NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of the Company, M/s. TI Clean Mobility Private Limited will be held on Thursday, 30th July 2026 at 4:30 P.M to transact the following businesses:

ORDINARY BUSINESSES:

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

   RESOLVED THAT the Board's Report, Audited standalone financial statements for the financial year ended 31st March 2026, and the report of the auditors' thereon as circulated to the members, 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 2026, together with the auditors' report thereon as circulated to the members, 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 pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Mukesh Ahuja (holding DIN:09364667) who retires by rotation, be and is hereby re-appointed as a 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 pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Jalaj Gupta (holding DIN:10814463 who retires by rotation, be and is hereby re-appointed as a 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 pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 5th Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company, for carrying out the statutory audit of the

Financial Statements of the Company, on an aggregate remuneration of Rs. 25,00,000/- (Twenty Five Lakhs only) for the financial years 2026-27 and 2027-28 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit and for the financial years 2028-29, 2029-30 and 2030-31, on such remuneration as may be determined by the Board of Directors, on the recommendations of the Audit Committee.

By Order of the Board of Directors

J. Ashwin

Place : Chennai
Date : 2nd July 2026

Ashwin J
Company Secretary

NOTES:

1. The Annual General Meeting("AGM") 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 22nd September 2025 read with the Companies Act, 2013 ("Act") and as per the prescribed procedures and manner for conducting Annual General Meeting through VC/ OAVM.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at an AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member. Since this AGM 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 AGM and hence the proxy form and attendance slip are not annexed to this Notice.

3. Members attending the AGM through VC/OAVM shall 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 AGM 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 AGM 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, 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 (9.00 a.m. to 6.00 p.m.) till the conclusion of this General Meeting.

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment at the 5th Annual General Meeting vide Item no.3 of the Notice

[Pursuant to Secretarial Standard - 2 on General Meeting.]

The resume of Mr. Mukesh Ahuja, in brief and other details are provided below for the consideration of the Members:

Mr. Mukesh Ahuja (54 years, DIN- 09364667) is a graduate in Production Engineering from Dr. BA Marathwada University and MBA in Marketing. He has completed Executive General Management Program in IIM-Bangalore and Advance Management Program in the Harvard Business School, Boston. He has over two decades of experience in managing operations, strategy, business development and sales & marketing. He started his career as Graduate Trainee Engineer in Production Planning & Control with LPS Ltd, Rohtak. He joined the Board on 28th March 2023. He is also on the Board of various companies including Tube Investments of India Limited and Shanthi Gears Limited.

Mr. Mukesh Ahuja is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He does not hold any equity shares in the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company. He is presently on several other Boards as per details provided herein. His other Directorships and Membership of Board Committees are as follows:

Chairman	**Committee Memberships**
Moshine Electronics Private Limited X2Fuels and Energy Private Limited Orange Koi Private Limited	**Risk Management Committee** Member Shanthi Gears Limited
Director: Tube Investments of India Limited Shanthi Gears Limited 3xper Innoventure Limited TI Medical Private Limited IPLTech Electric Private Limited	**Corporate Social Responsibility Committee** Member Tube Investments of India Limited

Mr. Mukesh Ahuja has attended six out of seven Board meetings during the year. Being a Non- Executive Director, he does not receive any remuneration from the Company.

Except Mr. Mukesh Ahuja, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment as Director of the Company.

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment at the 5th Annual General Meeting vide Item no.4 of the Notice

[Pursuant to Secretarial Standard - 2 on General Meeting.]

The resume of Mr. Jalaj Gupta, in brief and other details are provided below for the consideration of the Members:

Mr. Jalaj Gupta (53 years; is an accomplished automobile professional with over three decades of experience spanning India's diverse geographies and leading automotive organizations. His career reflects a trajectory of leadership roles, from being part of pioneering teams in passenger car initiatives to establishing and scaling light commercial vehicle businesses. A Fulbright Scholar with an MBA from IMT Ghaziabad, he has honed his expertise through advanced management programs at Carnegie Mellon and Kellogg. He joined the Board of the Company on 21st November 2024 and serves as the Managing Director of the Company.

Mr. Jalaj Gupta is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He does not hold any equity shares in the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company. He is presently on several other Boards as per details provided herein. His other Directorships and Membership of Board Committees are as follows:

Chairman IPLTech Electric Private Limited TIVOLT Electric Vehicles Private Limited **Director:** Jayem Automotives Private Limited Cholamandalam Leasing Limited	Committee Memberships – Corporate Social Responsibility Committee Member Cholamandalam Leasing Limited

Mr. Jalaj Gupta has attended all the Board meetings held during the year. For the Financial year 2025-26 Mr. Jalaj Gupta received a Remuneration of Rs. 3,02,10,594. Further, he will be paid a remuneration as per the existing approved terms of his appointment as approved by the shareholders.

Except Mr. Jalaj Gupta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment as Director of the Company.

ANNEXURE TO THE NOTICE

STATEMENT IN RESPECT OF ITEM NO. 5 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

APPOINTMENT OF STATUTORY AUDITORS

The Members of the Company at the 1st Annual General Meeting ("AGM") held on 24th June 2022 had approved the appointment of M/s. Sundaram and Srinivasan, Chartered Accountants (Firm Registration No. 004207S), as the Statutory Auditors of the Company to hold office from the conclusion of the 1st AGM held during 2022 till the conclusion of the 6th AGM.

Pursuant to the change in statutory auditors of Tube Investments of India Limited ("TII"), the Ultimate holding company, it is proposed to appoint M/s. Price Waterhouse Chartered Accountants LLP ("PWC") (Firm Registration No. 012754N/N500016), as the Statutory Auditors of the Company, to ensure alignment of the audit framework across TII and TICMPL group and to meet evolving regulatory requirements.

In this regard, the existing auditors M/s. Sundaram and Srinivasan, Chartered Accountants have, vide their letter dated 22nd April 2026, tendered their resignation as the Statutory Auditors of the Company, with effect from the conclusion of this AGM of the Company. The Board of Directors, based on the recommendation of the Audit Committee, further recommended the appointment of PWC for a term of five years to hold office from the conclusion of the 5th AGM till the conclusion of the 10th AGM, for an aggregate remuneration of Rs. 25 lakhs for the financial years 2026-27 and 2027-28 to carry out the statutory audit and proposed the same for approval of the members. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations. The Board of Directors shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.

PWC has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 and within the limits laid down under the Act. PWC has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

Based on the recommendation made by the Audit Committee, the Board recommends the appointment of PWC as Statutory Auditors for a term of 5 years, as set out in the Resolution no. 5, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested the said Resolution.

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

J. Ashwin

Place : Chennai
Date : 2nd July 2026

Ashwin J
Company Secretary

TI Clean Mobility Private Limited (e3W&eTractor)
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Web: www.montraelectric.com | CIN: U34300TN2022PTC149904
Email: ticmpl-secretarial@tii.murugappa.com