

## **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 – vimal.prakash@gmrgroup.in

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

Notice is hereby given that an Extra-ordinary General Meeting (02/2019-20) of the members of GMR Aviation Private Limited will be held on Wednesday, November 13, 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. Brahmaiah Karnaty 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. Brahmaiah Karnaty as the Manager of the Company for a period of three (3) years with effect from October 16, 2019 without any remuneration.

**RESOLVED FURTHER THAT** Mr. Brahmaiah Karnaty 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**

**Director**

**Place: New Delhi**

**Date: October 16, 2019**

**Notes:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and a proxy need not be a member of the company. The proxy shall not be entitled to vote except on a poll.** Members are requested to send their proxy form to the registered office of the Company not less than 48 hours before the commencement of the Meeting.
2. 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.
3. Members/ Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 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.
5. 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.
6. Route-map to the venue of the Meeting is provided at the end of the Notice.

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item no. 1**

The Board of Directors of the Company had approved the appointment of Mr. Brahmaiah Karnaty as the Manager – Key Managerial Personnel at their meeting held on October 16, 2019 for a period of three years with effect from October 16, 2019.

The Board views his appointment as beneficial for the Company.

Except Mr. Brahmaiah Karnaty, 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. Brahmaiah Karnaty is Head – Corporate Affairs in GMR Group. He is associated with

	<p>GMR Group for over 8 years. He began his journey with Vysya Bank in 1986.</p> <p>He is a Post Graduate in Commerce from Osmania University, PG Diploma Holder in Business Management from XIMB, Bhubaneshwar and having vast experience of about 33 years at Private Sector Bank and GMR Group. He was the Cluster Head in ING Vysya Bank heading 15 branches in Hyderabad City before associating himself with GMR Group and worked with Vysya &amp; ING Vysya Bank for over 25 years.</p>
(2) Past Remuneration	Mr. Brahmaiah Karnaty 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	<p>Mr. Brahmaiah Karnaty is Head – Corporate Affairs in GMR Group. He is associated with GMR Group for over 8 years. He began his journey with Vysya Bank in 1986.</p> <p>He is a Post Graduate in Commerce from Osmania University, PG Diploma Holder in Business Management from XIMB, Bhubaneshwar and having vast experience of about 33 years at Private Sector Bank and GMR Group. He was the Cluster Head in ING Vysya Bank heading 15 branches in Hyderabad City before associating himself with GMR Group and worked with Vysya &amp; ING Vysya Bank for over 25 years.</p> <p>He played a very important role in the sanction of various facilities to the group companies, approvals of various debt restructuring initiatives while supporting Group DMD of Corporate Affairs in his functioning. He has been successful all through his life. He takes keen interest in developing the relationships which is the basic foundation ingredient for achieving desired results.</p>
(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

	<p>fixed after making an assessment through market sources in the Aircraft Charter services industry.</p> <p>As the Company has incurred losses, nil remuneration is being proposed.</p>
(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 and high debt-equity ratio consequently high financial charges.
(2) Steps taken or proposed to be taken for Improvement	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: October 16, 2019**

**Director**

**Details of Manager being appointed at the Extra-ordinary General Meeting to be held on November 13, 2019, pursuant to SS-2, as on March 31, 2019:**

Name of the Manager	Mr. Brahmaiah Karnaty
Director Identification Number (DIN)	N.A.
Permanent Account Number (PAN)	AHHP9211D
Age	58 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 November 13, 2019)

<b>DP ID*</b>	<b>FOLIO NO. / CLIENT ID*</b>	<b>NO. OF SHARES</b>

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 Wednesday, November 13, 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.



