



## NOTICE

**NOTICE** is hereby given that in terms of Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2021, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 09/2024 (hereinafter collectively referred to as “Circulars”), the 01/2025-26 Extra Ordinary General Meeting of Members of Quippo Oil and Gas Infrastructure Limited will be held at a shorter notice on Tuesday, the 9th day of September, 2025 at 11:30 a.m. through audio visual means at Zoom Cloud, to transact the following business:

### Special Business:

1. **CONVERSION OF LOAN INTO EQUITY SHARES UNDER THE MASTER RESTRUCTURING CUM SETTLEMENT AGREEMENT DATED 6TH AUGUST 2025**

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

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, and any other applicable laws and regulations, the consent of the shareholders of the Company be and is hereby accorded for increase in subscribed equity share capital of the Company pursuant to conversion of outstanding loan due and payable by the Company (in part or whole) in terms of the Master Restructuring cum Settlement Agreement dated 6 August 2025 (“**MRSA**”) executed inter alia between the Company and SREI Equipment Finance Limited (“**Lender**”) among others, into equity shares of the Company upon occurrence of ‘Event of Default’ (as defined under the MRSA). The conversion shall be at the price as may be determined in accordance with applicable law and in accordance with the following conditions:



### 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  
Contact details: +91-124-6633574; www.quippoworld.com ; info@quippoworld.com



ISO 9001 · ISO 14001  
ISO 45001  
BUREAU VERITAS  
Certification



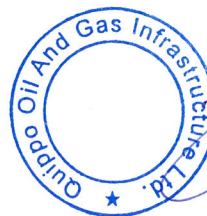
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- i. the conversion right reserved as aforesaid may be exercised by the Lender at its option, on any one or more event of default as more particularly to be defined under MRSA;
- ii. on receipt of the notice of conversion, the Company shall, subject to the applicable provisions of MRSA, allot and issue the requisite number of fully paid-up equity shares to the Lender and the Lender may accept the same in satisfaction of the part of the outstanding loan (due and payable) so converted under the MRSA;
- iii. the equity shares so allotted and issued to the Lender shall rank pari passu with other equity shares of the Company and shall have same rights including in respect of dividends and other distributions declared or to be declared in respect of the equity capital of the Company;
- iv. In the event that the Lender exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lender as a result of the conversion and pay appropriate stamp duty thereon;
- v. The loans shall be converted into equity shares at a market price to be determined by any of the big four chartered accountancy firm.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid equity shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

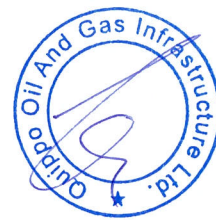
**Place : Kolkata**  
**Date : 03<sup>rd</sup> September, 2025**



  
**Gurinder Singh**  
**DIN- 01979127**  
**Additional Director**

**NOTES:**

1. Since the meeting is being convened with the proposed participation of Members of the Company through Audio Visual Means 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 Sections 102 of the Companies Act, 2013, setting out all material facts is annexed hereto.
3. 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 “ 889 8347 9084 ” With the Password “530130”. Members may call at the helpline Number+91-124-6633574 for any assistance in using the technology before or during the meeting.
4. 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 a.m. and the same shall remain open till 11:45 a.m. on 9<sup>th</sup> September, 2025
5. 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.
6. 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
7. Relevant documents referred to in the Notice are open for inspection by the Members of the Company on demand and during the continuation of the Meeting.



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

**Item No. 1**

The Master Restructuring cum Settlement Agreement dated 6th August 2025 (“**MRSA**”) has been executed *inter alia* between the Company and SREI Equipment Finance Limited (“**Lender**”) among others, for the purposes of settlement and restructuring of the liabilities, and investments held by the Lender in the Company.

Pursuant to the terms of the MRSA, it has been agreed that the Lender shall have a right to convert all or part of the outstanding loan or debt due by the Company under the Existing Loan Agreements (as defined under MRSA) into fully paid-up equity shares of the Company, at such price and on such terms as may be determined by the Lender, upon occurrence of ‘Event of Default’ (as defined under the MRSA).

The Board of Directors, therefore, recommends the resolution at Item no.1 for approval of Members by way of Special Resolution.

None of the Directors and / or their relatives is interested or concerned in the aforesaid resolution.

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 : Kolkata**

**Date : 03<sup>rd</sup> September, 2025**



**Gurinder Singh  
DIN- 01979127**

**Additional Director**