



SAFE, EFFICIENT, RELIABLE



ANNUAL REPORT  
2022-2023

**BOARD OF DIRECTORS**

Lt. Gen. SJS Saighal (Retd.)

(Chairman)

Ms. Rati Rishi

(Non-Executive Director)

Dr. Gautam Sen

(Independent Director)

Maj. Gen. Gurdial Singh Hundal (Retd.)

(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

**REGISTERED OFFICE**

A-54, Kailash Colony,

New Delhi – 110 048

Tel. No.: -91-11-4643 3300

Fax No.: -91-11-2923 1901

**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 Fifth ANNUAL GENERAL MEETING of the Global Vectra Helicorp Limited will be held on the Friday, 29<sup>th</sup> day of September, 2023 at 1.30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ( "OAVM" ) ("hereinafter referred to as "electronic mode") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2023 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** 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 subject to approval of Ministry of Home Affairs through the Ministry of Civil Aviation 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, on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Lt. Gen. Baldev Singh Pawar (Retd.) - (DIN: 10305913), as an Additional Director in the capacity of an Independent Director of the Company w.e.f. September 04, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company who has attended age of 75 years to hold office for a period of five years with effect from September 04, 2023 till September 3, 2028 not 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".

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 subject to approval of Ministry of Home Affairs through the Ministry of Civil Aviation 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, on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Lt. Gen. Manjinder Singh Buttar (Retd.) - (DIN: 07494082), as an Additional Director in the capacity of an Independent Director of the Company w.e.f. September 04, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company to hold office for a period of five years with effect from September 04, 2023 till September 3, 2028 not 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".

By Order of the Board of Directors

Place:- Mumbai

Date:- September 4, 2023

**RAAKESH D.SONI**

Company Secretary

**NOTES:**

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item no. 3 to 4 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.

- 2) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 28<sup>th</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023 (both days inclusive).
- 3) Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
- 4) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.
- 5) Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice
- 6) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mferraocs@yahoo.com with copies marked to the Company at raakesh@gvhl.in.
- 7) Members are requested to send all communication relating to shares to the Company's Registrar & Transfer Agent - Link Intime India Private Limited, C -101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
- 8) Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from Link Intime (RTA).
- 9) SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to RTA/Company.
- 10) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC facility of Link Intime, to the Members attending the AGM.
- 11) Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company's investor email-id raakesh@gvhl.in, so as to enable the Management to keep the information ready. Please note that, Members questions will be answered only if they continue to hold the shares as of Friday, September 22, 2023 i.e. the 'cutoff' date for e-voting.
- 12) *Registration of email ID and Bank Account details:*  
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.  
In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:  
(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**  
(ii) *In the case of Shares held in Demat mode:*  
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
- 13) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-2023 will also be available on the Company's website [www.globalhelicorp.com](http://www.globalhelicorp.com); websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 14) Remote E-Voting period starts at Tuesday, September 26, 2023 (09.00 A.M. IST) and ends at Thursday, September 28, 2023 (05.00 P.M. IST). The remove e-voting will be

disabled by Link Intime India Private Limited for voting thereafter.

- 15) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 16) Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Instructions for e-voting and joining the Annual General Meeting are as follows:

***In addition to the normal instructions which is provided for e-voting, following Additional points to be included:***

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
  - Select the “**Company**” and “**Event Date**” and register with your following details: -
- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository  
Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/ Company.
  - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, email id, mobile number at ([raakesh@gvhl.in](mailto:raakesh@gvhl.in)) from September 22, 2023 at 10.00 a.m. (Date & Time) to September 23, 2023 at 10.00 a.m.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Note:

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/

Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  - 1.1 Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  - 1.2 If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  - 1.3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL

- 2.1 Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- 2.2 After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 2.3 If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 2.4 Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
- 3 Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*



User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
  - Mr. Martinho Ferrao, Proprietor, M/s. Martinho Ferrao & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner.
  - The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company. The results shall also be communicated to the Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

Place:- Mumbai

Date:- September 4, 2023

Registered Office

A-54, Kailash Colony

New Delhi – 110 048

**RAAKESH D.SONI**

Company Secretary

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

**ITEM NO. 3**

The Board of Directors of the Company at its meeting held on September 4, 2023, appointed Lt. Gen. Baldev Singh Pawar (Retd.) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from September 4, 2023, subject to the approval of the Ministry of Home Affairs through Ministry of Civil Aviation with effect from DIN Approval and subject to approval of Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Lt. Gen. Baldev Singh Pawar (Retd.) as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Lt. Gen. Baldev Singh Pawar (Retd.) to be appointed as Director of the Company. The Company has received a declaration from

Lt. Gen. Baldev Singh Pawar (Retd.) confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Lt. Gen. Baldev Singh Pawar (Retd.)'s consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Lt. Gen. Baldev Singh Pawar (Retd.) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Lt. Gen. Baldev Singh Pawar (Retd.)'s knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from September 4, 2023. Copy of letter of appointment of Lt. Gen. Baldev Singh Pawar (Retd.) setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Lt. Gen. Baldev Singh Pawar (Retd.), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) and brief profile is given to this Notice.

**A Brief Resume of the Director**

– Lt. Gen. BS Pawar, AVSM, PVSM (Retired)

Lt. Gen. BS Pawar is an alumni of Rashtriya Indian Military College and National Defence Academy and holds a MSc degree in Defence and Strategic Studies. During a career spanning four decades in the Army, he has the distinction of serving in both the Regiment of Artillery and the Army Aviation Corps and has operated in all types of terrain and environment, including high altitude and Counter Insurgency Operations. He has attended all the requisite specialized courses required for career progression in the Armed Forces including the Flying Instructors Course and the National Defence College.

The Lt. General is a Flying Instructor and has flown six different types of aircraft, both fixed wing and helicopters with thousands of hours of instructional flying. He has had the privilege of heading the Army Aviation Corps during his service. Before superannuating in August 2008 he was the Commandant School of Artillery, where he oversaw the training of officers and men of Indian as well as Foreign Armies which also included UAVs training. During his career he also had the opportunity to serve in the Perspective Planning Directorate of the Indian Army, where he was deeply involved in the future planning for Army Aviation and Artillery.

Lt. General B S Pawar after his retirement has been on the Governing Council and President of the Northern Region of the Rotary Wing Society of India for almost ten years. Presently as a Defence Analyst he continues to be actively involved in matters Aviation, specially helicopters with extensive writings on the same.

Nature of his expertise in specific functional areas - Aviation

Disclosure of relationships with Directors inter-se – NIL

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



The membership of Committees of the Board: - NIL

Shareholding of non-executive Independent Director :- NIL

Except Lt. Gen. Baldev Singh Pawar (Retd.), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

#### ITEM NO. 4

The Board of Directors of the Company at its meeting held on September 4, 2023, appointed Lt. Gen. Manjinder Singh Buttar (Retd.) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from September 4, 2023, subject to the approval of the Ministry of Home Affairs through Ministry of Civil Aviation and subject to approval of Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Lt. Gen. Manjinder Singh Buttar (Retd.) as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Lt. Gen. Manjinder Singh Buttar (Retd.) to be appointed as Director of the Company. The Company has received a declaration from Lt. Gen. Manjinder Singh Buttar (Retd.) confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Lt. Gen. Manjinder Singh Buttar (Retd.) consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Lt. Gen. Manjinder Singh Buttar (Retd.) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Lt. Gen. Manjinder Singh Buttar (Retd.)'s knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from September 4, 2023. Copy of letter of appointment of Lt. Gen. Manjinder Singh Buttar (Retd.) setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Lt. Gen. Manjinder Singh Buttar (Retd.), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), and brief profile is given to this notice.

A Brief Resume of the Director

– Lt. Gen. MS Buttar, AVSM, VSM (Retired)

Lt Gen Manjinder Singh Buttar is an alumni of Military School Belgaum, National Defense Academy, Khadakvasla and Indian Military Academy Dehradun. He is an Artillery officer and has also served as a helicopter pilot with the Army Aviation Corps.

He commanded an Artillery Regiment, an Infantry Brigade in J&K and an Infantry Division as part of the Strike Corps. He

also served as the Defence Advisor at High Commission of India, Lagos (Nigeria)

He retired from the Army as Director General Weapons and Equipment in May 2012 and for his distinguished service, he was awarded the Army Commanders Commendation, Chief of Army Staff Commendation (two occasions), Vishisht Seva Medal and Ati Vishisht Seva Medal.

Post retirement he has undertaken following assignments: -

- Chairman, Punjab Public Service Commission during 2013-14.
- Advisor to Ola Cab (Taxi Service) from Dec 2015 to Dec 2016
- A consultancy with Tata Sons regarding participation of their Group Companies in the Indian Army's 'Future Infantry Combat Vehicle' Project' - 2014.
- President Land Systems with Reliance Defence Ltd (RDL) from December 2015 to March 2018.

Nature of his expertise in specific functional areas – Aviation, Defence equipment & General management.

Disclosure of relationships with Directors inter-se – NIL

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

The membership of Committees of the Board: - NIL

Except Lt. Gen. Manjinder Singh Buttar (Retd.), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

#### **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

Place:- Mumbai

Date:- September 4, 2023

Registered Office

A-54, Kailash Colony

New Delhi – 110 048

**RAAKESH D.SONI**

Company Secretary

## DIRECTORS' REPORT

The Directors are pleased to present the Twenty Fifth Annual Report of the Company

and audited accounts of the Company for the year ended 31<sup>st</sup> March, 2023.

## FINANCIAL PERFORMANCE

(Rs. in Lacs)		
Particulars	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022 (Restated)
Service Income	<b>41,111.73</b>	33,523.12
Other Income	<b>3,648.31</b>	4,067.58
Total Income	<b>44,760.04</b>	37,590.70
Profit before interest, depreciation, amortisation of expenses, exceptional items and Tax	<b>7,789.83</b>	8,993.51
Less: Interest	<b>2,090.38</b>	1,676.51
Less: Depreciation (Net)	<b>7,540.83</b>	8,006.17
Profit / (Loss) for the year before Tax and Exceptional Item	<b>-1,841.38</b>	-689.17
Loss before tax	<b>-1,841.38</b>	-689.17
Tax Expenses	<b>178.69</b>	195.64
Loss for the period	<b>-1,662.69</b>	-493.53
Other Comprehensive Income	<b>378.82</b>	-190.87
Total Comprehensive Income for the period	<b>-1,283.87</b>	-684.40

## OPERATION REVIEW:

During the year under review, your Company achieved Service Income of INR.41,111.73 Lakhs as compared to INR. 33,523.12 Lakhs of previous Financial Year. Total Income of INR 44,760.04 Lakhs compared to INR 37,590.70 Lakhs.

The EBIDTA was INR 7,789.83 Lakhs for current year (18.94% of the Service Income) as against of INR 8,993.51 Lakhs (26.82 % of the Service Income).

After considering Interest, Depreciation and Foreign Exchange (Loss)/Gain, an Exceptional Item and Prior Period Items, the Company has Loss Before Tax of INR.1,841.38 Lakhs for the current year as against Loss Before Tax of INR 689.17 Lakhs in the previous year. After considering Tax expenses the Company has Loss After Tax of 1,662.69 Lakhs for the current year as against Loss After Tax of INR 493.53 Lakhs. Total Comprehensive Loss for the period was INR 1,283.87 Lakhs for the current year as against Loss of Rs. INR. 684.40 Lakhs in the previous year.

## DIVIDEND:

The Board of Directors regret inability to declare dividend in view of loss incurred during the year.

The Company has received a communication from the holder of the Preference Shareholder that they have waived off the cumulative preference share dividends of the current year, no

provision has been made for the preference dividend, nor has this amount been shown under contingent liabilities.

## TRANSFER TO RESERVES

No amount has been transferred to general reserves for the Financial Year ended March 31, 2023.

## DIRECTORS

In accordance with the provisions of the Companies Act, 2013, Ms. Rati Rishi retires by rotation in the forthcoming Annual General Meeting and being eligible offer herself for re-appointment.

The Board of Directors consists of the Chairman and Three Independent Directors and Women Non-Executive Director.

The independent directors have submitted their disclosure to the Board that they fulfil all the requirements as to qualify for their appointment as an Independent Director under the provisions of section 149 of the Companies Act, 2013 and Regulation 25 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015. The Board confirms that the said independent directors meet the criteria as laid down under the Companies Act, 2013 and Regulation 25 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015. The independent Directors had a separate meeting on 14<sup>th</sup> February, 2023.

A Familiarization programme was prepared and presented by the Company about roles, rights and responsibilities of Independent Directors in the Company, nature of industry in which the Company operates business model of the Company, etc.,

## DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134 (3) (c) of the Companies Act, 2013, with respect to the Directors' responsibility statement, it is hereby confirmed that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with the proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- The directors, had laid down internal financial controls to be followed by the company and that such internal financials controls are adequate and were operating effectively.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.