

MAHINDRA AEROSTRUCTURES PRIVATE LIMITED
(CIN U35122MH2011PTC212744)
Reg. Off.: Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai - 400 018.
Tel.Ph. (022) 2493 1441, Fax: (022) 2497 5081
Website: mahindraaerospace.com

NOTICE

NOTICE is hereby given that the **TENTH ANNUAL GENERAL MEETING** of **MAHINDRA AEROSTRUCTURES PRIVATE LIMITED** will be held through **Video Conference (VC) / Other Audio Visual Means facility (OAVM)** at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018 on Wednesday, 22nd July, 2020 at 4.30 p.m. to transact the following Businesses:

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ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 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. S P Shukla (DIN: 00007418), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. Karthik Krishnamurthy (DIN: 07130799), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve appointment of Mrs. Seema Bangia 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** Mrs. Seema Bangia (DIN: 08742264) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st June, 2020, 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 her 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

V S Ramesh
Company Secretary
Membership No: A 5769

Mumbai, 1st June, 2020

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NOTES:

1. In view of the outbreak of COVID-19 pandemic requiring social distancing, the Ministry of Corporate Affairs ("MCA") vide its General circular no.20/2020 dated 5th May, 2020 read with General circular no. 14/2020 dated 8th April, 2020 and General circular no. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") has permitted holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue for the calendar year 2020.

The MCA has clarified that for Companies that are not required to provide E-voting facility under the Companies Act, 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. In compliance with the provisions of the Companies Act, 2013 ("Act") and aforementioned MCA Circulars, the AGM of the Company is being held through VC / OAVM in compliance with the provisions of the Companies Act, Rules made thereunder and aforementioned MCA Circulars and the Meeting shall be deemed to be held at the registered office of the Company as mentioned in the Notice of AGM.

Notice and Annual Report will be sent via e-mail to all Members as per e-mail addresses registered with the Company.

2. The Company's Registrar and Transfer Agents for its share registry work (Electronic) are KFin Technologies Private 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; karisma@kfintech.com.
 3. Details of Directors seeking appointment / reappointment at the 10th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 are given as an Annexure to the Notice.
 4. An Explanatory Statement as required under section 102 of the Companies Act, 2013, is annexed hereto.
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5. 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.
 6. 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 SHUKLA.SP@mahindra.com ("*Designated email ID*") with cc to VS.RAMESH@mahindra.com and sharma.manish2@mahindra.com.
 7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 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. 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.
 11. Members can join the Meeting by clicking on the link provided in the mail containing this notice convening the Annual General Meeting of the Members. Members who need IT assistance before or during the AGM can contact Mr. Rohit Majumdar on 7718873412.
 12. Members whose email ids are not registered or changed, are requested to update/register their email ids by sending a request to the aforementioned designated email ids by providing Name of the shareholder, email id, PAN, DPID/ Client ID or Folio number and number of shares held by them for registering the email id.
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13. Corporate members intending to attend the meeting through their authorized representatives as per Section 113 of the Companies Act, 2013 are requested to email to the Company on the designated email id(s) / lodge with the Company at its the registered office, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

 14. For inspection of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Act, Register of Members under section 171 or other documents as referred in this Notice, the members may send their request on the designated email ID any time before and during the meeting.
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EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT
TO SECTION 102 OF THE COMPANIES ACT, 2013

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ITEM NO. 4: Appointment of Mrs. Seema Bangia as a Director of the Company

The Board had appointed Mrs. Seema Bangia (DIN: 08742264) as an Additional Director of the Company with effect from 1st June, 2020. 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 her candidature for appointment as a Director at this Annual General Meeting.

The following additional information is provided in respect of Mrs. Seema Bangia (DIN 08742264):

Name	Seema Bangia
Age	52 Years
Qualifications	Human Resource Management (2 years') from First Business School, Chicago, USA. She is a certified Lead Auditor for ISO 9001-2000 version, certified by Thomas International for Psychometric Evaluation, Association of Psychologists for different psychometric tools.
Experience	Seema Bangia has been working with Mahindra Defence Systems Limited (Defence Sector of Mahindra & Mahindra Ltd) as "Chief People Officer" since last eight years. She has successfully accomplished Built high-performing, results-driven staffing function in a highly competitive and rapid-growth sales environment, Devised a comprehensive succession planning and leadership development program, Resolved bi-cultural, complex, sensitive staff-relations issues following merger/change of senior management, Coached executive management team on planning and communications skills to increase productivity levels through her knowledge and expertise on Strategic Planning/Implementation, Leadership Development, Selection Techniques/Assessment Tools, Restructuring & Revitalization, Recruitment & Selection, Employee

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	Relations, Organizational Development/Change, HRIS Technology, Statutory & Regulatory Compliance, Succession Planning, Benefits/Compensation Management, Climate Surveys, Training/Employee Development, Both Corporate & Plant Operations, Corporate Social Responsibility, Internal Communication, Rewards and Recognition Program.
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 an Additional Director with effect from 1 st June, 2020. No remuneration is payable to her.
Date of first appointment on the Board	01.06.2020
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Mrs. Seema Bangia is not related to any other Director, Manager and other Key Managerial Personnel of the Company.
The number of Meetings of the Board attended during the year	N.A.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	N.A.

Mrs. Seema Bangia has given her consent to act as Director of the Company.

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

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The Notice received from a Member signifying its intention to propose Mrs. Seema Bangia as a candidate for the office of Directorship of the Company is open for inspection and the members may send their request for inspection on the designated email ID any time before and during the meeting.

Mrs. Seema Bangia and her relatives are interested in this resolution as it pertains to her appointment as Director of the Company.

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, 1st June, 2020

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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Details of Directors seeking appointment / re-appointment at the 10th Annual General Meeting in pursuance of provisions of the Companies Act, 2013.

ITEM NO. 2

Mr. S P Shukla (DIN: 00007418), Director, retires by rotation and being eligible, offers himself for re-appointment at the 10th Annual General Meeting of the Company.

The following additional information is provided in respect of Mr. S P Shukla (DIN: 00007418).

Name	Mr. S. P. Shukla
Age	60 Yrs.
Qualifications	B Tech (IIT BHU), MBA (IIMA)
Experience	Mahindra Group: 9 Years Previous: 30 years in Automotive Tyres and Information & Communication Technology sectors. Total Experience: 39 years.
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 Director on the Board wef 23/03/2015
Date of first appointment on the Board	23/03/2015
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Mr. SP Shukla is not related to any of the Directors and KMPs

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<p>The number of Meetings of the Board attended during the year</p>	<p>Mr. SP Shukla has attended the following four Meetings of the Board of Directors during the year ended on 31st March, 2020:</p> <ol style="list-style-type: none"> 1. 26th April, 2019 2. 26th July, 2019 3. 30th October, 2019 4. 29th January, 2020
<p>Other Directorships, Membership/ Chairmanship of Committees of other Boards</p>	<p><u>Details of other Directorships -</u></p> <ol style="list-style-type: none"> 1. Mahindra Defence Systems Limited (MDSL) 2. Mahindra Telephonics Integrated Systems Limited (MTISL) 3. Mahindra Emirates Vehicle Armouring FZ-LLC, UAE (MEVA) 4. Mahindra Sanyo Special Steels Private Limited (MSSSPL) 5. Mahindra CIE Automotive Limited 6. Mahindra Aerospace Private Limited (MAerospace) 7. Mahindra Aerostructures Private Limited (MAerostructures) 8. CIE Automotive S.A., Spain. 9. Mahindra Agri Solutions Limited 10. Mahindra EPC Irrigation Limited <p><u>Details of other Memberships of Committees -</u></p> <ol style="list-style-type: none"> 1. Remuneration Committee Member of MEVA 2. Audit Committee Member of MEVA 3. Nomination & Remuneration Committee Member of MSSSPL 4. CSR Committee Member of Mahindra Aerospace Private Limited 5. CSR Committee Member of Mahindra Defence Systems Limited.

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ITEM NO. 3

Dr. Karthik Krishnamurthy (DIN: 07130799), Director, retires by rotation and being eligible, offers himself for re-appointment at the 10th Annual General Meeting of the Company.

The following additional information is provided in respect of Dr. Karthik Krishnamurthy (DIN: 07130799).

Name	Dr. Karthik Krishnamurthy
Age	50
Qualifications	Dr. Karthik is an aerospace engineer by training with B.Tech and M.S. degrees in Aerospace Engineering from the Indian Institute of Technology - Madras, and a Ph.D. in Aerospace Engineering from Texas A&M University in the US.
Experience	Dr. Karthik has about 26 years of experience in the aerospace industry divided between India and the USA. He joined the Mahindra Group in Aug. 2006 and has been associated with Mahindra Aerospace since its earliest days as its Chief Technology Officer.
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 on the Board of the Company for a Third term of 2 (two) years w.e.f. 23 rd March, 2019 to 22 nd March, 2021 (Both days inclusive) at a remuneration exceeding 75 lakhs pa No sitting fees shall be payable. Past Remuneration: Not exceeding 75 lakhs p.a.
Date of first appointment on the Board	23/03/2015
Shareholding in the company	Nil

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Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Dr. Karthik Krishnamurthy is not related to any of the Directors and KMPs
The number of Meetings of the Board attended during the year	Dr. Karthik Krishnamurthy has attended the following four Meetings of the Board of Directors during the year ended on 31 st March, 2020: 5. 26 th April, 2019 6. 26 th July, 2019 7. 30 th October, 2019 8. 29 th January, 2020
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships -</u> - None <u>Details of other Memberships of Committees</u> - None

By order of the Board

V S Ramesh
Company Secretary
Membership No: A 5769

Mumbai, 1st June, 2020
