



TOTAL OIL INDIA PRIVATE LIMITED

NOTICE

Shorter Notice is hereby given that the 25th Annual General Meeting of Total Oil India Private Limited (CIN:U23203MH1996PTC194631) will be held at the Registered Office of the Company at 3rd Floor, The Leela Galleria, Andheri-Kurla Road, Andheri (E), Mumbai – 400059 on Wednesday, 2nd June, 2021 at 1:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve, and adopt the Audited Balance Sheet as at 31st December, 2020 and the Profit and Loss Account for the year ended on that date together with the Reports of the Auditor's thereon and Director's Report.
2. To consider Interim dividends paid during the Financial Year 2020 as Final Dividend and pass the following resolution as Ordinary Resolution:

“RESOLVED THAT the interim dividends for Rs. 60.840753/- and Rs. 19.448129/- for every equity share of Rs.10/- each per share respectively, paid to the Shareholders for the Financial Year ended 31st December, 2020, as approved by the Board at its meeting held on 29th June, 2020 and 14th December, 2020 respectively, be and is hereby noted and confirmed.

RESOLVED FURTHER THAT no final dividend be declared for the Financial Year 2020 and the Interim dividends declared and paid during the Financial Year 2020 be treated as final dividend for the Financial Year 2020.”

3. To appoint a Director in place of Ms. Christine Richard (DIN: 08258016) who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. Remuneration to the Cost Auditor for the Financial Year 2021.

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



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“RESOLVED THAT remuneration of Rs. 5,00,000/- (Rupees Five Lakh Only) plus Goods & Service Tax for the Financial Year 2021 be paid to M/s. Joshi Apte & Associates, (Firm Registration No. 00240) Cost Accountants as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Regularization of Mr. Syed Shakilur Rahman (DIN: 08941367) as a Director.

To consider and if though fit to pass with or without modification, if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Syed Shakilur Rahman (DIN: 08941367) who was appointed as an Additional Director of the Company with effect from 02.11.2020, subject to Shareholders’ approval at the Annual General Meeting and whose term of office expires at this Annual General Meeting be and is hereby appointed as a Director.”

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
TOTAL OIL INDIA PRIVATE LIMITED

ALEXIS THELEMAQUE
CHAIRMAN AND MANAGING DIRECTOR
DIN: 08563003

Place : Mumbai
Date: 02.06.2021



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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ANYTIME BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING OF THE COMPANY
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business as set out above is annexed hereto.
3. Format of attendance slips, and proxy form is enclosed herewith.
4. Since, this annual general meeting is being held at a shorter notice, therefore all the members of the Company have already granted their respective consent for the same.
5. Corporate Members intending to send their authorized representative(s) to attend the annual general meeting are requested to send to the Company, a certified true copy of the relevant board resolution together with the specimen signature(s) of the representative(s) authorized under the said board resolution to attend and vote on their behalf at the annual general meeting.
6. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
7. Documents and other statutory registers/records as required in terms of applicable provisions of the Companies Act, 2013 read with rules framed thereunder and applicable secretarial standard on General Meeting shall be available for inspection at the registered office of the Company during the normal business hours on all working days upto the date of annual general meeting and also at the annual general meeting.
8. Route map to the venue of Annual General Meeting is annexed hereto.



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Annexure to Notice
Statement pursuant to Section 102 of the Companies Act 2013

ITEM NO. 4

The Board has approved the appointment of M/s. Joshi Apte & Associates (Firm Registration No: 00240) as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the Financial Year 2021, at a remuneration of Rs. 5,00,000/- plus Goods & Service Tax as applicable.

M/s. Joshi Apte & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditor of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year(s) under the provisions of the Companies Act, 2013.

In accordance with the provisions of the Companies Act, 2013 the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 4 of the notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2021.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying notice for ratification by the Members of the Company.

None of the Directors of your Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution.

ITEM NO. 5

Mr. Syed Shakilur Rahman (DIN: 08941367) was appointed as an Additional Director and Whole Time Director (Lubes Division) by the Board of Directors with effect from 2nd November, 2020 respectively. As per the provisions of Section 161 of the Companies Act, 2013, the term of office of Mr. Syed Shakilur Rahman as an Additional Director of the Company is up to the date of this Annual General Meeting of the Company.



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The Board considers that Mr. Syed Shakilur Rahman's association would be of immense benefit to the Company and is desirable that the Company should continue to avail his services as Director.

The Board recommends Ordinary Resolution set out at item No. 5 of the accompanying notice for approval by the Members of the Company.

None of the Directors of your Company and their relatives except Mr. Syed Shakilur Rahman, being an appointee, is concerned or interested, financially or otherwise, in the resolution.

By order of the Board of Directors
TOTAL OIL INDIA PRIVATE LIMITED

ALEXIS THELEMAQUE
CHAIRMAN AND MANAGING DIRECTOR
DIN: 08563003

Place: Mumbai
Date: 02.06.2021



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ATTENDANCE SLIP

Please fill attendance slip and hand it over at the meeting place.

Joint Shareholders may submit additional slip at the venue of the meeting

Registered Folio No.	
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Name and address of the Shareholder:

No. of shares(s) held:.....

I hereby record my presence at the 25th Annual General Meeting of the Company on Wednesday, 2nd June, 2021 at 3rd Floor, The Leela Galleria, Andheri Kurla Road, Andheri (East), Mumbai 400 059 at 1:00 p.m.

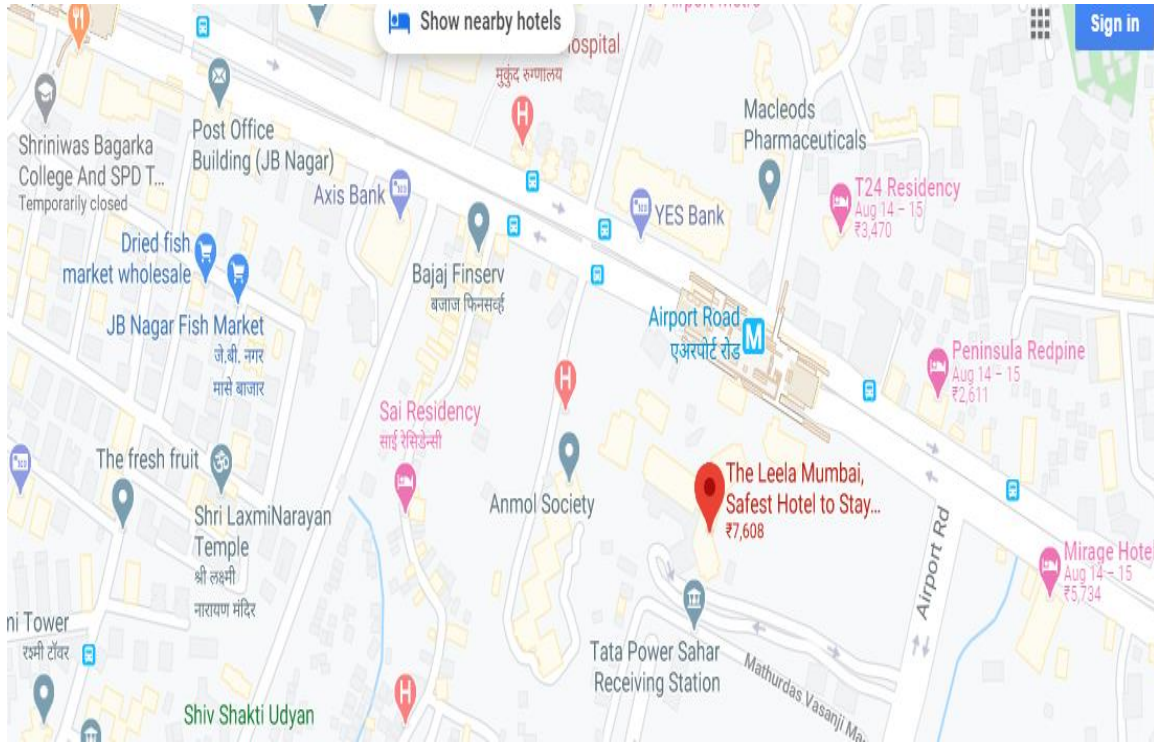
Signature of the Shareholder or Proxy



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ROUTE MAP OF THE VENUE OF ANNUAL GENERAL MEETING OF TOTAL OIL INDIA PRIVATE LIMITED



Regd. Office : Total Oil India Private Limited (Corporate Identity No. U23203MH1996PTC194631)
3rd Floor, The Leela Galleria, Andheri-Kurla Road, Andheri (E), Mumbai-400 059, India.
Tel : + 91 (0) 22 6723 2500 **Fax:** + 91 (0) 22 6723 2600
Website : www.total.co.in has a new look! Do visit us



TOTAL OIL INDIA PRIVATE LIMITED

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company : TOTAL OIL INDIA PRIVATE LIMITED
CIN : U23203MH1996PTC194631
Registered office : 3rd Floor, The Leela Galleria, Andheri - Kurla Road,
Andheri (E), Mumbai 400 059
Phone : 022-67232500
Fax : 022-67232600
Website : www.total.co.in
E-mail : bhagwanchand.rajput@total.com

Name of the Member(s) :

Registered Address :

Registered Folio No/ Client Id :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address:

E-mail Id:

Signature :....., or failing him

2. Name :

Address:

E-mail Id:

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:.....



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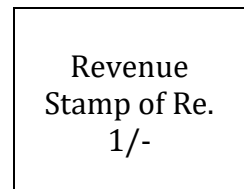
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, 2nd June, 2021 at 1:00 p.m. at 3rd Floor, The Leela Galleria, Andheri - Kurla Road, Andheri (East), Mumbai 400059 or at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution No.	Description	Type of Resolution
Ordinary Business			
1	1	Adoption of audited financial statements, auditors report and Directors Report for the year ended 31 st December 2020.	Ordinary
2	2	To consider Interim dividend paid during the Financial Year 2020 as Final Dividend.	Ordinary
3	3	Re-appointment of Ms. Christine Richard (DIN: 08258016) as Director, who retires by rotation.	Ordinary
Special Business			
4	4	To approve the remuneration of the Cost Auditors for the Financial Year 2021.	Ordinary
5	5	To regularize appoint of Mr. Syed Shakilur Rahman (DIN: 08941367) as Director.	Ordinary

Signed this _____

Signature of the Shareholder

Signature of the Proxy holder(s)



Affix Revenue Stamp