

## 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](http://www.GoAir.in)

### NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Members of Go Airlines (India) Limited will be held at 56, Jor Bagh, New Delhi - 110001 on Wednesday, 30<sup>th</sup> September 2015 at 12:30 p.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 31<sup>st</sup> March 2015, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Nusli N. Wadia (DIN:00015731), 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 ratify the appointment of Auditors 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, 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 resolution passed by the members in the Annual General Meeting of the Company held on 12<sup>th</sup> September, 2014, consent of the members be and is hereby accorded to ratify the appointment of M/s. Kalyaniwalla & Mistry (Firm Registration No. 104607W), the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2018 at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out-of-pocket expenses incurred by them for the purpose of audit for the financial year ending 31<sup>st</sup> March 2016.”

#### 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** pursuant to the provisions of Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being

in force) Mrs. Vibha Paul Rishi (DIN:05180796), appointed as an Additional Director of the Company, pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that she 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 her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for five consecutive years with effect from the date of the ensuing Annual General Meeting upto the Annual General Meeting to be held in the year 2020.”

**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) Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of the special business as set out in Notice is annexed as Annexure-I hereto.
- 6) Brief resume of Director proposed to be appointed / re-appointed, nature of expertise in functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committee & shareholding is annexed as Annexure-II hereto.

Place: Mumbai  
Date: 3<sup>rd</sup> September 2015

**By Order of the Board**

**Nikhil Rathod**  
**Company Secretary**

**ANNEXURE - 1 TO THE NOTICE**

**As required by 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 of the Company appointed Mrs. Vibha Paul Rishi as an Additional Director categorized as Non-Executive Independent Director of the Company with effect from 3<sup>rd</sup> September 2015.

Under Section 161 of the Companies Act, 2013 Mrs. Vibha Paul Rishi holds office only up to the date of this Annual General Meeting of the Company and is eligible for appointment. A notice in writing has been received from a Member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Vibha Paul Rishi as a candidate for the office of a Director.

Mrs. Vibha Paul Rishi has spent 17 years at PepsiCo in marketing and innovation roles in India, US and UK. She was one of the founding employees of PepsiCo when they set up in India. During her PepsiCo India stint, she is remembered for the “Nothing official about it” and “Yeh dil maange more” campaigns, amongst others. She later moved to PepsiCo’s headquarters to be a part of its international marketing team and looked after non-Cola brands such as 7up and Miranda.

Mrs. Vibha Paul Rishi is qualified with MBA with specialization in Marketing and BA in Economics (Honors). She is a seasoned Marketing professional with extensive experience in India and international markets, coupled with an abiding passion for people.

Mrs. Vibha Paul Rishi was also associated with Pratham, a NGO that works to provide education to underprivileged children in India. She started her career with Tata Administrative Services and was part of the founding team of Titan watches.

Mrs. Vibha Paul Rishi’s last role was as the Director, Marketing and Customer Strategy at the Future Group, India’s largest retail group. Since 2012, Mrs. Vibha Paul Rishi is associated with Max India Limited as the Executive Director, Brand & Human Capital.

Mrs. Vibha Paul Rishi is currently on the Board of Future Consumer Enterprises Limited, Entertainment Network (India) Limited, Asian Paints Limited and Escorts Limited.

Mrs. Vibha Paul Rishi is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director.

The Company has received notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Vibha Paul Rishi for the office of Director of the Company. The Company has also received declaration from Mrs. Vibha Paul Rishi that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mrs. Vibha Paul Rishi fulfills the conditions for her appointment as Independent Director as specified in the Act. She is independent of the Management.

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

None of the Directors and Key Managerial Personnel other than Mrs. Vibha Paul Rishi is in any way concerned or interested in Item No. 4.

Place: Mumbai  
Date: 3<sup>rd</sup> September 2015

**By Order of the Board**

**Nikhil Rathod**  
**Company Secretary**

**ANNEXURE - II TO THE NOTICE**

**Brief resume of Director proposed to be appointed/ re-appointed as Director**

**Item No. 3**

Mr. Nusli N. Wadia, is a well-known Indian industrialist heading the Wadia Group of companies, besides being a Director on the Board of several Indian Companies. He joined the Company as Director on 1<sup>st</sup> June 2004. Having extensive experience and expertise in general business management and finance, Mr. Wadia has contributed actively in the deliberations of various organizations like Cotton Textiles Export Promotion Council (TEXPROCIL) Associated Chambers of Commerce and Industry of India, Mill Owners' Association (MOA) etc. He is also the former Chairman of TEXPROCIL and MOA. He was on Prime Minister's Council on Trade and Industry during the period 1998-2004. He was the Convenor of the Special Group Task Force on Food and Agro Industries' Management Policy in September 1998. He was also a member of the Special Subject Group to review regulations and procedures to unshackle Indian Industry and on the Special Subject Group on Disinvestment. He was a member of the ICMF from 1984-85 to 1990-91 and is a Trustee of the Executive Committee of the prestigious Nehru Centre. Mr. Nusli N. Wadia has a distinct presence in public affairs and has been actively associated with leading charitable and educational institutions.

Mr. Wadia does not hold any shares in the Company. Mr. Wadia holds Directorships in The Bombay Dyeing & Manufacturing Co. Ltd. (Chairman), Britannia Industries Ltd. (Chairman), Bombay Burmah Trading Corporation Ltd., Wadia Techno Engineering Services Limited, Tata Steel Ltd., Tata Chemicals Ltd., Tata Motors Ltd.

He is on the Nomination & Remuneration Committee as Member of The Bombay Dyeing & Manufacturing Co. Ltd., Bombay Burmah Trading Corporation Ltd., Britannia Industries Ltd., and Chairman of Tata Steel Ltd, Tata Chemicals Ltd. and Tata Motors Ltd.

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

Place: Mumbai  
Date: 3<sup>rd</sup> September 2015

**By Order of the Board**

**Nikhil Rathod**  
**Company Secretary**

## Go Airlines (India) Limited

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### ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall)  
11<sup>th</sup> Annual General Meeting – 30<sup>th</sup> September 2015

\_\_\_\_\_  
Name of the attending Shareholder/Proxy  
(in block letters)

\_\_\_\_\_  
Regd. Folio No.

No. of Shares held \_\_\_\_\_

I hereby record my presence at the Eleventh Annual General Meeting of the Company, being held on Wednesday, 30<sup>th</sup> September 2015 at 12:30 p.m. at 56, Jor Bagh, New Delhi - 110001

\_\_\_\_\_  
(Signature of Proxy Holder)

\_\_\_\_\_  
(Signature of Shareholder)

NOTE: Shareholder/ Proxy is requested to bring the Attendance Slip with him/her when they come to the meeting. No separate attendance slip will be issued at the time of meeting.

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### Form No. MGT-11

#### Proxy Form

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

Name of the member(s):

Registered Address:

Email ID:

Folio No./Client ID/DP ID:

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

1. Name:  
 Address:  
 E-mail ID:  
 Signature \_\_\_\_\_, or failing him
2. Name:  
 Address:  
 E-mail ID:  
 Signature \_\_\_\_\_, or failing him
3. Name:  
 Address:  
 E-mail ID:  
 Signature \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the company, to be held on the Wednesday, 30<sup>th</sup> September 2015 at 12:30 p.m. at 56, Jor Bagh, New Delhi – 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2015, the reports of the Board of Directors and Auditors thereon		
2	Appoint a Director in place of Mr. Nusli N. Wadia (DIN:00015731), who retires by rotation and being eligible, offers himself for re-appointment		

3	Appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants, as Statutory Auditors of the Company		
4	Appointment of Mrs. Vibha Paul Rishi ((DIN-05180796) as Director (categorized as Independent Director) liable to retire by rotation		

Signed this..... day of..... 20....

Affix Revenue Stamp
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Signature of shareholder

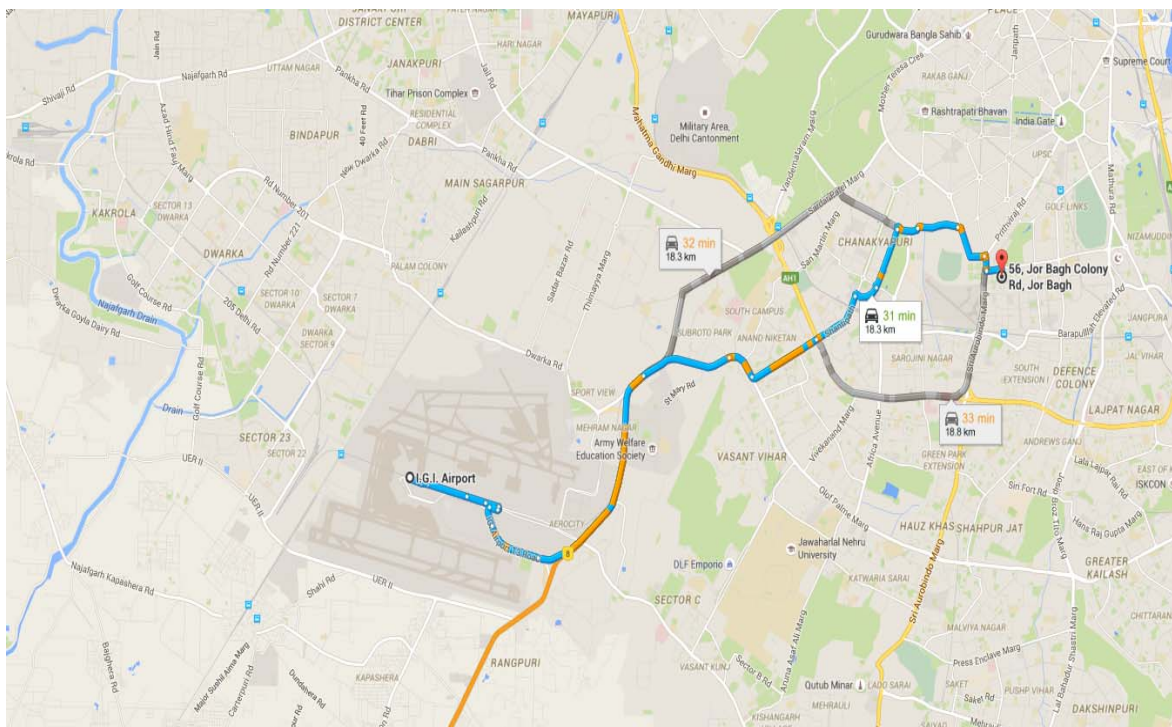
Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at C/o Britannia Industries Limited, A-33 Lawrence Road Industrial Area, New Delhi- 110 035, not less than 48 hours before the commencement of the Meeting.**



**ROUTE MAP FOR THE ELEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF GO AIRLINES (INDIA) LIMITED TO BE HELD AT 56, JOR BAGH, NEW DELHI - 110001 ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER 2015 AT 12:30 P.M.**

**Route Map to reach the Meeting Hall from Airport -  
From Indira Gandhi International Airport, Delhi (I.G.I) to 56, Jor Bagh, Delhi**



**Route Map to reach the Meeting Hall from Railway Station -  
From New Delhi Railway Station to 56, Jor Bagh, Delhi**

