<u>NOTICE</u>

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAHINDRA AEROSPACE PRIVATE LIMITED WILL BE HELD AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI 400018, THROUGH VIDEO CONFERENCE ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM"), ON THURSDAY, 14TH JULY, 2022 AT 9.45 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

The proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDNARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- **2.** To appoint a director in place of Mr. Arvind Kumar Mehra (DIN: 01039769), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**: -

"**RESOLVED** that Mr. Arvind Kumar Mehra (DIN: 01039769), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

3. To appoint a director in place of Mr. Dhiraj Rajendran (DIN: 06884408), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**: -

"**RESOLVED** that Mr. Dhiraj Rajendran (DIN: 06884408), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

4. To re-appoint M/S. BSR & Co LLP, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**: -

"RESOLVED that pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), M/s. BSR & Co LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W100022) be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of this 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2027 at such remuneration as may be fixed by Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto or may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

SPECIAL BUSINESS

5. Appointment of Mr. Subramanian Durgashankar as a Director of the Company

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

"RESOLVED THAT Mr. Subramanian Durgashankar (DIN: 00044713) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th January, 2022, pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder, and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation."

By order of the Board

Mumbai, 26th April 2022

V S Ramesh Company Secretary Membership No: A 5769

Notes:

1. In view of the guidelines provided under General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 02/2022 dated 5th May, 2022 (collectively referred to as 'MCA Circulars'), the companies are permitted to hold the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

The MCA has clarified that for Companies that are not required to provide Evoting facility under the Companies Act, 2013, while they are transacting any business(es) by voting at the General Meeting, the requirements provided in the Companies (Management and Administration) Rules, 2014, as amended up to date as well as the framework provided in the MCA Circulars will be applicable.

With reference to the above, the AGM of the Company is being held through VC/OAVM in compliance with the provisions of the Companies Act, 2013 ("Act"), Rules made there under and aforementioned MCA Circulars and the Meeting shall be deemed to be held at the venue as mentioned in the Notice of AGM.

Notice and Annual Report has been sent via e-mail to all Members as per e-mail addresses registered with the Company and is also uploaded on the website.

Members whose email ids are not registered or changed, are requested to update/register their email ids by sending a request to the below mentioned designated email ids by providing Name of the shareholder, e-mail id, PAN, DPID/Client ID or Folio number and number of shares held by them for registering the email id.

2. M/s. BSR & Co LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W100022) were appointed as statutory auditors of the Company at the 10th AGM held on 2nd August, 2017, for a period of five years commencing from the conclusion of 10th AGM till the conclusion of the 15th AGM, subject to ratification by members every year. However, MCA vide its notification dated May 7, 2018, has omitted the requirement under the first proviso to Section 139 of the Act, and Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, regarding ratification of appointment of statutory auditors by members at every subsequent AGM.

Consequently, M/s. BSR & Co LLP, Chartered Accountants, will complete their first term of five consecutive years as statutory auditors of the Company at the conclusion of the 15th AGM of the Company.

Pursuant to Section 139(2) of the Act, the company can appoint an auditor's firm for a second term of five consecutive years. Accordingly, M/s. BSR & Co LLP, Chartered Accountants, are proposed to be reappointed as statutory auditors of the company for a second term of five consecutive years commencing from the conclusion of 15th AGM till the conclusion of the 20th AGM.

M/s. BSR & Co LLP, Chartered Accountants, have consented to the said reappointment, and confirmed that their reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be reappointed as statutory auditor in terms of the provisions of the Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the directors/key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the notice.

The Board unanimously recommends the Resolution set forth in Item No. 4 of this Notice for approval by the Members by way of an **Ordinary Resolution**.

- 3. The Company's Registrar and Transfer Agents for its share registry work (Electronic) are KFin Technologies Limited having its office at KFintech, Selenium Building Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana 500032. Tel: 040 67162222, Fax: 040 23001153, Email id: einward.ris@kfintech.com and karisma@kfintech.com.
- 4. An Explanatory Statement pursuant to Section 102 of the Act read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution in respect of the Special Business, Item No. 5, set out above is annexed hereto.

- 5. Details of Directors seeking appointment/reappointment at the 15th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 are given as an Annexure to the Notice.
- 6. Since this AGM is being held through VC/OAVM where physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- 8. Members can join the Meeting by clicking on the link provided in the email containing this Notice convening this 15th Annual General Meeting of the Members. The standard operating procedure on how to access and participate in the Meeting along with IT helpline number for joining the Meeting through VC/OAVM is also provided in the email containing the Notice of this AGM.
- 9. The facility for joining the meeting will be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- 10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance to the designated email id.
- 12. Members are entitled to attend and vote by show of hands, if permitted by the Chairman of the Meeting. Further, where a poll is required/demanded, the Members shall communicate their assent/ dissent on the agenda items of this Annual General Meeting by sending an email to <u>SHUKLA.SP@mahindra.com</u> (*"Designated email ID"*) with cc to <u>VS.RAMESH@mahindra.com</u> and sharma.manish2@mahindra.com.
- 13. Corporate members intending to attend this Meeting through their authorized representatives as per Section 113 of the Act, are requested to email to the Company/lodge at the venue of the Meeting, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

The Register of Directors and Key Managerial Personnel and their shareholding 14. maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., 14th July, 2022. Members seeking to inspect such documents can send an email to SHUKLA.SP@mahindra.com ("Designated email ID") with CC to VS.RAMESH@mahindra.com and sharma.manish2@mahindra.com.

By order of the Board

V S Ramesh Company Secretary Membership No: A 5769

Mumbai, 26th April, 2022

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

ITEM NO. 5: Appointment of Mr. Subramanian Durgashankar as a Director of the Company

The Board had appointed Mr. Subramanian Durgashankar (DIN: 00044713) as an Additional Director of the Company with effect from 25th January, 2022. Pursuant to Section 161 of the Companies Act, 2013, an Additional Director shall hold office till the ensuing Annual General Meeting of the Company. The Company has received notice proposing his candidature for appointment as a Director at this Annual General Meeting.

Name	Subramanian Durgashankar
Age	62 Years
Qualifications	B.Com., Chartered Accountant
Experience	Mr. S. Durgashankar (Durga), a Chartered Accountant, is currently Chief Financial Officer for Mahindra Group Aerospace, Defence and Agri Sectors. He is also Chairman of Mahindra Integrated Business Solutions Pvt. Ltd. He also serves on the Board of E.I.D PARRY (INDIA) LIMITED as an Independent Director. He also serves on the Boards of many Mahindra Group entities, listed & unlisted.
	Prior to his current assignment, he was President - Group M&A, Corporate Accounts & Group Secretarial and Member of the Group Executive Board and was instrumental in setting up the Mergers & Acquisitions (M&A) division at M&M. The M&A division at M&M has successfully completed over 125+ Inorganic transactions both (Domestic and International) for the Group. At M&M he has held various senior

The following additional information is provided in respect of Mr. Subramanian Durgashankar (DIN: 00044713):

positions including as Corporate Treasurer and Head of Investor Relations. He was the CFO of Mahindra Satyam, when it was taken over by the Mahindra Group and was responsible for the company becoming current with respect to its Indian GAAP reporting requirements.
Before joining M&M Group he was the Group CFO of a group of businesses with interest in the power sector, listed in AIM & NSE exchanges, where he played a key role in the parent company of that Group getting listed at the NSE. Earlier he headed one of the Strategic Business Units of a Bank where he acquired rich experience in project evaluation, lending and corporate restructuring. He has served / serving as nominee Director on the board of various listed/ unlisted companies.
During his overall work experience of over 36 years, he has handled a wide spectrum of M&A, Corporate Finance and Investor Relations assignments, at senior levels.
He is an Alumni of Harvard Business School where he had attended the Advanced Management Program. He is also a speaker at many fora, including at Indian Institute of Management – Ahmedabad & Nagpur on varied topics in M&A, Finance, Governance & on Business Disruption. He was the recipient of CFO 100 Awards in 2010, 2013 and 2014 for his contribution to Corporate Finance in the area of M&A. He was also the recipient of CFO India League of Excellence Award in March 2015.

Terms & conditions of	Non-Executive and Non-Independent
appointment and reappointment	Director, liable to retire by rotation.
Details of Remuneration sought	
to be paid	1 1.7 1.
Details of Remuneration last	N.A.
drawn	N.A .
	25/01/2022
Date of first appointment on the Board	25/01/2022
	Nil
Shareholding in the Company	INII
Relationship with other	Mr. Durgashankar is not related to any of
Directors, Manager and other	the Directors, Manager or Key Managerial
Key Managerial Personnel	Personnel of the Company.
(KMPs) of the Company	
The number of Meetings of the	None.
Board attended during the year	
	Mr. Durgashankar was appointed as an
	additional director as the last Board
	Meeting held during the year ended 31st
	March, 2022 viz. 25 th January, 2022.
Other Directorships,	Directorship in other Companies –
Membership/ Chairmanship of	
Committees	1. Mahindra EPC Irrigation Limited
of other Boards	2. Mahindra Integrated Business
	Solutions Private Limited
	3. Mahindra HZPC Private Limited
	4. Mahindra Agri Solutions Ltd.
	5. Mahindra Holdings Ltd.
	6. E.I.D Parry (India) Limited
	Details of other Memberships of
	Committees –
	1 Mahindra EPC Irrigation Limited
	1. Mahindra EPC Irrigation Limited - Member of Audit Committee,
	Nomination and Remuneration
	1
	Responsibility Committee and Risk

Management Committee
2. Mahindra HZPC Pvt. Ltd -
Chairman of Audit Committee
3. Mahindra Agri Solutions Limited -
Chairman of Audit Committee;
Member of Risk Management
Committee, Committee of
Directors for Borrowing and
Allotment Committee, Member of
Finance Committee.
4. Mahindra Holdings Limited -
Member of Finance & Accounts
Audit Committee
5. Mahindra Integrated Business
Solutions Pvt. Ltd Chairman of
Audit Committee and Member of
Nomination and Remuneration
Committee
6. E.I.D Parry (India) Limited -
Member of Audit Committee

Mr. Subramanian Durgashankar has given his consent to act as Director of the Company.

The Board is of the view that the knowledge and experience of Subramanian Durgashankar will immensely benefit the Company and therefore, recommends he appointment of Mr. Subramanian Durgashankar as a Director of the Company to the members by passing an Ordinary Resolution.

The Notice received from a Member signifying its intention to propose Mr. Subramanian Durgashankar as a candidate for the office of Directorship of the Company is open for inspection at the registered office/corporate office of the Company up to the date of the Annual General Meeting and will also be available for inspection at the Meeting.

Mr. Subramanian Durgashankar and his relatives are interested in this resolution as it pertains to his appointment as Director of the Company.

The Board, unanimously, recommends the Ordinary Resolution as set out in item no. 4 of this notice.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

By order of the Board

V S Ramesh Company Secretary Membership No: A 5769

Mumbai, 26th April 2022

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of Directors seeking appointment/re-appointment at the 15th Annual General Meeting in pursuance to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

ITEM NO. 2

Mr. Arvind Kumar Mehra (DIN: 01039769) Director, retires by rotation and being eligible, offers himself for re-appointment at the Fifteenth Annual General Meeting of the Company.

The following additional information is provided in respect of Mr. Arvind Kumar Mehra (DIN:01039769): -

Name	Arvind Kumar Mehra
Age	58 Years
Qualifications	Chartered Accountant, Company Secretary
Experience	Mr. Arvind Mehra has more than 37 years of rich and diversified experience in the areas of setting up and managing operations and acquiring and integrating companies/businesses both in India and overseas. He possesses over 2 decades of strong executive leadership across diverse organizations.
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as a Whole Time Director for a further period from 10 th May, 2020 to 9 th May, 2023 (Both days inclusive). Proposed Remuneration: Nil Past Remuneration: NIL No sitting fees shall be payable.
Date of first appointment on the Board	28 th February, 2008
Shareholding in the Company	Nil

Relationship with other	Mr. Arvind Kumar Mehra is not related to
Directors, Manager and other	any of the Directors and KMPs
Key Managerial Personnel	
(KMPs) of the Company	
The number of Meetings of the	Mr. Arvind Kumar Mehra has attended the
Board attended during the year	following Four Meetings of the Board of
	Directors during the year ended on 31st
	March, 2022:
	1. 27 th April, 2021
	2. 20 th July, 2021
	3. 19th October, 2021
	4. 25 th January, 2022
Other Directorships,	Details of other Directorships -
Membership/Chairmanship of	1. Mahindra Aerospace Private Limited
Committees	2. Mahindra Aerospace Australia Pty Ltd
of other Boards	3. GA 8 Airvan Pty Ltd
	4. Nomad TC Pty Ltd
	5. GA 200 Pty Ltd
	6. Airvan 10 Pty Ltd
	Details of other Memberships of
	Committees –
	None

ITEM NO. 3

Mr. Dhiraj Rajendran (DIN: 06884408) Director, retires by rotation and being eligible, offers himself for re-appointment at the Fifteenth Annual General Meeting of the Company.

The following additional information is provided in respect of Mr. Dhiraj Rajendran (DIN: 06884408): -

Name	Dhiraj Rajendran
Age	41 years
Qualifications	Bachelor of Engineering and Post Graduate Degree Management from NMIMS, Mumbai
Experience	More than 13 years' experience in the varied fields such as Private Equity Transactions, Investment Banking, Treasury including Investment Management, Cash management and select banking functions.
Terms & conditions of	Non-Executive and Non-Independent Director,
appointment and	liable to retire by rotation.
reappointment	
Details of Remuneration	N.A.
sought to be paid	
Details of Remuneration last	N.A.
drawn	
Date of first appointment on	25/04/2017
the Board	
Shareholding in the	Nil
Company	
Relationship	Mr. Dhiraj Rajendran is not related to any of the
with other Directors, Manage	ë ; ë
and other Key Managerial	Personnel of the Company.
Personnel (KMPs) of	
the Company	
The number of Meetings of	Mr. Dhiraj Rajendran has attended the following
the Board attended during	Four Meetings of the Board of Directors during
the year	the year ended on 31 st March, 2022:
	1. 27 th April, 2021
	2. 20 th July, 2021
	3. 19 th October, 2021
	4. 25 th January, 2022

Other Directorships,	Details of other Directorships -
Membership/ Chairmanship	1. Mahindra Aerostructures Private Limited
of Committees	
of other Boards	Details of other Memberships of Committees -
	-
	Nil

By order of the Board

V S Ramesh Company Secretary Membership No: A 5769

Mumbai, 26th April 2022