

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
EMAIL ID: vs.ramesh@mahindra.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH 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 TUESDAY, 25TH JULY,2023 AT 10.45 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

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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. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March,2023 and the Reports of the Board of Directors and Auditor’s thereon.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution: -

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March,2023 including the Audited Balance Sheet as at 31st March,2023 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditor’s thereon, as circulated to the Members, be considered and adopted.”

- 2. Reappointment of Mr. Shriprakash Shukla (DIN:00007418) as a Director of the Company.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution: -

“RESOLVED THAT Mr. Shriprakash Shukla (DIN:00007418), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

3. Reappointment of Mrs. Seema Bangia (DIN: 08742264) as a Director of the Company.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution: -

“RESOLVED THAT Mrs. Seema Bangia (DIN: 08742264), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

SPECIAL BUSINESS

4. Appointment of Mrs. Abanti Sankaranarayanan 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. Abanti Sankaranarayanan (DIN: 01788443) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th July,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 her candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.”

5. Reappointment of and payment of remuneration to Mr. Arvind Kumar Mehra as Whole-time Director designated as Executive Director & Chief Executive Officer.

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

“RESOLVED THAT pursuant to the provisions of Articles of Association of the Company, Sections 196,197,203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including Schedule V to the Act and Rules made there under and any statutory modification or re-enactment thereof, and subject to such other approvals, permissions and sanctions, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, the re-appointment of Mr. Arvind Kumar Mehra (DIN: 01039769) as Whole Time Director Designated as Executive Director and Chief Executive Officer of the Company for the period from 10th May, 2023 to 30th April,2024 be and is hereby approved on the following terms and conditions :

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1. REMUNERATION:

NIL.

2. OTHER TERMS:

Mr. Arvind Kumar Mehra shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or any Committee thereof.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Directors of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as he may in his/her absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

FURTHER RESOLVED THAT the Directors of the Company and Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to sign, execute and file all the necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

FURTHER RESOLVED THAT any of the Directors of the Company or Chief Financial Officer or the Company Secretary, be and is hereby authorized to file necessary Forms with Ministry of Corporate Affairs.

By order of the Board

Mumbai, 26th April 2023

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, General Circular No. 02/2022 dated 5th May, 2022 and 10-11/2022 dated 28th December,2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as 'MCA Circulars'), this Annual General Meeting (AGM) of Equity Shareholders is being convened through VC/OAVM and the Meeting shall be deemed to be held at the venue as mentioned in the Notice of Annual General Meeting, without the physical presence of the 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 Annual 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. B S R & Co LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W100022) were re-appointed as statutory auditors of the Company at the 15th AGM held on 14th July,2022, for a period of five years commencing from the conclusion of 15th AGM till the conclusion of the 20th AGM to be held in the year 2027. Consequently, M/s. B S R & Co LLP, Chartered Accountants, will complete their 2nd term of five consecutive years as statutory auditors of the Company at the conclusion of the 20th AGM of the Company to be held in the year 2027.
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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: 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 resolutions in respect of the Special Business Item Nos. 4 and 5 set out above is annexed hereto.
 5. Details of Directors seeking appointment/reappointment at the 16th 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 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 PATNI.ASHVIN@mahindra.com .
 11. 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.
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12. Members can join the Meeting by clicking on the link provided in the email containing this Notice convening this 16th Annual General Meeting of the Members. Members who need any technical or other assistance before or during the said AGM, can connect with the technical team at SAHU.SIDHESWARA@mahindra.com or e-mail to vs.ramesh@mahindra.com or patni.Ashvin@mahindra.com.
13. Instructions for Members for attending the AGM through VC/ OAVM:
- i. The Company is providing facility for attending the 16th AGM through VC/OAVM via Microsoft Teams platform. Members may join the AGM through VC Facility by following the procedure as mentioned below.
 - ii. The video streaming link of the 16th AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e., from 10.30 a.m. and the Company may close the window for joining the VC / OAVM facility 15 minutes after the scheduled time to start the 16th AGM i.e., up to 11.15 a.m.
 - iii. Members may note that the VC / OAVM facility, provided by the Company, allows participation of all the Members of the Company.
 - iv. Members are encouraged to join the 16th AGM through laptops/desktops with front camera and internet with a good speed to avoid any disturbance during the 16th AGM and seamless experience.
 - v. Please note that Members connecting from their mobile devices or tablets or through laptop/desktops via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - vi. Members can express their views and submit questions/queries in advance to Chairman at SHUKLA.SP@mahindra.com with copy to vs.ramesh@mahindra.com or patni.ashvin@mahindra.com (Designated Email IDs) with regard to the Financial Statements or any other agenda item to be placed at the 16th AGM and the Members will also be allowed to pose questions during the course of the Meeting.
 - vii. To attend the AGM of the Company through VC / OAVM facility, Members shall log-on to the link provided in the e-mail by which this notice is being sent and follow the procedure below:
 - viii. The 16th AGM link will appear as a Calendar Invite on your registered e-mail ID. Click and select - **Join Teams Meeting** to join the 16th AGM. Members can join through any web browser or through Microsoft Team Application.
 1. A Member has two choices:
 - (a) Download the Windows app: Download the Teams app or
 - (b) Join on the web instead: Join a Teams Meeting on the web.

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2. Type in his/her name and turn-on the Camera and Microphone before joining the AGM. He/she can choose the audio and video settings he/she wants and can also Turn on background blur to keep the focus on his/her instead of what's behind his/hers.
 3. Select Join now.
 4. He/she will now enter the Meeting, through the lobby admission.
14. 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., 25th July,2023. 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 PATNI.ASHVIN@mahindra.com .

By order of the Board

V S Ramesh

Company Secretary

Membership No: A 5769

Mumbai, 26th April,2023

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

ITEM NO. 4: Appointment of Mrs. Abanti Sankaranarayanan as a Director of the Company

The Board had appointed Mrs. Abanti Sankaranarayanan (DIN: : 01788443) as an Additional Director of the Company with effect from 14th July,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 her candidature for appointment as a Director at this Annual General Meeting.

The following additional information is provided in respect of Mrs. Abanti Sankaranarayanan (DIN: : 01788443):

Name	Abanti Sankaranarayanan
Age	53
Qualifications	Economics Graduate from St. Stephen's College, Delhi, and an MBA from Indian Institute of Management (IIM), Ahmedabad
Experience	30 years of rich experience in Public Affairs (India & international), Sustainability and Group Risk & Economist functions.
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Non-Executive and Non-Independent Director liable to retire by rotation. No sitting fees is payable to her.
Date of first appointment on the Board	14/07/2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company	Mrs. Abanti Sankaranarayanan is not related to any of the Directors, Manager or Key Managerial Personnel of the Company.

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The number of Meetings of the Board attended during the year	Mrs. Abanti Sankaranarayanan attended the following three Board Meetings during the year ended 31 st March,2013. <ol style="list-style-type: none">1. 14th July,20232. 28th October,20233. 25th January,2023
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Details of other Directorships - <ol style="list-style-type: none">1. Mahindra Defence Systems Limited2. Mahindra Electric Automobile Limited3. Mahindra Electric Automobile Limited4. CIE Automotive, Spain Details of other Memberships of Committees - None

Mrs. Abanti Sankaranarayanan has given her consent to act as Director of the Company.

The Board is of the view that the knowledge and experience of Mrs. Abanti will immensely benefit the Company and therefore, recommends the appointment of Mrs. Abanti Sankaranarayanan 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 Mrs. Abanti Sankaranarayanan as a candidate for the office of Directorship of the Company is open for inspection at the registered office of the Company up to the date of the Annual General Meeting and will also be available for inspection at the Meeting.

Mrs. Abanti Sankaranarayanan and her relatives are interested in this resolution as it pertains to her 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.

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ITEM NO 5: Reappointment of and payment of remuneration to Mr. Arvind Kumar Mehra as Whole-time Director designated as Executive Director & Chief Executive Officer

The Board of Directors of the Company had, at its Meeting held on 26th April, 2023, reappointed Mr. Arvind Kumar Mehra, subject to approval of shareholders and other approvals, sanctions etc. as may be required, as Whole Time Director Designated as Executive Director and Chief Executive Officer for the period from 10th May, 2023 to 30th April, 2024.

Mr. Arvind Kumar Mehra is a Qualified Chartered Accountant from India and England and Wales and Company Secretary. Mr. Mehra has brought in over 38 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 3 decades of strong executive leadership & worked for various companies like Caltex [a subsidiary of Chevron and Texaco], Airtel etc., before joining Mahindra Group in its Systech Sector as Sr. VP – Strategy and M&A. In addition, he has participated in various management development programs before and after joining Mahindra Group.

Mr. Arvind Kumar Mehra currently holds the position of Executive Director and Chief Executive Officer- Mahindra Aerospace and Managing Director & CEO of subsidiary company Mahindra Aerostructures Private Limited. Mr. Mehra has been responsible for creating Aerospace strategy for the Mahindra group. He is instrumental in setting the direction for Aerostructure business in India.

The approval of the shareholders is sought in terms of the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013.

Your Directors recommend the passing of the resolution by the shareholders as a Special Resolution.

Mr. Arvind Mehra and his relatives are interested in this item being this item pertaining to his reappointment.

No other Director or Key Managerial Personnel of the Company or the relatives of Directors or Key Managerial Personnel are in any way concerned or interested in the passing of this Resolution or except to the extent of the securities being held by them, if any, in the Company.

Additional Information pertaining to him is furnished as under.

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Name	Arvind Kumar Mehra
Age	59 years
Qualifications	FCA (ICAI, India), ACA (ICAEW) and FCS
Experience	Mr. Arvind Mehra has more than 38 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 3 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)	Reappointed as a Whole Time Director, designated as Executive Director and Chief Executive Officer of the Company for the period from 10 th May,2023 to 30 th April,2024 (Both days inclusive). Remuneration: Nil. No sitting fees shall be payable.
Date of first appointment on the Board	28/02/2008
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Mr. Arvind Kumar Mehra is not related to any of the Directors and KMPs

The number of Meetings of the Board attended during the year	Mr. Arvind Kumar Mehra has attended the following four Meetings of the Board of Directors during the year ended on 31 st March,2023: 1. 26 th April,2012 2. 14 th July,2022 3. 28 th October,2022 4. 25 th January,2023
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships -</u> 1. Mahindra Aerostructures Private Limited <u>Details of other Memberships of Committees -</u> None

The following additional information as required by Schedule V to the Companies Act, 2013 is given below.

I General Information:

i) Nature of Industry

Manufacture of Aircraft components, Aerostructures and assemblies
Design & Development of Aircraft

The Company was incorporated on 28/02/2008

ii) Date or expected date of commencement of Commercial Production -

The Company is presently a holding company and does not have any operations other than rendering Management services to subsidiaries.

iii) In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus.

N.A.

iv) Financial performance based on given indicators - as per audited financial results for the year ended 31st March,2023.

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Total Income	17,697.50	11.47
Profit / (Loss) before Depreciation, Finance Costs and Taxation	17,610.58	(9.87)
Less: Depreciation & Amortization	3.33	3.44
Profit / (Loss) before Finance Costs and Tax	17,607.25	(13.31)
Less: Finance Costs	0.24	0.50
Profit / (Loss) before Exceptional Item	17,607.01	(13.81)
Less / Add: Exceptional Item	--	--
Profit / (Loss) before Tax	17,607.01	(13.81)
Provision for Tax / tax of earlier years	--	2.86
Profit / (Loss) for the year	17,607.01	(16.67)
Other Comprehensive Income, net of tax	--	--
Total Comprehensive income for the period	17,607.01	(16.67)
Balance of profit / (Loss) for earlier years	(102,813.50)	(102,796.83)
Profit or (Loss) for the year	17,607.01	(16.67)
Balance of Profit carried forward	(85,206.49)	(102,813.50)
Net Worth	37,277.04	19,670.03

v) Foreign Investments or Collaborations, if any:

None.

II. Information about the appointee:

i) Background details:

Mr. Arvind Mehra has more than 38 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 3 decades of strong executive leadership across diverse organizations.

ii) Past Remuneration: Nil

iii) Recognition or Awards: None

iv) Job profile and his suitability:

Mr. Arvind Kumar Mehra has been appointed as Whole-time Director, designated as Executive Director & Chief Executive Officer.

Mr. Mehra has an extensive experience in managing large projects and operations.

The qualification and wide-ranging experience of Mr. Arvind Kumar Mehra make him suitable for the Job responsibilities assigned to him.

v) Remuneration Proposed:

NIL

vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Not Applicable since no remuneration is being paid to Mr. Arvind Kumar Mehra.

vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Arvind Kumar Mehra is not being paid any remuneration and does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III Other Information:

i) Reasons of loss or inadequate profits:

The Company being the holding company had to incur certain expenses such as increase share capital etc. and also impairment of intangible assets under development, resulting in loss or inadequate profits

ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Steps have been taken to optimum utilization of the available resources and reduction in costs for improvement in profitability.

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iii) Expected Increase in productivity and profits in measurable terms -

Not Applicable, since the Company being a holding company.

By order of the Board

Mumbai, 26th April 2023

V S Ramesh
Company Secretary
Membership No: A 5769

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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Details of Directors seeking appointment/re-appointment at the 16th 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 Sixteenth Annual General Meeting of the Company.

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

Name	Shriprakash Shukla
Age	63
Qualifications	B. Tech (IIT BHU), MBA (IIMA)
Experience	Mahindra Group: 12 Years Previous: 30 years in Automotive Tyres and Information & Communication Technology sectors. Total Experience: 42 years.
Terms & conditions of re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Non-executive and Non Independent Director liable to retire by rotation. No sitting fee is payable to him.
Date of first appointment on the Board	23 rd March,2015
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company	Mr. Shriprakash Shukla is not related to any Director or Key Managerial Personnel of the Company.

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The number of Meetings of the Board attended during the year	Mr. Shriprakash Shukla attended the following four Board Meetings held during the financial year ended 31 st March,2023: 1. 26 th April,2022 2. 14 th July,2022 3. 28 th October,2022 4. 25 th January,2023
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Details of other Directorships - 1. Mahindra Defence Systems Limited 2. Mahindra Telephonics Integrated Systems Limited 3. Mahindra Aerostructures Private Limited 4. Mahindra CIE Automotive Limited 5. Mahindra EPC Irrigation Limited 6. Mahindra Agri Solutions Limited 7. CIE Automotive SA Spain 8. Mahindra Emirates Vehicle Armouring FZ LLC 9. Mahindra Overseas Investment Company (Mauritius) Limited. Details of other Memberships of Committees - 1. Member of Nomination and Remuneration Committee of Mahindra CIE Automotive Limited 2. Member of Audit Committee of Mahindra Emirates Vehicle Armouring FZ LLC 3. Member of Nomination and Remuneration Committee of Mahindra Emirates Vehicle Armouring FZ LLC

The Board, after considering his active participation in the Board, unanimously recommends the **Ordinary Resolution** as set out in Item No. 2 of this Notice.

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EMAIL ID: vs.ramesh@mahindra.com

ITEM NO. 3

Mrs. Seema Bangia (DIN: 08742264), Director, retires by rotation and being eligible, offers herself for re-appointment at the Sixteenth Annual General Meeting of the Company.

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

Name	Seema Bangia
Age	55
Qualifications	Specialization in 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	She has successfully 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 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.

MAHINDRA AEROSPACE PRIVATE LIMITED
(CIN U63033MH2008PTC179520)
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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 Non-Executive and Non-Independent Director liable to retire by rotation.
Date of first appointment on the Board	28 th May,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 Director or Key Managerial Personnel of the Company.
The number of Meetings of the Board attended during the year	Mrs. Seema Bangia attended the following four Board Meetings held during the financial year ended 31 st March,2023: 1. 26 th April,2022 2. 14 th July,2022 3. 28 th October,2022 4. 25 th January,2023
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Details of other Directorships - 1. Mahindra Defence Systems Limited 2. Mahindra Aerostructures Private Limited Details of other Memberships of Committees - None

The Board, after considering her active participation in the Board, unanimously recommends the **Ordinary Resolution** as set out in Item No. 3 of this Notice.

By order of the Board

Mumbai, 26th April,2023

V S Ramesh
Company Secretary
Membership No: A 5769