

## 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

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### NOTICE

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of Go Airlines (India) Limited will be held at 56, Jor Bagh, New Delhi – 110001 on Friday, 15<sup>th</sup> September 2017 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 2017, 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 LLP (Firm Registration No. 104607W / W100166), 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 taxes 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 2018.”

#### 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. Wolfgang Prock-Schauer (DIN: 07493772), 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 in the Board of Directors Meeting held on 15<sup>th</sup> November 2016 effective 1<sup>st</sup> October 2016 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** the Board of Directors and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

5. 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 196, 197, 203 and any other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Section II of Part II of Schedule V to the Companies Act, 2013, and subject to the approval of the Central Government, required if any, and such other necessary approval(s), consent(s) or permission(s), as may be required, consent of the Company be and is hereby accorded to appoint Mr. Wolfgang Prock-Schauer (DIN-07493772) as the Managing Director & Chief Executive Officer of the Company from 1<sup>st</sup> October 2016 to 28<sup>th</sup> May 2020 on such terms and conditions as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** consent of the Company is also accorded to appoint Mr. Wolfgang Prock-Schauer as the Managing Director & Chief Executive Officer on such terms and conditions as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

**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 hereto as Annexure – I and forms part of the Notice.
- 6) 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 - II and forms part of the Notice.

**By Order of the Board**

**Place: Mumbai**  
**Date: 24-05-2017**

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

**ANNEXURE - I 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 & 5**

Mr. Wolfgang Prock-Schauer (DIN: 07493772), 60, is a graduate from University of Economics, Vienna. Mr. Prock-Schauer is currently the Managing Director & Chief Executive Officer of the Company with effect from 1<sup>st</sup> October 2016.

Before joining the Company, Mr. Prock-Schauer was an Executive Vice President of Austrian Airlines from the year 1981-2003, CEO and Accountable Manager of Jet Airways (India) Limited from the year 2003-2009, CEO and Accountable Manager of bmi, British Midland International from the year 2009-2012 and CEO and Executive Director of Air Berlin (Germany/UK) from the year 2012-2015.

The Board of Directors of the Company at its Meeting held on 15<sup>th</sup> November 2016, recommended to the Members of the Company the appointment of Mr. Wolfgang Prock-Schauer as Managing Director and Chief Executive Officer of the Company on such terms and conditions as set out in the Agreement entered / to be entered into between him and the Company.

As per Secretarial Standards 2 on General Meetings, Mr. Wolfgang Prock-Schauer does not hold any shares in the Company nor related to any Directors and Key Managerial Personnel of the Company nor a Chairman or Member of any of the Committees of the Company and has attend 2 Board Meetings during the Financial Year 2016-17.

A summary of the material terms and conditions relating to appointment of Mr. Wolfgang Prock-Schauer as Managing Director and Chief Executive Officer of the Company are as follows:

**Term:** 1<sup>st</sup> October 2016 to 28<sup>th</sup> May 2020

**Remuneration and Other terms of Remuneration:** The remuneration payable to Mr. Wolfgang Prock-Schauer and the other terms of remuneration relating to his appointment will be as per his existing Contract as agreed between him and the Company and amended from time to time.

**Other terms and conditions:**

- Mr. Prock-Schauer is being appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 152(6) of the Companies Act, 2013. Mr. Prock-Schauer shall not be liable to retire by rotation.
- The terms and conditions of appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V of the Companies Act, 2013, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board and Mr. Wolfgang Prock-Schauer, subject to such approvals as may be required, if any.

- Mr. Prock-Schauer shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- Employment of Mr. Prock-Schauer may be terminated by the Company without notice:
  - (a) if he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - (b) in the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and him.
- If at any time Mr. Prock-Schauer also ceases to be a Director for any reason whatsoever, he shall cease to be the Managing Director and Chief Executive Officer of the Company and the agreement shall forthwith terminate.
- The terms and conditions of appointment of Mr. Prock-Schauer also includes clauses pertaining to adherence to the Wadia Code of Conduct, no conflict of interest with the Company and maintenance of confidentiality.
- Notwithstanding anything contained in the Service Agreement, the Board on recommendations of the Nomination & Remuneration Committee, determine the Service Agreement with Mr. Prock-Schauer before completion of his Employment Contract effective 28<sup>th</sup> May 2018.

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 Mr. Wolfgang Prock-Schauer for the office of Managing Director and Chief Executive Officer of the Company.

Except Mr. Wolfgang Prock-Schauer, 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 & 5 of the notice.

The Board of Directors recommends the resolution for your approval.

None of the Directors and Key Managerial Personnel are concerned or interested in Item No. 4 and 5.

**ANNEXURE - II TO THE NOTICE****Brief resume of Director proposed to be appointed by the Members****Item No. 2**

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 is a shareholder of 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 Ltd. He is a Member of the Nomination & Remuneration Committee of the Company, The Bombay Dyeing & Manufacturing Co. Ltd., Bombay Burmah Trading Corporation Ltd. and Britannia Industries Ltd.

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.

**By Order of the Board****Place: Mumbai  
Date: 24-05-2017****Nikhil Rathod  
Company Secretary**