



HINDALCO-ALMEX AEROSPACE LIMITED

CIN NO: U27203MH2007PLC166651

Registered Office: Century Bhavan, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 400030
website:www.hindalcoalplex.com Tel: (022)66626666 Fax: (022)24227586/24362516

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the members of Hindalco-Almex Aerospace Limited will be held at 29th September, 2015 at 11.00 a.m. at Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai – 400 030 to transact the following business as:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 together with the Reports of the Directors and Auditors thereon.
2. To reappoint the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.
3. To reappoint a Director in place of Mr. Praveen Kumar Maheshwari who retires by rotation and, being eligible, has offered himself for re-appointment.
4. To reappoint a Director in place of Mr. Arun Kumar Bhaskaran who retires by rotation and, being eligible, has offered himself for re-appointment.

Special Business:

5. To appoint Mr. M.M. Bhagat (DIN: 00006245) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules thereunder, the appointment of Mr. M.M. Bhagat (DIN: 00006245), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, from 19th March, 2015 to 18th March, 2020 be and is hereby approved.”

6. To appoint Mr. Yazdi Dandiwala (DIN: 01055000) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules thereunder, the appointment of Mr. Yazdi Dandiwala (DIN: 01055000), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, from 1st September, 2015 to 31st August, 2020 be and is hereby approved.”

7. To adopt new Articles of Association of the Company and in this regard to consider and if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and initialed by the Company Secretary for the sake of identification, and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For Hindalco-Almex Aerospace Limited

Sd/-
Shrikant Turalkar
Company Secretary

Place: Mumbai
Date: 1st September, 2015

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos. 4 to 7 above are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item Nos. 5 & 6:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 "the Act", every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. M.M. Bhagat and Mr. Y.P. Dandiwala non-executive directors of the Company have each given separate declarations to the Board that they:

- i. Meet the criteria of independence as provided under section 149(6) of the Act. and;
- ii. are not disqualified from becoming a director under the Companies Act, 2013. Each of them has also consented to the proposed appointment as independent director. The Board has perused the declarations and, in the opinion of the Board, each of these directors fulfils the conditions specified in the Act and the Rules framed there under. The Company has received separate notices together with the requisite deposits of ` 1,00,000/- (Rupees One Lakh only) each pursuant to the provisions of Section 160 of the Act from Members signifying their intention to propose the candidature of Mr. M.M. Bhagat and Mr. Y.P. Dandiwala as Independent Directors of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. upto the date of this Annual General Meeting.

- Mr. M.M. Bhagat holds a Bachelors Degree in Commerce and has passed Part-I of Fellowship Exams of Chartered Insurance Institute, London. Mr. Bhagat is an insurance consultant and is also on the Board of several companies.
- Mr. Yazdi Dandiwala, a Partner of Mulla & Mulla and Craigie Blunt & Caroe, Advocates & Solicitors, has an extensive Corporate Commercial law practice with vast experience in intricate transactions including mergers and acquisitions, joint ventures, investments by venture capitalists, etc. and he is one of the leading corporate lawyers.

The Board of Directors accordingly commends the resolutions as Set out in Item Nos 5 and 6 for your approval.

Save and except the Independent Directors and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 6 of the Notice.

Item No. 7:

The Company had previously adopted its Articles of Association (“AoA”), which contain references to specific Sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AoA with a new AoA. The draft AoA is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 AM to 1:00 PM. upto the date of this Annual General Meeting. The Board of Directors accordingly commends the resolution set out at Item No. 7 of the Notice for your approval. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

By order of the Board
For Hindalco-Almex Aerospace Limited

Sd/-
Shrikant Turalkar
Company Secretary

Place: Mumbai
Date: 1st September, 2015



HINDALCO-ALMEX AEROSPACE LIMITED

CIN NO: U27203MH2007PLC166651

Registered Office: Century Bhavan, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 400030
website:www.hindalcoalmex.com Tel: (022)66626666 Fax: (022)24227586/24362516

ATTENDANCE SLIP

1. Folio No. / DP ID/ Client ID:
2. Name & Address of the First named members:

3. Numbers of Shares held:

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 9th Annual General Meeting of the Company at Century Bhawan, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 030 on Tuesday, the 29th September, 2015 at 11.00 A.M.

Signature of Shareholder

Signature of Proxy

NOTE:

Shareholders/Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.



HINDALCO-ALMEX AEROSPACE LIMITED

CIN NO: U27203MH2007PLC166651

Registered Office: Century Bhavan, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 40030

Website: www.hindalcoalmex.com Tel: (022)66626666 Fax: (022)24227586/24362516

PROXY FORM

ANNUAL GENERAL MEETING TO BE HELD ON 29th SEPTEMBER, 2015 AT 11.00 A.M.

Name of the Member(s):		
Registered Address:		
E Mail Id:		
Folio No./ Client Id:	DP ID	

I/We being a Member(s) holding _____ shares of the company, hereby appoint:

1. _____ of _____ having e-mail id _____ or failing him/her
2. _____ of _____ having e-mail id _____ or failing him/her
3. _____ of _____ having e-mail id _____

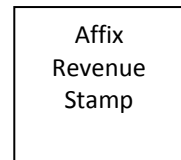
As my/our proxy to attend and vote (on a poll) for me/us and on our/my behalf at the 9th Annual General Meeting of the Company to be held on Tuesday, the 29th September, 2015 at 11.00 A.M. at Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai – 400 030 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions	For*	Against*
1.	Adoption of the Audited financial statements for the financial year ended 31 st March, 2015, the Reports of Directors' and Auditors' thereon.		
2.	Re-appointment of Statutory Auditors viz. M/s Price Waterhouse		
3.	Re-appointment of Mr. Praveen Kumar Maheshwari, Director retiring by rotation.		
4.	Re-appointment of Mr. Arun Kumar Bhaskaran, Director retiring by rotation.		
5.	Approval of the appointment of Mr. M.M. Bhagat as an Independent Director.		
6.	Approval of the appointment of Mr. Y.P. Dandiwala as an Independent Director.		
7.	Adoption of New articles of association.		

Signed this _____ day of _____ 2015

Signature of shareholder: _____

Signature of Proxy Holder(s) : (1) _____ (2) _____ (3) _____



*Please put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'against' column blank against the Resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. For the Resolutions, Explanatory Statement and notes please refer to the Notice of the Annual General Meeting.
6. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
7. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
8. Please complete all details including details of member(s) in the above box before submission.