



**IHB LIMITED**

**CIN: U60230GJ2019PLC109127**

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

**Tel: 0120-2474571, 2474572**

**Email: info@ihbl.in**

**NOTICE OF 4<sup>th</sup> (FOURTH) ANNUAL GENERAL MEETING**

Notice is hereby given that the 4<sup>th</sup> (Fourth) Annual General Meeting of IHB Limited (hereinafter referred as "IHBL") will be held on **Wednesday, 20<sup>th</sup> September 2023 at 11:30 A.M.** through Video Conferencing("VC")/Other Audio Video Visual Means ("OAVM, to transact the business mentioned below. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at C/O Indian Oil Corporation Ltd, Sabarmati Terminal Nr D' Cabin Sabarmati Ahmedabad – 380019, Gujarat.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31,2023 along with the Board's Report, Auditor's Report and the comments of the Comptroller & Auditor General of India (C&AG) thereon.
2. To appoint a Director in place of Shri Anuj Kumar Jain, Director (DIN:09560713), who retires by rotation and being eligible, offers himself for reappointment.
3. To authorize the Board of Directors to decide the remuneration of the Statutory Auditors for the financial year 2023-24 appointed by C&AG.

**SPECIAL BUSINESS:**

4. **To appoint Shri Ravitej Venkata Pamaraju (DIN: 08975612) as Director of the Company:**  
To consider and if thought fit, to pass with or without modifications, the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provision of Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Shri

Ravitej Venkata Pamaraju (DIN:08975612), was appointed as an Additional Director on the Board of the Company with effect from 08.12.2022 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director, liable to retire by rotation."

**5. To appoint Shri Nachimuthu Senthil Kumar (DIN: 10230965) as Chairman and Director of the Company:**

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

**"RESOLVED THAT** pursuant to provision of Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Shri Nachimuthu Senthil Kumar (DIN:10230965), was appointed as an Additional Director on the Board of the Company with effect from 07.07.2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director, liable to retire by rotation."

**By the order of the Board of Directors  
For IHB Limited**

Sd/-  
(Pooja Rastogi)  
Company Secretary

Date: 29.08.2023

Place: Noida

**Registered Office:**

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

**Note:**

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the company is convening the 4<sup>th</sup> Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('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 4<sup>th</sup> AGM of the Company is being held through VC/OAVM on Wednesday, 20<sup>th</sup> September 2023 at 11:30 A.M. The deemed venue for the AGM will be the Registered Office of the Company i.e. C/O Indian Oil Corporation Ltd, Sabarmati Terminal Nr D' Cabin Sabarmati Ahmedabad – 380019, Gujarat.
2. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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, unless any member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2022-23 are also available on the Company's website at [www.ihbl.in](http://www.ihbl.in).
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not be a member of the Company. Since, this AGM is being held in accordance with the Circular through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, attendance Slip and route map of AGM are not annexed to the notice. However, in pursuance of Section 112 and 113 of the Act; representatives of the members may be appointed for the purpose of participation and voting in the meeting through Video Conferencing.
5. 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.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting. Link for joining the meeting will be shared separately 48 hours prior to the meeting.
7. Pursuant to Section 139 (5) of the Act, the Statutory Auditors of the Company are appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration has to be fixed by the company in the Annual General Meeting or in

such manner as the company in Annual General Meeting may determine. The appointment of Statutory Auditor for the Financial Year 2023-24 is yet to be received from C&AG. The Members may authorize the Board to fix remuneration of Statutory Auditors as may be deemed fit by the Board of Directors for the Financial Year 2023-24.

8. 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](mailto:cs@ihbl.in).
9. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available for inspection through e-mode and shall be furnished through e-mail at the registered email address of the Shareholder, for inspection, as per specific request received at [cs@ihbl.in](mailto:cs@ihbl.in)
10. 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](mailto:cs@ihbl.in).
11. The Chairman may decide to conduct a vote by show of hands unless a demand for poll is made by any member.
12. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.

**By the order of the Board of Directors  
For IHB Limited**

Sd/-  
(Pooja Rastogi)  
Company Secretary

Date: 29.08.2023  
Place: Noida

**Registered Office:**

C/O Indian Oil Corporation Ltd,  
Sabarmati Terminal  
Nr D<sup>1</sup> Cabin Sabarmati  
Ahmedabad - 380019  
Gujarat

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
FOR SPECIAL BUSINESS ITEMS:**

**Item No. 4:**

**To appoint Shri Ravitej Venkata Pamaraju (DIN: 08975612) as Director of the Company**

In accordance with the Joint Venture Agreement and the Articles of Association of the Company, BPCL vide their letter dated 23.11.2022, nominated Shri Ravitej Venkata Pamaraju, Executive Director I/C (Refinery Projects) as Director on the Board of the Company. Accordingly, pursuant to Section 161(1) of Companies Act, 2013 ("Act"), Board appointed Shri. Ravitej Venkata Pamaraju as an Additional Director of the Company w.e.f. 08.12.2022. In terms of the provisions of Companies Act, 2013, Shri Ravitej Venkata Pamaraju will hold office up to the date of the ensuing Annual General Meeting. The Company has received necessary Notice from him for his candidature and the Board has also recommended for his appointment.

The profile and specific areas of expertise of Shri Ravitej Venkata Pamaraju is provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel or their relatives, except Shri Ravitej Venkata Pamaraju is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri Ravitej Venkata Pamaraju, it would be in the interest of the Company to appoint him as the Director of the Company.

The Board of Directors recommends passing of the resolution as set out at Item No. 4 as an Ordinary Resolution.

**Item No. 5:**

**To appoint Shri Nachimuthu Senthil Kumar (DIN: 10230965) as Chairman and Director of the Company**

In accordance with the Joint Venture Agreement and the Articles of Association of the Company, IOCL vide their letter dated 06.07.2023, nominated Shri Nachimuthu Senthil Kumar, Executive Director (Operations) as Chairman and Director on the Board of the Company. Accordingly, pursuant to Section 161(1) of Companies Act, 2013 ("Act"), Board appointed Shri Nachimuthu Senthil Kumar as an Additional Director of the Company w.e.f. 07.07.2023. In terms of the provisions of Companies Act, 2013, Shri Nachimuthu Senthil Kumar will hold office up to the date of the ensuing Annual General Meeting. The Company has received necessary Notice from him for his candidature and the Board has also recommended for his appointment.

The profile and specific areas of expertise of Shri Nachimuthu Senthil Kumar is provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel or their relatives, except Shri Nachimuthu Senthil Kumar is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri Nachimuthu Senthil Kumar, it would be in the interest of the Company to appoint him as the Director of the Company.

The Board of Directors recommends passing of the resolution as set out at Item No. 5 as an Ordinary Resolution.

**By Order of the Board of Directors**

**Registered Office:**

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

**Sd/-**

**(Pooja Rastogi)**  
**Company Secretary**

Date: 29.08.2023

Place: Noida

## ANNEXURE TO THE NOTICE

### Details of the Directors seeking appointment/re-appointment at the forthcoming AGM [Pursuant to Secretarial Standard on General Meetings]

#### Director seeking re-appointment at the 4<sup>th</sup> AGM

##### 1. Shri Anuj Kumar Jain

<b>Name</b>	Shri Anuj Jain
<b>DIN</b>	09560713
<b>Date of Birth</b>	19.06.1967
<b>Age</b>	56 years
<b>Date of First Appointment</b>	08.04.2022
<b>Qualification</b>	B.Sc (Engg.)- Electrical
<b>Experience</b>	Shri Anuj Kumar Jain is Executive Director (LPG) of Hindustan Petroleum Corporation Limited (HPCL), a “Maharatna” Company. Shri Jain is an Electrical Engineer who joined HPCL in 1988 and has more than 34 years of experience in downstream petroleum marketing in Retail Sales, LPG Sales & Marketing, Pipeline projects, and Engineering Projects. Shri Jain 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. Under his leadership, HPCL is constructing India’s largest Cavern at Mangalore having Storage capacity of 80,000 Metric ton.
<b>Directorship held in other Companies</b>	1. Southern Asia LPG Company Private Limited. 2. Petronet MHB Limited.
<b>Relationship with other Directors/Managers/KMPs</b>	None
<b>No. of Board Meeting attended during FY 2022-23</b>	7 (Seven)
<b>Membership and Chairmanship of Committees in other Companies</b>	NIL
<b>No. of Shares held</b>	NIL
<b>Remuneration paid/payable, if any</b>	None

## Directors being appointed at the 4<sup>th</sup> AGM

### 2. Shri Ravitej Ventaka Pamaraju

<b>Name</b>	Shri Ravitej Venkata Pamaraju
<b>DIN</b>	08975612
<b>Date of Birth</b>	07.05.1965
<b>Age</b>	58 years
<b>Date of First Appointment</b>	08.12.2022
<b>Qualification</b>	Chemical Engineering and Executive MBA
<b>Experience</b>	<p>Shri Ravitej Venkata Pamaraju is currently holding the position of Executive Director In Charge (Refineries Projects) at Bharat Petroleum Corporation Limited (BPCL). He has 35 years of experience in various functions of Operations, Technical Services, Facilities Planning, Advance Process Control &amp; Optimization, Conceptualizing and setting up of new Plants and Revamps, Supply Chain optimization and International Trade. In his current capacity he is responsible for all the ongoing and proposed Petrochem and Refinery Expansion projects in the BPCL's group of Refineries at Mumbai Kochi and Bina. He was responsible for initiation &amp; Mumbai Refinery capacity expansion from 6.0 to 12.0 MMTPA. Upgraded Mumbai Refinery from Conventional fuel refinery to a Lube Refinery thereby maximizing Margins &amp; providing product security to Lubes Business.</p> <p>His innovative idea resulted in development of Unique process to produce Pharma Grade and Polymer grade Hexane from Isomerization unit and supported development of new solvents and products from Base oil unit.</p>
<b>Directorship held in other Companies</b>	NIL
<b>Relationship with other Directors/Managers/KMPs</b>	None
<b>No. of Board Meeting attended during FY 2022-23</b>	3 (Three)
<b>Membership and Chairmanship of Committees in other Companies</b>	NIL
<b>No. of Shares held</b>	NIL
<b>Remuneration paid/payable, if any</b>	None

### 3. Shri Nachimuthu Senthil Kumar

<b>Name</b>	Shri Nachimuthu Senthil Kumar
<b>DIN</b>	10230965
<b>Date of Birth</b>	13.06.1965
<b>Age</b>	58 years
<b>Date of First Appointment</b>	07.07.2023
<b>Qualification</b>	Electronics and Communication Engineering
<b>Experience</b>	<p>Shri Nachimuthu Senthil Kumar is holding the position of Director (Pipelines) in Indian Oil Corporation Limited (IOCL) and is responsible for the massive and complex pipeline infrastructure of IOCL that includes single point mooring systems, crude oil tank farms, city gas distribution networks and pipelines traversing through difficult terrain. Shri Senthil has over three decades of versatile experience in the operations &amp; maintenance of IOCL's countrywide network of oil &amp; gas pipelines. It was under his guidance that laying of optical fibre cables in different sections of various pipelines was conceptualized and implemented. In a major technological breakthrough to curb pilferage in pipelines, he anchored the installation of Pipelines Intrusion Detection and Warning System. Shri Senthil played a vital role in pilot testing of drag reducing agents (innovated by IOCL R&amp;D) in LPG pipelines for the first time.</p>
<b>Directorship held in other Companies</b>	1. Indradhanush Gas Grid Limited
<b>Relationship with other Directors/Managers/KMPs</b>	None
<b>No. of Board Meeting attended during FY 2022-23</b>	NIL <i>(Appointed as Additional Director w.e.f. 07.07.2023)</i>
<b>Membership and Chairmanship of Committees in other Companies</b>	NIL
<b>No. of Shares held</b>	NIL
<b>Remuneration paid/payable, if any</b>	None