

## **GMR Aviation Private Limited**

Regd. Office: Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, New Delhi - 110037

Corporate Identification No. (CIN) : U62200DL2006PTC322498

Tel: + 91-11- 47197473, Fax: + 91-11- 25672303, email – payal.gupta@gmrgroup.in

### **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra-ordinary General Meeting (01/2019-20) of the members of GMR Aviation Private Limited will be held on Monday, May 20, 2019 at 10.30 a.m. at Nectar Conference Room, New Udaan Bhawan Complex, Opp. IGI Airport Terminal 3, New Delhi – 110037 to transact the following business:.

#### **Special Business:**

#### **1. To appoint Mr. Robinson Edward as Manager of the Company.**

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

**“RESOLVED THAT** pursuant to Section 196, 197 read with Schedule V and rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to such other consents and permissions as may be required, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Robinson Edward as the Manager of the Company for a period of three (3) years with effect from May 1, 2019 without any remuneration.

**RESOLVED FURTHER THAT** Mr. Robinson Edward shall perform such duties as shall be entrusted to him from time to time by the Board of Directors and shall have power to exercise such rights and perform such duties as may be conferred on him from time to time by the Board or under the Articles of Association of the Company or under the Companies Act, 2013 or under any other law for the time being in force, subject to control, direction and supervision of the Board of Directors of the Company.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein above, where, in any financial year during the currency of his tenure, the Company may pay remuneration to the Manager as salary, perquisites and any other allowances subject to compliance with the provisions of sections 197 and schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** anyone of the Directors or the Chief Financial Officer of the Company or the Company Secretary be and is hereby severally authorized to file necessary

Forms / Returns with the Registrar of Companies or to intimate such authority as may be required from time to time and to do all such acts, deeds and things to give effect to the above resolutions.”

**For and on behalf of the Board of Directors of  
GMR Aviation Private Limited**

**Place: New Delhi  
Date: April 23, 2019**

**Payal Gupta  
Company Secretary**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the additional information required to be provided pursuant to Secretarial Standard on General Meeting (SS- 2) prescribed by Institute of Company Secretaries of India (ICSI) are annexed hereto.
2. Copies of all documents referred to in the notice and explanatory statement annexed thereto are available for inspection at the registered office of the Company between 10.00 a.m. to 1.00 p.m. on all working days till the date of the EGM.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item no. 1**

Mr. Robinson Edward has been appointed as the Manager – Key Managerial Personnel by the Board of Directors in their meeting held on April 23, 2019 for a period of three years with effect from May 1, 2019.

The Board views his appointment as beneficial for the Company.

Except Mr. Robinson Edward, none of the Directors, Key Managerial Personnel (KMP) and their relatives is in any way concerned or interested in the above resolution.

The Board recommends the above resolution as a Special Resolution for the approval of the members.

**Statement containing information to the shareholders as required by Schedule V of the Companies Act, 2013:**

<b>I. General Information:</b>	
(1) Nature of Industry	GMR Aviation Private Limited operates and owns one of the youngest fleets in the country. The Company provides charter aircraft for flights within India and overseas too. It also provides consultancy for business aviation and support for management of aircraft.

(2) Date or expected date of commencement of commercial production	Not applicable.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.
(4) Financial Performance based on given indicators	For Financial year 2018-19 (Rs. in Crore): a. Revenue from operations: 64.95 b. Profit/ (Loss) before tax: (3.71) c. Profit/ (Loss) after tax: (3.71)
(5) Foreign investments or collaborators, if any	Nil
<b>II. Information about the Appointee:</b>	
(1) Background details	Mr. Robinson Edward, aged 48 years, is a M.Com, JAIB from Indian Institute of Bankers and holds Diploma in Sys. Management and Post Graduate Diploma in Personnel Management & Labour Laws. He has around 25 years of experience in the areas of Relationship Management, Service Quality, Complaint Management, Quality Assurance, Service Operations & Process Development, Branch Banking, People Processes & Industrial Relations in the Banking industry. He is proficient at managing and leading teams in different roles.
(2) Past Remuneration	Mr. Robinson Edward is being appointed as Manager – KMP for the first time in GMR Aviation Private Limited.
(3) Recognition or Awards	Nil
(4) Job Profile and his suitability	Mr. Robinson Edward, aged 48 years, is a M.Com, JAIB from Indian Institute of Bankers and holds Diploma in Sys. Management and Post Graduate Diploma in Personnel Management & Labour Laws. He has around 25 years of experience in the areas of Relationship Management, Service Quality, Complaint Management, Quality Assurance, Service Operations & Process Development, Branch Banking, People Processes & Industrial Relations in the Banking industry. He is proficient at managing and leading teams in different roles.
(5) Remuneration proposed	Nil

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The payment of remuneration to managerial personnel such as Manager is fixed on the basis of the relative activity and business complexities prevailing in each industry. The remuneration is fixed after making an assessment through market sources in the Aircraft Charter services industry.  As the Company has incurred losses, nil remuneration is being proposed.
(7) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any	Nil
<b>III. Other Information:</b>	
(1) Reasons of loss or inadequate Profits	No increase in the charter rates for long time, continuous increase in the input costs including fuel, steep depreciation in Rupee and high debt-equity ratio consequently high financial charges.
(2) Steps taken or proposed to be taken for Improvement	Few assets were disposed in the previous year. Efforts are given for tying up long term contract with customers with better terms leads to better yield.
(3) Expected increase in productivity and profits in measureable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in coming years.

**For and on behalf of the Board of Directors of  
GMR Aviation Private Limited**

**Place: New Delhi  
Date: April 23, 2019**

**Payal Gupta  
Company Secretary**

**Details of Manager being appointed at the Extra-ordinary General Meeting to be held on May 20, 2019, pursuant to SS-2, as on March 31, 2019:**

Name of the Manager	Mr. Robinson Edward
Director Identification Number (DIN)	N.A.
Permanent Account Number (PAN)	AASPR0430K
Age	48 years
Brief resume of the Manager and other details viz. qualifications, experience/ expertise	Details disclosed in Statement above containing required information pursuant to Section II of Schedule V of Companies Act, 2013 under item no. 1.
Date of first appointment on the Board	Not Applicable
Shareholding in the Company	Nil.
Directorships and Committee memberships held in other companies	Nil
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	There is no inter-se relationship with the directors and other KMPs of the Company.
Number of Board Meetings attended during the year 2018-19.	Not Applicable
Details of remuneration last drawn (Rs.)	Not Applicable

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### ATTENDANCE SLIP

(Extra –ordinary General Meeting to be held on May 20, 2019)

DP ID*	FOLIO NO. / CLIENT ID*	NO. OF SHARES

Name and address of the Member (in full): \_\_\_\_\_

Name of the Proxy (in full): \_\_\_\_\_

I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Company held on Monday, May 20, 2019 at 10.30 A.M. at Nectar Conference Room, New Udaan Bhawan Complex, Opp. IGI Airport Terminal 3, New Delhi – 110037.

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Signature of the Member / Proxy

\*Applicable for the members holding shares in electronic form.

## Venue Map

