



IHB Limited

(Formerly known as IHB Private Limited)

CIN: U60230GJ2019PLC109127

Registered office: C/O Indian Oil Corporation Ltd, Sabarmati Terminal Nr D' Cabin Sabarmati,
Ahmedabad, Gujarat-380019,

Website: www.ihbl.in, email: info@ihbl.in, Phone no.: 0120-2448844, 2448888

NOTICE OF 3RD (THIRD) ANNUAL GENERAL MEETING

Notice is hereby given that the **3rd (third) Annual General Meeting** of the Members of **IHB Limited** (hereinafter referred as "IHL") will be held on **Friday, the 23rd Day of September, 2022 at 1130 Hours through Video Conferencing** to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31.3.2022 and the Report of the Board of Directors and the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon.
2. To authorize the Board of Directors to decide remuneration of the Statutory Auditors for the financial year 2022-23 in terms of the provisions of Section 142 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and to pass the following resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Statutory Auditors as appointed by the Comptroller & Auditor General of India for the financial year 2022-23".

3. To appoint a Director in place of Shri Lakhpat Rai Jain, Director (DIN: 08505199), who retires by rotation and being eligible, is proposed for reappointment.

AS SPECIAL BUSINESS:

4. **Appointment of Shri Anuj Kumar Jain as Director:**

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



“RESOLVED THAT Shri Anuj Kumar Jain (DIN:09560713), who was appointed as an Additional Director under Section 161(1) of Companies Act, 2013 with effect from 8.4.2022 and holds office up to the 3rd Annual General Meeting, be and hereby appointed as a Director of the Company, liable to retire by rotation”.

5. Appointment of Ms. Padma Dhulipala as Director:

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

“RESOLVED THAT Ms. Padma Dhulipala (DIN:09565836), who was appointed as an Additional Director under Section 161(1) of Companies Act, 2013 with effect from 20.4.2022 and holds office up to the 3rd Annual General Meeting, be and hereby appointed as a Director of the Company, liable to retire by rotation”.

By Order of the Board of Directors

Sd/-

(Pallavi Tripathi)

Company Secretary

A51796

Date: 1.9.2022

Place: Noida

Registered Office:

C/O Indian Oil Corporation Ltd,

Sabarmati Terminal

Nr D¹ Cabin Sabarmati

Ahmedabad - 380019

Gujarat



Notes:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular dated 5.5.2020 read with Circulars dated 8.4.2020, 13.4.2020, 13.1.2021, 8.12.2021, 14.12.2021 and 5.5.2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Companies Act, 2013; the 3rd Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM Facility, without physical presence of members at a common venue. The deemed venue for the 3rd AGM shall be the Registered Office of the Company.
2. Attendance of members through Video Conferencing shall be counted for the purpose of quorum.
3. In line with the MCA Circulars, the Notice calling the AGM and Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2021-22 will also be made available on the Company’s website at www.ihbl.in.
4. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. Further in terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, in pursuance of Section 112 and 113 of the Companies Act, 2013; representatives of the members may be appointed for the purpose of participation and voting in the meeting through Video Conferencing.
5. The facility for joining the meeting will open 15 minutes before the time scheduled to start the meeting i.e. 1115 hours and will not be closed till the expiry of 15 minutes after such scheduled time. Link for joining the meeting through video Conferencing/Other Audio Visual Mode for the AGM will be shared separately 48 hours prior to the meeting.
6. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, are requested to send the signed copy of the nomination letter in advance.
7. The participants attending the meeting through Video Conferencing are allowed to pose questions concurrently or they can submit their questions in advance at the email address i.e. cs@ihbl.in.



8. During the meeting held through Video Conferencing, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their registered email addresses which are registered with the Company. The said emails shall only be sent to the email address i.e. cs@ihbl.in.
9. The Chairman may decide to conduct a vote by show of hands unless a demand for poll is made by any member.
10. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.

By Order of the Board of Directors

Sd/-

(Pallavi Tripathi)

Company Secretary

A51796

Date: 1.9.2022

Place: Noida

Registered Office:

C/O Indian Oil Corporation Ltd,

Sabarmati Terminal

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Ahmedabad - 380019

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EXPLANATORY STATEMENTS FOR THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

For Item No. 4: Appointment of Shri Anuj Kumar Jain (DIN: 09560713) as Director

Shri Anuj Kumar Jain was nominated as a non-executive Director on the Board of the Company by Hindustan Petroleum Corporation Limited (HPCL) vide their letter dated 30.3.2022. In terms Section 161(1) of the Companies Act, 2013, Board appointed Shri Anuj Kumar Jain as an Additional Director (Non-Executive) of the Company w.e.f. 8.4.2022.

BRIEF RESUME:

Shri Anuj Kumar Jain is the Executive Director (LPG) of Hindustan Petroleum Corporation Limited, a 'Maharatna' Company. Shri Anuj Kumar is an Electrical Engineer who joined Hindustan Petroleum in 1988. He has rich and varied professional exposure of over 33 years in downstream petroleum marketing in Retail Sales, LPG sales & marketing, Pipeline projects, and Engineering & Projects. He is well known for his expertise in handling cross-country pipeline projects, building LPG bottling Plants, Marketing terminals, Lube blending plants, developing Tank Wagon facilities.

Shri Anuj Kumar Jain has always focused on enhancing and improving network productivity and efficiency, leveraging technology, project management, leadership development, succession planning, knowledge management and developing capabilities and skills of officers through novel and innovative initiatives. Under his leadership, HPCL is constructing India's largest Cavern at Mangalore having storage capacity of 80,000 Metric Ton. During the COVID-19 pandemic, under his guidance, all the bottling plants and distributor network operated in an effective and safe manner to ensure timely delivery of LPG refills to 8 Cr. LPG customers.

The brief resume of Director who has been proposed to be re-appointed is as below:

Name	Shri Anuj Kumar Jain
Date of Birth & Age	19.6.1967, 55 year
Date of Appointment	8.4.2022
Qualification	B. Sc (Engg.) - Electrical
No. of Shares held	-
Directorship held in other Companies	- South Asia LPG Company Private Limited - Petronet MHB Limited
Membership/ Chairmanship of Committees, including IHB Limited	NIL*

*Only Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee to be considered for this purpose.



He does not hold, together with his relatives, two percent or more of the total voting power in the Company.

The Board of Directors considers that in view of the background and experience of Shri Anuj Kumar Jain, it would be in the interest of the Company to appoint him as a Director of the Company and at their meeting held on 9.8.2022, has recommended the appointment of Shri Anuj Kumar Jain as Director (non-executive) of the Company.

None of the Directors, Key Managerial Personnel(s) of the Company and/ or their relatives except Shri Anuj Kumar Jain, is concerned or interested, financially or otherwise, in the resolution set forth in Item No. 4 of the Notice.

The Board recommends the resolution set forth in item no. 4 for the approval of shareholders.

For Item No. 5: Appointment of Ms. Padma Dhulipala (DIN: 09565836) as Director

Ms. Padma Dhulipala was nominated as a non-executive Director on the Board of the Company by Indian Oil Corporation Limited (IOCL) vide their letter dated 6.4.2022. In terms Section 161(1) of the Companies Act, 2013, Board appointed Ms. Padma Dhulipala as an Additional Director (Non-Executive) of the Company w.e.f. 20.4.2022.

BRIEF RESUME:

Ms. Padma Dhulipala is the Executive Director (Corporate Planning & Economic Studies) of IndianOil Corporation Limited. Ms. Padma D. is an Oil & Energy professional with an Electrical Engineering degree from NIT Rourkela and MBA, possessing more than 33 years of experience in various disciplines such as Supply locations operations, Supply Chain Management and Infrastructure Planning, Pricing and Corporate Planning.

Ms. Padma D. is leading a highly specialised group which manages Corporate Performance Management system like Maharatna status of the Company, MoUs with Government of India, Macro and Micro environment scanning, Demand & Supply Projections, formulation of strategy and CAPEX for the Corporation including Project monitoring.

Elucidating and taking up policy interventions required with Administrative Ministry and at Industry forums is also part of the current assignment of Ms. Padma D. She has the experience of working not only in diverse portfolios but also in different geographical locations & multicultural environment across India.

The brief resume of Director who has been proposed to be re-appointed is as below:

Name	Ms. Padma Dhulipala
Date of Birth & Age	8.7.1966, 56 years



Date of Appointment	20.4.2022
Qualification	B. Tech (Electrical)
No. of Shares held	-
Directorship held in other Companies	NIL
Membership/ Chairmanship of Committees, including IHB Limited	NIL*

*Only Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee to be considered for this purpose.

She does not hold, together with his relatives, two percent or more of the total voting power in the Company.

The Board of Directors considers that in view of the background and experience of Ms. Padma Dhulipala, it would be in the interest of the Company to appoint her as a Director of the Company and at their meeting held on 9.8.2022, has recommended the appointment of Ms. Padma Dhulipala as Director (non-executive) of the Company.

None of the Directors, Key Managerial Personnel(s) of the Company and/ or their relatives except Ms. Padma Dhulipala, is concerned or interested, financially or otherwise, in the resolution set forth in Item No. 5 of the Notice.

The Board recommends the resolution set forth in item no. 5 for the approval of shareholders.

By Order of the Board of Directors

Sd/-

(Pallavi Tripathi)

Company Secretary

A51796

Date: 01.09.2022

Place: Noida

Registered Office:

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