



NOTICE

NOTICE is hereby given that, in pursuance to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023 read with Circular No. 9/2024 dated September 19, 2024 read with Circular No. 3/2025 dated September 22, 2025 (hereinafter collectively referred to as "Circulars") issued by the Ministry of Corporate Affairs, New Delhi, the 20th Annual General Meeting of Members of **Quippo Oil and Gas Infrastructure Limited** will be held at a shorter notice on **Saturday, the 20th day of December, 2025 at 9:30 am** through audio visual means to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2025 together with the reports of the Auditors' and Board of Directors' thereon.
2. To appoint a Director in place of Dr. Sutanu Behuria (DIN: 00051668), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment Mr. Avtar Singh Monga (DIN 00418477), Additional Director (Independent, Non-Executive) as an Independent Director (Non-Executive) of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Section 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Article 85 of the Articles of Association of the Company and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Avtar Singh Monga (DIN 00418477), who was appointed by the Board of Directors as an Additional Director (Independent, Non-Executive) of the Company with effect from 7th December, 2025 and who holds office up to the date of this Annual General Meeting of the Company and also fulfilled the criteria for independence as provided in Section 149(6) of the Act as an Independent Director of the Company be and is hereby appointed as an Independent Director (Non-Executive) of the company for a period of two consecutive years from 07th December, 2025 till 6th December, 2027 and not liable to retire by rotation."

4. **Approval for shifting of Registered office of the Company from Kolkata in the 'State of West Bengal' to Gurugram in the 'State of Haryana' and consequent amendment to Memorandum of Association of the Company.**

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



Quippo Oil and Gas Infrastructure Limited

(ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 Certified Company)

(CIN: U06102WB2005PLC218282)

Registered Office: Unit No. 709, 7th Floor, Merlin Infinite, DN-51, Sector-V, Salt Lake City, Kolkata, West Bengal - 700091, India | Phone No. : 033-48019313 / 033-48019314

Business Office : 6th Floor, Plot No. 14A, Sector-18, Maruti Industrial Complex, Gurugram – 122015, Haryana, India
Contact details: +91-124-6633574; www.quippoworld.com ; info@quippoworld.com



“RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (‘The Act’) read with the Companies (Incorporation) Rules, 2014 (‘The Rules’), and subject to the approval of the Central Government or the Regional Director or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of members be and is hereby accorded for shifting of registered office of the Company from Unit Number-709, 7th Floor, Merlin Infinite DN-51, Sector-V, Salt Lake City, Kolkata, West Bengal 700091 in the “State of West Bengal” to ‘6th Floor, Plot No. 14A, Sector 18, Maruti Industrial Complex, Gurugram-122015, Haryana’ in the “State of Haryana”;

RESOLVED FURTHER THAT pursuant to the provisions of 13(4) and other applicable provisions if any, of the Act, and confirmation of the Central Government or Regional Director or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II:

II. The Registered Office of the Company shall be situated in the State of Haryana.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government , the Regional Director or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution;

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Company Secretary of the Company be and is hereby authorized by the Board of Directors of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company and to resolve / settle any question / difficulty or doubt that may arise in this regard hereto expressly by the authority of this resolution.”

**By Order of the Board of Directors
For Quippo Oil and Gas Infrastructure Limited**

**Place: Gurugram
Date: 18th December, 2025**



Akash Kumar

**Akash Kumar Sah
Company Secretary
ICSI Membership No. A-21617**

NOTES:

1. Since the meeting is being convened with the proposed participation of Members of the Company through Other Audio Visual Means (OAVM) at the Zoom Cloud, the facility of appointment of Proxies by Members of the Company shall not be available for this meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
3. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and also the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by Members at the Meeting.
4. Relevant documents referred to in the Notice are open for inspection by Members at the Registered Office of the Company on all working days, except on Saturdays, between 11.00 A.M. and 1.00 P.M. upto the date of the Meeting and also during the continuance of the Meeting.
5. M/s VAPS & Co., Chartered Accountants, were appointed as Statutory Auditor of Company to hold office for a period of five years i.e. from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee/Board of Directors.
6. Members are requested to download the "Zoom App" at their Electronic Device such as Computer, Cellphone etc. and may join the meeting on the date and time mentioned above with the **Meeting ID "618 891 6826"** with the **Password "sBT0Aj"**. Members may call at the helpline Number +91-9891351325 for any assistance in using the technology before or during the meeting.
7. The facility to join the meeting through Zoom App shall be kept open for 15 minutes before the scheduled time i.e. from 9.15 am and the same shall remain open till 9.45 am on 20th December, 2025.
8. Members are requested to convey their vote at akash.sah@quippoworld.com, if a poll is required to be taken during the meeting. Members may please take note that if a poll is required to be taken, the Members can cast their vote only by sending e-mail through their email id to the above designated email id of the Company.
9. The meeting has been convened at a shorter Notice, subject to approval of Members of the Company as per applicable provisions of the Companies Act, 2023
10. The mechanism provided in the Circular No. 14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs along with other provisions of the Companies Act, 2013 and rules thereunder are duly complied with.



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

Item No. 3

The Board of Directors of the Company approved the appointment of Mr. Avtar Singh Monga (DIN 00418477) as an Additional Director (Independent, Non-Executive) of the Company with effect from 07th December, 2025.

The Board of Directors at its meeting held on 9th December, 2025, recommended for the approval of the Members, the appointment of Mr. Avtar Singh Monga (DIN 00418477) as an Independent Director (Non-Executive) of the Company as set out in the Resolution. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Avtar Singh Monga, Additional Director (Independent, Non-Executive) of the company shall hold office upto the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Company has received consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Avtar Singh Monga along with other requisite documents required for his appointment as a Director along with a declaration for his Independence that he is eligible for appointment as an Independent Director of the Company.

The Company has received a notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Avtar Singh Monga for appointment as an Independent Director (Non-Executive) at the Annual General Meeting for a period of two consecutive years from 07th December, 2025 till 6th December, 2027 and not liable to retire by rotation.

The Board is of the view that Mr. Avtar Singh Monga's qualifications, knowledge and experience will be of immense benefit and value to the Company and pursuant to Nomination and Remuneration Committee, recommends his appointment as an Independent Director (Non-Executive) of the Company.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 (revised version effective from April 1, 2024), a brief profile of the Independent Director, including names of companies in which he holds directorships and memberships/chairmanships of committees of the board of directors of other companies, is provided below:

Name	Mr. Avtar Singh Monga (DIN 00418477)
Designation	Independent Director- Non-Executive
Age	About 65 years
Qualifications	MBA, Mktg. & Finance – BIMTECH
Experience	Mr. Avtar Singh Monga is having over three decades of distinguished service with various banks and financial institutions. He worked in various areas of Operations across wholesale and Retail and headed BA Merchant Services Business and launched Booking Finance of Bank of America, New Delhi. Also, revamped the business end-to-end and launched 14 days guarantee



	<p>Offer, received first “Pinnacle” in 2000 highest award in GEC and elevated to CEO of GE Capital (SBI Cards & TFS). He also Founded Global Backoffice BA Continuum and scaled globally to 37000 HC, Highest Employee Satisfaction Score Across the bank at 89 – 93 % over years, Billing Rate reduction 3 years in a row, Nett Contribution USD1.2 Bn/annum of Bank of America, Global Role. In IDFC First Bank Responsible for Grounds Up Bank launch (Product/ Process/ Technology) End-to-End, established Tie-up with futuristic Fin-techs e.g. (Novo-Pay, Zeta, Capital Float), Operated the MD/ CEO Front Office providing coverage across the institution, Built Retail Bank 100 Branches, 12600 Cr Loans, 3600 Cr CASA & Controls, ET-BFSI Innovation Award 2016 for launching Micro-ATM, 4-minute account opening among others.</p> <p>He is currently holding directorships in various renowned Companies. In Quipoo, his proposed appointment as an Independent Director (Non-Executive) for a period of two years from 07th December, 2025 till 6th December, 2027 is in the interest of the Company.</p>
Terms and Conditions of appointment or re-appointment	In terms of Section 152 and 149 of the Companies Act, 2013, Mr. Avtar Singh Monga is being appointed as an Independent Director-Non-Executive by the Board of Directors of the Company on 7th December, 2025 and is not liable to retiring by rotation.
Remuneration last drawn (FY2024-25)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	7th December, 2025
Shareholding in the Company as on March 31, 2025	NIL
Relationship with other Directors / Key Managerial Personnel	NA
Number of meetings of the Board attended during the financial year 2024-25	NIL
Directorships of other Boards as on March 31, 2025	<ol style="list-style-type: none"> 1. Godfrey Phillips India Limited 2. Azimuthgrc Technologies India Private Limited 3. RNFI Services Limited 4. Stride Capital Consultants Private Limited 5. Hostbooks Limited 6. 3I Infotech Limited 7. Fintech Association for Consumer Empowerment
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	<ol style="list-style-type: none"> 1. Godfrey Phillips India Limited Chairman- Audit Committee Member – Nomination Remuneration Committee 2. RNFI Services Limited



	Member- Audit Committee Member – Nomination Remuneration Committee
	3. 3I Infotech Limited Chairman – Nomination Remuneration Committee Member - Audit Committee
Justification for choosing the appointees for appointment as Independent Director	Fulfils the requirement under section 149 read with Schedule IV of the Companies Act, 2013.

The Board, therefore, recommend the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/ or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except Mr. Avtar Singh Monga so far as it relates to his own appointment.

Item No. 4

The Registered office of the Company is presently situated in the State of West Bengal at Unit Number-709, 7th Floor, Merlin Infinite DN-51, Sector-V, Salt Lake City, Kolkata, West Bengal 700091. The Company has its Corporate Office at 6th Floor, Plot No. 14A, Sector 18, Maruti Industrial Complex, Gurugram-122015, Haryana. The Company has its day to day functions from Corporate office, the majority of its employees for administrative convenience shall also operates from the said office. The shifting of Registered office to Gurugram increase the effectiveness in corporate functioning of the Company, as Senior Management of the Company is working from the Corporate Office.

With a view to improve the overall operational efficiency, streamline document management system and achieve overall effectiveness, the Board of Directors considers it beneficial for the Company to shift its Registered office to Gurugram in the state of Haryana.

The Board of Directors in its meeting held on 9th December, 2025 approved the Shifting of Registered office of the Company from ‘Unit Number-709, 7th Floor, Merlin Infinite DN-51, Sector-V, Salt Lake City, Kolkata, West Bengal 700091’ to ‘6th Floor, Plot No. 14A, Sector 18, Maruti Industrial Complex, Gurugram-122015, Haryana’, subject to approval by members of the Company and consequent amendment to Memorandum of Association of the Company.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the members, Central Government or the Regional Director or any other relevant authorities as the case may be.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the company.

The Board of Directors recommends the resolution set out at item no. 4 of the Notice for the approval of the members.

None of the Directors, manager and / or Key Managerial Person concerned or interested in the said resolution.



Your Directors commend the resolution for your approval as a Special Resolutions.

**By Order of the Board of Directors
For Quippo Oil and Gas Infrastructure Limited**

**Place: Gurugram
Date: 18th December, 2025**



Akash Kumar Sah

**Akash Kumar Sah
Company Secretary
ICSI Membership No. A-21617**

Annexure to the AGM Notice dated September 4, 2024

Details of Directors retiring by rotation / seeking appointment at the Meeting as prescribed under Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India:

Name	Mr. Sutanu Behuria (DIN: 00051668)
Designation	Director- Non-Executive
Age	About 71 Years
Qualifications	Postgraduate in Economics from Delhi School of Economics as well as a postgraduate and Ph.D. in Economics from Southern Methodist University, Dallas, Texas.
Experience	Having over 38 years of professional experience. He was served as a secretary in the Dept. of Fertilizers, National Disaster Management Authority and Ministry of Minority Affairs and Department of Heavy Industry. He has been the Financial Advisor to various Ministries in the Government of India.
Terms and Conditions of appointment or re-appointment	In terms of Section 152 of the Companies Act, 2013, Mr. Sutanu Behuria was appointed as Director-Non-Executive by the Board of Directors of the Company on 04 th September, 2024 and is liable to retiring by rotation.
Remuneration last drawn (FY2024-25)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	15 th March, 2024*
Shareholding in the Company as on March 31, 2025	NIL
Relationship with other Directors / Key Managerial Personnel	NA
Number of meetings of the Board attended during the financial year 2024-25	5
Directorships of other Boards as on March 31, 2025	<ul style="list-style-type: none"> • Indo-Tech Transformers Limited • Arthmate Financing India Private Limited • T K International Limited • Vishvaraj Environment Limited • Arthmate Financing India Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	<p>Indo-Tech Transformers Limited</p> <p>Member -Audit Committee</p> <p>Member -Nomination & Remuneration Committee</p>
Justification for choosing the	NA



appointees for appointment as Independent Directors	
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* Mr. Sutanu Behuria (DIN: 00051668) was appointed as an Independent Director w.e.f 15.03.2016 and thereafter re-appointed for further 3 years w.e.f. 15.03.2021. His second term as an Independent Director was expired on 14.03.2024 as he was not eligible to be re-appointed as an Independent Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013. Thereafter, he was appointed as an Additional Director (Non-Executive) w.e.f. 15th March, 2024.

