

MAHINDRA AEROSPACE PRIVATE LIMITED

(CIN U63033MH2008PTC179520)

**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 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAHINDRA AEROSPACE PRIVATE LIMITED WILL BE HELD, THROUGH VIDEO CONFERENCE (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”), AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI 400018 ON TUESDAY, 20TH JULY, 2021 AT 4.45 P.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.

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021, including the Audited Balance Sheet as at 31st March, 2021 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. Shriprakash Shukla (DIN: 00007418), who retires by rotation and, being eligible, offers himself for re-appointment.**
- 3. To appoint a Director in place of Mr. Nikhil Sohoni (DIN: 06852639), who retires by rotation and, being eligible, offers himself for re-appointment.**

By order of the Board

Mumbai, 27th April 2021

**V S Ramesh
Company Secretary
Membership No: A 5769**

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Notes:

1. In view of the pandemic situation of COVID-19 pandemic requiring social distancing and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of Circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 (the 'MCA Circulars'), the companies are advised to take all decisions requiring Members' approval, without holding a general meeting that requires physical presence of Members at a common venue.

The MCA has clarified that for companies that are not required to provide E-voting 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 thereunder 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 available on the website of the Company - www.mahindraaerospace.com

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, email id, PAN, DPID/Client ID or Folio number and number of shares held by them for registering the email id.

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.
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3. Details of Directors seeking appointment/reappointment at the 14th Annual General Meeting in pursuance of provisions of the Act, are given as an Annexure to the Notice.
 4. 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.
 5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
 6. Members can join the Meeting by clicking on the link provided in the email containing this notice convening this 14th Annual General Meeting of the Members.
 7. 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.
 8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 9. 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.
 10. 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.
 11. Corporate members intending to attend the 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.
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12. The Register of Directors and Key Managerial Personnel and their shareholding 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. 20th July, 2021. 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

Mumbai, 27th April, 2021

**V S Ramesh
Company Secretary
Membership No: A 5769**

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of Directors seeking appointment/re-appointment at the 14th 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. Shriprakash Shukla (DIN: 00007418) Director, retires by rotation and being eligible, offers himself for re-appointment at the Fourteenth Annual General Meeting of the Company.

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

Name	Mr. Shriprakash Shukla
Age	61 Yrs.
Qualifications	B. Tech (IIT BHU), MBA (IIMA)
Experience	Mahindra Group: 10 Years Previous: 30 years in Automotive Tyres and Information & Communication Technology sectors. Total Experience: 40 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 a Director w.e.f. 23 rd March, 2015. Reappointed as Managing Director with effect from 1 st March, 2020 for a period of 3 years. Last remuneration: Not exceeding Rs.1,00,00,000 p.a. No sitting fees is payable.
Date of first appointment on the Board	23 rd March, 2015.
Shareholding in the Company	Nil

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Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company	Mr. Shriprakash Shukla is not related to any of the Directors, Manager and KMPs
The number of Meetings of the Board attended during the year	Mr. Shriprakash Shukla has attended the following Meetings of the Board of Directors during the year ended 31 st March, 2021: <ol style="list-style-type: none">1. 8th May, 20202. 22nd July, 20203. 18th September, 20204. 21st October, 20205. 18th January, 2021
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships -</u> <ol style="list-style-type: none">1. Mahindra Defence Systems Limited2. Mahindra Telephonics Integrated Systems Limited3. Mahindra Emirates Vehicle Armouring FZ-LLC, UAE4. Mahindra Sanyo Special Steels Private Limited5. Mahindra CIE Automotive Limited6. Mahindra Aerostructures Private Limited7. CIE Automotive S. A., Spain.8. Mahindra Overseas Investment Company (Mauritius) Ltd.9. Mahindra EPC Irrigation limited10. Mahindra Agri Solutions Limited <u>Details of other Memberships of Committees -</u> <ol style="list-style-type: none">1. Nomination and Remuneration Committee Member of MEVA2. Audit Committee Member of MEVA3. Nomination & Remuneration Committee Member of Mahindra CIE

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	Automotive Limited 4. CSR Committee Member of Mahindra Defence Systems Limited. 5. CSR Committee Member of Mahindra Sanyo Special Steel Private Limited.
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ITEM NO. 3

Mr. Nikhil Sohoni (DIN: 06852639) Director, retires by rotation and being eligible, offers himself for re-appointment at the Fourteenth Annual General Meeting of the Company.

The following additional information is provided in respect of Mr. Nikhil Sohoni (DIN: 06852639): -

Name	Mr. Nikhil Sohoni
Age	53 Years
Qualifications	B. Com, Chartered Accountant, CTM, CMA (Inter)
Experience	28 years of experience in Corporate Treasury. Additionally, Mr. Nikhil Sohoni is also a Non-Executive Director in many Mahindra Group Companies.
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 Director with effect from 3 rd May, 2018. No remuneration or sitting fees are being paid.
Date of first appointment on the Board	3 rd May, 2018.
Shareholding in the Company	Nil

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Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company	Mr. Nikhil Sohoni is not related to any Directors, Manager and other Key Managerial Personnel.
The number of Meetings of the Board attended during the year	Mr. Nikhil Sohoni has attended the following meetings of the Board of Directors during the year ended 31 st March, 2021: <ol style="list-style-type: none">1. 8th May, 20202. 22nd July, 20203. 18th September, 20204. 21st October, 20205. 18th January, 2021
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Details of other Directorships - <ol style="list-style-type: none">1. Mahindra Bangladesh Pvt Ltd2. Mahindra Telephonics Integrated Systems Limited3. Mahindra Defence Systems Limited4. Mahindra Aerospace Private Limited5. Mahindra Greenyard Private Limited6. Mahindra Airways Limited7. GippsAero Pty Ltd8. Hisarlar Makina Sanayi ve Ticaret Anonim Sirketi9. Hisarlar Pazarlama Anonim Sirketi10. Erkunt Traktor Sanayii Anonim Sirketi11. Erkunt Sanayi Anonim Sirket12. PF Holdings B.V.13. Mahindra Finance USA LLC Details of other Memberships of Committees: <ol style="list-style-type: none">1. Audit Committee member of Mahindra Greenyard Private Limited2. CSR Committee member of Mahindra Aerospace Private Limited3. CSR Committee member of Mahindra Defence Systems Limited

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	<p>4. Hedge Committee member of Erkunt Traktor Sanayii Anonim Sirketi</p> <p>5. Hedge Committee member of Erkunt Sanyaii Anonim Sirketi</p>
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By order of the Board

Place: Mumbai
Date: 27th April, 2021

V S RAMESH
Company Secretary
Membership No: A 5769