



## 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 read with Circular No. 9/2023 dated September 25, 2023 (hereinafter collectively referred to as “Circulars”) issued by the Ministry of Corporate Affairs, New Delhi, the 19<sup>th</sup> Annual General Meeting of Members of **QUIPPO OIL AND GAS INFRASTRUCTURE LIMITED** will be held on **Monday, the 30th day of September, 2024** at **11.30 a.m** 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, 2024 together with the reports of the Auditors’ and Board of Directors’ thereon.

### SPECIAL BUSINESS:

2. **APPOINTMENT MR. SHEIKH IMRAN ALAM (DIN: 10511414), ADDITIONAL DIRECTOR AS 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Sheikh Imran Alam (DIN: 10511414), who was appointed by Board of Directors of the Company as an Additional Director of the Company with effect from 17th February, 2024 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting, be and hereby appointed as a Director of the company and liable to retire by rotation.”

3. **APPOINTMENT DR. SUTANU BEHURIA (DIN: 00051668), ADDITIONAL DIRECTOR AS 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**:

### 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 :** 6<sup>th</sup> Floor, Plot No. 14A, Sector-18, Maruti Industrial Complex, Gurugram – 122015, Haryana, India

**Phone :** +91-124-6633574

[www.quippoworld.com](http://www.quippoworld.com)



ISO 9001 : ISO 14001  
ISO 45001  
BUREAU VERITAS  
Certification



**“RESOLVED THAT** in accordance with the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Dr. Sutanu Behuria (DIN: 00051668), who was appointed by Board of Directors of the Company as an Additional Director of the Company with effect from 15th March, 2024 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting, be and hereby appointed as a Director of the company for a period of three years from 15th March, 2024 till 14th March, 2027 and liable to retire by rotation.”

**ORDINARY BUSINESS:**

4. To appoint a Director in place of Mr. Sheikh Imran Alam (DIN: 10511414), who retires by rotation and being eligible, offers himself for re-appointment.

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

**Place: Gurugram  
Date: 04<sup>th</sup> September, 2024**



*Akash Kumar Sah*

**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 16<sup>th</sup> Annual General Meeting till the conclusion of 21<sup>st</sup> 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 +91-98730 87230 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 11.15 am and the same shall remain open till 11.45 am on 30th September, 2024.
8. Members are requested to convey their vote at [akash.sah@quippoworld.com](mailto: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.



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

### **Item No. 2**

The Board of Directors of the Company, as per recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Sheikh Imran Alam (DIN: 10511414) as an Additional Director of the Company with effect from date of allotment of DIN i.e. 17th February, 2024. The Company has received a declaration from the appointee that he is eligible for appointment as a Director of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013 the aforesaid Additional Director viz. Mr. Sheikh Imran Alam 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 a notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sheikh Imran Alam for appointment as Director (Non-Executive) at the Annual General Meeting.

Mr. Sheikh Imran Alam, with over 27 years of experience, excels in civil, financial, consumer, criminal, and constitutional law, practicing in the Supreme Court of India, High Courts, and various tribunals. Leading a team of five lawyers, he handles complex cases and drafts critical legal documents, including JV Agreements and Confidentiality Agreements. He has achieved significant recoveries at North Delhi Power Limited and safeguarded intellectual property rights. Holding a Bachelor of Law from the University of Delhi, his global legal perspective and strategic insights make him a valuable board member dedicated to ethical practice and effective governance. His proposed appointment as Director (Non-Executive) is in the interest of the Company.

The requisite details and information pursuant to the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

The Board, therefore, recommend the Ordinary Resolution set out at Item No.2 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. Sheikh Imran Alam so far as it relates to his own appointment.

The mechanism provided in the Circular No. 14/2020 dated 8<sup>th</sup> 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.

### **Item No. 3**

The Board of Directors of the Company, as per recommendation of Nomination and Remuneration Committee, approved the appointment of Dr. Sutanu Behuria (DIN: 00051668) as an Additional Director of the Company for a period of three years from date of his



appointment i.e. 15th March, 2024 till 14th March, 2027 consequent to completion of his second term as an Independent Director of the Company. The Company has received a declaration from the appointee that he is eligible for appointment as a Director of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013 the aforesaid Additional Director viz. Dr. Sutanu Behuria shall hold office upto the date of this 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 a notice under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Sutanu Behuria for appointment as Director (Non-Executive) at the Annual General Meeting.

Dr. Sutanu Behuria is a postgraduate in Economics from Delhi School of Economics as well as a postgraduate and Ph.D. in Economics from Southern Methodist University, Dallas, Texas. During his illustrious career spanning 38 years of professional experience, he has 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. He has served as a Board member in over 25 PSU's. His proposed appointment as Director (Non-Executive) is in the interest of the Company.

The requisite details and information pursuant to the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

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 Dr. Sutanu Behuria so far as it relates to his own appointment.

The mechanism provided in the Circular No. 14/2020 dated 8<sup>th</sup> 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.

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

**Place: Gurugram  
Date: 04<sup>th</sup> September, 2024**



*Akash Kumar*

**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. Sheikh Imran Alam (DIN: 10511414)	Mr. Sutanu Behuria (DIN: 00051668)
Designation	Director- Non-Executive	Director- Non-Executive
Age	About 58 years	About 70 Years
Qualifications	LL.B (Delhi University)	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 27 years of experience in civil, financial, consumer, criminal, and constitutional law, practicing in the Supreme Court of India, High Courts, and various tribunals.	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. Sheikh Imran Alam is being appointed as Director-Non-Executive by the Board of Directors of the Company on 04 <sup>th</sup> September, 2024 and is liable to retiring by rotation.	In terms of Section 152 of the Companies Act, 2013, Mr. Sutanu Behuria is being appointed as Director-Non-Executive by the Board of Directors of the Company on 04 <sup>th</sup> September, 2024 and is liable to retiring by rotation.
Remuneration last drawn (FY2023-24)	NIL	NIL
Remuneration proposed to be paid	NIL	NIL
Date of first appointment on the Board	Board Meeting Date 15/02/2024 with effect from date of allotment of DIN i.e. 17/02/2024.	15 <sup>th</sup> March, 2024*
Shareholding in the Company as on March 31, 202	NIL	NIL



Relationship with other Directors / Key Managerial Personnel	NA	NA
Number of meetings of the Board attended during the financial year 2023-24	1	10
Directorships of other Boards as on March 31, 2024	NIL	<ul style="list-style-type: none"> <li>• Indo-Tech Transformers Limited</li> <li>• Arthmate Financing India Private Limited</li> </ul>
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL	Indo-Tech Transformers Limited  -Audit Committee -Nomination & Remuneration Committee
Justification for choosing the appointees for appointment as Independent Directors	NA	NA

\* 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. He was attended the meetings as an Independent Director till 14.03.2024 during the FY 2023-24. Thereafter, he was appointed as an Additional Director (Non-Executive) w.e.f. 15<sup>th</sup> March, 2024.

