

**NOTICE TO THE MEMBERS OF THE
FIFTH ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the **Fifth Annual General Meeting** of the Members of GMR Aero Technic Limited (Formerly MAS GMR Aero Technic Limited) will be held on **Wednesday, the 30th day of September, 2015 at 4.00 pm**, at the Registered Office of the Company at Plot No. 1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad, 500 409 to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements for the company i.e., the Profit & Loss Account for the period ended March 31, 2015 and the Balance Sheet as at March 31, 2015 together with Schedules thereto, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. SGK Kishore (DIN 02916539), who retires by rotation and, being eligible, offers himself for reappointment.
3. To reappoint Statutory Auditors of the Company and pass the following resolutions as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, M/s. S R Batliboi & Associates LLP, Chartered Accountants, (Firm Registration.No.101049W), the retiring Auditors of the Company, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration plus taxes and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Puthalath Sukumaran Nair (DIN 00063118) who was appointed as an additional Director of the Company by the Board of Directors on December 12, 2014 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors, Chief Executive Officer, Chief Financial Officer of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Rajesh Kumar Arora (DIN 03174536) who was appointed as an additional Director of the Company by the Board of Directors on December 12, 2014 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Executive Officer, Chief Financial Officer of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Kodukula Ayyanna Somayajulu (DIN 02535927), be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive years commencing from the date of 5th Annual General Meeting upto the conclusion of 7th Annual General Meeting of the Company (to be scheduled in the year 2017).

RESOLVED FURTHER THAT the Board of Directors, Chief Executive Officer, Chief Financial Officer of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Rajasekhara Reddy (DIN 02339668) be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive years commencing from the date of 5th Annual General Meeting upto the conclusion of 7th Annual General Meeting of the Company (to be scheduled in the year 2017).

RESOLVED FURTHER THAT the Board of Directors, Chief Executive Officer, Chief Financial Officer of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.”

By Order Of the Board of Directors

Place: Hyderabad
Date : September 07, 2015




Neha Agarwal
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 and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
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 authorising their representative to attend and vote on their behalf at the Meeting.

ANNEXURE TO NOTICE
(Explanatory Statement pursuant to section 102 of the Companies Act, 2013)

Item No. 4

Mr. Puthalath Sukumaran Nair was co-opted as an additional Director of the Company with effect from December 12, 2014. Pursuant to Section 161 of the Companies Act, 2013, Mr. Puthalath Sukumaran Nair holds his office upto the date of the 5th Annual General Meeting. The Company has received a Notice under Section 160 of the Companies Act, 2013 proposing his candidature as the Director of the Company.

The Brief profile is as under:- A Master of Arts in Political Science/Public Administration with a Post Graduate Diploma in Public Sector Management from Leeds University (UK), Mr P.S. Nair has over 38 years of diverse experience in the airport sector - both in the public and private domains.

He has held several senior positions such as Airport Director of Trivandrum, Mumbai and Delhi Airports, Executive Director of Cargo, Commercial and Key Infrastructure Development departments overseeing the respective functions on a pan-India basis with the Airports Authority of India, which owns and operates over 120 Airports in India. His last position in the Airports Authority of India was as fulltime Board Member (No. 2 position) - an appointment by the 'Appointments Committee of the Cabinet' where he was responsible for Personnel, Administration, Legal, Commercial and Land Management functions.

He has been an ex-Officio Director on the Board of Directors of Hotel Leela Venture, Radisson Hotel and a host of other JV Companies of GMR. Mr. Nair has also served in several High Level Task Forces, Committees, Working Groups and Advisory Committees formed by the Government of India on various facets of Civil Aviation. He had also served as the First Chairman of the Airport Fuel Farm Joint Venture Company.

At GMR Group, he has held the position of Chief Executive Officer of GMR Hyderabad International Airport, India's first Greenfield airport built under the Public-Private Partnership (PPP) initiative. He played an instrumental role in successful commissioning of the Hyderabad international airport ahead of schedule, under the dynamic leadership of Mr Kiran Grandhi – Business Chairman, Airports. He then moved as CEO of Delhi International Airport (P) Ltd. where he was responsible for the operation, overall management, as well as for operational readiness, integration and successful commissioning of the state-of- the-art, Terminal 3.

He is currently the CEO of the GMR Airports Ltd., - the holding company that oversees the functioning of the three Airports in the GMR's Airport portfolio viz, Delhi & Hyderabad International Airports in India and Cebu Airport in Philippines.

Mr Nair has been nominated on the World Governing Board of Airport Council International (ACI) World, Montreal. He is also the Second Vice President from amongst the 18 Directors of the Hong Kong headquartered ACI-Asia Pacific Regional Board. Mr Nair is also an elected Vice President of the Aeronautical Society of India (AeSI), a professional body, devoted to advancement of aeronautical sciences and engineering in India.

The Board recommends the Resolution for your approval.

None of the Directors or Key Managerial Persons or their relatives of the Company, except Mr. Puthalath Sukumaran Nair and his relatives, are concerned or interested in the passing of the resolution. The details required as per Secretarial Standard 2 issued by Institute of Company Secretaries of India are enclosed Annexure-1 to this Notice.

Item No. 5

Mr. Rajesh Kumar Arora (DIN 03174536) was co-opted as an additional Director of the Company with effect from December 12, 2014. Pursuant to Section 161 of the Companies Act, 2013, Mr. Rajesh Kumar Arora holds his office upto the date of the 5th Annual General Meeting. The Company has received a Notice under Section 160 of the Companies Act, 2013 proposing his candidature as the Director of the Company.

The Brief profile is as under

Mr. Rajesh Kumar Arora is a Cost Accountant and B.Com (H). He has more than 20 years of professional experience with a successful career and proven track record in Manufacturing and Infrastructure sectors.

He served in senior positions in Chambal Fertilizers and Chemicals and has rich experience in Corporate Finance & Accounts, Taxation etc. Presently he is working as a Chief Financial Officer- GMR Hyderabad International Airport Limited.

The Board recommends the Resolution for your approval.

None of the Directors or Key Managerial Persons or their relatives of the Company, except Mr. Rajesh Kumar Arora and his relatives, are concerned or interested in the passing of the resolution.

Item No. 6

In order to broad base the Board of Directors and to have good Corporate Governance practices, the Board of Directors of the Company has appointed Mr. Kodukula Ayyanna Somayajulu (DIN 02535927), as an additional Director of the Company with effect from March 31, 2015 and subject to the approval of the shareholders, as an Independent

Director, for a term upto the conclusion of 7th Annual General Meeting of the Company (to be scheduled in the year 2017).

Mr. Kodukula Ayyanna Somayajulu retired as Chief General Manager of Central Bank of India with over 41 yrs of experience in Commercial Banking, Corporate Credit, International Business, Treasury Operations, Merchant Banking, HRD and Credit Card Business. He was appointed as a Member of various Internal Committees of the Bank where he played a key role in strategic policy & functional areas and corporate decision making. He was also a member of the International Chamber of Commerce and the Chairman of the Editorial Committee of Indian Banks' Association. Mr. Somayajulu served as nominee director on various boards.

The Management is of the opinion that Mr. Kodukula Ayyanna Somayajulu fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director 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. Kodukula Ayyanna Somayajulu (DIN 02535927), as an Independent Director is now being placed before the Members in Annual General Meeting for their approval.

None of the Directors or Key Managerial Persons or their relatives of the Company, except Mr. Kodukula Ayyanna Somayajulu (DIN 02535927), and his relatives, are concerned or interested in the passing of the resolution. The details required as per Secretarial Standard 2 issued by Institute of Company Secretaries of India are enclosed Annexure-1 to this Notice.

Item No. 7

In order to broad base the Board of Directors and to have good Corporate Governance practices, the Board of Directors of the Company has appointed Mr. Rajasekhara Reddy (DIN 02339668) as an additional Director of the Company with effect from March 31, 2015 and subject to the approval of the shareholders, as an Independent Director, for a term upto the conclusion of 7th Annual General Meeting of the Company (to be scheduled in the year 2017).

Mr. Rajasekhara Reddy is M.Sc. (Ag), CAIIB (Indian Institute of Bankers). He has more than 35 years of experience in the Banking sector with 28 years in front-line assignments He is the Ex- Chairman & Managing Director of Andhra Bank.

The Management is of the opinion that Mr. Rajasekhara Reddy fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director 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. Rajasekhara Reddy (DIN 02339668), as an Independent Director is now being placed before the Members in Annual General Meeting for their approval. "

None of the Directors or Key Managerial Persons or their relatives of the Company, except Mr. Rajasekhara Reddy (DIN 02339668), and his relatives, are concerned or interested in the passing of the resolution. The details required as per Secretarial Standard 2 issued by Institute of Company Secretaries of India are enclosed Annexure-1 to this Notice.

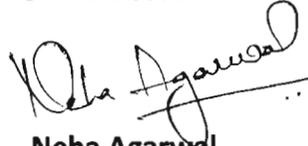
Inspection of Documents

The Documents pertaining to the Special Business will be available for inspection by any member at the Registered Office of the company between 11.00 a.m. to 4.00 p.m. on all working days till the date of the fifth Annual General Meeting.

By Order Of the Board of Directors

Place: Hyderabad
Date : September 07, 2015




Neha Agarwal
Company Secretary

Annexure A:-

Details of the Directors seeking Re-appointment in the forthcoming Annual General Meeting (in pursuance of the Secretarial Standard)

SNO	1 (Item No #2)	2 (Item No #4)	3 (Item No # 5)
Name of the Director	Mr. SGK Kishore	Mr. Puthalath Sukumaran Nair	Mr. Rajesh Kumar Arora
DIN	02916539	00063118	03174536
Date of Birth	03/12/1963	10/02/1948	15/04/1969
Terms of Appointment	Retire at this AGM and is eligible for re-appointment and eligible for retirement by rotation.	Eligible for Retirement by rotation.	Eligible for Retirement by rotation.
Remuneration details	NIL	NIL	NIL
Date of First Appointment	27/11/2013	12/12/2014	12/12/2014
Relationship with other Directors	NIL	NIL	NIL
Profile, Qualification & Experience	Mentioned below.	Mentioned in explanatory statement	Mentioned in explanatory statement
Manager and other Key Managerial personnel of the Company	Chief Executive Officer of GMR Hyderabad International Airport Limited	NIL	Chief Financial Officer of GMR Hyderabad International Airport Limited
No of meeting attended	5	1	NA
Board Membership of Companies as on March 31, 2015	<ul style="list-style-type: none"> GMR Hotels and Resorts Limited (GHRL) AMG Healthcare Destination Private Limited (AHDPL) GMR Hyderabad Airport Power Distribution Limited (GHAPDL) GMR Hyderabad Aerotropolis Limited (GHAL) Hyderabad Duty Free Retail Limited (HDFRL) GMR Hyderabad Aviation SEZ Limited (GHASL) Hyderabad Menzies Air Cargo Private Limited (HMACPL) GMR Aerospace Engineering Limited (GAEL) Asia Pacific Flight Training Academy Limited (APFTAL) Laqshya Hyderabad Airport Media Private Limited (LHAMPL) 	<ul style="list-style-type: none"> GMR Aviation Private Limited. (GAPL) Delhi Aviation Fuel Facility Private Limited (DAFFPL) GMR Airports Limited(GAL) GMR Male' International Airport Private Limited (GMIAPL) GMR Aerospace Engineering Limited (GAEL) 	<ul style="list-style-type: none"> Delhi Airport Parking Services Private Limited. (DAPSPL) Delhi Select Service Hospitality Private Limited (DSSHPL) Travel Food Services (Delhi Terminal 3) Private Limited (TFSP) East Delhi Waste Processing Company Limited (EDWPCL) Delhi Aviation Services Private Limited. (DASPL) GMR Aerospace Engineering Limited (GAEL)
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2015		<u>Audit Committee:-</u> <ul style="list-style-type: none"> GAPL GMIAPL <u>Other Committee</u> <ul style="list-style-type: none"> GAPL (Remuneration Committee) GAL (share allotment and Transfer Committee) 	Audit committee <ul style="list-style-type: none"> EDWPCL Finance Committee <ul style="list-style-type: none"> TDAL TFSP
Number of shares held in the Company as on March 31, 2015	10 (on behalf of GMR Hyderabad International Airport Limited)	NIL	NIL

SNO	4 (Item # 6)	5. (Item # 7)
Name of the Director	Mr. Kodukula Ayyanna Somayajulu	Mr. Rajasekhara Reddy
DIN	02535927	02339668
Date of Birth	28/04/1953	15/08/1950
Terms of Appointment	For two year effective from 30.09.2015	For two year effective from 30.09.2015
Remuneration details	Sitting fees as may be approved by Board.	Sitting fees as may be approved by Board.
Date of First Appointment	31/03/2015	31/03/2015
Relationship with Directors	NIL	NIL
Profile, Qualification & Experience	Mentioned in explanatory statement	Mentioned in explanatory statement
Manager and other Key Managerial personnel of the Company	NIL	NIL
No of meeting attended	NA	NA
Board Membership of Companies as on March 31, 2015	<ul style="list-style-type: none"> • NSL Krishnaveni Sugars Limited (NKSL) • Legitimate Assets Operators Private Limited (LAOPL) • Future Market Network Limited (FMNL) • Kakinada SEZ Private Limited (KSPL) • GMR Aerospace Engineering Limited (GAEL) • Hyderabad Menzies Air Cargo Private Limited (HMACPL) • Hyderabad Duty Free Retail Limited (HDFRL) • GMR SEZ & Port Holdings Private Limited (GSPHPL) • GMR Pochanpalli Expressways Limited (GPEL) • GMR Aviation Private Limited. (GAPL) 	<ul style="list-style-type: none"> • India Factoring and Finance Solutions Private Limited (IFFSPL) • Lanco Kondapalli Power Limited (LKPL) • IL&FS Infra Asset Management Limited (IAML) • Centrum Capital Limited (CCL) • Haasta Cement Corporation India Private Limited (HCCIPL) • Vikram Hospital (Bengaluru) Private Limited (VHPL) • GVPR Engineers Limited (GEL) • GMR Hotels and Resorts Limited (GHRL) • Kakinada SEZ Private Limited (KSPL) • GMR Chennai Outer Ring Road Private Limited. (GICORRPL) • GMR Aerospace Engineering Limited (GAEL) • GMR OSE Hungund Hospet Highways Private Limited (GOHHHPL) • Hetero Labs Limited (HLL)
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2015	<p><u>Audit Committee</u></p> <ul style="list-style-type: none"> • NKSL • FMNL • GAEL • HMACPL • HDFRL • GPEL • KSPL • GSPHL <p><u>Nomination & Remuneration Committee</u></p> <ul style="list-style-type: none"> • NKSL • GAEL • GPEL • GAPL • GAEL • HMACPL • HDFRL • KSPL • GSPHL <p><u>Independent Director Committee</u></p> <ul style="list-style-type: none"> • FMNL <p><u>Securities issue, Allotment and Transfer Committee</u></p> <ul style="list-style-type: none"> • GPEL 	<p><u>Audit Committee:-</u></p> <ul style="list-style-type: none"> • LKPL • GAEL <p><u>Nomination & Remuneration Committee</u></p> <ul style="list-style-type: none"> • GAEL
Number of shares held in the Company as on March 31, 2015	NIL	NIL

Profile of Mr. SGK Kishore

Mr. SGK Kishore 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 Medallist during Master's, Mr. Kishore has an illustrious career spanning Government and Private sector.

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.

In 2006, after 17 years with the Indian Government, Mr Kishore decided to join the GMR Group. Capitalizing on his rich experience as an Administrator, he has led the 'Large Area Development' project that includes two Special Investment Regions / SEZs and land-side developments of Airport. He was also instrumental in implementation and realization of efficient Multi-Modal connectivity to the New Airport at Hyderabad.

Mr. Kishore has been involved in these large area development projects right from the conceptualization stage, and has been working towards realizing the Vision of creating a new generation of integrated economic hubs would catapult India among the Global benchmarks for such projects.

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

REPORT OF THE DIRECTORS' FOR THE YEAR ENDED MARCH 31, 2015

To,
The Members,

GMR Aero Technic Limited

Your Directors have pleasure in presenting the Fifth Annual Report and the Audited Accounts for the year ended March 31, 2015, together with the Auditors' Report thereon.

1. FINANCIAL RESULTS:

(Rupees in lakhs)

Particulars	2014-15	2013-14
Gross Income	6799.97	5636.15
EBITDA	(4843.27)	(5318.23)
Depreciation/Amortisation	889.13	1139.55
Interest Expenses	1134.03	1091.26
Profit before Tax	(6866.43)	(7549.04)
Provision for Tax	--	--
Profit after Tax	(6866.43)	(7549.04)
Balance brought forward from previous year	(22646.15)	(15097.10)
Total dividend and tax thereon	---	--
Transfer to General Reserve	---	--
Surplus carried to Balance Sheet	(29512.57)	(22646.15)
Basic and diluted earnings per share (Rs.)	(27.47)	(30.20)
Face value Rs.10 per share		

2. REVIEW OF OPERATIONS:

For the year ended 31st March, 2015, your company earned a gross income of Rs. 6799.97 lakhs, as against the previous year's gross income of Rs. 5636.15 lakhs. The operations of the company during the year under review resulted in a net loss of Rs. 6866.43 lakhs as compared to a loss of Rs. 7549.04 lakhs in the previous year.

3. DIVIDEND

In view of insufficient profits / losses your directors do not recommend payment of any dividend for the year under review.

4. APPROPRIATIONS

Due to carry forward losses no amount has been transferred to reserves.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There are no changes in the nature of the company's business during the under review.

6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2014-15 of the Company, to which the financial statements relate and the date of the report.

7. CHANGE OF NAME

During the year under review, pursuant to the shareholders' approval obtained at an Extra-ordinary General Meeting held on December 12, 2014, the name of the company was changed from MAS GMR Aero Technic Limited to GMR Aero Technic Limited with effect from January 12, 2015.

8. SHARE CAPITAL

There is no change in the structure of Share Capital of the Company during the period under review.

Further, pursuant to acquisition of entire equity stake of Malaysian Aerospace Engineering Sdn Bhd., ("MAE") by GMR Hyderabad International Airport Limited ("GHIAL") in holding company i.e GMR Aerospace Engineering Limited, your Company has become an indirect subsidiary of GHIAL.

9. BOARD MEETINGS:

The Board of Directors of the company met 5 times during financial year under review. The meetings were held on April 28, 2014, July 21, 2014, October 17, 2014, December 12, 2014 and January 19, 2015.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors and Key Managerial Persons of your company presently comprise of the following:

S. No	Name	Designation
1.	Mr. GopalaKrishna Kishore Surey	Director
2.	Mr. Mohan Rao Murthy	Director
3.	Mr. Rajesh Kumar Arora	Additional Director
4.	Mr. Puthalath Sukumaran Nair	Additional Director -
5.	Mr. Somayajulu Ayyanna Kodukula	Additional Independent Director
6.	Mr. Rajashekara Reddy	Additional Independent Director

No	Name of the Key Managerial Person	Designation
1	Mr. Uday K. Naidu	Chief Executive Officer
2	Mr. K. Venkata Ramana	Chief Financial Officer
3	Ms. Neha Agarwal	Company Secretary

Changes in the Composition of Directors and KMPs during the year:-

- 1) Mr. Puthalath Sukumaran Nair and Mr. Rajesh Kumar Arora were appointed as additional directors with effect from December 12, 2014. They hold the office till the date of ensuing Annual General Meeting. Resolutions proposing their appointment as Directors is being placed for approval of Shareholders, at the ensuing Annual General Meeting.
- 2) Mr. K. A Somyajulu and Mr. Rajashekara Reddy were appointed as independent directors subject to approval of the shareholders of the Company. Accordingly, pursuant to provisions of Section 149 of the Companies Act, 2013, resolution proposing appointment of Mr. K. A Somyajulu and Mr. Rajashekara Reddy as an independent director of the Company for a term of two years are being placed for approval of Shareholders.

- 3) Mr. Azhari Bin Mohd Dahlan and Mr. Mohd Sukri Bin Husin ceased to be Directors of the Company with effect from December 12, 2014, due to termination of Joint venture Agreement.
- 4) Mr. SGK Kishore retires at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.
- 5) Pursuant to the provisions of Section 203 of the Act, Mr. Uday K. Naidu was appointed as Chief Executive Officer of the Company with effect from October 17, 2014 and Mr. K. Venkata Ramana was appointed as Chief Financial Officer of the Company with effect from April 28, 2014

Changes in the Composition of Directors and KMPs after March 31, 2015 till the date of Board Report.

1. Mr. M. Mohan Rao ceased to be director with effect from July 20, 2015.
2. Mr. Muthu Krishnan ceased to be a Manager with effect from April 24, 2015.

11. COMMITTEES OF BOARD

During the period under review, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently two Committees of the Board, following is the composition of the Committees as on March 31, 2015:

Name of the Board Committee	Composition
Audit Committee	(i) Mr. K.A. Somayajulu (ii) Mr. R S Reddy (iii) Mr. Mohan Rao
Nomination And Remuneration Committee	(i) Mr. K.A. Somayajulu (ii) Mr. R S Reddy (iii) Mr. Mohan Rao

12. NUMBER OF MEETINGS OF THE BOARD

Number of Board Meetings held during financial year 2014-15 and details of attendance of Directors (Attended-Yes; Leave of Absence-LOA; Not Applicable - NA)

SN o	Name of the Director	28-Apr-2014	21-July-2014	17-Oct-2014	12-Dec-2014	19- Jan-2015
1	Mr. GopalaKrishna Kishore Surey	Yes	Yes	Yes	Yes	Yes
2	Mr. Mohan Rao Murthy	Yes	Yes	Yes	Yes	Yes
3	Azhari Bin Mohd Dahlan	Yes	LOA	LOA	Yes	NA*
4	Mohd Sukri Bin Husin	Yes	LOA	LOA	Yes	NA*
5	Mr. Puthalath Sukumaran Nair	NA**	NA**	NA**	NA**	Yes
6	Mr. Rajesh Kumar Arora	NA**	NA**	NA**	Yes	Yes
7	Mr. Somayajulu Ayyanna Kodukula	NA**	NA**	NA**	NA**	NA**
8	Mr. Rajashekara Reddy	NA**	NA**	NA**	NA**	NA**

**Appointments during the financial year 2014-15

1	Mr. Puthalath Sukumaran Nair	with effect from 12-Dec-2014
2	Mr. Rajesh Kumar Arora	with effect from 12-Dec-2014
3	Mr. Somayajulu Ayyanna Kodukula	with effect from 31-Mar-2015
4	Mr. Rajashekara Reddy	with effect from 31-Mar-2015

*Cessations during the financial year 2014-15

1	Azhari Bin Mohd Dahlan	with effect from 12-Dec-2014
2	Mohd Sukri Bin Husin	with effect from 12-Dec-2014

13. NUMBER OF COMMITTEE MEETINGS

Number of Committee Meetings held during financial year 2014-15 and details of attendance of Directors (Attended-Yes; Leave of Absence-LOA; Not Applicable - NA)

Audit Committee Meetings

SNo	Name of the Director	28-Apr-2014	21-July-2014	17-Oct-2014	19- Jan-2015
1	Mr. GopalaKrishna Kishore Surey	Yes	Yes	Yes	Yes
2	Mr. Mohan Rao Murthy	Yes	Yes	Yes	Yes
3	Azharí Bin Mohd Dahlan	Yes	LOA	LOA	NA*
4	Mohd Sukri Bin Husin	Yes	LOA	LOA	NA*
5	Mr. Rajesh Arora	NA	NA	NA	Yes
6	Mr. Somayajulu Ayyanna Kodukula	NA**	NA**	NA**	NA**
7	Mr. Rajashekara Reddy	NA**	NA**	NA**	NA**

During the year the Audit Committee was reconstituted on July 21, 2014, December 12, 2014 and March 31, 2015.

Nomination & Remuneration Committee:-

The Nomination & Remuneration Committee was constituted on March 31, 2015.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Sections 134 (5) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any,
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the financial year ended March 31, 2015;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts for the financial year ended March 31, 2015 on a going concern basis; and

(e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS.

Based on the confirmation / disclosures received from the Independent Directors and on evaluation of the relationships disclosed, the following Directors are Independent in terms of Section 149(6) of the Companies Act, 2013 :-

- Mr. K. A Somyajulu
- Mr. Rajashekara Reddy

During year under review, the Company has received all the declarations / disclosures as required under the Companies Act, 2013 from the Independent Directors.

16. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The salient features of Nomination and Remuneration Policy of the Company covering Directors' appointment, remuneration, criteria for determining qualifications, positive attributes, Independence of a Director and other matters provided under sub-section (3) of section 178, is appended as Annexure -1 to this Report.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the financial year under review, the Company has not provided any loan or given any guarantee/security/ investment to any person.

18. STATEMENT UNDER SECTION 129(3) OF THE COMPANIES ACT, 2013

There is no subsidiary, associate and joint venture companies as on March 31, 2015 thus, the statement under section 129(3) is not applicable to the Company.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013.

All related party transactions that were entered into during the financial year were on arms' length basis and in the ordinary course of the business and the same were reviewed and approved by the Audit Committee at regular intervals. None of the transactions with related parties falls under the scope of Section 188(1) of the Act.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company, being engaged in non-manufacturing business, does not have any activity relating to conservation of energy and as such no capital investment has been made on energy conservation equipments. Also, the Company's operations do not require significant absorption of technology. However efforts are made wherever possible to conserve energy and also technology absorption, adaptation and innovations.

The particulars regarding foreign exchange earnings and outgo appear as separate items in the notes no 33 to the Accounts.

21. INTERNAL CONTROL SYSTEM

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations.

The Company's internal control procedures ensure compliance with various policies, practices and statutes in keeping with the organisation's pace of growth and increasing complexity of operations. The Management Assurance Group, internal audit team, of the Company, carries out extensive audits throughout the year, across all functional areas and submits its reports to the Audit Committee.

22. CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute Corporate Social Responsibility Committee as the Company is not fulfilling the conditions specified in section 135 of the Companies Act, 2013.



23. ANNUAL EVALUATION BY THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, and Nomination and Remuneration Committee.

Structured and separate Questionnaires were prepared for Board Evaluation; Directors Self-Evaluation; Directors Peer Evaluation and the Chairman Evaluation after taking into consideration of various aspects of the management and governance issues.

Nomination Remuneration Committee members carried out evaluation of every Director performance i.e. Peer Evaluation, on parameters such as engagement & contribution; independence of judgement in the interest of the Company and competence of each Director.

The Independent Directors carried out evaluation of the entire Board and its functioning such as adequacy of the composition of the Board and its Committees, Board Strategies, Board Meetings and procedures, Board and Management Relations, Succession and training and other governance matters.

The Independent Directors also carried out evaluation of the Chairman covering his contribution in managing relations and the board meetings and leadership.

The performance evaluation of the Chairman and the Board peer audit was carried out by the Independent Directors.

The self-assessment by Individual Directors was carried out on parameters such as knowledge; expertise; contribution and competence of each Director.

The Directors expressed their satisfaction with the evaluation process.

24. VIGIL MECHANISM:

The Company has established a vigil mechanism for Directors, regular employees and consultants of the Company, including advisors, in-house consultants, Whole-time Directors and employees on contract. This Policy shall also apply to third parties with any commercial dealings with the Company, including vendors, service providers, partners, joint venture employees and customers.

Any Whistle Blower making a complaint under this Policy may make a Disclosure to the Ombudsperson – Mr. HJ Dora of the Company, through the following modes.

- (a) Oral Complaints through teleconference or by personally meeting the Ombudsperson, or by calling 1800-1020-467 or such other number as is set out on the Company's website at www.gmraerotech.in
- (b) Complaints filed through Electronic Means to gmr@ethicshelpline.in to raise a concern under the Policy.

The Policy provides for maintaining confidentiality and protection to the Whistle Blower against any victimization.

25. RISK MANAGEMENT POLICY

The Company has established Enterprise Risk Management (ERM) framework to identify, assess, monitor and mitigate various risks that may affect the organization. As per ERM framework, the risks are identified considering the internal and external environment. While there were no risks perceived that threatens the existence of the company, following were identified as certain key risks identified. These risks are being monitored at regular intervals along with mitigating measured:

1. Competitor and entrance of OEM in the MRO Industry.
2. Financial health of Airline Customers
3. Escalation in Aircraft Maintenance program by OEM.

26. COMMENTS ON STATUTORY AUDITORS' REPORT

Auditors Emphasis of Matter: The Company has accumulated losses and its net worth has been fully eroded, the Company has incurred a net loss/net cash loss during the current and previous years and, the Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in Note 31 of Financial statements, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note. Our opinion is not qualified in respect of this matter.

Directors Comments: The Company has incurred a net loss of Rs. 686,642,583 (March 31, 2014: Rs. 754,904,286) during the year ended March 31, 2015. Further as at March 31, 2015, your Company has accumulated losses of Rs. 2,951,257,277 (March 31, 2014: Rs. 2,264,614,694) and its net-worth has been fully eroded. Your Company has incurred net loss/net cash loss in the current and previous years and, the Company's current liabilities exceeded its current assets as at balance sheet date. We expects that there will be significant increase in the operations of the Company that will lead to improved cash flows and long term sustainability. GMR Aerospace Engineering Limited ('the holding company') has undertaken to provide such financial support as necessary, to enable the Company to meet the operational requirements as they arise and to meet its liabilities as and when they fall due. Accordingly, these financial statements do not include any adjustments relating to the recoverability of assets or the amounts of liabilities that may be necessary if the entity is unable to continue as a going concern.

Your Company is rapidly scaling up its operations compared with previous years and is confident of overcom

of ; the Board of Directors of the Company is of the view that there is no permanent diminution in the value of such investments. Accordingly, the financial statements for the year ended March 31, 2015 do not include any provision for impairment of its Investments.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the financial year under review.

27. EXTRACT OF ANNUAL RETURN:

The extract of the annual return as on March 31, 2015 in the format provided under sub-section (3) of section 92 of the Companies Act, 2013 is annexed to this Report as Annexure- 2

28. FIXED DEPOSITS

During the year under review, your Company has neither invited nor accepted any fixed deposits from the public as per the provisions of Companies Act 2013. As such, no amount of principal or interest was outstanding as on the date of the Balance Sheet.

29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee is set up to redress complaints received regularly. All employees (permanent, contractual, temporary trainees) are covered under the policy.

During the financial year, the Company has not received any complaints pertaining to sexual harassment.

30. PARTICULARS OF EMPLOYEES

In accordance with the provisions of Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in Annexure-3 to the Directors' Report.

31. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

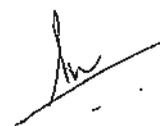
32. ACKNOWLEDGEMENT

Your Directors take this opportunity to express their sincere thanks and gratitude to GMR Aero Technic Limited, Various Government and Semi Government Agencies and all the employees who have extended their co-operation and support in the achieving the goals that the company is established for.

**By Order of the Board of Directors
For GMR Aero Technic Limited**

**Place: Hyderabad
Date: 07/09/2015**




Director


Director

Annexure-1

Features of Nomination and Remuneration Policy

INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of every Public Company having a Paid up Capital of Rs. 10 Crores or more or Turnover of Rs. 100 Crores or more or having in aggregate outstanding loans or borrowing or debentures or deposits exceeding Rs. 50 Crores or more, as existing on the date of last audited Financial Statements, shall constitute a Nomination and Remuneration Committee. In order to align with the provisions of the Companies Act, 2013, the Board on May 05, 2014 renamed the "Remuneration Committee" as "Nomination and Remuneration Committee" and modified its terms of reference.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

1.1. Purpose of the Policy

The Key Objectives of the Committee are:

- (a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- (b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- (c) To recommend to the Board a policy relating to Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

The Policy ensures that:

- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmark; and
- (c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

1.2. Definitions

1.2.1. "Board" means the Board of Directors of the Company.

1.2.2. "Company" means "GMR Aero Technic Limited."

- 1.2.3.** "Employees' Stock Option" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.
- 1.2.4.** "**Independent Director**" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- 1.2.5.** "Key Managerial Personnel" or "KMP" means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder. (As per Section 203 of the Companies Act, 2013, the following are whole-time Key Managerial Personnel:
- (i) *Managing Director or Chief Executive Officer or the Manager and in their absence a whole-time Director;*
 - (ii) *Company Secretary; and*
 - (iii) *Chief Financial Officer.)*
- 1.2.6.** "**Nomination and Remuneration Committee**" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.
- 1.2.7.** "Policy or This Policy" means, "Nomination and Remuneration Policy."
- 1.2.8.** "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- 1.2.9.** "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

1.3. Interpretation

Words and expressions used in this Policy shall have the same meanings assigned to them in the Companies Act, 2013 or the rules framed thereon.

2. NOMINATION AND REMUNERATION COMMITTEE

2.1. Role of the Committee

- (a) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

- (b) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- (c) Formulating the criteria for evaluation of Individual Directors and the Board;
- (d) Devising a policy on Board diversity and shall formulate a policy after taking into consideration the following:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- (e) Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors;
- (f) All information about the Directors / Managing Directors / Whole time Directors / Key Managerial Personnel i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders, where required;
- (g) The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole-time Directors;
- (h) While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- (i) The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and the shareholders;

2.2. Composition of the Committee

- (a) The Committee shall comprise of at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.

- (b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- (c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- (d) Membership of the Committee shall be disclosed in the Annual Report.
- (e) Term of the Committee shall be continued unless terminated by the Board of Directors.

2.3. Frequency of the Meetings of the Committee

The meeting of the Committee shall be held at such regular intervals as may be required.

2.4. Committee Member's Interest

(a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

(b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

2.5. Voting at the Meeting

(a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

(b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

2.6. Minutes of the Meeting

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

3. APPLICABILITY

This Policy is Applicable to:

- (a) Directors (Executive, Non-Executive and Independent)
- (b) Key Managerial Personnel

(c) Senior Management Personnel

(d) Other employees as may be decided by the Nomination and Remuneration Committee

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

4.1. Appointment criteria and qualifications

(a) Subject to the applicable provisions of the Companies Act, 2013, other applicable laws, if any and Company's HR Policy, the Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

(b) The Committee has discretion to decide the adequacy of qualification, expertise and experience for the concerned position.

(c) The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director / Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

4.2. Term / Tenure

4.2.1. Managing Director / Whole-time Director / Manager (Managerial Personnel)

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

4.2.2. Independent Director

(a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

(b) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed In or be associated with the Company in any other capacity, either directly or indirectly.

(c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

(d) The maximum number of companies in which a person shall hold office as Director, including any alternate directorship, shall not exceed twenty. Provided that the maximum number of public companies in which a person can be appointed as a director shall not exceed ten.

For reckoning the limit of public companies in which a person can be appointed as director, directorship in private companies that are either holding or subsidiary company of a public company shall be included.

4.3. Familiarization Programme for Independent Directors

The company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

4.4. Evaluation

Subject to Schedule IV of the Companies Act, 2013 the Committee shall carry out the evaluation of Directors at such intervals as may be considered necessary.

4.5. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable laws, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP, subject to the provisions and compliance of the applicable laws, rules and regulations.

4.6. Retirement

The Director, KMP and Personnel of Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Personnel of Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company.

5. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSONNEL, KMP AND SENIOR MANAGEMENT PERSONNEL

5.1. General

(a) The remuneration / compensation / commission etc. to Managerial Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.

(b) The remuneration and commission to be paid to the Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

(c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel.

(d) Where any insurance is taken by a company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

5.2. Remuneration to Managerial Personnel, KMP, Senior Management and Other Employees

5.2.1. Fixed Pay

Managerial Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

5.2.2. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

5.2.3. Provisions for excess remuneration

If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

5.2.4. The remuneration to Personnel of Senior Management shall be governed by the Company's HR Policy.

5.2.5. The remuneration to other employees shall be governed by the Company's HR Policy.

5.3. Remuneration to Non-Executive / Independent Director

5.3.1. Remuneration / Commission

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

5.3.2. Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The sitting fee paid to Independent Directors and Women Directors, shall not be less than the sitting fee payable to other directors.

5.3.3. Limit of Remuneration / Commission

Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

5.3.4. Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

6. DISCLOSURES

The Company shall disclose the Policy on Nomination and Remuneration in the Annual Report as per the requirements of the Companies Act 2013.

7. AMENDMENT

Any amendment or modification in applicable laws relating to Nomination and Remuneration Committee shall automatically be applicable to the Company.

**By Order of the Board of Directors
For GMR Aero Technic Limited**

**Place: Hyderabad
Date: 07/09/2015**



Director



A handwritten signature in blue ink, consisting of several vertical strokes and a horizontal line at the bottom.

Director

Annexure -2

Extract of Annual returns

FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.)

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U35122TG2010PLC070489
ii)	Registration Date [DDMMYY]	20/09/2010
iii)	Company Name	GMR Aero Technic Limited (Formerly MAS GMR Aero Technic Limited)
iv)	Category of the Company	Public Company
	Sub Category of the Company	Company Limited by shares
v)	Address	Plot No.1, C/o GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad,
	Country Code	+91
	Telephone (With STD Area Code Number)	
	Fax Number :	
	Email Address	Neha.Agarwal@gmraerotech.in
	Website	www.gmraerotech.in
iv)	Whether shares listed on recognized Stock Exchange(s)	NO
Vii)	Name and Address of Registrar & Transfer Agents (RTA):- Not Applicable	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Maintainance Repair and overhaul of Aircrafts	N- N7	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held
1	GMR Aerospace Engineering Limited (GAEL)	U45201TG2008PLC067141	Holding Company	100%

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

D) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	De-mat	Physical	Total	% of Total Shares	De-mat	Physical	Total	% of Total Shares	
A. Promoters									
<u>Indian</u>	0	2,49,99,940	2,49,99,940	100%	0	2,49,99,940	2,49,99,940	100%	Nil
Body Corporates									
Individual		60	60	-		60	60	-	
<u>Foreign</u>	0	0	0	0	0	0	0	0	0
Body Corporates									
B. Public Shareholding:- NIL									
Grand Total (A+B)	0	25,000,000	25,000,000	100%	0	25,000,000	25,000,000	100%	Nil

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	GMR Aerospace Engineering Limited (Formerly MAS GMR Aerospace Engineering Company Limited) (Inclusive of 60 shares as beneficial owner)	25,000,000	100%	NIL	25,000,000	100%	NIL	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

S N	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year (01.04.2014)	25,000,000	100%	25,000,000	100%
	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change		25,000,000	100%
	At the end of the year(31.03.2015)	25,000,000	100%	25,000,000	100%

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S N	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	NIL				
	At the beginning of the year:-				

E) Shareholding of Directors and Key Managerial Personnel:

S N	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year (on behalf of Promoter to meet the minimum 7 no of members requirement)	40	0.00	20	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	12/12/2014 Transfer		20 (Shares were transfer)	
	At the end of the year	40	0.00	20	0.00

F) **INDEBTEDNESS** -Indebtedness of the Company Including interest outstanding/accrued but not due for payment.

Amount in
Rs.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	726,850,167	1,615,557,715		2,342,407,882
ii) Interest due but not paid		15,135,129		15,135,129
iii) Interest accrued but not due				-
Total (i+ii+iii)	726,850,167	1,630,692,844	-	2,357,543,011
Indebtedness at the end of the financial year				
i) Principal Amount	839,506,849	1,790,099,352		2,629,606,201
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	839,506,849	1,790,099,352	-	2,629,606,201

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager as on March 31, 2015
Amount In Rs

SN.	Particulars of Remuneration	Name of Manager	Total Amount
1	Gross salary	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission- (as % of profit or others)	0	0
5	Others, please specify	0	0
	Total (A)	0	0
	Ceiling as per the Act	0	0

B. Remuneration to other directors

No remuneration is paid to any director

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD as on March 31, 2015.
Amount in Rs.

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
2	Stock Option	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00
4	Commission - as % of profit or others	0.00	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00	0.00
	Total				

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties / punishment were imposed on the Company and no compounding of offences was made by the Company during the financial year under review.

**By Order of the Board of Directors
For GMR Aero Technic Limited**

**Place: Hyderabad
Date: 07/09/2015**



[Signature]
Director

[Signature]
Director

Annexure -3

Annexure to Report of Directors for the year ended 31st March, 2015

**Statement of Employees pursuant to Rule 5(2) of Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014
of Companies Act, 2013.**

S.No	Name	Age	Qualifications	Designation	Date of Commencement of Employment	Nature of Employment	Experience No. Of Years.	Remuneration (In Rupees)	Last Employment	Percentage of Equity shares held	Whether relative of any director or manager.
1	Uday K Naidu	57	B-Tech(MEng)	CEO	08-08-2013	On rolls of the company	35		Go Airlines	0	No

**By Order of the Board of Directors
For GMR Aero Technic Limited**

**Place: Hyderabad
Date: 07/09/2015**




Director


Director