



Shell Energy Marketing and Trading India Pvt. Ltd.

Communication Address:

Tel: +91-22-40325000; **Fax:** +91-22-40058930

Email: GXSEI-Marketing@shell.com

BG House, Lake Boulevard

Hiranandani Business Park, Powai, Mumbai - 400 076, India

SHORTER NOTICE OF 11th (Eleventh) ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the **11th ANNUAL GENERAL MEETING** of the members of Shell Energy Marketing and Trading India Private Limited (the '**Company**') will be held on Friday, 29th September 2023 at 2:00 P.M. IST to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31 March 2023 together with the Independent Auditors' Report and Board's Report thereon.

SPECIAL BUSINESS

2. To consider and approve the alteration of the Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 5,14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and read with the Rules made thereunder, the members be and hereby approve the alteration of following clause of Articles of Association ('AoA') of the Company:

- a) Deletion of Clause 2 A(ii)
- b) Substitution of Clause 5(ii):

Old clause: Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

New Clause: Every certificate shall specify the shares to which it relates and the amount paid-up thereon.

- c) Deletion of Clause 98 and renumbering of the Clause 99 to 102 as Clause 98 to 101

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution."

For Shell Energy Marketing and Trading India Private Limited

Vaishnavi Lakshmanan
Company Secretary
Membership No. 69091

Date: 15 September 2023
Place: Chennai

Registered Office: Unit Nos. 401 to 1401, Block 2, Commerzone Pallikaranai, No.2, 200 feet Radial Road, Pallikaranai, Chennai – 600100, Tamil Nadu, India

Website: www.shell.in **CIN:** U11200TN2012PTC124501



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NOTES

1. The Ministry of Corporate Affairs ('MCA') has vide its circular dated 28 December 2022 read together with circular dated 13 January 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted convening the Annual General Meeting ('AGM') through Video Conferencing ('VC') or other Audio Visual Means ('OAVM') and that the physical presence of the shareholders/authorized representatives are not required at the scheduled venue. Accordingly, the Eleventh AGM of the Company is being held through VC /OAVM.
2. Since this AGM is being held through VC/OAVM, physical attendance of the shareholders has been dispensed with. However, the authorized representatives of the body corporate shareholders attending the meeting through VC/OAVM is required to sign the attendance slip (annexed hereto) in respective counter parts.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. Shareholders/authorized representatives of the body corporate shareholders attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under section 103 of the Companies Act, 2013.
5. Corporate shareholders intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The notice being sent at shorter notice pursuant to the provisions of Section 101 of the Companies Act, 2013, shareholders are requested to express their consent as prescribed under the applicable statutory provisions of the Act.
7. In compliance with the aforesaid MCA Circulars, the notice for the AGM along with the audited financial statements, auditor's report, Board's report, and the annexures for the financial year ended as on 31 March 2023 is being sent only through electronic mode to the e-mail addresses of the shareholders/authorized representatives of the shareholders which are registered with the Company.
8. All the statutory registers maintained by the Company and the relevant documents referred to in the notice will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of AGM. Members seeking to inspection such documents can send an email to Vaishnavi.Lakshmanan@shell.com.
9. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the items of special business is annexed hereto.
10. Guidelines for joining AGM through VC/OAVM-
 - a. The shareholders can join the VC Meeting by clicking the following attendee link –

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https://teams.microsoft.com/l/meetup-join/19%3ameeting_N2YwYTZjMDEtYzdZC00MDhhLTgyMmUtYWE5NGVmMGI2NzNi%40thread.v2/0?context=%7b%22Tid%22%3a%22db1e96a8-a3da-442a-930b-235cac24cd5c%22%2c%22Oid%22%3a%2244925d73-9141-49b9-9e3b-afbde662d36a%22%7d

- b. The facility for joining the meeting will be available 15 minutes before the start of the meeting and will be kept open for 15 minutes after the designated time of meeting.
- c. During the Meeting, where poll on any item is demanded, the members shall exercise their voting right only by sending emails through their email addresses registered with the Company to the email Id Vaishnavi.Lakshmanan@shell.com. If Poll is not demanded, the voting will be conducted by show of hands.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. If any of the shareholder has any queries or needs any technical assistance for using the VC facility, the member may get in touch with –

Name of the Contact person	Vaishnavi Lakshmanan
Designation of the Contact person	Company Secretary
Email ID	Vaishnavi.Lakshmanan@shell.com
Phone No.	+91 9840716821

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts related to special business listed in the attached Notice.

Item No. 2

The Company proposes to remove the clauses pertaining to the provision of 'Common seal' from its existing Articles of Association, for the purpose of administrative convenience.

In this regard, the Board of Directors passed the resolution for approval of the alteration of Article of Association (AoA) at their Board meeting held on 11 September 2023 subject to the approval of the members.

A copy of revised draft AoA of the Company is enclosed along with the notice calling the meeting and would be available for inspection for the Members at the registered office of the Company.

The Board recommends the Special Resolution set out at Item no. 2 of the notice for approval by the members.

DISCLOSURE OF INTEREST UNDER SECTION 102 (I)(a)

Save and except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any interest in the resolution proposed.

DISCLOSURE UNDER SECTION 102(3)

The draft copy of the proposed altered AoA of the Company will be available for inspection at the Registered Office of the company, till the date of Annual General Meeting, on all working days (except on Sunday) from 10:00 a.m. to 6:00 p.m.

For Shell Energy Marketing and Trading India Private Limited

Vaishnavi Lakshmanan
Company Secretary
Membership No. 69091

Date: 15 September 2023
Place: Chennai

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ATTENDANCE SLIP

SHELL ENERGY MARKETING AND TRADING INDIA PRIVATE LIMITED

11th (Eleventh) Annual General Meeting

Registered No. No. of Shares:

I certify that I am the Authorized Representative for _____, the Registered Shareholder of the Company.

I hereby record my presence at the Eleventh Annual General Meeting of the members of **Shell Energy Marketing and Trading India Private Limited** held on Friday, 29th September 2023 at 02:00 P.M. IST through video conferencing.

Name of the Authorized Representative in BLOCK letters:

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