



NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF FORCE MTU POWER SYSTEMS PRIVATE LIMITED

NOTICE is hereby given that the Extra Ordinary General Meeting ("EGM") of the Members of Force MTU Power Systems Private Limited will be held at shorter notice on Friday, 28th March, 2025 at 02:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following special business:

Special Business

Type of Resolution- Ordinary Resolution

1. **Appointment of Mr. Marco Mayer (DIN: 11001800) as the Director of the Company, liable to retire by rotation.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to Section 149, 152 and 160 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any of the Companies Act, 2013 (including any statutory amendments or re-enactments in force) and pursuant to the Articles of Association of the Company, Mr. Marco Mayer (DIN: 11001800), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from Rolls-Royce Solutions GmbH, member of the Company proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from the date of this Meeting, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Prasan Abhaykumar Firodia (DIN: 00029664), Director of the Company be and is hereby authorized, to sign and file all the necessary E-Form(s) / intimations and other relevant documents and papers with the Registrar of Companies, Pune on behalf of the Company and to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid resolution."

By Order of the Board of Directors
For **FORCE MTU POWER SYSTEMS PRIVATE LIMITED**

PRASAN ABHAYKUMAR FIRODIA
DIRECTOR
DIN: 00029664



Date: 28/03/2025
Place: Pune

Force MTU Power Systems Pvt. Ltd.

CIN: U29309PN2018PTC178041
Mumbai - Pune Road
Akurdi, Pune 411 035 INDIA
T: +91 20 2747 6381/82
www.force-mtu.com

A Joint Venture of Force Motors and Rolls-Royce



NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024 dated 19th September, 2024, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 03/2022 dated 05th May, 2022 read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Extra-Ordinary General Meeting ('EGM') upto 30th September, 2025 through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), and MCA Circulars, the EGM of the Company is being held through VC/OAVM. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting is annexed hereto.
3. The facility of joining the EGM through VC / OAVM will be open 15 minutes before and 15 minutes after the scheduled time of the commencement of the EGM and the Members can join the EGM by following the procedure mentioned in this Notice.
4. The members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the MCA Circulars, the Notice calling the EGM along with the explanatory statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice of EGM along with the explanatory statement is available on the website of the Company at www.force-mtu.com
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting, to the Company Secretary at e-mail address piyush.lalwani@force-mtu.com, before the commencement of the meeting.
7. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Since the EGM will be held through VC / OAVM, the route map is not annexed to the Notice.
9. The Statutory Registers, as applicable to the Company, shall be made available electronically for inspection by the Members during the EGM. Members seeking to inspect such registers can send an email to piyush.lalwani@force-mtu.com in advance.

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Instructions related to Video Conferencing:

1. The link and co-ordinates for joining the meeting will be shared separately in the e-mail sending notice of EGM.
2. Further, members will be required to grant access to the web-cam/Camera and microphone to enable two – way video conferencing.
3. Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any kind of aforesaid glitches.
4. Voting at the EGM will be done by show of hands unless poll is demanded.
5. In case the voting is required through poll; the Members shall convey their vote at Company's designated email id: piyush.lalwani@force-mtu.com
6. In case of any assistance, Members can contact the Company Secretary at email id piyush.lalwani@force-mtu.com or Tel No. +91-21-356-85-542

By Order of the Board of Directors
For **FORCE MTU POWER SYSTEMS PRIVATE LIMITED**


PRASAN ABHAYKUMAR FIRODIA
DIRECTOR
DIN: 00029664



Date: 28/03/2025
Place: Pune

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

ITEM NO.: 1

Pursuant to 21.2 of the Articles of the Association of the Company (corresponding clause 9.2 of the Joint Venture Agreement dated 20th March 2018) the Board of the Company shall consist of 6 (six) Directors with 3 (three) Directors appointed by Force Motors Limited and 3 (three) Directors appointed by Rolls-Royce Solutions GmbH, both being the shareholders of the Company.

The existing composition of the Board is as follows:

Sr. No.	Name of Directors	DIN	Appointing Authority
1	Mr. Abhaykumar Navalmal Firodia	00025179	Force Motors Limited
2	Mr. Prasan Abhaykumar Firodia	00029664	
3	Mr. Prashant Inamdar	02092505	
4	Mr. Kishore Jayaraman	07071502	Rolls-Royce Solutions GmbH
5	Mr. Tobias Ostermaier	09214149	
6	Mr. Erik Manning	09730023	

Further, Article 21.4 of the Articles of the Association of the Company (corresponding clause 9.4 of the Joint Venture Agreement dated 20th March 2018), gives the shareholder right to appoint or re-appoint a director, and remove or replace a director whom it appoints, by giving notice in writing to the Company and the other Shareholder.

(Articles of the Association of the Company and Joint Venture Agreement dated 20th March 2018 shall be available for inspection in electronic form during the business hours at the Registered Office of the company and copies thereof shall also be available for inspection in electronic form at the Plant Office and also at the Meeting)

Accordingly, the Company has received a notice dated 15th January, 2025 from Rolls-Royce Solutions GmbH, shareholder of the Company, nominating Mr. Marco Mayer for appointment as the Director of the Company, in place of Mr. Kishore Jayaraman. The details of the proposed director required to be disclosed under Secretarial Standards on General Meeting (SS-2) are as follows:

Sr. no	Particulars	Details of the Proposed Director
1.	Name	Mr. Marco Mayer
2.	Age	40
3.	Qualifications	i. Diplom-Betriebswirt (equivalent to M.Sc.) Neu Ulm University, Germany/ Hawaii Pacific University, USA. A five-year degree program with majors in Financial Controlling, Treasury, Management & Leadership. ii. Qualified Banking Specialist, Bankfachwirt/-in (SBW) Sparkassenakademie Baden-Wuerttemberg, Neuhausen, Germany.

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4.	Experience	2024-until today:	SVP Finance, BU Mobile, BU Sustainable and Commercial Excellence, RRPS AG, Germany
		2021-2024	CFO Business Unit Mobile, RRPS AG, Germany
		2019-2021	CFO Network & Distribution, RRPS AG, Germany
		2018-2019	Finance Director Civil Nuclear, RR plc, UK
		2017-2018	Finance Manager Controlling, RRS, USA
		2011-2017	Various Finance and Controlling roles
5.	Terms and conditions of appointment along with Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	NA	
6.	Date of first appointment on the Board	NA	
7.	Shareholding in the company	NIL	
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	
9.	Number of Meetings of the Board attended during the year	NA	
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	i. Rolls-Royce Solutions Asia Pte. Ltd.- Director ii. PT Rolls-Royce Solutions Indonesia- Director	

Further, Mr. Marco Mayer has also confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Marco Mayer is concerned or interested, financial or otherwise, in the resolution.

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Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to appoint him as the Director of the Company.

The Board recommends the resolution set forth in Item no.1 for the approval of the Members as Ordinary Resolution.

By Order of the Board of Directors

For **FORCE MTU POWER SYSTEMS PRIVATE LIMITED**


PRASAN ABHAYKUMAR FIRODIA
DIRECTOR

DIN: 00029664



Date: 28/03/2025

Place: Pune

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