

Go Airlines (India) Limited

Regd. Office: C/o Britannia Industries Limited, A-33 Lawrence Road Industrial Area, New Delhi-110035
Corporate Office: C-1, Wadia International Centre (WIC), Pandurang Budhkar Marg, Worli, Mumbai-400025
CIN: U63013DL2004PLC217305
Phone: +91 22 6741000; Fax: +91 22 67410001, Website: www.GoAir.in

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Members of Go Airlines (India) Limited will be held on a shorter notice at 56, Jor Bagh, New Delhi-110001 on Monday, 20th August 2018 at 10:00 a.m. 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 31st March 2018, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;
3. To appoint M/s Bansi S. Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint M/s. Bansi S. Mehta & Co. (Firm Registration No. 100991W), as the Statutory Auditors of the Company, in place of retiring auditors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W / W100166) to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2023 at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Varun Berry (DIN: 05208062), who was appointed as an Additional Director pursuant to the provisions of Section 152 & 161 of the Companies Act, 2013 read with the Companies Appointment and Qualification of Directors Rules, 2014 by way of resolution passed by circular dated 25th September 2017 and who vacates his office at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and 160 of the Companies Act 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, Mr. Varun Berry (DIN: 05208062) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from the date of this Annual General Meeting upto the Annual General Meeting to be held in the year 2023 with the option to retire anytime during the period of his appointment.”

5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Vinesh Kumar Jairath (DIN: 00391684), who was appointed as an Additional Director pursuant to the provisions of Section 152 & 161 of the Companies Act, 2013 read with the Companies Appointment and Qualification of Directors Rules, 2014 by way of resolution passed by circular dated 25th September 2017 and who vacates his office at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company not liable to retire by rotation.

RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 of the Companies Act 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, Mr. Vinesh Kumar Jairath (DIN: 00391684) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from the date of this Annual General Meeting upto the Annual General Meeting to be held in the year 2023 with the option to retire anytime during the period of his appointment.”

NOTES FOR MEMBERS' ATTENTION:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3) MEMBERS / PROXIES SHOULD BRING THE ATTENDANCE SLIP TO THE MEETING DULY FILLED IN, FOR ATTENDING THE MEETING.
- 4) MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT TO THE ANNUAL GENERAL MEETING.
- 5) Brief resume of Director proposed to be appointed / reappointed, nature of expertise in functional areas, names of Companies in which they hold Directorships and Memberships / Chairmanships of Board Committee & Shareholding is annexed hereto as Annexure - I and forms part of the Notice.
- 6) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business as set out in Notice is annexed hereto as Annexure - II and forms part of the Notice.

**By Order of the Board
For Go Airlines (India) Limited**

**Place: Mumbai
Date: 16-05-2018**

**Nikhil Rathod
Company Secretary**

ANNEXURE - I TO THE NOTICE

Additional Information with respect to Item Nos. 2 & 3

Item No. 2

Mr. Ness N. Wadia, 47, is currently a Director of the Company and was inducted as a Non-Executive Director on 29th April, 2004.

Mr. Ness N. Wadia is also the Managing Director of The Bombay Burmah Trading Corporation Limited, Chairman of National Peroxide Limited, Director on boards of Wadia Group companies including Britannia Industries Limited, The Bombay Dyeing and Manufacturing Company Limited, K.P.H. Dream Cricket Private Limited etc.

Mr. Wadia is also a member of Audit Committee and CSR Committee of the Company, Member of Audit Committee, Finance Committee and CSR Committee of Britannia Industries Limited, Member of Audit Committee and Finance Committee of The Bombay Burmah Trading Corporation Limited, Member of Finance Committee and CSR Committee of The Bombay Dyeing and Manufacturing Company Limited and a Member of the Audit Committee of National Peroxide Limited.

He is also a member on the Board of the Wadia Hospitals, Member of Senate, Academic Council and Finance Council in Modern Education Society, Pune and Trustee of Sir Ness Wadia Foundation, F.E. Dinshaw Trust and Britannia Nutrition Foundation. As a Trustee of Sir Ness Wadia Foundation and other Charitable Trusts within the Wadia Family, he leads the Group's efforts to empower the underprivileged sections of the society. He is actively involved in overseeing the award-winning Wadia Hospitals in addition to the Group's educational Institutions.

He is on the board of Social School of Entrepreneurs. He has introduced and led several forums at FICCI such as Lifestyle forum, Young Leaders forum.

His early years of schooling were spent in India and the UK. He has an M.Sc degree & holds an M.Sc in EBM (Engineering Business Management) from the University of Warwick.

None of the Directors and Key Managerial Personnel other than Mr. Nusli N. Wadia, Mr. Jehangir N. Wadia and Mr. Ness N. Wadia are in any way concerned or interested in Item No. 2.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the Members.

Item No. 3

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration Number 104607W / W100166), the present Statutory Auditors of the Company would be completing their term as Statutory Auditors. They hold office upto the conclusion of 14th Annual General Meeting of the Company.

Accordingly, the Board of Directors has recommended the appointment of M/s. Bansi S. Mehta & Co., Chartered Accountants (Firm Registration No. 100991W), as Statutory Auditors, in place of retiring Auditors M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2023, at a remuneration determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit. M/s. Bansi S. Mehta & Co., Chartered Accountants, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with section 139 read with section 141 of the Act.

M/s Bansi S. Mehta & Co., Chartered Accountants was founded in the year 1958 by Mr. Bansidhar S. Mehta, Ex-President of ICAI. The firm operates in Mumbai from two locations. Mr. Paresh H. Clerk, B. Com., Grad. C.W.A., F.C.A. will be the signing partner for the Audit of the Company. Mr. Paresh H. Clerk is having experience of more than 22 years in corporate advisory, audit and assurance.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

**By Order of the Board
For Go Airlines (India) Limited**

**Place: Mumbai
Date: 16-05-2018**

**Nikhil Rathod
Company Secretary**

ANNEXURE - II TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), the following Statement sets out all material facts for Special Business

Item No. 4

The Board of Directors had appointed Mr. Varun Berry as an Additional Director by way of resolution passed by circular dated 25th September 2017.

Under Section 161 of the Companies Act 2013 Mr. Varun Berry holds office only up to the date of this Annual General Meeting of the Company and is eligible for appointment. Mr. Varun Berry is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Varun Berry for the office of Director.

Mr. Varun Berry joined Britannia Industries Limited as Managing Director in 2013. He comes with over 27 years of work experience with premier companies like Hindustan Unilever and Pepsico, both in India and overseas and a successful track record of leading start-ups, turnarounds, joint ventures and growth businesses.

His most recent assignment was as MD & CEO of Pepsico Foods for South Asia. Prior to that, Mr. Berry was the CEO of a Pepsico JV for Dairy & Juice in the Middle East & Asia. CEO of Beverages and Foods in the Philippines, CEO Pepsico, Vietnam and several sales operating roles in India. Before joining Pepsico in India in 1993, Mr. Berry worked with Hindustan Unilever in marketing and sales roles.

In the opinion of the Board, Mr. Varun Berry fulfills the conditions for his appointment as Independent Director as specified in the Act. He is independent of the management.

The Board considers that Mr. Varun Berry’s continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Varun Berry as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Varun Berry as an Independent Director, for the approval by the Members of the Company.

Except Mr. Varun Berry, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

The Board of Directors had appointed Mr. Vinesh Kumar Jairath as an Additional Director by way of resolution passed by circular dated 25th September 2017.

Under Section 161 of the Companies Act 2013 Mr. Vinesh Kumar Jairath holds office only up to the date of this Annual General Meeting of the Company and is eligible for appointment. Mr. Vinesh Kumar Jairath is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Vinesh Kumar Jairath for the office of Director.

Mr. Vinesh Kumar Jairath, 58, has a Masters in Economics from University of Manchester, U.K., Bachelor of Laws and Bachelor of Arts (English Honours) from Punjab University. Mr. Jairath has been in the cadre of Indian Administrative Service, Maharashtra - 1982 batch. His last posting was as Principal Secretary (Industries), Government of Maharashtra.

Prior to 2008, as Principal Secretary, Mr. Jairath was instrumental in formulating The Mega Project Policy, The Industrial, Infrastructure & Investment Policy 2006, The Maharashtra SEZ Bill and carrying out need based amendments to the IT Policy. He was also associated with Infrastructure initiatives like the Mumbai Urban Transport Project, Mumbai Rapid Transport System, Toll Roads, Trans Harbour Link and the proposed 2 green field International Airports at Navi Mumbai and Pune.

Mr. Jairath has served as an Independent Director on the Board of SEBI for three years term from December 2010 to 2013. Presently, Mr. Jairath provides Advisory and Consultancy Services on Legal, Financial, Business Development and Regulatory issues.

In the opinion of the Board, Vinesh Kumar Jairath fulfills the conditions for his appointment as Independent Director as specified in the Act. He is independent of the management.

The Board considers that Mr. Vinesh Kumar Jairath's continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vinesh Kumar Jairath as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vinesh Kumar Jairath as an Independent Director, for the approval by the Members of the Company.

Except Mr. Vinesh Kumar Jairath, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

**By Order of the Board
For Go Airlines (India) Limited**

**Place: Mumbai
Date: 16-05-2018**

**Nikhil Rathod
Company Secretary**