

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 **Eleventh (11th) Annual General Meeting** of the Members of **GMR Aerospace Engineering Limited** will be held on, the Thursday, 27th September, 2018 at 12:00 Noon, at Plot No. 1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, to transact the following business:

ORDINARY BUSINESS

Adoption of audited financial statements

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.

Appointment of Mr. S.G.K.Kishore as a director liable to retire by rotation.

To appoint a Director in place of Mr. S G K Kishore (DIN: 02916539) who retires by rotation, and, being eligible offers himself for reappointment.

SPECIAL BUSINESS:

Appointment of Mr. G B S Raju as a Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. G B S Raju (DIN: 00061686), who was appointed as Additional Director and Chairman of Board on April 30, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Appointment of Mr. Abdul Rahman Harith Saif Al Busaidi as Independent Director:

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, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Abdul Rahman Harith Saif Al Busaidi (DIN: 08106809), who was initially appointed as additional Independent Director of the Company on April 18, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for the first term commencing from April 18, 2018 upto the conclusion of the 15th Annual General Meeting to be held in the year 2022 and that he shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

Place: Hyderabad
Date: August 10, 2018

Sd/-
Company Secretary

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3 & 4

Mr.GBS Raju and Mr. Abdul Rahman Harith Saif Al Busaidi were appointed as an Additional Director and Additional Independent Directors w.e.f. April 30, 2018 and April 18, 2018 respectively in accordance with the provisions of Section 161 of the Companies Act, 2013. The above Directors hold office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. GBS Raju's candidature for appointment as Director and Mr. Abdul Rahman Harith Saif Al Busaidi's candidature as Independent Director of the Company 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. GBS Raju and Mr. Abdul Rahman Harith Saif Al Busaidi on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 & 4 for adoption. None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 3 & 4 to be passed as an ordinary resolution.

Brief Profile of Director seeking appointment at the 11th Annual General Meeting

Mr. S G K Kishore

Mr. S G K Kishore is presently the Chief Executive 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 an Electronics & Communications Engineer from Andhra University with Master's Degree in Computer Science from Indian Institute of Technology, Bombay. A Rank holder during Engineering and a Gold Medalist during Master's, Mr. Kishore has an illustrious career spanning Government and Private sector and has about 27 years of Experience.

Joining the coveted, Indian Administrative Service in 1989, he served several senior positions in the Government including District Collector, Vice Chairman of Urban Development Authority, and Regional Head (South Zone) for Food Corporation of India. During the Tsunami of 2004, he was actively involved in Food logistics to affected island of Andaman.

Prior to his current role as CEO, GMR Hyderabad International Airport Limited (GHIAL), Mr. Kishore was CEO for land-side developments at GMR Hyderabad & Male Airports.

Mr. G B S Raju

Mr. G.B.S. Raju joined the family business, the GMR Group, in 1996 at the age of 22. Till March 31, 2018, he held position of the Business Chairman of the Energy Sector which has successfully implemented / is developing multiple power generation plants including transmission projects with an aggregate capacity of about 7500 MW. Mr. G.B.S. Raju has held multiple positions in key areas of business, such as energy, airports and highways that are vital for India to fulfill its

tremendous potential and economic development. He has been instrumental in establishing GMR as a key Infrastructure player with footprints in Indian and International markets.

Initially, he played a crucial role in shaping the overall strategy and positioning of the organisation. He then took on the development and implementation of various projects of the Group. He pioneered the development of Power projects by setting up India's first and the World's largest floating barge mounted power plant – GMR Energy Ltd. He effectively steered the Group's foray into the Roads Business by revolutionising the road development projects. Today, GMR has a balanced Highways portfolio across the length and breadth of the country and is now one of the leading road developers in the country. He successfully led the Group through GMR Infrastructure Limited's maiden IPO in the year 2006 and certain largest QIPs & Private Equity in the years 2007, 2010 & 2011 amounting to approximately USD 3 billion in the Energy and Airport sectors of the Group.

With his far sightedness and entrepreneurial skills, Mr. G.B.S. Raju was a key player in leading GMR's foray into the Airport Sector and in developing the Hyderabad, Delhi and Istanbul Airports and in winning the Cebu Airport (Philippines) and recently the Mopa Greenfield Airport in Goa (India). The Group was guided by his strategic vision in developing international business and building projects like, Sabiha Gokcen International Airport, Istanbul, Turkey and a power project in Jurong Island in Singapore.

Mr. Abdul Rahman Harith Saif Al Busaidi

Mr. Abdul Rahman Harith Saif Al Busaidi, a Master of Business Administration and a Bachelor of Science in Aviation Management, graduated with honors (Cum Laude). He is a Senior corporate executive with about 37 years' experience in the aviation industry. He has got extensive experience in management, strategic planning, and marketing he also possesses 10 years' experience as a Board of Director for a variety of businesses.

With his Strong analytical ability, effective negotiating skills, in-depth understanding of financial data, good interpersonal skills, effective leadership style and high level of integrity he spent 25 years in the Gulf and Middle East working for Gulf Air and Oman Air. He was also associated with Jet Airways as a senior executive for 8 years.

By order of Board of Directors
For **GMR Aerospace Engineering Limited**

Place: Hyderabad
Date: August 10, 2018

Sd/-
Company Secretary

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 Thursday, the 27th September, 2018, at 12.00 Noon, 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 Friday, the 24th Day of August, 2018, at 10.00 AM, at Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108

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

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 Annual General Meeting of the Company, to be held on Thursday, the 27th September, 2018, at 12.00 Noon 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:

Resolution No.	Resolutions	Vote	
		Vote for	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements ((including audited consolidated financial statements) along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2018.		
2	Appoint a Director in place of Mr. S G K Kishore (DIN: 02916539), who retires by rotation and being eligible, offers himself for reappointment.		
Special Business			
3	Appointment of Mr. GBS Raju as Director of Company.		
4	Appointment of Mr. Abdul Rahman Harith Saif Al Busaidi as an Independent Director		

Signed this _____ day of, 2018

Signature of the Shareholder

Affix Revenue Stamp

ROUTE MAP FOR THE VENUE OF THE 11TH ANNUAL GENERAL MEETING

Venue: 11th Annual General Meeting to be held on Friday, the 7th Day of September, 2018, at 11.00 AM at GMR Aerospace Engineering Limited Plot No. 1, GMR Hyderabad Aviation SEZ limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500 108, Telangana State.

