



HPCL LNG LIMITED

(100% Subsidiary of Hindustan Petroleum Corporation Limited)
(Formerly known as HPCL Shapoorji Energy Pvt. Ltd.)

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

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

CIN U40101GJ2013GOI077228

NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Members of HPCL LNG Limited, (Formerly known as HPCL Shapoorji Energy Private Limited) will be held on Thursday, September 7, 2023, at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, audited Balance Sheet as at March 31, 2023, Statement of Profit and Loss, Statement of Cash Flow and Statement of Changes in Equity and Notes forming part thereof, for the year ended on that date and the Reports of the Board of Directors and Auditors’ thereon and in this regard, pass, with or without modification(s), the following resolution(s) as an **Ordinary Resolution:**

“**RESOLVED THAT** the audited Balance Sheet as at March 31, 2023, Statement of Profit and Loss, Statement of Cash Flow and Statement of Changes in Equity and Notes forming part thereof, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon as circulated to the shareholders and presented before this meeting, be and are hereby considered and adopted.”

2. To appoint a director in place of Mr. Dilip Kumar Pattanaik (DIN-07540032), 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. Dilip Kumar Pattanaik (DIN-07540032), 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. 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 Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder and pursuant to the recommendation of the Board, Mr. Suresh Kasargod Shetty (DIN: 09760899), who was appointed as an Additional Director with effect from October 10, 2022, in terms of section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Suresh Kasargod Shetty, for the office of a Director, be and is hereby appointed as a director of the company whose period of office will be liable to determination by retirement of directors by rotation.





RESOLVED FURTHER THAT any one of the Directors/CEO/CFO/CS of the Company, be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

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

**Pranali Chavan
Company Secretary
ACS: 32279**

Place: Mumbai
Date: August 16, 2023

Notes:

- The Ministry of Corporate Affairs (“MCA”) vide General Circular No. 10/2022 dated December 28, 2022, has provided clarification of holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). The said Circular allows Companies whose Annual General Meetings are due in the year 2023, to conduct their AGM on or before, September 30, 2023, either through VC or OAVM provided they comply with the requirements laid down in Para 3 and Para 4 of General Circular No. 20/2020 dated May 05, 2020 and also follow other requirements prescribed in the General Circulars issued from time to time in this regard by MCA. In compliance with the above provisions, AGM of the Company is being held through VC/OAVM.
- **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 and the proxy need not be a Member of the Company, However, this AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- Corporate Shareholders (other than individuals) are required to send a scan copy (PDF/JPG Format) of board or governing body resolution/ authorization etc. authorizing its representative to attend and vote in the AGM through VC/OAVM on its behalf. The said resolution/ Authorization shall be sent to the Pranali Chavan, Company Secretary, by email at pranali.chavan@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 business as set out above as stated in the Notice is annexed hereto.





- The Registers and relevant documents referred to in this Notice and explanatory statements will be available electronically for inspection by the Members during the AGM. All documents referred to in this Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email from their registered email ID to pranali.chavan@hplng.in.

Voting:

- The members can cast their vote by show of hands during the AGM.
- Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
- Members will be able to attend the AGM through VC/OAVM on the link which will be provided separately.
- Members who need assistance before or during the AGM can contact Ms. Pranali Chavan.





ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 3

Mr. Suresh Kasargod Shetty, was appointed as an Additional Director of the Company w.e.f. October 10, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013 and the Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard, the Company has received a request in writing from a member of the company, proposing candidature of Mr. Suresh Kasargod Shetty, for appointment as Director in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Suresh Kasargod Shetty, on the Board is desirable and would be beneficial to the Company and hence recommend resolution No. 3 for adoption.

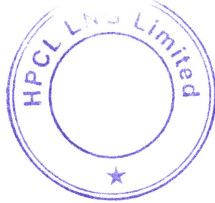
Brief information of Mr. Suresh Kasargod Shetty, is given in the Annexure attached to the Notice.

None of the Directors, except Mr. Suresh Kasargod Shetty, and/or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 3 to be passed as an ordinary resolution.

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

**Pranali Chavan
Company Secretary
ACS: 32279**



Place: Mumbai
Date: August 16, 2023



DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THIS ANNUAL GENERAL MEETING

Name of the Director	Mr. Suresh Kasargod Shetty
DIN	09760899
Date of Birth	07/07/1968
Date of Appointment	10/10/2022
Qualification / Expertise in specific functional areas	Mr. Suresh Kasargod Shetty, is a Gold Medallists in Human Resource Management from Andhra University and has done the Diploma in Sustainable Development, from Swedish Institute, Stockholm. He has over 25 years of experience in HR in various functions ranging from Talent Acquisition, Capability Building, Career and Succession Planning, Performance and Rewards Management, Discipline Management etc. He also has in-depth knowledge of various Statutory/Regulatory requirements under various Labor Laws.
No. of Meetings of the Board attended during F.Y. 2022-23.	04
List of Public Limited Companies (in India) in which he is a Directorship	1. Hindustan Petroleum Corporation Limited 2. HPCL Rajasthan Refinery Limited 3. HPCL LNG Limited
List of Private Limited Companies (in India) in which he is a Directorship	Nil
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he/ she is a Director.	1. Hindustan Petroleum Corporation Limited; (CSR and Sustainability Development Committee – Member and Risk Management Committee –Member) 2. HPCL LNG Limited; (Audit Committee - Member)
Shareholding in the Company	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None

