



GMR Aerospace Engineering Limited

(CIN: U45201TG2008PLC067141)

Regd. Office: Plot No. 1, GMR Hyderabad Aviation SEZ Limited,
Rajiv Gandhi International Airport, Shamshabad, Hyderabad-108

NOTICE

Notice is hereby given that the **Tenth Annual General Meeting** of the Members of **GMR Aerospace Engineering Limited** will be held on Monday, the 21st day of August, 2017, at 03:00 PM, at Plot No. 1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, to transact the following business:

ORDINARY BUSINESS

Item no.1 – Adoption of audited financial statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon.

Item no.2 – Appointment of Mr. Rajesh Kumar Arora as a director liable to retire by rotation

To appoint a Director in place of Mr. Rajesh Kumar Arora (DIN: 0003174536) who retires by rotation, and, being eligible, seeks reappointment.

Item no.3 - To appoint Statutory Auditors of the Company and fix their remuneration:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, pursuant to the recommendation of the Audit Committee of the Board and the recommendation of the Board of Directors, **Deloitte Haskins and Sells, LLP, Chartered Accountants, Firm Registration Number : 117366W/W-100018**, be and is hereby appointed as statutory Auditors of the Company, to hold office from the conclusion of 10th Annual General Meeting (AGM) till the conclusion of the 15th AGM of the Company to

be held in the year 2022 (subject to ratification of their re-appointment at every AGM), at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

SPECIAL BUSINESS:

Item no. 4 – To increase the authorised share capital of the Company

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

“**RESOLVED THAT** pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 330 Crores (Rupees Three Hundred and Thirty Crores only) divided into 33.00 Crores (Thirty Three Crores) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 355 Crores (Rupees Three Hundred and Fifty Five Crores) divided into 35.5 Crores (Thirty Five Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, by creation of additional 2.5 Crores (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each with power to issue new shares upon such terms and conditions and with such rights and privileges attached thereto as the Board of Directors shall deem fit.

RESOLVED FURTHER THAT any Director of the Company, Chief Executive Officer, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things that may be required to give effect to the above resolution including electronic filing of the relevant Forms with the Registrar of Companies, Andhra Pradesh & Telangana/ Ministry of Corporate Affairs.”

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.”

Item no. 5 – To amend the memorandum of association of the Company.

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

“RESOLVED THAT pursuant to provisions of section 13 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and subject to any other approvals, Clause V of the Memorandum of Association of the Company is amended as below:

The Clause V of the Memorandum of Association shall be substituted as under:-

- V. The authorized Share Capital of the Company is Rs. 355,00,00,000 (Rupees Three Hundred and Fifty Five Crores) divided into 35,50,00,000 (Thirty Five Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each with the powers to increase or reduce the capital of the company, as may be determined by, in accordance with the Articles of Association of this company from time to time, subject to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company, Chief Executive Officer, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things that may be required to give effect to the above resolution including electronic filing of the relevant Forms with the Registrar of Companies, Andhra Pradesh & Telangana/ Ministry of Corporate Affairs.”

**By Order of the Board of Directors
For GMR Aerospace Engineering Limited**

Place: Hyderabad

Date: July 22, 2017

Chief Financial Officer

Notes:-

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

3. Relevant documents referred to in the accompanying Notice, Explanatory statement and the registers required to be maintained under the Companies Act, 2013, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours and shall be available for inspection up to the conclusion of the Annual General Meeting of the Company.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The present statutory auditors of the Company S R Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No: 101049W), hold office up to the conclusion of the 10th Annual General meeting of the Company. In terms of the provisions of the Companies Act, 2013, they are eligible for further appointment of two years i.e. up to financial year ending 2018-19. However, they have expressed their unwillingness to get reappointed. Hence, the Management of the Company has identified Deloitte Haskins and Sells, LLP, Chartered Accountants, Firm Registration Number: 117366W/W-100018 for appointment as the statutory auditors of the Company in place of S R Batliboi & Associates, LLP. The Audit Committee of the Company at the meeting held on 22nd July, 2017, has recommended the appointment of Deloitte Haskins and Sells, LLP, Chartered Accountants, Firm Registration Number : 117366W/W-100018 as the statutory auditors of the Company to the Board of Directors and the Board in its meeting held on 22nd July, 2017 has further recommended the appointment of Deloitte Haskins and Sells, LLP, Chartered Accountants, Firm Registration Number : 117366W/W-100018 as the statutory auditors of the Company to the shareholders. Deloitte Haskins and Sells, LLP, Chartered Accountants, will hold the office from the conclusion of the 10th Annual General Meeting till the conclusion of 15th Annual General Meeting of the Company to be held in the year 2022. The first year of the audit will be of the financial statements for the year ending March 31, 2018..
6. All the members of the Company are hereby informed that pursuant to Section 129 (3) of the Companies Act, 2013, read with second proviso of rule 6 of the Companies (Accounts) Rules, 2014, as amended by Companies (Accounts) Amendment Rules, 2016, your Company being an intermediate wholly-owned subsidiary is not required to prepare consolidated financial statements as it meets the conditions as stated in the said proviso. The members are requested to take note of the same.

ANNEXURE TO NOTICE

(Explanatory Statement pursuant to section 102 of the Companies Act, 2013)

Item No. 4 & 5.

The Company proposes to raise further funds by issuing further equity shares to the existing shareholder of the Company on right issue basis to meet the business requirements. The current capital structure of the Company is as follows:

Authorised share Capital:	Rs. 330.00 Crore (Divided into 33.00 Crores Equity Shares of Rs. 10/- each).
Paid up Share Capital:	Rs. 316.90 Crore (Divided into 31.69 Crores Equity Shares of Rs. 10/- each).

The Board of Directors of the Company at their meetings held from time to time approved an amount of INR 50 crores on rights issue basis to the existing shareholder of the Company i.e. GMR Hyderabad International Airport Limited. The Board of Director allotted an amount of INR 12 crores out of the said approval of INR 50 crores. Hence, in order allot the remaining capital based on the business requirements of the Company; the Authorised capital of the Company shall be sufficient to allot the remaining capital of INR 38 crores. Hence, it is proposed to increase the Authorised Share Capital of the Company which will consequently require alteration in Capital clause V of Memorandum of Association of the Company.

The Special resolution is therefore proposed at item no. 1 of the notice to increase the Authorised Share Capital of the Company from INR 330 crores to INR 355 crores and Special resolution is proposed at item no 2 of the notice for making necessary alterations in Capital clause V of Memorandum of Association of the Company.

The Directors recommend these Resolutions at Item No.1 & 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in these Resolutions.

The Board recommends the aforesaid resolutions for your approval.

**Brief Profile of Director seeking appointment at the 10th Annual General Meeting
- Mr. Rajesh Kumar Arora**

Mr. Rajesh Kumar Arora is presently the Chief Financial Officer of GMR Hyderabad International Airport Ltd, which operates Rajiv Gandhi International Airport at Hyderabad. He also serves as a Director on the Boards of GMR Hyderabad Aerotropolis Limited, GMR Hyderabad Aviation SEZ Limited, GMR Aerospace Engineering Limited, Hyderabad Menzies Air Cargo Private Limited and other GMR Group Companies.

He is a Cost Accountant and B.Com (H) from Delhi University, and has about 25 years of professional experience in the Manufacturing and Infrastructure sectors and has rich experience in Corporate Finance, Accounts, Taxation, Corporate Laws, etc.

In his previous profile at GMR, he was Chief Financial Officer-Joint Ventures & Corporate Integration for the Airport business of GMR Group. In this position, he made immense contribution to the Airports Sector, building robust relations with joint venture partners and contributed significantly towards increasing shareholder's value in these joint ventures. He has also played an important role in M&A activities of the Airports Sector.

Prior to joining GMR Group in 2007, Rajesh served in senior positions in Chambal Fertilizers and Chemicals.

**By Order of the Board of Directors
For GMR Aerospace Engineering Limited**

**Place: Hyderabad
Date: July 22, 2017**

Chief Financial Officer



GMR Aerospace Engineering Limited

CIN: U45201TG2008PLC067141

Registered Office: Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500 108, Telangana State

Attendance Slip

Annual General Meeting to be held on Monday, 21st August, 2017, at 03:00 PM at Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108

Regd.Folio No. / DP ID & Client ID

I certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on Monday, 21st day of August, 2017, at 03:00 PM at Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108

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Member's / Proxy name in BLOCK letters

Member's / Proxy's Signature

**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)

CIN : U45201TG2008PLC067141
 Name of the Company : GMR Aerospace Engineering Limited
 Registered Office : Plot no.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana State

Name of the Member(s) :	
Registered Address	
E mail Id :	
Folio No / Client Id	
DP ID :	

I/We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Mr. r/o
Having email ID failing him;
- (2) Mr. r/o
Having email ID failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, the 21st Day of August, 2017, At 03:00 PM at Plot no.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International, Airport, Shamshabad, Hyderabad 500 108, Telangana State and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No Particulars of Resolutions

- 1. To approve the audited financial statements of the Company for the financial year ended 31st March, 2017
- 2. To appoint a director in place of Mr. Rajesh Arora, who retires by rotation and being eligible seeks reappointment.
- 3. To appoint Deloitte Haskins and Sells, LLP, Firm registration no. 117366W/W-100018, as the statutory auditors from the conclusion of the 10th AGM till the conclusion of the 15th AGM of the Company subject to ratification at every AGM.
- 4. To approve the increase in the authorized capital of the Company from INR 330 crores to INR 355 crores
- 5. To amend the capital clause V of the memorandum of association of the Company consequent to the increase in the authorized share capital of the Company.

Signed this _____ day of _____, 2017

Signature of the Shareholder _____

Signature of the Proxy holder(s)

- 1. Name _____ and Sign _____

Affix Rs. 1/- Revenue Stamp

ROUTE MAP FOR THE VENUE OF THE 10TH ANNUAL GENERAL MEETING

Venue: 10th Annual General Meeting to be held on 12th August, 2017 at 03:00 P.M. at GMR Aerospace Engineering Limited Plot No. 1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500 108, Telangana State.

