

## **GMR Aero Technic Limited**

(CIN: U35122TG2010PLC070489)

Regd. Office: Plot No. 1, GMR Hyderabad Aviation SEZ Limited,  
Rajiv Gandhi International Airport, Shamshabad, Hyderabad-108  
Tel : +91 40 6725 1115/ 6725 1149 Website : [www.gmraerotech.in](http://www.gmraerotech.in)

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### **NOTICE TO THE MEMBERS OF THE EIGHTH (8<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the **Eighth (08<sup>th</sup>) Annual General Meeting** of the Members of **GMR Aero Technic Limited** will be held on Thursday, 27<sup>th</sup> September, 2018, at 12:30 PM, at Plot No. 1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, to transact the following business:

#### **ORDINARY BUSINESS**

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of Mr. S.G.K. Kishore (DIN: 02916539) who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

#### **3. Appointment of Dr. Kavitha Gudapati as Independent Women Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Kavitha Gudapati (DIN: 02506004), who was appointed as Additional Independent Director on January 07, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Woman Director, be and is hereby appointed as an Independent Woman Director of the Company, to hold office for the first term commencing from January 07, 2018 upto the conclusion of the 15<sup>th</sup> Annual General Meeting to be held in the year 2022 and that he shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**4. Appointment of Mr. Abdul Rahman Harith Saif Al Busaidi as Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Abdul Rahman Harith Saif Al Busaidi (DIN: 08106809), who was initially appointed as additional Independent Director of the Company on April 18, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for the first term commencing from April 18, 2018 upto the conclusion of the 15<sup>th</sup> Annual General Meeting to be held in the year 2022 and that he shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

**Place: Hyderabad  
Date: August 10, 2018**

Sd/-  
**Company Secretary  
Apeksha Naidu**

**Notes:-**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. Relevant documents referred to in the accompanying Notice, Explanatory statement and the registers required to be maintained under the Companies Act, 2013, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours and shall be available for inspection up to the conclusion of the Annual General Meeting of the Company.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company Authorisation Letters along with certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
6. 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.
7. In terms of the requirements of the Secretarial Standard-2, a Route Map for venue of the meeting is also annexed.
8. The requirement to place the matter relating to appointment of the Statutory Auditors of the Company for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of the Joint Statutory Auditors of the Company, who were appointed in the 07<sup>th</sup> Annual General Meeting held on August 21, 2017.

## **ANNEXURE TO NOTICE OF THE 8<sup>TH</sup> ANNUAL GENERAL MEETING**

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

#### **ITEM NO.3 & 4**

Dr. Kavitha Gudapati and Mr. Abdul Rahman Harith Saif Al Busaidi were appointed as an Additional Independent woman Director and Additional Independent Director w.e.f. January 7, 2018 and April 18, 2018 respectively in accordance with the provisions of Section 161 of the Companies Act, 2013. The above Directors hold office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Dr. Kavitha Gudapati's candidature for appointment as Independent Woman Director and Mr. Abdul Rahman Harith Saif Al Busaidi's candidature as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Dr. Kavitha Gudapati and Mr. Abdul Rahman Harith Saif Al Busaidi on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 & 4 for adoption. None of the Directors, except Dr. Kavitha Gudapati and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 3 & 4 to be passed as an ordinary resolution.

#### **Brief Profile of Director seeking appointment at the 8th Annual General Meeting**

##### **Mr. S G K Kishore**

Mr. S G K Kishore is presently the Chief Executive Officer of GMR Hyderabad International Airport Ltd, which operates Rajiv Gandhi International Airport at Hyderabad. He also serves as a Director on the Boards of GMR Hyderabad Aerotropolis Limited, GMR Hyderabad Aviation SEZ Limited, GMR Aerospace Engineering Limited, Hyderabad Menzies Air Cargo Private Limited and other GMR Group Companies.

He is 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 Medalist during Master's, Mr. Kishore has an illustrious career spanning Government and Private sector and has about 27 years of Experience.

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.

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

##### **Dr. Kavitha Gudapati**

Dr. Kavitha Gudapati is a doctorate in management, specializing in Organizational Behavior and has an MA in Psychology along with a Post Graduate diploma in counseling skills. She is an organizational psychologist having consulting experience over 10 years in India and Abroad. Her expertise lies in Career development and Counseling and Work - Life balance. She has undergone Basic Human processes lab and Advanced Human processes lab under Indian Society

for Applied Behavioral Science (ISABS). She is accredited Certified Coach by Results Coaching which is recognized by the ICF (International Coach Federation). She operates in the areas of Coaching in Personal/Life, Business, Executive and Workplace.

**Mr. Abdul Rahman Harith Saif Al Busaidi**

Mr. Abdul Rahman Harith Saif Al Busaidi, a Master of Business Administration and a Bachelor of Science in Aviation Management, graduated with honors (Cum Laude). He is a Senior corporate executive with about 37 years' experience in the aviation industry. He has got extensive experience in management, strategic planning, and marketing he also possesses 10 years' experience as a Board of Director for a variety of businesses.

With his Strong analytical ability, effective negotiating skills, in-depth understanding of financial data, good interpersonal skills, effective leadership style and high level of integrity he spent 25 years in the Gulf and Middle East working for Gulf Air and Oman Air. He was also associated with Jet Airways as a senior executive for 8 years.

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

Sd/-

**Company Secretary  
Apeksha Naidu**

**Place: Hyderabad**

**Date: August 10, 2018**

**GMR Aero Technic Limited**  
**CIN: U35122TG2010PLC070489**

Registered Office: Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500 108, Telangana State

**Attendance Slip**

Annual General Meeting to be held on Thursday, 27<sup>th</sup> of September, 2018, at 12:30 PM at Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108

Regd. Folio No. / DP ID & Client ID .....

I certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on, Friday 7<sup>th</sup> of September, 2018, at 12:00 Noon, at Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108

Member's / Proxy name in BLOCK letters

Member's / Proxy's Signature

**FORM NO MGT-11**  
**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U35122TG2010PLC070489  
 Name of the Company : GMR Aero Technic Limited  
 Registered Office : Plot no.1, GMR Hyderabad Aviation  
 SEZ Limited, Rajiv Gandhi  
 International Airport, Shamshabad,  
 Hyderabad 500 108, Telangana

Name of the Member(s) :	
Registered Address	
E mail Id :	
Folio No / Client Id	
DP ID :	

I/We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Mr. .... r/o .....  
 Having email ID ..... failing him;  
 (2) Mr. .... r/o .....  
 Having email ID ..... failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 27<sup>th</sup> of September, 2018, at 12:30 PM, at 12.00 AM at Plot no.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International, Airport, Shamshabad, Hyderabad 500 108, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote	
		Vote for	Against
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2018		
2	Appoint a Director in place of Mr. S G K Kishore (DIN: 02916539), who retires by rotation and being eligible, offers himself for reappointment		
<b>Special Business</b>			
3	Appointment of Dr. Kavitha Gudapati as Independent Woman Director.		
4	Appointment of Mr. Abdul Rahman Harith Saif Al Busaidi as Independent Director		

Signed this \_\_\_\_\_ day of ....., 2018

Signature of the Shareholder

Affix Revenue Stamp
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## ROUTE MAP FOR THE VENUE OF THE 08<sup>TH</sup> ANNUAL GENERAL MEETING

**Venue: 8<sup>th</sup> Annual General Meeting to be held on Thursday 27<sup>th</sup> of September, 2018, at 12:30 P.M. at GMR Aero Technic Limited Plot No. 1, GMR Hyderabad Aviation SEZ limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500 108, Telangana State.**

