

GMR Aerospace Engineering Limited

(CIN: U45201TG2008PLC067141)

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

NOTICE

Notice is hereby given that the **Twelfth (12th) Annual General Meeting** of the Members of **GMR Aerospace Engineering Limited** will be held at shorter notice on Friday, September 27, 2019 at 12:00 Noon, 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 standalone audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the consolidated audited financial statements of the company for the financial year ended March 31, 2019 and Auditor's Report thereon.
3. To appoint a Director in place of Mr. Puthalath Sukumaran Nair (DIN: 00063118), who retires by rotation, and being eligible, offers himself for re-appointment.

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

Place: Hyderabad
Date: July 26, 2019

Sd/-
Apeksha Naidu
Company Secretary

Notes:-

1. 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.
2. All the documents referred to in the AGM Notice in respect of special business, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are kept open for inspection by the Members of the Company, during 11.00 A.M. to 5.00 P.M. on all working days at the Registered Office of the Company.
3. 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.
4. In terms of the requirements of the Secretarial Standard-2, a Route Map for venue of the meeting is also annexed.
5. 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 Statutory Auditors of the Company, who were appointed in the 10th Annual General Meeting held on August 21, 2017.

GMR Aerospace Engineering Limited

CIN: U45201TG2008PLC067141

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 Friday, the 27th September, 2019, at 12:00 Noon, 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, the 27th Day of September, 2019, 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 : U45201TG2008PLC067141
 Name of the Company : GMR Aerospace Engineering Limited
 Registered Office : Plot no.1, GMR Hyderabad Aviation SEZ Limited,
 Rajiv Gandhi International, Airport, Shamshabad
 Hyderabad 500 108

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 Annual General Meeting of the Company, to be held on Friday, the 27th September, 2019, at 12:00 Noon at Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International, Airport, Shamshabad, Hyderabad 500 108, Telangana State and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote	
		Vote for	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements (including audited consolidated financial statements) along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2019.		
2	Appoint a Director in place of Mr. Puthalath Sukumaran Nair (DIN: 00063118), who retires by rotation and being eligible, offers himself for reappointment.		

Signed this _____ day of, 2019

Signature of the Shareholder

Affix Revenue Stamp

ROUTE MAP FOR THE VENUE OF THE 12TH ANNUAL GENERAL MEETING

Venue: 12th Annual General Meeting to be held on Friday, the 27th day of September, 2019 at 12:00 Noon at GMR Aerospace Engineering Limited, Plot No. 1, GMR Hyderabad Aviation SEZ limited, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500 108, Telangana State.

