

NOTICE OF NINTH ANNUAL GENERAL MEETING

To
The Members
PMI Electro Mobility Solutions Ltd
Registered Office: BB-11, E P Railway Colony,
G K Enclave-II, G K Enclave, New Delhi-110048

Sub: Notice of Ninth Annual General Meeting

Dear Sir/Madam,

This is to inform all the members of the Company that the 9th Annual General Meeting of PMI Electro Mobility Solutions Ltd will be held on Monday i.e., on 21 September 2026, at 02:30 PM at the Registered Office situated at BB-11, EP Railway Colony, GK Enclave-II, New Delhi-110048, at shorter notice to transact certain business:

ORDINARY BUSINESS:

1. TO CONSIDER & ADOPT

- A. THE AUDITED STANDALONE FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND
- B. THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORT OF AUDITORS THEREON AND IN THIS REGARD

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

- A. **“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
- B. **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

2. TO RE-APPOINT MR. SATISH KUMAR JAIN (DIN: 01401641), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass the following resolutions as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the rules made thereunder and the Articles of Association of the Company, Mr. Satish Kumar Jain (DIN: 01401641), who retires by rotation

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at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as the Chairman and Managing Director of the Company, liable to retire by rotation.”

3. TO RE- APPOINT MS. RENU YADAV (DIN: 010235952) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass the following resolutions as ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the rules made thereunder and the Articles of Association of the Company, Ms. Renu Yadav (DIN: 010235952), who retires by rotation at this Annual General Meeting and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. TO REGULARISE THE APPOINTMENT OF MR. SANDEEP BAPAT (DIN: 11233493) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolutions as ordinary resolution with or without:

RESOLVED THAT pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the Articles of Association of the Company, Mr. Sandeep Bapat (DIN: 11233493), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 23rd January 2026 and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Act, and who, being eligible for appointment and having furnished his consent to act as a Director pursuant to Section 152(5) of the Act, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing the requisite forms and returns with the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi and making necessary entries in the statutory registers and records of the Company.”

5. TO APPOINT MS. SUNEETA TRIVEDI (DIN: 06742087) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 , 152 and 160 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (including any

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amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Ms. Suneeta Trivedi (DIN: 06742087), who is not disqualified under Section 164(2) of Companies Act has provided her consent in writing to act as an independent director of the Company, and has submitted a declaration in writing that she meets the criteria for appointment as an independent director under the Section 149(6) of the Companies Act 2013 and the SEBI Listing Regulations and is eligible for appointment, and the consent of the members be and is hereby accorded for the appointment of Ms. Suneeta Trivedi as Non-Executive Independent Director on the Board of directors of the Company (the “Board”), for a term of five consecutive years commencing from the date of appointment 21 September 2026 and shall not be liable to retire by rotation. Ms. Suneeta Trivedi (DIN: 06742087) shall be entitled to receive sitting fees and remuneration for attending meetings of the Board or any committees thereof as detailed in the draft letter of appointment or as may be determined by the Board from time to time.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to approve Ms. Suneeta Trivedi (DIN: 06742087) appointment and continuation as an Independent Director of the Company, notwithstanding that she shall attain the age of seventy-five (75) years during her proposed tenure of office, and to continue to hold office as an Non Executive Independent Director until the expiry of her aforesaid term, subject to applicable laws and regulations.

RESOLVED FURTHER THAT the Company does note the consent letter in the Form DIR-2, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Ms. Suneeta Trivedi providing her consent and eligibility to act as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Company notes the declaration in writing from Ms. Suneeta Trivedi confirming (DIN: 06742087) that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the Board hereby recommends the appointment of Ms. Suneeta Trivedi confirming (DIN: 06742087) as a Non-Executive Independent Director to the shareholders of the Company for their approval.

RESOVED THAT the Board takes on record that the name Ms. Suneeta Trivedi confirming (DIN: 06742087), Independent Director of the Company, is registered under the independent directors’ data bank.

RESOLVED FURTHER THAT, the Company does note the declaration in writing from Ms. Suneeta Trivedi in Form No. DIR-8 confirming that she is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

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RESOLVED FURTHER THAT the terms of appointment of independent directors in terms of the provisions of the Companies Act, 2013, be and are hereby approved and recorded.”

RESOLVED FURTHER THAT the code of conduct for the Board pursuant to the Companies Act be and is hereby placed before the Company for information and for further compliance thereof by Ms. Suneeta Trivedi as Independent Director.”

“RESOLVED FURTHER THAT any of the Director and Company Secretary & Compliance Officer, be and are hereby jointly or severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Ms. Suneeta Trivedi as an Non Executive Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi and things as may be required to be done to give effect to the abovementioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

“RESOLVED FURTHER a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned statutory or regulatory authorities for necessary actions.”

6. TO APPOINT MR. SANTOSH RAMANUJ TIWARI AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF COMPANY

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force)(“SEBI Listing Regulations”), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mr. Santosh Ramanuj Tiwari (DIN: 09545839), who is not disqualified under Section 164(2) of Companies Act has provided his consent in writing to act as an independent director of the Company, and has submitted a declaration in writing that he meets the criteria for appointment as an Non Executive Independent Director under the Section 149(6) of the Companies Act 2013 and the SEBI Listing Regulations and is eligible for appointment, and the consent of the members be and is hereby accorded for the appointment of Mr. Santosh Ramanuj Tiwari (DIN: 09545839) as Non-Executive Independent Director on the Board of director of the Company (the “Board”), for a term of five consecutive years commencing from the date of appointment 21 September 2026 and shall not be liable to retire by rotation. Mr. Santosh Ramanuj Tiwari (DIN: 09545839) shall be entitled to receive sitting fees and remuneration for attending

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meetings of the Board or any committees thereof as detailed in the draft letter of appointment or as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Company does note the consent letter in the Form DIR-2, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Mr. Santosh Ramanuj Tiwari (DIN: 09545839) providing his consent and eligibility to act as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Company notes the declaration in writing from Mr. Santosh Ramanuj Tiwari (DIN: 09545839) that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the Board hereby recommends the appointment of Mr. Santosh Ramanuj Tiwari (DIN: 09545839) as a Non-Executive Independent Director to the shareholders of the Company for their approval.

RESOLVED THAT the Board takes on record that the name Mr. Santosh Ramanuj Tiwari (DIN: 09545839), Independent Director of the Company, is registered under the Non-Executive Independent Director data bank.

RESOLVED FURTHER THAT, the Company does note the declaration in writing from Mr. Santosh Ramanuj Tiwari (DIN: 09545839) in Form No. DIR-8 confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

RESOLVED FURTHER THAT the terms of appointment of independent directors in terms of the provisions of the Companies Act, 2013, be and are hereby approved and recorded.”

RESOLVED FURTHER THAT the code of conduct for the Board pursuant to the Companies Act be and is hereby placed before the Company for information and for further compliance thereof by Mr. Santosh Ramanuj Tiwari (DIN: 09545839) as Non-Executive Independent Director.”

“RESOLVED FURTHER THAT any of the Director and Company Secretary & Compliance Officer, be and are hereby jointly or severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Santosh Ramanuj Tiwari (DIN: 09545839) as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi – I, at South Delhi and things as may be required to be done to give effect to the abovementioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

“RESOLVED FURTHER a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned statutory or regulatory authorities for necessary actions.”

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7. TO APPOINT MR. VINEET BANSAL AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF COMPANY

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 , 152 and 160 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force)(“SEBI Listing Regulations”), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mr. Vineet Bansal (DIN: 00443477), who is not disqualified under Section 164(2) of Companies Act has provided his consent in writing to act as an independent director of the Company, and has submitted a declaration in writing that he meets the criteria for appointment as an Non Executive Independent Director under the Section 149(6) of the Companies Act 2013 and the SEBI Listing Regulations and is eligible for appointment, and the consent of the members be and is hereby accorded for the appointment of Mr. Vineet Bansal (DIN: 00443477) as Non-Executive Independent Director on the Board of director of the Company (the “**Board**”), for a term of five consecutive years commencing from the date of appointment

21st September 2026 and shall not be liable to retire by rotation. Mr. Vineet Bansal (DIN: 00443477) shall be entitled to receive sitting fees and remuneration for attending meetings of the Board or any committees thereof as detailed in the draft letter of appointment , as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Company does note the consent letter in the Form DIR-2, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Mr. Vineet Bansal (DIN: 00443477) providing his consent and eligibility to act as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Company notes the declaration in writing from Mr. Vineet Bansal (DIN: 00443477) that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the Board hereby recommends the appointment of Mr. Vineet Bansal (DIN: 00443477) as a Non-Executive Independent Director to the shareholders of the Company for their approval.

RESERVED THAT the Board takes on record that the name Mr. Vineet Bansal (DIN: 00443477), Independent Director of the Company, is registered under the Non-Executive Independent Director data bank.

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RESOLVED FURTHER THAT, the Company does note the declaration in writing from Mr. Vineet Bansal (DIN: 00443477) in Form No. DIR-8 confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

RESOLVED FURTHER THAT the terms of appointment of independent directors in terms of the provisions of the Companies Act, 2013, be and are hereby approved and recorded.”

RESOLVED FURTHER THAT the code of conduct for the Board pursuant to the Companies Act be and is hereby placed before the Company for information and for further compliance thereof by Mr. Vineet Bansal (DIN: 00443477) as Non-Executive Independent Director.”

“RESOLVED FURTHER THAT any of the Director and Company Secretary & Compliance Officer, be and are hereby jointly or severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Vineet Bansal (DIN: 00443477) as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi and things as may be required to be done to give effect to the abovementioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

“RESOLVED FURTHER a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned statutory or regulatory authorities for necessary actions.”

8. TO REGULARISE THE APPOINTMENT OF MR. VINOD KUMAR (DIN: 10230437) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 149 , 150 , 152, 160 and 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force)(“SEBI Listing Regulations”), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company Mr. Vinod Kumar (DIN: 10230437) be and is hereby appointed as Non-Executive Independent Director on the Board, for a term of five consecutive years commencing on 18th August, 2026. and shall not be liable to retire by rotation Mr. Vinod Kumar (DIN: 10230437) shall be entitled to receive sitting fees and remuneration for attending meetings of the Board or any committees thereof as detailed in the letter of appointment or as may be determined by the Board from time to time.”

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“RESOLVED FURTHER THAT any of the Director and Company Secretary & Compliance Officer be and are hereby jointly or severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Vinod Kumar (DIN: 10230437) as an Non Executive Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above mentioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

“RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the Company Secretary & Compliance Officer, be forwarded to the concerned statutory or regulatory authorities for necessary action.”

9. TO REGULARISE THE APPOINTMENT OF MR. GURVINDER SINGH AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF COMPANY

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 149 , 150 , 152, 160 and 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force)(“SEBI Listing Regulations”)and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Mr. Gurvinder Singh (DIN: 00085436), be and is hereby appointed as a Non-Executive Independent director on the Board, for a term of five consecutive years commencing on 18th August, 2026. and shall not be liable to retire by rotation. Mr. Gurvinder Singh (DIN: 00085436), shall be entitled to receive sitting fees and remuneration for attending meetings of the Board or any committees thereof as detailed in the letter of appointment or as may be determined by the Board from time to time.”

RESOLVED FURTHER THAT any of Director and the Company Secretary & Compliance Officer, be and are hereby jointly or severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Gurvinder Singh as an Non Executive Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above mentioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

“RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the Company Secretary & Compliance Officer, be forwarded to the concerned statutory or regulatory authorities for necessary action.”

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10. TO APPROVE TRANSACTIONS UNDER THE PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT In addition to resolution passed by shareholder in their meeting dated 1st October 2024 and pursuant to the provision of Section 185 and all other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for time being in force, read with the relevant rules framed thereunder and such approvals, consents, sanction and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to give any loan or advance including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken or to be taken by any entity which is a subsidiary, wholly owned subsidiary or associate or joint venture or group entity of the Company, whether existing or proposed to be incorporated, or any other entities or persons in which any of the Directors of the Company is interested or deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the ‘Entities or Borrowing Companies’), of an aggregate amount not exceeding Rs. 5000/- crores (Rupees Five Thousand Crores Only) in their absolute discretion deem beneficial and in the best interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required with the Ministry of Corporate Affairs or Registrar of Companies, National Capital Territory of Delhi - I at South Delhi or such other authority as may be required necessary to give effect to the above resolution.”

11. TO APPROVE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT In addition to resolution passed by shareholder in their meeting dated 1st October 2024 and pursuant to the provision of Section 186(3) and all other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, including any statutory

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modification or re-enactment thereof for time being in force, and subject to shareholder's approval and such approvals, consents, sanction and permissions as may be necessary, consent of the Member Company be and is hereby accorded to Board of Directors of the Company to: a) make loans from time to time on such terms and conditions as it may deem expedient to any other person or other Bodies corporate; b) give on behalf of any person, body corporate, any guarantee or provide security in connection with loan made by any other person to or to any other person by any Body Corporate; and c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other persons or body Corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board directly or indirectly shall not exceed at any time aggregate sum of INR 5000 Cr. (Rupees Five Thousand Crore Only), over and above the limit of sixty per cent of the paid up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.

RESOLVED FURTHER THAT any of Director or Company Secretary of the Company be and are hereby authorized to negotiate the terms and conditions of the above said investments, loans, guarantees, securities as they may deem fit and in the best interest of the Company and take all such steps as may be necessary in this regard.

RESOLVED FURTHER THAT any of Director or Company Secretary of the Company be and are hereby severally authorized to sign and file such forms or documents as may be required with the Ministry of Corporate Affairs or Registrar of Companies, National Capital Territory of Delhi - I at South Delhi or such other authority as may be required and to take all necessary steps, to execute all such documents, deeds, instruments and writing and to do all such acts, deeds and things incidental or expedient thereto, as the Board may think fit and suitable and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution”.

12. TO TAKE APPROVAL OF MEMBERS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT 2013

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT Consent of Member of the Company be and is hereby accorded to the Board of Directors of the Company including any committee, thereof as may be authorized by the Board from time to time (hereinafter referred to as ‘the Board’) under Section 180(1)(c) and other

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applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force), to borrow any sum or sums of moneys whether rupee loans or foreign currency loans or other external commercial borrowings in one or more tranches (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the Banks and / or Financial / Lending Institutions and/ or Body Corporate(s) or from any other sources, such as, Foreign Banks, Foreign Investment / Financial Institutions or Funds or other Bodies or such other Persons / Individuals, Authorities / Entities located in India or abroad whether by way of term loan, advances in any form commercial paper or other forms of credit or warrants, bonds, external commercial borrowings or other debt instruments or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or pledge on the Company's assets and properties whether movable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work-in-progress and book debts of the Company on such terms and conditions as may be considered suitable by them upto a limit the outstanding of which shall not exceed apart from temporary loans obtained from the company's bankers in the ordinary course of business, at any given time (including money already borrowed), Rs. 5000 Crores (Rupees Five Thousand Crores only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Company Secretary and Compliance officer and Chief Financial Officer of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

13. TO TAKE APPROVAL OF MEMBERS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT 2013

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to hypothecate/ mortgage and/or charge by whatever name called (“**Encumbrance**”), in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company, wherever situated, both present and future, on all or any part of the properties of the Company and the whole or any part of the undertaking(s) of the Company, in favour of any bank, non-banking financial companies, financial institutions, other lenders, firms, bodies corporate and trustees for the benefit of such bank, non-banking financial company, financial institutions, or other lenders or the holders of debentures/bonds/other instruments/securities to secure any loan, facility, guarantee

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assistance, standby letter of credit/letter of credit or any other facility or financial assistance (“Loans”) provided or issued from time to time for any Loans of the Company and/or any other persons or entities including its subsidiaries of the Company, together with interest, costs, charges, expenses and all other monies payable in connection therewith, provided that the aggregate amount of Encumbrance created, shall not, at any time, exceed the higher of (i) INR 5000 Crore (Indian Rupees Five Thousand Crores Only) or (ii) the aggregate of the paid-up capital, free reserves, and securities premium account of the Company.

RESOLVED FURTHER THAT Ms. Aanchal Jain, Chief Executive Officer and Whole Time Director and Mr. Sangyan Chopra, Company Secretary & Compliance Officer of the Company, be and are hereby *severally* authorized to do all such things acts, deeds, things, matters as they may consider necessary and expedient to give effect to the above resolution including but not limited to signing of requisite documents, filing of necessary statutory documentation with concerned Registrar of Companies National Capital Territory of Delhi – I at South Delhi and other statutory authorities, as applicable;

RESOLVED FURTHER THAT Ms. Aanchal Jain, Chief Executive Officer and Whole Time Director and Mr. Sangyan Chopra, Company Secretary & Compliance Officer of the Company, be and are hereby authorized *severally* to furnish the certified true copy or the extract of the Resolution to any person or statutory officials as may be required.”

14. RATIFICATION OF REMAINING TERM OF MR. SATISH KUMAR JAIN AS CHAIRMAN AND MANAGING DIRECTOR

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, including any statutory modification(s), amendment(s), clarification(s), circular(s), notification(s), rule(s), regulation(s), guideline(s) or re-enactment(s) thereof, for the time being in force, and the relevant provisions of the Articles of Association of the Company (collectively, the “Applicable Laws”), consent of Member of the Company be and is hereby accorded for ratification and confirmation of the appointment of Mr. Satish Kumar Jain (DIN: 01401641) as the Chairman and Managing Director of the Company for a period of five (5) years with effect from April 5, 2023, and for his continuation in the office of Chairman and Managing Director for the remaining tenure up to April 4, 2028, on such terms and conditions, including remuneration, as may be approved by the Board and the Members of the Company, from time to time, in accordance with the Applicable Laws.

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary and Compliance Officer of the Company be and are hereby *severally* authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and instruments as may be necessary, desirable or expedient in connection with or incidental to giving effect to the foregoing resolution.”

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15. RATIFICATION OF REMAINING TERM OF MS. AANCHAL JAIN AS CHIEF EXECUTIVE OFFICER AND WHOLE TIME DIRECTOR

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, including any statutory modification(s), amendment(s), clarification(s), circular(s), notification(s), rule(s), regulation(s), guideline(s) or re-enactment(s) thereof, for the time being in force, and the relevant provisions of the Articles of Association of the Company (collectively, the “Applicable Laws”), consent of Members of the Company, be and is hereby accorded for ratification and confirmation of the appointment of Ms. Aanchal Jain (DIN: 09609724) as the Chief Executive Officer and Whole Time Director of the Company for a period of five (5) years with effect from April 5, 2023, and for her continuation in the office of for the remaining tenure up to 4th April 2028, on such terms and conditions, including remuneration, as may be approved by the Board and the Members of the Company, from time to time, in accordance with the Applicable Laws.

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and instruments as may be necessary, desirable or expedient in connection with or incidental to giving effect to the foregoing resolution.”

16. RATIFICATION OF REMAINING TERM OF MR. ANURAG AGARWAL AS VICE-CHAIRMAN AND WHOLE TIME DIRECTOR

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, including any statutory modification(s), amendment(s), clarification(s), circular(s), notification(s), rule(s), regulation(s), guideline(s) or re-enactment(s) thereof, for the time being in force, and the relevant provisions of the Articles of Association of the Company (collectively, the “Applicable Laws”), consent of members of the Company be and is hereby accorded for ratification and confirmation of the appointment of Ms. Anurag Agarwal (DIN: 02600416) as the Vice-Chairman and Whole Time Director of the Company for a period of five (5) years with effect from April 5, 2023, and for his continuation in the office of for the remaining tenure up to 4th April 2028 , on such terms and conditions, including remuneration, as may be approved by the Board and the Members of the Company, from time to time, in accordance with the Applicable Laws.

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RESOLVED FURTHER THAT any Director of the Company and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and instruments as may be necessary, desirable or expedient in connection with or incidental to giving effect to the foregoing resolution.”

17. TO INCREASE IN OVERALL CEILING OF REMUNERATION OF MS. AANCHAL JAIN (DIN: 09609724), CHIEF EXECUTIVE OFFICER AND WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company consent of members be and is hereby accorded for increase in ceiling of the remuneration payable to Ms. Aanchal Jain, Chief Executive Director and Whole time Director, and recommendation for providing authority to the Board of Directors (including any duly constituted Committee thereof) to grant increments and to alter, vary, or revise the structure, components, and scope of such remuneration, from time to time, as may be deemed appropriate, provided that the overall remuneration may exceed limits prescribed under Section 197 of the Companies Act, 2013, read with Schedule V thereto and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, and without requiring any further approval of the Members.

“**RESOLVED THAT** in addition to the above resolution, the remuneration payable to Ms. Aanchal Jain shall be as mentioned below, subject to such further revision as may be approved by the Board of Directors from time to time:

Particulars	Amount (INR)
Fixed salary	2,50,00,000 Per Annum
Performance Bonus	Up to Two times of fixed salary
Perquisites	Up to Four times of fixed salary
She will also be entitled for reimbursements as per the policy of the Company.	

RESOLVED FURTHER THAT in the event the Company has inadequate profits or losses in any financial year during the tenure of Ms. Aanchal Jain, Chief Executive Officer and Whole time Director, the Board of Directors be and is hereby authorized, to determine and fix the remuneration payable to him which shall not be less than remuneration paid to Ms. Aanchal Jain, Chief Executive Director and Whole time Director in the immediately preceding financial year or such higher amount as may be determined in accordance with Part II of Schedule V of the Companies Act, 2013, as deemed fit by the Board, subject to necessary approvals, if required, notwithstanding limits

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as specified under Section 197(1) read with Schedule V to the Act and Regulation 17(6)(e)(ii) of SEBI Listing Regulations and such minimum remuneration shall be subject to increments as may be deemed fit by the Board from time to time, within the overall limits specified in this resolution and as per applicable laws.

RESOLVED FURTHER THAT if the Company has a loss for a period exceeding three (3) consecutive financial years, the remuneration payable to Ms. Aanchal Jain, Chief Executive Officer and Whole time Director shall be subject to the approval of the Members in accordance with the provisions of Schedule V of the Companies Act, 2013, and any further regulatory requirements and in the event the Company has adequate profits in any financial year during the tenure of Ms. Aanchal Jain, Chief Executive Officer and Whole time Director, the Board of Directors be and is hereby authorized, based on the recommendation of the NRC, to determine and fix the remuneration payable to him within the limits prescribed under Section 197(1) read with Schedule V of the Act, without requiring further approval of the Members.

RESOLVED FURTHER THAT any Executive Director and/or Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to do all the acts, deeds and things which are necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”.

18. TO INCREASE IN OVERALL CEILING OF REMUNERATION OF MR. SATISH KUMAR JAIN (DIN: 01401641), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, consent of Member be and is hereby accorded for increase in ceiling of the remuneration payable to Mr. Satish Kumar Jain, Chairman and Managing Director, and recommendation for providing authority to the Board of Directors (including any duly constituted Committee thereof) to grant increments and to alter, vary, or revise the structure, components, and scope of such remuneration, from time to time, as may be deemed appropriate, provided that the overall remuneration may exceed limits prescribed under Section 197 of the Companies Act, 2013, read with Schedule V thereto and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, and without requiring any further approval of the Members.

“RESOLVED THAT in addition to the above resolution, the remuneration payable to Mr. Satish Kumar Jain, Chairman and Managing Director shall be as mentioned below, subject to such further revision as may be approved by the Board of Directors from time to time:

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Particulars	Amount (INR)
Fixed salary	2,00,00,000 Per Annum
Performance Bonus	Up to Two times of fixed salary
Perquisites	Up to Four times of fixed salary
He will also be entitled for reimbursements as per the policy of the Company.	

RESOLVED FURTHER THAT in the event the Company has inadequate profits or losses in any financial year during the tenure of Mr. Satish Kumar Jain, Chairman and Managing Director, the Board of Directors be and is hereby authorized, to determine and fix the remuneration payable to him which shall not be less than remuneration paid to Mr. Satish Kumar Jain, Chairman and Managing Director in the immediately preceding financial year or such higher amount as may be determined in accordance with Part II of Schedule V of the Companies Act, 2013, as deemed fit by the Board, subject to necessary approvals, if required, notwithstanding limits as specified under Section 197(1) read with Schedule V to the Act and Regulation 17(6)(e)(ii) of SEBI Listing Regulations and such minimum remuneration shall be subject to increments as may be deemed fit by the Board from time to time, within the overall limits specified in this resolution and as per applicable laws.

RESOLVED FURTHER THAT if the Company has a loss for a period exceeding three (3) consecutive financial years, the remuneration payable to Mr. Satish Kumar Jain, Chairman and Managing Director shall be subject to the approval of the Members in accordance with the provisions of Schedule V of the Companies Act, 2013, and any further regulatory requirements and in the event the Company has adequate profits in any financial year during the tenure of Mr. Satish Kumar Jain, Chairman and Managing Director, the Board of Directors be and is hereby authorized, based on the recommendation of the NRC, to determine and fix the remuneration payable to him within the limits prescribed under Section 197(1) read with Schedule V of the Act, without requiring further approval of the Members.

RESOLVED FURTHER THAT any Executive Director and/or Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to do all the acts, deeds and things which are necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”.

19. TO INCREASE IN OVERALL CEILING OF REMUNERATION OF MR. ANURAG AGARWAL (DIN: 02600416), VICE-CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and

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consent of members of the Company be and is hereby accorded for increase in ceiling of the remuneration payable to Mr. Anurag Agarwal, Vice-Chairman and Whole time Director, and recommendation for providing authority to the Board of Directors (including any duly constituted Committee thereof) to grant increments and to alter, vary, or revise the structure, components, and scope of such remuneration, from time to time, as may be deemed appropriate, provided that the overall remuneration may exceed limits prescribed under Section 197 of the Companies Act, 2013, read with Schedule V thereto and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, and without requiring any further approval of the Members.

“RESOLVED THAT in addition to the above resolution, the remuneration payable to Mr. Anurag Agarwal, Vice-Chairman and Whole time Director shall be as mentioned below, subject to such further revision as may be approved by the Board of Directors from time to time:

Particulars	Amount (INR)
Fixed salary	1,00,00,000 Per Annum
Performance Bonus	Up to Two times of fixed salary
Perquisites	Up to Four times of fixed salary
He will also be entitled for reimbursements as per the policy of the Company.	

RESOLVED FURTHER THAT in the event the Company has inadequate profits or losses in any financial year during the tenure of Mr. Anurag Agarwal, Vice-Chairman and Whole time Director, the Board of Directors be and is hereby authorized, to determine and fix the remuneration payable to him which shall not be less than remuneration paid to Mr. Anurag Agarwal, Vice-Chairman and Whole time Director in the immediately preceding financial year or such higher amount as may be determined in accordance with Part II of Schedule V of the Companies Act, 2013, as deemed fit by the Board, subject to necessary approvals, if required, notwithstanding limits as specified under Section 197(1) read with Schedule V to the Act and Regulation 17(6)(e)(ii) of SEBI Listing Regulations and such minimum remuneration shall be subject to increments as may be deemed fit by the Board from time to time, within the overall limits specified in this resolution and as per applicable laws.

RESOLVED FURTHER THAT if the Company has a loss for a period exceeding three (3) consecutive financial years, the remuneration payable to Mr. Anurag Agarwal, Vice-Chairman and Whole time Director shall be subject to the approval of the Members in accordance with the provisions of Schedule V of the Companies Act, 2013, and any further regulatory requirements and in the event the Company has adequate profits in any financial year during the tenure of Mr. Anurag Agarwal, Vice-Chairman and Whole time Director, the Board of Directors be and is hereby authorized, based on the recommendation of the NRC, to determine and fix the remuneration payable to him within the limits prescribed under Section 197(1) read with Schedule V of the Act, without requiring further approval of the Members.

RESOLVED FURTHER THAT any Executive Director and/or Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to do all the acts, deeds and things which are necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”.

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20. TO APPROVE THE REMUNERATION PAYABLE TO INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Articles of Association of the Company consent of the members of the Company be and is hereby accorded for payment of remuneration, including sitting fees, commission and/or such other permissible remuneration, to the Non-Executive Independent Directors of the Company provided that such remuneration shall not exceed the limit of 1% profits as specified under Section 197 of the Act. :

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine and approve, from time to time, the manner, quantum, structure, components and terms of such remuneration payable to the Non-Executive Directors, including any revision, increase, alteration or variation thereof, may exceed the overall limits prescribed under the Act.

RESOLVED FURTHER THAT Director and Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary or expedient to give effect to this resolution.”

21. ADOPTION OF UPDATED ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any amendments, modifications or re-enactment thereof), each as amended (“**Companies Act**”), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and in accordance with the enabling provisions of the memorandum of association and articles of association of the PMI Electro Mobility Solutions Limited (the “**Company**”) in order to align the existing articles of association of the Company to reflect the requirement of amendment to Shareholder Agreement dated 21st October 2024 and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the Registrar of Companies, National Capital Territory of Delhi-I at South Delhi (“**RoC**”), consent of Members be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, as placed before the shareholders of the

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Company, and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

“RESOLVED FURTHER THAT Ms. Aanchal Jain, Chief Executive Officer and Whole Time Directors, Mr. Sangyan Chopra, Company Secretary and Compliance Officer be and are authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the RoC, do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the RoC in this regard, or to give full effect to the abovementioned resolutions.”

“RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned statutory or regulatory authorities for necessary action.”

22. REVISION IN PMI ELECTRO MOBILITY SOLUTIONS LIMITED EMPLOYEE STOCK OPTION PLAN (“ESOP SCHEME”)

To consider and if thought fit, to pass the following resolutions as **Special Resolutions** with or without modifications:

“RESOLVED THAT in partial modification to the resolution passed by the Members in their meeting dated October 1, 2024 and August 8, 2025 and pursuant to Section 62 (1) (b) of the Companies Act 2013 (the “Act”), read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and such Regulations as may be applicable from time to time, the circulars / guidelines issued by the Securities and Exchange Board of India (“SEBI”), or other appropriate authority, the Memorandum of Association and Articles of Association of the Company, consent of Member of the Company be and is hereby accorded to the Revision in PMI Electro Mobility Solutions Limited Employee Stock Option Plan (“ESOP SCHEME”) a copy whereof is tabled and initialled by the Chairman for the purpose of identification.”

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the

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equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantee.

RESOLVED FURTHER THAT Board is authorised to take necessary steps for listing of the equity shares allotted under the ESOP SCHEME on the Stock Exchanges, where the equity shares of the Company will be listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP SCHEME.

RESOLVED FURTHER THAT the consent and approval be and is hereby accorded, authorising the nomination and remuneration committee of the Company (as and when constituted), in addition to its terms of reference, to administer and superintend, the ESOP SCHEME as the compensation committee as per terms referred to therein from time to time. Further, the nomination and remuneration committee is hereby authorised to formulate the detailed terms and conditions of the scheme including the provisions as specified by Board in this regard.

RESOLVED FURTHER THAT in the event that any term, condition or provision of the ESOP Scheme and/or the foregoing resolutions being held to be a violation of any applicable law, statute or regulation for the time being in force, the same shall be severable from the rest of the ESOP Scheme and/or resolutions and shall be of no force and effect and the ESOP Scheme and/or resolutions shall remain in full force and effect as if such term, condition or provision had not originally been contained in the ESOP Scheme and/or the resolutions.

RESOLVED FURTHER THAT any of the Directors of the Company, Company Secretary and Compliance Officer and Chief Financial Officer, the authorised representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and/or incidental to giving effect to the above resolutions.”

23. RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES INCLUDING ANY DISCOUNT AND RESERVATION CONTEMPLATED IN THE OFFER AND PRE-IPO PLACEMENT

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a special resolution with or without modifications:

“**RESOLVED THAT** in accordance with and subject to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and the Companies

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(Prospectus and Allotment of Securities) Rules, 2014 each as amended, (including any statutory modifications or re-enactment thereof, for the time being in force, collectively referred to as the “Companies Act”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”) and the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended (“FEMA”), and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, policies, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Government of India (“GOI”) and any foreign investment laws or policies or guidelines issued by RBI and any other applicable laws, rules and regulations, circulars, directions, clarifications and orders as may be applicable, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the “Applicable Laws”), and in accordance with the provisions of the memorandum of association of PMI Electro Mobility Solutions Limited (the “Company”) and the articles of association of the Company, each as amended and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the equity shares of face value of ₹10 each (the “Equity Shares”) are proposed to be listed (the “Stock Exchanges”), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi (“RoC”), SEBI, the RBI, the Department for Promotion of Industry and Internal Trade (“DPIIT”), Ministry of Commerce and Industry, GOI, the Stock Exchanges, and all other appropriate statutory authorities and departments (collectively the “Regulatory Authorities”) and any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, waivers and sanctions including the lender(s) of the Company, and which may be agreed to by the board of directors of the Company (“Board”) (which term shall be deemed to include any duly constituted committee of the Board), the consent of the shareholders of the Company be and is hereby granted to the Board to create, offer, issue, allot and/or transfer such number of Equity Shares of the Company up to an aggregate amount of ₹15,525.00 million (including share premium), by way of a fresh issuance of Equity Shares amounting to ₹4,500.00 million, out of the authorized share capital of the Company (“Fresh Issue”, and together with an offer for sale by some existing shareholders aggregating to ₹ 11,025.00 million, the “Offer”) for cash either at par or premium, (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of making lots for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchanges) including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any pre-IPO placement in terms of the SEBI ICDR Regulations, at a price to be determined by the Board in consultation with the book running lead managers in relation to the Offer (“BRLMs”) through the book building process in accordance with the SEBI ICDR Regulations which may also

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be subject to discount per Equity Share to the Offer price to retail individual bidders or eligible employees, out of the authorized share capital of the Company to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs decide, including eligible employees (through reservation or otherwise), anchor investors and qualified institutional investors as defined under the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, trusts/societies registered under the Societies Registration Act, 1860, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities/persons, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and/ or any other category of investors who are permitted to invest in Equity Shares as per Applicable Laws, through an Offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters, placement agents and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board and the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit."

"RESOLVED FURTHER THAT the Board shall do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Offer, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, in its absolute discretion deems fit in relation to the Offer, in consultation with the BRLMs and approve and appoint intermediaries underwriters, escrow agents, registrar, banker(s) to the Offer, legal counsels, depository(ies), advertising agency, monitoring agency, and all such persons or agencies as may be involved in or in relation to the Offer, and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Offer, and to terminate any agreements or arrangements with such intermediaries and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Offer, including in relation to utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or by any duly constituted committee of the Board."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR

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Regulations and other Applicable Laws and the memorandum of association and articles of association of the Company and subject to such further corporate and other approvals as may be required, the Board, either by itself or by any duly constituted committee of the Board thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake private placement of Equity Shares, at an appropriate stage prior to filing of the red herring prospectus ("Pre-IPO Placement") to certain investors up to such amount aggregating up to ₹ 900 million and at such price as the Board may determine, in consultation with the BRLMs, in light of the then prevailing market conditions and in accordance with the Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR and applicable law and do all such other acts, deeds, matters and things in connection thereof as the Board or any duly constituted committee of the Board may, from time to time, in its absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements, notices or corrigenda thereto and to open any bank account for the purpose, if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. It is clarified that, in the event of consummation of a Pre-IPO Placement, the size of the Fresh Issue would be reduced, only from the Fresh Issue portion of the Offer to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR and Applicable Laws.

"RESOLVED FURTHER THAT in accordance with Applicable Laws, the Board either by itself or through any duly constituted committee of the Board thereof, be and is hereby authorised, on behalf of the Company at its sole discretion, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the "Reservation") or to provide a discount to the Offer price to retail individual bidders or retail individual shareholders or eligible employees (the "Discount"), and to take any and all actions in connection with the Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution."

"RESOLVED FURTHER THAT, subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions

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including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, and other persons or entities, as may be permissible under Applicable Laws, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, SCRA, SCRR and FEMA, each as amended.”

“RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined through the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs, and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.”

“RESOLVED FURTHER THAT the Equity Shares so allotted or transferred pursuant to the Offer, shall be listed on one or more recognized stock exchanges in India.”

“RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid (including pursuant to any reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares in all respects, including with the existing fully paid-up Equity Shares of the Company, including voting rights and rights in respect of dividend from the date of allotment.”

“RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of the Offer referred to in Section 40(3) of the Companies Act, and if the application monies received pursuant to the Offer are not refunded within such time, as specified by SEBI and in accordance with Applicable Laws, the Company and/or the selling shareholders shall pay interest on failure thereof, as per Applicable Laws.”

“RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations and the SCRR, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed of by the Board to such persons and in such manner and on such terms as the Board may,

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in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with Applicable Laws, without the approval of the shareholders of the Company.”

“RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby jointly or severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“RESOLVED FURTHER THAT Ms. Aanchal Jain, Chief Executive Officer and Whole Time Director, Mr. Satish Kumar Jain, Chairman and Managing Director, the Company Secretary and Compliance Officer or the Chief Financial Officer be and are hereby severally authorised to file necessary forms with the RoC and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

“RESOLVED FURTHER a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned statutory or regulatory authorities for necessary actions.”

Thanking You
For PMI Electro Mobility Solutions Limited


(Sangyan Chopra)
Company Secretary and Compliance Officer
M. No: A42857



Date: 21-09-2026

Place: New Delhi

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. DULY STAMPED, SIGNED AND FILLED IN PROXY FORMS (COMPLETED IN ALL ASPECTS) SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE AGM. THE PROXY FORM IS ANNEXED TO THIS NOTICE.**
- 2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 A PROXY FOR ANY OTHER PERSON OR MEMBER.**

This meeting is being called at shorter notice and format of shorter notice consent is enclosed herewith. Members are required to kindly provide the same for holding this meeting at shorter notice.

All the documents referred to in the accompanying notice will be available at the registered office of the Company during office hours on all working days up to the date of Annual General Meeting between 11:00 A.M. and 03:00 P.M. and also at the venue of Annual General Meeting during the time of Annual General Meeting.

Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.

Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

Voting will be done by show of hands unless poll is demanded.

Route map for the venue of AGM is annexed to this notice.

Shareholders other than Individuals are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM on its behalf and to vote. The said Resolution/Authorization can be sent by email to sangyanchopra@pmielectro.com.

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Voting Rights: The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company carrying voting rights

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

4. Members are informed that pursuant to the terms of the Shareholders' Agreement dated 21st October 2024, as amended from time to time ("Shareholders' Agreement"), executed inter alia between the Company, the Promoters and the Authum Group, the Investors are collectively entitled to nominate a person for appointment as a Director on the Board of the Company.

In accordance with the aforesaid right, the Investors proposed the appointment of Mr. Sandeep Bapat (DIN: 11233493) as a Non-Executive Director of the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on 23rd January 2026, appointed Mr. Sandeep Bapat as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and in accordance with the Articles of Association of the Company. Mr. Sandeep Bapat shall hold office as an Additional Director up to the conclusion of the ensuing Annual General Meeting of the Company.

Further, the Nomination and Remuneration Committee, at its meeting held on September 12, 2026, recommended the appointment of Mr. Sandeep Bapat as a Non-Executive Director of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on September 12, 2026, recommended the appointment of Mr. Sandeep Bapat as a Director of the Company, liable to retire by rotation, for the approval of the Members.

Accordingly, the Board recommends the resolution set out at Item No. 4 of the accompanying Notice for approval of the Members by way of an Ordinary Resolution.

Except Mr. Sandeep Bapat, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Name of the Director	Mr. Sandeep Bapat
Directors Identification Number	11233493
Date of Birth (Age in years)	28.02.1984 (42 Years)
Original date of appointment	23.01.2026
Qualifications	He holds a bachelor's degree in technology in computer science and engineering from Indian Institute of Technology Bombay, and a master's degree in business administration from Harvard University.

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Experience and expertise in specific functional area	He has over 13 years of experience in the investment/capital management sector. He is currently associated as co-chief investment officer at Singularity AMC LLP and has previously served as the executive director with Hillhouse Capital Management Limited, as a partner with Trifecta Leaders Fund - I, as an associate with the private equity group of Blackstone Advisors India Private Limited.
Shareholding in the Company	NIL
Remuneration last drawn	NIL
No. of Board meetings attended during the year	1
Terms and conditions of appointment and remuneration	As per appointment letter
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	3 (As detailed in MBP-1)
Membership / Chairmanship of committees in public limited and listed companies in India	NIL
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last 3 (three) years..	NIL
Justification	The Company reviews the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, The Board may consider and recommend the appointment of Mr. Sandeep Bapat, would bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company

5. Ms. Suneeta Trivedi is proposed to be appointed as an Non Executive Independent Director of the Company, in accordance with Sections 149, 150, 152, and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act"), and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Regulations 16, 17, 25 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory

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modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, in connection with the Offer of the Equity Shares.

In this connection, the board of directors of the Company (the “Board”) is of the opinion that Ms. Suneeta Trivedi fulfils the criteria for independent directors, as set out in the Companies Act, related rules framed thereunder and the SEBI Listing Regulations and that Ms. Suneeta Trivedi is independent of the management of the Company.

It is also noted that the Company has received a notice in writing under Section 160 of the Act from, member of the Company, proposing the candidature of Ms. Suneeta Trivedi (DIN: 06742087) as an Independent Director of the Company, not liable to retire by rotation, subject to approval of the Members of the Company.

Information of director seeking appointment at the forthcoming annual general meeting (pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Name of the Director	Ms. Suneeta Trivedi
Directors Identification Number	06742087
Date of Birth (Age in years)	26/09/1954 (72 years)
Original date of appointment	NA
Qualifications	She holds a bachelor's degree in arts, a master's degree in arts from University of Delhi, a master's degree in philosophy (social science) from Punjab University, a master's degree in business administration from Maharshi Dayanand University and a master's degree in finance from National Institute of Financial Management.
Experience and expertise in specific functional area	She has over 42 years of experience in telephone and communication regulatory sector. She has previously served as a non-official independent director at Mahanagar Telephone Nigam Limited and as a member (planning) postal service board with Department of Posts, Ministry of Communications and Information Technology.
Shareholding in the Company	NIL
Remuneration last drawn	NIL
No. of Board meetings attended during the year	NIL
Terms and conditions of appointment and remuneration	As detailed in Appointment letter
Relationship with other Directors or KMPs	NIL



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Directorships held in other companies in India	2 (As detailed in MBP-1)
Membership / Chairmanship of committees in public limited and listed companies in India	Rosmerta Technologies Limited 1. Audit Committee - Member 2. Nomination and Remuneration Committee - Member 3. CSR Committee – Chairperson Rosmerta Digital Services Limited 4. Audit Committee - Member
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last 3 (three) years..	NIL
Justification	The Company reviews the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, The Board may consider and recommend the appointment of Ms. Suneeta Trivedi (DIN: 06742087), would bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company. The Board is further of the view that her continued association during the proposed tenure, including after she attains the age of 75 years, would be beneficial to the Company, having regard to her knowledge, experience, expertise and ability to provide independent judgment and valuable guidance to the Board.

The proposed Independent Directors have submitted a declaration that they meet the criteria for appointment as an independent director. Further, the Company has received the consent in writing from Ms. Trivedi to act as a Director in Form DIR-2, intimation to the effect that she is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board has recommended the appointment of such Director as a Non-Executive Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of

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independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The Board recommends the resolution for your approval as **Special resolution**. None of the Directors, key managerial personnel, senior management and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) and/or senior management (as defined in the SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

6. Mr. Santosh Ramanuj Tiwari (DIN: 09545839) is proposed to be appointed as an Non Executive Independent Director of the Company, in accordance with Sections 149, 150, 152, and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”), and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Regulations 16, 17, 25 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, in connection with the Offer of the Equity Shares.

In this connection, the board of directors of the Company (the “Board”) is of the opinion that Mr. Santosh Ramanuj Tiwari fulfils the criteria for independent directors, as set out in the Companies Act, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Santosh Ramanuj Tiwari is independent of the management of the Company.

Information of director seeking appointment at the forthcoming annual general meeting (pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Name of the Director	Mr. Santosh Ramanuj Tiwari
Directors Identification Number	09545839
Date of Birth (Age in years)	31/12/1984 (42 Years)
Original date of appointment	NA
Qualifications	He holds a bachelor’s degree in commerce from Patna University and has completed post qualification course in information systems audit from the Institute of Chartered Accountants of India and has completed certification courses on valuation of securities of financial assets, forensic accounting and fraud detection and anti-money laundering laws.
Experience and expertise in specific functional area	He has over 17 years of experience in the audit advisory sector as a practising chartered accountant. He is associated as a partner with M/s. SARNUM & Co LLP.
Shareholding in the Company	NIL

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Remuneration last drawn	NIL
No. of Board meetings attended during the year	NIL
Terms and conditions of appointment and remuneration	As detailed in Appointment letter
Relationship with other Directors or KMPs	NIL
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last 3 (three) years..	NIL
Directorships held in other companies in India	7 (As detailed in MBP-1)
Membership / Chairmanship of committees in public limited and listed companies in India	Skyways Air Services Limited 1. Audit Committee: Chairperson 2. Nomination and Remuneration Committee: Chairman 3. Risk Management: Member Kanodia Cement Limited 4. Audit Committee: Chairperson 5. Nomination and Remuneration Committee: Member 6. CSR Committee – Chairperson Kanodia Cem Private Limited 7. CSR Committee – Chairperson Kanodia Infratechh Limited 8. CSR Committee – Chairperson Ekkaa Electronics (India) Limited 9. CSR Committee – Member 10. Nomination Remuneration Committee - Chairperson

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Justification	The Board review the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, and may believes and consider that the appointment of Mr. Santosh Ramanuj Tiwari (DIN: 09545839), will bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company.
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The proposed Independent Directors have submitted a declaration that they meet the criteria for appointment as an independent director. Further, the Company has received the consent in writing from Mr. Santosh Ramanuj to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

It is also noted that the Company has received a notice in writing under Section 160 of the Act from, member of the Company, proposing the candidature of Mr. Santosh Ramanuj Tiwari (DIN: 09545839) as an Independent Director of the Company, not liable to retire by rotation for the subject to approval of the Members of the Company.

The Board has recommended the appointment of such Director as Non Executive Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations and shall not be liable to retire by rotation.

The Board recommends the resolution for your approval as **Special Resolution**. None of the Directors, key managerial personnel, senior management and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) and/or senior management (as defined in the SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

- Mr. Vineet Bansal (DIN: 00443477) is proposed to be appointed as an Non Executive Independent Director of the Company, in accordance with Sections 149, 150, 152, and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act"), and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Regulations 16, 17, 25 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, in connection with the Offer of the Equity Shares. In this connection, the board of directors of the Company (the "Board") is of the opinion that Mr. Vineet Bansal (DIN: 00443477) fulfils the criteria for independent directors, as set out in the

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Companies Act, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Vineet Bansal (DIN: 00443477) is independent of the management of the Company.

Information of director seeking appointment at the forthcoming annual general meeting (pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Name of the Director	Mr. Vineet Bansal
Directors Identification Number	00443477
Date of Birth (Age in years)	17.12.1977(49 Years)
Original date of appointment	NA
Qualifications	He holds a bachelor's degree in commerce from University of Calcutta.
Experience and expertise in specific functional area	He has approximately 11 years of experience in the software and technologies sector.
Shareholding in the Company	NIL
Remuneration last drawn	NIL
No. of Board meetings attended during the year	NIL
Terms and conditions of appointment and remuneration	As detailed in Appointment letter
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	2 (As detailed in MBP-1)
Membership / Chairmanship of committees in public limited and listed companies in India	0
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last 3 (three) years..	NIL
Justification	The Board review the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, and may believes and consider that the appointment of Mr. Vineet Bansal (DIN: 00443477), will bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company.

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The proposed Independent Directors have submitted a declaration that they meet the criteria for appointment as an independent director. Further, the Company has received the consent in writing from Mr. Vineet Bansal to act as a Non-Executive Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board has recommended the appointment of such Director as Non-Executive Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations and shall not be liable to retire by rotation.

The Board recommends the resolution for your approval as **Special Resolution**. None of the Directors, key managerial personnel, senior management and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) and/or senior management (as defined in the SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

8. Members are apprised that the Board of Directors of the Company, at its meeting held on **18th August 2026**, appointed **Mr. Vinod Kumar** as an Additional Director in the capacity of **Non-Executive and Independent Director** of the Company, pursuant to the provisions of Sections 149, 150, 152 and 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act"), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulations 16, 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and in accordance with the Articles of Association of the Company, to hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

Further, the **Nomination and Remuneration Committee**, at its meeting held on **12 September, 2026**, recommended the appointment of Mr. Vinod Kumar as an Independent Director of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the **Board of Directors**, at its meeting held on **12 September, 2026**, recommended to the Members the appointment of Mr. Vinod Kumar as Non-Executive Independent Director of the Company for a period of **five (5) years commencing from 18th August 2026**, and he shall not be liable to retire by rotation.

Accordingly, the Board recommends the resolution set out at **Item No. 8** of the accompanying Notice for approval of the Members by way of an **Special Resolution**.

Except Mr. Vinod Kumar, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

Name of the Director	Mr. Vinod Kumar
Directors Identification Number	10230437

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Date of Birth (Age in years)	September 19, 1964 (62 Years)
Original date of appointment	18.08.2026
Qualifications	He holds a bachelor's degree in science from Osmania University and has completed Post Graduate Executive Management Programme ("PGEP") from S.P. Jain Institute of Management and Research, Mumbai.
Experience and expertise in specific functional area	He has over 37 years of experience in the banking sector. He has previously served as the chief general manager with State Bank of India, as a nominee director with SBI (Mauritius) Ltd and as a nominee director with Bank of Bhutan Limited.
Shareholding in the Company	NIL
Remuneration last drawn	NIL
No. of Board meetings attended during the year	1
Terms and conditions of appointment and remuneration	As detailed in Appointment letter
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	1 (As detailed in MBP-1)
Membership / Chairmanship of committees in public limited and listed companies in India	1 (Acer Credit Rating Private Limited- Rating Committee - member)
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last 3 (three) years.	NIL
Justification	The Board review the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, and may believes and consider that the appointment of Mr. Vinod Kumar , will bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company.

9. Members are apprised that the Board of Directors of the Company, at its meeting held on **18th August 2026**, appointed **Mr. Gurvinder Singh** as an Additional Director in the capacity of **Non-Executive and Independent Director** of the Company, pursuant to the provisions of Sections 149, 150, 152 and

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161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulations 16, 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and in accordance with the Articles of Association of the Company, to hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

Further, the **Nomination and Remuneration Committee**, at its meeting held on **12 September, 2026**, recommended the appointment of Mr. Vinod Kumar as Non-Executive Independent Director of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the **Board of Directors**, at its meeting held on **12 September 2026**, recommended to the Members the appointment of Mr. Gurvinder Singh as an Independent Director of the Company for a period of **five (5) years commencing from 18th August 2026**, and he shall not be liable to retire by rotation.

Accordingly, the Board recommends the resolution set out at **Item No. 9** of the accompanying Notice for approval of the Members by way of a **Special Resolution**.

Except Mr. Gurvinder Singh, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 9** of the accompanying Notice.

Name of the Director	Mr. Gurvinder Singh
Directors Identification Number	00085436
Date of Birth (Age in years)	March 7, 1975 (51 Years)
Original date of appointment	18.08.2026
Qualifications	He holds a bachelor’s degree in engineering (electronics & electrical communication) from Panjab University, and a master’s degree in business administration from Panjab University. He is an associate member of The Indian Institute of Bankers. He has been registered as valuer with Insolvency and Bankruptcy Board of India.
Experience and expertise in specific functional area	He has over 23 years of experience in the finance and transaction advisory sector. He has previously served as the officer, industrial advisory division with Canara Bank, manager (finance) with Industrial Finance Corporation of India, manager with IL&FS Infrastructure Development Corporation Ltd., head – transaction advisory with Clear Maze Consulting Private Limited and a vice president with Ernst & Young LLP.
Shareholding in the Company	NIL
Remuneration last drawn	NIL

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No. of Board meetings attended during the year	2
Terms and conditions of appointment and remuneration	As detailed in Appointment letter
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	3 As detailed in MBP-1
Membership / Chairmanship of committees in public limited and listed companies in India	Regal Entertainment and Consultant Limited : 1. Audit Committee: Chairperson 2. Nomination and Remuneration Committee: Chairman 3. Risk Management: Chairman 4. Stakeholder Relationship Committee- Chairman
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last 3 (three) years..	NIL
Justification	The Board review the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, and may believe and consider that the appointment of Mr. Gurvinder, will bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company.

10. As per section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by Book debt or give any guarantee or provide any security in connection with any loan to any person/ entity in whom any of the Director(s) are interested, subject to the condition that a) Passing of Special Resolution by the company in a General Meeting (Approval of at least 75% of the members is required); b) Utilization of loans by the borrowing company shall be solely for its principal business activities.

The Company may have to render support for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the its Subsidiary, wholly own subsidiary or Associate or Joint Venture or group entity or any other entity or person in whom any of the Director of the Company is interested or deemed to be interested (collectively referred

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to as the 'Entities') for the capital expenditure of the projects and/or working capital requirements as may be required from time to time for the expansion of its business activities.

Therefore, in terms of section 185, approval of shareholders is being sought by way of passing Special Resolution.

All the relevant documents considering at the meeting can be inspected at the office hours on working days at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice.

The Board recommends the Special Resolution set out at **Item No. 10** of the Notice for approval by the shareholders.

11. As per sub section (2) & (3) of Section 186 of the Companies Act, 2013, a company may by prior approval of the members through a special resolution,

- A) give any loan to any person or other body corporate;
- B) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- C) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

The Company is currently in the phase of growth by itself and through its subsidiaries and associates for which there is an ongoing requirement for funds, loans by the subsidiaries and associates. In order to meet these funding requirements and ensure necessary compliances of the provisions of the Act, the Board of Directors, hereby proposes A.) to give any loan to any person or other body corporate; B) give any guarantee or provide security in connection with a loan to any other body corporate or person; and C) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto an aggregate amount of Rs. 5000/-Crores (Rupees Five Thousand Crore Only).

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

12. Member are apprised that further, in terms of provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company cannot lease or otherwise dispose of the whole or

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substantially the whole of the undertaking(s) of the Company without the approval of the Members by way of a Special Resolution.

Accordingly, the consent of the Members is sought, in accordance with the provisions of section 180(1)(a) of the Companies Act, 2013, to authorise the Board of Directors to hypothecate/mortgage/pledge and/or create charge in addition to the existing hypothecation/mortgage/pledge/guarantee and/ or charge already created by the Company, on all or any part of the movable and/or immovable properties of the Company as and when necessary to secure the borrowings from time to time by the Company and/or any other persons or entities together with interest, costs, charges, expenses and any other monies payable up to Rs. 5000 Crores (Rupees Five Thousand Crores only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the shareholders.

13. Members are apprised that a shareholder approval is required to approve the limit up to which the Board can borrow funds. This approval is necessary in cases where the money to be borrowed, together with the money already borrowed by the Company, apart from temporary loans, will exceed the aggregate of its paid-up share capital, free reserves and securities-premium account.

Accordingly, the consent of the Member is being sought to obtain the approval in accordance with the provisions of section 180(1)(c) of the Companies Act, 2013, to authorise the Board of Directors to borrow money up to Rs. 5000 Crores (Rupees Five Thousand Crores only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval by the shareholders.

14. Members are apprised that Mr. Satish Kumar Jain was appointed as the Chairman and Managing Director of the Company by the Board of Directors at its meeting held on **05 April 2023**.

In order to align and regularise the aforesaid appointment with the applicable provisions of the **Companies Act, 2013**, and the requirements applicable to the Company pursuant to its conversion into a public company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors at its meeting held on 20 September 2026, the consent of the

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Members is being sought to approve and ratify the appointment of Mr. Satish Kumar Jain as the Chairman and Managing Director of the Company.

Members are further apprised that, based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and the approval of the Board of Directors at its meeting held on 12 September 2026, the consent of the Members is being sought for enhancement of the overall ceiling of remuneration payable to Mr. Satish Kumar Jain, which may exceed the limits prescribed under the applicable provisions of the Companies Act, 2013, subject to the approval of the Members, considering his role, responsibilities and significant contribution to the Company.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Sl. No.	Particulars	Remarks
I. General information:		
1.	Nature of industry	The Company is engaged in the business of manufacturing, operation and maintenance of zero emission commercial vehicles.
2.	Date or expected date of commencement of commercial production	28.06.2017
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	The Company commenced its commercial operations in 28.06.2017.
4.	Financial performance based on given indicators	As per financial statements of the Company For FY 2024,2025 and 2026.
5.	Foreign investments or collaborations, if any.	NA
II. Information about the appointee:		
6.	Background details	Mr. Satish Kumar Jain is director of the Company since its incorporation and appointed as Chairman and Managing director w.e.f. 5 th April 2023.
7.	Past remuneration	₹ 1,20,00,000 Per Annum /-
8.	Recognition or awards	NA
9.	Job profile and his suitability	He has over 42 years of experience in the electric mobility and equipment/machinery manufacturing sector. He has been associated with our Company since its incorporation. He is responsible for, among others, guiding the organisation's strategic direction, overseeing planning, execution of e-bus projects and supporting the

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		development of manufacturing capabilities for electric buses and related systems
10.	Remuneration proposed	Fixed Salary: ₹2,00,00,000 per annum ; Performance Bonus: up to two times of fixed salary ; Perquisites: up to four times of fixed salary ; and Reimbursement of expenses in accordance with the policies of the Company.
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration has been considered with reference to the size and scale of operations of the Company, the nature of the industry, responsibilities associated with the position of Chairman and Managing Director and the remuneration practices for comparable managerial positions, as considered by the NRC and the Board.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except as disclosed in the financial statements and the remuneration proposed to be paid to him in his capacity as Chairman and Managing Director and his shareholding, in the Company, Mr. Satish Kumar Jain does not have any other pecuniary relationship with the Company.
	III. Other information:	
13.	Reasons of loss or inadequate profits	NA
14.	Steps taken or proposed to be taken for improvement	NA
15.	Expected increase in productivity and profits in measurable terms	NA

Brief profile of Mr. Satish Kumar Jain:

Name of the Director	Satish Kumar Jain
Directors Identification Number	01401641
Date of Birth (Age in years)	November 1, 1959 (67 Years)
Original date of appointment	28.06.1017
Qualifications	He holds a bachelor's degree in bachelors of technology in mechanical engineering from Delhi Technology University
Experience and expertise in specific functional area	He has over 42 years of experience in the electric mobility and equipment/machinery manufacturing

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	sector. He has been associated with our Company since its incorporation. He is responsible for, among others, guiding the organisation's strategic direction, overseeing planning, execution of e-bus projects and supporting the development of manufacturing capabilities for electric buses and related systems.
Shareholding in the Company	1,01,63,333 shares
Remuneration last drawn	Rs. 1,20,00,000 Per Annum
No. of Board meetings attended during the year	4
Terms and conditions of appointment and remuneration	As per the employment agreement
Relationship with other Directors or KMPs	Mr. Satish Kumar Jain is father of Ms. Aanchal Jain.
Directorships held in other companies in India	8 (As detailed in MBP-1)
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last	NIL
Membership / Chairmanship of committees in public limited and listed companies in India	NIL
Justification	The Board review the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, and may believe and consider that the appointment of Mr. Satish Kumar Jain, will bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company.

Except Mr. Satish Kumar Jain and Ms. Aanchal Jain, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. **14 & 18** of the accompanying Notice.

The Board recommends the **Special Resolution** set out at **Item No. 14 & 18** of the Notice for approval by the Members.

- 15.** Members are apprised that **Ms. Aanchal Jain** was appointed as the Chief Executive Officer and Whole Time Director of the Company by the Board of Directors at its meeting held on **05 April 2023**.

In order to align and regularise the aforesaid appointment with the applicable provisions of the **Companies Act, 2013**, and the requirements applicable to the Company pursuant to its conversion

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into a public company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors at its meeting held on 20 September 2026, the consent of the Members is being sought to approve and ratify the appointment of Ms. Aanchal Jain as the Chief Executive Officer and Whole Time Director of the Company.

Members are further apprised that, on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and the approval of the Board of Directors at its meeting held on 12 September 2026, the consent of the Members is being sought for enhancement of the overall ceiling of remuneration payable to Ms. Aanchal Jain, Chief Executive Officer and Whole Time Director which may exceed the limits prescribed under the applicable provisions of the Companies Act, 2013, subject to the approval of the Members, considering her role, responsibilities and significant contribution to the Company.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Sl. No.	Particulars	Remarks
I. General information:		
1	Nature of industry	The Company is engaged in the business of manufacturing, operation and maintenance of zero emission commercial vehicles.
2	Date or expected date of commencement of commercial production	28.06.2017
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	The Company commenced its commercial operations in 28.06.2017.
4	Financial performance based on given indicators	As per financial statements of the Company For FY 2024,2025 and 2026.
5	Foreign investments or collaborations, if any.	NA
II. Information about the appointee:		
6	Background details	Ms, Aanchal Jain was appointed as Chief Executive Officer and Whole Time Director w.e.f. 5 th April 2023.
7	Past remuneration	₹ 1,80,00,000 Per Annum/-
8	Recognition or awards	She has received several industry recognitions, including the ET 40 under Forty award BW Auto 40 Under 40 award by BW Businessworld, the Most Innovative Mobility Business Leader of the Year award at the Urban Infra Awards 2024, and recognition in the eMobility

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		Power 100 India and the EV Manufacturing Leadership Awards 2024 by eMobility.
9	Job profile and her suitability	She has over 3 years of experience in the automotive and electric mobility sector.
10	Remuneration proposed	Fixed Salary: ₹2,50,00,000 per annum ; Performance Bonus: up to two times of fixed salary ; Perquisites: up to four times of fixed salary ; and Reimbursement of expenses in accordance with the policies of the Company.
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration has been considered with reference to the size and scale of operations of the Company, the nature of the industry, responsibilities associated with the position of Chief Executive Officer and Whole Time Director and the remuneration practices for comparable managerial positions, as considered by the NRC and the Board.
12	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except as disclosed in the financial statements and the remuneration proposed to be paid to her in capacity as Chief Executive Officer and Whole Time Director and her shareholding, in the Company, Ms. Aanchal Jain does not have any other pecuniary relationship with the Company.
	III. Other information:	
13.	Reasons of loss or inadequate profits	NA
14.	Steps taken or proposed to be taken for improvement	NA
15	Expected increase in productivity and profits in measurable terms	NA

Brief profile of Ms. Aanchal Jain:

Name of the Director	Aanchal Jain
Directors Identification Number	09609724
Date of Birth (Age in years)	28-03-1988 (38 Years)
Original date of appointment	05-04-2023
Qualifications	She holds a bachelor's degree in arts (economics) from the University of Delhi, a master's degree in science (economics) and a diploma in economics from the

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	London School of Economics and Political Science, a master of arts degree and a doctor of philosophy from Northwestern University.
Experience and expertise in specific functional area	She has over 3 years of experience in the automotive and electric mobility sector.
Shareholding in the Company	60,00,000 shares
Remuneration last drawn	Rs. 1,80,00,000 Per Annum
No. of Board meetings attended during the year	6
Terms and conditions of appointment and remuneration	As per the employment agreement
Relationship with other Directors or KMPs	Mr. Satish Kumar Jain is father of Ms. Aanchal Jain.
Directorships held in other companies in India	5 (As detailed in MBP-1)
Membership / Chairmanship of committees in public limited and listed companies in India	NIL
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last 3 (three) years..	NIL
Justification	The Board review the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, and may believe and consider that the appointment of Ms. Aanchal Jain, will bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company.

Except Ms. Aanchal Jain and Mr. Satish Kumar Jain, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 15 & 17** of the accompanying Notice.

The Board recommends the **Special Resolution** set out at **Item No. 15 and 17** of the Notice for approval by the Members.

16. Members are apprised that **Mr. Anurag Agarwal** was appointed as the Vice Chairman and Whole Time Director of the Company by the Board of Directors at its meeting held on **05 April 2023**.

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In order to align and regularise the aforesaid appointment with the applicable provisions of the **Companies Act, 2013**, and the requirements applicable to the Company pursuant to its conversion into a public company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors at its meeting held on **20 September 2026**, the consent of the Members is being sought to approve and ratify the appointment of Mr. Anurag Agarwal as the Vice Chairman and Whole Time Director of the Company.

Members are further apprised that, on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and the approval of the Board of Directors at its meeting held on 12 September 2026, the consent of the Members is being sought for enhancement of the overall ceiling of remuneration payable to Mr. Anurag Agarwal, which may exceed the limits prescribed under the applicable provisions of the Companies Act, 2013, subject to the approval of the Members, considering his role, responsibilities and significant contribution to the Company.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Sl. No.	Particulars	Remarks
I. General information:		
1.	Nature of industry	The Company is engaged in the business of manufacturing, operation and maintenance of zero emission commercial vehicles.
2.	Date or expected date of commencement of commercial production	28.06.2017
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	The Company commenced its commercial operations in 28.06.2017 .
4.	Financial performance based on given indicators	As per financial statements of the Company For FY 2024,2025 and 2026.
5.	Foreign investments or collaborations, if any.	NA
II. Information about the appointee:		
6.	Background details	Mr. Anurag Agarwal is director of the Company since its incorporation and appointed as Vice Chairman and Whole Time Director w.e.f. 5 th April 2023.
7.	Past remuneration	NIL
8.	Recognition or awards	NA
9.	Job profile and his suitability	He has over 27 years of experience in the transportation and electric mobility sector. He has been associated with our Company since incorporation. He is responsible for,

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		among others, strategic decision making, corporate governance, business development, stakeholder engagement and the overall growth of the organization.
10.	Remuneration proposed	Fixed Salary: ₹1,00,00,000 per annum; Performance Bonus: up to two times of fixed salary; Perquisites: up to four times of fixed salary; and Reimbursement of expenses in accordance with the policies of the Company.
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration has been considered with reference to the size and scale of operations of the Company, the nature of the industry, responsibilities associated with the position of Vice Chairman and Whole Time Director and the remuneration practices for comparable managerial positions, as considered by the NRC and the Board.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except as disclosed in the financial statements and the remuneration proposed to be paid to him in his capacity as Vice Chairman and Whole Time Director and his shareholding, in the Company, Mr. Anurag Agarwal does not have any other pecuniary relationship with the Company.
	III. Other information:	
13.	Reasons of loss or inadequate profits	NA
14.	Steps taken or proposed to be taken for improvement	NA
15.	Expected increase in productivity and profits in measurable terms	NA

Brief profile of Mr. Anurag Agarwal:

Name of the Director	Anurag Agarwal
Directors Identification Number	02600416
Date of Birth (Age in years)	24-05-1969 (57 Years)
Original date of appointment	28.06.2017
Qualifications	He holds a bachelor's degree in commerce from University of Calcutta.

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Experience and expertise in specific functional area	He has over 27 years of experience in the transportation and electric mobility sector. He has been associated with our Company since incorporation.
Shareholding in the Company	82,90,833
Remuneration last drawn	NIL
No. of Board meetings attended during the year	7
Terms and conditions of appointment and remuneration	As per Employment Agreement
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	10 (As detailed in MBP-1)
Membership / Chairmanship of committees in public limited and listed companies in India	NIL
Nationality	Indian
Listed entities from which the Director has resigned from Directorship in last 3 (three) years..	NIL
Justification	The Board review the qualifications, experience, and suitability of potential candidates in accordance with the criteria set forth in the Companies Act, 2013 and Listing Regulations, and may believe and consider that the appointment of Mr. Anurag Agarwal, will bring valuable insights and expertise to the board's deliberations, thereby enhancing the overall governance framework and contributing to the sustainable growth of the Company.

Except Mr. Anurag Agarwal, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 16 and 19** of the accompanying Notice.

The Board recommends the **Special Resolution** set out at **Item No. 16 and 19** of the Notice for approval by the Members.

20. Members are apprised that, based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and pursuant to the approval of the Board of Directors at its meeting held on 12 September 2026, the consent of the Members is being sought to provide remuneration to the Non-Executive Independent Directors, for their contribution and participation in the affairs of the Company, comprising sitting fees, commission and/or such other remuneration as

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may be permissible under the applicable provisions of the Companies Act, 2013 provided such remuneration shall not exceed 1% of net profits as defined under the Act.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 20** of the accompanying Notice.

The Board recommends the **Special Resolution** set out at **Item No. 20** of the Notice for approval by the Members.

21. Members are apprised that the Articles of Association (AOA) of the Company need to be amended to reflect the amendments made to the Shareholders Agreement (SHA) dated 21st October 2024, Accordingly, the board of directors of the Company (the "Board") in their meeting dated 20 September 2026 approve the revised articles of association placed before the shareholders for their approval. Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in article of association of the Company requires approval of the members of the Company by way of a special resolution.

None of the directors, key managerial personnel, senior management and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) and/or senior management (as defined in the SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

The Board recommends the **Special Resolution** set out at **Item No. 21** of the Notice for approval by the Members.

22. The Members are apprised that the Company has an existing Employee Stock Option Policy ("ESOP Policy") for providing stock-based incentives to eligible employees of the Company.

In view of the proposed listing of the equity shares of the Company and to ensure that the existing ESOP Policy is aligned with the applicable provisions of the **Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SEBI (SBEB & SE) Regulations")**, the Board of Directors in their meeting dated 20.09.2026, has proposed certain amendments to the existing ESOP Policy.

The proposed amendments are intended to align the terms and administration of the existing ESOP Policy with the applicable regulatory requirements and to provide a comprehensive framework for grant, vesting and exercise of Employee Stock Options in accordance with applicable laws.

Pursuant to Regulation 6 of the SEBI (SBEB & SE) Regulations, no scheme covered thereunder shall be offered to employees unless approved by the shareholders by way of a **Special Resolution**. Further, the explanatory statement accompanying the proposed resolution is required to contain the prescribed particulars relating to the scheme.

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Accordingly, the approval of the Members is sought by way of a **Special Resolution** for amendment and alignment of the existing ESOP Policy with the applicable provisions of the SEBI (SBEB & SE) Regulations and other applicable laws.

The salient features and other particulars of the amended ESOP Policy, as required under the applicable provisions of the SEBI (SBEB & SE) Regulations and the Companies Act, 2013, are set out below:

a) Brief Description of the Scheme:

The objective of the Plan is to reward the Employees for their performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Plan to attract and retain talent in the organization. The Company views employees stock option as instruments that would enable the Employees to share the value they create for the Company in the years to come.

The Board of the Company shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Board and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) The total number of stock options to be granted:

The maximum number of Options that may be granted pursuant to this Plan shall not exceed 50,00,000 Options, which shall be convertible into 50,00,000 Equity Shares having face value of Rs. 10/- each.

If any Option granted under the Plan lapses or is forfeited or surrendered under any provision of the Plan, such Option shall be available for further grant under the Plan unless otherwise determined by the Board.

Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (*as defined in the Plan*).

c) Identification of classes of employees entitled to participate in the Employees Stock Option Scheme:

i. Eligible Employee” or “Employee” shall mean:

- a) a permanent employee of the Company or its subsidiary who has been working in India or outside India; or
- b) a director of the Company, whether a whole-time director or not, including a non- executive director who is not a promoter or member of the promoter group, but excluding an Independent Director;
- c) an Employee as defined in clause (a) or (b) of a Subsidiary or post Listing an Employee as defined in clause (a) or (b) of its associate company including directors of such associate as

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detailed above, in India or outside India, or of a holding company of the Company, but does not include:

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. a director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

d) The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme:

The Board or Committee, if any, shall decide the criteria of eligibility of Employees who are eligible for the grant/vesting of Options and the quantum of Options to be issued under the Plan and the terms and conditions thereof.

e) The requirements of vesting and period of vesting:

Options cannot Vest less than 1 (One) year from the Date of Grant of an Option (except in case of death and Permanent Disability) and may extend to a maximum period of 5 (Five) years from the date of Grant.

The actual specific vesting percentages, vesting schedule and other conditions (if any) shall be communicated by the Board of Directors to the optionee at the time of grant and will be outlined in the Grant Letter.

f) The maximum period within which the options shall be vested:

Maximum period within which the Options shall be vested is 5 (Five) years from the date of grant.

g) The exercise price or the formula for arriving at the same:

“Exercise Price” of the Options shall be calculated as a percentage (“X”) of the final price per share, based on the valuation report given by register valuer, appointed in Board Meeting dated 29.09.2024, where the percentage X shall be determined by the Board of Directors or the Committee, if any, prior to the Grant.

h) The exercise period and process of exercise:

“Exercise Period” shall mean the time period after the Vesting Date within which the Optionee is required to Exercise his/her Vested Options to apply for the Shares pursuant to this Plan.

An Options may be exercised by the Optionee by giving written notice, in the manner provided in the plan.

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i) Exercise while in employment:

Prior to Listing, the Vested Options can be exercised by the Option Grantees only in connection with or upon the happening of a Liquidity Event and within such period as prescribed by the Board/Committee from time to time.

Post Listing, The Exercise Period in respect of the Vested Option shall be subject to a maximum period of 5 (Five) years from the date of Vesting of Options. The Grantees can exercise all or part of the Vested Options within the Exercise Period.

j) The Lock-in period, if any:

The Shares issued upon Exercise of Vested Options shall be subject to a lock-in of such period as may be determined by the Committee at the time of Exercise subject to the Applicable Laws. Pursuing the applicable lock-in period, the ESOP Shares shall not be transferred, sold, pledged, hypothecated or otherwise encumbered, except to the extent permitted under the Applicable Laws or as may be otherwise approved by the Administering Authority in accordance with the Applicable Laws.

k) The maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that may be granted pursuant to this Plan shall not exceed 50,00,000 Options, which shall be convertible into 50,00,000 Equity Shares having face value of Rs. 10/- each.

Subject to availability of Options in the pool under the Plan, the maximum number of Options that can be granted to any eligible Employee during any one year shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. The Board or Committee, if any, may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

l) maximum quantum of benefits to be provided per employee under a scheme(s)

The quantum of options to be granted under the scheme per employee will be determined by Board or committee subject to the ceiling specified in ESOP Plan

The maximum number of Options that may be granted to Eligible Employees under the Plan shall not at any time exceed 50,00,000 (Fifty Lakh) number of Options. The maximum number of Options that may be granted to each Employee under this ESOP Plan shall vary depending upon the designation and the appraisal/assessment process, [however shall not exceed the maximum

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Email id: do@pmielectro.com, Tel.: 0124-4065556



limit presently set at equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company per Employee.

m) The method which the company shall use to value its Options:

The Company shall follow the method as prescribed in the accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

n) The conditions under which Option vested in employees may lapse:

The conditions under which Options vested in employees may lapse are:

- Non – exercise of Options according to terms and condition of the Plan; and
- In case of resignation or termination of employment without Cause or due to misconduct.

o) whether the scheme(s) is to be implemented and administered directly by the company or through a trust;

The Committee, designated as the compensation committee for the purposes of the SEBI SBEB & SE Regulations shall administer the Plan to whom the powers of the Board in relation to administration of this Plan are delegated, including in relation to Grants to any Employee the accordance with the Applicable Laws.

p) whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

The scheme is being implemented directly by the company hence this is new issue of shares.

q) the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not applicable

r) Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Not applicable

s) maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

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Not applicable

t) **“Specified period within which employee must exercise vested options upon proposed termination/resignation ;**

The amended ESOP Policy shall be made available for inspection by the Members in accordance with applicable law.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective entitlements, if any, under the ESOP Policy.

The Board recommends the resolution set out at **Item No. 22** for approval of the Members by way of a **Special Resolution**.

23. The Company proposes to undertake an initial public offering of its equity shares of face value of ₹10 each of the Company (“Equity Shares”) including by way of a fresh issue of the Equity Shares by the Company (“Fresh Issue”). Further, the Board may also invite the existing members of the Company to participate in such an offering by making an offer for sale (“Offer for Sale” and together with the Fresh Issue, the “Offer”) in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Companies Act, 2013, and the rules made thereunder, as amended. The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers appointed for the Offer (“BRLMs”) and other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals, to the extent necessary.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the “DRHP”) with the Securities and Exchange Board of India (the “SEBI”), BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE” together with BSE, the “Stock Exchanges”), and subsequently file a red herring prospectus (the “RHP”) with the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi (“RoC”) and thereafter with SEBI, and the Stock Exchanges where the Equity Shares are proposed to be listed and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (and together with the DRHP and the RHP, the “Offer Documents”), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “Companies Act”) and other applicable laws.

Each shareholder may, in its sole discretion, participate in the Offer for Sale by offering to sell either all or a part of the Equity Shares held by it at a price to be determined through the book building process in accordance with the SEBI ICDR Regulations and the Offer Documents. In terms of

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Regulation 8 of the SEBI ICDR Regulations, the Equity Shares offered in the Offer (“Offered Shares”) are required to be fully paid-up and are required to have been held by the concerned shareholder for a period of at least one year prior to filing of the DRHP with SEBI. Please note that in terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer), shall be locked in for a period of six months from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In the event a shareholder chooses to participate in the Offer (“Selling Shareholders”), they will be required to comply with certain terms and requirements and undertake certain activities in line with the SEBI ICDR Regulations and the Companies Act, an indicative list of which is set out below:

1. Offer Expenses: The Selling Shareholders and the Company shall share certain costs and expenses pertaining to the Offer (collectively, the “Offer Expenses”). The Offer Expenses shall be shared by the Selling Shareholders and the Company based on the proportion of Equity Shares included in the Offer for Sale, among the Selling Shareholders, and the Equity Shares allotted by the Company in the Fresh Issue, respectively, as a percentage of the total Equity Shares transferred or allotted pursuant to the Offer, and in accordance with applicable laws.
2. Offer related agreements: At different stages of the Offer process, the Company and the Selling Shareholders will need to enter into various agreements, including the offer agreement, registrar agreement, monitoring agency agreement, syndicate agreement, share escrow agreement, escrow and sponsor bank agreement and underwriting agreement. The drafts of these agreements will be shared with the Selling Shareholders at the appropriate stages.
3. Liability of Selling Shareholders: The Companies Act imposes both criminal and civil liability on the Selling Shareholders for misstatements in the Offer Documents. In addition, a Selling Shareholder may be liable for punishment for fraudulently inducing persons to invest money in the Company, or actions by persons, or group of persons or association of persons affected by any misleading statements or inclusion or omission in any matter in relation to the Selling Shareholder and the portion of the Offered Shares in the Offer Documents. The Company, the book running lead managers appointed for the Offer (the “BRLMs”), and their respective legal counsels and other professional advisers appointed in relation to the Offer shall not be responsible or liable to the Selling Shareholders, or any other person in relation to the Offer, including for any default, negligence or misconduct by the Selling Shareholders. In addition, in the agreements set out above, the Selling Shareholders shall be required to provide an indemnity to the BRLMs and/or the

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underwriters, as applicable, with respect to the information about themselves, their respective portions of the Offered Shares and their representations and warranties.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such Shareholder in the Offer for Sale, including where any relevant approvals are not obtained in a timely manner or at all.

In the event a shareholder is interested in participating in the Offer for Sale, please provide the consent letter, indicating the number of Equity Shares proposed to be offered in the Offer for Sale ("Consent Letter"). The Company reserves the right, at its sole discretion, to extend such period as may be required. In the event the Company does not receive the Consent Letter from interested shareholders within the timeline as may be communicated by the Company, it shall be presumed that such shareholders are not interested in participating in the Offer for Sale.

Upon receipt of the Consent Letter, the Company will send a detailed set of instructions and documents that a Selling Shareholder needs to execute to participate in the Offer for Sale.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to create, offer, issue and allot and/or transfer in the Offer such number of Equity Shares, for cash either at par or premium, as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations such that the amount being raised pursuant to the Offer aggregates up to ₹15,525.00 million on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (the "Board"), or a duly authorised committee thereof, in consultation with the BRLMs, to the various categories of permitted investors, who may or may not be the shareholder(s) of the Company, in the Offer through the book building process in accordance with the SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari passu with the existing equity shares of face value of ₹ 10 each of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the DRHP, RHP and the Prospectus. The Board has the authority to modify the aforesaid objects on the basis of the requirements of the Company, in accordance with applicable laws.

Material information pertaining to the Offer is as follows:

- (i) **Offer Price:**
The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, on the basis of the book building process.
- (ii) **The object(s) of the Offer:**
The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents to be filed with the SEBI, the RoC and the Stock Exchanges, as applicable, in connection with the Offer, [including for general corporate purposes.] The Board has the

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authority to modify the above objects on the basis of the requirements of the Company, subject to applicable law.

- (iii) Intention of Directors/Key managerial personnel/ senior management to subscribe to the Offer:
The Company has not made and will not make an offer of Equity Shares to any directors or key managerial personnel or senior management. However, the directors or the key managerial personnel or senior management may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.
- (iv) Whether a change in control is intended or expected:
No change in control is intended or expected as a result of the Offer.
- (v) Allotment:
The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law.
- (vi) Pre- Offer and post-Offer shareholding pattern:
The pre-Offer and post-Offer shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Offer.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel, senior management and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) and/or senior management (as defined in the SEBI ICDR Regulations) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.



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Form No. MGT-11**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U45100DL2017PLC319899
Name of the Company : PMI Electro Mobility Solutions Limited
Registered office : BB-11-EP Railway Colony G.K. Enclave-II, New Delhi, Delhi, 110048

Name of the Members(s)	
Registered address:	
E-mail Id:	
Folio No. / Client Id:	
DP ID:	

I/ We being the member(s) of PMI Electro Mobility Solutions Limited holding equity shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: , or failing him

2. Name:

Address:

E-mail Id:

Signature: , or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of members of the Company, to be held on Monday i.e., on 21st September, 2026, at 02:30 PM at the Registered Office situated at BB-11, EP Railway Colony, GK Enclave-II, New Delhi-110048 and at any adjournment thereof.

Affix Revenue Stamp

Signed this day of..... 2026

Signature of Shareholder

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Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting



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ATTENDANCE SLIP
Annual General Meeting

Day, Date & Time: Monday, 21st September 2026 at 02:30 PM (IST)

Venue of the meeting: BB-11, EP Railway Colony, GK Enclave-II, New Delhi-110048.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of shares held	

I/ We hereby record my/our presence at the Annual General Meeting of the member of PMI Electro Mobility Solutions Limited ("the Company") held on Monday i.e., on 21st September, 2026, at 02:30 PM at the Registered Office situated at BB-11, EP Railway Colony, GK Enclave-II, New Delhi-110048.

If signed by Proxy, name should be
Written here in Block Letters

Member's/Proxy's signature

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.



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SHORTER NOTICE CONSENT
[pursuant to provisions of Section 101(1) of the Companies Act, 2013]

To,
The Board of Directors,
PMI Electro Mobility Solutions Limited
BB-11-EP Railway Colony G.K. Enclave-II, New Delhi,
Delhi, India, 110048

Subject: Consent to hold 9th Annual General Meeting at shorter Notice

I/ We, shareholder of PMI Electro Mobility Solutions Limited (the Company), holding equity shares of Rs. 10/- each, in my name hereby give consent pursuant to the provisions of Section 101(1) of the Companies Act, 2013 for holding the 9th Annual General Meeting of the Company scheduled to be held on Monday i.e., on September 21, 2026, at 02:30 PM at the Registered Office situated at BB-11, EP Railway Colony, GK Enclave-II, New Delhi-110048.

Signature

Date:

Place:



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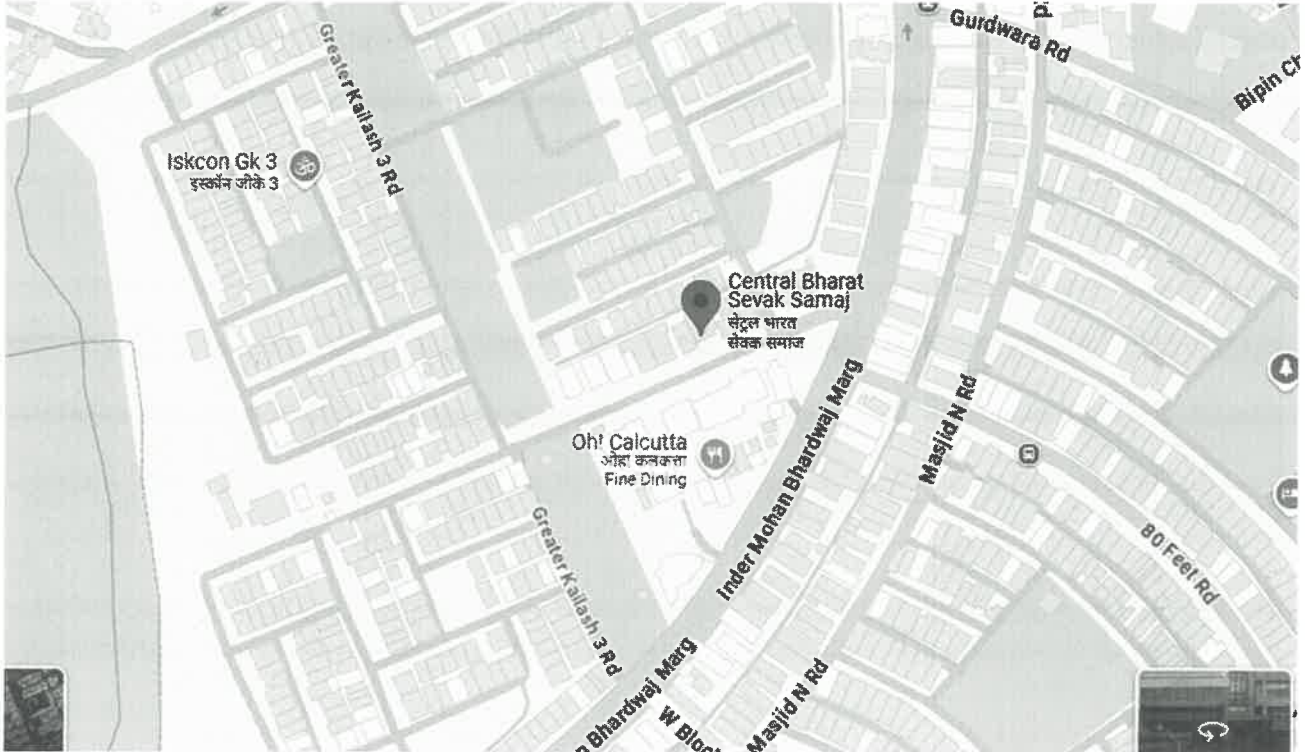
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Route Map for venue of AGM



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