

**GMR Air Cargo And Aerospace Engineering Limited**

(CIN: U45201TG2008PLC067141)

Regd. Office: Plot No. 1, GMR Hyderabad Aviation SEZ Limited,  
Rajiv Gandhi International Airport, Shamshabad, Hyderabad-500 108  
Tel: +91 4067251115/67251149, Fax: +91 40 6725 1010, Website:  
[www.gmraerotech.in](http://www.gmraerotech.in)

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**NOTICE**

Notice is hereby given that the **Thirteenth (13<sup>th</sup>) Annual General Meeting** of the Members of **GMR Air Cargo And Aerospace Engineering Limited** will be held on Monday, September 28, 2020 at 12:00 Noon, at Plot No. 1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, through Video Conferencing / Other Audio Visual Means (VC) to transact the following business:

**ORDINARY BUSINESS**

- 1) To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the audited standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and the Auditors thereon and the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the report of the auditors thereon be and are hereby received, considered and adopted.”

- 2) To appoint a Director in place of Mr. Rajesh Kumar Arora (DIN: 03174536), who retires by rotation, and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Rajesh Kumar Arora (DIN: 03174536), Director of the Company, who retires by rotation in accordance with section 152 of the

Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

### **SPECIAL BUSINESS**

#### **3) Appointment of Mr. N C Sarabeswaran as Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Nangavaram Chandramouli Sarabeswaran (DIN 00167868), who was initially appointed as an additional (Independent) Director of the Company with effect from March 29, 2020 and holds office of the Director up to the date of 13th Annual General Meeting (AGM) pursuant to section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for the first term commencing from March 29, 2020 upto the conclusion of the 14th AGM to be held in the year 2021 and shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company, the Chief Financial Officer and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be considered necessary in connection with the aforesaid resolution including filing of relevant forms with the Registrar of Companies, Telangana.”

#### **4. To ratify the remuneration payable to M/s. Narasimha Murthy & Co, Cost Auditors of the Company, for the financial year 2020-2021.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the remuneration of Rs.2,00,000/- (Rupees Two Lakhs only) in addition to reimbursement of travel and out of pocket expenses, shall be paid to M/s. Narasimha Murthy & Co, Practicing Cost Accountants, (Firm Registration Number. 000042) who were appointed as the Cost Auditors of the Company for the financial year 2019-2020 as recommended

by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on June 4, 2020 in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the same be and is hereby ratified.

By Order of the Board

Sd/-

**Rakhal Panigrahi**  
**Company Secretary**

Place: Hyderabad

Date: July 20, 2020

**Notes:-**

1. As per General circular no. 14/2020 issued by the Ministry of Corporate Affairs (MCA) dated April 08, 2020 and as per the clarification issued by the MCA vide its General Circular Number 20 dated May 05, 2020, a company is allowed to conduct its AGM through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue, during the calendar year 2020, subject to the fulfillment of the specified requirements. Hence, in order to transact the business items mentioned in the notice of the AGM and in view of the COVID-19 outbreak, members are being provided with the facility of participation in the meeting through VC.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself or herself and such proxy need not be a member of the Company.
3. Appointment of proxy to attend and cast vote on behalf of the member is not available.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
5. Relevant documents referred to in this Notice and the Explanatory Statement shall be made available to each of the members of the Company through e-mail before the date of Annual General Meeting of the Company.
6. All the documents referred to in the AGM Notice in respect of special business, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are kept open for inspection by the Members of the Company, during 11.00 A.M. to 5.00 P.M. on all working days at the Registered Office of the Company.
7. 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.

8. The instructions/details of the meeting i.e. access link to the video conferencing or other audio-visual means, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the meeting shall be shared separately.
9. The facility for joining the meeting as per above instructions/details will be kept open 15 minutes before the scheduled time of the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
10. The Chairman of the Annual General Meeting may conduct a vote by show of hands, unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Companies Act, 2013. Where a poll on any item is required, the members shall cast their votes on the resolutions only by sending e-mails to the email ID [rakhal.panigrahi@gmraerotech.in] through their email addresses which are registered with the Company
11. As required under Secretarial Standard-2 on General Meetings issued by the Institute of the Company Secretaries of India, the statement containing the details of Directors being appointed or reappointed is also annexed.
12. This AGM is being held through VC / OAVM, as such the route map to the venue is not annexed to this Notice.
13. The recorded transcript of the VC / OAVM will be maintained in safe custody by the Company and such recorded transcript of the meeting, as soon as possible and will also be made available on the website of the Company.
14. Meeting through VC or OAVM facility is allowed two way teleconferencing for ease of participation of the members.
15. At least one Independent Director and the Auditor or his / her authorized representative, who is qualified to be an auditor would attend such meeting through VC or OVAM facility.
16. The attendance slip and Form No. MGT-11 (Proxy Form) required to be attached as per Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), are not attached as the meeting is being held through Video Conferencing.
17. Section 40 of the Companies (Amendment) Act 2017 which was notified by the Ministry of Corporate Affairs on May 07, 2018, has omitted the

provision for mandatory requirement for ratification of appointment of Statutory Auditors by members at every Annual General Meeting from the Section 139 of the Companies Act 2013. Henceforth, the members are no longer required to ratify the appointment of Statutory Auditors and accordingly the same was not included in the notice for the 13th Annual General Meeting.

**ANNEXURE TO NOTICE OF THE 13<sup>TH</sup> ANNUAL GENERAL MEETING**

**Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013**

**Item No. 3**

In order to broad base the Board and to have good Corporate Governance practices, the Board of Directors of the Company by way of circular resolution, as per the recommendation of the Nomination and Remuneration Committee, have appointed Mr. N.C. Sarabeswaran (DIN: 00167868) as an additional (Independent) Director with effect from March 29, 2020; he holds office for the first term commencing from March 29, 2020 upto the conclusion of the 14th AGM to be held in the year 2021 and shall not be liable to retire by rotation.

Mr. N.C. Sarabeswaran is a Chartered Accountant and the founding partner of M/s Jagannathan & Sarabeswaran, Chartered Accountants, an audit firm. He has experience in the areas of banking and finance. He was nominee director on behalf of the Reserve Bank of India (RBI) and later professional and independent director on the board of Vysya Bank Limited. Previously, he was Chairman of the Audit Committee and a member of the Management and Joint Venture Committees and held the position of president of Indo-Australian Chamber of Commerce.

The Board is of the opinion that Mr. N.C. Sarabeswaran fulfills the conditions specified in the Companies Act, 2013 ("the Act") and the Rules made thereunder for appointment as an Independent Director of the Company and also that his rich and varied management experience would immensely benefit the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. N.C. Sarabeswaran as an Independent Director to hold office for the first term commencing from March 29, 2020 upto the conclusion of the 14th AGM to be held in the year 2021 and shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel or their relatives of the Company, except Mr. N.C. Sarabeswaran, are concerned or interested in the resolution as set out in item No. 3.

The Board recommends the resolution as set out in Item No. 3 of the AGM Notice for approval of the shareholders, as a Special Resolution.

Relevant documents are available for inspection in the Company during business hours till the date of the Annual General Meeting.

**Item No.4: To ratify the remuneration payable to M/s. Narasimha Murthy & Co, Cost Auditors of the Company, for the financial year 2020-21**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on June 04, 2020, has re-appointed M/s. Narasimha Murthy & Co, Cost Auditors (Firm Registration Number. 000042), as Cost Auditors of the Company, in terms of Section 148 of the Companies Act, 2013 and has fixed a sum of Rs.2,00,000/- (Rupees Two Lakhs only) as remuneration payable to the Cost Auditors for the financial year 2020-21.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the Board recommends the ordinary resolution as set out under Item No.4 of the accompanying Notice for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out under Item No.4 of the accompanying Notice.

Relevant documents are available for inspection in the Company during business hours till the date of the Annual General Meeting.

By Order of the Board

Sd/-

**Rakhal Panigrahi**  
**Company Secretary**

Place: Hyderabad

Date: July 20, 2020

**Profile of Mr. Rajesh Kumar Arora seeking reappointment as the Director of the Company at the 13<sup>th</sup> Annual General Meeting, pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings:**

Name of Director	<b>Rajesh Kumar Arora</b>			
DIN	<b>03174536</b>			
Age (Years)	<b>50</b>			
Qualification	<b>Cost Accountant and B.Com (H) from Delhi University</b>			
Experience	<b>More than 25 Years</b>			
Terms & Conditions of reappointment including remuneration	<b>Appointment as Director as per terms and conditions as stated in the resolution.</b>			
Date of first appointment on Board	<b>20/07/2015</b>			
Shareholding in the Company	<b>Nil</b>			
Other Directorships	<b>S.No</b>	<b>Name of the Company</b>	<b>Designation</b>	
	1	GMR Aero Technic Limited	Director	
	2	GMR Hospitality and Retail Limited	Director	
	3	Laqshya Hyderabad Airport Media Private Limited	Director	
	4	GMR Kannur Duty Free Services Limited	Director	
	5	Celebi Delhi Cargo Terminal Management India Private Limited	Director	
	6	Travel Food Services (Delhi Terminal 3) Private Limited	Director	
Committee Chairmanships/Memberships	<b>S.No</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Designation</b>
	1	Laqshya Hyderabad Airport Media Private Limited	Audit Committee	Member
	2	GMR Air Cargo And Aerospace Engineering Limited	Audit Committee	Member



	3	Laqshya Hyderabad Airport Media Private Limited	Corporate Social Responsibility Committee	Member
	4	GMR Air Cargo And Aerospace Engineering Limited	Corporate Social Responsibility Committee	Member
	5	GMR Hospitality and Retail Limited	Corporate Social Responsibility Committee	Member