

AIR WORKS INDIA (ENGINEERING) PRIVATE LIMITED
REGD. OFFICE: MUMBAI INTERNATIONAL AIRPORT GATE NO. 8, SANTACRUZ (EAST),
MUMBAI-400029, MAHARASHTRA, INDIA

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of Air Works India (Engineering) Private Limited ('the Company') will be held at 5 pm (IST) on Tuesday, 17th May, 2022 through Video Conference ('VC')/Other audio-visual means ('OAVM') to transact the following businesses:

1. ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 14 of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any (including any statutory modification, re-enactment thereof for the time being in force, if any), consent of the Members be and is hereby accorded to amend and replace the existing Articles of Association ("AOA") of the Company with the new set of AOA ("Revised AOA"), as enclosed, which inter-alia, include the amendments with respect to:

- to adopt Table F as per the requirements of the Companies Act, 2013;
- to incorporate the relevant provisions of the terms and conditions of Consent Agreement dated 18th November, 2021 and
- to remove the redundant articles from the existing AOA.

RESOLVED FURTHER THAT any Director, Chief Executive Officer or Company Secretary of the Company be and is hereby severally authorized, on behalf of the Company to verify, sign and submit documents, forms, applications, etc. with the Registrar of Companies and do all such acts, deeds and things as are necessary and expedient to give effect to this resolution and for any matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT the copy of the foregoing resolution, certified to be true by any Director or Company Secretary may be furnished to any person(s) as may be required."

2. WITHDRAWAL OF OFFER FOR ISSUANCE OF SECURITIES

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

CIN : U74210MH1986PTC040889

Air Works India (Engineering) Pvt. Ltd., Plot No. 40, Sector 18, Gurgaon 122001, Haryana, India
T: +91 124 4642 200 | F: +91 124 4642 250 | www.airworks.aero

Regd. Office : Mumbai International Airport, Gate No. 8, Santa Cruz (East), Mumbai 400 029, Maharashtra, India
T: +91 22 2615 8900/01 , 6455 6692/93/94 | F: +91 22 2615 8956

“RESOLVED THAT the offer of issuance of Series B Equity Shares on preferential allotment basis through private placement to Plutus Wealth Management LLP (“Plutus”) and Millennia FVCI Ltd. (“Millenna”) as approved by the members of the Company in their meeting held on 20th November, 2021, be and is hereby withdrawn.

RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby authorized to do all such acts, deeds and things, if required, to give effect to the above resolution.”

RESOLVED FURTHER THAT the copy of the foregoing resolution, certified to be true by any Director or Company Secretary may be furnished to any person(s) as may be required.”

3. PAYMENT OF REMUNERATION TO INDEPENDENT DIRECTORS OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and Rules made thereunder (including any statutory modification, re-enactment thereof for the time being in force, if any) and Articles of Association of the Company, consent of the members be and is hereby accorded for the payment of remuneration to the Independent Directors of the Company with effect from 1st April 2022 for a period of three financial years i.e. till 31st March, 2025 which shall not exceed INR 2.4 million per annum (excluding applicable Goods and Service Tax) per Independent Director.

RESOLVED FURTHER THAT the above-mentioned remuneration will be paid to the Independent Directors respectively for the specified period in case of no profits or inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013 or otherwise in any financial year.

RESOLVED FURTHER THAT so long the Independent Directors were paid the above mentioned remuneration, no sitting fees would be payable to the Independent Directors of the Company with effect from 1st April, 2022, except reimbursement of expenses for attending the meeting of Board and its Committee thereof.

RESOLVED FURTHER THAT any Director, Chief Executive Officer or Company Secretary of the Company be and is hereby severally authorized, on behalf of the Company to do all such acts, deeds and things as are necessary and expedient to give effect to this resolution and for any matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT the copy of the foregoing resolution, certified to be true by any Director or Company Secretary may be furnished to any person(s) as may be required.”

By order of the Board of Directors of
Air Works India (Engineering) Pvt. Ltd.

Date: 22nd April, 2022
Place: Gurgaon



Deepak Goyal
Company Secretary
Membership No: ACS 18961
Address: First Floor, Plot no. 40,
Sector 18, Gurgaon

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, read with the relevant Rules made thereunder, setting out the material facts, in respect of Items no. 1 to 3 of the Notice of EGM is enclosed herewith.
2. In view of the continuing impact of COVID -19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, 10/2021 dated 23rd June, 2021 read with clarification dated December, 8, 2021 (collectively 'MCA Circulars') has permitted the holding of the Extra-Ordinary General Meeting ('EGM') through video conferencing ('VC') or other audio visual means ('OAVM'), without physical presence of the members at a common venue upto 30th June, 2022. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013, this EGM of the Company is being held through VC/ OAVM. The deemed venue of the EGM shall be the Registered Office of the Company.
3. Since this EGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxy to attend and cast vote for the members at this EGM is not available and hence the proxy form and attendance slip are not annexed to this Notice. However, pursuant to the provisions of Section 112 and 113 of the Companies Act, 2013, Corporate members may appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes.
4. The members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 read with Articles of Association of the Company.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company at deepak.goyal@airworks.in, a certified copy of Board resolution authorising their representative to attend and vote on their behalf at the meeting.
6. Members are requested to notify their change of their email address, if any to the Company immediately.
7. In line with the MCA Circulars, the notice of the EGM along with all the documents referred therein are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company.
8. The members can join the EGM in the VC/OAVM made 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
9. In the line with the MCA Circulars, the notice calling the EGM has been uploaded on the website of the Company at www.airworks.aero.

10. In case any member require any further clarification on the proposed resolutions, they can submit their questions in advance on the email address at deepak.goyal@airworks.in.
11. As the EGM is being held through VC/ OAVM, the route map is not annexed to this Notice.
12. Members are requested to carefully read the Instructions for attending the EGM mentioned hereunder:

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- (a) The invitation to join the meeting will be sent to the members on their registered email addresses along with the Notice of the EGM. The members may attend the EGM by following the link sent to their registered email address.
- (b) The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such schedule time.
- (c) Please note that Participants Connecting from Mobile Device or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid issues.
- (d) During the meeting, members may cast their votes on the proposed resolution by show of hands and in case the poll is demanded, the members may send their decision at deepak.goyal@airworks.in from their registered email address.

The helpline number for joining the meeting through electronic mode will be provided in the meeting invitation which will be sent to the members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the Act')

Item Number 1

In order to adopt Table F as per the requirements of the Companies Act, 2013, to incorporate the relevant provisions of the Agreement for consent for creation of pledge on shares held by Punj Lloyd Aviation Ltd. dated 18th November, 2021 ('Agreement') and to remove certain redundant articles, the Company is required to amend its Articles of Association ('AOA').

Accordingly, it is proposed to alter and replace the existing AOA of the Company with the new set of AOA, as attached with the Notice of this meeting.

The key amendments in AOA include:

- to adopt Table F as per the requirements of the Companies Act, 2013;
- to incorporate the relevant provisions of the terms and conditions of Consent Agreement dated 18th November, 2021; and
- to remove the redundant articles from the existing AOA.

Section 14 of the Act requires the Company to obtain the approval of members for alteration of AOA of the Company by way of Special resolution.

The Directors recommend the Special resolution as set out at Item No. 1 of the accompanying Notice for approval of members of the Company.

None of the Directors, Key Managerial Personnel or any of their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

Item Number 2

The members of the Company in the Extra Ordinary General Meeting held on 20th November, 2021, had passed the special resolution for offering and issuance of Series B Equity Shares on preferential allotment basis through private placement to Plutus Wealth Management LLP ('Plutus') and Millennia FVCI Ltd. ('Millenna'). Consequent to the decision of Plutus and Millennia for non-investment, the Board of the Directors of the Company at its meeting held on 23rd December, 2021 had recommended to withdraw the said resolution for issuance of Series B Equity Shares.

The Directors recommend the Special resolution as set out at Item No. 2 of the accompanying Notice for approval of members of the Company.

None of the Directors, Key Managerial Personnel or any of their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

Item Number 3

At present, Independent Directors are paid sitting fees for attending the meetings of the Board and Committees thereof and the Company does not pay any remuneration to the Independent Directors.

Looking to the competitive business environment, stringent accounting standards, corporate governance norms and consequent increase in the responsibilities of the Independent Directors ("IDs"), it is considered prudent and appropriate to remunerate the IDs of the Company for giving their time and inputs in the strategic decisions of the Company.

Pursuant to Section 149(9) of the Companies Act, 2013 ('Act'), an ID is entitled to receive:

- a) sitting fee for attending Board/Committee meetings as may be prescribed under second proviso in Section 197(5);
- b) reimbursement of expenses for attending the Board/Committee meetings;
- c) profit related commission as may be approved by the members.

Further pursuant to MCA notification dated 18th March 2021, in case of loss or inadequacy of profits, the Company may pay the remuneration to Non-executive Directors, including IDs in accordance with the provisions of the Schedule V of the Act or as approved by the members of the Company.

The Board of Directors of the Company on the recommendation of the Compensation Committee at its meeting held on 22nd April, 2022 approved the payment of remuneration to the Independent Directors of the Company for an amount not exceeding INR 2.4 million (excluding applicable Goods and Service Tax) per annum, per ID, with effect from 1st April, 2022 for a period of three financial years i.e. till 31st March, 2025.

The said remuneration will be payable to IDs even in case the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013 in any financial year.

The Directors recommend the Special resolution as set out at Item No. 3 of the accompanying Notice for approval of members of the Company.

Except Lt. Gen. Ajay Kumar Singh (Retd.) and Dr. Haseeb A. Drabu, none of the Directors, Key Managerial Personnel or any of their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

The following disclosure is made in accordance with the provisions of Schedule V of Companies Act 2013:

A. General Information:

1.	Nature of industry	Aircraft maintenance, repairs and overhaul services.																
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 11 th September, 1986.																
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	<p>The financial performance of the Company during last three financial years is as under:</p> <p style="text-align: right;">(In INR crores)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2020-21</th> <th>FY 2019-20</th> <th>FY 2018-19</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td>234.51</td> <td>296.64</td> <td>249.81</td> </tr> <tr> <td>Profit before tax</td> <td>(13.42)</td> <td>23.04</td> <td>(104.64)</td> </tr> <tr> <td>Net Profit as per Section 198</td> <td>(5.24)</td> <td>16.77</td> <td>9.21</td> </tr> </tbody> </table>	Particulars	FY 2020-21	FY 2019-20	FY 2018-19	Revenue	234.51	296.64	249.81	Profit before tax	(13.42)	23.04	(104.64)	Net Profit as per Section 198	(5.24)	16.77	9.21
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5.	Foreign Investments or collaborations, if any	The Company has received total foreign investment which comprises of 55.66% of its equity share capital on fully diluted basis.																

B. Information about Independent Directors

1.	Background Details	<p><u>Lt. Gen. Ajay Kumar Singh (Retd.)</u> Lt. Gen. Ajay Kumar Singh, PVSM, AVSM, SM, VSM (Retd.) the erstwhile Lt Governor of the Andaman & Nicobar Islands and Puducherry, Ex GOC in C Southern Command is one of the few officers to have trained with both the NATO & Warsaw Pact at the height of Cold War. Known for his high integrity and professionalism, the General is looked upon as a role model by large numbers in the Armed Forces. He has been a member of Prime Minister's Team India, as also a member of the National Development Council and Inter State Council. His book "Military Strategy for India in the 21st Century" has been published in 2019. For his distinguished services the General has been conferred with numerous awards both in the Army & the Civil.</p>
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		<p><u>Dr. Haseeb A. Drabu</u></p> <p>Dr. Haseeb Ahmad Drabu, was a former Finance Minister of Jammu & Kashmir and ex-Chairman & CEO of the J&K Bank Ltd. He has an illustrious career as a Banker, Policy maker and played a key role in many macro & micro economic policy formulations, including in the planning commission and GST counsel. He has been an advisor to several institutions and corporates on issues such as macro and monetary policy, banking and finance operations, fund management, corporate investment, and governance advisory.</p>
2.	Job Profile and their suitability	<p>Lt. Gen. Ajay Kumar Singh (Retd) is an Independent Director of the Company discharging responsibilities as mentioned under Section 149 of Companies Act 2013.</p> <p>Dr. Haseeb A Drabu is an Independent Director of the Company discharging responsibilities as mentioned under Section 149 of Companies Act 2013.</p> <p>Keeping in view his diversified and vast experience of both the above Independent Directors, the board is of the opinion it would be in interest of the Company to appropriately remunerate the Independent Directors of the Company.</p>
3.	Past Remuneration	<p>Except sitting fees and reimbursement of expenses for attending the meeting of Board and its Committee thereof, no remuneration was paid to the IDs.</p>
4.	Remuneration proposed	<p>As set out in item no. 3 of this notice.</p>
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:	<p>The remuneration is a factor of experience, expertise, industry practice and size of the Company etc. Taking into consideration the size of the Company, the profile, knowledge, skills and versatile experience of Independent Directors, the remuneration proposed to be paid is justified.</p>
6.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel [or other director], if any:	<p>Lt. Gen. Ajay Kumar Singh (Retd.) and Dr. Haseeb A. Drabu are Independent Directors of the Company, have no other pecuniary relationship with the Company or with any of the Director and managerial personnel of the Company.</p>

C. Other Information

1.	Reasons of loss or inadequate profits	<p>In the early part of year 2020, the Covid-19 pandemic brought air traffic to an almost complete standstill across all the world including India.</p> <p>The business was impacted in the financial year 2020-21 due to Covid led restrictions on Domestic and International travel and had impact on the generation of revenue and earnings of the Company.</p>
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:	<p>The Company believes that it is well positioned to capture opportunities for growth and profitability, on the basis of its competitive strengths. The Company has taken various steps for increasing its profitability including cost rationalization measures, focused on liquidity management, operational efficiencies, process improvements, diversification and business optimization.</p> <p>Although the Company will endeavor and ensure to take necessary steps to increase its revenue from operations and profitability to the level of previous years but due to the prevailing geo-political factors and COVID, it may impact the business.</p>
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

By order of the Board of Directors of
Air Works India (Engineering) Pvt. Ltd.

Date: 22nd April, 2022

Place: Gurgaon



Deepak Goyal

Company Secretary

Membership No: ACS 18961

Address: First Floor, Plot no. 40

Sector 18, Gurgaon