NOTICE OF 6th ANNUAL GENERAL MEETING (AGM) OF INDIANOIL TOTAL PRIVATE LIMITED

NOTICE is hereby given that 6th Annual General Meeting (AGM) of the Members of **INDIANOIL TOTAL PRIVATE LIMITED (the "Company")** will be held on Monday, 21st September 2026 at 4:00 p.m. IST through Video Conferencing at the registered office of the Company located at 3rd Floor, Gala Impecca, Andheri Kurla Road, Mumbai - 400059 to transact the following business:-

ORDINARY BUSINESS:

1. **ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2025-26 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

   To consider and adopt the audited financial statements for the financial year ended 31st March 2026 and the Reports of the Directors and Auditors thereon, and if thought fit, pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2026, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended 31st March 2026, placed at the Annual General Meeting be and are hereby considered and adopted."

2. **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS.**

   To consider the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Reg. No. 001076N/N500013), as the Statutory Auditors of the Company for a term of five year and fix their remuneration and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Walker Chandiok & Co LLP, Chartered Accountants (Firm Reg. No. 001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Company for a period of five years, to hold office until the conclusion of the 11th (Eleventh) Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket

IndianOil Total Private Limited
(Joint venture of IndianOil and TotalEnergies Marketing Services)
CIN: U23209MH2020PTC347367.
3rd Floor, Gala Impecca, Andheri Kurla Road,
Mumbai, Maharashtra – 400059 India.
Tel: +91 22 6907 7400

expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

3. RATIFICATION OF THE REMUNERATION OF THE COST AUDITOR IN TERMS OF SECTION 148 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (AUDIT AND AUDITORS) RULES, 2014

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

"**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of INR 98,000 /- (Indian Rupees Ninety Eight Thousand only) excluding applicable taxes and out of pocket expenses at actuals as approved by the Board of Directors of the Company to be paid to M/s. Joshi Apte & Associates, Cost Accountants, (Firm Registration Number 00240) for conducting the Cost Audit of the Company for the financial year ending 31st March 2027, be and is hereby ratified."

4. TO CONSIDER AND APPROVE AVAILING OF TERM LOAN FACILITY

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

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, and the rules made thereunder, and the Joint Venture Agreement, the consent of the Members of the Company be and is hereby accorded for availment of an additional Term Loan facility of INR 100,00,00,000/- (Indian Rupees One Hundred Crores only) on such terms and conditions as may be approved by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such other acts, deeds, matters and things necessary as may be required and incidental to give effect to this Resolution."

IndianOil Total Private Limited
(Joint venture of IndianOil and TotalEnergies Marketing Services)
CIN: U23209MH2020PTC347367.
3rd Floor, Gala Impecca, Andheri Kurla Road,
Mumbai, Maharashtra – 400059 India.
Tel: +91 22 6907 7400

5. TO CONSIDER AND APPROVE AVAILING OF ADDITIONAL CASH CREDIT FACILITY.

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

"**RESOLVED THAT** pursuant to the provisions of the Joint Venture Agreement and provisions of Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to avail an additional Cash Credit Facility of INR 100,00,00,000/- (Indian Rupees One Hundred Crores only) on such terms and conditions as may be approved by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such other acts, deeds, matters and things necessary as may be required and incidental to give effect to this Resolution."

By the Order of the Board of Directors

Ajmani

INDIANOIL TOTAL PRIVATE LIMITED Mumbai

SIMRAN AJMANI
COMPANY SECRETARY
MEMBERSHIP NO. - A51914
PLACE : MUMBAI
DATE : 27th August 2026

IndianOil Total Private Limited
(Joint venture of IndianOil and TotalEnergies Marketing Services)
CIN: U23209MH2020PTC347367.
3rd Floor, Gala Impecca, Andheri Kurla Road,
Mumbai, Maharashtra – 400059 India.
Tel: +91 22 6907 7400

IndianOil TotalEnergies

NOTES:

1. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA), Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing (VC) Facility, without the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Members will be able to attend the AGM through VC by clicking on the link which shall be communicated vide a separate email.

3. Pursuant to the provisions of the Companies Act 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Body Corporate Members intending their authorised representatives to attend the Meeting through VC are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting/ to lodge a valid authorization via scanned copy in pursuance of Section 113 of the Companies Act, 2013, to the designated email id simran.ajmani@itpl.net .

5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of AGM.

6. In compliance with the MCA Circulars, Notice of the AGM along with the Explanatory Statement is being sent only through electronic mode to the Members.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

IndianOil Total Private Limited
(Joint venture of IndianOil and TotalEnergies Marketing Services)
CIN: U23209MH2020PTC347367.
3rd Floor, Gala Impecca, Andheri Kurla Road,
Mumbai, Maharashtra – 400059 India.
Tel: +91 22 6907 7400

ITPL

8. Since the AGM will be held through VC, the Attendance Slip and Route Map are not annexed to this Notice.

9. The voting may be conducted by Show of Hands unless a demand for Poll is demanded in accordance with Section 109 of the Act. Where a Poll is demanded, Shareholders shall cast their vote on the resolution only by sending emails to simran.ajmani@itpl.net.

EXPLANATORY STATEMENT TO THE NOTICE OF ANNUAL GENERAL MEETING

A statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is attached herewith the Notice.

ITEM NO.3

The Board of Directors at its meeting held on 23rd July 2026 approved the appointment and remuneration of M/s. Joshi Apte & Associates, Cost Accountants, (Firm Registration Number 00240), to conduct the audit of the Cost records pertaining to relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time for the financial year ending 31st March 2027, at a remuneration of INR 98,000 /- (Indian Rupees Ninety Eight Thousand only) plus applicable taxes, out of pocket and travelling expenses at actual.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read along with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 made thereunder, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the financial year ending 31st March 2027, by way of an Ordinary resolution is being sought from the Members as set out in the Item No.3 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Item No. 3 of the Notice.

In terms of the provisions of the Companies Act, 2013, the consent of the Members of the Company by way of an Ordinary resolution is required for this item. Your Directors recommend the passing of this resolution by way of an Ordinary resolution.

IndianOil Total Private Limited
(Joint venture of IndianOil and TotalEnergies Marketing Services)
CIN: U23209MH2020PTC347367.
3rd Floor, Gala Impecca, Andheri Kurla Road,
Mumbai, Maharashtra – 400059 India.
Tel: +91 22 6907 7400

IndianOil TotalEnergies

ITEM NO.4

Pursuant to the provisions of the Joint Venture Agreement and Shareholder reserved matters contained in the Agreement, Members' approval is required for availing borrowings, in each case which is not in accordance with the Annual Budget and in excess of INR 20,00,00,000 (Indian Rupees Twenty Crore Only).

The Board of Directors in their meeting held on 23rd July 2026 had accorded their in-principle approval for availing an additional Term Loan facility of INR 100,00,00,000/- (Indian Rupees One Hundred Crore only).

In view of the above, approval of the Members of the Company is sought for availing an additional Term Loan facility of INR 100,00,00,000/- (Indian Rupees One Hundred Crore only).

None of the Directors, Key Managerial Persons or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

In terms of the provisions of the Companies Act, 2013, Articles of Association of the Company, the Joint Venture Agreement and the shareholders reserved matters, the consent of the Members of the Company by way of an Ordinary resolution is required for this item. Your Directors recommend the passing of this resolution by way of an Ordinary resolution.

ITEM NO. 5

Pursuant to the provisions of the Joint Venture Agreement and Shareholder reserved matters contained in the Agreement, Members' approval is required for availing borrowings, in each case which is not in accordance with the Annual Budget and in excess of INR 20,00,00,000 (Indian Rupees Twenty Crore Only).

The Board of Directors in their meeting held on 23rd July 2026 had accorded their in-principle approval availing an additional Cash Credit Facility of INR 100,00,00,000 (Indian Rupees One Hundred Crore Only).

In view of the above, approval of the Members of the Company is sought for availing additional Credit Facility of INR 100,00,00,000 (Indian Rupees One Hundred Crore Only)

IndianOil Total Private Limited
(Joint venture of IndianOil and TotalEnergies Marketing Services)
CIN: U23209MH2020PTC347367.
3rd Floor, Gala Impecca, Andheri Kurla Road,
Mumbai, Maharashtra – 400059 India.
Tel: +91 22 6907 7400

None of the Directors, Key Managerial Persons or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

In terms of the provisions of the Companies Act, 2013 and Joint Venture Agreement, the consent of the Members of the Company by way of an Ordinary resolution is required for this item. Your Directors recommend the passing of this resolution by way of an Ordinary resolution.

By the Order of the Board of Directors

Ajmani

INDIANOIL TOTAL PRIVATE LIMITED
Mumbai

SIMRAN AJMANI
COMPANY SECRETARY
MEMBERSHIP NO. - A51914
PLACE : MUMBAI
DATE : 27th August 2026

IndianOil Total Private Limited
(Joint venture of IndianOil and TotalEnergies Marketing Services)
CIN: U23209MH2020PTC347367.
3rd Floor, Gala Impecca, Andheri Kurla Road,
Mumbai, Maharashtra – 400059 India.
Tel: +91 22 6907 7400

इंडियनऑयल IndianOil TotalEnergies