



**Shell India Markets Private Limited**  
Level 9A, Two Horizon Centre,  
Golf Course Road, DLF Phase 5, Sector – 43,  
Gurgaon – 122 002, Haryana, India  
**Tel +91 124 666 1500**

## NOTICE

NOTICE is hereby given that the **20<sup>th</sup> ANNUAL GENERAL MEETING** of the members of Shell India Markets Private Limited (the 'Company') will be held on Thursday, 19 September 2024 at 02.00 P.M. at Level 9A, Two Horizon Center, Golf Course Rd, DLF Phase 5, Sector 43, Gurugram – 122002, Haryana, India to transact the following business.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31 March 2024 together with the Independent Auditors' Report and Board's Report thereon.

### **SPECIAL BUSINESS**

2. Approval of the remuneration payable to M/S S. Mahadevan & Co., Cost Accountants (Firm Registration No. 000007), Cost Auditor of the Company for Financial Year ending 31 March 2025

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders be and is hereby accorded for the payment of remuneration of INR 3,85,000 (Indian Rupees Three Lakhs and Eighty Five Thousand), exclusive of applicable taxes and out of pocket expenses, to M/S S. Mahadevan & Co., Cost Accountants (Registration No. 000007), Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2025.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. To regularise the appointment of Ms. Mansi Madan Tripathy (DIN: 01977604) as Whole time Director of the Company

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

Registered Office:  
Commerzone, Block-2, No.2,  
200 Feet Radial Road, Pallikaranai,  
Chennai – 600100, Tamil Nadu, India  
Tel: +91 44 46945100 | Fax: 04446945218  
Website: <http://www.shell.com/india>  
CIN-U23201TN2004PTC053147



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**“RESOLVED THAT** that pursuant to the provisions of Sections 152, 161, Section 196 and any other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, consent of the Shareholders be and is hereby accorded for (i) regularization and appointment of Ms. Mansi Madan Tripathy (DIN: 01977604) who was previously appointed as Additional Director of the Company w.e.f. 30 November 2023, as Director of the Company; and (ii) Ms. Mansi Madan Tripathy (DIN: 01977604) being appointed as Whole time Director of the Company for a period of 5 years w.e.f. 01 February 2024 or up to period she is in employment of the Company, whichever is earlier, on such terms and conditions including remuneration as contained in her letter of appointment, as may be revised from time to time.

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to file necessary intimation with the Registrar of Companies using their digital signature certificate and do or cause to do such acts, deeds and things as may be considered necessary in connection with or incidental to give effect to this resolution including issuing a certified true copy of the resolution thereon.”

**By order of the Board**  
**Shell India Markets Private Limited**

**Gaurav Dhingra**  
**Senior Legal Counsel & Company Secretary**  
**Membership No.: ACS 19491**

**Date: 23 August 2024**  
**Place: Gurgaon**

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## NOTES

1. Shareholders are requested to express their consent for holding the 20<sup>th</sup> Annual General Meeting at the place situated in the city other than the city where the registered office of the Company is situated.
2. Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business is annexed hereto.
3. Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The documents related to the business transacted above will be available for inspection by the members at the Annual General Meeting and such documents or copies thereof will also be available for inspection in physical or electronic form during business hours at the Registered Office of the Company.
5. The route map and attendance slip are annexed hereto.

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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 businesses listed in the attached Notice.

### **Item No. 2**

The Board of Directors of the Company appointed M/S S. Mahadevan & Co., Cost Accountants (Registration No. 000007), Cost Auditor of the Company for the Financial ended 31 March 2025, at the Board Meeting held on 21 June 2024.

Under the provisions of the Companies Act, 2013, the remuneration payable to a Cost Auditor shall be determined by the members.

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

The Board recommends passing of an Ordinary Resolution by the Members.

### **Item No. 3**

The Board appointed Ms. Mansi Madan Tripathy (DIN: 01977604) as Additional Director of the Company w.e.f 30 November 2023, to hold the office till the conclusion of the upcoming Annual General Meeting. The Board subsequently designated Ms. Mansi Madan Tripathy (DIN: 01977604) as Whole time Director to hold office for a period of 5 years effective from 01 February 2024 or up to period she is in employment of the Company, whichever is earlier.

In this regard, the Board recommends the appointment and regularisation of Directorship of Ms. Mansi Madan Tripathy (DIN: 01977604) to be passed as an Ordinary Resolution.

None of the Directors (except Ms. Mansi Madan Tripathy), Key Managerial Personnel and their relatives, are in any way, concerned or interested in the resolution.

The details of the Director as per Secretarial Standards 2 issued by the Institute of Company Secretaries of India are provided below.

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1	<b>Name of the Director</b>	Ms. Mansi Madan Tripathy
2	<b>Date of birth</b>	29 January 1972

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3	<b>Date of first appointment as Additional Director on the Board</b>	30 November 2023
4	<b>Qualification</b>	<ul style="list-style-type: none"><li>• MBA in Marketing</li><li>• Bachelor of Technology, Electronics and Communication</li></ul>
5	<b>Experience and expertise in specific functional areas</b>	Experience in global leadership and expertise in strategic innovation, growth opportunity identification and delivery
6	<b>Directorship held in other Companies in India</b>	Skillizen Learning Solutions Private Limited (Director)
7	<b>Chairman/Member of Committee of the Board of other Companies in which she is a Director</b>	-
8	<b>Shareholding in the Company</b>	Nil
9	<b>Inter-se relationship between Directors/Key Managerial Personnel/Managers</b>	None
10	<b>Terms and Conditions of appointment/re-appointment and remuneration</b>	As per the letter of appointment
11	<b>Remuneration last drawn (FY 2023-24)</b>	As disclosed in the Form MGT-7 (Annual Return)
12	<b>Number of Board meetings attended after appointment</b>	4 (Four)

**By order of the Board**  
**Shell India Markets Private Limited**

**Gaurav Dhingra**  
**Senior Legal Counsel & Company Secretary**  
**Membership No.: ACS 19491**

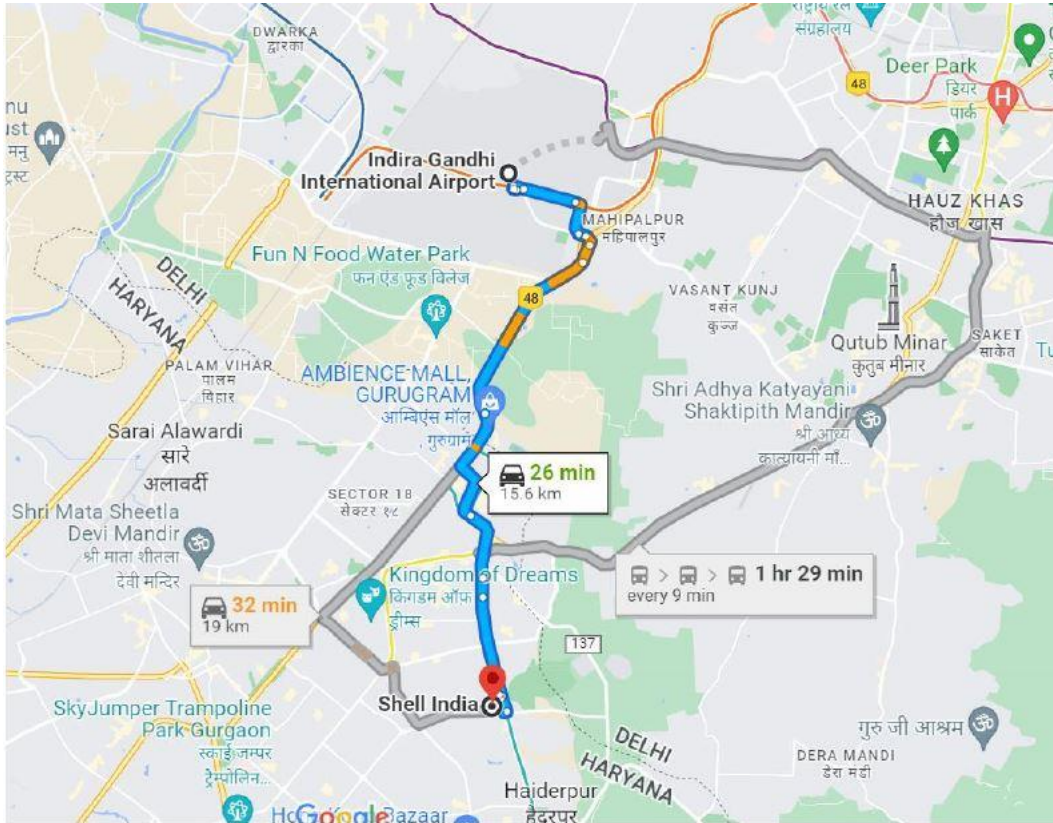
**Date: 23 August 2024**  
**Place: Gurgaon**

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### **ROUTE MAP TO THE VENUE OF THE TWENTIETH ANNUAL GENERAL MEETING**



### **DELHI AIRPORT TO THE MEETING VENUE**

The detailed route map to reach to the venue could also be viewed from the web link:

[https://www.google.com/maps/dir/Indira+Gandhi+International+Airport+\(DEL\),+New+Delhi,+Delhi/Shell+India,+Level+9A,+Two+Horizon+Center,+Golf+Course+Rd,+DLF+Phase+5,+Sector+43,+Gurgaon,+Haryana+122002/@28.5065836,77.0627796,12z/data=!3m1!4b1!4m13!4m12!1m5!1m1!1s0x390d1b85fc2a2d89:0xbef376182c43ed9d!2m2!1d77.0999578!2d28.5561624!1m5!1m1!1s0x390d18b60222e2d9:0xe45cc25495775724!2m2!1d77.096259!2d28.4510385](https://www.google.com/maps/dir/Indira+Gandhi+International+Airport+(DEL),+New+Delhi,+Delhi/Shell+India,+Level+9A,+Two+Horizon+Center,+Golf+Course+Rd,+DLF+Phase+5,+Sector+43,+Gurgaon,+Haryana+122002/@28.5065836,77.0627796,12z/data=!3m1!4b1!4m13!4m12!1m5!1m1!1s0x390d1b85fc2a2d89:0xbef376182c43ed9d!2m2!1d77.0999578!2d28.5561624!1m5!1m1!1s0x390d18b60222e2d9:0xe45cc25495775724!2m2!1d77.096259!2d28.4510385)

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**ATTENDANCE SLIP**

**SHELL INDIA MARKETS PRIVATE LIMITED**  
**Twentieth 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 Twentieth Annual General Meeting of Shell India Markets Private Limited held on Thursday, 19 September 2024 at 02.00 P.M. at Level 9A, Two Horizon Center, Golf Course Rd, DLF Phase 5, Sector 43, Gurugram – 122002, Haryana, India.

**Name of the Authorized Representative in BLOCK letters** : \_\_\_\_\_

**Signature of the Representative of the Registered Shareholder** : \_\_\_\_\_

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