



DELHI AVIATION FUEL FACILITY PRIVATE LIMITED

(Joint Venture of IOCL, BPCL & DIAL)

Regd. Office: Aviation Fuelling Station, Shahbad Mohammad Pur, IGI Airport, New Delhi - 110 061, India

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of DELHI AVIATION FUEL FACILITY PRIVATE LIMITED ("the Company") will be held on Thursday, 22nd day of December, 2022 at 12:30 Hours (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at Registered Office of the Company at Aviation Fuelling Station, Shahbad Mohammad Pur, New Delhi - 110061, India in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circulars No. 3/2022 dated 5th May, 2022 to transact the following business:

SPECIAL BUSINESS:

Item No. 1 – ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution**:

A. To amend the title of Clause III (A) and (B) of the Object clause:

"RESOLVED THAT pursuant to the Table A of Schedule I of the Companies Act, 2013, the title of Clause III (A) of the Object clause that is '*Main Objects of the Company:*' of the Memorandum of Association be and is hereby replaced with the title '**The objects to be pursued by the Company:**' subject to approval of the competent authorities."

"RESOLVED FURTHER THAT pursuant to the Table A of Schedule I of the Companies Act, 2013, the title of Clause III (B) of the Object clause that is '*Objects incidental or ancillary to the main objects:*' of the Memorandum of Association be and is hereby replaced with the title '**Matters which are necessary for furtherance of the object specified in Clause III (A):**' subject to approval of the competent authorities."

B. To delete Clause III (C) Other Object clause:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactments thereof) and pursuant to the Table A of Schedule I of the Companies Act, 2013, and subject to necessary approval(s) of the competent authorities, the Other Object clause of the Memorandum of Association of the Company be removed by completely deleting the Clause III (C)."

C. To amend the language of Clause IV (Liability clause)

"RESOLVED FURTHER THAT pursuant to the Table A of Schedule I of the Companies Act, 2013, addition of the phrase "*and this liability is limited to the amount unpaid, if any, on the shares held by them*" immediately after the existing phrase "*The Liability of the members of the Company is limited,*" in Clause IV Liability clause of the Memorandum of Association be and is hereby approved subject to approval of the competent authorities and the same shall read as,

The Liability of the members of the Company is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

D. To alter Articles of Association.:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules thereunder (including any amendment thereto or re-enactments thereof) subject to approval of the competent authorities, the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by replacing the existing set of Articles of Association with a new set of Articles of Association as per Table F of Schedule I of the Companies Act 2013.”

“RESOLVED FURTHER THAT Mr. Soumyabrata Bhattacharya, Company Secretary, be and is hereby authorized to sign and file requisite e-Forms and such other documents as may be required, with the appropriate authority within such time and period as may be prescribed and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to these resolutions.”

29th November 2022

By Order of the Board of Directors
For **DELHI AVIATION FUEL FACILITY (P) LIMITED**

Registered Office:

Aviation Fuelling Station,
Shahbad Mohammad Pur,
Indira Gandhi International Airport,
New Delhi - 110061
CIN: U74999DL2009PTC193079

Sd/-
S. Bhattacharya
Company Secretary
Membership No. ACS 26198

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) with respect to the special business to be transacted at the Extra-ordinary General Meeting (EGM) is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circulars No. 3/2022 dated 5th May, 2022 read with General Circular No. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 and other relevant circulars (collectively referred to as "MCA Circulars") permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the EGM of the Company is being held through VC / OAVM.
3. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote. The said Resolution/Authorization shall be sent by email through its registered email address to **secretarial@daffpl.in**.
5. The Register of Directors and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, will be available for inspection by the members at the EGM.
6. Members may also note that the Notice of EGM will be available on the Company's website, **www.daffpl.in**. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days up to and including the date of the EGM and also at the Meeting.
7. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1 – ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

Background:

The Memorandum of Association (MoA) and Articles of Association (AoA) of the Company were drafted in 2009 in accordance with the format prescribed under Companies Act, 1956 at the time of incorporation.

Later on, new format of MoA & AoA was prescribed by the Companies Act 2013. The MoA & AoA of the Company were not altered as per new format. Pursuant to recommendation of the Secretarial Auditor, Board of Directors advised Management to alter the Memorandum of Association and Articles of Association in accordance with the new format prescribed under the Companies Act, 2013.

Company engaged M/s. SAS & Associates, Practicing Company Secretaries for the assignment. After a detailed study of the MoA & AoA, only the basic changes of the format and reference of sections of the Act have been proposed to the existing MoA & AoA in corroboration with the new Companies Act 2013 and Shareholders' Agreement entered by IOCL, BPCL & DIAL.

The following alterations in the Memorandum of Association were proposed:

Existing MoA	Proposed Alterations
I. Name clause	No Change proposed
II. Registered Office Clause	No Change proposed
III (A). Main Object Clause	No changes in objects per se. Only change in the heading/title is proposed as follows: III (A). <u>"The objects to be pursued by the Company"</u> instead of <i>"Main Objects of the Company"</i>
III (B). Objects incidental or ancillary to the main object	No changes in objects per se. Only change in the heading/title is proposed as follows: III (B). <u>"Matters which are necessary for furtherance of the object specified in Clause III (A)"</u> instead of <i>"Objects incidental or ancillary to the main objects:"</i>
III (C). Other objects	<i>Other object is proposed to be deleted</i>
IV. Liability clause The Liability of the members of the Company is limited.	Only addition of underlined phrase in the language is proposed as follows: The Liability of the members of the Company is limited, <u>and this liability is limited to the amount unpaid, if any, on the shares held by them.</u>
V. Authorised Capital clause	No change proposed

The following alterations in the Articles of Association were proposed:

- Replacing the sections as per Companies Act 1956 referred in the existing Articles with the corresponding and relevant sections of Companies Act 2013.
- **Correction in the serial number:** After Article 58 (General Powers of Board) the next article (Remuneration of the Directors) has been proposed to be numbered as 58A since both the articles were given serial no. 58 in the existing AoA.
- **Article 74 Manner of Service Notice:** Inserted the phrase "or by email at his registered email address" in Article 74 Manner of Service of Notice. This incorporation is in accordance with the Shareholders' Agreement.
- **Article 75 Service of Documents and Notices:** Replaced the phrase *"in manner as prescribed in Section 170 of the Act"* with "in manner as prescribed in the Act, 2013."

Post approval of the Board of Directors, written consent of the lending institutions has also been obtained by the Company. As per the statutory procedure the changes of MoA & AoA may be approved by the shareholders of the Company in a general meeting through Special Resolution. The draft of the amended Memorandum & Articles of Associations (with highlighted amendments) are attached for reference.

The Board recommends the **Special Resolution** set out at **Item No. 1** of the Notice for approval of the Members.

29th November 2022

Registered Office:

Aviation Fuelling Station,
Shahbad Mohammad Pur,
Indira Gandhi International Airport,
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CIN: U74999DL2009PTC193079

By Order of the Board of Directors
For **DELHI AVIATION FUEL FACILITY (P) LIMITED**

Sd/-
S. Bhattacharya
Company Secretary
Membership No. ACS 26198