



IHB Limited
6th Floor, Indian Oil Bhawan,
A-1, Sector - 1
Udyog Marg, Noida - 201301
Email : ihbltd@gmail.com, info@ihbl.in
Phone : 0120-2448844, 2448888



NOTICE OF 2ND (SECOND) ANNUAL GENERAL MEETING

Notice is hereby given that the **2ND (Second) Annual General Meeting** of the Members of **IHB Limited** (hereinafter referred as "IHBL") will be held on **Saturday, the 21st Day of August, 2021 at 1130 Hours through Video Conferencing** to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31.3.2021 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 2021-22 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 2021-22".

AS SPECIAL BUSINESS:

3. Appointment of Shri Govind Kottieth Satish as Director:

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

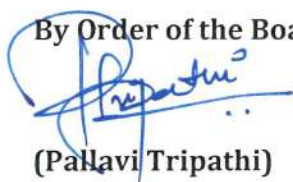
"RESOLVED THAT Shri Govind Kottieth Satish (DIN 06932170), who was appointed as an Additional Director under Section 161 of Companies Act 2013 with effect from 15.2.2021 and holds office up to the 2nd Annual General Meeting, be and hereby appointed as a Director of the Company, liable to retire by rotation."

4. Appointment of Shri Dayanand Sadashiv Nanaware as Director:

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

“RESOLVED THAT Shri Dayanand Sadashiv Nanaware (DIN 07354849), who was appointed as an Additional Director under Section 161 of Companies Act 2013 with effect from 15.2.2021 and holds office up to the 2nd 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



(Pallavi Tripathi)

Company Secretary

Date: 30.7.2021

Place: Noida

Registered Office:

C/O Indian Oil Corporation Ltd,

Sabarmati Terminal

Nr D' Cabin Sabarmati

Ahmedabad - 380019

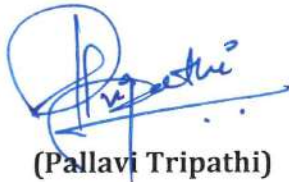
Gujarat .

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 5.5.2020 read with Circulars dated 8.4.2020, 13.4.2020 and 13.1.2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Act, the 2nd 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 2nd 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 2020-21 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 2020-21 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



(Pallavi Tripathi)

Company Secretary
Date: 30.7.2021
Place: Noida

Registered Office:

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

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

FOR ITEM NO. 3: APPOINTMENT OF SHRI GOVIND KOTTIETH SATISH AS DIRECTOR

Shri Govind Kottieth Satish was nominated as a non-executive Director on the Board of the Company by Indian Oil Corporation Limited (IOCL) vide their letter dated 4.2.2021. In terms Section 161(1) of the Companies Act, 2013, Board appointed Shri Govind Kottieth Satish as an Additional Director (Non-Executive) of the Company w.e.f. 15.2.2021.

BRIEF RESUME:

Shri Govind Kottieth Satish is the Director (Planning & Business Development) of Indian Oil Corporation Ltd. (IndianOil), India's flagship National Oil Company and one of the top Indian Corporate in the prestigious Fortune 'Global 500' listing of world's largest companies.

As the Director (Planning & Business Development), Shri Satish is in charge of IndianOil's Petrochemicals, Natural Gas, Exploration & Production, Alternate Energy & Sustainable Development, International Business and Explosives verticals, besides Corporate Planning.

A Graduate in Mechanical Engineering from the National Institute of Technology, Surat, and a Post-Graduate in Management from the Management Development Institute, Gurgaon, Shri Satish has over 38 years' experience in IndianOil in the areas of Marketing, Operations, Logistics, International Trade, Natural Gas, Petrochemicals, Exploration & Production, Alternate Energy and Human Resources.

Shri Satish is non-executive Chairman of Green Gas Ltd., which is engaged in City Gas Distribution (CGD) business in 4 Geographical Areas (GAs); IndianOil-Adani Gas Pvt. Ltd., which is engaged in CGD business in 19 GAs; IndianOil Total Pvt. Ltd., which is engaged in Bitumen Derivative business; IOT Biogas Pvt. Ltd., which is engaged in biofuel business. Besides, he is a Director on the Board of IndOil Montney Ltd., Canada, which is handling IndianOil's upstream business in Canada.

Shri Satish had earlier been the non-executive Chairman of IndianOil LNG Pvt. Ltd., which is operating an LNG Import Terminal near Chennai, besides having being IndianOil's nominee Director on the Boards of Petronet LNG Ltd., which operates the LNG Import Terminals at Kochi & Dahej; and GSPL India Gasnet Ltd. & GSPL India Transco Ltd., which are implementing cross-country natural gas pipelines in India.

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

None of the Directors, Key Managerial Personnel(s) of the Company and/ or their relatives except Shri Satish, is concerned or interested, financially or otherwise, in the resolution set forth in Item No. 3 of the Notice.

The Board of Directors considers that in view of the background and experience of Shri Govind Kotietth Satish, it would be in the interest of the Company to appoint him as a Director of the Company.

The Board recommends the above resolution for your approval.

FOR ITEM NO. 4: APPOINTMENT OF SHRI DAYANAND SADASHIV NANAWARE AS DIRECTOR

Shri Dayanand Sadashiv Nanaware was nominated as a non-executive Director on the Board of the Company by Indian Oil Corporation Limited (IOCL) vide their letter dated 4.2.2021. In terms Section 161(1) of the Companies Act, 2013, Board appointed Shri Dayanand Sadashiv Nanaware as an Additional Director (Non-Executive) of the Company w.e.f. 15.2.2021.

BRIEF RESUME:

Shri Dayanand Sadashiv Nanaware is the Executive Director (Projects) of Indian Oil Corporation Ltd. (IndianOil), India's flagship National Oil Company and one of the top Indian Corporates in the prestigious Fortune 'Global 500' listing of world's largest companies.

Shri Nanaware is a Mechanical engineer having more than 36 years' experience in construction, operations and maintenance of cross-country oil and gas pipelines. Before this he was heading Southern region Pipelines of IOCL covering Tamilnadu, Karnataka, Andhra Pradesh and Kerala. Shri Nanaware has an endearing experience in conceptualization of gas pipelines, offshore functions, operations & maintenance of large tank farms. During his tenure in the gas functions, IOCL for the first time ventured into submission of EOI and thereafter participation in PNGRB bidding process for natural gas pipelines of IndianOil. With the effort of team IOCL led by Shri Nanaware, IOCL was successful in obtaining PNGRB authorization for Ennore-Tuticorin GAS Pipeline. Shri Nanaware also played a pivotal role in formation of JV companies GIGL and GITL and thereafter led the IOCL group in providing project management

consultancy services to GIGL. He has also served as director on the Board of GIGL and GITL.

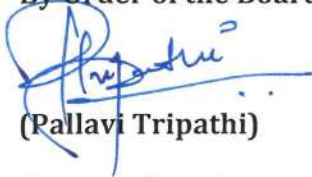
He does not hold, together with his relatives, two percent or more of the total voting power in the Company.

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

The Board of Directors considers that in view of the background and experience of Shri Dayanand Sadashiv Nanaware, it would be in the interest of the Company to appoint him as a Director of the Company.

The Board recommends the above resolution for your approval.

By Order of the Board of Directors



(Pallavi Tripathi)

Company Secretary

Date: 30.7.2021

Place: Noida

Registered Office:

C/O Indian Oil Corporation Ltd,

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