



AIR WORKS INDIA (ENGINEERING) PRIVATE LIMITED
REGD. OFFICE: MUMBAI INTERNATIONAL AIRPORT GATE NO. 8, SANTACRUZ (EAST),
MUMBAI-400029, MAHARASHTRA, INDIA
CIN: U74210MH1986PTC040889

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the members of Air Works India (Engineering) Private Limited will be held at 02:00 p.m. on Friday, 29th November, 2019 at 6th Floor, Madhava Bldg., Behind Family Court, Bandra Kurla Complex, Mumbai-400051, Maharashtra, India. to transact the following business:

ORDINARY BUSINESS:

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

To receive, consider and adopt:

- (a) the audited Standalone Financial Statement of the Company comprising of Balance Sheet as on 31st March, 2019, Statement of Profit & Loss for the year ended on that date along with the Cash Flow Statement as at 31st March, 2019 and the Explanatory Notes annexed to, or forming part of any document referred above, the Auditor's Report thereon and the Directors' Report thereto; and
- (b) the audited Consolidated Financial Statement of the Company comprising of Consolidated Balance Sheet as on 31st March, 2019, Consolidated Statement of Profit & Loss for the year ended on that date along with the Consolidated Cash Flow Statement as at 31st March, 2019 and the Explanatory Notes annexed to, or forming part of any document referred above and the Auditor's Report thereon.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Anand Bhaskar Dhanyamraju (DIN 00399588), who was appointed as an Additional and Managing Director of the Company by the Board of Directors at its meeting held on 25th July, 2019 and who holds office as Additional Director upto the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as Director (designated as Managing Director) of the Company, for the remaining term as per the Appointment Agreement ('Agreement') till 8th February, 2023 on the same terms and conditions on which his appointment as Chief Executive Officer of the Company is approved and contained in the Agreement.

CIN : U74210MH1986PTC040889

Air Works India (Engineering) Pvt. Ltd., Plot No. 40, Sector 18, Gurgaon 122001, Haryana, India

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RESOLVED FURTHER THAT any Director be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By order of the Board of Directors of
Air Works India (Engineering) Pvt. Ltd.

Place: Gurgaon
Date: 25.10.2019

Sd/-
Deepak Goyal
Company Secretary
M. No. ACS18961
Address: Kalyani House, Plot No. 40,
Sector 18, Gurgaon -122001.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT MUMBAI INTERNATIONAL AIRPORT GATE NO. 8, SANTACRUZ (EAST), MUMBAI-400029, MAHARASHTRA NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. Kindly bring your copies of Annual Report to the meeting.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Members are requested to notify their change of address, if any to the Company immediately.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The route map of the venue of the meeting is enclosed and forms part of Notice of this meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 2

Mr. Anand Bhaskar Dhanyamraju was appointed as an Additional Director and Managing Director of the Company by the Board on 25th July, 2019. In terms of the provisions of Section 161 of the Companies Act, 2013, his office as Additional Director will come to an end at this 33rd Annual General Meeting of the Company. Accordingly, approval of the members is being sought to appoint him as a Director (designated as Managing Director) of the Company.

He has been instrumental in driving Company's business growth, managing and building customer relationships and overseeing various key support functions across the Air Works group companies. Details of Mr. Anand Bhaskar proposed to be appointed, as required in terms of Standard 1.2.5 of Secretarial Standards on General Meetings:

Particulars	Mr. Anand Bhaskar Dhanyamraju
Director Identification Number	00399588
Age	54 years
Qualification	Chartered Accountant
Experience	He has total experience of 28 years, including over 10 years as CFO/ Controller of large corporations. Prior to Air Works, he served several companies including Genpact as Senior VP and Global Controller and Canon India as Head of Finance.
Terms and condition of appointment	As per the Appointment Agreement ('Agreement'), the term of appointment will be till 8 th February, 2023 on the same terms and conditions on which his appointment as Chief Executive Officer of the Company is approved and contained in the Agreement.
Remuneration sought to be received	As per the Appointment Agreement ('Agreement') for his appointment as Chief Executive Officer of the Company, without any additional remuneration for being the Director of the Company.
Date of First appointment on the Board of the Company	25 th July, 2019 (Appointed as Chief Executive Officer of the Company with effect from 9 th February, 2018).
Number of shares held in the Company	Nil
Relationship with other Directors/ Manager/ KMPs	Nil
Number of meetings of the board attended	1 (One)
Directorships, Chairmanships/Memberships of Committees of other Companies	1. SA Air Works India Pvt. Ltd. 2. Air Works MRO Services Pvt. Ltd. 3. Air Works Livery Services Private Limited 4. Air Works Empire UK Limited 5. Empire Aviation Group FZCO

	6. Acumen Technical Advisory Pvt. Ltd. 7. Acumen Aviation Europe Limited
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The Board of Directors recommends this resolution for approval by the members of the Company. Except Mr. Bhaskar himself, none of the other Directors or their relatives or a Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution.

By order of the Board of Directors of
Air Works India (Engineering) Pvt. Ltd.

Sd/-

Deepak Goyal

Company Secretary

M. No. ACS18961

Address: Kalyani House, Plot No/ 40,
Sector 18, Gurgaon -122001.

Place: Gurgaon

Date: 25.10.2019



**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: U74210MH1986PTC040889

Name of the Company: Air Works India (Engineering) Private Limited

Registered office: Mumbai International Airport, Gate No. 8, Santacruz (East), Mumbai-400029, Maharashtra.

Name of the Member (s)	
Registered Address	
E-mail ID	
Folio No. /DP ID & Client ID	

I/ We, being the member of Air Works India (Engineering) Private Limited, holding _____ shares hereby appoint:

1.	Name:	
	Address:	
	E-mail ID:	
	Signatures:	

Or failing him

2.	Name:	
	Address:	
	E-mail ID:	
	Signatures:	

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, 29th November, 2019 at 2.00 P.M. at 6th Floor, Madhava Bldg., Behind Family Court, Bandra Kurla Complex, Mumbai-400051, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

*I/We wish my/our above Proxy to vote in the matter as indicated in the box below"

Item No.	Resolution	For	Against
	Ordinary Business		
1.	To receive, consider and adopt audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2019.		
	Special Business		
2	To approve the regularization of appointment of Mr. Anand Bhaskar Dhanyamraju, as Director (designated as Managing Director) of the Company.		

Signed this day of..... 2019

Affix
Revenue
Stamp

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

*This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



Attendance Slip

CIN: U74210MH1986PTC040889

Name of the Company: Air Works India (Engineering) Private Limited

Registered office: Mumbai International Airport, Gate No. 8, Santacruz (East), Mumbai-400029, Maharashtra.

Name of the Member (s)	
Registered Address	
Folio No. /DP ID & Client ID	
No. of Shares held	
Name of the Proxy / Authorised Representative, if any	

I/We hereby record my /our attendance at the Annual General Meeting of the Company to be held on Friday, 29th November, 2019 at 2.00 P.M. at 6th Floor, Madhava Bldg., Behind Family Court, Bandra Kurla Complex, Mumbai-400051, Maharashtra, India.

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Signature of the Member / Proxy/ Authorised Representative

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING OF THE COMPANY

