

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](mailto:VS.RAMESH@mahindra.com)

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 18<sup>TH</sup> 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 15<sup>TH</sup> JULY, 2025 AT 11:15 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 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2025 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 Mrs. Abanti Sankaranarayanan (DIN: 01788443) as a Director of the Company.

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

"RESOLVED THAT Mrs. Abanti Sankaranarayanan (DIN: 01788443), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

By order of the Board

Mumbai, 18<sup>th</sup> April, 2025

Vinod Kumar Sahay  
Director  
(DIN: 07884268)

**Notes:**

1. In view of the guidelines provided under General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No. 02/ 2021 dated 13<sup>th</sup> January, 2021, General Circular No. 19/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, 10-11/2022 dated 28<sup>th</sup> December,2022, General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and General Circular No. 09/2024 dated 19<sup>th</sup> September,2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as 'MCA Circulars'), this Annual General Meeting (AGM) of Equity Shareholders of the Company 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 15<sup>th</sup> AGM held on 14<sup>th</sup> July,2022, for a period of five years commencing from the conclusion of 15<sup>th</sup> AGM till the conclusion of the 20<sup>th</sup> AGM to be held in the year 2027. Consequently, M/s. B S R & Co LLP, Chartered Accountants, will complete their 2<sup>nd</sup> term of five consecutive years as statutory auditors of the Company at the conclusion of the 20<sup>th</sup> 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](mailto:karisma@kfintech.com).
  4. Details of Director seeking reappointment at the 18<sup>th</sup> Annual General Meeting in pursuance of provisions of the Companies Act, 2013 are given as an Annexure to the Notice.
  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. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
  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. 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.
  9. 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 [SAHAY.VINOD@mahindra.com](mailto:SAHAY.VINOD@mahindra.com) ("*Designated email ID*") with cc to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [PATNI.ASHVIN@mahindra.com](mailto:PATNI.ASHVIN@mahindra.com).
  10. 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.
  11. Members can join the Meeting by clicking on the link provided in the email containing this Notice convening this 18<sup>th</sup> 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](mailto:SAHU.SIDHESWARA@mahindra.com) or e-mail to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [PATNI.ASHVIN@mahindra.com](mailto:PATNI.ASHVIN@mahindra.com).
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12. Instructions for Members for attending the AGM through VC/ OAVM:

- i. The Company is providing facility for attending the 18<sup>th</sup> 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 18<sup>th</sup> AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e., from 11.00 a.m. and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 18<sup>th</sup> AGM i.e., up to 11.30 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 18<sup>th</sup> AGM through laptops/desktops with front camera and internet with a good speed to avoid any disturbance during the 18<sup>th</sup> 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 [SAHAY.VINOD@mahindra.com](mailto:SAHAY.VINOD@mahindra.com) with copy to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [PATNI.ASHVIN@mahindra.com](mailto:PATNI.ASHVIN@mahindra.com) (Designated Email IDs) with regard to the Financial Statements or any other agenda item to be placed at the 18<sup>th</sup> 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 18<sup>th</sup> AGM link will appear as a Calendar Invite on your registered e-mail ID. Click and select – **Join Teams Meeting** to join the 18<sup>th</sup> 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.
    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.
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13. 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., 15<sup>th</sup> July, 2025. Members seeking to inspect such documents can send an email to [SAHAY.VINOD@mahindra.com](mailto:SAHAY.VINOD@mahindra.com) ("*Designated email ID*") with cc to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [PATNIAASHVIN@mahindra.com](mailto:PATNIAASHVIN@mahindra.com).

**By order of the Board**

**Mumbai, 18<sup>th</sup> April, 2025**

**Vinod Kumar Sahay  
Director  
(DIN: 07884268)**

## ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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Details of Director seeking re-appointment at the 18<sup>th</sup> 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

Mrs. Abanti Sankaranarayanan (DIN:01788443), Director, retires by rotation and being eligible, offers herself for re-appointment at the Eighteenth Annual General Meeting of the Company.

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

Name	Abanti Sankaranarayanan
Age	55 years
Qualifications	Economics Graduate from St. Stephen's College, Delhi and an MBA from Indian Institute of Management (IIM), Ahmedabad.
Experience	<p>Since 1<sup>st</sup> July 2022 Mrs. Abanti leads Group Public Affairs (India &amp; international), Group Sustainability and Group Risk &amp; Economist functions at Mahindra and Mahindra Ltd. She is also a member of the Group Executive Board.</p> <p>Prior to joining Mahindra, she was Chief Strategy and Corporate Affairs Officer for Diageo India and a member of its Executive Committee. Her responsibilities included Alcohol Policy, Regulatory &amp; Trade matters, Market Access, Corporate Communications &amp; Reputation and programs to address alcohol misuse, champion responsible consumption and deliver Social Impact. As head of Strategy, she led the strategy development and execution for Diageo's business in India. Prior to this, Abanti was Managing Director, Diageo India Pvt Ltd, leading Diageo's business mandate for international spirits in India.</p> <p>Abanti joined Diageo in June 2010 as the Marketing and Innovation Director responsible for building Diageo's iconic global brands like Johnnie Walker, Smirnoff, VAT 69 and Cîroc. Prior to Diageo, Mrs. Abanti served as a member of the Tata Administrative Service (TAS) cadre since 1992, in an illustrious</p>



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	<p>career where she held key roles managing some of the best-known consumer brands of the Tata Group in India, United Kingdom and the United States. In her 17-year career with the Tata group, Abanti worked across various companies such as Tata Global Beverages, London, the Taj Group of Hotels-Mumbai &amp; New York, Tata Housing &amp; Tata Finance in Mumbai.</p> <p>Mrs. Abanti's contribution to the business have been recognized by Fortune India (The Most Powerful Women in Business; 2012, 2014, 2015 and 2016), IMPACT (50 Most Influential Women in Media, Marketing and Advertising; 2014, 2015, 2016 and 2017), India Today (India's 25 Most Influential Women, 2013) and Fast Company, New York (100 Most Creative People in Business, 2012).</p>
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	<p>Non-Executive and Non-Independent Director, Liable to retire by rotation.</p> <p>No Sitting fee is payable to her.</p>
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 and KMPs
The number of Meetings of the Board attended during the year	<p>Mrs. Abanti Sankaranarayanan has attended the following Four Meetings of the Board of Directors during the year ended on 31<sup>st</sup> March,2025:</p> <ol style="list-style-type: none"><li>1. 22<sup>nd</sup> April,2024</li><li>2. 16<sup>th</sup> July,2024</li><li>3. 22<sup>nd</sup> October,2024</li><li>4. 22<sup>nd</sup> January,2025</li></ol>

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Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships –</u> 1. Mahindra Aerostructures Private Limited 2. CIE Automotive, Spain 3. Mahindra Electric Automobile Limited 4. Mahindra Last Mile Mobility Limited 5. Mahindra Defence Systems Limited  <u>Details of other Memberships of Committees –</u>  <u>None</u>
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Mrs. Abanti Sankaranarayanan has given her consent to act as Director of the Company.

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

Mrs. Abanti Sankaranarayanan and her relatives are interested in this resolution as it pertains to her appointment as Director of the Company. None of the other Directors and their relatives are interested or concerned in the said resolution.

**By order of the Board**

**Mumbai, 18<sup>th</sup> April, 2025**

**Vinod Kumar Sahay**  
**Director**  
**(DIN: 07884268)**