

Not applicable

f. Rationale & Benefits for the scheme of Amalgamation:

The rationale for the scheme is as follows:

This Scheme of Amalgamation is being proposed broadly for the ease of doing business by the group companies by amalgamation of Celestial E-Mobility Private Limited ('Transferor Company 1'), Celestial E-Trac Private Limited ('Transferor Company 2') with TI Clean Mobility Private Limited ('Transferee Company'). The Transferor Company 1, Transferor Company 2 and Transferee Company are engaged in the same industry and carrying out similar business, namely design, development and manufacture of electric vehicles. The Transferor Company 2 is a wholly-owned subsidiary of Transferor Company 1 and the Transferor Company 1 is a wholly-owned subsidiary of Transferee Company. The circumstances that have necessitated or justified the proposed Scheme of Amalgamation and its main benefits are summarized as under:

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- (i) To achieve consolidation, greater integration and financial strength and flexibility which will maximize overall shareholders'/ stakeholders' value and improve the competitive position of the combined entity.
- (ii) Result in economies in business operations, provide optimal utilization of resources and greater administrative efficiencies.
- (iii) To achieve greater efficiency in cash management and unfettered access to cash flows generated by the combined entity, which can be deployed more effectively to fund organic and inorganic growth opportunities.
- (iv) Increase in operating strength and potential business development shall enable the entities to raise financial resources at better terms.
- (v) Consolidation of acquired electric vehicle business, which are effectively owned in full by the Transferee Company, and related technical know-how under development under one entity for better valuation and investment opportunities.
- (vi) The amalgamation will result in achieving the objective of reduction of multiplicity of entities, reduction of multiple layers, which are wholly owned by the Transferee company, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.
- (vii) Simplify the overall group structure.

This Scheme is in the best interest of the shareholders, employees and creditors of each of the companies involved in this Scheme.

g. Amount due to unsecured creditors:

Cellestial E-Mobility Private Limited ('Transferor Company 1'):

The Transferor Company 2 as on 30th June 2023 has 5 unsecured creditors to whom an amount of Rs. 4,48,54,087/- is due to be paid.

Cellestial E-Trac Private Limited ('Transferor Company 2')

The Transferor Company 1 as on 30th June 2023 has 22 unsecured creditors to whom an amount of Rs. 6,99,39,606/- is due to be paid.

VI. Disclosure about the effect of the scheme on:

(a) Key Managerial Personnel:

The Key Managerial Personnel of Transferor Company 2 and Transferee Company does not hold any shares in the respective companies and accordingly, there is no effect of the Scheme on the KMPs.

The Transferor Company 1 does not have any key managerial personnel and accordingly, disclosure as to effect of the Scheme on the key managerial personnel does not arise.



(b) Directors:

The Directors of the Transferor Company 1, Transferor Company 2 and Transferee Company and/or their relatives do not hold any shares in the respective companies and hence are not interested in the Scheme. Accordingly, there will be no adverse impact consequent to the Scheme.

(c) Promoters:

The Promoters of the Transferor Company 1, Transferor Company 2 and Transferee Company are interested to the extent of their shareholding in the Transferor Company 1, Transferor Company 2 and Transferee Company. As there will be no issue of shares pursuant to the Scheme of Amalgamation, there will be no adverse impact consequent to the Scheme.

(d) Non-Promoter members:

The Transferor Company 1, Transferor Company 2 and Transferee Company does not have any non-promoter members and accordingly, disclosure as to effect of the Scheme on the non-promoter members does not arise.

(e) Depositors:

The Transferor Company 1, Transferor Company 2 and Transferee Company have not accepted any deposits and hence disclosure as to effect of the Scheme on the depositors does not arise.

(f) Creditors:

The Transferor Company 1, Transferor Company 2 and Transferee Company do not have any secured creditors. The Scheme would not be prejudicial to the interests of the unsecured creditors of any companies. No compromise is offered under the Scheme to the creditors of the Transferor Company 1, Transferor Company 2 and Transferee Company. The liability of the creditors of the Transferor Company 1, Transferor Company 2 and Transferee Company is neither being reduced nor being extinguished. There is no likelihood that any unsecured creditor of the companies would be prejudiced as a result of the Scheme being passed nor are their rights sought to be modified in any manner. Hence, the Scheme will not cast any additional burden on the creditors of the Transferor Company 1, Transferor Company 2, nor will it affect the interest of any of the creditors.

(g) Debenture Holders:

The Transferor Company 1, Transferor Company 2 and Transferee Company have not issued any debentures and hence disclosure as to effect of the Scheme on the Debenture holders does not arise.

(h) Deposit Trustees and Debenture trustee:

The Transferor Company 1, Transferor Company 2 and Transferee Company have no deposit trustees & debenture trustee and hence the disclosure as to effect of the Scheme on them does not arise.



i) Employees:

All staff, workmen and employees of the Transferor Company 1 and Transferor Company 2 in service as at the appointed date shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Appointed Date, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them in the Transferor Company 1 and Transferor Company 2 as at the Appointed Date.

VII. Disclosure about effect of the Scheme on material interests of Directors, key Managerial persons and Debenture Trustees

The Scheme does not have any effect on the material interests of the Directors or Key Managerial personnel of the Transferor Company 1, Transferor Company 2 and Transferee Company.

VIII. Investigation or Proceedings, if any, pending against the Company under the Act:

No investigation proceedings have been instituted or are pending in relation to the Transferor Company 1, Transferor Company 2 and Transferee Company under the Companies Act, 2013.

IX. Documents available for Inspection by the Shareholders and Creditors:

The following documents will be open for inspection at the Registered office of the Transferor Company 1, Transferor Company 2 and Transferee Company on all working days upto the date of declaration of results of meeting:

- a. Copies of the Memorandum and Articles of Association of the Transferor Company 1, Transferor Company 2 and Transferee Company.
- b. Copies of the Annual Reports for the last three financial years (i.e. 31st March 2023, 31st March 2022 and 31st March 2021) of the Transferor Company 1.
- c. Copies of the Annual Report since its incorporation (i.e. 31st March 2023) of the Transferor Company 2.
- d. Copies of the Annual Report since its incorporation (i.e. 31st March 2023) of the Transferee Company.
- e. Copy of Scheme of Amalgamation.
- f. Copy of extracts of the Board resolutions dated 3rd July 2023 of the Transferor Company 1, Transferor Company 2 and Transferee Company approving the Scheme of Amalgamation.
- g. Declaration of Solvency pursuant to Section 233 (1)(c) of Companies Act, 2013 by the Board of directors of Celestial E-Mobility Private Limited

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- h. Declaration of Solvency pursuant to Section 233 (1)(c) of Companies Act, 2013 by the Board of directors of Celestial E-Trac Private Limited.
- i. Declaration of Solvency pursuant to Section 233 (1)(c) of Companies Act, 2013 by the Board of directors of TI Clean Mobility Private Limited.
- j. Register of Directors' shareholding of the Transferor Company 1, Transferor Company 2 and Transferee Company.
- k. The Certificate issued by the Statutory Auditor of the Transferor Company 1, Transferor Company 2 and Transferee Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of Companies Act, 2013.
- l. Consent Letter cum no Objection for the proposed Scheme of Amalgamation, as provided by the creditors of the Transferor Company 1, Transferor Company 2 and Transferee Company.
- m. Such other information or documents as the Board or Management believes necessary for making decision for or against the same.

X. Details of Approval from Regulatory authorities and approvals yet to be obtained.

- a. The Scheme is subject to approval by the requisite majority of the classes of persons, including shareholders and unsecured creditors of the Transferor Company 1, Transferor Company 2 and Transferee Company.
- b. Upon approval of the Members and unsecured creditors of the Transferor Company 1, Transferor Company 2 and Transferee Company, an application will be made to the Regional Director, Ministry of Corporate Affairs, Southern Region, Chennai for confirming the scheme of amalgamation pursuant to Section 233 of the Companies Act. The scheme shall be conditional upon and subject to the confirmation of the Regional Director under the provisions of Section 233 of Companies Act in favour of Transferor Company 1, Transferor Company 2 and Transferee Company, as the case may be, under the said provision and to the necessary order of the Act being obtained and filed with the Registrar of Companies, Chennai collectively by the Transferor Company 1, Transferor Company 2 and Transferee Company.

XI. Since the meeting is being convened through video conferencing, the shareholders may vote by way of poll.

XII. Other matters

- a. A copy of the proposed Scheme of Amalgamation has been filed by Transferor Company 1, Transferor Company 2 and Transferee Company before the Registrar of Companies, Chennai as **Annexure 1**

Registered Address: Dare House, 234, N.S.C. Bose Road, Chennai - 600 001, India. Tel: +91 44 4217 7770-5





TI Clean Mobility Private Limited

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

Tel: +91 44 42093434

Web: www.montraelectric.com | CIN: U34300TN2022PTC149904

- b. Declaration of Solvency pursuant to Section 233 (1)(c) of Companies Act, 2013 by the Board of directors of Celestial E-Mobility Private Limited as **Annexure 2**
- c. Declaration of Solvency pursuant to Section 233 (1)(c) of Companies Act, 2013 by the Board of directors of Celestial E-Trac Private Limited as **Annexure 3**
- d. Declaration of Solvency pursuant to Section 233 (1)(c) of Companies Act, 2013 by the Board of directors of TI Clean Mobility Private Limited as **Annexure 4.**

By Order of the Board

For TI Clean Mobility Private Limited

S Krithika
Company Secretary

Place: Chennai
Date : 28th August 2023

Registered Address: Dare House, 234, N.S.C. Bose Road, Chennai - 600 001, India. Tel: +91 44 4217 7770-5

