MAS GMR Aerospace Engineering Company Limited

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Regd. Office: Plot No.1,
GMR Aerospace Park
C/o.GMR Hyderabad Aviation SEZ Limited
Rajiv Gandhi International Airport
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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of the Company will be held on Monday the 21st day July, 2014 at 12.00 Noon at registered office of the company to transact the following items of Special Business.

1. Increase in Authorised Share Capital:

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

"**RESOLVED THAT** pursuant to the provisions of section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from INR 200 Crores (Rupees Two Hundred Crores) divided into 20,00,00,000/- (Twenty Crores Only) Equity Shares of INR. 10/- (Rupees Ten) each to INR 250 Crores (Rupees Two Hundred and Fifty Crores) divided into 25,00,00,000/- (Twenty Five Crores) Equity Shares of INR 10/- (Rupees Ten) each by creation of additional 5,00,00,000 (Five Crores) Equity Shares of INR 10/- (Rupees Ten) each, ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Director, Chief Financial Officer and the Manager of the Company be and are hereby severally authorized to file necessary forms with Registrar of Companies and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

2. Alteration of Capital Clause contained in the Memorandum of Association:

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

"**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with Articles and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

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V. The authorized Share Capital of the Company is INR. 250,00,00,000 Crores (Rupees Two Hundred and Fifty Crores) divided into 25,00,00,000/- (Twenty Five Crores) Equity Shares of INR 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 for the purpose of giving effect to this resolution, any one of the Director, Chief Financial Officer and the Manager of the Company be and are hereby severally authorized to file necessary forms with Registrar of Companies and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

3. Further issue of share:-

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

"**RESOLVED THAT** pursuant to the provisions of Section 62 other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), (the "Act"), the relevant rules applicable thereon, the relevant provisions of the Memorandum of Association and Articles and subject to all such approvals, consents, sanctions, permissions if any required regulatory, statutory, governmental and other authorities and subject to such conditions and modifications as may be prescribed by the respective regulatory, statutory, governmental and other authorities and departments while granting such approvals, consents, sanctions, permissions and subject to such conditions or modifications which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted for the said purpose), consent of the company be and is hereby given to issue, offer and allot 2,34,00,000 equity shares of INR 10/- each at par to the existing shareholders on such terms and conditions as may be finalised by the Board and shall in all respects rank pari passu inter se and shall also in all respects rank pari passu with the existing equity shares.

RESOLVED FURTHER THAT the allotment of equity shares be made in one or more tranches as may be considered expedient and that any one of the Director or the Chief Financial Officer be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable for the purpose of giving effect to the above resolution.

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RESOLVED FURTHER THAT any one of the Directors and Chief Financial officer and Manager 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/ Ministry of Corporate Affairs."

By Order of the Board of Directors
For MAS GMR Aerospace Engineering Company Limited

Place: Hyderabad
Date: July 21, 2014

Chief Financial Officer

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto.

2. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m upto the date of the Extraordinary General Meeting.

3. A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing the proxy annexed hereto.

4. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Companies Act, 2013.

5. Corporate members intending to send their authorized representative (s) to attend the Meeting are requested to send to the Registered Office of the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting

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

ITEM 1 , 2 & 3.

The Authorized Share Capital of the Company presently stands at INR. 200,00,00,000/- and the issued / paid-up capital is at INR 193,50,00,000/-

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from INR 200 crores to INR 250 Crores and for that purpose, the Memorandum of Association of the Company are proposed to be suitably altered as set out at item Nos. 1 and 2 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the prior approval of the Members for increase in the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

Further, in view of the anticipated increase in the operational level / functional level of the Company also proposes to issue, offer and allot 2,34,00,000 equity shares of INR 10/- each at par to the existing shareholders.

The Board of Directors accordingly recommends the resolutions set out at item Nos. 1, 2 & 3 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolutions except as holders of shares in general.

By Order of the Board of Directors
For MAS GMR Aerospace Engineering Company Limited

MAS GMR Aerospace Engineering Company Limited Hyderabad

Place: Hyderabad
Date: July 21, 2014

Chief Financial Officer