

TRANSCRIPT OF THE 14TH ANNUAL GENERAL MEETING OF MAHINDRA AEROSPACE PRIVATE LIMITED HELD THROUGH VIDEO CONFERENCING FACILITY ON TUESDAY, 20TH JULY, 2021 AT THE REGISTERED OFFICE OF THE COMPANY (DEEMED VENUE) AT MAHINDRA TOWERS, P K KURNE CHOWK, WORLI, MUMBAI 400018 FROM 4.45 P.M. TO 4.51 P.M.

Directors Present through Video Conferencing (VC) facility	Mr. S P Shukla	Chairman
	Mr. Nikhil Sohoni	Director
	Mrs. Seema Bangia	Director
	Mr. K V Ramakrishna	Director
	Mr. Dhiraj Rajendran	Director
	Mr. Arvind Kumar Mehra	Director
Members Present through VC facility	Mahindra and Mahindra Limited (Represented by Mr. S P Shukla)	Member
	Mahindra and Mahindra Limited jointly with Mr. Narayan Shankar Represented by Mr. V S Ramesh	
	Mahindra and Mahindra Limited jointly with Mr. Rajesh Arora Represented by Mr. Manish Sharma	
	Mahindra and Mahindra Limited jointly with Mrs. Brijbala Batwal - Mrs. Brijbala Batwal	Member
	Mahindra and Mahindra Limited jointly with Mrs. Anita Halbe - Mrs. Anita Halbe	Member
	Mahindra and Mahindra Limited jointly with Mr. Feroze Baria-	Member

	Mr. Feroze Baria	
	Mahindra and Mahindra Limited jointly with Mr. Sumeet Maheshwari- Mr. Sumeet Maheshwari	Member
	Kotak Mahindra Trusteeship Services Limited (A/c Kotak India Growth Fund II) - Represented by Mr. K V Ramakrishna	Member
	Kotak Investment Advisors Limited - Represented by Mr. Dhiraj Rajendran	Member
In Attendance/ By Invitation through VC facility	Mr. T Subrahmanya Sarma	Chief Financial Officer
	Mr. V S Ramesh	Company Secretary
	Ms. Vidhi Singhania	Representative of M/s. BSR & Co LLP, Statutory Auditors.
	Mr. J Shyamsukha	Representative of M/s. BSR & Co LLP, Statutory Auditors.
	Ms. Shikha Makwana	Representative of M/s. Siroya and BA Associates, Secretarial Auditor.
	Mr. Manish Sharma	Representative from Corporate Secretarial Department

A. Chairman of the Meeting

Pursuant to Article 67 of the Articles of Association of the Company, Mr. S P Shukla, the Chairman of the Board of Directors, took the Chair and welcomed the members to the 14th Annual General Meeting (AGM) of the Company.

B. Quorum

The Chairman with the assistance of Company Secretary ascertained that the requisite quorum fixed for the AGM was present through VC and declared the Meeting open.

C. Presence of Directors and Auditors

All the Directors attended the Meeting.

Mr. J Shyam Sukha and Ms. Vidhi Singhania, representatives of M/s. BSR & Co LLP, Statutory Auditors of the Company, were present at the meeting.

Ms. Shikha Makwana, representative of M/s. Siroya and BA Associates, Secretarial Auditor, attended the meeting.

D. Notice of Meeting and Audited Financial Statement and Report of the Board and Auditors

The Chairman confirmed that the Notice of the 14th Annual General Meeting along with the copy of the Audited Financial Statement for the Financial Year ended 31st March, 2021 together with the Board's Report, Auditors' Report and Secretarial Auditors' Report were sent to the Members, Directors and Statutory and Secretarial Auditors vide e-mail on 28th June, 2021, i.e. within the statutory period.

The Notice convening the Annual General Meeting was taken as read with the consent of the Members present through VC at the meeting.

The members were informed that the Audited financial Statement along with the Directors' Report, Auditors' Report and Secretarial Auditors' Report for the financial year ended 31st March, 2021, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and other documents required to be kept open for inspection were available for inspection by any member through electronic mode throughout the meeting.

E. Auditors Report

The Chairman informed the Members that the Statutory Auditors and Secretarial Auditors had not made any qualifications, observations or adverse comments in their respective Reports for year ended 31st March, 2021.

The Statutory Auditors' report was taken as read with the consent of the Members present at the meeting.

The Chairman thereafter informed the Members that the Company had indeed made all efforts feasible under the present circumstances to enable the members to participate in the meeting and vote on the items being considered at the meeting.

F. Purpose of the Meeting

The Chairman thereafter explained the purpose of the meeting and the objectives and implications of all the resolutions proposed to be passed at the meeting.

The Chairman informed the Members that this Annual General Meeting had been convened to be held through Video Conferencing, in pursuance to the Circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 (the 'MCA Circulars'), and therefore the facility to appoint proxy to attend and cast vote was not available for this AGM.

Before putting the resolutions to vote, the Chairman enquired with the Members if they had any queries on any item of business, which he would be glad to answer.

As no queries were raised by the Members, the Chairman moved to the business to be transacted at the meeting.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021, including the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

The Chairman moved the resolution in respect of Item No. 1 of the Notice of AGM i.e., consideration and adoption of the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.

He requested the members to propose and second the resolution as an ordinary resolution.

Mr. Feroze Baria proposed and Mrs. Brijbala Batwal seconded the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, including the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, as laid before the meeting be received, considered and adopted.”

The Chairman put the resolution to vote and on a show of hands declared the resolution carried unanimously.

Mr. SP Shukla, Chairman, being interested in the next item of business, requested Mr. Arvind Kumar Mehra, Director, to Chair the Meeting and to conduct the proceedings of the Meeting for the next item.

Mr. Arvind Kumar Mehra occupied the Chair.

2. To appoint a Director in place of Mr. Shriprakash Shukla (DIN: 00007418), who retires by rotation and, being eligible, offers himself for re-appointment.

The Chairman then moved the resolution in respect of Item No. 2 of the Notice of AGM i.e., appointment of Mr. SP Shukla, as a Director, who retires by rotation and is eligible for re-appointment.

He requested the members to propose and second the resolution an ordinary resolution.

Mr. KV Ramakrishna proposed and Mrs. Brijbala Batwal seconded the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Shriprakash Shukla (DIN: 00007418) be re-appointed as a Director of the Company, liable to retire by rotation.”

The Chairman put the above resolution to vote and on a show of hands declared the Resolution carried unanimously.

On the request of Mr. Arvind Kumar Mehra, Mr. SP Shukla resumed the Chair.

3. To appoint a Director in place of Mr. Nikhil Sohoni (DIN: 06852639), who retires by rotation and, being eligible, offers himself for re-appointment.

The Chairman moved the resolution in respect of Item No. 3 of the Notice of AGM i.e., appointment of Mr. Nikhil Sohoni, as a Director, who retires by rotation and is eligible for re-appointment.

He requested the members to propose and second the resolution as an ordinary resolution.

Mr. Feroze Baria proposed and Mr. KV Ramakrishna seconded the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Nikhil Sohoni (DIN: 06852639) be re-appointed as a Director of the Company, liable to retire by rotation.”

The Chairman put the above Resolution to vote and on a show of hands declared the Resolution carried unanimously.

G. Vote of thanks

There being no other business, the Annual General Meeting of the Company concluded at 4.51 p.m. with a vote of thanks to the Chair.