



HPCL LNG LIMITED

(100% subsidiary of Hindustan Petroleum Corporation Limited)

Registered office: HPCL Regional Office, Petroleum House, Behind Memnagar Fire Station, Navrangpura, Ahmedabad - 380009.

CIN No: U40101GJ2013GOI077228

Corporate Office: Fifth Floor, A Wing, Priyadarshini Building, Sion-Trombay Road, Sion, Mumbai - 400022.

Tel.: 022 6279 6666 Website: www.hplng.in

NOTICE

Shorter Notice is hereby given that the 13th Annual General Meeting of the Members of HPCL LNG Limited, will be held on Friday, September 04, 2026, at 04.30 p.m., 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 Statements of the Company for the financial year ended on March 31, 2026, together with the Board's Report, the Report of Auditors' thereon, and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013 and to pass, with or without modification(s), the following resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT Audited Financial Statements of the Company for the financial year ended on March 31, 2026, together with the Board's Report, the Report of Auditors' thereon, and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013 as circulated to the shareholders and laid before the meeting be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Amit Garg (DIN-08515246), who retires by rotation and being eligible offers himself for re-appointment and in this regard, pass, with or without modification(s), the following resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Amit Garg (DIN-08515246), who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. APPROVAL FOR ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA):

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for time being in force), and subject to approval of the Registrar of Companies, Ahmedabad, the consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association ("MOA") of the Company as follows:

The existing Clause III(A)(1) of the MOA of the Company be and is hereby substituted with the following:

1. *To establish, set up, acquire, develop, construct, own, operate, manage, lease, hire, charter, expand and maintain Liquefied Natural Gas (LNG) regasification terminal(s), liquefaction facility(ies), import and export terminal(s), Floating Storage and Regasification Units (FSRUs), and all associated permanent or temporary facilities, infrastructure and utilities, and to carry on the business of prospecting, exploring, developing, drilling, producing, acquiring, purchasing, storing, processing, refining, liquefying, regasifying, compressing, transporting, transmitting,*





distributing, selling, supplying, trading, marketing, importing and exporting Natural Gas (NG), LNG , Compressed Natural Gas (CNG), hydrocarbons, petroleum products, associated gaseous substances and other related liquid or gaseous substances and derivatives, whether in raw, processed, refined, liquefied, compressed or regasified form and to establish, install, lay, operate and maintain vessels, tankers, pipelines, storage facilities, loading and unloading systems, transmission and distribution networks, compression stations, regasification plants and other related processing, handling and transportation systems or infrastructure for natural gas, LNG, CNG and other hydrocarbons, and to undertake all activities incidental or ancillary thereto.

To act as traders, dealers, agents, brokers, distributors, stockists, importers, exporters, or otherwise to deal in the above-mentioned products and to undertake all activities incidental thereto.

RESOLVED FURTHER THAT any Director/CEO/CFO/CS of the Company be and is hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things as may be required from time to time, to give effect to this resolution including making the necessary filings and applications with the (“ROC”) Ahmedabad, and also to carry out necessary modification as may be suggested by the (“ROC”) Ahmedabad.”

**By order of the Board of Directors
For HPCL LNG Limited**

Pranali Chavan
Company Secretary
ACS: 32279



Place: Mumbai
Date: 31/08/2026

Registered Office:
HPCL Regional Office, Petroleum House,
Behind Memnagar Fire Station, Navrangpura,
Ahmedabad, Gujarat, India – 380009.

Notes:

- The Ministry of Corporate Affairs (“MCA”), vide General Circular No. 03/2025 dated September 22, 2025, read with its earlier circulars issued in this regard, has permitted companies to conduct their Annual General Meetings through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), subject to compliance with the applicable provisions and conditions specified therein. Accordingly, the 13th AGM of the Company is being conducted through VC/OAVM.
- As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020, the matters of special business as set forth in the accompanying Notice, are considered to be essential by the Board and hence forming part of this Notice.



- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members will not be available for the AGM and the Proxy Form and Attendance Slip are not annexed to this Notice.
- Corporate Members intending to authorise their representatives to attend and vote at the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf, in accordance with the applicable provisions of the Companies Act, 2013.
- The Registers and relevant documents referred to in this Notice and the accompanying Explanatory Statement shall be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents may send their request from their registered e-mail address to cs@hplng.in.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out at Item No. 3 of this Notice, is annexed hereto.
- Since the AGM is being held through VC/OAVM, the Route Map is not annexed to this Notice.
- Members will be able to attend the AGM through VC/OAVM using the link which will be provided separately.
- The Company shall comply with all applicable provisions relating to maintenance of records, proceedings and other requirements prescribed under the Companies Act, 2013 and Secretarial Standard-2 on General Meetings, as applicable.
- Voting: In terms of the provisions of the Companies Act, 2013, every resolution at the General Meeting of the Company shall be decided on a show of hands, unless a poll is demanded.
- In case of any doubts or clarification, the members are requested to contact Company Secretary through e-mail: cs@hplng.in.



ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 3: Alteration of the Object Clause of the Memorandum of Association of the Company

The Company proposes to expand its business activities by undertaking the business of trading and reselling Regasified Liquefied Natural Gas (RLNG), including the purchase of RLNG from suppliers such as Hindustan Petroleum Corporation Limited (HPCL) and the sale thereof to industrial, commercial and other end customers.

In order to facilitate and enable the Company to undertake the aforesaid business activities, it is proposed to amend the Object Clause of the Memorandum of Association ("MOA") of the Company by substituting Clause III(A)(1) with a revised clause reflecting the expanded business scope. The proposed amendment will provide greater operational flexibility and enable the Company to diversify and expand its business operations in the energy sector, thereby creating additional business opportunities and enhancing stakeholder value.

The proposed alteration is intended, inter alia, to enable the Company to undertake activities relating to the purchase, sale, trading and reselling of RLNG and other related natural gas/LNG products, and to undertake such ancillary and incidental activities as may be necessary for carrying on the aforesaid business.

Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, alteration of the Object Clause of the Memorandum of Association requires approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their respective relatives is concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective office/position and/or shareholding, if any, in the Company.

The Board of Directors, having considered the proposal, recommends the Special Resolution set forth at Item No. 3 for approval of the Members.

**By Order of the Board
For HPCL LNG Limited**



**Pranali Chavan
Company Secretary
ACS: 32279**



**Place: Mumbai
Date: 31/08/2026**

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