



## **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

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Eleventh Annual General Meeting of the members of Hindalco-Almex Aerospace Limited will be held on Tuesday, the 29<sup>th</sup> August, 2017 at 11.00 a.m. at 7th Floor, Conference Room, Birla Centurion, Pandurang Budhkar 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, 2017 together with the Reports of the Directors and Auditors thereon.
2. To reappoint a Director in place of Mr. B. Arunkumar, who retires by rotation and, being eligible, has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Singhi & Co., Chartered Accountants (Registration No. 302049E), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Sixteenth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **Special Business:**

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED that Mr. Samik Basu (DIN: 7636225), who was appointed an Additional Director of the Company with effect from 31<sup>st</sup> October 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”



5. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESLOVED that pursuant to Section 203 of the Companies Act, 2013 Mr. Abhey Agarwal be and is hereby re-appointed as a Manager for a period of Three years with effect from 10th June 2017 within the meaning of section 2 (53) of the Companies Act, 2013 on the same terms and conditions as hitherto subject to maximum remuneration not exceeding up to Rs. 90 Lacs (maximum ceiling) per annum with further liberty to the Board (which term shall be deemed to include the Remuneration Committee, if any, constituted by the Board from time to time) to alter the said remuneration and terms and conditions in such manner as may be agreed to between the Company and Mr. Abhey Agarwal in the best interest of the Company and all the remuneration paid to him be and is hereby ratified.

RESOLVED FURTHER that the Board of Director of the Company be and are authorized to make to take all necessary action to give effect to the aforesaid resolution and to file necessary returns with the Registrar of Companies and if necessary, make application to the Central Government for approval of appointment of Manager and payment of remuneration to him.”

By order of the Board  
For Hindalco-Almex Aerospace Limited

Sd/-  
Shrikant Turalkar  
Company Secretary

Place: Mumbai  
Date: 27/07/2017

**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 No. 4 & 5 is 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 No. 4:**

Mr. Samik Basu was appointed as an Additional Director of the Company with effect from 31<sup>st</sup> October 2016 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Mr. Basu holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Basu appointment as a Director.

Mr. Basu holds a post graduate degree in personnel management and industrial relations from XLRI Jamshedpur. He has over 12 years of experience in human resource management. He is currently working as Chief Human Resource Officer of Hindalco.

Your company would immensely benefit from the rich experience of Mr. Basu through his appointment as director of the Company.

The Board of Directors of your Company recommends the Resolution for appointment Mr. Samik Basu as Director of the Company for your approval.

None of the directors or Key Managerial Personnel of the Company are concerned or interested in the said Resolutions except Mr. Basu.

### **Item No. 5:**

The Board of Directors subject to the approval of shareholders of the Company has approved and proposed re-appointment of Mr. Abhey Agarwal as a Manager of the Company for a period of Three years effective from 10<sup>th</sup> June 2017 on the same terms and conditions as hitherto subject to maximum remuneration not exceeding up to Rs. 90 Lacs (maximum ceiling) per annum with further liberty to the Board (which term shall be deemed to include the Remuneration Committee, if any, constituted by the Board from time to time) to alter the said remuneration and terms and conditions in such manner as may be agreed to between the Company and Mr. Abhey Agarwal in the best interest of the Company and all the remuneration paid to him be and is hereby ratified.

As per the provisions of Section 203 read with Schedule V of the Companies Act, 2013, the appointment of and remuneration to the Manager requires the approval of the shareholders in General Meeting by way of a special resolution.

The Board of Directors of your Company recommends the Resolutions for re-appointment of Mr. Abhey Agarwal as Manager of the Company for your approval.



None of the directors or Key Managerial Personnel of the Company are concerned or interested in the said Resolutions except Mr. Abhey Agarwal.

By order of the Board  
For Hindalco-Almex Aerospace Limited

Sd/-  
Shrikant Turalkar  
Company Secretary

Place: Mumbai  
Date: Date: 27/07/2017



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### **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 11<sup>th</sup> Annual General Meeting of the Company at 7th Floor, Conference Room, Birla Centurion, Pandurang Budhkar Marg, Worli, Mumbai 400 030 on Tuesday, the 29<sup>th</sup> August 2017 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.

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### PROXY FORM

ANNUAL GENERAL MEETING TO BE HELD ON 29<sup>th</sup> August 2017 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 10<sup>TH</sup> Annual General Meeting of the Company to be held on Tuesday, the 29<sup>th</sup> August 2017 at 11.00 A.M. at 7th Floor, Conference Room, Birla Centurion, Pandurang Budhkar 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 <sup>st</sup> March, 2017, the Reports of Directors' and Auditors' thereon.		
2.	Appointment of Statutory Auditors viz. M/s Singhi & Co.		
3.	Appointment of Mr. B. Arunkumar, Director retiring by rotation.		
4.	Appointment of Mr. Samik Basu as Director of the Company.		
5.	Re-appointment of Mr. Abhey Agarwal, Manager of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of shareholder: \_\_\_\_\_

Signature of Proxy Holder(s) : (1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_

Affix  
Revenue  
Stamp



\*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.





**ROUTE MAP OF MEETING VENUE**

