

MAHINDRA AEROSTRUCTURES PRIVATE LIMITED
(CIN U35122MH2011PTC212744)
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 THIRTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAHINDRA AEROSTRUCTURES 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 10.30 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.”

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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.”

By order of the Board

Mumbai, 26th April, 2023

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 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 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 thereunder 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 appointed as statutory auditors of the Company at the 12th AGM held on 14th July,2022, for a period of five years commencing from the conclusion of 12th AGM till the conclusion of the 17th AGM.

Consequently, M/s. BSR & Co LLP, Chartered Accountants, will complete their second term of five consecutive years as statutory auditors of the Company at the conclusion of the 17th AGM of the 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. Details of Directors seeking appointment/reappointment at the 13th 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 SHUKLA.SP@mahindra.com ("*Designated email ID*") with cc to VS.RAMESH@mahindra.com and 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.
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11. Members can join the Meeting by clicking on the link provided in the email containing this Notice convening this 13th 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 .

12. Instructions for Members for attending the AGM through VC/OAVM:

- i. The Company is providing facility for attending the 13th 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 13th AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e., from 10.15 a.m. and the Company may close the window for joining the VC / OAVM facility 15 minutes after the scheduled time to start the 13th AGM i.e., up to 11.00 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 13th AGM through laptops/desktops with front camera and internet with a good speed to avoid any disturbance during the 13th 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 13th 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 13th AGM link will appear as a Calendar Invite on your registered e-mail ID. Click and select - **Join Teams Meeting** to join the 13th 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.
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., 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

Mumbai, 26th April,2023

**V S Ramesh
Company Secretary
Membership No: A 5769**

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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Details of Directors seeking appointment/re-appointment at the 13th 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 Thirteenth Annual General Meeting of the Company.

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

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| 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 Aerospace 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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ITEM NO. 3

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

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

| | |
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| Name | Seema Bangia |
| Age | 55 |
| Qualifications | Specialization in Human Resource Management (2 years') from First Business School, Chicago, USA. She is a certified Coach from Erickson International and 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. |

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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. No sitting fee is payable to her. |
| Date of first appointment on the Board | 1 st June,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 Aerospace 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

V S Ramesh
Company Secretary
Membership No: A 5769

Mumbai, 26th April,2023