



SAFE, EFFICIENT, RELIABLE



ANNUAL REPORT
2018-2019

BOARD OF DIRECTORS

Lt.Gen.(Retd.) SJS Saighal
(Chairman)

Ms. Rati Rishi
(Non-Executive Director)

Dr. Gautam Sen
(Independent Director)

Maj.Gen.(Retd.) Gurdial Singh Hundal
(Independent Director)

Dr. Chandrathil Gouri Krishnadas Nair
(Independent Director)

COMPANY SECRETARY

Mr. Raakesh D.Soni

AUDITORS

Kalyaniwalla & Mistry LLP
Chartered Accountants

BANKERS

IndusInd Bank Limited
Standard Chartered Bank

REGISTERED OFFICE

A-54, Kailash Colony,
New Delhi – 110 048
Tel. No.: -91-11-2923 5035
Fax No.: -91-11-2923 5033

CORPORATE OFFICE

Hangar No.- C-He / Hf,
Airports Authority of India,
Civil Aerodrome, Juhu,
Mumbai – 400 056
Tel. No.: -91-22-6140 9200
Fax No.: -91-22-6140 9253

REGISTRAR & TRANSFER AGENTS

Link Intime India Private Limited
C -101, 247 Park, L.B.S Marg,
Vikhroli (West),
Mumbai – 400 083
Tel No.: - +91 – 022 – 4918 6000

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NOTICE

The Twenty First ANNUAL GENERAL MEETING of the Global Vectra Helicorp Limited will be held on the Thursday, 26th day of September, 2019 at 1.30 P.M. at ISKON Temple, Complex Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi – 110 065, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2019 and the Balance Sheet as at that date together with the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Rati Rishi, who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approvals of the Company be and is hereby accorded to the appointment and remuneration of Mr. Anthony James Baker, as a Chief Executive Officer of the Company, under the Companies Act, 2013 for a period of Two years from 1st March, 2019 to 28th February, 2021 (both days inclusive) on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Anthony James Baker, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of loss or inadequacy of profits in any financial year during the tenure of the appointment of Mr. Anthony James Baker, Chief Executive Officer of the Company, he shall be paid salary, perquisites and other allowances as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to such other approvals as may be required, in accordance with the provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT Mr. Anthony James Baker also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as any from time to time be available to other Senior Executives of the company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may be arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the maximum permissible limit and in order to give effect to the forgoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members be and hereby accorded subject to approval of Ministry of Home Affairs through the Ministry of Civil Aviation to re-appoint to Maj. Gen.(Retd.) Gurdial Singh Hundal (DIN: 00390849), Independent Non-Executive Director of the Company who has attended age of 75 years to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company or such other person as appointed by Board be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

from time to time, approval of the Members be and hereby accorded subject to approval of Ministry of Home Affairs through the Ministry of Civil Aviation to re-appoint to Dr. Chandrathil Gouri Krishnadas Nair (DIN 00059686), Independent Non-Executive Director of the Company who has attended age of 75 years to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company or such other person as appointed by Board be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members be and hereby accorded subject to approval of Ministry of Home Affairs through the Ministry of Civil Aviation to re-appoint to Dr. Gautam Sen (DIN 02420312), Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company or such other person as appointed by Board be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

7. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 55 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchange(s) where the Company’s shares are listed, subject to the approvals of the National Company Law Tribunal (NCLT), Government of India (GOI) and Reserve Bank of India (RBI), where necessary, and subject to the Regulations / guidelines, if any, prescribed

by the Securities and Exchange Board of India (“SEBI”) or any other relevant authority from time to time to the extent applicable, and such other approvals, permissions and sanctions as may be considered necessary by the Board of Directors of the Company and subject to such conditions as such bodies or authorities may impose at the time of granting their approvals /consents /permissions / sanctions and which may be agreed to by the Board of Directors of the Company (the ‘Board’ which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution), consent of the members be and is hereby accorded to the Board to roll over 65,93,490 (Sixty Five Lakhs Ninety Three Thousand Four Hundred Ninety) 5.46% Non-Convertible Cumulative Redeemable Preference shares of face value 100/- (Rupees Hundred only) each of the Company issued at a price of 100/- (Rupees Hundred only) each i.e. at a nominal value of 100/- (Rupees Hundred only) per share allotted on 27.12.2010 to M/s Vectra Limited, a Company incorporated under the laws of United Kingdom which are due for redemption on 26.12.2017 to the intent that the said preference shares will be redeemed at a later date as hereafter stated;

RESOLVED FURTHER THAT the said Non-Convertible Cumulative Redeemable Preference Shares shall continue to carry same rights and value as originally issued.

RESOLVED FURTHER THAT the said preference shares shall be redeemable on the expiry of 10 (Ten) years from the date of rollover (i.e. Ten years from 26.12.2017) with an option to the Company / preference shareholder to redeem the same at any time after 26.12.2022 or on or before 26.12.2027.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take all actions and do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to the issue and allotment of the said shares and to resolve and settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and utilization of proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit.”

By Order of the Board of Directors

Place:- Mumbai

Date:- August 09, 2019

RAAKESH D.SONI

Company Secretary

NOTES:

(a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

(b) M/s. Link Intime India Private Limited, C -101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083, is the Registrar and Share Transfer Agent for physical shares of the Company. Intime is also the depository interface of the Company with the both NSDL and CDSL.

However, keeping in view the convenience of shareholders, documents relating to shares will continue to be received by the Company at Corporate Office of the Company at Hanger No. C-He / Hf, Airports Authority of India, Civil aerodrome, Juhu, Mumbai – 400 056 (Maharashtra), Tel No. 91-22-6140 9200, Registered Office at A-54, Kailash Colony, New Delhi – 110 048, Tel No. 91-11-2923 5035 ; e-mail address: raakesh@gvhl.net.

(c) Members holding shares in electronic form are requested to intimate any change in their address and / or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change of address and or bank mandate immediately to M/s. Link Intime India Private Limited / Investor Service Department of the Company.

(d) The Register of Members and Share Transfer Books of Company will remain closed from 25th day, September, 2019 to 26th day, September, 2019 (both days inclusive) in connection with the Annual General Meeting.

(e) Members / proxies should bring the attendance slips duly filled in and signed for attending the meeting.

(f) Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 21st Annual General Meeting of the Company

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the EVSN for the relevant **“GLOBAL VECTRA HELICORP LIMITED”** on which you choose to vote.
 - (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - (xviii) In case of members receiving the physical copy of Annual Report, please follow all steps from sr. No. (I) to sr. no. (xvii) above to cast vote.
 - (xix) The voting period begins on September 23, 2019 (9.00 a.m.) and ends on September 25, 2019 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2019.
 - III. A copy of this notice has been placed on the website of the Company and CDSL.
 - IV. Mr. Arun Kumar Gupta, Practicing Company Secretary (Certificate of Practicing Number 5086) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from who do not have access to the e-voting process) in a fair and transparent manner.
 - V. The Scrutinizer shall, within a period not exceeding three(3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of votes cast in favour or against , if any, forthwith to the Chairman.
 - VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.globalhelicorp.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

RAAKESH D. SONI
Company Secretary

Place: - Mumbai

Date: - August 09, 2019

Registered Office
A-54, Kailash Colony
New Delhi – 110 048

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

ITEM NO. 3

Except Mr. Anthony James Baker, Chief Executive Officer of the Company, no other Directors of the Company are concerned or interested in the Resolution at Item No. 3 of the Notice.

The Board of Directors, upon the recommendations of the Nomination and Remuneration Committee, at their meeting held on 12th February, 2019, has in accordance with the provisions of Articles of the Articles of Association of the Company and subject to the approval of the members in the General Meeting, appointed Mr. Anthony James Baker as Chief Executive Officer for a period of Two years from 1st March, 2019 to 28th February, 2021 (both days inclusive). The remuneration and perquisites payable to Chief Executive Officer is in accordance within Schedule V of the Act and Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014. The important terms of the appointment are as under :-

1. Terms of Agreement – Contract for a period of Two years from 1st March, 2019 to 28th February, 2021 and shall continue thereafter or until terminated by either party as per the terms of the Contract.
2. Basic Salary :- USD 57,600/- per annum

USD 4,800/- per month (Equivalent Approximately INR)

Rupees 3,36,129/- per month (Net of Tax)

Rupees 5,26,799/- Gross Salary per month

- o Perquisites:-
- o Residential Accommodation upto rental of INR 1,75,000/- per month.
- o Company will provide Car to Chief Executive Officer
- o Driver shall be provided by the Company for the official use of the Chief Executive Officer of the Company
- o The Company shall pay mobile phone bill of Chief Executive Officer
- o Medical Benefits as per Scheme of company.

The Chief Executive Officer of the Company shall be entitled to avail leave and other benefits in accordance with the Company's rules applicable from time to time.

The remuneration has been approved by a resolution passed by the Nomination and Remuneration Committee and Board Meeting in their meeting held on 12th February, 2019.

The terms of appointment and remuneration are to be approved by the Members in General Meeting in terms of Schedule V to the Companies Act, 2013 and the Board commends the passing of the Special Resolution.

Statement of particulars regarding managerial remuneration to be provided in accordance with clause 1B of Part II of Schedule V of the Companies Act 2013, to shareholders along with the notice calling the General Meeting are as under :

Sr. No.	Particulars	Information															
I.	GENERAL INFORMATION																
1.	Nature of industry :	Offshore Transportation Services															
2.	Date or expected date of commencement off commercial production	The Company was incorporated on 13 th April, 1998, as Azal India Private Limited and the name was changed to Global Helicorp Private Limited on 23 rd May, 2003, subsequently changed to Global Vectra Helicorp Private Limited on 26 th August, 2004 and subsequently to Global Vectra Helicorp Limited on 10 th October, 2005.															
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable															
4.	Financial performance based on given indicators: (Based on Audited Balance Sheet & Profit & Loss Account for the year ended 31.03.19)	<table> <tr> <th></th><th>Particulars</th><th>INR In Lakhs</th></tr> <tr> <td>a.</td><td>Revenue from Operations and Other Income</td><td>48,031.28</td></tr> <tr> <td>b.</td><td>Net Profit as per Profit and Loss A/c. before Tax</td><td>726.31</td></tr> <tr> <td>c.</td><td>Net Profit as per Profit and after Tax</td><td>701.81</td></tr> <tr> <td>d.</td><td>Total Comprehensive Income for the period</td><td>1,491.39</td></tr> </table>		Particulars	INR In Lakhs	a.	Revenue from Operations and Other Income	48,031.28	b.	Net Profit as per Profit and Loss A/c. before Tax	726.31	c.	Net Profit as per Profit and after Tax	701.81	d.	Total Comprehensive Income for the period	1,491.39
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c.	Net Profit as per Profit and after Tax	701.81															
d.	Total Comprehensive Income for the period	1,491.39															
5.	Export performance and net foreign exchange collaborations:	NIL															
6.	Foreign investments or collaborators, if any:	NIL															
II.	INFORMATION ABOUT THE APPOINTEE																
1.	Background details:	39 years Aviation Industry experience with broad-based skills and experience across key disciplines of Operations, Logistics, Engineering, Business Management, Commercial Programs and Personnel Management. Strong management, leadership and organisational skills, combined with an extremely high standard of professionalism, personal integrity and discretion															
2.	Past remuneration:	Last Year Rs. 74,64,435/-															
3	Recognition or awards	Mr. Anthony James Baker carries with him more than three decades of international experience in aviation industry															

Sr. No.	Particulars	Information
4.	Job profile and his suitability:	As Chief Executive Officer of the Company, he is responsible for the overall management of the company including the preparation of plans, budgets and delivering the planned performance in terms of operations and financial result. He has a rich, varied and international background in the field of aviation industry.
5.	Remuneration proposed:	As mentioned above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin):	The proposed remuneration of Mr. Anthony James Baker, Australian nationality is inline with the contemporary trend in the corporate sector for managerial remuneration. The Basic Salary, allowances and perquisites represent the various components of remuneration as part of the overall package.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No pecuniary interest other than by way of remuneration
III.	OTHER INFORMATION	
1	Reasons of inadequate profits:	Not Applicable
2	Steps taken or proposed to be taken for improvement:	Steps are being taken to reduce fixed cost. Also the Company is making efforts to increase revenue by effective utilization of fleet and improve margin on contract.
3.	Expected increase in productivity and profit in measurable terms next year.	Company is expected to increase its margin by 10% in
IV.	DISCLOSURES	
1.	The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report	

None of the Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Special Resolution except Mr. Anthony James Baker.

ITEM NO. 4

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (hereinafter referred as "Listing Regulations") to be effective from 1st April, 2019, no listed Company shall appoint or continue to the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution to that effect and the justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Maj. Gen. (Retd.) Gurdial Singh Hundal (DIN: 00390849) was appointed as Non-Executive Independent Director of the Company under section 149 and 152 of the Companies Act, 2013 read along with the rules made thereunder and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold the office up to for a term of 5 (five) consecutive years upto 31st March, 2019.

A brief resume of the director: -

Major General (Retd.) G. S. Hundal has served in the Regiment of Artillery/ Army Aviation Corps. He had trained at the National Defence Academy. He holds a graduation degree in Arts. He has undertaken professional specialized courses in (a) Basic Flying and Helicopter Conversion, (b) All Purpose Flying Instructors Course and (c) Interviewing Officers Course.

The General brings with him rich experience in Aviation.

He continues to be actively involved in the Aviation matters as a member of Rotary Wing Society of India. For his outstanding contribution in the Aviation field, Major General (Retd.) G. S. Hundal was awarded Ati Vashisht Seva Medal (AVSM) & Bar by the president of India.

Nature of his expertise in specific functional areas:- Aviation

Disclosure of relationships between directors inter-se :- NIL

Names of listed entities in which the person also holds the directorship:- NIL

The membership of Committees of the Board :- Audit Committee and Nomination and Remuneration Committee

Shareholding of non-executive Independent Director :- NIL

None of the Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Special Resolution except Major General (Retd.) G. S. Hundal.

ITEM NO. 5

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (hereinafter referred as "Listing Regulations") to be effective from 1st April, 2019, no listed Company shall appoint or continue to the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution to that effect and the justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Chandrathil Gouri Krishnadas Nair (DIN 00059686) was appointed as Non-Executive Independent Director of the Company under section 149 and 152 of the Companies Act, 2013 read along with the rules made thereunder and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold the office up to for a term of 5 (five) consecutive years upto 31st March, 2019.

A brief resume of the director: -

Dr. Chandrathil Gouri Krishnadas Nair obtained a B. Tech degree in Metallurgy from IIT, Madras in 1964. He holds a M.Sc., Engg. (Mechanical Metallurgy) degree from the University of Sask Canada (1966) and a Ph.D. Engg., University of Sask, Canada (1968).

He was elected as President of the Aeronautical Society of India from 1995-97 and was a Fellow of the Royal Aeronautical Society, London. He was President of the Indian Institute of Metals from 1997-99. He is the Founder President of the Society of Indian Aerospace Technologies and Industries. He has also been a Fellow of the Indian National Academy of Engineering and also of the Institution of Engineers, India. He was an Honourary Fellow of the Indian Institution of Industrial Engineering.

Nature of his expertise in specific functional areas :- Aviation

Disclosure of relationships between directors inter-se :- NIL

Names of listed entities in which the person holds the directorship:- Sika Interplant Systems Limited

The membership of Committees of the Board :- Audit Committee, Nomination and Remuneration

Committee & Chairman of Stakeholders Relationship Committee.

Shareholding of non-executive Independent Director :- NIL

None of the Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Special Resolution except Dr. Chandrathil Gouri Krishnadas Nair.

ITEM NO. 6

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (hereinafter referred as "Listing Regulations") to be effective from 1st April, 2019, no listed Company shall appoint or continue to the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution to that effect and the justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Gautam Sen (DIN 02420312) was appointed as Non-Executive Independent Director of the Company under section 149 and 152 of the Companies Act, 2013 read along with the rules made thereunder and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold the office up to for a term of 5 (five) consecutive years upto 31st March, 2019.

A brief resume of the director: -

Dr. Gautam Sen holds a B.Sc. (Econ) International Relations, LSE, University of London and also has a Ph.D. degree jointly in the Departments of International Relations and Economics, LSE.

He has had an extensive career in academics. He has been the Director of the Gandhi-Einstein Foundation since 2004. He has been a principal lecturer since 1992 at the LSE summer school course on Development of the International Political Economy. He is a senior lecturer in courses for senior military officers of

armed forces at the Royal College of Defence Studies, London. He is also a visiting lecturer to Chevening, Gurukul scholars and members of the Foreign and Commonwealth Office, Department of Trade and Industry, HMG, UK. He has been a lecturer at various universities throughout his career.

Nature of his expertise in specific functional areas:- Aviation

Disclosure of relationships between directors inter-se :- NIL

Names of listed entities in which the person also holds the directorship:- NIL

The membership of Committees of the Board :- Chairman of Audit Committee and Member of

Nomination and Remuneration Committee

Shareholding of non-executive Independent Director :- NIL

None of the Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Special Resolution except Dr. Gautam Sen.

ITEM NO. 7

The Company had issued 65,93,490 (Sixty Five Lakhs Ninety Three Thousand Four Hundred Ninety) 5.46% Non-Convertible Cumulative Redeemable Preference shares of face value 100/- (Rupees Hundred only) each of the Company issued at a price of 100/- (Rupees Hundred only) each i.e. at a nominal value of 100/- (Rupees Hundred only) per share to M/s Vectra Limited, a Company incorporated under the laws of United Kingdom. The said preference shares were allotted on 27.12.2010 for a period of 7 years from the date of allotment with an option to the Company to vary the terms and conditions, if required. The rate of dividend payable on the preference shares is 5.46% on the face value of the shares.

These preference shares would have been redeemed at a par on 26.12.2017. As Company is not able to redeem, the approval of the equity shareholders is required to roll over these preference shares. As the issue of these preference shares was approved by the equity shareholders at the Extra Ordinary General Meeting held on 1st February, 2009, their approval to the proposed roll over is being sought.

The Company had requested to the Preference Share holder for the extension of period of redemption for a further period of 10 years. The Preference Shareholder had agreed to the rollover of 5.46 % - 65,93,490 (Sixty Five Lakhs Ninety Three Thousand Four Hundred Ninety) 5.46% Non-Convertible Cumulative Redeemable Preference shares for a further period of 10 years from the date of the rollover (i.e. Ten Years from 26.12.2017) with an option to the Company / Preference Share holder to redeem the same at any time after 26.12.2022 or on or before 26.12.2027.

The Special Resolution is proposed pursuant to the provisions of Sections 55 and other applicable section and provision of the Companies Act, 2013. The Board of Directors accordingly recommends the resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

None of the other Directors and Key Managerial Personnel or their relatives are concerned or interested in any way in the said Resolution.

Brief Resume and other information in respect of Director seeking appointment at the Annual General Meeting:**Ms. Rati Rishi**

A brief resume of the director: -

Rati Rishi is a director of the Vectra Group of Companies with a focus on strategic management of its investments. Rati Rishi graduated with a Masters in Chemistry (MChem) from Oxford University. She previously worked in investment banking at Jefferies LLC where she worked on equity, debt and M&A deals for global companies in the industrial and energy sectors.

Nature of his expertise in specific functional areas:- Aviation

Disclosure of relationships between directors inter-se :- NIL

Names of listed entities in which the person also holds the directorship:- NIL

The membership of Committees of the Board :- Member of Stakeholders Relationship Committee

Shareholding of non-executive Independent Director :- NIL

By Order of the Board of Directors

RAAKESH D. SONI
Company Secretary

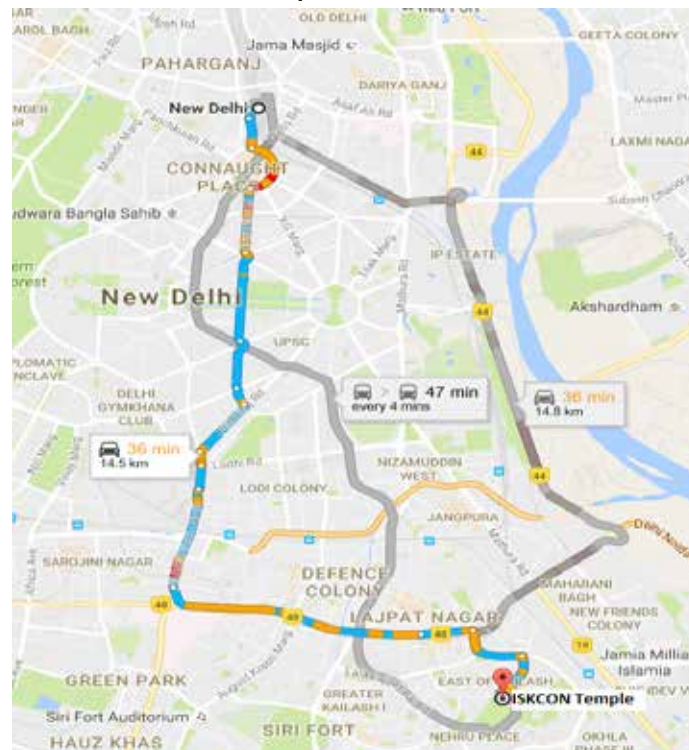
Place: - Mumbai

Date: - August 09, 2019

Registered Office

A-54, Kailash Colony

New Delhi – 110 048

Route Map to the AGM Venue

Venue : ISKCON Temple, Complex Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi – 110 065.