



HINDALCO-ALMEX AEROSPACE LIMITED

CIN NO: U27203MH2007PLC166651

Registered Office: 21st Floor, One Unity Centre, Senapati Bapat Marg, Prabhadevi, Mumbai – 400013

Website: www.hindalcoalmex.com Tel: (022)66626666 Fax: (022)24227586/24362516

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Nineteenth Annual General Meeting [*“AGM”*] of the members of Hindalco-Almex Aerospace Limited will be held on Tuesday, August 19, 2025 (IST) at 2:30 pm *via video conferencing* to transact the business as mentioned below.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements for the year ended March 31, 2025 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint a Director in place of Mr. Samik Basu [*DIN 07636225*], who retires from office by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS, IF ANY

3. Appointment of Mr. Purnendu Chakraborty [*DIN: 10791498*], as Director of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and Section 161 of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [*including the rules, notifications, circulars, guidelines etc. issued thereunder*] [*“Act”*], and other applicable provisions, if any, [*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force*] in line with the Memorandum and Articles of Association of the Company on the recommendation of the Nomination & Remuneration Committee [*“NRC”*] and the Board of Directors of the Company [*hereinafter referred to as the “Board”*], Mr. Purnendu Chakraborty [*DIN: 10791498*], who was appointed as an Additional Director of the Company with effect from October 21, 2024 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the following officers of the Company viz.

- (a) Directors(s);
- (b) Chief Financial Officer;
- (c) Manager;
- (d) Company Secretary

be and are hereby severally authorized to: -

- i. sign, execute, modify, alter, file and/or furnish and/or submit any statutory forms (in physical or digital form) and such other documents, to/with such authorities and/or person(s) as may be deemed necessary to give effect to the above resolution, from time to time;
- ii. certify the resolution and provide copy(ies) of the same, as may be deemed necessary from time to

time and

- iii. generally, do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto.”

4. Appointment of Mr. Sudhir Mital [DIN: 08314675], as an Independent Director of the Company.

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 *[including the rules, notifications, circulars, guidelines etc. issued thereunder]* [“Act”], Secretarial Standards on the Meetings of the Board [“SS”] and other applicable provisions, if any, *[including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force]*, in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee [“NRC”] and the Board of Directors of the Company *[hereinafter referred to as the “Board”]*, Mr. Sudhir Mital [DIN: 08314675] be and is hereby appointed as an Independent Director of the Company, for a term of 5 *[Five]* consecutive years commencing from July 18, 2025 until July 17, 2030 *[both days inclusive]* and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the following officers of the Company viz.

- (e) Directors(s);
- (f) Chief Financial Officer;
- (g) Manager and
- (h) Company Secretary

be and are hereby severally authorized to: -

- i. sign, execute, modify, alter, file and/or furnish and/or submit any statutory forms (in physical or digital form) and such other documents, to/with such authorities and/or person(s) as may be deemed necessary to give effect to the above resolution, from time to time;
- ii. certify the resolution and provide copy(ies) of the same, as may be deemed necessary from time to time and
- iii. generally, do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto.”

By order of the Board of Directors
for **Hindalco-Almex Aerospace Limited**

Sd/-

Sandip Roy
Director
DIN: 09707676

Place: Mumbai
Date: July 17, 2025

ANNEXURE A

**Details of the director seeking appointment/ re-appointment
(as set out in item no. 2 of this notice)
In Terms of Clause 1.2.5 of Secretarial Standards 2 on General Meetings (ss-2)**

| | | |
|---|--|--|
| Name of Director | Mr. Purnendu Chakraborty | Mr. Sudhir Mital |
| Director Identification Number | 10791498 | 08314675 |
| Date of Birth | December 12, 1965 | November 11, 1953 |
| Brief Resume/ Experience | Annexed with Explanatory statement. | |
| Date of First Appointment | October 21, 2024 | July 18, 2025 |
| Terms and conditions of appointment/ re-appointment | Proposed to be appointed as Non-Executive Director based on the recommendation of the Board of Directors and NRC. | |
| Past Remuneration drawn from the Company | Nil | |
| Remuneration sought to be paid | Nil | |
| Shareholding in the Company as on March 31, 2025 | Nil | |
| Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company | Nil | |
| No. of Board Meetings attended during the Financial Year 2024-25 | 1 out of 1 | Not Applicable |
| List of other Companies in which Directorships held | 1. Eternia Fenestration Private Limited 2. Renukeshwar Investment and Finance Limited 3. East Coast Bauxite Mining Company Private Limited | 1. Hindalco Industries Limited. 2. Jaiprakash Power Ventures Limited. |
| Chairperson/ Member of Committee(s) of Board of Directors of the Company | Nil | |
| Other Directorships, Membership/ Chairmanship of Committees of other Boards | Nil | Hindalco Industries Limited: 1. Stakeholders Relationship Committee – Chairman 2. Corporate Social Responsibility - Member |

NOTES FOR MEMBERS' ATTENTION

1. The AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
2. **AUTHORISED REPRESENTATIVE**
Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
3. Route map is not annexed to this Notice since the AGM is held *via* video conferring mode.
4. **DOCUMENTS OPEN FOR INSPECTION**
All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
5. **VOTING**
The Members, whose names appear in the register of members/ list of beneficial owners on August 14, 2025 i.e. the cut-off date, shall be entitled to vote on the resolution set forth in this notice.

By order of the Board of Directors
for **Hindalco-Almex Aerospace Limited**

Sd/-

Sandip Roy
Director
DIN: 09707676
Place: Mumbai
Date: July 17, 2025

EXPLANATORY STATEMENT

Pursuant Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 & 4 of the accompanying Notice dated April 21, 2025.

Item No. 3:

Appointment of Mr. Purnendu Chakraborty [DIN: 10791498], as Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on Monday, October 21, 2024, have appointed Mr. Purnendu Chakraborty [DIN: 10791498], as a Director of the Company liable to retire by rotation, subject to consent by the Shareholders of the Company at the ensuing AGM.

Mr. Purnendu Chakraborty is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

Mr. Chakraborty is not related to any other Director and Key Managerial Personnel of the Company.

The Board is of the opinion that it will be beneficial to the Company to avail his services as a Director of the Company and recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Shareholders.

The Board believes that Mr. Chakraborty satisfies the criteria prescribed under the Companies Act and relevant rules, and confirms that he is independent of the Company's management.

Save and except Mr. Purnendu Chakraborty and his relatives, to the extent of his shareholding interests, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution.

Item No. 4:

Appointment of Mr. Sudhir Mital [DIN: 08314675], as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on Thursday, July 17, 2025, have appointed Mr. Sudhir Mital [DIN: 08314675], as an Independent Director of the Company to hold office for a period of five consecutive years w.e.f July 18, 2025 to July 17, 2030 subject to consent by the Shareholders of the Company at the ensuing AGM.

The Company has received a declaration from Mr. Sudhir Mital confirming that he meets the criteria of Independence as prescribed under the Act. Mr. Mital is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

Mr. Sudhir Mital is not related to any other Director and Key Managerial Personnel of the Company.

The Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Director of the Company and recommends the Special Resolution as set out in Item No. 4 of the Notice for approval of the Shareholders.

In the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

Save and except Mr. Sudhir Mital and his relatives, to the extent of his shareholding interests, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution.

Brief Profile of Purnendu Chakraborty [DIN: 10791498], proposed to be appointed as Director of the Company



Purnendu Chakraborty – Brief Profile

Name: Purnendu Chakraborty

Age: 58 years, Resident: Mumbai

D.O.B : December 12, 1965

Email id : purnendu.chakraborty@adityabirla.com

Mobile No: 919702009876

Experience

- CEO - Three decades of diverse experience in accounting, business finance, treasury and audit.
- Currently, Heads the Accounts – Consolidation of Hindalco
- Associated with Hindalco Industries Limited since 2000.

Other Directorships:

- Eternia Fenestration Private Limited
- Hindalco-Almex Aerospace Limited
- Renukeshwar Investment and Finance Limited
- East Coast Bauxite Mining Company Limited

Skills/ Expertise:

- Industry Knowledge
- Technology & Digitization
- Finance Literacy
- Strategic Expertise
- Marketing
- General Management
- Risk Management

Brief Profile of Sudhir Mital [DIN: 08314675], proposed to be appointed as Director of the Company



Sudhir Mital – Brief Profile

Name: Sudhir Mital

Age: 71 years, Resident: Delhi

D.O.B : November 11, 1953

Email id : sudhir.mital-c@adityabirla.com

Mobile No: 919871111198

Experience

- Former member of the Indian Administrative Service (IAS)
- Served as Member and Chairman of the Competition Commission of India (CCI)
- He was Special Secretary to the Ministry of Corporate Affairs, acting as a key functionary engaged in the evolution of Companies Bill, 2013

Other Directorships:

- Hindalco Industries Limited
- Jaiprakash Power Ventures Limited

Skills/ Expertise:

- Industry Knowledge
- Technology & Digitization
- Finance Literacy
- Strategic Expertise
- Marketing
- General Management
- Risk Management