

**Registered Office:**  
GMR HIAL Airport Office  
Rajiv Gandhi International Airport, Shamshabad,  
Hyderabad – 500108 , Telangana  
CIN : U80302TG2011PLC072687



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

Notice is hereby given that the Sixth Annual General Meeting of the Members of Asia Pacific Flight Training Academy Limited will be held on Friday, September 29, 2017, at 11 AM (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, 2017, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mohan Rao Murthy [DIN: 02506274], who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. K S Rao & Co., Chartered Accountants, Bengaluru [Firm Registration No. 003109S] as the Statutory Auditors of the Company and in this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s) as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and the rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, appointment of M/s. K.S. Rao & Co. Chartered Accountants, Bengaluru [ICAI Firm Registration No. 003109S], by the Board of the Directors with effect from September 01, 2017, to fill the casual vacancy caused by the resignation of M/s. Brahmayya & Co., Chartered Accountants [ICAI Firm Registration No. 000515S], at such remuneration plus taxes and out of pocket expenses as may be fixed by the Board of Directors, be and is hereby approved and that they shall hold the said office till the conclusion of this Annual General Meeting.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, M/s. K.S. Rao & Co., Chartered Accountants, Bengaluru [ICAI Firm Registration No. 003109S], be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Sixth Annual General Meeting until the conclusion of the Eleventh Annual General Meeting of the Company to be held in the year 2022 subject to

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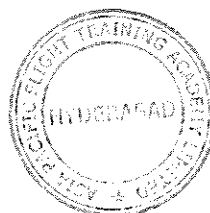


ratification of their appointment at every Annual General Meeting, at such remuneration plus taxes and out of pocket expenses as may be fixed by the Board of Directors on recommendations of the Audit Committee of the Company.”

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

**Place:** Hyderabad

**Date :** September 07, 2017



  
Director  
SGK Kishore  
DIN: 02916539

**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. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
6. As required by Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr.

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Mohan Rao Murthy seeking appointment/reappointment at the Annual General Meeting is also annexed herewith.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

This explanatory statement is provided though strictly not required as per section 102 of the Act.

#### **Item No. 3**

The members of the Company at the Fifth Annual General Meeting (AGM) held on September 28, 2016 had appointed M/s. Brahmayya & Co., Chartered Accountants [ICAI Firm Registration No. 000515S] as the Statutory Auditors of the Company, to hold office from the conclusion of Fifth AGM till the conclusion of the Tenth AGM to be held in the year 2021, subject to ratification of their appointment at every AGM. However, M/s. Brahmayya & Co., Chartered Accountants, vide their letter dated August 18, 2017, have resigned from the position of the Statutory Auditors of the Company with effect from August 31, 2017, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 (the Act).

In order to fill the casual vacancy, the Board of Directors of the Company, as per the recommendation of the Audit Committee, at its meeting held on August 24, 2017, approved the appointment of M/s. K.S. Rao & Co. Chartered Accountants, Bengaluru [ICAI Firm Registration No. 003109S] as the Statutory Auditors of the Company with effect from September 01, 2017 to hold office till the conclusion of this Annual General Meeting.

In terms of Section 139(8) of the Act, any appointment of the Statutory Auditors in the casual vacancy arising as a result of resignation of an auditor has to be approved by the members at a general meeting within three months from the date of recommendation of the Board of Directors of the Company and the said office shall be held till the conclusion of the next Annual General Meeting.

Considering the coinciding of the General Meeting and the Annual General Meeting, the Board of Directors proposes the ratification of the appointment of M/s. K.S. Rao & Co. Chartered Accountants as the Statutory Auditors of the Company to hold office from September 01, 2017 till the conclusion of this Annual General Meeting at such remuneration plus applicable taxes, and out of pocket expenses, as may approved by the Board of Directors of the Company.

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Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors, as per the recommendation of the Audit Committee, at its meeting held on August 24, 2017, recommended the appointment of M/s. K.S. Rao & Co. Chartered Accountants [ICAI Firm Registration No. 003109S] as the Statutory Auditors of the Company to hold office for five years, from the conclusion of this Annual General Meeting, till the conclusion of the Eleventh Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of the appointment by the Members at every Annual General Meeting), at such remuneration plus applicable taxes, and out of pocket expenses, as may be recommended by the Audit Committee and duly approved by the Board of Directors of the Company.

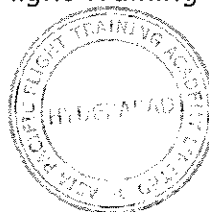
The Company has obtained consent of M/s. K.S. Rao & Co. and a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

The Directors recommend the passing of the resolution as an Ordinary Resolution as proposed under Item No. 3 of the Notice. None of the Directors/ Key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions at Item No. 3 of the Notice.

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

**Place:** Hyderabad

**Date :** September 07, 2017



  
Director  
SGK Kishore  
DIN: 02916539