

Registered Office:

GMR HIAL Airport Office
Rajiv Gandhi International Airport, Shamshabad,
Hyderabad – 500409 , Telangana
CIN : U80302TG2011PLC072687



**NOTICE TO THE MEMBERS OF THE
4th ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the 4th Annual General Meeting of the Members of Asia Pacific Flight Training Academy Limited will be held on **Wednesday, September 30, 2015 at 02.30 PM (IST)** at the Registered Office of the Company at GMR HIAL Airport Office, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 409, Telangana, to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mohan Rao Murthy [DIN: 02506274], who retires by rotation and, being eligible, offers himself for reappointment.
3. To reappoint M/s. Brahmayya & Co., Chartered Accountants, Bangalore [Firm Registration No.000515S] as the Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an ordinary Resolution.

“RESOLVED THAT Mr. Faruk Bin Othman [DIN: 03475774] who was appointed as an Additional Director of the Company by the Board of Directors on October 17, 2014 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.”

5. To consider and if thought fit, to pass the following resolution as an ordinary Resolution.

“RESOLVED THAT Mr. SGK Kishore [DIN: 02916539] who was appointed as an Additional Director of the Company by the Board of Directors on October 17, 2014 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.”

Asia Pacific Flight Training Academy Limited

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6. To consider and if thought fit, to pass the following resolution as an ordinary Resolution.

“RESOLVED THAT Mr. Goh Swee Huat [DIN: 06758645] who was appointed as an Additional Director of the Company by the Board of Directors on October 17, 2014 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.”

7. To consider and if thought fit, to pass the following resolution as an ordinary Resolution.

“RESOLVED THAT Mr. Arif Bin Faruk [DIN: 03534071] who was appointed as an Additional Director of the Company by the Board of Directors on July 24, 2015 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.”

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

Place: Hyderabad
Date : 24 07 2015

Sd/-
Director/Authorised Signatory

Notes

- 1 A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead and such proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
- 2 The relevant Explanatory statement under Section 102 of the Companies Act, 2013 in respect of Special business is annexed hereto.
- 3 All documents pertaining to the Special Business would be available for inspection by any member of the Company between 12.00 noon to 5.00 p m. on all working days at the Registered Office of the Company upto the date of this Annual General Meeting.

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Explanatory Statement pursuant to section 102 of the Companies Act, 2013**Item No. 4**

The Board at its meeting held on October 17, 2014 has co-opted Mr. Faruk Bin Othman [DIN: 03475774] as an additional Director of the Company under Section 161 of the Companies Act 2013 with effect from October 17, 2015 and he holds office of Director till the date of this Annual General Meeting.

The Company has received a Notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Faruk Bin Othman as the Director of the Company under Section 149 of the Companies Act 2013.

Faruk Bin Othman, a Malaysian, aged 67, is a graduate in Business Studies and has a Post Graduate Diploma in Management Studies from University of Sussex, United Kingdom. Mr. Faruk has over 30 years' experience in the financial sector, mainly in banking and stock broking. He was the Executive Director of Inter-Pacific Securities before being appointed as the Executive Chairman of United Merchant Finance Berhad in 1994. Currently he is the Executive Chairman of APFT, Sdn Bhd.

Mr. Faruk does not hold any share of the Company as on March 31, 2015. He is not related to any of the Directors of the Company and their relatives, except Mr. Arif Bin Faruk, Director who is the son of Mr. Faruk Bin Othman.

The Board of Directors recommends resolution set out at item 4 for your consideration and approval.

None of the Directors of the Company and their relatives, except Mr. Faruk Bin Othman and Mr. Arif Bin Faruk, are concerned or interested in the proposed resolution.

Item No. 5

The Board at its meeting held on October 17, 2014 has co-opted Mr. SGK Kishore [DIN: 02916539] as an Additional Director of the Company under Section 161 of the Companies Act 2013 with effect from October 17, 2015 and he holds office of Director till the date of this Annual General Meeting.

The Company has received a Notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. SGK Kishore as the Director of the Company under Section 149 of the Companies Act 2013.

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Mr. SGK Kishore, aged about 51 Years, is an Electronics & Communications Engineer from Andhra University with Master's Degree in Computer Science from Indian Institute of Technology, Bombay. 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.

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. SGK Kishore was CEO for land-side developments at GMR Hyderabad & Male Airports.

Presently he is the CEO of GMR Hyderabad International Airport Limited (GHIAL).

Mr. SGK Kishore is holding one share of Rs.10 as nominee of GMR Hyderabad International Airport Limited as on March 31, 2015 and is not related to any of the Directors of the Company and their relatives.

Directorship Details of Mr. SGK Kishore as on March 31, 2015 are as under:

- GMR Hotels and Resorts Limited
- AMG Healthcare Destination Private Limited
- GMR Hyderabad Airport Power Distribution Limited
- GMR Hyderabad Aerotropolis Limited
- Laqshya Hyderabad Airport Media Private Limited
- GMR Hyderabad Aviation SEZ Limited
- Hyderabad Menzies Air Cargo Private Limited
- GMR Aerospace Engineering Company Limited
- GMR Aero Technic Limited
- Asia Pacific Flight Training Academy Limited

Committee Details of Mr. SGK Kishore as on March 31, 2015 are as under:

- Asia Pacific Flight Training Academy Limited, Member of Audit Committee
- Hyderabad Menzies Air Cargo Private Limited, Member of Nomination and Remuneration Committee and CSR Committee.

The Management is of the opinion that Mr. SGK Kishore fulfills the conditions specified in the Companies Act 2013 and the Rules made thereunder for appointment as Director and also that his rich and varied management experience would immensely benefit the Company.

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The Board of Directors recommends resolution set out at item 5 for your consideration and approval.

None of the Directors of the Company and their relatives, except Mr. SGK Kishore, are concerned or interested in the passing of the resolution.

Item No. 6

The Board at its meeting held on October 17, 2014 has co-opted Mr. Goh Swee Huat [DIN: 006758645] as an Additional Director of the Company under Section 161 of the Companies Act 2013 with effect from October 17, 2015 and he holds office of Director till the date of this Annual General Meeting.

The Company has received a Notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Goh Swee Huat as the Director of the Company under Section 149 of the Companies Act 2013.

Mr. Swee Huat Goh, aged about 43 years, is Head-Investor Relations at APFT Bhd. Mr. Goh was previously employed as a Manager-Group Finance & Head-Investor Relations by Oversea Enterprise Bhd.

Mr. Goh does not hold any shares of the Company as on March 31, 2015 and is not related to any of the Directors of the Company and their relatives.

The Management is of the opinion that Mr. Goh Swee Huat fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as a Director and also that his rich and varied management experience would immensely benefit the Company.

The Board of Directors recommends resolution set out at item 6 for your consideration and approval.

None of the Directors of the Company and their relatives, except Mr. Goh Swee Huat, are concerned or interested in the passing of the resolution.

Item No. 7

The Board at its meeting held on July 24, 2015 has co-opted Mr. Arif Bin Faruk [DIN: 03534071] as an Additional Director of the Company under Section 161 of the Companies Act 2013 with effect from July 24, 2015 and he holds office of Director till the date of this Annual General Meeting.

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The Company has received a Notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Arif Bin Faruk as the Director of the Company under Section 149 of the Companies Act 2013.

Mr. Arif Bin Faruk, a Malaysian, aged 38, holds a Bachelor's of Engineering Degree (Aeronautical & Aerospace) from University of London, Queen Mary and Westfield College, United Kingdom. After completing his degree, he worked as a Design Engineer. He obtained his professional pilot's licence from United Kingdom and joined Malaysia Airlines as a pilot. Later Arif joined Jet Premier One Sdn Bhd as a pilot for the Government of Malaysia's Airbus Corporate Jet until July 2011. Currently Mr. Arif is the Executive Director of the APFT, Sdn Bhd.

Mr. Arif does not hold any Share of the Company as on March 31, 2015 and is not related to any Director of the Company and their relatives, except Mr. Faruk Bin Othman, Director who is the father of Mr. Arif Bin Faruk.

The Management is of the opinion that Mr. Arif Bin Faruk fulfills the conditions specified in the Companies Act 2013 and the Rules made thereunder for appointment as Director and also that his rich and varied management experience would immensely benefit the Company.

The Board of Directors recommends resolution set out at item 7 for your consideration and approval.

None of the Directors of the Company and their relatives, except Mr. Arif Bin Faruk and Mr. Faruk Bin Othman, are concerned or interested in the passing of the resolution.

By Order of the Board
Asia Pacific Flight Training Academy Limited

Place: Hyderabad
Date : 24 07 2015

Sd/-
Director/Authorised Signatory

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**FORM NO MGT-11
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U80302TG2011PLC072687
Name of the Company : Asia Pacific Flight Training Academy Limited
Registered Office : GMR HIAL Airport Office, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 409, Telangana

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

I/We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Mr. r/o
Having email ID failing him;
- (2) Mr. r/o
Having email ID failing him;
- (3) Mr. r/o
Having email ID failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 2.30 PM (IST) at registered office at GMR HIAL Airport Office, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 409, Telangana and at any adjournment thereof in respect of such resolutions as indicated below:

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SL No	Particulars of Resolution
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mr. M Mohan Rao who retires by rotation and, being eligible, offers himself for reappointment.
3	To reappoint Statutory Auditors of the Company and pass necessary resolutions as Ordinary Resolution.
4	To appoint Mr. Faruk Bin Othman as Director of the Company
5	To appoint Mr. SGK Kishore as Director of the Company
6	To appoint Mr. Goh Swee Huat as Director of the Company
7	To appoint Mr. Arif Bin Faruk as Director of the Company

Signed this _____ day of _____, 2015.

Signature of the Shareholder

Signature of Proxy holder(s)

(1) Name

(2) Name

(3) Name

Affix Revenue Stamp Re 1/-

Notes: 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.

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ATTENDANCE SLIP

4th Annual General Meeting to be held on Wednesday, September 30, 2015 at 02.30 PM (IST) at the Registered Office of the Company at GMR HIAL Airport Office, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 409, Telangana

Name of the Member:.....

Regd. Folio No.:.....

*DP ID No. :

*Client ID No.....

No. of shares held:.....

Note: Member / Proxy must hand over the duly signed attendance slip at the venue.

* Applicable for the members holding shares in electronic form.

Signature of the Member / Proxy

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