

## **NOTICE TO MEMBERS**

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the Members of Mumbai Aviation Fuel Farm Facility Private Limited will be held on Tuesday, 29<sup>th</sup> of September, 2020 at 11:30 am through Video Conferencing (VC)/ other Audio-Visual Means (OAVM) 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 31<sup>st</sup> March, 2020 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 consider and approve the remuneration of the Statutory Auditors of the Company for the Financial Year 2020-21 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** pursuant to the provisions of section 142 and other applicable provisions, if any, of the Companies Act, 2013, remuneration of the Statutory Auditor M/s R C Jain & Associates LLP, Chartered Accountants as appointed by the Comptroller & Auditor General of India (C&AG) under section 139 of the said Act, be and is hereby approved at Rs. 2,25,000/- for the Financial Year 2020-21, excluding taxes as applicable and reimbursement of actual reasonable traveling and out-of-pocket expenses."

### **SPECIAL BUSINESS:**

- 3. Appointment of Mr. Vijay Ranjan (DIN: 03057762), Nominee of M/s Bharat Petroleum Corporation Limited as Nominee Director.**

To consider, and if thought fit, to pass with or without modification(s) the following 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. Vijay Ranjan (DIN: 03057762), a nominee of M/s Bharat Petroleum Corporation Limited (shareholder), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28<sup>th</sup> August, 2020 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."

- 4. Approval of remuneration of the Cost Auditor for the Financial Year ending March 31, 2021.**

To consider, and if thought fit, to pass with or without modification(s) the following 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 Auditor (Firm Registration No. R100675) appointed

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#### **MUMBAI AVIATION FUEL FARM FACILITY PRIVATE LIMITED**

by the Board of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021, at the remuneration of Rs. 25,000/- excluding taxes as applicable be and is hereby ratified and approved."

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 4<sup>th</sup> September, 2020**

**Devendra Singh Varma**  
**Company Secretary**  
**Membership No. F-7372**

**Registered Office:**

Opp. ITC Maratha, Sahar Police Station Road  
CSI Airport, Sahar, Andheri (E)  
Mumbai – 400099 Tel.: 022-26829288, E-mail: cs@mafffl.in  
CIN NO. U63000MH2010PTC200463

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Meeting shall be deemed to be held at the Registered office of the Company at Opp. ITC Maratha, Sahar Police Station Road, CSI Airport, Sahar, Andheri (E), Mumbai – 400099.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice

However, the Body Corporates are entitled to appoint authorized representatives to attend and vote at the AGM through VC/OAVM.

3. The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all the members. The facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The members can cast their vote by show of hands during the AGM. The members can convey their vote on cs@mafffl.in, when a poll is required to be taken during the Meeting on any resolution.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mafffl.in.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and

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**MUMBAI AVIATION FUEL FARM FACILITY PRIVATE LIMITED**

MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. An Explanatory Statement pursuant to the section 102 of the Companies Act, 2013 with respect to the item nos. 3 to 4 of the notice set out above is annexed hereto.
9. Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board Resolution authorizing its representative to attend and vote in the AGM through VC / OAVM on its behalf. The said Resolution/Authorization shall be sent on cs@mafffl.in.
10. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company.
11. 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. The communication in this regard may be sent on cs@mafffl.in.
12. The Company's shares have been admitted with CDSL vide ISIN No. INE850L01017. The shareholders may dematerialize their shares.
13. All the documents referred to in accompanying notice and explanatory Statement are available for inspection through electronic mode upon the request being sent on cs@mafffl.in.
14. Member desiring any information relating to the financial statements of the Company or any questions, are requested to write in advance to the Company at cs@mafffl.in, so as to enable us to keep the information ready at the AGM.
15. The Members may write to the Company Secretary for conveying their grievances, if any, at registered office addresses of the Company.
16. 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.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- a) Members will be provided with a facility to attend the AGM through VC/OAVM through the Webex or similar platform, which allows two-way videoconferencing for the ease of participation of members. The instructions and the link with password are being sent separately on Members registered e-mail Ids.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) The facility to join the AGM through VC / OAVM shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

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**MUMBAI AVIATION FUEL FARM FACILITY PRIVATE LIMITED**

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

**ITEM NO. 3**

**Appointment of Mr. Vijay Ranjan (DIN: 03057762) Nominee of M/s Bharat Petroleum Corporation Limited as Nominee Director.**

Mr. Vijay Ranjan (DIN: 03057762), was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> August, 2020, as per the nomination received from M/s Bharat Petroleum Corporation Limited, (herein after referred as BPCL) 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. Vijay Ranjan continues to hold office as a Director until the conclusion of the ensuing Annual General Meeting.

Mr. Vijay Ranjan is working with Bharat Petroleum Corporation Limited and currently holding the position of Ch. General Manager (Aviation). An alumnus of Jamna Lal Bajaj Institute of Management Studies, he has done Masters in Marketing Management with International Business Program from IIM Calcutta & is a member of Institute of Directors. His details containing brief resume, age, qualifications, expertise etc. is annexed herewith.

The Board recommends this resolution for approval of the Members.

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

**ITEM NO. 4**

**Approval of remuneration of the Cost Auditor for the Financial Year ending March 31, 2021.**

The Board has approved the appointment of M/s N. Ritesh & Associates, Cost Auditor at remuneration of Rs. 25,000/- excluding taxes as applicable to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021.

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 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**

**Place: Mumbai**  
**Date: 4<sup>th</sup> September, 2020**

**Devendra Singh Varma**  
**Company Secretary**  
**Membership No. F-7372**

**Registered Office:**

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**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: -**

<b>Name of the Director</b>	<b>Mr. Vijay Ranjan</b>
Age	58 Years
Qualifications	Masters in Marketing Management
Experience (including expertise in specific functional area) and Brief Resume	<p>An Aviation professional with more than 35 years of varied &amp; rich experience in the industry, Mr. Vijay Ranjan is presently heading Aviation SBU in Bharat Petroleum Corporation Limited.</p> <p>An alumnus of Jamna Lal Bajaj Institute of Management Studies, he has done Masters in Marketing Management with International Business Program from IIM Calcutta &amp; is a member of Institute of Directors.</p> <p>In addition to various assignments in Aviation during different stages of his career, he was the first Profit Centre Head of Aviation Hydrant System at Cochin International Airport, the first Greenfield Airport in the country under PPP mode after spearheading its successful commissioning.</p> <p>While on deputation abroad in Africa as an Aviation Team Leader, he was instrumental in setting up short-term &amp; long-term business strategies/plans for the Aviation Business Unit of a National Oil Company ensuring robust growth by carrying out local recruitments, training, revamping of aviation facilities &amp; operations etc.</p> <p>As the team leader, Mr. Vijay Ranjan led BPCL team to win the coveted National Championship in 13<sup>th</sup> National Competition for Business Management Simulation (NMG-2004) wherein 99 teams representing various companies from all over the country participated. He also led BPCL team and represented India in Asian Competition in Auckland topping in their respective group. Mr. Vijay Ranjan a domain expert in the field of "Aviation Fuel Value Chain" as member of International Committee of IATA was involved in finalizing global standards pertaining to entire Aviation Fuel Supply Chain &amp; Services. The same has been implemented worldwide thru International Civil Aviation Organization (ICAO).</p> <p>As founder CEO of Bharat Stars Services Pvt. Ltd he spearheaded the start-up activities of setting up the Company with establishment of Into-Plane Services at New Bengaluru, &amp; Delhi Airport, along with new team.</p> <p>His assignments within BPCL in recent past include the role of Head-Marketing &amp; Head – Operations / Joint Ventures in Aviation SBU.</p>
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. Vijay Ranjan (DIN: 03057762), a nominee of M/s Bharat 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

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Tel: +91 22 26829288 Email: cs@mafffl.in CIN NO. U63000MH2010PTC200463 www.mafffl.in

Date of first appointment on the Board	28 <sup>th</sup> August, 2020
Shareholding in the Company	NIL
Relationship with other Directors / Key Management Personnel	NIL
Number of Meetings of the Board attended during the Financial Year (2019-20)	NA
Directorship of other Boards	Bharat Stars Services (Delhi) Private Limited - Director BPCL-KIAL Fuel Farm Pvt Ltd - Director
Membership / Chairman of Committees of other Boards	NA

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 4<sup>th</sup> September, 2020**

**Devendra Singh Varma**  
**Company Secretary**  
**Membership No. F-7372**

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