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**Asia Pacific Flight Training Academy Limited**

CIN: U80302TG2011PLC072687

Registered Office: GMR HIAL Airport Office

Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500108 , Telangana

Tel No: 040 66764762, Website: www.apft.edu.in

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**NOTICE TO THE MEMBERS OF THE  
SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the Seventh Annual General Meeting of the Members of Asia Pacific Flight Training Academy Limited will be held **at Short notice** on **Monday, August 13, 2018, at 10.00 A.M IST** at the Registered Office of the Company at GMR HIAL Airport Office, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. SGK Kishore [DIN: 02916539], who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**3. APPOINTMENT OF MR. P S NAIR AS THE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, Mr. P S Nair (DIN 00063118), who was appointed as Additional Director of the Company by the Board of Directors with effect from October 09, 2017 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”

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#### 4. APPOINTMENT OF MR. RAJESH KUMAR ARORA AS THE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, Mr. Rajesh Kumar Arora (DIN 03174536), who was appointed as Additional Director of the Company by the Board of Directors with effect from October 09, 2017 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”

#### 5. INSERTION OF NEW OBJECTS CLAUSE UNDER MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to 4, 13 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, of the Act and such other rules and regulations, as may be applicable and subject to the approval of the Registrar of Companies and other necessary approval(s) of the statutory authority(ies), if any, required in this behalf, Clause III (A) of the Memorandum of Association of the Company be and is hereby altered by inserting sub-clause 3 after the existing sub-clause 2 as under:

*3. To trade in the aircraft spares, consumables and aircraft support ground equipment, to provide aircraft repair and maintenance services, overhauling and other incidental matters.*

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution including filing of necessary e-forms with the concerned Registrar of the Companies, as and when required and carrying out any corrections/modifications to the Memorandum of Association as may be suggested by the Registrar of Companies.”

#### 6. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and subject to necessary approval(s) of the statutory authority(ies), if any, required in this behalf, the consent of the shareholders of the Company be and is hereby accorded, to increase the Authorised Share Capital of the Company from existing Rs. 9,00,00,000 (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakh ) Equity Shares of Rs. 10/- each to Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One crore twenty lakh) Equity Shares of Rs. 10/- each by creation of additional 30,00,000 (thirty lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

**"RESOLVED FURTHER THAT** pursuant to Sections 4, 13 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Act and such other rules and regulations, as may be applicable and subject to such approvals, consents, permissions and sanctions, if any, required in this regard, the existing Clause V of the Memorandum of Association be altered by substitution thereof with the following:

*"The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each."*

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution including filing of necessary e-forms with the concerned Registrar of the Companies."

## **7. ADOPTION OF NEW SET OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY IN LINE WITH THE PROVISIONS OF THE COMPANIES ACT 2013**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to such necessary approval(s) of the statutory authority(ies), if any required in this behalf, consent of the shareholders of the Company be and is hereby accorded, to adopt new set of Memorandum of Association of Company, framed in line with the provisions of the Companies Act 2013, in the place of the existing Memorandum of Association.

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**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution including filing of necessary e-forms with the concerned Registrar of the Companies, as and when required and carrying out any corrections/modifications to the Memorandum of Association as may be suggested by the Registrar of Companies.”

**8. ADOPTION OF NEW SET OF THE ARTICLES OF ASSOCIATION OF THE COMPANY IN LINE WITH THE PROVISIONS OF THE COMPANIES ACT 2013**

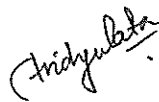
To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to such necessary approval(s) of the statutory authority(ies), if any required in this behalf, consent of the shareholders of the Company be and is hereby accorded, to adopt new set of Articles of Association of Company, framed in line with the provisions of the Companies Act 2013, in the place of the existing Articles of Association.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution including filing of necessary e-forms with the concerned Registrar of the Companies, as and when required and carrying out any corrections/modifications to the Articles of Association as may be suggested by the Registrar of Companies.”

By Order of the Board  
For Asia Pacific Flight Training Academy Limited

**Place:** Hyderabad  
**Date:** 26.07.2018



K. Anita Vidyulata  
Company Secretary  
ACS 49227

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## NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.** However, the duly filled in and signed proxy form(s) in order to be valid, shall be lodged with the Company at its Registered Office not less than forty eight hours before the commencement of the meeting.
2. Members/Proxies are requested to bring their attendance slip along with their copy of annual report to the Meeting.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
4. Relevant documents referred to in this Notice and the Explanatory Statement shall be open for inspection by the members of the Company at the registered office of the Company between 10.00 am to 1.00 pm on all working days except Saturdays, upto the date of the Annual General Meeting of the Company.
5. As required by Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Directors seeking appointment/reappointment at the Annual General Meeting are annexed herewith to the notice.
6. Section 40 of the Companies (Amendment) Act 2017 which was notified by the Ministry of Corporate Affairs on May 07, 2018, has omitted the provision for mandatory requirement for ratification of appointment of Statutory Auditors by members at every Annual General Meeting from the section 139 of the Companies Act 2013. Hence forth, the members are no longer required to ratify the appointment of Statutory Auditors and accordingly the same was not included in the notice for the 7<sup>th</sup> Annual General Meeting.
7. The draft of new set of Memorandum and Articles of Association of the Company proposed to substituting the existing Memorandum and Articles of Association is annexed to this Notice.

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## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 3 & 4**

The Board of Directors at their meeting held on October 9, 2017, pursuant to Section 161(1) of the Companies Act, 2013, appointed Mr. PS Nair and Mr. Rajesh Kumar Arora as Additional Directors of the Company, effective from October 9, 2017.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. PS Nair and Mr. Rajesh Kumar Arora will hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing, under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. PS Nair and Mr. Rajesh Kumar Arora for the office of the Director of the Company.

The Board is of opinion that Mr. PS Nair and Mr. Rajesh Kumar Arora hold requisite qualification and expertise and will add value to the Board and the Company. Accordingly, the Board recommends their appointment as Directors of the Company as set out in Item No. 3 & 4 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolutions.

#### **Item No. 5 & 6**

In order to avail more business opportunities, the Company proposes to undertake the activities of (a) trading in aircraft spares and aircraft ground equipment spares and (b) repairing and maintenance of aircraft.

To enable the Company to undertake the aforesaid business activities, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company.

The present Authorised Capital of the Company is Rs. 9,00,00,000 (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten only) each. Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital to Rs. 12,00,00,000 (Rupees Twelve Crore only).

The proposed increase in Authorised Share Capital requires the approval of Members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

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The proposed resolutions under Item No. 5 and No. 6 are in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolutions.

**Item No. 7 & 8**

The existing Memorandum of Association ("MoA") and Article of Association ("AoA") is in line with the erstwhile Companies Act 1956 which is no longer in full conformity with the Companies Act, 2013. It is, therefore proposed to amend the MoA and AoA of the Company so as to align the same with the requirement of the Companies Act, 2013.

In terms of Section 13 and 14 of the Companies Act, 2013, a Company may by passing special resolution, adopt a new set of Memorandum of Association and Article of Association of the Company, respectively.

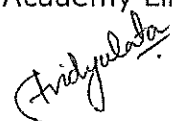
A copy of the draft of new set of Memorandum of Association and Articles of Association of the Company is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

The Directors recommend the resolutions as set out in Item No.7 & 8 for the approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolutions.

**Place:** Hyderabad  
**Date:** 26.07.2018

By Order of the Board  
For Asia Pacific Flight Training Academy Limited



K. Anita Vidyulata  
Company Secretary  
ACS 49227

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**Directors seeking appointment/ re- appointment  
at the Annual General Meeting  
(Pursuant to Secretarial Standard 2 issued by ICSI)**

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**Mr. SGK Kishore (DIN 02916539)**

Mr. SGK Kishore, age 55 years, is the Director of the Company since October 17, 2014. He is an Electronics & Communications Engineer from Andhra University with Master's Degree in Computer Science from Indian Institute of Technology, Bombay. A Rank holder during Engineering and a Gold Medallist during Master's, Mr. Kishore has an illustrious career spanning Government and Private sector.

Joining the coveted, Indian Administrative Service in 1989, he served several senior positions in the Government including District Collector, Vice Chairman of Urban Development Authority, and Regional Head (South Zone) for Food Corporation of India. During the Tsunami of 2004, he was actively involved in Food logistics to affected island of Andaman.

In 2006, after 17 years with the Indian Government, Mr. Kishore decided to join the GMR Group. Capitalizing on his rich experience as an Administrator, he has led the 'Large Area Development' project that includes two Special Investment Regions / SEZs and land-side developments of Airport. He was also instrumental in implementation and realization of efficient Multi-Modal connectivity to the New Airport at Hyderabad.

Mr. Kishore has been involved in these large area development projects right from the conceptualization stage, and has been working towards realizing the Vision of creating a new generation of integrated economic hubs would catapult India among the Global benchmarks for such projects.

Presently he is holding the position of CEO in GMR Hyderabad International Airport Limited (GHIAL), the holding Company.

**Other Details:**

- Shareholding in the Company as on 31<sup>st</sup> March 2018: He holds 1 (one) share as a nominee of GMR Hyderabad International Airport Ltd.
- Remuneration to be paid/last drawn as on 31<sup>st</sup> March 2018: Nil
- Relationship with any Director or Key Managerial Personnel of the Company: None
- No. of Board Meetings attended during the year: As mentioned in the Directors' Report, forming part of the Annual Report.
- Details of Directorship in other Companies and membership/Chairmanship of Board Committees are given below:



Directorship in Companies as on 31<sup>st</sup> March, 2018:

Sl. No	Name of the Company
1	GMR Hospitality and Retail Limited
2	AMG Healthcare Destination Private Limited
3	GMR Hyderabad Airport Power Distribution Limited
4	GMR Hyderabad Aerotropolis Limited
5	Laqshya Hyderabad Airport Media Private Limited
6	GMR Hyderabad Aviation SEZ Limited
7	Hyderabad Menzies Air Cargo Private Limited
8	GMR Aerospace Engineering Limited
9	GMR Aero Technic Limited
10	Asia Pacific Flight Training Academy Limited

Membership/Chairmanship of Board Committees as on 31<sup>st</sup> March, 2018:

Sl. No.	Name of the Company	Name of the Committee	Position Held
1	AMG Healthcare Destination Private Limited	Audit Committee	Member
2	Hyderabad Menzies Air Cargo Private Limited	Audit Committee	Chairman

**Mr.PS Nair (DIN 00063118)**

Mr. PS Nair, age 70 years was appointed as the Additional Director of the Company with effect from 9<sup>th</sup> October, 2017. A Master of Arts in Political Science/Public Administration with a Post Graduate Diploma in Public Sector Management from Leeds University (UK), Mr P.S. Nair has over 40 years of diverse experience in the airport sector - both in the public and private domains.

He was previously the CEO of the GMR Airports Ltd ("GAL"), the indirect holding Company. GAL controls the functioning of the three Airports in the GMR's Airport portfolio viz, Delhi & Hyderabad International Airports in India and Cebu Airport in Philippines.

**Other Details:**

- Shareholding in the Company as on 31<sup>st</sup> March 2018: Nil shares
- Remuneration to be paid/last drawn as on 31<sup>st</sup> March 2018: Nil
- Relationship with any Director or Key Managerial Personnel of the Company: None
- No. of Board Meetings attended during the year: As mentioned in the Directors' Report, forming part of the Annual Report.

Directorship in Companies as on 31<sup>st</sup> March, 2018:

Sl. No	Name of the Company
1	GMR Aero Technic Limited
2	GMR Aerospace Engineering limited
3	GMR Hyderabad Aviation SEZ Limited
4	GMR Hyderabad Aerotropolis Limited
5	GMR Aviation Private Limited
6	GMR Goa International Airport Limited
7	GMR Airports Limited
8	Delhi Aviation Fuel Facility Private Limited
9	Aerospace and Aviation Sector Skill Council
10	Asia Pacific Flight Training Academy Limited
11	GMR Male' International Airport Pvt Ltd

Membership/Chairmanship of Board Committees as on 31<sup>st</sup> March, 2018

Name of the Company	Name of the Committee	Position held
GMR Airports Limited	Audit Committee	Member
	Share Allotment and Transfer Committee	Member
	Corporate Social Responsibility Committee	Member
GMR Male' International Airport Pvt Ltd	Audit Committee	Member
GMR Aviation Private Limited	Allotment committee	Member
GMR Goa International Airport Limited	Share Allotment and Transfer Committee	Member
	Nomination and Remuneration Committee	Member

**Rajesh Kumar Arora (DIN 03174536)**

Mr. Rajesh Kumar Arora, age 49 years was appointed as the Additional Director of the Company with effect from 9<sup>th</sup> October, 2017. He is a Cost Accountant and holds a bachelor's degree in commerce from Delhi University. He has more than 20 years of professional experience with a successful career and proven track record in manufacturing and infrastructure industries.

Mr. Rajesh Arora is currently holding the position of the Chief Financial Officer of GMR Hyderabad International Airport Ltd, the holding Company. In his previous profile at GMR Group, he was Chief Financial Officer-Joint Ventures & Corporate Integration for the Airport business of GMR Group. In the said profile, he has made immense contribution to Airports Sector, building robust relations with joint venture partners and contributed significantly towards increasing shareholder's value in these joint ventures. In this role he has also played an important role in M&A activities of the airport sector.

### Other Details:

- Shareholding in the Company as on 31<sup>st</sup> March 2018: He holds 1 (one) share as a nominee of GMR Hyderabad International Airport Ltd
- Remuneration to be paid/last drawn as on 31<sup>st</sup> March 2018: Nil
- Relationship with any Director or Key Managerial Personnel of the Company: None
- No. of Board Meetings attended during the year: As mentioned in the Directors' Report, forming part of the Annual Report.
- Details of Directorship in other Companies and membership/Chairmanship of Board Committees are given below:

#### Directorship in Companies as on 31<sup>st</sup> March, 2018:

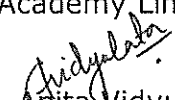
Sl. No	Name of the Company
1	Delhi Airport Parking Services Private Limited
2	GMR Aero Technic Limited*
3	GMR Hospitality and Retail Limited*
4	Laqshya Hyderabad Airport Media Private Limited
5	GMR Hyderabad Aerotropolis Limited*
6	GMR Hyderabad Aviation SEZ Limited*
7	GMR Hyderabad Airport Power Distribution Limited*
8	GMR Aerospace Engineering Limited*
9	Hyderabad Menzies Air Cargo Private Limited*
10	Asia Pacific Flight Training Academy Limited*

#### Membership/Chairmanship of Board Committees as on 31st March, 2018

Name of the Company	Name of the Committee	Position Held
GMR Aero Technic Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
Hyderabad Menzies Air Cargo Private Limited	Audit Committee	Member
	CSR Committee	Chairman
Laqshya Airport Media Private Limited	Audit Committee	Member
	CSR Committee	Member
GMR Aerospace Engineering Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member

By Order of the Board  
For Asia Pacific Flight Training Academy Limited

**Place:** Hyderabad  
**Date:** 26.07.2018

  
K. Anita Vidyulata  
Company Secretary  
ACS 49227