



GMR Aero Technic Limited

(CIN: U35122TG2010PLC070489)

Regd. Office: Plot No. 1, GMR Hyderabad Aviation SEZ Limited,
Rajiv Gandhi International Airport, Shamshabad, Hyderabad-500108

NOTICE

Notice is hereby given that the **Seventh Annual General Meeting** of the Members of **GMR Aero Technic Limited** will be held on Monday, the 21st day of August 2017, at 03:30 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 7th Annual General Meeting (AGM) till the conclusion of the 12th 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

**By Order of the Board of Directors
For GMR Aero Technic 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 7th Annual General meeting of the Company. In terms of the provisions of the Companies Act, 2013, they are eligible for further appointment of three years i.e. up to financial year ending 2019-20. 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 auditor of the Company to the shareholders. Deloitte Haskins and Sells, LLP, Chartered Accountants, will hold the office from the conclusion of the 7th Annual General Meeting till the conclusion of 12th 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.

**Brief Profile of Director seeking appointment at the 7th 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 Aero Technic Limited**

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

Chief Financial Officer

GMR Aero Technic Limited

CIN: U35122TG2010PLC070489

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 03:30 PM

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 7th Annual General Meeting of the Company held on Monday, 21st day of August, 2017 at 03:30 PM at the registered office of the Company situated at Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport Limited, 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 : U35122TG2010PLC070489
 Name of the Company : GMR Aero Technic 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 7th Annual General Meeting of the Company, to be held on Monday, the 21st Day of August, 2017, At 03:30 PM at registered office of the Company situated at Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108 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 7th AGM till the conclusion of the 12th AGM of the Company subject to ratification at every AGM.

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 7TH ANNUAL GENERAL MEETING

Venue: 7th Annual General Meeting to be held on 12th August, 2017 at 03:30 P.M. at registered office of GMR Aero Technic Limited at Plot No. 1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500 108, Telangana State.

