

SHREE OSFM E-MOBILITY LIMITED

(Formerly known as Shree OSFM E-Mobility Private Limited)

CIN: U93090MH2006PLC166545 GST: 27AAACO8879L1ZM

Registered Office: A-Wing, 104, Green Park, Plot No. 2 & 3, Sector 3, Opp. Ghansoli Railway Station,
Navi Mumbai-400701

Tel:-91-22-27544431, Email Id:- cs@osfm.in, URL: www.osfm.in

NOTICE

NOTICE is hereby given that the 17th Annual General Meeting (AGM) of **SHREE OSFM E-MOBILITY LIMITED** (Formerly known as *Shree OSFM E-Mobility Private Limited*) to be held on Tuesday 29, August 2023 at 2:00 PM (IST) at the registered office of the Company to conduct the following businesses at **shorter notice**.

ORDINARY BUSINESS:

1. *Adoption of Financial Statements:*

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditor's thereon.

2. *Appointment of M/s. Kale Malde & Co. Chartered Accountants (Firm Registration No. 154422W) as statutory auditor of the Company:*

To consider the appointment of M/s. Kale Malde & Co. Chartered Accountants (Firm Registration No. 154422W) as statutory auditors of the Company for a period of 05 years until the conclusion of Annual General Meeting to be held in the year 2028 and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) M/s. Kale Malde & Co. Chartered Accountants (Firm Registration No. 154422W) be and is hereby appointed as the statutory auditors of the Company for the term of five years i.e., to hold office till the conclusion of the AGM of the Company to be held in the year 2028."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix such remuneration payable to them, as may be determined by the board in consultation with the auditors and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors and to do all such acts, deeds, matters and things as may be deemed expedient in this matter including filing of necessary Forms with Registrar of Companies, Mumbai, Maharashtra."

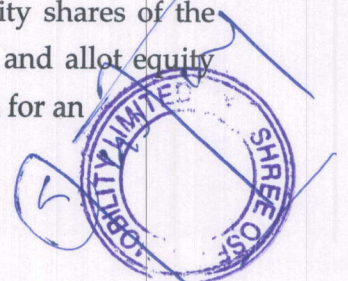


SPECIAL BUSINESS:

3. Approval to the Initial Public Offering (IPO) of Equity shares of the Company:

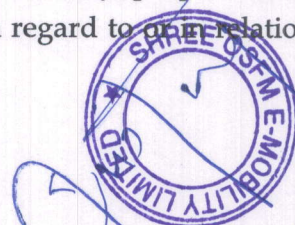
To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT, pursuant to provisions of Sections 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and all other applicable rules made thereunder, including the Companies (Share Capital and Debenture) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendments / modifications thereto or re-enactment thereof, for the time being in force) (collectively the "Companies Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the "Companies Act, 1956"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder (including any amendment thereto or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the listing agreements to be entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (collectively the "Stock Exchanges") where the equity shares of the Company having face value of Rs.10/- ("Equity Shares") are to be listed ("Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Government of India ("GOI"), Department of Industrial Policy and Promotion, Government of India (DIPP) the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Department of Economic Affairs, the Ministry of Finance and/or any other competent authorities ("Competent Authorities"), and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be required from such Competent Authorities and subject to such condition(s) and modification(s) as may be prescribed, stipulated or imposed by such Competent Authorities while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which expressions shall deemed to include any committee(s), constituted/to be constituted by the Board and/or any Director(s) of the Company, delegated with the powers necessary for the purpose, to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby granted for an initial public offering of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot equity shares of the face value of Rs.10/- (Rupees Ten only) (the "Equity Shares") each for an



aggregate of up to 40,00,000 (Forty Lakhs Shares Only) Equity Shares by way of a fresh issuance for cash at a price to be decided by board ("Issue Price"), out of the authorized share capital of the Company, including the issue and allotment of Equity Shares to the stabilizing agent pursuant to the green shoe option, if any, in terms of the SEBI (ICDR) Regulations, to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Lead Manager/s ("LMs"), so appointed including foreign/ resident investors, eligible Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"), sub-accounts of eligible FIIs/FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the Company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors ("Issue" / "Initial Public Offer" / "IPO"), which shall include, reservation of a certain number of Equity Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined through the book building process or through a fixed price, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LMs, whether the price at which the Equity Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LMs, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the equity shares on the stock exchange/s as may be decided by the Board from time to time.

RESOLVED FURTHER THAT allotment of a portion of the Issue be made to high net worth individuals or such other investors as Pre IPO Placement, as may be determined by the Company in its absolute discretion, at such price as the Company may determine in light of the then prevailing market conditions in accordance with the Applicable Laws and the Board to take any and all action in connection with the Pre-IPO Placement, from time to time, in its absolute discretion, including, without limitation, negotiate, finalize and execute any document or agreement, in preliminary or final form, and any amendments, supplements, notices or corrigenda thereto; open any bank account, shares/securities account or escrow or custodian account, as permitted under Applicable Laws; seek any consent or approval required or necessary; 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, deem necessary, proper, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing."



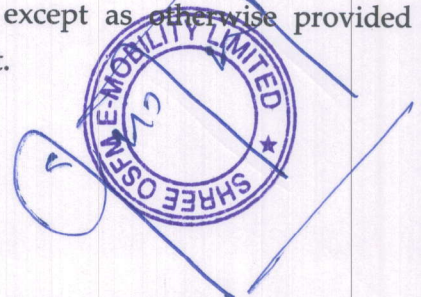
RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all such agreements and arrangements as well as amendments, supplements, notices or corrigenda thereto in connection with the IPO, with any LMs, underwriters, market maker, guarantors, escrow agents, registrars, accountants, legal counsel, depository(ies), custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the IPO 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 IPO;

RESOLVED FURTHER THAT allocation of a portion of the Issue be made available to any category or categories of persons as permitted under the SEBI (ICDR) Regulations pursuant to the Reservation, including without limitation, eligible shareholders and eligible employees in accordance with applicable laws and/or to provide a discount to offer price to retail individual applicants (the "Discount"); and to take any and all action in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; 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, proper, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LMs or SEBI or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares on one or more stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares issued and allotted pursuant to the Issue, including any Pre-IPO Placement, Reservation shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company, except as otherwise provided pursuant to the terms of the Issue and in any offering document.



RESOLVED FURTHER THAT such of the Equity Shares to be issued as are not subscribed in the Issue may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, deem beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / bodies corporate / such other persons or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Equity Shares that may be offered and proportion thereof, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, market making, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft red herring prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any issue and allotment of Equity shares pursuant to the IPO, the Board and any other committee thereof, be and is hereby authorized to determine the terms of the IPO including the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, issue price, premium amount, discount to retail individual bidders, listing on one or more stock



exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents and agreements; as it may, in its absolute discretion, deem necessary proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of IPO proceeds, if applicable and such other activities as may be necessary in relation to the IPO and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions of the IPO as may be required by SEBI, the LMs, syndicate members or other authorities or agencies involved in or concerned with the IPO or as the Board 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 conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in this behalf.

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 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 other 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 IPO; and any such documents so executed and delivered or acts and things 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 certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company, wherever required"

4. Approval to the Draft Prospectus of the proposed public issue of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to Section 23(1)(a) of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act read with Rules made thereunder (including any re-enactment and modification for the time being in force), pursuant to Memorandum and Articles of Association of the Company; and the applicable Guidelines, Rules and Regulations laid down by the Securities Exchange Board of India ("SEBI"), the Draft prospectus for proposed public issue duly initialed by the Chairman for the purpose of identification be and is hereby approved.



RESOLVED FURTHER THAT the Draft Prospectus be signed by all the Directors and Chief Financial Officer or their authorized nominees before being delivered to the Registrar of Companies for registration.

RESOLVED FURTHER THAT Mr. Ramnath Chandar Patil (Managing Director) and/or Mr. Nitin Bhagirath Shanbhag (Whole time Director) be and is/are hereby authorized to make such alterations, modifications or changes as may be suggested by the lead manager, Stock Exchange, Registrar of Companies, etc. while approving the Draft Prospectus.

RESOLVED FURTHER THAT Mr. Ramnath Chandar Patil (Managing Director) and/or Mr. Nitin Bhagirath Shanbhag (Whole time Director) or any other person(s) authorised by the Board be and is/are hereby authorized to do all the acts, deeds, things, sign the documents papers etc., filing forms physically/digitally to file the Draft Prospectus with National Stock Exchange Emerge Platform for Small and Medium Enterprise Initial Public Offering (SME IPO) of the Company for their approval and also to the Registrar of Companies, Mumbai, Maharashtra for registration and the same be issued within the prescribed time limit by complying with all other formalities in this regard."

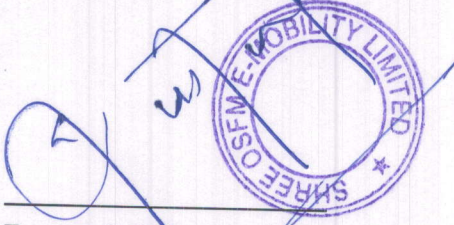
5. Approval of the Sitting Fees of the Non-executive Independent Director(s).

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to provisions of Section 197 (5) of the Companies Act, 2013, read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company; approval of the Members of the Company be and is hereby accorded for the payment of sitting fees to the Non-executive Independent Directors of the Company for attending meetings of the Board and/or Committees thereof existing or new and such other meeting attended as member, which shall not exceed INR 2,00,000/- per annum plus applicable Goods and Service Tax (GST) on reverse charge mechanism basis payable by the Company w.e.f. 08th June, 2023 and any other expense incurred for and on behalf of the Company as the Board may approve as per the Company's policy."



For SHREE OSFM E-MOBILITY PRIVATE LIMITED
(Formerly Known As Om Sai Fleet Management (India) Private Limited)



Ramnath Chandar Patil
Director
[DIN: 01877280]

Date: 26.08.2023

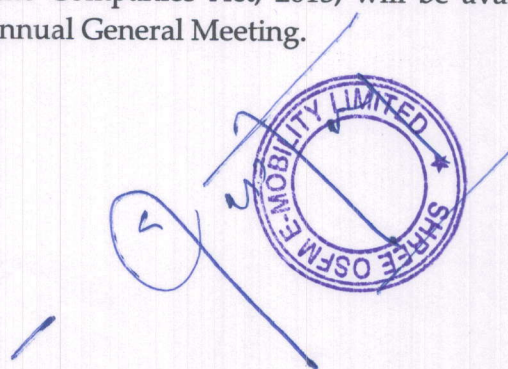
Place: Ghansoli, Navi Mumbai

NOTES:

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company.

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

1. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 shareholder.
2. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company, so as to reach the registered office of the Company at least two days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 2 days of notice in writing is given to the Company.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

SPECIAL BUSINESS:

Item No. 3: Approval to the Initial Public Offering (IPO) of Equity shares of the Company:

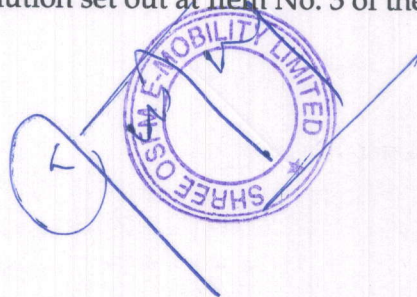
Members are requested to note that the Board of Directors of the Company at their meeting held on 26th August, 2023 considered and approved offer, issue and allot equity shares of the face value of Rs.10/- each (Rupees Ten only) (the "Equity Shares") each for an aggregate of up to 40,00,000 (Forty Lakhs Shares Only) Equity Shares in accordance with the Chapter IX of the SEBI (ICDR) Regulations 2018, as amended, (as defined herein) and applicable Indian securities laws for cash at a price to be decided by board ("Issue Price") by way of a fresh issuance of Equity Shares, (the "Fresh Issue") out of the Authorised Share Capital of the Company in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") (the "Offer" or the "IPO") at a price to be determined in accordance with Book Building Process or Fixed Price under the ICDR Regulations.

Members are requested to note that the Company proposes to utilize the proceeds from the IPO towards augmenting its capital base to meet future capital requirements. The listing will also provide a public market for our Equity Shares.

Members are requested to note that in terms of Section 62(1)(c) of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 any issue of equity shares which are offered to the persons who may or may not be the existing shareholders of the Company, requires the approval of the shareholders of the Company by way of a Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed IPO.

The Board recommends the resolution set out at Item No. 3 in the Notice to the Members for their consideration and approval by way of a Special Resolution.

Except to the extent of the Equity Shares offered under Fresh Issue, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.



Item No. 4: Approval to the Draft Prospectus of the proposed public issue of the Company:

As mentioned in Agenda no. 4, the Company is considering seeking fresh capital by way of an Initial Public Offer to fund its expansion plans.

Members are further requested to note that in order to fund the company, fresh capital needs to be raised by way of an Initial Public Offer and consequently a draft prospectus needs to be approved and finalized.

Further members are also requested to note that the Board of Directors of the Company at their meeting held on 26th August, 2023 considered and approved draft prospectus for raising capital from the public subject to members approval.

Members are requested to note that in terms of Section 23(1)(a) of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act, Rules made thereunder and subject to Memorandum and Articles of Association of the Company; and the applicable Guidelines, Rules and Regulations laid down by the Securities Exchange Board of India, draft prospectus requires the approval of the shareholders of the Company by way of a Special Resolution

The Board recommends the resolution set out at Item No. 4 in the Notice to the Members for their consideration and approval by way of a Special Resolution.

Except to the extent of the Equity Shares offered under Fresh Issue, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

Item No. 5 Approval of the Sitting Fees of the Non-executive Independent Director(s).

At the board meeting of the Company held on 26th August, 2023, the Board of Directors of the company had pursuant to the applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 approved the payment of Sitting Fees to the Non-executive Independent Director(s) of the company for attending meetings of the Board and/or Committees thereof existing or new and such other meeting attended as member, which shall not exceed Rs. 2,00,000/- per annum plus applicable Goods and Service Tax (GST) on reverse charge mechanism basis payable by the Company w.e.f. 08th June, 2023 and any other expense incurred for and on behalf of the Company as the Board may approve as per Company's policy.

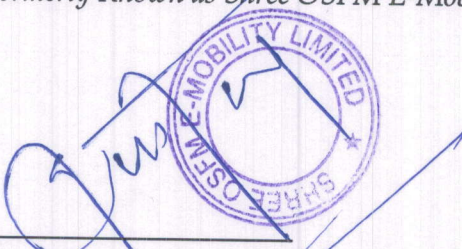


Your Board of Directors recommends passing the above resolution as an Ordinary resolution.

Mr. Ravikant Mhatre, Ms. Sangita Bhamesh Kamble and Mr. Abhishek Agrawal, Non-Executive Independent Directors of the company, are interested in the resolution set out at Item No. 5 of the Notice with regard to payment of sitting fees. Relatives of the aforesaid Non Executive Independent Directors, if any, may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

For SHREE OSFM E-MOBILITY LIMITED

(Formerly Known as Shree OSFM E-Mobility Private Limited)



Ramnath Chandar Patil
Director
[DIN: 01877280]

Date: 26.08.2023

Place: Ghansoli, Navi Mumbai