

AGM NOTICE

NOTICE is hereby given that the 17th (Seventeenth) Annual General Meeting of the Members of Mumbai Aviation Fuel Farm Facility Private Limited will be held on Wednesday, 16th September 2026 at 12:30 pm at the Registered Office of the Company at MAFFFL Santacruz Fuel Farm, Domestic Airport, Next to VIP Gate No. 9, Santacruz East, Mumbai – 400099 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors, the Statutory Auditor and the Comments of the Comptroller & Auditor General of India, if any thereon.
2. To confirm and ratify the payment of Interim Dividend of Rs. 7.30/- per equity share (paid Rs. 2.10 per share (first interim) and Rs. 5.20 per share (second interim) of face value of Rs. 10/- each for the financial year ended 31st March, 2026.
3. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2026-27 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to consider and, if thought fit, to pass the following Resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2026-27, as may be deemed fit by the Board.”

SPECIAL BUSINESS:

4. To appoint Mr. Sibi Mathew Thazhathel (DIN-11574218), Nominee of M/s Hindustan Petroleum Corporation Limited as a Nominee Director on the Board of the Company.

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 the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to Articles of Association of the Company, Mr. Sibi Mathew Thazhathel (DIN-11574218), a nominee of M/s Hindustan Petroleum Corporation Limited (shareholder), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st March 2026 pursuant to the provisions of section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director (Non-Executive Director) of the Company.”

5. To appoint Mr. Abhishek Trivedi (DIN - 11705528), Nominee of M/s Hindustan Petroleum Corporation Limited as a Nominee Director on the Board of the Company.

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 the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to Articles of Association of the Company, Mr. Abhishek Trivedi (DIN - 11705528), a nominee of M/s Hindustan Petroleum Corporation Limited (shareholder), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th May 2026 pursuant to the provisions of section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director (Non-Executive Director) of the Company.”

6. To appoint Mr. Deepak Ojha (DIN - 11766648), Nominee of Mumbai International Airport Limited as a Nominee Director on the Board of the Company.

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 the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or

re-enactment thereof for the time being in force) and subject to Articles of Association of the Company, Mr. Deepak Ojha (DIN - 11766648), a nominee of Mumbai International Airport Limited (shareholder), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th June 2026 pursuant to the provisions of section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director (Non-Executive Director) of the Company."

7. Approval of remuneration of the Cost Auditor for the Financial Year ending March 31, 2027.

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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N. Ritesh & Associates, Cost Accountants, (FRN: R100675) appointed by the Board of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027, at the remuneration of Rs. 30,000/- including taxes be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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

Devendra Singh Varma
Company Secretary
Membership No. F-7372

Place: Mumbai
Date: 20th August 2026

Registered Office:
MAFFFL Santacruz Fuel Farm, Domestic Airport,
Next to VIP Gate No. 9, Santacruz East,
Mumbai – 400099. Tel.: 022- 35014200
E-mail: cs@mafffl.in Website: www.mafffl.in
CIN: U63000MH2010PTC200463

Notes:

- I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to section 105 of the Companies Act, 2013 and rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.
- II. Wherein member(s) are body corporate (viz companies etc.) authorization is to be done by the Board of that body corporate in favour of any person as per the provisions of section 113 of the Companies Act, 2013, who shall act as the representative of that body corporate and shall have same right and powers on behalf of body corporate as if it were an individual. **The authorized representative shall send the certified true copy of the resolution at the registered office of the company to reach before the date of Annual General Meeting.**
- III. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. Proxy in prescribed Form No. MGT-11, is enclosed with the Notice.
- IV. A proxy shall not have a right to speak at the AGM and shall not be entitle to vote except on a poll.
- V. The attendance at the Meeting will be regulated through the Attendance Slip and the same will be verified with the records maintained with the Company. Members who hold shares in dematerialized form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the Attendance Slip to facilitate their identification at the Meeting.

- VI. An Explanatory Statement pursuant to the section 102 of the Companies Act, 2013 with respect to the item nos. 4 to 7 of the notice set out above is annexed hereto.
- VII. In accordance with the provisions of Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, details of all the Directors appointed/re-appointed in this Meeting are provided in the Annexure to the Notice.
- VIII. All the documents referred to in accompanying notice are available at the Registered Office of the Company during office hours on all days except Saturday, Sunday and public holiday up to the date of this General Meeting.
- IX. The Company, pursuant to rule 18 of the Companies (Management and Administration) Rules, 2014, provides an opportunity to all shareholders to register their email ids or any changes thereof. A format has been appended herewith regarding the same. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs
- X. The Company's shares have been admitted for dematerialization vide ISIN No. INE850L01017.
- XI. Member desiring any information relating to the financial statements of the Company are requested to write to the Company at the earliest, so as to enable us to keep the information ready at the AGM.
- XII. The Members may write to the Company Secretary at the Registered Office for conveying their grievances, if any, at registered office addresses of the Company.
- XIII. A route map enclosed with the notice forms the part of the notice

STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Appointment of Mr. Sibi Mathew Thazhathel (DIN-11574218), Nominee of M/s Hindustan Petroleum Corporation Limited as a Nominee Director on the Board of the Company.

Mr. Sibi Mathew Thazhathel (DIN-11574218), was appointed as an Additional Director of the

Company with effect from 1st March 2026, as per the nomination received from M/s Hindustan Petroleum Corporation Limited, (herein after referred as HPCL) pursuant to the Shareholders Agreement dated March 6, 2014. As per the provisions of section 161 of the Companies Act, 2013 read with article 34 of the Articles of Association of the Company, Mr. Mathew continues to hold office as a Director up to the date of the ensuing Annual General Meeting.

Mr. Mathew aged 57 years holds B.Tech and MBA. He is a senior oil & gas leader with over 30 years' experience spanning aviation fuel operations, LPG business, infrastructure development, and corporate strategy. Joining HPCL in 1993, he has held pivotal roles in aviation fuel, LPG sales, and corporate planning. He spearheaded facility design, quality frameworks, and net zero strategy. Currently Executive Director – Aviation SBU HPCL, he drives infrastructure expansion, operational excellence, and long-term growth. His details containing brief resume, age, qualifications, expertise etc. is annexed herewith.

The Board recommends this resolution as an ordinary resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sibi Mathew Thazhathel are, in any way, concerned or interested financially or otherwise in this resolution.

ITEM NO. 5

Appointment of Mr. Abhishek Trivedi (DIN - 11705528), Nominee of M/s Hindustan Petroleum Corporation Limited as a Nominee Director on the Board of the Company.

Mr. Abhishek Trivedi (DIN - 11705528), was appointed as an Additional Director of the Company with effect from 8th May 2026, as per the nomination received from M/s Hindustan Petroleum Corporation Limited, (herein after referred as HPCL) pursuant to the Shareholders Agreement dated March 6, 2014. As per the provisions of section 161 of the Companies Act, 2013 read with article 34 of the Articles of Association of the Company, Mr. Abhishek Trivedi continues to hold office as a Director up to the date of the ensuing Annual General Meeting.

Mr. Abhishek Trivedi aged 57 years is Graduate in Mechanical Engineering from NIT Bhopal. He brings over 34 years of distinguished service with HPCL,

contributing across refining domains including maintenance, digitalisation, inspection, and projects. He has led execution of nationally significant projects exceeding Rs. 1 lakh crore, notably the Rs. 79,000-crore Rajasthan Refinery and Rs. 31,000-crore Vizag Refinery Modernisation. Currently, as Head of HPCL's flagship 15 MMTPA Visakh Refinery on the East Coast. His details containing brief resume, age, qualifications, expertise etc. is annexed herewith.

The Board recommends this resolution as an ordinary resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Abhishek Trivedi are, in any way, concerned or interested financially or otherwise in this resolution.

ITEM NO. 6

Appointment of Mr. Deepak Ojha (DIN - 11766648), Nominee of M/s Mumbai International Airport Limited, as a Nominee Director on the Board of the Company.

Mr. Deepak Ojha (DIN - 11766648), was appointed as an Additional Director of the Company with effect from 13th June 2026, as per the nomination received from M/s Mumbai International Airport Limited, (herein after referred as MIAL) pursuant to the Shareholders Agreement dated March 6, 2014. As per the provisions of section 161 of the Companies Act, 2013 read with article 34 of the Articles of Association of the Company, Mr. Deepak Ojha continues to hold office as a Director up to the date of the ensuing Annual General Meeting.

Mr. Deepak Ojha aged 42 years is a Chartered Accountant and a Company Secretary with 19 years of diverse experience across finance, assurance, and leadership. His career spans manufacturing, metals and mining, Aviation, financial controlling, internal audit, risk management, process improvement, and strategic planning. He is currently serving as Chief Financial Officer of Mumbai International Airport Limited Since July 2025. Previously, at ArcelorMittal Nippon Steel, he drove budgeting, forecasting, cost optimization, and technology adoption in Financial Planning and Analysis. At Vedanta, he played a pivotal role in reviving an acquired steel company, while serving as CFO – Operations. His details containing brief resume, age, qualifications,

expertise etc. is annexed herewith.

The Board recommends this resolution as an ordinary resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Deepak Ojha are, in any way, concerned or interested financially or otherwise in this resolution.

ITEM NO. 7

Approval of remuneration of the Cost Auditor for the Financial Year ending March 31, 2027.

The Board has approved the appointment of M/s N. Ritesh & Associates, Cost Auditor (FRN: R100675) at remuneration of Rs. 30,000/- including taxes to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, approval of Members is sought.

The Board recommends this resolution as an ordinary resolution for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

Devendra Singh Varma
Company Secretary
Membership No. F-7372

Place: Mumbai
Date: 20th August 2026

Registered Office:
MAFFFL Santacruz Fuel Farm, Domestic Airport,
Next to VIP Gate No. 9, Santacruz East,
Mumbai – 400099. Tel.: 022- 35014200
E-mail: cs@mafffl.in Website: www.mafffl.in
CIN: U63000MH2010PTC200463

Annexure - Details of Director seeking appointment/ re-appointment at the Annual General Meeting Pursuant to the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India: -

Name of the proposed Director	Mr. Sibi Mathew Thazhathel (DIN-11574218)
Age	57 Years
Qualifications	B. Tech, MBA
Experience (including expertise in specific functional area) and Brief Resume	Mr. Sibi Mathew is a senior oil & gas professional with over 30 years of experience in aviation fuel operations, LPG business, infrastructure development, and corporate strategy. He joined HPCL in 1993 has built a diverse leadership career across operational and strategic domains. He has an experience of over 20 years in Aviation fuel business holding key positions such as location In-Charge, Engineering Head, business development etc. He also played a key role in the design and establishment of new aviation service facilities, strengthened quality control frameworks aligned with international standards, and drove asset planning initiatives in line with India's rapidly growing aviation sector. He subsequently handled LPG Projects and served as Regional Manager – LPG Sales, contributing to infrastructure expansion, strengthening supply chain efficiency, enhancing distributor network effectiveness, and driving regional business growth. As Chief General Manager Corporate strategy, Mr Mathew played a pivotal role in long-term strategic planning and developing the net zero plans of HPCL. He also contributed to the formulation of medium- and long-term strategy at corporate level aligning growth focus and sustainable EBITDA enhancement. Currently, as Executive Director – Aviation SBU, he is steering HPCL's aviation fuel business with focus on infrastructure expansion, operational excellence, business growth and long-term value creation.
Terms and Conditions of appointment /Re - appointment	Pursuant to the provisions of the Companies Act, 2013, Articles of Association of the Company and Shareholders Agreement dated March 6, 2014, Mr. Sibi Mathew Thazhathel (DIN-11574218), a nominee of M/s Hindustan Petroleum Corporation Limited (shareholder), is proposed to be appointed as a Nominee Director (Non-Executive Director) of the Company.
Remuneration last drawn (including sitting fees, if any)	NIL
Date of first appointment on the Board	1 st March 2026
Shareholding in the Company	NIL

Relationship with other Directors / Key Management Personnel	NIL
Number of Meetings of the Board attended during the Financial Year (2025-26)	Not Applicable
Directorship of other Boards	NIL
Membership / Chairman of Committees of other Boards	NIL

Name of the proposed Director	Mr. Abhishek Trivedi (DIN - 11705528)
Age	57 Years
Qualifications	Graduate in Mechanical Engineering from NIT Bhopal.
Experience (including expertise in specific functional area) and Brief Resume	Mr. Abhishek Trivedi brings with him an impressive professional experience of over 34 years with HPCL. Over the course of his illustrious career, he has contributed extensively across diverse domains of Refining such as Maintenance, Digitalisation, Inspection, and Projects. He has played a key role in executing several large-scale projects of national importance, cumulatively valued at over Rs. One lac crore. Notably, these include the prestigious Rajasthan Refinery Project, valued at Rs. 79000 crores, and the Vizag Refinery Modernisation Project, valued at Rs. 31000 crores. Currently, Mr. Trivedi is heading the HPCL's flagship 15 MMTPA Visakh Refinery at the East Coast.
Terms and Conditions of appointment / Re - appointment	Pursuant to the provisions of the Companies Act, 2013, Articles of Association of the Company and Shareholders Agreement dated March 6, 2014, Mr. Abhishek Trivedi (DIN-11705528), a nominee of M/s Hindustan Petroleum Corporation Limited (shareholder), is proposed to be appointed as a Nominee Director (Non-Executive Director) of the Company.
Remuneration last drawn (including sitting fees, if any)	NIL
Date of first appointment on the Board	8 th May 2026
Shareholding in the Company	NIL
Relationship with other Directors / Key Management Personnel	NIL
Number of Meetings of the Board attended during the Financial Year (2025-26)	Not Applicable
Directorship of other Boards	NIL
Membership / Chairman of Committees of other Boards	NIL

Name of the proposed Director	Mr. Deepak Ojha (DIN - 11766648)
Age	42 Years
Qualifications	Chartered Accountant, Company Secretary
Experience (including expertise in specific functional area) and Brief Resume	Mr. Deepak Ojha brings 19 years of professional experience across finance, assurance, and leadership roles. His career spans manufacturing, metals and

	mining, financial and business controlling, internal audit and risk management, process improvement, and strategic planning before transitioning into the aviation sector. He is currently serving as Chief Financial Officer of Mumbai International Airport Limited since July 2025. Prior to joining MIAL, Deepak worked with ArcelorMittal Nippon Steel (AMNS / Essar Steel), a global leader in steel manufacturing. His responsibilities included preparing annual budgets, monthly forecasts, and variance analyses, as well as driving cost optimization and business synergies. He also advanced technology adoption in financial planning and analysis through AI, machine learning, and robotic process automation. Before AMNS, Deepak worked across various businesses of Vedanta Limited, a listed company in the metals and mining sector. He was part of a three-member finance team that led the revival of a steel company acquired through the NCLT process, while serving as CFO – Operations.
Terms and Conditions of appointment /Re - appointment	Pursuant to the provisions of the Companies Act, 2013, Articles of Association of the Company and Shareholders Agreement dated March 6, 2014, Mr. Deepak Ojha (DIN - 11766648), a nominee of M/s Mumbai International Airport Limited (shareholder), is proposed to be appointed as a Nominee Director (Non-Executive Director) of the Company.
Remuneration last drawn (including sitting fees, if any)	NIL
Date of first appointment on the Board	13 th June 2026
Shareholding in the Company	NIL
Relationship with other Directors / Key Management Personnel	NIL
Number of Meetings of the Board attended during the Financial Year (2025-26)	Not Applicable
Directorship of other Boards	NIL
Membership / Chairman of Committees of other Boards	NIL

By Order of the Board of Directors

Devendra Singh Varma
Company Secretary
Membership No. F-7372

Place: Mumbai

Date: 20th August 2026

Registered Office:

MAFFFL Santacruz Fuel Farm, Domestic Airport,
Next to VIP Gate No. 9, Santacruz East, Mumbai – 400099.
Tel.: 022- 35014200 E-mail: cs@mafffl.in Website: www.mafffl.in
CIN: U63000MH2010PTC200463

ATTENDANCE SLIP
(To be presented at the entrance)

Name	
Registered Address:	
Reg. Folio No. / DP id & Client id	

I/We hereby record my/our presence at the 17th Annual General Meeting of the Company held on Wednesday, 16th September 2026 at 12:30 pm at the Registered Office of the Company at MAFFFL Santacruz Fuel Farm, Domestic Airport, Next to VIP Gate No. 9, Santacruz East, Mumbai – 400099.

Member's / Proxy's Name in Block Letters

Member's/ Proxy's Signature

Note:

1. Member/ Proxy must bring the attendance slip to the meeting and hand it over, duly signed, at the registration counter.
2. The copy of notice may please be brought to the meeting hall.

FORM FOR REGISTRATION OF EMAIL ADDRESS, SPECIMEN SIGNATURE OR CHANGES, IF ANY

To,
Mumbai Aviation Fuel Farm Facility Private Limited
MAFFFL Santacruz Fuel Farm,
Domestic Airport, Next to VIP Gate No. 9,
Santacruz East,
Mumbai – 400 099.

Please register/change my email address given below in Company's records.

Name of Sole / First Holder: _____

Regd. Folio No./DP id & Client Id: _____

PAN No.: _____

E-mail Address: _____

Specimen Signature: _____

Date:

Place:

(Signature of Member)

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 Member(s)	
Registered Address:	
Email Id:	
Folio No. DP id & Client Id	

I/We, being a Member (s) of _____ Shares of the above named Company hereby appoint:

1. Name:E-mail Id:
Address:
.....Signature.....

Or failing him/her

2. Name:E-mail Id:
Address:
.....Signature.....

Or failing him/her

3. Name:E-mail Id:
Address:
.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company to be held on Wednesday, 16th September 2026 at 12:30 pm at the Registered Office of the Company at MAFFFL Santacruz Fuel Farm, Domestic Airport, Next to VIP Gate No. 9, Santacruz East, Mumbai – 400099, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
ORDINARY BUSINESS	
1	To consider and adopt the Financial Statement and the Reports of the Board and Auditor.
2	To consider and approve the remuneration of the Statutory Auditor.
3	To confirm and ratify the payment of Interim Dividend of Rs. 7.30/- per equity share (paid Rs. 2.10 per share (first interim) and Rs. 5.20 per share (second interim) of face value of Rs. 10/- each for the financial year ended 31 st March, 2026.
SPECIAL BUSINESS	
4	Appointment of Mr. Sibi Mathew Thazhathel (DIN-11574218), Nominee of M/s Hindustan Petroleum Corporation Limited as a Nominee Director on the Board of the Company.
5	Appointment of Mr. Abhishek Trivedi (DIN - 11705528), Nominee of M/s Hindustan Petroleum Corporation Limited as a Nominee Director on the Board of the Company.
6	Appointment of Mr. Deepak Ojha (DIN - 11766648), Nominee of M/s Mumbai International Airport Limited, as a Nominee Director on the Board of the Company.
7	Approval of remuneration of the Cost Auditor for the Financial Year ending March 31, 2027.

Signed this _____ day of _____ 2026.

Affix Revenue Stamp

.....
Signature of the shareholder

.....
Signature of proxy holder(s)

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to the VENUE of AGM: -

<https://maps.app.goo.gl/99NxVBpckHpj5SoV7>

