GMR Aerospace Engineering Limited
(formerly Known as MAS GMR Aerospace Engineering Company Limited )

GMR
Aerospace Engineering

Regd. Office: Plot No.1,
GMR Aerospace Park
GMR Hyderabad Aviation SEZ Limited
Rajiv Gandhi International Airport
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CIN:- U45201TG2008PLC067141

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of the GMR Aerospace Engineering Limited will be held on Monday, the 19th day of January, 2015 at 2.30 PM, at Shorter notice, at registered office of the Company at Plot No. 1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500409 to transact the following Special Business.

1. **To approve the modification of Loan Agreement with GMR Hyderabad International Airport Limited, to enable an option/right to convert the loan into equity shares.**

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

"**RESOLVED THAT** the Loan Agreement dated April 28, 2014 entered into by the Company with GMR Hyderabad International Airport Limited (GHIAL) for availing the loan aggregating to Rs. 40 Crores (Rupees Forty only) (the "Term Loan Agreement"), from GHIAL, be and is hereby noted."

**RESOLVED FURTHER THAT** pursuant to the provisions of Section (3) and other applicable provisions, if any of the Companies Act, 2013, read with Rules framed there under, the consent of the shareholders of the Company be and is hereby accorded for amending the Loan Agreement to give a right to GHIAL to convert the outstanding loan amount from time to time into equity.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 62 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules issued thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to approvals, consents, sanctions or permissions, if any, of appropriate statutory, government and other authorities in this regard, the consent of shareholders the Company be and is hereby accorded to the Board of Directors of the Company to provide, *inter alia*, for an option to GMR Hyderabad International Airport Limited to convert the whole or part of the outstanding loan of the Company into fully paid up Shares of the Company at par.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot the Shares to GMR Hyderabad International Airport Limited, at par and on such terms and conditions of Loan Agreement and the number of shares for conversion of the said portion of the loan as may be desired by GMR Hyderabad International Airport Limited, subject to the applicable provisions of the Companies Act and approvals, consents, sanctions or permissions, if any, of appropriate statutory, government and other authorities as may be applicable from time to time.

**RESOLVED FURTHER THAT** the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu*, in all respects with the then existing fully paid up ordinary equity shares of the Company."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit.

**RESOLVED FURTHER THAT**, subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company, with power to delegate to any Officers of the Company, to give effect to this resolution."

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

**Place: Hyderabad**
**Date: 19/01/2015**

**Mr. K. Venkat Ramana**
**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 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 needs to be deposited to the Company before the commencement of the Meeting.

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. The Form for granting consent for shorter notice is enclosed herewith and the members are requested to please accord their consent in the same form.

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 before the commencement of the Meeting, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

6. Members should bring their Attendance Slip, as enclosed herewith, duly filled in for attending the meeting.

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

**Item No. 1:**

As the Members are aware that, the Company has executed Loan Agreement dated April 28, 2014 with GMR Hyderabad International Airport Limited ("GHIAL"), wherein GHIAL has agreed to give unsecured interest free loan for an amount upto INR 40 Crores.

The Company has availed Rs.13.50 Crores as on the date of this meeting. However, considering the financial position of the company, it is proposed to modify the terms of the Agreement to enable the company, to convert the Loan obtained from GHIAL into Equity shares at par.

Further, the terms of loan, containing a right / option of conversion the Loan into Equity shares requires prior approval of shareholders.

Thus, your directors recommend the resolution for your approval.

All Directors are interested to the extent of their respective offices held in the GHIAL and none of the Key managerial personnel are concerned or interested financially or otherwise in the resolution.

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

**Place: Hyderabad**
**Date: 19/01/2015**

**Mr. K. Venkat Ramana**
**Chief Financial Officer**