

MAHINDRA AEROSPACE PRIVATE LIMITED

U63033MH2008PTC179520

Reg. Off.: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018.

Tel. Ph. (022) 24901441, Fax: (022) 2497 5081

Website: www.mahindraaerospace.com

[EMAIL ID:VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com)

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST (2025-2026) EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF MAHINDRA AEROSPACE PRIVATE LIMITED WILL BE HELD, AT SHORTER NOTICE, THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"), AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI 400018, ON MONDAY, 25TH AUGUST, 2025 AT 2.45 P.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

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The proceedings of the Extra Ordinary General Meeting ("EOGM") shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EOGM.

SPECIAL BUSINESS

Increase in Authorised Share Capital of the Company and consequent amendment to Memorandum of Association 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 pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 1205,00,00,000 (Rupees One Thousand Two Hundred Five Crores Only) comprising of 100,00,00,000 (One Hundred Crores) Equity Shares of Rs. 10 (Rupees Ten Only) each, 1,50,00,000 (One Crore Fifty Lakhs) 5 % Non-Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each and 19,00,00,000 (Nineteen Crores) 0.1% Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1600,00,00,000 (One Thousand Six Hundred Crores Only) by creation of additional 39,50,00,000 (Thirty Nine Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

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RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause - V of the Memorandum of Association of the Company, be and is hereby substituted by the following new Clause - V:

V. The Authorised Share Capital of the Company is Rs. 1600,00,00,000 (Rupees One Thousand Six Hundred Crores Only) consisting of 139,50,00,000 (One Hundred Thirty Nine Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, 1,50,00,000 (One Crore Fifty Lakhs) 5 % Non-Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each and 19,00,00,000 (Nineteen Crores) 0.1% Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each with power to increase and/or reduce the capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director of the Company, or Chief Financial Officer of the Company or Company Secretary of the Company be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable, incidental or expedient to give effect to the above resolution.

By order of the Board

Mumbai, 22nd August, 2025

V S RAMESH
Company Secretary
Membership No: A 5769

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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, 10-11/2022 dated 28th December,2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September,2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as 'MCA Circulars'), this Extra Ordinary General Meeting (EOGM) 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 Extra Ordinary 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 Extra Ordinary 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 EOGM 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 EOGM.

Notice of this EOGM 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.

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2. 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.
 3. 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 resolution in respect of the Special Business Item set out above is annexed hereto.
 4. Since this EOGM 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 EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 5. Since the EOGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
 6. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 7. The Members will be allowed to pose questions during the Meeting. The queries can also be given in advance to the designated email id.
 8. 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 Extra Ordinary General Meeting by sending an email to SAHAY.VINOD@mahindra.com ("*Designated email ID*") with cc to VS.RAMESH@mahindra.com and YADAV.PARINEETA3@mahindra.com.
 9. 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.
 10. Members can join the Meeting by clicking on the link provided in the email containing this Notice convening this Extra Ordinary General Meeting of the Members. Members who need any technical or other assistance before or during the said EOGM, can connect with the technical team at SAHAY.VINOD@mahindra.com or e-mail to VS.RAMESH@mahindra.com YADAV.PARINEETA3@mahindra.com.

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11. Instructions for Members for attending the EOGM through VC/ OAVM:

- i. The Company is providing facility for attending the 1st (2025-2026) EOGM through VC/OAVM via Microsoft Teams platform. Members may join the EOGM through VC Facility by following the procedure as mentioned below.
- ii. The video streaming link of the 1st (2025-2026) EOGM will be kept open for the Members to join 15 minutes before the time scheduled to start the EOGM i.e., from 2.30 p.m. and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 1st (2025-2026) EOGM i.e., up to 3.00 p.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 1st (2025-2026) EOGM through laptops/desktops with front camera and internet with a good speed to avoid any disturbance during the 1st (2025-2026) EOGM 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 with copy to VS.RAMESH@mahindra.com and YADA.PARINEETA3@mahindra.com (Designated Email IDs) with regard agenda item to be placed at the 1st (2025-2026) EOGM and the Members will also be allowed to pose questions during the course of the Meeting.
- vii. To attend the EOGM 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:

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viii. The 1st (2025-2026) EOGM link will appear as a Calendar Invite on your registered e-mail ID. Click and select – **Join Teams Meeting** to join the 1st (2025-2026) EOGM. 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 EOGM. 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.

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 EOGM will be available electronically for inspection by the members during the EOGM. 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 EOGM, i.e., 25th August, 2025. Members seeking to inspect such documents can send an email to SAHAY.VINOD@mahindra.com ("*Designated email ID*") with cc to VS.RAMESH@mahindra.com and YADAV.PARINEETA3@MAHINDRA.COM.

By order of the Board

Mumbai, 22nd August, 2025

V S RAMESH
Company Secretary
Membership No: A 5769

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

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Increase in Authorised Share Capital of the Company and consequent amendment to Memorandum of Association of the Company

At present the Authorised Share Capital of the Company is Rs. 1205,00,00,000 (Rupees One Thousand Two Hundred Five Crores Only) consisting of 100,00,00,000 (One Hundred Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, 1,50,00,000 (One Crore Fifty Lakhs) 5 % Non-Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each and 19,00,00,000 (Nineteen Crores) 0.1% Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each.

With a view to enable the Company to issue Equity Shares of the Company for raising funds to meet its business requirements/for investment purposes in future, it is proposed to increase the existing Authorised Share Capital of the Company from Rs. 1205,00,00,000 (Rupees One Thousand Two Hundred Five Crores Only) to Rs.1600,00,00,000 (Rupees One Thousand Six Hundred Crores Only) by way of addition of 39,50,00,000 (Thirty Nine Crores and Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

The Authorised Share Capital of the Company post increase in the Equity Share Capital would be Rs.1600,00,00,000 (Rupees One Thousand Six Hundred Crores Only) consisting of 135,00,00,000 (One Hundred Thirty Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, 1,50,00,000 (One Crore Fifty Lakhs) 5 % Non-Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each and 19,00,00,000 (Nineteen Crores) 0.1% Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each.

It is further proposed to amend Clause V of the Memorandum of Association of the Company, in the manner stated in the Resolution under the lone business item of this Notice, to reflect the updated Authorised Share Capital, post increase in the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution as stated in the accompanying Notice.

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The Board of Directors of the Company recommend the resolution as set out in the lone Item of the EOGM Notice to the Members for their consideration and approval by way of Ordinary Resolution.

By Order of the Board

Mumbai, 22nd August,2025

V S RAMESH
Company Secretary
Membership No: A 5769