

NOTICE

Notice is hereby given that the 2nd (second) Extra-ordinary General Meeting of the Members of IHB Private Limited (hereinafter referred as "IHBPL") will be held on Friday the 19th Day of March, 2021 at 11:30 Hours through Video Conferencing to transact the following business:

SPECIAL BUSINESS

Conversion of IHB Private Limited to IHB Limited

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

"RESOLVED THAT pursuant to provisions of Sections 13, 14 & 18 and other applicable provisions of the Companies Act, 2013, if any and the rules made thereunder, (including any modification and/or amendment thereof) and subject to approval of the Central Government i.e. Registrar of Companies / Regional Director and any other regulatory authorities as may be necessary, approval of the shareholders be and is hereby accorded for conversion of the Company from "IHB PRIVATE LIMITED to IHB LIMITED" by deletion of the word "PRIVATE" from the name of the Company".

"RESOLVED FURTHER THAT the altered Memorandum of Association as placed before the shareholders for change in name clause of the Company so as to delete the word "Private" wherever it occurs be and is hereby approved".

"RESOLVED FURTHER THAT the new set of Articles of Association as applicable to Public Company as placed before the shareholders be and is hereby approved and adopted by the Company".

"RESOLVED FURTHER THAT any Director of the Company or CEO / CFO/ CS of the Company be and are hereby severally authorized to make necessary application to the Registrar of

Companies, Gujarat/ Competent authority for seeking approval for the aforesaid conversion and hereby authorised to sign and file all the e-forms and other documents and do all such acts, deeds, things and matters as may be deemed necessary to give effect to this resolution”.

By Order of the Board of Directors
For IHB PRIVATE LIMITED


19/2/2021

(S. K. Jha)

Chief Executive Officer

Date: 19.02.2021

Place: Noida

Registered Office:

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

Note:

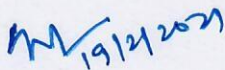
1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular dated December 31, 2020, read with Circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Act, the 2nd EGM of the Company is being conducted through VC/OAVM Facility, without physical presence of members at a common venue. The deemed venue for the 2nd AGM shall be the Head Office of the Company.
2. A member entitled to attend and vote at the meeting may attend/participate in the meeting through Video Conferencing by clicking on the link i.e. <https://zoom.us/j/97647758060> **(Meeting ID: 976 4775 8060, Passcode: 1903)** and vote by such means as may be decided by the Chairman during the meeting.
3. Attendance of members through Video Conferencing shall be counted for the purpose of quorum.
4. The facility of appointment of proxies by members is not allowed for this meeting. 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 Chairman may decide to conduct a vote by show of hands unless a demand for poll is made by any member.
6. The facility for joining the meeting will be kept open for at least 15 minutes before the time scheduled to start the meeting and will not be closed till the expiry of 15 minutes after such scheduled time.
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 documents referred to in the proposed resolutions and Explanatory Statement is available for inspection during the meeting.
10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution/ authorization letter authorizing the representative to attend the meeting.
11. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of special business is annexed hereto.

**By Order of the Board of Directors
For IHB PRIVATE LIMITED**


19/2/2021

(S. K. Jha)
Chief Executive Officer

Date: 19.02.2021

Place: Noida

Registered Office:

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Sabarmati Terminal, Nr D' Cabin Sabarmati
Ahmedabad Gujarat- 380019

Explanatory Statement

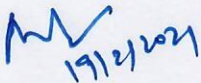
Item No. 1

The Board of Directors in their meeting held on 14.11.2019 approved the conversion for IHBPL from private company to public company subject to approval of Registrar of Companies / Competent authorities and members of the Company by way of special resolution. Considering the nature of business and to meet the requirement of various authorities to have a public company, it is proposed to convert the Company into a public Company i.e. from IHB Private Limited to IHB Limited. Further, the proposed conversion requires changes in articles of association. The new set of articles of association in line with Public Company requires to be adopted by members by way of special resolution.

The Board recommended the conversion of Company from Private Company to Public Company subject to approval of members by way of special resolution.

None of the directors, Key Management Personnel or their relative is, in any way, concerned or interested, financially or otherwise in the resolution.

**By Order of the Board of Directors
For IHB PRIVATE LIMITED**



(S. K. Jha)

Chief Executive Officer

Date: 19.02.2021

Place: Noida

Registered Office:

C/O Indian Oil Corporation Ltd,
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