Date: September 07, 2026

To,
The Manager- Listing Department,
**National Stock Exchange of India Limited,**
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

**Trading Symbol: FLYSBS**

Dear Sir / Madam,

**Sub: Submission of Annual Report for the Financial Year 2025-26 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2025-26.

The Copy of the Annual Report is also available on the website of the Company: https://sbsaviation.in/wp-content/uploads/2026/09/annual-report-fy-25-26.pdf

| Particulars | Event Dates & Time |
|---|---|
| **Date of Annual General Meeting** | Tuesday, September 29, 2026 |
| **Start Time of Annual General Meeting** | 12:30 PM |
| **Mode of Annual General Meeting** | Video Conferencing (VC) / Other Audio-Visual Means (OAVM) |
| **Cut Off Date for eligibility in Remote e-Voting** | Tuesday, September 22, 2026 |
| **Remote e-Voting Start Date** | Friday, September 25, 2026 |
| **Remote e-Voting Start Time** | 9:00 A.M. |
| **Remote e-Voting End Date** | Monday, September 28, 2026 |
| **Remote e-Voting End Time** | 5:00 P.M. |

We request you to take the same on record.

Thanking You,

For **FLYSBS AVIATION LIMITED**

SAPTHARISHI NARAYANAN Digitally signed by SAPTHARISHI NARAYANAN
Date: 2026.09.07 20:23:24 +05'30'

**Name : Saptharishi N**
**Designation : Company Secretary and Compliance Officer**

Encl: As Above

Annual Report
2025-26

FlySBS Aviation Limited


# The Freedom to Fly Further

Inside the

# Report

## Company Overview



## Statutory Reports



## Financial Statements




This Annual Report is available for download at https://sbsaviation.in/


# The Freedom to Fly Further

At FlySBS, aviation is not simply about reaching a destination — it is about creating possibilities. For businesses to move faster, for individuals to travel on their terms and for critical missions to be executed without compromise. Our expanding fleet, flexible leasing model and global network enable us to deliver tailored charter solutions across diverse requirements.

Private aviation is ultimately about freedom — the freedom to choose when to travel, where to go and how to make every journey count. FlySBS brings this freedom to corporates, HNIs, UHNIs and discerning travellers through operational agility, flexible fleet access and personalised service. With a presence across six continents and a growing dry-leased fleet, the Company is strengthening its ability to deliver seamless, point-to-point journeys.

A runway does not mark an arrival — it marks a departure. FlySBS has approached every milestone with this mindset: the IPO was not a destination but a platform, each aircraft addition was not an asset but a capability and every new route was not a route but a relationship. What began as a two-person venture in Chennai has evolved into a listed aviation enterprise with a growing fleet, a global operating footprint and a differentiated asset-light business model.

FY2025–26 reflected that philosophy in full — a year of fleet expansion, new market access and a landmark IPO that strengthened the foundation for the journeys ahead. As FlySBS looks ahead, it is building a platform designed to make flying further, faster and more flexible.

### Forward-Looking Statement

In this Annual Report, we might have disclosed forward-looking statements that set out anticipated results based on the management's plans and assumptions. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties, and inaccurate assumptions. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

# FlySBS at a Glance

**FlySBS Aviation Limited is a DGCA-approved non-scheduled air charter operator headquartered in Chennai. We fly ultra-high-net-worth individuals, diplomats and public figures to wherever the mission requires — on our own aircraft where we can, on chartered capacity where we must, and to a single operating standard either way.**

## Who we are

The Company was incorporated on August 7, 2020 as FlySBS Aviation Private Limited, converted to a public limited company in 2024, and listed on the EMERGE platform of the National Stock Exchange of India Limited on August 8, 2025. It holds a valid Air Operator Permit issued by the Directorate General of Civil Aviation authorising non-scheduled (passenger) operations, together with an approved Continuing Airworthiness Management Exposition under CAR-M and an in-house quality department.

Five years is a short history for an aviation business. In that time FlySBS has grown revenue from operations from ₹1,600 lakhs in FY 2020–21 to ₹31,853.23 lakhs in FY 2025–26, moved from being a pure reseller of wet-leased capacity to operating aircraft on its own permit, and flown clients on every inhabited continent.

## What makes the business distinctive

**An asset-light structure that is deliberately becoming less so**

The Company built its early scale on wet leases, which required almost no capital. It is now deploying IPO proceeds into dry-leased aircraft operated on its own permit, because that is where the margin sits. The direction of travel is intentional and disclosed.

**Revenue that recurs**

In FY 2025–26, 87.84% of revenue came from clients who had flown with FlySBS before. In FY 2024–25 that figure was 89.26%. A charter business with this level of repeat concentration is closer to a service relationship than a transactional one.

**Corporate demand, not discretionary demand.**

Corporate clients accounted for 92.17% of revenue in FY 2025–26. Corporate charter is driven by transaction timetables, site visits and executive schedules — demand that is less price-elastic and less cyclical than leisure charter.

**International reach**

International travel generated 86.70% of revenue in FY 2025–26. Long-range missions command higher ticket values and are contested by far fewer Indian operators than domestic point-to-point work.

**A regulatory position that took years to assemble**

An Air Operator Permit, an approved CAMO, a certified quality function and international operating experience are not purchasable. They are the reason a new entrant cannot simply price its way into this market.

# Key Facts

**2020**
Incorporated August 7, 2020, Chennai

**2025**
Listed NSE EMERGE, August 8, 2025

**6**
Continents Flown From an Indian base

**₹318.5 Cr**
FY26 Revenue From operations

**₹33,412.14**
TOTAL INCOME (₹ LAKHS) up 71.01%

**₹8,477.22**
EBITDA (₹ LAKHS) up 104.70%

**₹6,077.34**
PROFIT AFTER TAX (₹ LAKHS) up 113.94%

**25.37%**
EBITDA MARGIN +417 bps

**18.19%**
PAT MARGIN +365 bps

**₹38.76**
EARNINGS PER SHARE up 57.24%

**26.19%**
RETURN ON EQUITY sustained

# Our Journey

**In five years, FlySBS Aviation has evolved from an aircraft charter operation in Chennai into a listed private aviation company with an expanding fleet and international presence. The journey has been defined by purposeful milestones — each building the capabilities, scale and credibility required for the next stage of growth.**

## 2020

**Incorporation and first operations**

- Incorporated on 7 August 2020 as FlySBS Aviation Private Limited
- Entered into wet lease arrangements with a global lessor
- Commenced exclusive private chartering services

## 2022

**Crossing the border**

- First international charter flight completed
- Reached 25 unique clients — the base from which the repeat-revenue model was built

## 2023

**Operating on our own permit**

- Non-Scheduled Operator's Permit awarded by DGCA
- Embraer Legacy 600 imported and registered under a long-term dry lease
- First international flight operated on the Company's own Legacy 600

## 2024

**Scale and structure**

- Revenue from operations crossed ₹100 crore
- CAMO approval received from DGCA under CAR-M
- In-principle agreement signed for two additional 13-seat aircraft
- Converted from a private limited to a public limited company

## 2025

**Listing**

- Initial Public Offering of ₹102.53 crore on NSE EMERGE, subscribed 318.68 times
- Listed on 8 August 2025 at ₹427.50 against an issue price of ₹225
- ₹29.16 crore raised from anchor investors ahead of the public issue
- Recognised by the Government of Madhya Pradesh for aviation services rendered
- Outstanding borrowings identified in the Prospectus repaid in full in November 2025

## 2026

**Deployment**

- Total income of ₹33,412.14 lakhs and profit after tax of ₹6,077.34 lakhs — both at record levels
- ₹90.17 crore of issue proceeds deployed against stated objects by March 31, 2026
- Aircraft induction programme advanced, with delivery timing affected by conditions in West Asia

# The Year We Listed

**On August 8, 2025, FlySBS Aviation Limited became a listed company. The issue was over subscribed 318.68 times and the shares listed at a 90% premium. What matters more than either figure is what the money was raised for, and what has since been done with it.**



## The issue

The offering was a 100% book-built issue comprising an entirely fresh issue of 45,57,000 equity shares of face value ₹10 each. There was no offer for sale component. That structure was deliberate: every rupee raised entered the Company rather than providing an exit to existing shareholders, and the promoters accepted dilution of their holding from approximately 44% to 32.47% in order to fund the growth plan.

**Price band**
₹210 – ₹225 per equity share

**Issue size**
₹102.53 crore — 45,57,000 equity shares, entirely fresh issue

**Book running lead manager**
Vivro Financial Services Private Limited

**Registrar to the issue**
MUFG Intime India Private Limited

**Monitoring agency**
CARE Ratings Limited

**Market maker**
Giriraj Stock Broking Private Limited

**Listing date**
August 8, 2025

**Listing platform**
EMERGE platform, National Stock Exchange of India Limited

## The response

The issue drew bids for 96,59,79,000 equity shares against a net offer of 30,31,200 shares — an overall subscription of 318.68 times the net offer, representing applications worth approximately ₹21,734 crore. More than 4.52 lakh applications were received.

**318.68x**
Overall Subscription

**191.93x**
Qualified Institutional Buyers

**563.64x**
Non-Institutional Investors

**286.06x**
Individual Investors

## What the money was for, and where it got utilised

The Prospectus committed the net proceeds to three objects, together with issue expenses. The table below sets out the position as at March 31, 2026, as reported to the National Stock Exchange by the monitoring agency, CARE Ratings Limited.

| Object | Committed (₹ Cr) | Deployed to 31 Mar 2026 (₹ Cr) | Balance (₹ Cr) |
|---|---|---|---|
| Capital expenditure towards acquisition of six pre-owned aircraft on a long-term dry lease basis | 80.47 | 68.81 | 11.66 |
| Repayment or prepayment of certain outstanding borrowings | 7.28 | 7.28 | Nil |
| General corporate purposes | 9.79 | 9.10 | 0.69 |
| Issue expenses | 4.99 | 4.99 | Nil |
| **Total** | **102.53** | **90.18** | **12.35** |

> **"The shares listed at ₹427.50 against an issue price of ₹225 — a 90% premium, which is the maximum opening premium permitted on the SME platform — and closed the first session at ₹448.85."**

# What We Do

**We operate private air charters. In practice that means we solve a narrow, expensive problem: getting a small number of people to a specific place at a specific time when the scheduled network cannot do it, or cannot do it well enough.**

## The missions we fly

Charter demand is not a single market. The reasons clients call are distinct, and each carries a different planning profile, aircraft requirement and margin structure.

### Corporate and transaction travel

Board and executive movement, site inspections, due diligence visits and deal timetables. The dominant demand driver — 92.17% of revenue in FY 2025–26 came from corporate clients.

### Multi-city itineraries

Three or four destinations in a single working day, with the aircraft and crew held at each stop. Impossible on scheduled services; routine for a dedicated charter.

### Long-range international

Intercontinental sectors to West Asia, Europe, the Far East, Africa and the Americas. Higher ticket values, fewer competing Indian operators, and 86.70% of FY2025-26 revenue.

### Unserved and thin routes

Airfields with no viable scheduled connection, including tier-2 and tier-3 airports where India's airport build-out has outpaced airline deployment.

### Time-critical and sensitive movement

Diplomatic travel, urgent medical transfers and movements where discretion is part of the specification.

### Private and family travel

UHNI and HNI clients travelling privately — 7.82% of FY2025-26 revenue, but a segment growing faster than the corporate base.

## Who we fly

The client base is deliberately narrow. FlySBS does not compete for volume; it competes for the small number of clients whose requirements are demanding enough that price is a secondary consideration — mid and large corporates, ultra-high-net-worth and high-net-worth individuals, senior public officials, diplomats and public figures.

| Revenue by client type (₹ lakhs) | FY 2023–24 | FY 2024–25 | FY 2025–26 |
|---|---|---|---|
| Corporate clients | 10,088.32 | 18,320.01 | 29,361.20 |
| UHNI and HNI clients | 560.37 | 1,069.55 | 2,492.03 |
| Total revenue from operations | 10,648.69 | 19,389.56 | 31,853.23 |
| Corporate share of revenue | 94.74% | 94.48% | 92.17% |

# Our Fleet

**A charter fleet is a portfolio decision, not a purchase. The right aircraft for a Chennai–Delhi board movement is the wrong aircraft for a Chennai–London sector, and holding both is expensive. FlySBS combines aircraft it operates on its own permit with access to a pool of long-range types it does not own.**

## Aircraft operated on the Company's permit

As at March 31, 2026, the Company operated two Embraer aircraft — a Legacy 600 and a Legacy 650 — under a long-term dry lease. The type is a 13-seat, three-cabin business jet derived from the Embraer airframe, with the range and cabin volume required for intercontinental sectors — the aircraft on which the Company's international credentials were built.

**Embraer Legacy 600**

- Dry lease
- 13
- In operation

**Embraer Legacy 650**

- Dry lease
- 13
- In operation

## The induction programme

The IPO committed ₹80.47 crore to the acquisition of six pre-owned aircraft on a long-term dry lease basis — a mix of 13-seat large-cabin and 6-to-8-seat medium and small-cabin types selected to cover the majority of the Company's observed mission profiles. As at 31 March 2026, ₹68.81 crore of that commitment had been deployed.

Delivery timing has been affected by conditions in West Asia, which have restricted the movement of aircraft that are otherwise ready for delivery. This is set out in full in the section on the IPO and in the Management Discussion and Analysis. The Company has not varied the object, has not sought to redeploy the funds, and continues to hold the undeployed balance in fixed deposits pending induction.

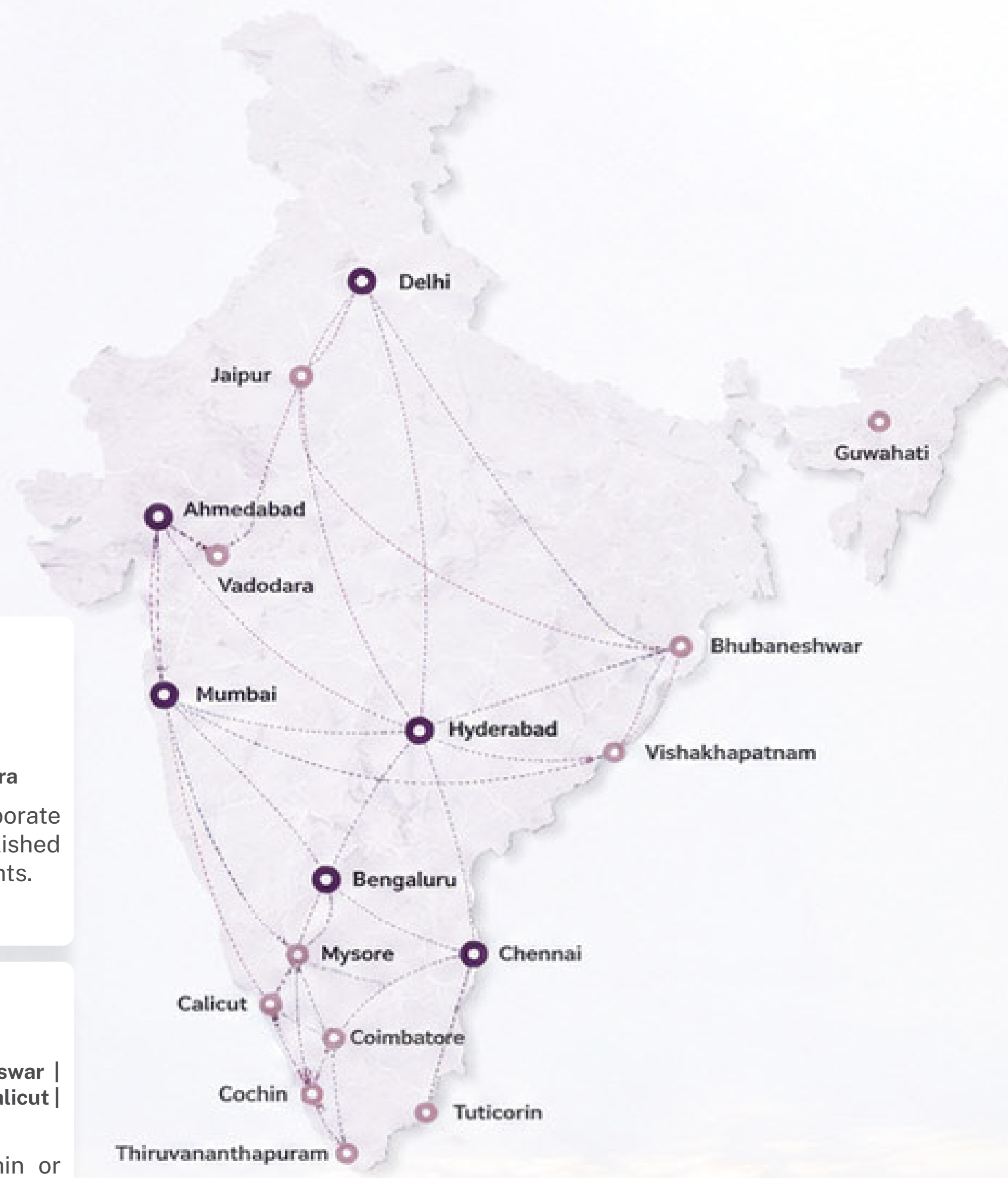
> **WHY PRE-OWNED, AND WHY NOW**
> **With our planned addition of aircraft across different cabin-size categories, FlySBS will be in a position to cater to the demand of varied clientele across both domestic and international markets, making this an opportune time to broaden our fleet and strengthen our market offering.**

# Our Network

**FlySBS does not operate a network in the scheduled sense — there is no timetable and no fixed route map. What it has is a demonstrated operating envelope: the set of places it has taken clients, and therefore the set of places it can be trusted to take them again.**

## India

The Company connects more than fifteen Indian cities, spanning the primary metropolitan hubs and a growing set of tier-2 airfields. The tier-2 coverage matters disproportionately. India's operational airport count has risen from 74 in 2014 to 157 in 2024, with more than 180 expected by 2026, but airline capacity has not followed at the same pace. That gap — an airport with a runway, a terminal and no viable scheduled connection — is precisely where charter demand is created.




### Metropolitan hubs

**Mumbai | Delhi | Chennai | Hyderabad | Bengaluru | Ahmedabad | Jaipur | Vadodara**

High-frequency corridors serving corporate and institutional demand, with established ground handling and FBO arrangements.

### Tier-2 and regional airfields

**Coimbatore | Tuticorin | Cochin | Bhubaneswar | Visakhapatnam | Thiruvananthapuram | Calicut | Mysore | Guwahati**

Where the scheduled network is thin or absent, and where the value of a charter is measured in days saved rather than hours.

## International

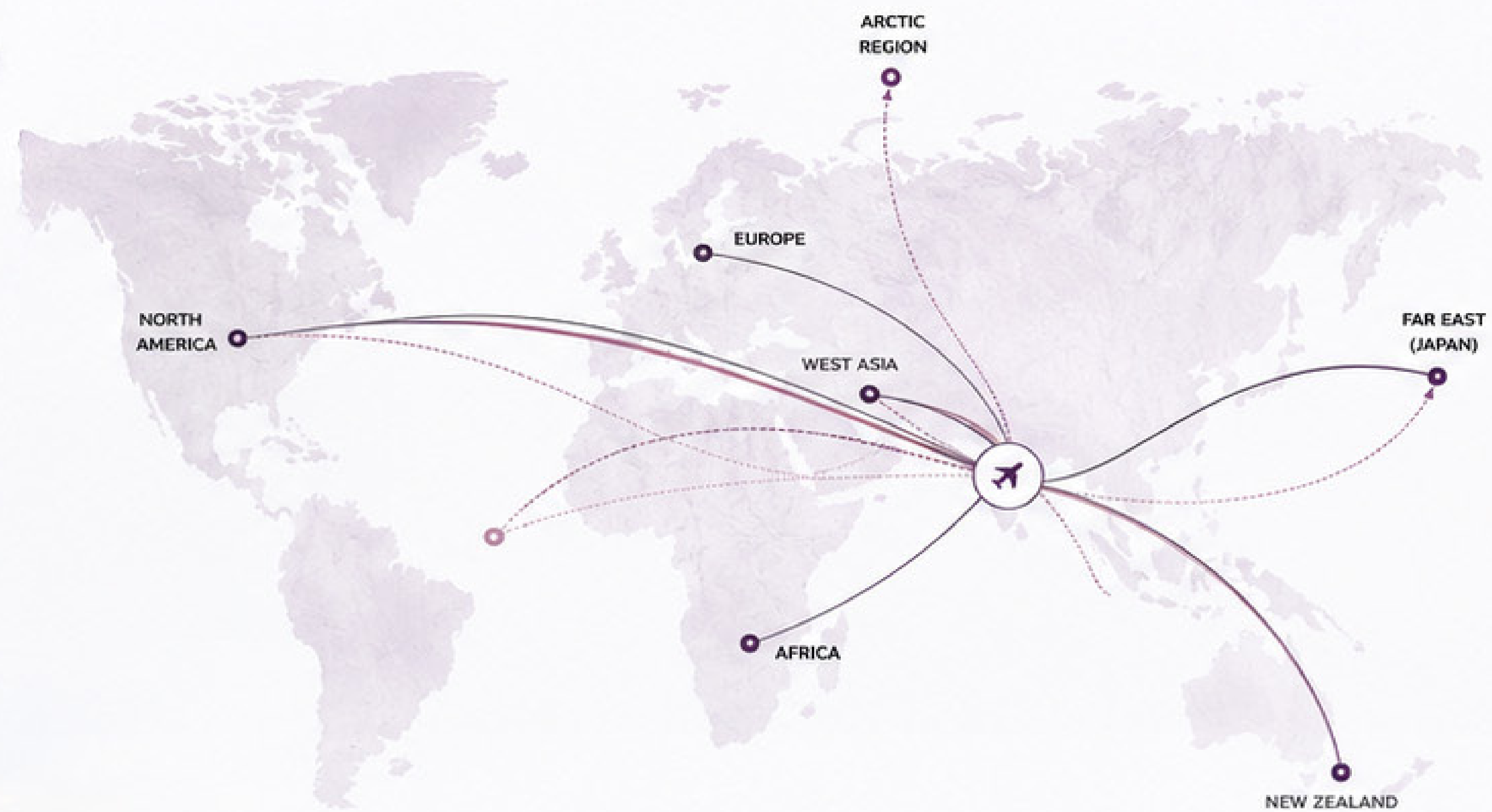
FlySBS has operated missions on six continents. Confirmed operating experience includes the Far East (Japan), West Asia, Europe including its Arctic reaches, North America, New Zealand and Africa — with sectors flown as far west as Mauritania on the Atlantic coast of Africa. Very few Indian non-scheduled operators can evidence a comparable envelope, and the evidence is what matters: a client planning an unusual sector wants to know that the operator has done it, not that the aircraft could theoretically do it.

**6** Continents Flown

**17+** Indian Cities Connected

**86.7%** Revenue From International travel in FY 2025–26

**340** Unique Destinations FY 2025–26




| Revenue by geography (₹ lakhs) | FY 2023–24 | FY 2024–25 | FY 2025–26 |
|---|---|---|---|
| International travel | 9,184.20 | 14,922.98 | 27,617.90 |
| Domestic travel | 1,464.49 | 4,466.58 | 4,235.33 |
| Total revenue from operations | 10,648.69 | 19,389.56 | 31,853.23 |
| International share | 86.25% | 76.96% | 86.70% |

# How We Create Value

**A charter operator converts capital, permits and people into flown hours, and flown hours into relationships that recur. The chain below is the whole business.**

## What we put in

- **Financial capital** — ₹102.53 crore raised at IPO, ₹31,368.26 lakhs of net worth, modest leverage at 0.12x
- **Regulatory capital** — AOP, CAMO approval, quality system, certified auditors
- **Human capital** — flight crew, engineering, operations and client-facing teams
- **Relationship capital** — an installed client base with an 87.84% repeat rate
- **Partner capital** — lessor relationships, a DGCA-approved MRO partner, ground handling arrangements

## What we do with them

- **Acquire and induct aircraft as per the market demand**
- **Plan and execute missions** — routing, permits, slots, fuel, alternates, ground handling
- **Maintain continuing airworthiness under CAR-M** through an in-house CAMO
- **Train and deploy crew to DGCA standards supplemented by service training**
- **Originate demand through a CEO-led in-house team and a broker network**

## What comes out

- **Flown hours and completed missions across six continents**
- **₹31,853.23 lakhs** of revenue from operations in FY 2025–26
- **₹8,477.22 lakhs of EBITDA at a 25.37% margin**
- **₹3,154.23 lakhs** of cash generated from operations

## What it builds

- **For clients** — time recovered, certainty of movement, discretion
- **For shareholders** — ₹38.76 earnings per share and 26.19% return on equity
- **For employees** — careers in a technically demanding, safety-critical profession
- **For the regulator and the industry** — a compliant operator raising the standard of the segment
- **For the wider economy** — connectivity to air-fields the scheduled network does not serve

**THE COMPOUNDING MECHANISM**

**"Each aircraft inducted under dry lease adds fixed cost and adds capacity. If the capacity is filled, the margin on the incremental hour is higher than the average margin of the existing business — because the crew, the CAMO, the quality department and the operations desk are already paid for. Filling the capacity depends on the client base; the client base grows because the service is consistent; consistency depends on the operating standard the fixed cost buys. That is the loop. It is why utilisation is the metric the Board watches most closely, and why the Company is prepared to accept a heavier fixed cost base in exchange for owning the economics of the hour."**

# Our Strategy

**Six focus areas. They are not independent initiatives — each supports the others, and together they describe a single plan: to convert a proven service reputation into a larger, more owned and more profitable operating platform.**

## Grow the fleet under the dry lease model

The primary use of IPO proceeds and the principal driver of margin. ₹80.47 crore is committed to six pre-owned aircraft on long-term dry lease; ₹68.81 crore was deployed by March 31, 2026. Each induction moves revenue from the lower-margin wet lease pool to the higher-margin owned-economics pool.

**Measured by: dry lease share of revenue, currently 25.09% in FY2025-26.**

## Use technology as an operating advantage

A technology-enabled air-time subscription model is planned, giving clients pre-purchased flexibility and giving the Company forward visibility of demand. GPS-based positioning tools are being developed to optimise aircraft placement and reduce empty-leg cost — the single largest avoidable cost in charter operations.

**Measured by: aircraft utilisation and the proportion of positioning sectors flown empty.**

## Capture the growth in Indian private chartering

India's private jet market is forecast to grow at 13–15% annually, and the demand is broadening — from a narrow metropolitan UHNI base towards corporate users in tier-2 and tier-3 cities where economic activity is rising faster than scheduled air capacity. FlySBS intends to be present in those corridors before they are contested.

**Measured by: Domestic travel has grown around 3x in last 2 years.**

## Hold the safety and quality standard as the fleet grows

Scale is where safety systems fail. The in-house CAMO, the quality department and the audit programme were built for a single-aircraft operation and must be scaled ahead of, not alongside, fleet growth. This is treated as a precondition of expansion rather than a consequence of it.

**Measured by: audit findings, airworthiness compliance and regulatory standing.**

## Deepen the sales engine and client acquisition

An in-house sales and marketing team supervised directly by the Chief Executive Officer, supported by a network of approximately twelve travel agents and brokers. Growth comes disproportionately from referral within a small, well-connected client community, reinforced by industry engagement through BAOA and NBAA and by targeted luxury-segment positioning.

**Measured by: New client additions — Added 46 new clients during FY26.**

## Realise the synergies with Afcom Holdings Limited

The group company Afcom Holdings Limited operates in air cargo under its own Air Operator Permit. Shared operating knowledge, overlapping regulatory expertise and combined scale in procurement and ground arrangements reduce cost and shorten learning curves for both entities.

**Measured by: cost of operations and speed of new-station establishment.**

# Our Competitive Position

**Private air charter is one of the few service industries in India where the barrier to entry is genuinely structural rather than merely financial. Capital alone will not buy a way in, and that is the Company's most durable protection.**

## Why the door is hard to open

A prospective entrant must obtain an Air Operator Permit from the DGCA; establish an approved Continuing Airworthiness Management Exposition under CAR-M; recruit and retain type-rated flight crew and licensed engineers in a market where both are scarce; secure airport slots and ground handling arrangements; arrange aviation insurance; and satisfy a continuing audit regime. Each of these takes time that cannot be compressed by spending more. The DGCA's List of Non-Scheduled Operators recorded approximately 138 permit holders as at 31 May 2026 — a number that has grown, but slowly, and from a small base.

### Regulatory

Air Operator Permit, CAR-M and CAR-145 compliance, recurrent audit. Assembled over years, revocable in weeks if standards slip.

### Capital

Aircraft, spares, insurance and working capital — with no revenue until the permit is in hand and the first aircraft is on it.

### Talent

Type-rated crew, licensed engineers, airworthiness managers and certified auditors. A national shortage, not a company-specific one.

### Trust

This client base does not experiment. A first mission is awarded on reputation, and reputation is built one mission at a time.

## Our competitive strengths

**Promoters and senior management with direct operating experience.**
The leadership combines aviation operations, cargo airline establishment, regulatory approval work, and senior commercial experience in luxury and automotive retail — an unusually relevant mix for a business that must satisfy both a regulator and a demanding private client on the same day.

**A position established inside a high-barrier industry**
The permits, approvals, infrastructure and audit history are in place.

**An operating fleet and demonstrated flight experience**
A dry-leased long-range aircraft on its own permit, with six continents of proven operating experience behind it.

**Synergies with Afcom Holdings Limited**
A group company operating in air cargo under its own permit, sharing regulatory knowledge, operating scale and supplier relationships.

**Operational excellence and tailored client solutions**
A small, trained team; a DGCA-approved MRO partnership supporting fleet availability; continuous crew training combining regulatory currency with luxury service standards.

**A record of consistent growth and consistent profit**
Revenue from operations compounded at approximately 82% annually over five years and at 111% over three years. The Company has been profitable in every year of its existence.

# Safety, Airworthiness and Quality

**There is no version of this business in which safety is a competing priority. It is the licence to operate, the basis of the client relationship and the condition on which every other objective in this report depends.**

### Regulatory compliance

Operations are conducted under DGCA guidelines with an approved in-house Continuing Airworthiness Management Exposition and a dedicated quality department reporting independently of commercial functions.

### A qualified team

Trained and certified professionals across flight operations, engineering and airworthiness management, with currency maintained through recurrent DGCA-compliant training.

### A defined quality system

A documented quality policy, an annual quality plan and established audit procedures form the structure through which aircraft safety and reliability are maintained.

### Continuous monitoring

Maintenance and continuing airworthiness activity is monitored on an ongoing basis for both compliance and effectiveness — not only whether tasks were performed, but whether the system is working.

### Oversight of contractors

Maintenance performed by third-party organisations is supervised against both contractual and regulatory standards. Outsourcing the work does not outsource the responsibility.

### Certified auditors

Audits are conducted by personnel trained and certified in CAR-M, CAR-145, safety management systems and human factors.

## Maintenance and fleet availability

The Company maintains a maintenance, repair and overhaul partnership with a DGCA-approved facility in Bengaluru/Hyderabad. The arrangement supports high fleet availability, scheduled overhauls performed to programme, and reduced unplanned downtime — which in a fleet of this size is not a cost issue but an availability issue. A grounded aircraft in a two-aircraft operation is a materially different event from a grounded aircraft in a fifty-aircraft operation.

> **"The safety standard does not flex for geography, for commercial pressure, or for the seniority of the passenger. A mission that cannot be flown safely is not flown."**
> **— The operating principle applied across the FlySBS fleet**



# Our People

**Every safe flight begins with capable people, disciplined processes and a culture that never compromises on standards**

**As at March 31, 2026 the Company had 21 permanent employees. The team has since expanded in line with operations. The trained cabin crew complement stood at nine members during FY 2025–26, up from eight in FY 2024–25 and six in FY 2023–24.**

**6**
Crew Members
FY 2023–24

**8**
Crew Members
FY 2024–25

**9**
Crew Members
FY 2025–26

## How we develop the team

### Regulatory currency

Continuing DGCA-compliant training programmes across flight operations, cabin safety, engineering and airworthiness management, with certification maintained in CAR-M, CAR-145, safety management systems and human factors.

### Service craft

Cabin crew receive luxury hospitality training in addition to their safety qualification. For a client, the cabin experience is not separable from the flight — it is the flight.

### Breadth over specialisation

In an organisation of this size, individuals carry wider briefs than they would in a larger operator. This is demanding, and it is also the fastest professional development available in the sector.

### Retention as a safety measure

In a market with a structural shortage of type-rated crew and licensed engineers, retaining experienced people is not only a cost question. Continuity of personnel is continuity of operating knowledge.

> **THE CONSTRAINT WE ARE MANAGING**
> **Aviation talent is scarce in India and becoming scarcer as scheduled carriers expand their fleets. The Company competes for the same pilots, engineers and airworthiness managers as operators many times its size. Its answer is not to compete on compensation alone but on the quality of the flying, the variety of the operation and the degree of individual responsibility — which, for the right professional, is the more attractive proposition.**

# The Market We Operate In

**Two things are true of Indian private aviation at once: it is very small relative to the size of the Indian economy, and it is growing faster than almost any comparable market. The first fact is the opportunity. The second is the evidence that the opportunity is being realised.**

## The global picture

The global aviation market was valued at approximately US$1,011 billion in 2023 and is expected to grow at 6–8% annually to around US$1,507 billion by 2029, with passenger air transport accounting for roughly 85% of the total, charter air transport approximately 9% and cargo the balance. Within that, the business jet segment is projected to exceed US$33 billion in 2026, and the on-demand charter market is forecast to grow at approximately 7.9% annually to reach around US$25.8 billion by 2031.

The demand driver beneath these figures is wealth formation. The global population of ultra-high-net-worth individuals — those with net assets above US$30 million — has risen from approximately 551,000 in 2021 to more than 713,000, an average of around 89 people crossing that threshold every day. The profile is also changing: roughly 47% of first-time private jet users are now under 45, a cohort that treats private aviation as a productivity instrument rather than a status purchase.

**713,000+**
Global UHNIs up from 551,000 in 2021

**US$33 bn+**
Business Jet Market 2026

**47%**
First-Time Flyers Under 45

## India

India's aviation market was approximately US$15 billion in FY 2023 and is projected to reach US$22–27 billion by FY 2029. India is now the world's third-largest domestic civil aviation market. But the private jet segment within it remains strikingly under-developed: India had approximately 115–120 registered private jets against 14,500–15,500 in the United States and 2,500–3,500 in Europe. On a per-capita or per-unit-of-GDP basis, the gap is not a rounding difference — it is an order of magnitude.

Market size, FY 2019 Approximately
**US$187 million**

Market size, FY 2024 Approximately
**US$274 million**

Projected market size, FY 2029
**US$ 500 –550 million**

Forecast growth rate
**13–15% annually**

Registered non-scheduled operators, FY 2024
**116**

Non-scheduled operators on the DGCA list, 31 May 2026
**Approximately 138**

Private jets registered in India
**Approximately 115–120**

Operational airports in India, 2014 → 2024
**74 → 157, with 180+ expected by 2026**

## What is driving the growth

### Wealth formation
A rising population of high-net-worth and ultra-high-net-worth individuals, with wealth increasingly generated outside the traditional metropolitan centres.

### Infrastructure
The UDAN regional connectivity scheme and sustained airport investment have more than doubled India's operational airport count in a decade, creating destinations faster than scheduled airlines can serve them.

### Tier-2 and Tier-3 economic activity
Manufacturing, logistics and services investment is dispersing beyond the metros, and the executives running that investment need to reach it.

### The cost-value calculus
For a travelling group, private charter is no longer categorically more expensive than premium scheduled travel. On a Chennai–London return, per-passenger cost has been shown to be broadly comparable to first class — with 10 to 12 hours of travel time against 15 to 17 hours, no layovers, no queues and separate terminal access.

### Regulatory simplification
Permit processing timelines have shortened materially, and the framework for foreign participation in charter operations has been liberalised.

### New commercial models
Jet-sharing, membership and subscription structures are widening the addressable market beyond outright charter buyers.

# Board of Directors

**A board of six, combining direct aviation operating experience with independent oversight in banking, corporate law and quality assurance.**

## Capt. Deepak Parasuraman
**Managing Director**
**26 Years Of Experience**

- Holds a degree in Commerce and a Doctorate in Trade and Tariff Barriers.
- Has previously established a cargo airline and air cargo operations.
- Secured the key regulatory approvals on which the Company operates and has been associated with FlySBS since inception.

## Mr. Ambashankar
**Whole-Time Director and Chief Executive Officer**
**23 Years Of Experience**

- Holds a Bachelor's degree in Arts from the University of Madras.
- Has worked with Mercedes-Benz, Emirates Trading Agency and Tata Finance.
- Brings expertise in aviation operations and engineering, and directs the Company's strategic and technical agenda.

## Mr. Kannan Ramakrishnan
**Non-Executive Director**
**20 Years Of Experience**

- Science graduate of St. Joseph's College; completed the CEO Leadership Programme at the Indian School of Business.
- Played a central role in building the Shreshtha Business Solutions Group.
- Over two decades of experience in retail and the luxury automobile industry.

## Mr. Raghavan Vaidhyanathan
**Independent Director**
**40 Years Of Experience**

- Holds a Bachelor's degree in Commerce and a law degree from the University of Bombay.
- Certified Associate of the Indian Institute of Bankers.
- A career in banking, and currently a freelance financial consultant to small and medium enterprises.



## Mr. Krishnamurthy Raghuram
**Independent Director**
**35 Years Of Experience**

- Holds a degree from the University of Madras and a Post Graduate Diploma in Business Administration.
- Has worked with Lexus, Mercedes-Benz and Honda.
- Experienced in marketing and in quality audit.

## Ms. Mohan Divya
**Independent Director**
**10 Years Of Experience**

- Holds degrees in Commerce and in Corporate Governance.
- A qualified Company Secretary who has worked with leading companies.
- Brings expertise in corporate law and compliance.

# Key Managerial Personnel

## Mr. Sanjay Srinivasan
**Chief Financial Officer**

He holds a Bachelor of Commerce degree from Kakatiya University. He has over 36 years of experience in the field of Accountancy. He was associated with INTECH Chemicals Private Limited, Dalmia Laminators Limited and Trans Car India Private Limited.

## Mr. Narayanan Saptharishi
**Company Secretary and Compliance Officer**

He is a member of the Institute of Company Secretaries of India. He holds a Bachelor of Commerce degree from Bharathidasan University and a Master of Commerce degree from Madurai Kamaraj University. He was associated with United India Insurance Company. He has over 27 years of experience in the field of legal and compliance.

# Letter from MD

**“A listing is not an achievement. But it is a beginning, a foundation on which an institution of high integrity, efficiency and empathy has to be built”**

**Capt. Deepak Parasuraman**
Managing Director

## Dear Shareholders,

**+64.28%** Revenue Growth

**25.37%** EBITDA Margin

**87.84%** Repeat Client Revenue in FY2025-26

**46** New Clients in FY2025-26

As I write my first letter to all our dear valued shareholders, I take this opportunity to thank all of you for the immense confidence and trust you have placed on us. It gives me a great pleasure to share with all of you that we have achieved a substantial milestone in a very short period of time. In a snap shot, our income grew by 71% over the previous year, and our PAT grew by 114%. While we have had an exciting successful year we are geared up for bigger milestones to be achieved in the coming year. At the outset our first priority is to complete our planned fleet expansion, increase our geographical presence and wider market penetration. It is quite interesting to note that the airport infrastructure grew in our country from a mere 74 operational airports in 2014 to a staggering 157 airports in 2024. The reach across the country has widened and the businesses have spread across the country needing faster connectivity, especially between Tier 1 to Tier 2 & Tier 3 cities, however, the existing commercial airline network is far underserving to the required market demand. The Business Aviation is in its sunrise phase in India, with the demand being far higher than the supply. India has approximately 115-120 business jets as compared to 15,500 business jets available in the United States for the charter. The population and the rapid economic growth of India indicates wide untapped business opportunity. We are resolved to build a robust product, creating immense value for the customers and as an organization be admired by all its stakeholders. Once again I thank you all very much and assure you that our seat belts are fastened and are geared up for a meteoric rise in coming years.

**With gratitude and warm regards,**
**Capt. Deepak Parasuraman**
Managing Director



# Letter from CEO

**“We spent this year learning to do for ourselves the things we used to pay somebody else to do. That is what the margin expansion actually is.”**

**Mr. Ambashankar**
Whole-Time Director and Chief Executive Officer

## Dear Shareholders,

Whilst you received the letter from the Managing Director and the rest of this annual report comes from the board, the finance team, Audit team and the others, I wish to give you a glimpse from the Ramp and the Air, where the business actually operates. Compared to the previous year we have flown more than double the number of commercial hours with our valuable clients to destinations in 26 different countries across 6 continents. Our Crew strength has grown to 9 members in FY2025-26. About 87.8% of our revenue this year came from clients who had flown with us before, and we added 46 new clients, who contributed around 17%. A client base that keeps returning, and keeps widening, is exactly the combination we are proud of. As the fleet expands, business grows we also remain fully focused on high service standards, customer experience, Bespoke services, and developing innovative products to enhance the customer value. In the core of all these activities, we remain fully committed to higher standards of safety, compliance and the complete commitment to a continuous, rigorous training program across all disciplines to ensure consistency and efficiency of our operation. I thank you all for joining us in this journey, which I promise will be an extremely rewarding and enriching experience of creating new vistas in the world of business aviation.

**With thanks and warm regards,**
**Ambashankar**
Whole-Time Director & Chief Executive Officer

# Corporate Information

## BOARD OF DIRECTORS

**Capt. Deepak Parasuraman**
Managing Director

**Mr. Kannan Ramakrishnan**
Non-Executive Director

**Mr. Amba Shankar**
Whole-Time Director & Chief Executive Officer

**Mr. Raghavan Vaidhyanathan**
Independent Director

**Mr. Krishnamurthy Raghuram**
Independent Director

**Ms. Mohan Divya**
Independent Director

## AUDIT COMMITTEE

**Mr. Raghavan Vaidhyanathan**
Chairperson

**Mr. Kannan Ramakrishnan**
Member

**Mr. Krishnamurthy Raghuram**
Member

## NOMINATION REMUNERATION COMMITTEE

**Mr. Raghavan Vaidhyanathan**
Chairperson

**Mr. Kannan Ramakrishnan**
Member

**Ms. Mohan Divya**
Member

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

**Mr. Raghavan Vaidhyanathan**
Chairperson

**Capt. Deepak Parasuraman**
Member

**Mr. Kannan Ramakrishnan**
Member

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

**Mr. Kannan Ramakrishnan**
Chairperson

**Mr. Ambashankar**
Member

**Mr. Krishnamurthy Raghuram**
Member

## BORROWINGS COMMITTEE

**Capt. Deepak Parasuraman**
Chairperson

**Mr. Kannan Ramakrishnan**
Member

**Mr. Ambashankar**
Member

### Chief Financial Officer
Mr. Sanjay Srinivasan

### Company Secretary and Compliance Officer
Mr. Narayanan Saptharishi



# Corporate Information

### Registered Office
FLYSBS AVIATION LIMITED
CIN: L62200TN2020PLC136959
Plot no. 16 (NP), 3rd Floor, Indiqube Palmyra, SIDCO Industrial Estate,
Ekkatuthangal, Guindy Industrial Estate, Chennai,
Chennai City Corporation, Tamil Nadu, India, 600032
Telephone: +91-44 2260 4444
E-Mail: corporate@sbsaviation.in
Investor Grievance ID: corporate@sbsaviation.in
Website: https://sbsaviation.in/

### Listing
National Stock Exchange of India Limited
(Emerge Platform)
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051
Trading Symbol: FLYSBS

### ISIN For Demat
INE0VCK01011

### Statutory Auditors
A. John Moris & Co.
Chartered Accountants having
Firm Registration No: 007220S

### Secretarial Auditors
M/s. S.A.E. & Associates LLP
Company Secretaries having
Firm Registration No: L2018TN004700
Peer Review Certificate No. 2822/2022

### Internal Auditors
M/s. KRMM & Associates
Chartered Accountants having
Firm Registration No: 020764S

### Bankers to our Company
ICICI Bank Limited

### Registrar and Share Transfer Agent
(formerly known as Link Intime India Private Limited)
C-101, 1st Floor, 247 Park, Lal Bahadur Shashtri Marg,
Vikhroli (West), Mumbai-400 083, Maharashtra, India
E-mail: investor.helpdesk@in.mpms.mufg.com

# Management Discussion and Analysis

Management Discussion and Analysis

## 01 Economic Overview

### Global economy

The global economy entered FY 2025–26 in a phase of decelerating but positive growth and encountered a materially less benign second half. The International Monetary Fund has reduced its global growth projection for calendar 2026 to approximately 3.0%. The disinflation that characterised the preceding eighteen months has been interrupted by an energy price shock, and consumer sentiment in several major economies sits close to record lows.

For the industry in which the Company operates, however, the more relevant indicators point the other way. Corporate profitability reached a record level of approximately US$3.95 trillion in the first quarter of calendar 2026. The global population of ultra-high-net-worth individuals — those holding net assets above US$30 million — has risen to more than 713,000 from approximately 551,000 in 2021, an average of roughly 89 individuals crossing that threshold each day. Merger, acquisition and capital markets activity has remained robust. Business aviation demand correlates far more closely with these variables than with headline gross domestic product.

The principal adverse development from the Company's standpoint has been the conflict situation in West Asia. Beyond its human cost, it has constrained a region that had been among business aviation's strongest emerging markets, and it has directly restricted the movement of assets through the corridors on which the Company's aircraft induction programme depends.

### Indian economy

India remained among the fastest-growing large economies during the year, supported by public capital expenditure, resilient domestic consumption and a broadening of economic activity beyond the traditional metropolitan centres. That geographic broadening is directly material to the Company: it is generating corporate travel demand in cities where scheduled air connectivity is thin, which is the precise circumstance in which charter becomes not a luxury but the only practical option.

India is now the world's third-largest domestic civil aviation market. The number of operational airports has risen from 74 in 2014 to 157 in 2024, with more than 180 expected during calendar 2026, supported by the UDAN regional connectivity scheme and sustained investment in both greenfield and brownfield airport infrastructure. Airport capacity has, in a number of locations, been created faster than scheduled airlines have deployed aircraft to serve it.

### THE MACRO VARIABLE THAT MATTERS MOST TO THIS BUSINESS

**It is not GDP growth. It is the rate of formation of wealth and of corporate activity outside the top eight Indian cities. A charter operator earns nothing from a corridor that a scheduled carrier serves eight times a day. It earns a premium from the corridor that has an airport, a reason to travel, and no viable scheduled connection.**

## 02 Industry Structure and Developments

### Global aviation and business aviation

The global aviation market was valued at approximately US$1,011 billion in 2023 and is projected to grow at 6–8% annually to approximately US$1,507 billion by 2029. Passenger air transport accounts for roughly 85% of that market, charter air transport approximately 9% and cargo the balance. Within business aviation specifically, the global business jet market is projected to exceed US$33 billion in 2026, with forecasts of approximately 850 new business jet deliveries valued at around US$283 billion over the coming decade. The on-demand charter segment is forecast to grow at approximately 7.9% annually to reach around US$25.8 billion by 2031.

Two structural shifts are reshaping demand. The first is a movement away from outright ownership towards access — charter, fractional and membership models — which broadens the addressable market but also makes demand more elastic in a downturn. The second is demographic: approximately 47% of first-time private jet users are now under 45, a cohort that treats private aviation as a productivity instrument rather than a status purchase, and which is correspondingly more price-aware and more receptive to subscription structures.

### Indian aviation

India's aviation market was approximately US$15 billion in FY 2023, having grown at approximately 10.3% annually since FY 2019, and is projected to reach US$22–27 billion by FY 2029. Over 60% of India's more than 220 million air passengers are served by metropolitan airports; future growth is expected to be driven disproportionately by greenfield and upgraded brownfield airports in tier-2 and tier-3 cities.

### The private jet and non-scheduled segment

India's private jet market grew from approximately US$187 million in FY 2019 to approximately US$274 million in FY 2024, and is projected to reach US$500–550 million by FY 2029 at a growth rate of 13–15% annually. Certain industry forecasts place the range higher, at 15–18% annually. The segment remains structurally under-penetrated: India has approximately 115–120 registered private jets, against 14,500–15,500 in the United States and 2,500–3,500 in Europe.

The supply side has expanded but remains narrow. The Directorate General of Civil Aviation recorded 116 non-scheduled operators in FY 2024; its List of Non-Scheduled Operators updated to 31 May 2026 records approximately 138 permit holders. Of these, a substantial proportion operate rotary-wing aircraft, hold permits limited to domestic operations, or operate a single aircraft for a corporate owner. The number of operators with demonstrated international long-range charter capability is materially smaller than the headline count suggests — a distinction that is central to the Company's competitive position.

| Indicator | Position | Direction |
|---|---|---|
| India private jet market, FY 2024 | US$274 million | From US$187 million in FY 2019 |
| India private jet market, FY 2029 projected | US$500–550 million | 13–15% annual growth |
| Registered private jets, India | 115–120 | Against 14,500–15,500 in the USA |
| DGCA non-scheduled operators | 138 at 31 May 2026 | From 116 in FY 2024 |
| Operational airports, India | 157 (2024) | 74 in 2014; 180+ expected in 2026 |
| Global UHNI population | 713,000+ | 551,000 in 2021 |
| Global business jet market, 2026 | US$33 billion+ | 850 deliveries forecast to 2036 |

### Regulatory developments

- **Permit processing:** Timelines for charter permit processing have been shortened materially, reducing the administrative friction that has historically constrained short-notice international missions.
- **Foreign participation:** The framework governing foreign ownership in charter operations has been liberalised, which increases the potential competitive intensity of the segment over the medium term while also expanding the pool of capital and expertise available to it.
- **Airworthiness regime:** The CAR-M and CAR-145 frameworks continue to raise the compliance burden on operators. The Company regards this as favourable: a rising compliance floor disadvantages marginal operators disproportionately and protects those with established in-house capability.
- **Infrastructure policy:** Continued investment in regional airports and dedicated general aviation terminals expands the set of viable charter destinations and improves turnaround efficiency at existing ones.

## 03 Overview of the Company

FlySBS Aviation Limited is a non-scheduled air charter operator holding a valid Air Operator Permit issued by the Directorate General of Civil Aviation. It was incorporated on 7 August 2020, converted from a private limited to a public limited company in 2024, and listed on the EMERGE platform of the National Stock Exchange of India Limited on 8 August 2025. Its registered office and operating base are in Chennai, Tamil Nadu.

The Company provides private, non-scheduled air charter services on domestic and international routes to mid and large corporates, ultra-high-net-worth and high-net-worth individuals, senior public officials, diplomats and public figures. It has operated missions on six continents, including sectors to Japan, West Asia, Europe including its Arctic reaches, North America, New Zealand and Africa.

### Operating model

The Company operates through two leasing structures. Under a wet lease or quasi-charter arrangement, the lessor provides the aircraft together with crew, maintenance, insurance and the relevant operating approvals; the Company provides the client relationship and the commercial terms. Under a dry lease, the lessor provides only the aircraft, and the Company assumes responsibility for crew, maintenance, insurance, continuing airworthiness management and all aspects of daily operation, flying the aircraft on its own Air Operator Permit.

The Company commenced operations principally on wet-leased capacity, which enabled rapid scaling with minimal capital commitment. Since the induction of its first dry-leased aircraft in 2023 it has been progressively shifting the mix towards dry lease, which carries higher fixed cost and materially higher retained margin.

### Competitive strengths

1. **Experienced promoters and management:** Combined operating experience across aviation, cargo airline establishment, regulatory approvals, and senior commercial roles in luxury and automotive retail.

# Management Discussion and Analysis

2. Strategic positioning in a high entry barrier industry. Air Operator Permit, approved Continuing Airworthiness Management Exposition, certified quality function and demonstrated international operating experience — none of which can be acquired at short notice or with capital alone.
3. In-house fleet and established flight operating experience. A dry-leased long-range aircraft operated on the Company's own permit.
4. Synergies with the group company, Afcom Holdings Limited. A group entity operating in air cargo under its own Air Operator Permit, providing shared regulatory knowledge, operating scale and supplier relationships.
5. Operational excellence and tailored client solutions. A DGCA-approved MRO partnership supporting fleet availability, continuous crew training combining regulatory currency with service standards, and mission planning tailored to individual client requirements.
6. A record of consistent growth and consistent profitability. Revenue from operations has compounded at approximately 82% annually over five years and 111% over three years, and the Company has reported a profit in every financial year since incorporation.

## 04 Opportunities and Threats

### Opportunities

**Structural under-penetration**

India has approximately 115–120 registered private jets for an economy of its size. Even partial convergence towards comparable markets implies multi-year growth well above nominal GDP.

**Margin capture through dry lease**

Each aircraft moved from wet-leased access to dry-leased operation on the Company's own permit converts a distributor margin into an operator margin. Six aircraft are funded and contracted.

**Tier-2 and Tier-3 corridors**

Airport capacity is being created faster than scheduled airlines are deploying to serve it. That gap is the natural habitat of charter demand and is largely uncontested.

**Favourable pre-owned aircraft market**

Marketing periods for aircraft in the 21-to-25-year band lengthened to approximately 115 days in H1 2026, up nearly 30% year on year. A disciplined buyer of well-maintained older airframes benefits.

**Rising compliance floor**

Tightening CAR-M and CAR-145 requirements disadvantage marginal operators disproportionately and reinforce the position of operators with established in-house airworthiness capability.

### Threats

**Geopolitical disruption**

The conflict situation in West Asia has already delayed the Company's aircraft induction programme and constrains both a growth region and a corridor on which many of its long-range missions depend.

**Operating leverage in reverse**

The dry lease model that expands margin in growth also amplifies losses in contraction. Fixed crew, maintenance and airworthiness costs do not fall when utilisation does.

**Client and segment concentration**

Corporate clients accounted for 92.17% of revenue in FY2025-26 and repeat clients for 87.84%. Concentration that supports stability in normal conditions magnifies exposure in adverse ones.

**Supplier and maintenance dependence**

A limited supplier base for aircraft, spare parts and maintenance, and reliance on third-party providers for services critical to daily operation, present a genuine continuity risk.

**Scarcity of technical talent**

Type-rated flight crew, licensed engineers and certified airworthiness personnel are scarce nationally, and scheduled carrier expansion is intensifying competition for them.

**Input cost and currency volatility**

Aviation turbine fuel is a substantial variable cost, and a majority of revenue is earned internationally, creating exposure to both fuel price and exchange rate movement.

## 05 Segment-wise and Product-wise Performance

The Company operates in a single reportable business segment — the provision of private, non-scheduled air charter services — and accordingly does not present segment reporting under Accounting Standard 17. The analysis below disaggregates revenue along four operationally meaningful dimensions to assist shareholders in understanding how it is generated.





# Management Discussion and Analysis

### 5.1 By geography

| ₹ in lakhs | FY 2023–24 | FY 2024–25 | FY 2025–26 |
|---|---|---|---|
| Revenue from international travel | 9,184.20 | 14,922.98 | 27,617.90 |
| Revenue from domestic travel | 1,464.49 | 4,466.58 | 4,235.33 |
| **Total revenue from operations** | **10,648.69** | **19,389.56** | **31,853.23** |
| International share | 86.25% | 76.96% | 86.70% |

International travel has consistently contributed the dominant share of revenue, recovering to 86.70% in FY 2025-26 from 76.96% in FY 2024-25, as international charter activity scaled alongside a maturing domestic segment. Domestic revenue grew approximately ~3 times between FY 2023–24 and FY 2025-26; international revenue grew approximately 3 times over the same period. Management regards a more balanced geographic mix as a strengthening of the revenue base: international sectors carry higher ticket values but are more exposed to overflight, permit and geopolitical disruption, while domestic demand is more frequent, more predictable and supports higher aircraft utilisation.

### 5.2 By client category

| ₹ in lakhs | FY 2023–24 | FY 2024–25 | FY 2025–26 |
|---|---|---|---|
| Revenue from corporate clients | 10,088.32 | 18,320.01 | 29,361.20 |
| Revenue from UHNI and HNI clients | 560.37 | 1,069.55 | 2,492.03 |
| **Total revenue from operations** | **10,648.69** | **19,389.56** | **31,853.23** |
| Corporate share | 94.74% | 94.48% | 92.17% |

Corporate demand follows transaction and investment cycles and can pause abruptly; individual demand follows a different and less correlated rhythm. A gradual rebalancing towards individual clients therefore reduces the aggregate cyclicality of the revenue base, notwithstanding that corporate work remains the larger and operationally more efficient segment.

### 5.3 By client vintage

| ₹ in lakhs | FY 2023–24 | FY 2024–25 | FY 2025–26 |
|---|---|---|---|
| Revenue from repeat clients | 10,182.39 | 17,307.76 | 27,979.80 |
| Revenue from first-time clients | 466.40 | 2,081.80 | 3,873.43 |
| **Total revenue from operations** | **10,648.69** | **19,389.56** | **31,853.23** |
| Repeat client share | 95.62% | 89.26% | 87.84% |

## 06 Financial Performance

### 6.1 Statement of profit and loss

| ₹ in lakhs | FY 2025-26 | FY 2024-25 | Change |
|---|---|---|---|
| Revenue from operations | 31,853.23 | 19,389.56 | +64.28% |
| Other income | 1,558.91 | 148.82 | +947.51% |
| **Total income** | **33,412.14** | **19,538.38** | **+71.01%** |
| Total expenses (before finance cost, depreciation and tax) | 24,934.92 | 15,397.16 | +61.94% |
| EBITDA | 8,477.22 | 4,141.22 | +104.70% |
| EBITDA margin (on total income) | 25.37% | 21.20% | +417 bps |
| Finance cost | 328.64 | 209.87 | +56.59% |
| Depreciation and amortisation | 57.07 | 31.57 | +80.77% |
| Profit before tax | 8,091.51 | 3,899.78 | +107.49% |

# Management Discussion and Analysis

| ₹ in lakhs | FY 2025-26 | FY 2024-25 | Change |
|---|---|---|---|
| Profit before tax margin (on total income) | 24.22% | 19.96% | +426 bps |
| Tax expense | 2,014.18 | 1,059.17 | +90.16% |
| Effective tax rate | 24.89% | 27.16% | –227 bps |
| Profit after tax | 6,077.34 | 2,840.61 | +113.94% |
| Profit after tax margin (on total income) | 18.19% | 14.54% | +365 bps |
| Earnings per equity share (₹) | 38.76 | 24.65 | +57.24% |

### 6.2 Revenue from operations

Revenue from operations increased 64.28% to ₹31,853.23 lakhs. Growth was driven by the combination of higher aircraft utilisation, an increased proportion of revenue earned on dry-leased capacity, expansion of the domestic client base.

Revenue was weighted towards the second half of the year. Revenue from operations in the first six months was ₹13,760.63 lakhs; in the second six months it was ₹18,092.60 lakhs, representing 56.80% of the full year. The fourth quarter alone contributed approximately ₹9,616.82 lakhs, the highest quarterly revenue in the Company's history.

### 6.3 Operating expenses

Total expenses before finance cost, depreciation and tax increased 61.94% to ₹24,934.92 lakhs, against revenue growth of 64.28%. Expenses therefore grew marginally more slowly than revenue, which is the direct evidence of operating leverage in the business. The cost base is dominated by aircraft lease and charter costs, aviation fuel, crew costs, maintenance, navigation and landing charges, ground handling and insurance.

### 6.4 Finance cost and depreciation

Finance cost increased 56.59% to ₹328.64 lakhs, reflecting higher average working capital borrowing during the year, with short-term borrowings rising from ₹1,026.18 lakhs to ₹3,479.04 lakhs. Notwithstanding the increase, interest coverage improved from 19.58 times to 25.62 times, and the Company's leverage remains conservative at a debt–equity ratio of 0.12 times. Long-term borrowings reduced from ₹766.49 lakhs to ₹186.58 lakhs following the repayment of borrowings identified in the Prospectus, completed in November 2025.

Depreciation and amortisation increased 80.77% to ₹57.07 lakhs, remaining immaterial in the context of total income.

### 6.5 Taxation

Tax expense of ₹2,014.18 lakhs represents an effective tax rate of 24.89%, against 27.16% in the preceding year. The reduction of 227 basis points should be explained by reference to the tax reconciliation in the notes to the financial statements.

### 6.6 Profitability

Profit after tax more than doubled to ₹6,077.34 lakhs, and the profit after tax margin on total income improved 365 basis points to 18.19%. On revenue from operations, the net profit margin was 19.08% against 14.65%. Earnings per equity share increased 57.24% to ₹38.76. The differential between profit growth of 113.94% and earnings per share growth of 57.24% reflects the increase in the weighted average number of equity shares following the issue of 45,57,000 shares in August 2025.



# Management Discussion and Analysis

## 07 Financial Position and Cash Flows

### 7.1 Balance sheet

| ₹ in lakhs | As at 31 Mar 2026 | As at 31 Mar 2025 | Change |
|---|---|---|---|
| ASSETS | | | |
| Property, Plant & Equipment and Intangible Assets | 710.43 | 543.23 | **+30.78%** |
| Other non-current assets | 21,638.73 | 7,076.29 | +205.78% |
| **Total non-current assets** | **22,349.16** | **7,619.52** | **+193.31%** |
| Inventories | 1,850.45 | 890.93 | +107.70% |
| Trade receivables | 3,820.69 | 2,087.39 | +83.03% |
| Other current assets | 11,133.28 | 8,585.73 | +29.67% |
| **Total current assets** | **16,804.42** | **11,564.06** | **+45.32%** |
| **Total assets** | **39,153.58** | **19,183.58** | **+104.10%** |
| **EQUITY AND LIABILITIES** | | | |
| Equity share capital | 1,730.38 | 1,274.68 | +35.75% |
| Reserves and surplus | 29,637.88 | 13,762.99 | +115.34% |
| Net worth | 31,368.26 | 15,037.67 | +108.60% |
| Long-term borrowings | 186.58 | 766.49 | –75.66% |
| Other non-current liabilities | 170.46 | 182.59 | –6.64% |
| **Total non-current liabilities** | **357.05** | **949.08** | **–62.38%** |
| Short-term borrowings | 3,479.04 | 1,026.18 | +239.03% |
| Trade payables | 998.06 | 409.56 | +143.69% |
| Short-term provisions | 2,044.53 | 1,014.82 | +101.47% |
| Other current liabilities | 906.65 | 746.27 | +21.49% |
| **Total current liabilities** | **7,428.27** | **3,196.83** | **+132.36%** |
| **Total equity and liabilities** | **39,153.58** | **19,183.58** | **+104.10%** |

Net worth more than doubled to ₹31,368.26 lakhs, reflecting the issue proceeds of ₹102.53 crore together with retained profit for the year. Total assets increased in proportion.

### 7.2 Cash flows

| ₹ in lakhs | FY 2025–26 | FY 2024–25 |
|---|---|---|
| Net cash generated from operating activities | 3,154.23 | 54.63 |
| Net cash used in investing activities | (13,410.16) | (2,813.67) |
| Net cash generated from financing activities | 11,797.56 | 6,908.12 |
| Net increase in cash and cash equivalents | 1,541.62 | 4,149.09 |

Cash generated from operating activities increased from ₹54.63 lakhs to ₹3,154.23 lakhs. This is the most improved line in the Company's accounts In FY 2024–25, operating cash conversion was less: profit of ₹2,840.62 lakhs generated almost no operating cash, as growth absorbed working capital. In FY 2025–26 the position reversed, with working capital days reducing from approximately 51 to 33 notwithstanding a 64.28% increase in revenue.

Net cash used in investing activities of ₹13,410.16 lakhs reflects the deployment of issue proceeds into the aircraft acquisition programme. Net cash from financing activities of ₹11,797.56 lakhs comprises the issue proceeds net of issue expenses, together with the net increase in borrowings and net of the repayment of borrowings identified in the Prospectus.

# Management Discussion and Analysis

### 08 Key Financial Ratios

| Ratio | FY 2025–26 | FY 2024–25 | Change | Note |
|---|---|---|---|---|
| Debtors turnover ratio | 10.78x | 14.12x | –30.98% | — |
| Debtor days | 43.8 | 39.3 | +11.45% | — |
| Interest coverage ratio | 25.62x | 19.58x | +30.85% | A |
| Current ratio | 2.26x | 3.62x | –37.52% | B |
| Debt–equity ratio | 0.12x | 0.12x | –1.98% | — |
| Operating profit margin (on revenue from operations) | 21.72% | 20.59% | +5.49% | — |
| Net profit margin (on revenue from operations) | 19.08% | 14.65% | +30.24% | C |
| Return on net worth (on closing net worth) | 19.37% | 18.89% | +2.58% | D |
| Return on equity (on average net worth) | 26.19% | 26.22% | –0.11% | D |
| Return on capital employed | 0.24% | 0.24% | 0% | — |

**Explanations for changes:**

**NOTE A — INTEREST COVERAGE RATIO: IMPROVED FROM 19.58X TO 25.62X (+30.85%)**

Earnings before interest, depreciation and tax grew 104.70% while finance cost grew 56.59%. The improvement is therefore a function of earnings growth substantially outpacing the growth in borrowing cost, notwithstanding a material increase in average working capital borrowing during the year. Long-term borrowings were reduced from ₹766.49 lakhs to ₹186.58 lakhs following the repayment, in November 2025, of the borrowings identified in the Prospectus.

**NOTE B — CURRENT RATIO: REDUCED FROM 3.62X TO 2.26X (–37.52%)**

Current assets increased 45.32% to ₹16,804.42 lakhs while current liabilities increased 132.36% to ₹7,428.27 lakhs. The principal drivers on the liabilities side were an increase in short-term borrowings from ₹1,026.18 lakhs to ₹3,479.04 lakhs to fund the enlarged working capital cycle, an increase in short-term provisions from ₹1,014.82 lakhs to ₹2,044.53 lakhs largely reflecting higher current tax provision on more than doubled profit, and an increase in trade payables from ₹409.56 lakhs to ₹998.06 lakhs in line with the higher scale of operations.

A current ratio of 2.26 times remains comfortable. The reduction reflects a more efficient balance sheet rather than a deterioration in liquidity: working capital days reduced from approximately 70 to 33 over the same period, and cash generated from operations increased from ₹54.63 lakhs to ₹3,154.22 lakhs.

**NOTE C — NET PROFIT MARGIN: IMPROVED FROM 14.65% TO 19.08% (+30.24%)**

Profit after tax grew 113.94% against revenue growth of 64.28%. The improvement is attributable to three factors in descending order of magnitude: the increase in other income from ₹148.82 lakhs to ₹1,558.91 lakhs majorly on account of forex gains operating leverage from the continuing shift towards dry-leased capacity, which improved the operating margin on revenue from operations by 113 basis points; and a reduction in the effective tax rate from 27.16% to 24.89%.

**NOTE D — RETURN ON NET WORTH: 19.37% AGAINST 18.89%**

Return on net worth computed on closing net worth was broadly stable, improving 48 basis points. Return on equity computed on average net worth was 26.19%.

The stability of this ratio is the notable feature, and it warrants explanation. Net worth more than doubled during the year, from ₹15,037.67 lakhs to ₹31,368.26 lakhs, following the equity issue in August 2025. In the ordinary course, a doubling of the capital base would depress return on net worth materially in the year of issue, because the new capital is available for only part of the year and is not immediately productive. That return on net worth



Management Discussion and Analysis

was nevertheless maintained reflects the fact that profit after tax more than doubled over the same period.

### 09 Internal Control Systems and their Adequacy

The Company maintains internal control systems commensurate with the nature, size and complexity of its operations. In an aviation business, internal control extends considerably beyond the financial domain: the controls that matter most are those governing whether an aircraft is airworthy, whether a crew is legally and physically fit to operate, and whether a mission may be dispatched.

**Operational and airworthiness controls**

- **Continuing airworthiness:** Managed in-house under a DGCA-approved Continuing Airworthiness Management Exposition prepared in accordance with CAR-M. All maintenance and airworthiness activity is monitored on a continuing basis for both compliance and effectiveness.
- **Quality assurance:** A dedicated quality department operating under a documented quality policy and annual quality plan, with audits conducted by personnel certified in CAR-M, CAR-145, safety management systems and human factors. The quality function reports independently of commercial functions.
- **Contractor oversight:** Maintenance performed by third-party organisations is supervised against both contractual and regulatory standards. Delegation of the work does not delegate the responsibility.
- **Flight dispatch and duty time**: Mission authorisation is subject to verification of aircraft airworthiness status, crew licensing and currency, flight duty time limitations, permits and clearances.

**Financial and compliance controls**

- **Authorisation and approval:** Defined authority limits govern expenditure commitment, contracting and payment. Transactions are recorded and reported in accordance with applicable accounting standards.
- **Statutory audit:** The financial statements are audited by the Company's statutory auditors, whose report for the year ended 31 March 2026 was unmodified.
- **Independent monitoring of issue proceeds:** Utilisation of issue proceeds is verified quarterly by CARE Ratings Limited as monitoring agency, supported by chartered accountant and management certification, and reported to the National Stock Exchange. The agency's observations, including adverse observations, are placed before the Board and disclosed to the exchange.
- **Board oversight:** The Board comprises six directors, of whom three are independent, with independent expertise in banking, corporate law and company secretarial practice, and quality audit.

### 10 Human Resources and Industrial Relations

As at March 31, 2026, the Company had 21 employees. The trained cabin crew complement stood at nine members during the year, against eight in FY 2024–25.

Our organisation conducting a technically complex, safety-critical operation across multiple jurisdictions, frequently at short notice. It functions because individuals carry wider briefs and greater personal accountability than the equivalent roles would carry in a larger operator. That is a genuine strength in terms of responsiveness and accountability, and a genuine dependency in terms of key personnel.

**Training and development**

- Regulatory currency. Continuing DGCA-compliant training across flight operations, cabin safety, engineering and airworthiness management, with certification maintained in CAR-M, CAR-145, safety management systems and human factors.
- Service standards. Cabin crew receive luxury hospitality training in addition to safety qualification, reflecting that the cabin experience is an integral part of the service rather than an adjunct to it.
- Capacity ahead of fleet. Crew and engineering capacity is being built in advance of aircraft induction. This creates cost without corresponding revenue in the intervening period and is accepted as a condition of safe expansion.

**Industrial relations**

Industrial relations remained cordial throughout the year. There were no material disputes or disruptions to operations arising from employee relations.

### 11 Outlook

Management does not offer earnings guidance. The following sets out the operating priorities for FY 2026–27 and the conditions on which their achievement depends.

**Operating priorities**

- Complete the fleet induction and achieve utilisation. The acquisition of aircraft is only the first half of the exercise. An inducted aircraft that does not fly is fixed cost without offsetting revenue — the precise inverse of the model the Company is building. Demand generation is being planned in parallel with each induction rather than following it.

# Management Discussion and Analysis

- Protect the operating margin as the fixed cost base grows. The dry lease model rewards utilisation and punishes idleness. The test of the thesis is whether the operating margin on revenue from operations continues to expand as the fleet enlarges, not merely whether revenue grows.
- Sustain the repeat-client base while widening it. Service consistency is the mechanism by which repeat revenue is generated, and consistency is what is most at risk during rapid scaling. Management monitors absolute repeat revenue and first-time client contribution separately.
- Scale the safety and quality function ahead of the fleet. A quality system built for a single-aircraft operation does not scale automatically. Capacity is being built in advance, and this is treated as a precondition of expansion rather than a consequence of it.

### 12 Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may constitute forward-looking statements within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events, and actual results could differ materially from those expressed or implied.

Important factors that could cause actual results to differ materially include, among others: changes in economic conditions in India and in the markets served; the availability and timing of aircraft deliveries; geopolitical developments affecting airspace availability and the movement of assets; changes in regulatory requirements including those of the Directorate General of Civil Aviation; movements in aviation fuel prices and foreign exchange rates; the availability and cost of qualified flight crew and engineering personnel; changes in demand for private charter services; disruption at key suppliers or service providers; and litigation or other legal proceedings.

The Company assumes no obligation to publicly amend, modify or revise any forward-looking statement on the basis of any subsequent development, information or event, except as required by applicable law. Readers are cautioned not to place undue reliance on forward-looking statements.



# Notice Convening The 6th Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT THE SIXTH (6TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF FLYSBS AVIATION LIMITED ("COMPANY") WILL BE HELD ON TUESDAY, 29TH SEPTEMBER 2026 AT 12:30 PM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY**

**TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. **To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon**

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

   **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026 including the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement, together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted."

2. **To reappoint Mr. Kannan Ramakrishnan, Non-Executive Director (DIN: 08202306) who retires by rotation, and being eligible offers himself for reappointment**

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

   **"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, the applicable provisions of the Articles of Association of the Company, and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kannan Ramakrishnan, Non-Executive Director (DIN: 08202306), who retires by rotation at this Annual General Meeting and being eligible for re-appointment has given his consent to be re-appointed, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

   **RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby authorised to take such steps as may be necessary for obtaining necessary approvals, if any, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

**SPECIAL BUSINESS:**

3. **To appoint M/s. S.A.E. & Associates LLP, Practising Company Secretaries, as Secretarial Auditors of the Company**

   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 Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. S.A.E. & Associates LLP, Company Secretaries, firm registration number L2018TN004700 and holding valid peer review certificate issued by the Institute of Company Secretaries of India, be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years from FY 2025-2026 to FY 2029-2030 (both inclusive), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time.

   **RESOLVED FURTHER THAT** the Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **To increase the Borrowing Powers of the Company up to ₹500 crores**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   **"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, and in supersession of the Special Resolution previously passed by the Members of the Company under Section 180(1)(c) of the Act, whereby the Board of Directors of the Company was authorised

# Notice Convening The 6th Annual General Meeting

to borrow monies up to an overall limit of ₹300 Crores (Rupees Three Hundred Crores Only), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person authorised by the Board) to borrow from time to time, any sum or sums of money, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹500 Crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to borrow such monies on such terms and conditions and at such times as it may deem fit and to execute all such agreements, documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. **To approve revision in the remuneration payable to Mr. Ambashankar, Whole-Time Director and Chief Executive Officer**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198, 200, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, and the rules made thereunder, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and subject to such approvals, consents, permissions and sanctions as may be required under applicable laws, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Ambashankar (DIN: 08539946), Whole-Time Director and Chief Executive Officer of the Company, from the existing remuneration of ₹2,00,000/- (Rupees Two Lakhs Only) per month to remuneration of up to ₹5,00,000/- (Rupees Five Lakhs Only) per month, with immediate effect, together with such perquisites, allowances, benefits and other components of remuneration as may be approved by the Board of Directors, within the overall limits prescribed under the Act and the terms of his appointment.

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be subject to the applicable provisions of Sections 197 and 198 read with Schedule V and other applicable provisions of the Act and the rules made thereunder, and the applicable provisions of the SEBI LODR Regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Nomination and Remuneration Committee or any other Committee thereof or any person authorised by the Board) be and is hereby authorised to determine, vary, revise or modify the components, structure and manner of payment of the remuneration within the overall limits approved herein, subject to the applicable provisions of law.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, deeds and writings as may be necessary, proper, expedient or incidental to give effect to this resolution."

By order of the Board of Directors
**For FLYSBS AVIATION LIMITED**

**Sd/-**
**DEEPAK PARASURAMAN**
Managing Director
DIN:00699855

**Place** : Chennai
**Date** : September 01, 2026

**NOTES:**

1. The deemed venue for the 6th Annual General Meeting ("AGM") shall be the Registered Office of the Company situated at 3rd Floor, Indiqube Palmyra, Plot No. 16 (NP), SIDCO Industrial Estate, Ekkattuthangal, Guindy, Chennai-600032. The AGM is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility in compliance with



# Notice Convening The 6th Annual General Meeting

the applicable provisions of the Companies Act, 2013 ("Act"), the rules made thereunder, the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), as applicable.

The Company is providing a facility for participation in the AGM through VC/OAVM, which does not require physical presence of Members at a common venue.

The Notice of the AGM and the Annual Report for the financial year ended March 31, 2026 are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited ("RTA") or the Depository Participant(s), in accordance with the applicable provisions of law. Members who require a physical copy of the Annual Report and/or Notice of the AGM may request the same from the Company in accordance with the applicable provisions of law.

Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI LODR Regulations and SS-2, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and a facility for those Members participating in the AGM to cast their votes through the e-Voting system during the AGM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors and other persons entitled to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The Notice of the AGM and the Annual Report for the financial year ended March 31, 2026 are available on the website of the Company at https://sbsaviation.in/. The Notice can also be accessed on the website of NSE at www.nseindia.com and on the website of NSDL, the agency engaged for providing the remote e-Voting facility, at www.evoting.nsdl.com

6. Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-Voting or during the AGM.

7. The aforesaid Resolution / Authorisation shall be sent by mail to the Scrutinizer at srividhyakumar@eshwars.com with a copy to evoting@nsdl.com and to the Company at corporate@sbsaviation.in.

8. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Friday, September 25, 2026 at 9:00 A.M. and ends on Monday, September 28, 2026 at 5:00 P.M The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 22, 2026, may cast their vote electronically. The voting right of

# Notice Convening The 6th Annual General Meeting

shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2026.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>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 |
| | 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.<br>NSDL Mobile App is available on<br>App Store Google Play |

# Notice Convening The 6th Annual General Meeting

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, 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. |
| 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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode 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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.

# Notice Convening The 6th Annual General Meeting

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



Notice Convening The 6th Annual General Meeting

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to srividhyakumar@eshwars.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corporate@FlySBScargo.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corporate@sbsaviation.in. If you are an Individual shareholders holding securities in demat

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mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at corporate@sbsaviation.in. The same will be replied by the company suitably.

6. Speaker Registration: Members of the Company, holding shares as on the cut-off date i.e., September 22, 2026 and who would like to speak or express their views or ask questions during the AGM may register as speakers by sending their request from their registered e-mail address mentioning their Name, DP ID and Client ID/folio number, PAN, Mobile number corporate@sbsaviation.in from 9 A.M. (IST) on September 14, 2026 (Monday) till 5 P.M. (IST)ho have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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 system available during the AGM.

8. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



# Notice Convening The 6th Annual General Meeting

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to at evoting@nsdl.com or contact at toll free no. 022 - 4886 7000.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Prajakta Pawle, National Securities Depository Limited (NSDL) 301, 3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 or send an email to evoting@nsdl.com or call toll free no. 022 - 4886 7000

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")**

**ITEM NO. 3**

**To appoint M/s. S.A.E. & Associates LLP, Practising Company Secretaries, as Secretarial Auditors of the Company**

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations from financial year 2025-26 onwards, the appointment of Secretarial Auditor is required to be approved by the members in the AGM and a term of Secretarial Auditor shall be five years. In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of M/s. S.A.E. & Associates LLP, Company Secretaries, firm registration number L2018TN004700 and holding valid peer review certificate issued by the Institute of Company Secretaries of India, the Secretarial Auditors for a term of five (5) years i.e. from financial year 2025-26 to financial year 2029-30. Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Secretarial Auditor as a part of the explanatory statement to the notice are given below:

| S. No | Particulars | Disclosure |
|---|---|---|
| 1. | Name of Firm of Secretarial Auditors | M/s. S.A.E. & Associates LLP |
| 2. | Name of Auditors | Sri Vidhya Kumar |
| 3. | Financial year for which appointment is proposed | FY 2025-2026 to FY 2029-2030 (both inclusive) |
| 4. | Proposed Fees payable | As may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time |
| 5. | Terms of appointment | Five years |
| 6. | In case of new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change | N.A |
| 7. | Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed. | While recommending M/s. S.A.E. & Associates LLP for appointment, the Board and the Audit Committee evaluated various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., The firm is primarily engaged in areas of secretarial audit, corporate advisory services, due diligence, compliance management etc.<br>M/s. S.A.E. & Associates LLP have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and have expressed their willingness to accept the appointment upon approval. |

# Notice Convening The 6th Annual General Meeting

**ITEM NO. 4**

**TO INCREASE THE BORROWING POWERS OF THE COMPANY UP TO ₹500 CRORES**

The Company, in the ordinary course of its business, requires funds from time to time for meeting its working capital requirements, capital expenditure, acquisition and induction of aircraft, expansion of business operations, strategic initiatives, refinancing of existing borrowings and other general corporate purposes.

Considering the Company's existing and anticipated business requirements and future expansion plans, it is proposed to enhance the borrowing powers of the Board of Directors to an aggregate amount of up to ₹500 Crores (Rupees Five Hundred Crores Only).

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the company, exceeds the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business, except with the consent of the Members of the Company by way of a Special Resolution.

Accordingly, approval of the Members is sought to authorise the Board to borrow monies from time to time up to an overall limit of ₹500 Crores, notwithstanding that the aggregate amount of the borrowings of the Company may exceed the aggregate of its paid-up share capital, free reserves and securities premium, excluding temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

The proposed enhanced borrowing limit will provide the Company with the necessary financial flexibility to meet its funding requirements and support its business expansion and growth plans.

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

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding or interest, if any, in the Company.

**ITEM NO. 5**

**TO APPROVE REVISION IN THE REMUNERATION PAYABLE TO MR. AMBASHANKAR, WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER**

The Board of Directors, at its meeting held on September 01, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), considered and approved the proposal for revision in the remuneration payable to Mr. Ambashankar, Whole-Time Director and Chief Executive Officer of the Company, subject to the approval of the Members of the Company and such other approvals as may be required under applicable laws.

In view of the increased responsibilities entrusted to the Whole-Time Director and Chief Executive Officer, his contribution to the growth and development of the Company, the scale of operations and the business requirements of the Company, the NRC has recommended revision in his remuneration.

Accordingly, it is proposed to revise the maximum monthly remuneration payable to Mr. Ambashankar from ₹2,00,000/- (Rupees Two Lakhs Only) per month to up to ₹5,00,000/- (Rupees Five Lakhs Only) per month, with immediate effect.

The NRC, while recommending the revision in remuneration, has considered the responsibilities entrusted to the Whole-Time Director and Chief Executive Officer, his qualifications, experience, expertise, contribution to the Company's operations and business growth, the scale of the Company's business and such other factors as it considered relevant.

The Board of Directors, based on the recommendation of the NRC, is of the view that the proposed revision in remuneration is commensurate with the responsibilities and duties entrusted to the Whole-Time Director and Chief Executive Officer and is in the best interests of the Company.



# Notice Convening The 6th Annual General Meeting

The proposed remuneration shall be subject to the applicable provisions of Sections 197 and 198 read with Schedule V to the Act and other applicable provisions of law. In the event the Company has no profits or its profits are inadequate in any financial year during the tenure of the appointment, the remuneration payable to the Managing Director / Whole-Time Director shall be governed by the applicable provisions of Schedule V to the Act and other applicable provisions of law, as amended from time to time.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

**Interest of Directors and Key Managerial Personnel**

Mr. Ambashankar is concerned or interested in the proposed resolution to the extent of the remuneration proposed to be paid to him.

His relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their relationship with him.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Pursuant to Secretarial Standard–2 on General Meetings, the particulars of Mr. Ambashankar are provided below:

| Particulars | Details |
|---|---|
| Name | Mr. Ambashankar |
| DIN | 08539946 |
| Brief resume of the director | Mr. Ambashankar is the Whole-Time Director, Chief Executive Officer and Promoter of the Company. He holds a bachelor's degree in arts from the University of Madras and has extensive experience with leading brands: Mercedes-Benz, Emirates Trading Agency, and Tata Finance and has successfully established and grown the Shreshtha Business Solutions Group.<br>He has been associated with the Company since December 2023 and oversees the operations of the Company. |
| Age | 56 years |
| Qualifications | Holds a bachelor's degree in arts from the University of Madras |
| Nature of expertise in specific functional areas | He has extensive experience in the retail and luxury automobile industry, having successfully established and grown the Shreshtha Business Solutions Group. He oversees the operations of the Company and brings experience in business management and operations. |
| Disclosure of inter-se relationships between directors and KMP | None |

# Notice Convening The 6th Annual General Meeting

| Particulars | Details |
|---|---|
| Entities in which he holds directorship and committee membership | **Directorships:**<br>**Company:**<br>- FlySBS Aviation Limited<br>- Flyaster Aviation Private Limited<br>- Flyaeon Aviation Private Limited<br>- Chryseum Corporate Services Private Limited<br>**LLP:**<br>- Shreshtha Business Solutions LLP<br>**Committee Membership:**<br>FlySBS Aviation Limited<br>- Corporate Social Responsibility Committee<br>- Borrowings Committee |
| Listed entities from which he has resigned in the past three years | Nil |
| Shareholding in the Company as on 31.03.2026 | 42,999 Equity Shares. |
| Remuneration proposed to be paid | As may be approved by the Members pursuant to the resolution set out in the Notice, subject to the applicable provisions of the Companies Act, 2013. |
| Key terms and conditions of appointment | Mr. Ambashankar was appointed as Whole-Time Director and Chief Executive Officer for a period of 5 years with effect from 1 September 2024 subject to the applicable provisions of the Companies Act, 2013 and the terms and conditions approved by the Board and Members. |
| Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended | Date of first appointment to the Board: 30 December 2023 in the present continuous tenure as Whole- Time Director; subsequently designated as Whole- Time Director and Chief Executive Director with effect from 1 September 2024.<br>Last drawn remuneration: ₹24 lakhs during FY 2024-25, as publicly reported.<br>Number of Board meetings attended during FY 2025-26: 100% attendance |
| Skills and capabilities required for the role and the manner in which he meets such requirements | The role requires business management, operational, financial, oversight, strategic planning, leadership and industry/business development capabilities. Mr. Kannan Ramakrishnan meets these requirements through his extensive experience in the retail and luxury automobile industry, his experience in establishing and growing the SBS Group, and his responsibility for overseeing the operations of the Company. |

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE 6TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 (SS-2):**

The details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are furnished below:

**Item No. 2: Re-appointment of Mr. Kannan Ramakrishnan (DIN: 08202306) as Director, retiring by rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Kannan Ramakrishnan, Director of the Company, is liable to retire by rotation at the 6th Annual General Meeting and, being eligible, offers himself for re-appointment.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings, the particulars of Mr. Kannan Ramakrishnan are provided below:



Notice Convening The 6th Annual General Meeting

| Particulars | Details |
|---|---|
| Name | Mr. Kannan Ramakrishnan |
| DIN | 08202306 |
| Brief resume of the director | Mr. Kannan Ramakrishnan is the Non- executive Director and Promoter of the Company. He is a Science Graduate from St. Joseph's College, Tiruchirapalli. He has extensive experience in the retail and luxury automobile industry and has successfully established and grown the Shreshtha Business Solutions Group. He has been associated with the Company since August 2020 and brings extensive leadership and operational experience. |
| Age | 55 years |
| Qualifications | Science Graduate from St. Joseph's College, Tiruchirapalli |
| Nature of expertise in specific functional areas | He has two decades of experience various fields like Logistics, Aviation, retail and luxury automobile industry. He brings valuable business acumen and strategic perspective to the Board. |
| Disclosure of inter-se relationships between directors and KMP | None |
| Entities in which he holds directorship and committee membership | **Directorships:**<br>**Company:**<br>- Afcom Holdings Limited<br>- FlySBS Aviation Limited<br>- Flyaster Aviation Private Limited<br>- Flyaeon Aviation Private Limited<br>- Chryseum Corporate Services Private Limited<br>**LLP:**<br>- Shreshtha Business Solutions LLP<br>**Committee Membership:**<br>**Afcom Holdings Limited**<br>- Stakeholders' Relationship Committee<br>- Corporate Social Responsibility Committee<br>- Borrowings Committee,<br>**FlySBS Aviation Limited**<br>- Audit Committee<br>- Nomination and Remuneration Committee<br>- Stakeholders' Relationship Committee<br>- Corporate Social Responsibility Committee<br>- Borrowings Committee |
| Listed entities from which he has resigned in the past three years | Nil |

# Notice Convening The 6th Annual General Meeting

| Particulars | Details |
|---|---|
| Shareholding in the Company as on 31.03.2026 | 1,97,796 Equity Shares. |
| Remuneration proposed to be paid | He is a Non-Executive Director liable to retire by rotation. No sitting fees were paid to him for attending meetings of the Board and Committees thereof, and no remuneration is proposed to be paid to him. |
| Key terms and conditions of appointment | Liable to retire by rotation as per the Companies Act, 2013 |
| Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended | First appointed on August 07, 2020;<br>Last drawn remuneration: Not Applicable;<br>Number of Board meetings attended during FY 2025-26: 100% attendance |
| Skills and capabilities required for the role and the manner in which he meets such requirements | The role requires business management, operational, financial, oversight, strategic planning, leadership and industry/business development capabilities. Mr. Kannan Ramakrishnan meets these requirements through his extensive experience in the retail and luxury automobile industry, his experience in establishing and growing the SBS Group, and his responsibility for overseeing the operations of the Company. |



# Board's Report

Dear Members,

The Board of Directors hereby submits the report of the business and operations of our Company, **FlySBS Aviation Limited ("Company" or "FlySBS"),** along with the audited financial statements, for the financial year ended March 31, 2026 (FY 2025-26).

## 1. FINANCIAL SUMMARY AND HIGHLIGHTS

(In Lakhs)

| Particulars | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Revenue from Operations | 31,853.23 | 19,389.56 |
| Other Income | 1,558.91 | 148.82 |
| Total Income | 33,412.14 | 19,538.38 |
| Total Expenses | 25,320.63 | 15,638.60 |
| Profit Before Tax (PBT) | 8,091.51 | 3,899.78 |
| Net Profit After Tax (PAT) | 6,077.34 | 2,840.61 |
| Basic / Diluted EPS (₹) | 38.76 | 24.65 |
| Net Worth (Share Capital + Reserves) | 31,368.26 | 15,037.67 |
| Total Assets | 39,153.58 | 19,183.58 |
| Net Cash from Operating Activities | 3,154.22 | 54.63 |
| Closing Cash & Bank Balance | 6,524.12 | 4,982.50 |

In FY 2025-26, for the year ended 31st March 2026, the Company achieved revenue from operations of ₹31,853.23 lakhs, compared to ₹19,389.56 lakhs in the previous year, reflecting strong growth. Including other income of ₹ 1,558.91 lakhs, as against ₹148.82 lakhs in the previous year, the total income stood at ₹33,412.14 lakhs, compared to ₹19,538.38 lakhs reported in the previous year.

Total expenses amounted to ₹25,320.63 lakhs, up from ₹15,638.60 lakhs in the previous year, driven mainly by higher operating costs and increased employee benefit expenses. After accounting for expenses, the Company recorded a Profit Before Tax of ₹8,091.51 lakhs, compared to ₹3,899.78 lakhs reported in the previous year.

Post tax provisions of ₹2,014.17 lakhs as compared to ₹1,059.17 lakhs in the previous year, the Net Profit for the year was ₹6,077.34 lakhs, which is a significant improvement over ₹2,840.61 lakhs in the previous year. Earnings per share (EPS) improved to ₹38.76, up from ₹24.65 in the previous year.

On the balance sheet front, the Company's Net Worth stood at ₹31,368.26 lakhs as on 31st March 2026, marking a sharp increase from ₹15,037.67 lakhs in the previous year, driven by internal accruals and equity infusion. Total assets rose to ₹39,153.58 lakhs, compared to ₹19,183.58 lakhs in the previous year.

Cash flow from operations remained positive at ₹3,154.22 lakhs, compared to ₹54.63 lakhs recorded in the previous year. The overall cash position increased to ₹6,524.12 lakhs from ₹4,982.50 lakhs in the previous year, supported by improved operating performance and financing activities.

**Details of utilisation of proceeds from Initial Public Offer (IPO):**

The Company got Listing Approval from NSE for Initial Public Offer of its Equity Shares of face value of Rs. 10/- each on August 08, 2025. The Company has issued 45,57,000 Equity Shares of Rs. 10/- each at a premium of Rs. 215/- each by way of Initial Public Offer ("IPO") and got listed on NSE SME Platform of National Stock Exchange of India Limited on August 08, 2025. Accordingly, these Audited Financial Statements for the year ended March 31, 2026 are drawn in accordance with the Regulations 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended.

# Board's Report

The details of utilisation of IPO proceeds as on March 31, 2026 is as follows:

| Objects of the Issue (₹ in Lakhs) | Amount allocated for the object | Amount utilized upto March 31, 2026 | Balance available in Bank Account |
|---|---|---|---|
| Funding Capital Expenditure towards acquisition of 6 Pre-Owned Aircraft on long term dry lease basis | 8,047.24 | 6,881.57 | 1,165.67 |
| Prepayment/Repayment, in full or part, certain outstanding borrowings availed by the Company. | 727.60 | 727.60 | - |
| Issue related expenses | 499.09 | 499.09 | - |
| General corporate expenses | 979.32 | 909.50 | 69.82 |
| **Total** | **10,253.25** | **9,017.76** | **1,235.49** |

2. **REVIEW OF OPERATIONS AND THE STATE OF THE COMPANY'S AFFAIRS**

The Company is engaged in the business of providing private, non-scheduled air charter services from India, focusing on delivering seamless air travel solutions to elite clientele. The Company is DGCA approved Non-Scheduled Airline Operator holding a valid Air Operator Permit. Our customer base includes entrepreneurs, senior corporate executives, politicians, diplomats, celebrities, and other VIPs, all of whom require tailored services to meet their specific travel needs. These demands often encompass flexible flight schedules, access to exclusive destinations, premium luxury amenities, privacy, and stringent security protocols. Our charter services cater to a range of specific travel needs, such as direct travel convenience, multi-destination within tight timeframes, or access to locations lacking commercial flight connectivity. Additionally, our services are frequently sought for critical purposes like medical emergencies, key business meetings, promotional events, and other high-priority engagements.

Our Company currently provides private air-chartering services in India with operating base located in Chennai, Tamil Nadu. We offer comprehensive air chartering services, operating dynamically across domestic and international routes. We have successfully flown clients to diverse destinations worldwide, spanning six continents. This includes routes to the far east in Japan, the Middle East, New Zealand, the Arctic regions of Europe and North America, and as far as Mauritania in Africa. Our operational reach demonstrates our ability to connect clients with a wide array of global destinations, fulfilling their unique travel requirements.

3. **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

Except as disclosed elsewhere in this Report, there have been no material changes and commitments affecting the financial position of the Company.

Further we would like to bring to your attention to the fact that the Company's equity shares are listed on the National Stock Exchange of India Limited ("NSE") EMERGE Platform on August 8, 2025.

4. **DIVIDEND**

Considering future growth prospects for the Company, the Board of Directors decided to retain the profits earned and therefore does not recommend any dividend for the FY 2025-26.

5. **TRANSFER TO RESERVES**

The Company has transferred Rs. 6,077.34 Lakhs to the General Reserve for the FY 2025-26.

6. **CHANGE IN THE NATURE OF THE BUSINESS**

During the FY 2025-26, there was no change in the nature of Business of the Company and continues to be in the same line of business as per the main object of the Company.





# Board's Report

7. **COST AUDIT**

The provision of section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014 and Rule 14 of the Companies (Audit and Auditor) Rules, 2014 are not applicable to your Company.

8. **SUBSIDIARY COMPANY, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the financial year under review, a Dubai subsidiary named FlySBS Aviation LLC was incorporated in February 2026.

9. **CAPITAL STRUCTURE OF THE COMPANY**

a. **Authorised Capital**

During the financial year 2025-26, the authorised capital of the Company remained intact as Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) Equity shares of 10/-(Rupees Ten) each.

b. **Paid-Up Capital**

During the financial year 2025-26, due to Initial Public Offer ("IPO"), the Paid-up share capital of the Company increased from 12,74,67,510 (Rupees Twelve Crores Seventy-Four Lakhs Sixty-Seven Thousand Five Hundred and Ten only) divided into 1,27,46,751 (One Crore Twenty-Seven Lakhs Forty-Six Thousand Seven Hundred and Fifty-one) equity shares of Rs. 10 (Rupees Ten only) each to 17,30,37,510 (Rupees Seventeen Crore Thirty Lakhs Thirty Seven Thousand Five Hundred and Ten only) divided into 1,73,03,751 (One Crore Seventy Three Lakhs Three Thousand Seven Hundred and Fifty One only) equity shares of Rs.10/-(Rupees Ten) each.

10. **DEPOSITS**

The Company has not accepted or renewed any deposits falling within the purview of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, during the year under review. However, the Company has filed Form DPT-3 in respect of certain amounts classified as 'not deposits', in compliance with Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, no disclosures are required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.

11. **BORROWINGS**

As on March 31, 2026, an amount of Rs. 3,665.62 Lakhs was outstanding towards borrowings, which comprises of both secured and unsecured loans.

12. **ISSUE OF SHARES, INCLUDING DISCLOSURE ABOUT ESOP AND SWEAT EQUITY SHARE**

a. **Buy Back of Securities**

The Company has not bought back any of its securities during the year under review.

b. **Sweat Equity**

The Company has not issued any Sweat Equity Shares during the year under review.

c. **Bonus Shares**

The Company has not issued any Bonus Shares during the year under review.

d. **Employees Stock Option Plan**

The Company has not granted any Employee Stock Option Plan during the year under review.

e. **Initial Public Offer ("IPO")**

The Company completed its Initial Public Offer (IPO) and its equity shares were listed on the NSE EMERGE Platform on August 08, 2025 as disclosed elsewhere in this Report.

f. **Issue of equity shares with differential rights as to dividend, voting or otherwise**

The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.

g. **Issue of shares (including sweat equity shares) to employees of the Company under any scheme**

The Company has not issued any shares (including sweat equity shares) to employees of the Company under any scheme.

13. **CORPORATE GOVERNANCE**

As per regulation 15(2) of the Listing Regulation, the Compliance with the Corporate Governance provisions shall not apply in respect of the following class of the Companies:

# Board's Report

- Listed entity having paid up equity share capital not exceeding Rs. 10 Crore and Net worth not exceeding 25 Crore, as on the last day of the previous financial year;
- Listed entity which has listed its specified securities on the SME Exchange.

Since our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance were not applicable to the Company and it does not form the part of the Annual Report for FY 2025-26.

Additionally, Regulation 34(3) and Schedule V Para C and Para E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) are not applicable to the Company.

**14. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS**

**a. Board Members**

| S. No. | DIN | Name | Designation |
|---|---|---|---|
| 1 | 00699855 | Capt. Deepak Parasuraman | Managing Director |
| 2 | 08202306 | Mr. Kannan Ramakrishnan | Non-Executive Director |
| 3 | 08539946 | Mr. Amba Shankar | Whole-Time Director & Chief Executive Officer |
| 4 | 10835371 | Mr. Raghavan Vaidhyanathan | Independent Director |
| 5 | 10813726 | Mr. Krishnamurthy Raghuram | Independent Director |
| 6 | 10710588 | Ms. Mohan Divya | Independent Director |

**b. Board Meetings**

The Board of the Company meets regularly to discuss various Business opportunities. Additional Board meetings are convened, as and when required to discuss and decide on various business policies, strategies and other businesses. Additionally, the board has also constituted management committee to carry out day-to-day activities and for taking prompt decisions/actions, efficient management and better administration and co-ordination.

**The Company had 14 Board meetings during the financial year under review on:**

| S. No. | Date of Meeting | Board Strength | No. of Directors present |
|---|---|---|---|
| 1. | April 08, 2025 | 6 | 6 |
| 2. | April 19, 2025 | 6 | 6 |
| 3. | April 29, 2025 | 6 | 6 |
| 4. | July 15, 2025 | 6 | 5 |
| 5. | July 22, 2025 | 6 | 5 |
| 6. | July 24, 2025 | 6 | 5 |
| 7. | July 25, 2025 | 6 | 5 |
| 8. | July 31, 2025 | 6 | 5 |
| 9. | August 05, 2025 | 6 | 5 |
| 10. | August 06, 2025 | 6 | 5 |
| 11. | August 19, 2025 | 6 | 6 |
| 12. | November 14, 2025 | 6 | 6 |
| 13. | December 01, 2025 | 6 | 6 |
| 14. | February 12, 2026 | 6 | 6 |



# Board's Report

The time gap between two consecutive Board meetings was less than 120 days and the necessary quorum as per the Act and the Listing Regulations was also present in all the meetings.

**c. Independent Directors**

| S. No. | DIN | Name | Designation |
|---|---|---|---|
| 1 | 10835371 | Mr. Raghavan Vaidhyanathan | Non-Executive Independent Director |
| 2 | 10813726 | Mr. Krishnamurthy Raghuram | Non-Executive Independent Director |
| 3 | 10710588 | Ms. Mohan Divya | Non-Executive Independent Director |

The Company has received necessary declaration from each Independent Director of the Company under the provisions of Section 149(7) of the Act and applicable provisions of the Listing Regulations, that they meet the criteria of independence as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the criteria of independence as provided under the Act, Rules made thereunder read with applicable provisions of the Listing Regulations, and they are independent of the management and also possess requisite qualifications, experience, and expertise and hold highest standards of integrity. Further, there has been no change in the circumstances affecting their status as Independent Directors of the Company. The Board has taken on record the declarations of the Independent Directors, after undertaking due assessment of the veracity of the same.

**d. Familiarization Program for Independent Directors**

All Directors including Independent Directors are made familiar with their rights, roles and responsibilities in the Company at the time of appointment and also on a recurring basis.

**e. Resignation, Cessation and Changes in Key Managerial Personnel**

During the year under review, none of the Directors or Key Managerial Personnel have tendered their resignation and no person was appointed as a Director or Key Managerial Personnel of the Company.

Further, none of the Directors of your Company are disqualified as per the provisions of Section 164(2) of the Companies Act, 2013. Your directors have made necessary disclosures, as required, under various provisions of the Companies Act, 2013 and listing regulations.

**f. Committees of the Board**

The Company has constituted the following Committees of the Board of Directors:

**i. Audit Committee**

Pursuant to the provisions of Section 177 of the Companies Act, 2013, Composition of the Audit Committee is as follows:

| S. No. | Name | Designation |
|---|---|---|
| 1 | Mr. Raghavan Vaidhyanathan | Chairperson |
| 2 | Mr. Kannan Ramakrishnan | Member |
| 3 | Mr. Krishnamurthy Raghuram | Member |

Your Company has in place Whistle Blower Policy approved by Board of Directors in compliance with the provisions of Section 177 (10) of the Companies Act, 2013.

# Board’s Report

ii. **Nomination and Remuneration Committee**

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Composition of the Nomination and Remuneration Committee is as follows:

| S. No. | Name | Designation |
|---|---|---|
| 1 | Mr. Raghavan Vaidhyanathan | Chairperson |
| 2 | Mr. Kannan Ramakrishnan | Member |
| 3 | Ms. Mohan Divya | Member |

iii. **Stakeholders Relationship Committee**

Pursuant to the provisions of section 178(5) of the Companies Act, 2013, Composition of the Stakeholders Relationship Committee is as follows:

| S. No. | Name | Designation |
|---|---|---|
| 1 | Mr. Raghavan Vaidhyanathan | Chairperson |
| 2 | Capt. Deepak Parasuraman | Member |
| 3 | Mr. Kannan Ramakrishnan | Member |

iv. **Corporate Social Responsibility Committee**

Pursuant to the provisions of section 135 of the Companies Act, 2013, Composition of the Corporate Social Responsibility Committee is as follows:

| S. No. | Name | Designation |
|---|---|---|
| 1 | Mr. Kannan Ramakrishnan | Chairperson |
| 2 | Mr. Ambashankar | Member |
| 3 | Mr. Krishnamurthy Raghuram | Member |

v. **Borrowings Committee**

Based on the requirement by the Management, a Borrowings Committee was constituted under the Powers of the Board pursuant to the provisions of Section 179 of the Companies Act, 2013 in the Board meeting held on November 14, 2025. Composition of the Borrowings Committee is as follows:

| S. No. | Name | Designation |
|---|---|---|
| 1 | Capt. Deepak Parasuraman | Chairperson |
| 2 | Mr. Kannan Ramakrishnan | Member |
| 3 | Mr. Ambashankar | Member |

g. **Committee Meetings**

i. **During FY 2025-26, the Audit Committee met 9 times on April 08, 2025, April 19, 2025, July 15, 2025, July 22, 2025, July 24, 2025, July 25, 2025, November 11, 2025, December 01, 2025 and February 12, 2026. The attendance of committee is tabled below:**



Board’s Report

| S. No. | Date of Meeting | Mr. Raghavan Vaidhyanathan (Chairperson) | Mr. Kannan Ramakrishnan (Member) | Mr. Krishnamurthy Raghuram (Member) |
|---|---|---|---|---|
| 1. | April 08, 2025 | Present | Present | Present |
| 2. | April 19, 2025 | Present | Present | Absent |
| 3. | July 15, 2025 | Present | Present | Present |
| 4. | July 22, 2025 | Present | Present | Absent |
| 5. | July 24, 2025 | Present | Present | Present |
| 6. | July 25, 2025 | Present | Present | Present |
| 7. | November 11, 2025 | Present | Present | Present |
| 8. | December 01, 2025 | Present | Present | Present |
| 9. | February 12, 2026 | Present | Present | Present |

ii. **During the FY 2025-26, the Nomination and Remuneration Committee met 3 times on April 08, 2025, July 15, 2025 and November 14, 2025. The attendance of the committee is as tabled below:**

| S. No. | Date of Meeting | Mr. Raghavan Vaidhyanathan (Chairperson) | Mr. Kannan Ramakrishnan (Member) | Ms. Mohan Divya (Member) |
|---|---|---|---|---|
| 1 | April 08, 2025 | Present | Present | Present |
| 2 | July 15, 2025 | Present | Present | Present |
| 3 | November 14, 2025 | Present | Present | Present |

iii. **During the FY 2025-26, the Stakeholders Relationship Committee met 1 time on March 27, 2026. The attendance of the committee is as tabled below:**

| S. No. | Date of Meeting | Mr. Raghavan Vaidhyanathan (Chairperson) | Capt. Deepak Parasuraman (Member) | Mr. Kannan Ramakrishnan (Member) |
|---|---|---|---|---|
| 1 | March 27, 2026 | Present | Present | Present |

iv. **During the FY 2025-26, the Corporate Social Responsibility Committee met 2 times on February 12, 2026 and March 27, 2026. The attendance of the committee is as tabled below:**

| S. No. | Date of Meeting | Mr. Kannan Ramakrishnan (Chairperson) | Mr. Amba Shankar (Member) | Mr. Krishnamurthy Raghuram (Member) |
|---|---|---|---|---|
| 1 | February 12, 2026 | Present | Present | Present |
| 2 | March 27, 2026 | Present | Present | Present |

# Board's Report

v. **During the FY 2025-26, the Borrowings Committee met 2 times on November 25, 2025 and February 25, 2026. The attendance of the committee is as tabled below:**

| S. No. | Date of Meeting | Capt. Deepak Parasuraman (Chairperson) | Mr. Kannan Ramakrishnan (Member) | Mr. Amba Shankar (Member) |
|---|---|---|---|---|
| 1 | November 25, 2025 | Present | Present | Present |
| 2 | February 25, 2026 | Present | Present | Present |

**h. Board Diversity**

A diverse Board enables efficient functioning through differences in perspective and skill and also fosters differentiated thought processes at the back of varied industrial and management expertise, gender, knowledge and geographical background. The Company follows diverse Board structure.

i. **Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2026, are as under:

| S. No. | Name | Designation |
|---|---|---|
| 1 | Mr. S Sanjay | Chief Financial Officer |
| 2 | Mr. Saptharishi Narayanan | Company Secretary and Compliance Officer |

**j. Board Evaluation**

The Companies Act 2013 states that a formal annual evaluation needs to be made by the Board and Schedule IV of the Companies Act 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The performance of the Board was evaluated by the Board and after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information flow, frequency of meetings and functioning etc. The performance of the Committees was evaluated by the Board and after seeking inputs from the Committee Members. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings. The Chairman was also evaluated on the key aspects of his role. In a separate Meeting of Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated.

## 15. DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge, belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made for the same;

b) appropriate accounting policies have been selected and applied consistently, and have 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 as of 31st March 2026 and of the Profit of the Company for the year ended 31st March 2026;

c) proper and sufficient care have been taken for 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;



# Board's Report

d) the annual accounts have been prepared on a going concern basis;

e) The Internal Financial Controls had been laid down, to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

f) 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.

## 16. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, a Management Discussion and Analysis Report is attached to the Annual Report.

## 17. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013, are disclosed in the Notes to the Financial Statements.

## 18. RELATED PARTY TRANSACTIONS

With reference to Section 134(3)(h) of the Act, all contracts, and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were approved by the Audit Committee and wherever required, also by the Board of Directors.

Further, during the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' (i.e. transactions entered into individually or taken together with previous transactions during the financial year, exceeding rupees one thousand crore or ten percent of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower) according to the policy of the Company on materiality of Related Party Transactions.

The Company had entered transaction with related parties which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, hence the disclosure under Form AOC-2 is applicable to the Company and annexed herewith.

You may refer to Related Party transactions in Note No. 26 of the Standalone Financial Statements for more details.

## 19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company was required to spend an amount of Rs. 38.01 lakhs towards CSR activities during the financial year.

While the entire amount was not spent on CSR activities during the financial year ended 31st March 2026, the Company, in accordance with the second proviso to Section 135(5) of the Act, subsequently contributed an aggregate amount of ₹38.01 lakhs towards eligible CSR activities, comprising contributions to 'Public Health Care' during March 2026 and the 'Prime Minister's Citizen Assistance and Relief in Emergency Situations (PM CARES) Fund' during August 2026 which is covered under Schedule VII of the Act.

The transfer was made within the statutory timeline, i.e., on or before 30th September 2026, thereby ensuring full compliance with the applicable legal provisions.

The Annual Report on CSR activities and CSR compliance certificate by CFO is annexed and forms part of this report.

## 20. VIGIL MECHANISM / WHISTLE-BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has formulated a comprehensive Whistle-blower Policy in line with the provisions of Section 177(9) and Section 177(10) of the Companies Act, 2013 with a view to enable the stakeholders, including Directors, individual employees to freely communicate their concerns about illegal or unethical practices and to report genuine concerns to the Audit Committee of the Company. The mechanism provides adequate safeguards against victimisation of Directors or employees who avail of the mechanism. The Vigil Mechanism has been placed on the website of the Company.

## 21. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

# Board's Report

During the year under review, your Company had not received any complaint.

**22. WEBLINK FOR ANNUAL RETURN**

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2026, will be made available on the Company's website and can be accessed at https://sbsaviation.in/investors/corporate-announcements/annual-return/.

**23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

i. Your Company is taking utmost care to conserve energy wherever possible.

ii. There was no technology absorption during the year under review.

iii. The foreign exchange earnings and outgo during FY 2025-26 are as follows:

Foreign Exchange Earnings - Rs. 27,617.90 lakhs

Foreign Exchange Outgo - Rs. 19,689.44 lakhs

**24. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

The Business Responsibility and Sustainability Report pursuant to Regulation 34(2) (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company for the financial year ended on 31st March, 2026.

**25. MEETING OF INDEPENDENT DIRECTORS**

In terms of requirements under Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on March 25, 2026. The Independent Directors at the meeting, inter-alia, reviewed the following:

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Director.
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs ('IICA') towards the inclusion of their names in the data bank and they meet the requirements of proficiency self-assessment test. The Company has received declarations of independence in accordance with the provisions of the Act as well as the LODR Regulations from all the Independent Directors.

**26. ADEQUACY OF INTERNAL CONTROLS AND COMPLIANCE WITH LAWS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

**27. SECRETARIAL STANDARDS**

The Company has complied with the applicable provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

**28. REMUNERATION POLICY**

The Company has, on the recommendation of the Nomination & Remuneration Committee, framed and adopted a Nomination and Remuneration Policy in terms of the Section 178 of the Act. The policy, inter alia, lays down the principles relating to appointment, cessation, remuneration and evaluation of directors, key managerial personnel and senior management personnel of the Company. The Nomination & Remuneration Policy of the Company is available on the website of the Company.

**29. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES**

None of the Independent/Non-Executive Directors have any pecuniary relationship or transactions with the Company which in the judgment of the Board may affect the independence of the Director.



# Board's Report

**30. PARTICULARS OF EMPLOYEES**

The information required under Section 197 of the Companies Act, 2013 and the Rules made thereunder are as follows:

Number of employees as on the closure of financial year:

| | |
|---|---|
| Male | 16 |
| Female | 5 |
| Transgender | Nil |

In terms of the proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement containing the names and other particulars of employees drawing remuneration in excess of the limits prescribed under Rule 5(2) is available for inspection at the registered office of the Company during business hours. Any member interested in obtaining a copy thereof may write to the Company Secretary at the registered office of the Company.

Disclosure pursuant to section 197(12) of the companies act, 2013 read with rule 5(1) of the companies (appointment and remuneration of managerial personnel) rules, 2014 annexed herewith.

**31. AUDITORS**

**a. Statutory Auditors**

The shareholders of the Company at the 5th Annual General Meeting held on July 21, 2025 appointed M/s. A. John Moris & Co. (Firm Registration Number: 007220S), as the Statutory Auditors of the Company to hold office till conclusion of the 8th Annual General Meeting. The Company has received confirmation from them that their appointment is within the limits specified under the Act and are eligible to continue as Auditors of the Company.

**b. Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement of obtaining a Secretarial Audit Report in Form MR-3 is applicable to every listed Company and such public companies which meet the prescribed thresholds of paid-up share capital or turnover. Therefore, M/s. S.A.E & Associates, LLP was appointed in the board meeting of the company held on 12.02.2025 to perform the duties of the Secretarial Auditors and the shareholders appointment is proposed at this ensuing Annual General Meeting. The aforementioned Secretarial Audit Report is annexed herewith.

**c. Internal Auditors**

M/s. KRMM & Associates (Firm Registration Number: 020764S) performs the duties of Internal Auditors of the Company.

**32. AUDITORS' REPORT**

There are no disqualifications, reservations, adverse remarks or disclaimers in the auditor's report and secretarial auditor's report. The Auditors have not reported any frauds under sub-section (12) of section 143 of the Companies Act, 2013.

**33. MAINTENANCE OF COST RECORDS**

The Central Government has not prescribed the maintenance of Cost Records under Section 148(1) of the Companies Act, 2013 for the Company.

**34. RISK MANAGEMENT POLICY**

The Company has a Risk Management Policy towards Operations and Administrative affairs of the Company. The Directors review the Policy at regular intervals of time and ensure proper implementation of the Policy.

**35. LISTING OF EQUITY SHARES**

Our Company's shares were listed with National Stock Exchange of India Limited (NSE EMERGE platform) on August 08, 2025.

During the financial year 2025-26 under review, your Company had listed 45,57,000 equity shares issued through IPO with NSE.

Your Company has paid the requisite Annual Listing Fees for FY 2025-26.

# Board's Report

**36. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has zero tolerance towards sexual harassment at the workplace. During FY 2025-26, the Company has not received any complaints of sexual harassment. The Company has formed Internal Complaint Committee to address issues pertaining to sexual harassment at workplace, during the period under the review no complaint has been received to Internal Complaint Committee. During FY 2025-26, there were no complaints received or pending.

Summary of sexual harassment complaints received and disposed of during the financial year:

| Particulars | Details |
|---|---|
| Number of complaints received in the year | NIL |
| Number of complaints disposed off during the year | NIL |
| Number of cases pending for more than ninety days | NIL |

**37. DISCLOSURE RELATING TO LOANS AND ADVANCES TO FIRMS / COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT**

During the financial year under review, your Company did not provide any loans / advances, to any Firms / Companies in which Directors are interested.

**38. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE FINANCIAL YEAR**

During the financial year under review, there is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

**39. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

During the financial year under review, our Company has not opted for any one-time settlement, hence disclosure under this clause is not applicable for the Company.

**40. GENERAL DISCLOSURE**

During the financial year under review, we have raised funds through Initial Public Offer (IPO).

Other than the above, there were no transactions requiring disclosure or reporting in respect of matters relating to:

a) issue of equity shares with differential rights as to dividend, voting or otherwise;

b) issue of shares (including sweat equity shares) to employees of the Company under any scheme;

c) instance of one-time settlement with any bank or financial institution.

**41. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE**

During the financial year under review, pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to certificate of non-disqualification of directors is not applicable to our Company as the Company has listed its specified securities on the SME Exchange but the company wishes to submit it voluntarily and annexed herewith.



# Board's Report

**42. COMPLIANCES WITH RESPECT TO THE MATERNITY BENEFIT ACT, 1961**

During the financial year under review, our Company has complied with provisions relating to The Maternity Benefit Act, 1961.

**43. ACKNOWLEDGMENTS**

Our Directors take this opportunity to acknowledge all stakeholders of the Company viz members, customers, suppliers, bankers, business partners/associates, financial institutions and various regulatory authorities for their consistent support/encouragement to the Company.

**For and on behalf of the Board of Directors**

**Sd/-**
**Capt. Deepak Parasuraman**
**Managing Director**
**DIN:00699855**

**Sd/-**
**Mr. Ambashankar**
**Whole-Time Director & Chief Executive Officer**
**DIN:08539946**

**Place: Chennai**
**Date: September 01, 2026**

# Annexure 1

**FORM NO. AOC.2**

**(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. The Company has not entered into any contract/arrangement with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arms length basis.
2. Details of material contracts or arrangement or transactions at arm's length basis

| S. NO | PARTICULARS | DETAILS |
|---|---|---|
| (a) | Name(s) of the related party and nature of relationship | Shreshtha Business Solutions LLP Enterprise having common director. |
| (b) | Nature of contracts/ arrangements/ transactions | Procurement of services |
| (c) | Duration of the contracts/arrangements/transactions | As and when the requirement arises |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | Rs. 28.82 Lakhs |
| (e) | Date(s) of approval / taken note by the Board, if any: | The transactions are at arm's length basis and in the ordinary course of business. Hence approval of the Board is not required. |
| (f) | Amount paid as advances, if any: | Rs. 171.48 Lakhs |

| S. NO | PARTICULARS | DETAILS |
|---|---|---|
| (a) | Name(s) of the related party and nature of relationship | Chryseum Corporate Services Pvt Limited- Enterprise having common director. |
| (b) | Nature of contracts/ arrangements/ transactions | Procurement of services |
| (c) | Duration of the contracts/arrangements/transactions | As and when the requirement arises |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | Rs. 446.60 Lakhs |
| (e) | Date(s) of approval / taken note by the Board, if any: | The transactions are at arm's length basis and in the ordinary course of business. Hence approval of the Board is not required. |
| (f) | Amount paid as advances, if any: | Nil |

**For and on behalf of the Board of Directors**

**Sd/-**
**Capt. Deepak Parasuraman**
**Managing Director**
**DIN: 00699855**



# Annexure 2

**Annexure to the Board's Report on Corporate Social Responsibility (CSR) Activities**
**For the Financial Year 2025–26**

1. **Brief Outline on the CSR Policy of the Company:**

   FlySBS Aviation Limited has adopted a Corporate Social Responsibility (CSR) Policy in line with Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014. The policy reflects the Company's commitment to conduct its business in an economically viable, socially equitable, and environmentally sustainable manner, while aligning with the expectations of stakeholders and statutory obligations.

   The CSR Policy outlines the Company's key focus areas, which include education and skill development, healthcare and nutrition, environmental sustainability, women empowerment, and rural development. All CSR activities are undertaken in accordance with Schedule VII of the Companies Act, 2013.

   During the financial year, the Company constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors on December 04, 2024, in accordance with Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014. The CSR Committee is responsible for, inter alia, formulating and reviewing the CSR Policy, recommending the CSR activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on CSR activities, and monitoring the implementation of CSR projects and compliance with applicable laws.

   CSR initiatives may be implemented directly or through registered implementing partners that meet statutory requirements. The policy also provides for structured monitoring and periodic review to ensure effectiveness and compliance. Disclosures relating to CSR expenditure and outcomes are made annually in the Board's Report and on the Company's website, as applicable.

2. **Composition of the CSR Committee:**

   The CSR Committee of the Company was constituted by the Board of Directors on December 04, 2024. The composition of the CSR Committee as on March 31, 2026, was as follows:

| Name of the Director | Designation | Category |
|---|---|---|
| Mr. Kannan Ramakrishnan | Chairman | Non-Executive Director |
| Mr. Ambashankar | Member | Whole-Time Director and Chief Executive Officer |
| Mr. Krishnamurthy Raghuram | Member | Independent Director |

   The CSR Committee functions in accordance with the terms of reference specified under Section 135 of the Companies Act, 2013, the Companies (CSR Policy) Rules, 2014, and the CSR Policy of the Company.

3. **Web-Link to the CSR Policy and Projects approved by the Board:**

   https://sbsaviation.in/investors/policies/

4. **Details of Impact Assessment of CSR Projects carried out (if applicable):**

   Not applicable as the average CSR obligation is less than ₹10 crore in the preceding three financial years.

5. **Details of the Amount Available for Set-Off in Pursuance of sub-rule (3) of Rule 7 of the CSR Rules, 2014 and Amount Required for Set-Off for the Financial Year, if any: N.A.**
6. **Average Net Profit of the Company for the Last Three Financial Years: ₹ 19,00,32,500/-**
7. **CSR Obligation for the Financial Year (2% of average net profits): ₹ 38,00,650/-**

# Annexure 2

8. CSR Amount Spent or Unspent for the Financial Year:

| Total Amount Spent (₹) | Total Amount Unspent (₹) |
|---|---|
| ₹ 38,00,650 | ₹ 0 |

9. Details of CSR Amount Spent Against Ongoing Projects for the Financial Year: N.A.

10. Details of CSR Amount Spent Against Other than Ongoing Projects for the Financial Year:

| Sl. No. | Name of Project | Local Area (Yes/No) | Location (State, District) | Amount Spent (₹) | Mode of Implementation – Direct (Yes/No) | Name of Implementing Agency (if any) |
|---|---|---|---|---|---|---|
| 1 | Contribution to PM CARES Fund (Govt. of India) | No | New Delhi (National) | ₹33,00,650/- | No | NA |
| 2 | Contribution to Public Health Centre | Yes | Chennai, Tamil Nadu | ₹5,00,000/- | No | NA |

11. Amount Spent in Administrative Overheads: ₹ 0/-

12. Amount Spent on Impact Assessment (if applicable): Not Applicable

13. Total CSR Expenditure for the Financial Year: ₹ 38,00,650/-

14. Excess Amount for Set-Off, if any:

| Sl. No. | Particulars | Amount (₹) |
|---|---|---|
| 1 | Two percent of average net profit of the last 3 FYs | 38,00,650 |
| 2 | Total CSR obligation for the FY | 38,00,650 |
| 3 | Total amount spent | 38,00,650 |
| 4 | Excess amount spent | - |
| 5 | Amount available for set-off | - |

15. Reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5): Not Applicable

16. CSR Responsibility Statement:

The Board of Directors of the Company confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

**For and on behalf of the FlySBS Aviation Limited**

**Sd/-**
**Capt. Deepak Parasuraman**
**Managing Director**
**(DIN: 00699855)**

**Date: September 1, 2026**
**Place: Chennai**

# Annexure 3

**CSR Compliance Certificate**

**1st September 2026**

To
The Board of Directors,
**FlySBS Aviation Limited,**
Plot no. 16 (NP), 3rd Floor, Indiqube Palmyra,
SIDCO Industrial Estate, Ekkatuthangal,
Chennai - 600032,
Tamil Nadu, India.

**Sub: Certification on Utilization of Funds Disbursed pursuant to Rule 4 of Companies (Corporate Social Responsibility Policy) Rules, 2014**

I, S Sanjay, Chief Financial Officer of FlySBS Aviation Limited ("the Company"), hereby certify that the total amount of ₹38,00,650/- disbursed by the Company towards Corporate Social Responsibility (CSR) for the financial year 2025-26 has been fully utilized on August 04, 2026 for the purpose and in the manner approved by the Board of Directors in their meeting held on February 12, 2026.

The contribution was made to the Public Health Centre in Chennai and Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund), in line with the Company's CSR Policy and the requirements under Section 135 of the Companies Act, 2013.

Details of CSR expenditure are as follows:

| Particulars | Amount (₹) |
|---|---|
| Amount Outlay (Budgeted) | 38,00,650 |
| Amount spent on the projects | 38,00,650 |
| Amount unspent | - |
| Excess amount spent | - |

This certificate is issued in accordance with the responsibilities entrusted to the financial management of the Company as part of its internal control and governance framework and in compliance with the applicable provisions of the Companies Act, 2013 and the CSR Rules thereunder.

I confirm that proper accounting records and utilization documentation have been maintained in support of the above.

Thanking you,
Yours faithfully,

**For FlySBS Aviation Limited**

**Sd/-**
**S Sanjay**
**Chief Financial Officer**

**Date: September 01, 2026**
**Place: Chennai**

# Annexure 4

**DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. **Ratio of the remuneration of each Director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year ended March 31, 2026**

| S. No. | Director | Ratio To Median Remuneration | Percentage Increase in Remuneration |
|---|---|---|---|
| 1 | Capt. Deepak Parasuraman, Managing Director | 6.88 | Nil |
| 2 | Mr. Amba Shankar, Whole-Time Director & Chief Executive Officer | 5.51 | Nil |
| 3 | Mr. Kannan Ramakrishnan, Non-Executive Director | No remuneration was paid during the financial year 2025-26. Therefore, the percentage increase is not applicable. | |
| 4 | Mr. Raghavan Vaidhyanathan, Independent Director | No remuneration was paid during the financial year 2025-26, except for sitting fees. Therefore, the percentage increase in remuneration is not applicable. | |
| 5 | Mr. Krishnamurthy Raghuram, Independent Director | No remuneration was paid during the financial year 2025-26, except for sitting fees. Therefore, the percentage increase in remuneration is not applicable. | |
| 6 | Ms. Mohan Divya, Independent Director | No remuneration was paid during the financial year 2025-26, except for sitting fees. Therefore, the percentage increase in remuneration is not applicable. | |
| 7 | Mr. S Sanjay, Chief Financial Officer | 7.68 | 10.50% |
| 8 | Mr. Saptharishi Narayanan, Company Secretary | 1.10 | Nil |

2. **Percentage increase in the median remuneration of employees in the financial year:** 25.11%

3. **The number of on the roll employees (non-billable) of the Company as on March 31, 2026:** 21

4. **Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** The average percentile increase in the salaries of employees other than managerial personnel during the last financial year was 5.26%, as compared to 6.27% increase in the remuneration of managerial personnel. The increase in managerial remuneration is based on the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors, as applicable, and is in accordance with the Company's Remuneration Policy. There were no exceptional circumstances for the increase in managerial remuneration.



# Annexure 4

5. **The key parameters for any variable component of remuneration availed by the directors:** The key parameters for the variable component of remuneration, if any, availed by the Directors and Key Managerial Personnel are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, in accordance with the Company's Remuneration Policy for Directors, Key Managerial Personnel and other Employees. Such parameters are based on the Company's performance as well as individual performance.

6. **Affirmations that the remuneration is as per the remuneration policy of the company:** Yes. The remuneration paid to the Directors, Key Managerial Personnel and other employees is in accordance with the Company's Remuneration Policy.

**For and on behalf of the Board of Directors**

**Sd/-**
**Capt. Deepak Parasuraman**
**Managing Director**
**DIN: 00699855**

# Annexure 5

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To
The Members,
**FLYSBS AVIATION LIMITED**
Plot no. 16 (NP), 3rd Floor, Indiqube Palmyra
SIDCO Industrial Estate, Ekkatuthangal, Guindy Industrial Estate
Chennai – 600032, Tamil Nadu

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by FlySBS Aviation Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Further, the Company listed its equity shares on the SME Platform of the National Stock Exchange of India Limited (NSE Emerge) on August 8, 2025. Consequently, the listing regulations became applicable to the Company with effect from the listing date. Accordingly, the listing compliances as applicable to the Company have been verified and reported for the period commencing from August 8, 2025, to March 31, 2026.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company does not have any Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the Review Period).



Annexure 5

e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Not applicable as the Company is not registered as a Registrar to an issue and as a Share transfer agent);

g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; (Not applicable to the Company during the Review Period).

i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Review Period).

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India relating to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2)

(ii) The Listing Agreements entered into by the Company with NSE Limited.

As represented by the Company, we report that the company has complied with the requirements under Directorate General of Civil Aviation.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above save as herein mentioned:

- The Company has not registered with Smart ODR Portal as mandated by the SEBI circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023. However, the company had made application to register itself with Smart ODR Portal on 30th April 2026 and is awaiting confirmation.

We further report that

The board of directors of the Company is duly constituted with proper balance of executive directors, non-executive directors, independent directors and Woman Director.

- Mr. Kannan Ramakrishnan, Non-Executive Non-Independent Director retired by rotation at the annual general meeting held on July 21, 2025 and was re-appointed.

Adequate notice is given to all directors to schedule the board meetings; notice, agenda and detailed notes on agenda were sent / tabled at the meeting, and a system exists for seeking and obtaining further information and clarifications on the agenda items before and at the meeting for meaningful participation at the meeting.

Decisions of the Board/Committee meetings are in consensus and results are recorded in minutes with suggestions / directions, if any, made in respect of any agenda item. We understand that there were no dissenting views for being captured in the minutes, during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, following were the events or actions, having a major bearing on the Company's affairs:

(i) The company has listed its equity share capital in NSE Emerge on 8th august 2025.

# Annexure 5

(ii) The Company has allotted 45,57,000 equity shares through IPO on August 6, 2025.

(iii) The Company incorporated a subsidiary in UAE in the name of FlySBS Aviation L.L.C Dubai on 3rd February 2026.

**For S.A.E & Associates LLP**
**Company Secretaries**

**Place: Chennai**
**Date: September 01, 2026**

**Sd/-**
**Sri Vidhya Kumar, Partner**
**FCS. No. 11114, C.P. NO. 20181**
**FRN: L2018TN004700**
**Peer Review Certificate No. 2822/2022**
**UDIN: F011114H001337549**

# Annexure 6

The Members,
**FLYSBS AVIATION LIMITED**
Plot no. 16 (NP), 3rd Floor, Indiqube Palmyra
SIDCO Industrial Estate, Ekkatuthangal, Guindy Industrial Estate
Chennai City Corporation, Chennai -600032
Tamil Nadu

**Our Secretarial Audit Report of even date is to be read along with this letter.**

1. It is the Management's Responsibility to maintain secretarial records, and to devise proper systems to ensure compliance with the provisions of all applicable laws, rules regulations and standards and to ensure that the systems are adequate and operate effectively. Our examination was limited to the verification of procedures on test basis.

2. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards, and procedures based on our audit.

3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For S.A.E & Associates LLP**
**Company Secretaries**

**Place: Chennai**
**Date: September 01, 2026**

**Sd/-**
**Sri Vidhya Kumar, Partner**
**FCS. No. 11114, C.P. NO. 20181**
**FRN: L2018TN004700**
**Peer Review Certificate No. 2822/2022**

# Annexure 7

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To
The Members,
**FLYSBS AVIATION LIMITED**
Plot no. 16 (NP), 3rd Floor, Indiqube Palmyra
SIDCO Industrial Estate, Ekkatuthangal, Guindy Industrial Estate
Chennai – 600032, Tamil Nadu

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Flysbs Aviation Limited having CIN L62200TN2020PLC136959 and registered office at Plot no. 16 (NP), 3rd Floor, Indiqube Palmyra, SIDCO Industrial Estate, Ekkatuthangal, Guindy Industrial Estate, Chennai – 600032, Tamil Nadu (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below as on the financial year ended March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of appointment in the Company |
|---|---|---|---|
| 1 | Deepak Parasuraman | 00699855 | 7 August 2020 |
| 2 | Kannan Ramakrishnan | 08202306 | 7 August 2020 |
| 3 | Ambashankar | 08539946 | 30 December 2023 |
| 4 | Mohan Divya | 10710588 | 21 November 2024 |
| 5 | Raghavan Vaidhyanathan | 10835371 | 21 November 2024 |
| 6 | Krishnamurthy Raghuram | 10813726 | 21 November 2024 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification of the records and disclosures. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S.A.E & Associates LLP**
**Company Secretaries**

**Place: Chennai**
**Date: September 01, 2026**

**Sd/-**
**Sri Vidhya Kumar, Partner**
**FCS. No. 11114, C.P. NO. 20181**
**FRN: L2018TN004700**
**Peer Review Certificate No. 2822/2022**
**UDIN: F011114H001337626**



# Independent Auditor's Report

**To the Members of FlySBS Aviation Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the financial statements of FlySBS Aviation Limited (Company), which comprise the balance sheet as at March 31, 2026, and the statement of Profit and Loss, the cash flow statements and the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its financial performance for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Information other than the Financial Statements and Auditor's Report thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

# Independent Auditor's Report

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. But not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**Emphasis of Matter**

Attention is provided to Point No. (xxiii) and (xxiv) of the Additional disclosures of the Financial Statements. Our opinion has not been modified due to this aspect.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order,2020 ("the Order"), issued by the Central Government of India in terms of subsection (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Cash flow and the Statement of changes in equity, dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statement of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) The Company does not have any Pending Litigations except for a demand raised towards GST, for which the company has filed an appeal with Appellate Authority (Joint Commissioner (Appeals)) under Central Goods and Services Tax Act, 2017 and Tamil Nadu Goods and Services Tax Act, 2017, relating to GST, Interest and Penalty amounting to Rs. 47.46 Lakhs for the Financial Year 2021-2022. The company has created a provision in its financials towards the same.

      (ii) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      (iv) In our opinion, we report that,

      a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

      (v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

      (vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023. Based on our examination, which included test checks,

# Independent Auditor's Report

the company has used accounting software for maintaining its books of account for the financial year ended 31 March, 2026 which has a feature of recording audit trail (Edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

h) The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

**For A. John Moris & Co.,**
**Chartered Accountants**
**FRN: 007220S**

**Sd/-**
**A. John Moris**
**Partner**
**M.No: 029424**
**UDIN: 26029424JBQIUQ9922**

**Place: Chennai**
**Date: May 26, 2026**



# Annexure "A" to the Independent Auditor's Report

**REPORT OF THE AUDITOR TO THE MEMBERS IN ACCORDANCE WITH THE COMPANIES (AUDITORS' REPORT) ORDER 2020**

**On the basis of the information and explanation given to us during the course of our audit, we report that:**

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of all Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible Assets.

(b) Pursuant to the company's programme of verifying fixed assets in a phased manner, physical verification of fixed assets was conducted during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us the company does not have any immovable properties, therefore there are no title deeds of immovable properties being held in the name of the company.

(d) The company has not revalued its Property, Plant, and Equipment during the year. Therefore, the provisions this Clause not applicable to the company.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management are appropriate. No material discrepancies were noticed on such verification.

(b) During the year, the company has been sanctioned working capital limits in excess of RS. 5 crores, in aggregate, from banks on the basis of current assets. The Company has filed quarterly returns or statements with such banks, and the details of those in comparison with the books of account, have been provided below:

| Quarter | Balance as per Books of Accounts (A) (in INR) | Balance as per Statement submitted to Banks (B) (in INR) | Difference (A-B) (in INR) | Reasons for Deviations |
|---|---|---|---|---|
| Q1 – (Apr – June) | 8,90,93,283/- | 8,86,84,192/- | 4,09,091/- | The information is provided to the extent it is adequate for obtaining the drawing power |
| Q2 – (July – Sep) | 14,50,25,000/- | 8,92,59,563/- | 5,57,65,437/- | |
| Q3 – (Oct – Dec) | 14,50,44,836/- | 14,50,44,836/- | Nil | |
| Q4 – (Jan – Mar) | 18,50,44,836/- | 14,54,07,448/- | 3,96,37,388/- | |

(iii) In our opinion and based on the information and explanation given to us the company has not made any investments or granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of this clause of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of our examination of the records, the company has not given any loans or provided any guarantee or security as specified under section 185 of The Companies Act, 2013 and the company has not provided any guarantee or security as specified under section 186 of The Companies Act, 2013.

(v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder to the extend notified.

# Annexure "A" to the Independent Auditor's Report

(vi) The Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for the products/services of the Company.

(vii) (a) Based on the information and explanations given to us and on the basis of our examination of the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing statutory dues as applicable, with the appropriate authorities except for the following demand outstanding on the Traces portal as at March 31, 2026, for a period of more than six months from the date they became payable.

(b) According to the records of the Company examined by us, there are no statutory dues which have not been deposited on account of any dispute, except for the following demands which are being contested by the company before appellate forums.

| Name of the Statute | Nature of Dues | Period to which it relates | Amount (in INR) | Forum where dispute is pending |
|---|---|---|---|---|
| Central Goods and Services Tax Act, 2017 and Tamil Nadu Goods and Services Tax Act, 2017 | GST - Tax, Interest and Penalty | 2021 – 2022 | 33,72,434/- | Appellate Authority (Joint Commissioner (Appeals)) |
| Central Goods and Services Tax Act, 2017 and Tamil Nadu Goods and Services Tax Act, 2017 | GST - Interest | 2021 - 2022 | 13,73,699/- | Appellate Authority (Joint Commissioner (Appeals)) |

(viii) In our opinion and according to the information and explanations given to us, there is no transaction recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) According to the records of the Company examined by us and the information and explanations given to us, company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;

(b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis which have been utilised for long-term purposes.

(e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity to meet the obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.

(x) (a) According to the information and explanations given to us and based on our examination of the records of the company, the moneys raised by way of Initial Public Offer (IPO) during the year have been applied by the company for the purposes for which they were raised as specified in the prospectus.

(b) The Company has not made any preferential allotment or private placement of shares fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.



Annexure "A" to the Independent Auditor's Report

(b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) There were no whistle-blower complaints during the year.

(xii) The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report under this clause of the order is not applicable to the Company.

(xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of The Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv)(a) The company has an internal audit system commensurate with the size and nature of its business;

(b) The reports of Internal Auditor for the period under the audit was considered by the Statutory Auditor.

(xv) According to the information and explanations given to us based on our examination of the record of the company, the company has not entered into any non-cash transactions with directors or persons connected with him as mentioned in section 192 of the Act.

(xvi)(a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under this clause of the Order is not applicable to the Company.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) As per the information and explanations received, the group does not have any Core Investment Company as part of the group.

(xvii) The company has not incurred cash loss in current financial year as well in immediately preceding financial year.

(xviii) There has not been resignation of the statutory auditors during the year and disclosure on this regard is not applicable

(xix) On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) (a) In respect of other than ongoing project with regard to second proviso to subsection (5) of section 135 of the Companies Act, 2013, the company is yet to transfer the unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 due to the reason that the period of six months from the expiry of the financial year is still available.

(b) There is no amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project and hence reporting under this clause is not applicable.

(xxi) The Company doesn't have subsidiaries or associate entities to prepare Consolidated Financial Statement. Accordingly, reporting under Paragraph 3(xxi) of the order is not applicable for the period.

**For A. John Moris & Co.,**
**Chartered Accountants**
**FRN: 007220S**

**Sd/-**
**A. John Moris**
**Partner**
**M.No: 029424**
**UDIN: 26029424JBQIUQ9922**

**Place: Chennai**
**Date: May 26, 2026**

# Annexure "B" to the Independent Auditor's Report

**Referred to in paragraph 2 (e) under 'Report on other legal and regulatory requirements' section of our report to the Members of FlySBS Aviation Limited.**

**Report on the internal financial controls over financial reporting under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")**

**Opinion**

We have audited the internal financial controls over financial reporting of FlySBS Aviation Limited ("the Company") as at March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Management's responsibility for internal financial controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

**Meaning of internal financial controls over financial reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally



# Annexure "B" to the Independent Auditor's Report

accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For A. John Moris & Co.,**
**Chartered Accountants**
**FRN: 007220S**

**Sd/-**
**A. John Moris**
**Partner**
**M.No: 029424**
**UDIN: 26029424JBQIUQ9922**

**Place: Chennai**
**Date: May 26, 2026**

FlySBS AVIATION



# Balance Sheet

AS AT MARCH 31, 2026

(Amount in ₹ Lakhs)

| | Particulars | Note | As at Mar 31, 2026 | As at Mar 31, 2025 |
|---|---|---|---|---|
| **I.** | **EQUITY AND LIABILITIES** | | | |
| **1** | **Shareholders' funds** | | | |
| | (a) Share capital | 1 | 1,730.38 | 1,274.68 |
| | (b) Reserves and Surplus | 2 | 29,637.88 | 13,762.99 |
| | (c) Money received against share warrants | | - | - |
| | | | **31,368.26** | **15,037.67** |
| **2** | **Share application money pending allotment** | | - | - |
| | | | | |
| **3** | **Non-current liabilities** | | | |
| | (a) Long-term borrowings | 3 | 186.58 | 766.49 |
| | (b) Deferred tax liabilities (Net) | 4 | 156.65 | 171.52 |
| | (c) Other long term liabilities | | - | - |
| | (d) Long-term provisions | 5 | 13.81 | 11.07 |
| | | | **357.05** | **949.08** |
| **4** | **Current liabilities** | | | |
| | (a) Short-term borrowings | 6 | 3,479.04 | 1,026.18 |
| | (b) Trade Payables | 7 | | |
| | (A) Total outstanding dues of micro enterprises and small enterprises | | 6.94 | 4.79 |
| | (B) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 991.12 | 404.77 |
| | (c) Other current liabilities | 8 | 906.65 | 746.27 |
| | (d) Short-term provisions | 9 | 2,044.53 | 1,014.82 |
| | | | **7,428.27** | **3,196.83** |
| | **TOTAL EQUITY AND LIABILITIES** | | **39,153.58** | **19,183.58** |
| **II.** | **ASSETS** | | | |
| **1** | **Non-current assets** | | | |
| | (a) Property, plant & equipment and Intangible assets | | | |
| | (i) Property, plant & equipment | 10 | 709.73 | 542.53 |
| | (ii) Intangible assets | | - | - |
| | (iii) Capital work-in-progress | | - | - |
| | (iv) Intangible assets under development | | 0.70 | 0.70 |
| | (b) Non-current investments | | - | - |
| | (c) Long-term loans and advances | 11 | 18,514.38 | 4,923.29 |
| | (d) Other non-current assets | 12 | 3,124.35 | 2,153.00 |
| | | | **22,349.16** | **7,619.52** |
| **2** | **Current Assets** | | | |
| | (a) Current investments | | - | - |
| | (b) Inventories | 13 | 1,850.45 | 890.93 |
| | (c) Trade receivables | 14 | 3,820.69 | 2,087.39 |
| | (d) Cash & cash equivalents | 15 | 6,524.12 | 4,982.50 |
| | (e) Short term loans and advances | 16 | 3,433.55 | 2,201.05 |
| | (f) Other current assets | 17 | 1,175.61 | 1,402.18 |
| | | | **16,804.42** | **11,564.06** |
| | **TOTAL ASSETS** | | **39,153.58** | **19,183.58** |

As per our report of even date attached

For A. John Moris & Co
Chartered Accountants
Firm Reg No: 007220S
Peer Review Certificate No. 024111

**Sd/-**
**A. John Moris**
**Partner**
**M.No: 029424**

**Date: May 26, 2026**
**Place: CHENNAI**

For and on behalf of the Board of Directors of
**FLYSBS AVIATION LIMITED**
(Formerly Known as FLYSBS AVIATION PRIVATE LIMITED)

**Sd/-**
**Deepak Parasuraman**
**Managing Director**
**DIN : 00699855**

**Sd/-**
**Kannan Ramakrishnan**
**Director**
**DIN : 08202306**

**Sd/-**
**Amba Shankar**
**Whole-Time Director & CEO**
**DIN : 08539946**

**Sd/-**
**Narayanan Saptharishi**
**Company Secretary**
**cum Compliance Officer**
**M.No.: ACS 11865**

**Sd/-**
**S.Sanjay**
**Chief Financial Officer**



# Statement Of Profit & Loss

For The Year Ended March 31, 2026

(Amount in ₹ Lakhs)

| | Particulars | Note | For the Year Ended Mar 31, 2026 | For the Year Ended Mar 31, 2025 |
|---|---|---|---|---|
| **I.** | **Income** | | | |
| | Revenue from operations | 18 | 31,853.23 | 19,389.56 |
| | Other income | 19 | 1,558.91 | 148.82 |
| | **Total Income** | | **33,412.14** | **19,538.38** |
| **II** | **Expenses** | | | |
| | Direct operating expense | 20 | 23,229.36 | 14,489.31 |
| | Employee benefits expense | 21 | 628.19 | 451.40 |
| | Finance costs | 22 | 328.64 | 209.87 |
| | Depreciation & amortisation expense | 23 | 57.07 | 31.57 |
| | Other Expenses | 24 | 1,077.37 | 456.45 |
| | **Total Expenses** | | **25,320.63** | **15,638.60** |
| **III** | **Profit for the year before adjustments** | | **8,091.51** | **3,899.78** |
| | Adjustments for prior period items | | | |
| **IV** | **Profit before exceptional and extraordinary items and tax** | | **8,091.51** | **3,899.78** |
| **V** | **Exceptional and extraordinary items** | | **-** | **-** |
| **VI** | **Profit before tax** | | **8,091.51** | **3,899.78** |
| **VII** | **Tax expense:** | | | |
| | (a) Current tax | | 2,029.04 | 1,014.79 |
| | (b) Deferred tax | | (14.86) | 44.38 |
| **VIII** | **Profit/(loss) for the year** | | **6,077.34** | **2,840.61** |
| **IX** | **Earnings per Equity Share of Rs.10 each (in Absolute)** | **25** | | |
| | -Basic | | 38.76 | 24.65 |
| | -Diluted | | 38.76 | 24.65 |
| | Weighted Average No. of Shares ( in Lakhs ) (in Nos) | | 156.81 | 115.23 |

As per our report of even date attached

For A. John Moris & Co
Chartered Accountants
Firm Reg No: 007220S
Peer Review Certificate No. 024111

**Sd/-**
**A. John Moris**
**Partner**
**M.No: 029424**

**Date: May 26, 2026**
**Place: CHENNAI**

For and on behalf of the Board of Directors of
**FLYSBS AVIATION LIMITED**
(Formerly Known as FLYSBS AVIATION PRIVATE LIMITED)

**Sd/-**
**Deepak Parasuraman**
**Managing Director**
**DIN : 00699855**

**Sd/-**
**Kannan Ramakrishnan**
**Director**
**DIN : 08202306**

**Sd/-**
**Amba Shankar**
**Whole-Time Director & CEO**
**DIN : 08539946**

**Sd/-**
**Narayanan Saptharishi**
**Company Secretary**
**cum Compliance Officer**
**M.No.: ACS 11865**

**Sd/-**
**S.Sanjay**
**Chief Financial Officer**

# Statement Of Cash Flow

For The Year Ended March 31, 2026

(Amount in ₹ Lakhs)

| | Particulars | For the Year Ended Mar 31, 2026 | For the Year Ended Mar 31, 2025 |
|---|---|---|---|
| A | **CASH FLOWS FROM OPERATING ACTIVITIES:** | | |
| | Net profit before tax | 8,091.51 | 3,899.78 |
| | **Adjustments for:** | | |
| | Depreciation | 57.07 | 31.57 |
| | Prior period items | - | 53.49 |
| | Provision for gratuity | 2.75 | 4.07 |
| | Disposal of asset | - | 1.97 |
| | Interest expenses | 328.64 | 209.87 |
| | Unrealised foreign exchange loss/(gain) | (1,151.79) | 3.85 |
| | Interest income | (382.10) | (85.13) |
| | **Operating Profit before working capital changes:** | **6,946.08** | **4,119.47** |
| | **Adjustments for changes in working capital:** | | |
| | (Increase)/Decrease in Trade Receivables | (1,733.30) | (1,427.48) |
| | (Increase)/Decrease in Inventories | (799.68) | (219.45) |
| | (Increase)/Decrease in Short term loans and Advances | (1,232.50) | (1,482.48) |
| | (Increase)/Decrease in Other Current Assets | 226.57 | (1,398.67) |
| | Increase/(Decrease) in Trade and Other Payables | 586.01 | 353.93 |
| | Increase/(Decrease) in Other Current Liabilities | 160.38 | 364.89 |
| | Cash Generated from Operations | 4,153.56 | 310.20 |
| | Income Taxes Paid | (999.34) | (255.57) |
| | **NET CASH FROM OPERATING ACTIVITES (A)** | **3,154.22** | **54.63** |
| B | **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| | Interest Received | 382.10 | 85.13 |
| | (Increase)/Decrease in Long term loans and Advances | (12,596.64) | (2,604.14) |
| | (Increase)/Decrease in Other Non-Current Assets | (971.35) | (238.19) |
| | Purchase of Property, Plant and Equipment | (224.27) | (56.46) |
| | **NET CASH USED IN INVESTING ACTIVITIES (B)** | **(13,410.16)** | **(2,813.67)** |
| C | **CASH FLOWS FROM FINANCING ACTIVITES** | | |
| | Interest paid | (328.64) | (184.00) |
| | Proceeds from Issuance of Share capital | 10,253.25 | 5,555.04 |
| | Proceeds from Long-Term Borrowings | 223.43 | 797.51 |
| | Repayment of Long-Term Borrowings | (819.40) | (88.13) |
| | Proceeds from Short-Term Borrowings | 32,983.88 | 18,230.31 |
| | Repayment of Short-Term Borrowings | (30,514.96) | (17,402.60) |
| | **NET CASH USED IN FINANCING ACTIVITIES (C)** | **11,797.56** | **6,908.12** |
| D | **NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)** | **1,541.62** | **4,149.09** |
| | Opening Cash and Cash Equivalents | 4,982.50 | 833.42 |
| | CLOSING CASH AND CASH EQUIVALENTS | 6,524.12 | 4,982.50 |
| | | | |
| **Cash & Cash Equivalent as per Balance sheet** | | **6,524.12** | **4,982.50** |
| **Cash & Cash Equivalent at the End of the Period** | | **6,524.12** | **4,982.50** |

As per our report of even date attached

For A. John Moris & Co
Chartered Accountants
Firm Reg No: 007220S
Peer Review Certificate No. 024111

**Sd/-**
**A. John Moris**
**Partner**
**M.No: 029424**

**Date: May 26, 2026**
**Place: CHENNAI**

For and on behalf of the Board of Directors of
**FLYSBS AVIATION LIMITED**
(Formerly Known as FLYSBS AVIATION PRIVATE LIMITED)

**Sd/-**
**Deepak Parasuraman**
**Managing Director**
**DIN : 00699855**

**Sd/-**
**Kannan Ramakrishnan**
**Director**
**DIN : 08202306**

**Sd/-**
**Amba Shankar**
**Whole-Time Director & CEO**
**DIN : 08539946**

**Sd/-**
**Narayanan Saptharishi**
**Company Secretary**
**cum Compliance Officer**
**M.No.: ACS 11865**

**Sd/-**
**S.Sanjay**
**Chief Financial Officer**

# Statement Of Changes in Equity

For The Year Ended March 31, 2026

## (I) Equity Share Capital

| Particulars | March 31, 2026 | | March 31, 2025 | |
|---|---|---|---|---|
| | No. of Shares (in absolute) | Amount | No. of Shares (in absolute) | Amount |
| Balance at the beginning of the year | 1,27,46,751 | 1,274.68 | 32,10,218 | 321.02 |
| Add: Fresh Issue of shares during the year | 45,57,000 | 455.70 | 17,57,861 | 175.79 |
| Add: Bonus Shares Issued during the year | - | - | 77,78,672 | 777.87 |
| **Balance at the end of the year** | **1,73,03,751** | **1,730.38** | **1,27,46,751** | **1,274.68** |

## (II) Reserves & Surplus

| Particulars | March 31, 2026 | March 31, 2025 |
|---|---|---|
| **(A) Securities Premium** | | |
| Balance at the beginning of the year | 9,980.00 | 4,600.75 |
| Add: Fresh issue of shares during the year | 9,797.55 | 5,379.25 |
| **Balance at the end of the year** | **19,777.55** | **9,980.00** |
| | | |
| **(B) Surplus in Profit and Loss Account** | | |
| Balance at the beginning of the year | 3,782.99 | 1,677.35 |
| Add: Prior period adjustments | - | 42.89 |
| Add: Additions during the year | 6,077.34 | 2,840.62 |
| Less: Utilisation for bonus issue during the year | - | (777.87) |
| **Balance at the end of the year** | **9,860.33** | **3,782.99** |
| **Total Equity (I+II) at end of the year** | **31,368.26** | **15,037.67** |

As per our report of even date attached

For A. John Moris & Co
Chartered Accountants
Firm Reg No: 007220S
Peer Review Certificate No. 024111

**Sd/-**
**A. John Moris**
**Partner**
**M.No: 029424**

**Date: May 26, 2026**
**Place: CHENNAI**

For and on behalf of the Board of Directors of
**FLYSBS AVIATION LIMITED**
(Formerly Known as FLYSBS AVIATION PRIVATE LIMITED)

**Sd/-**
**Deepak Parasuraman**
**Managing Director**
**DIN : 00699855**

**Sd/-**
**Kannan Ramakrishnan**
**Director**
**DIN : 08202306**

**Sd/-**
**Amba Shankar**
**Whole-Time Director & CEO**
**DIN : 08539946**

**Sd/-**
**Narayanan Saptharishi**
**Company Secretary**
**cum Compliance Officer**
**M.No.: ACS 11865**

**Sd/-**
**S.Sanjay**
**Chief Financial Officer**

# Significant Accounting Policy And Notes To The Financial Statements

**A. BACKGROUND**

FLYSBS AVIATION PRIVATE LIMITED having CIN: U62200TN2020PTC136959 was incorporated on August 7th, 2020 under the provisions of the Companies Act 2013, and was having its registered office at Flat No. 101, Corner Stone Apartments, New No.60, MMTC Colony Main Road, Nanganallur, Chennai - 600061, Tamilnadu, India and shifted its registered office on 21/10/2024 with a new registered office is at Plot no. 16 (NP), 3rd Floor, Indiqube Palmyra, SIDCO Industrial Estate, Ekkatuthangal, Guindy Industrial Estate, Chennai - 600032, Tamilnadu, India.

Subsequently, the Company was converted from Private Limited Company into Public Limited Company vide special resolution passed by its shareholders at the Extra Ordinary General Meeting held on 31/08/2024 and the name of the Company was converted to FLYSBS AVIATION LIMITED ('the Company " or the "Issuer") pursuant to issuance of Fresh Certificate of Incorporation dated 29th October 2024 under Companies Act 2013 by Registrar of Companies, Chennai with Corporate Identification Number U62200TN2020PLC136959.

Subsequently, the Company has got listed its shares through Initial Public Offerring (IPO) in the Emerge Platform of the National Stock Exchange ('NSE Emerge') on 8th August 2025, and has acquired the Corporate Identification Number L62200TN2020PLC136959.

**The Main Oject of the Company is:**

1) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own and operate all types of aircrafts, air buses, aeroplanes, seaplanes, flying boats, hover crafts, helicopters, and other crafts used in air transport for the carriage of passengers, goods, mails and other items on all routes and lines on national and international level, subject to the laws in force through all sorts of carriers and so on whether propelled or any other form of Power

2) To Act as booking agents, indenting agents, travel agents, fleet owners, garage owners, service station owners, cargo superintendents, cargo owners, loanding and unloading contractors, couriers, laison, charters, operators and to do all acts, things necessary for the attainment of the above objects

3) To assist, design, manufacture, purchase, sell, supply, repair, import, export, fabricate, erect, commission, representative of environmental protection equipment relating to Air Craft, maintenance, services to Industries, business houses of various made available in India and abroad

**B. SIGNIFICANT ACCOUNTING POLICIES**

**1 Basis of Preparation:**

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) under historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards prescribed by the Companies (Accounting Standards) Rules, 2021.

**2 Use of Estimates:**

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post-sales customer support and the useful lives of Property Plant and Equipments and intangible assets.



# Significant Accounting Policy And Notes To The Financial Statements

**3 Current and non-current classification:**

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Current liabilities includes the current portion of long term financial liabilities. The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**4 Property, Plant and Equipment including Intangible Assets:**

Property, Plant and Equipments are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property, Plant and Equipments purchased in India in foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalized only when it increases the future economic benefits to the specific assets to which it relates. Intangible assets are amortized in Statement of Profit and Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the assets. Intangible Asset comprising of Air Operator Permit, have been dercognized during the year as they do not fulfill the requirements of AS 26. The same has been presented in Other non-current assets as EIS Costs since it comprises of nature of deferred revenue expenditure.

# Significant Accounting Policy And Notes To The Financial Statements

5 **Depreciation & Amortisation:**

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation as per the Straight Line Method. Depreciation on new assets acquired during the year is provided at the rates applicable from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal. Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal. Depreciation expenses has been accounted using SLM Method at the useful life as specified in Schedule-II of Companies Act, 2013.

**The estimated useful lives of assets are as follows:**

**Useful life of Property, Plant and Equipments**

| Category | Schedule - II Part 'C ' | Useful life |
|---|---|---|
| Vehicles | VI (3) | 8 Years |
| Aircrafts or Helicopters | VIII | 20 Years |
| Office Equipment | XI | 5 Years |
| Computers & laptops | XII (ii) | 3 Years |
| Furniture & Fittings | V (i) | 10 Years |

6 **Capital work-in-progress:**

Capital Work-in-Progress represents costs incurred on assets under construction or development, which are not yet ready for intended use. It includes direct costs, attributable indirect costs, and eligible borrowing costs. CWIP is carried at cost and transferred to fixed assets upon completion. It is periodically reviewed for impairment, and any loss is recognized in the profit and loss statement.

7 **Investments:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are stated at lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments.

8 **Entry-Into-Service (EIS) Costs:**

The company has planned to diversify its mode of operation from 'wet lease arrangement' where the aircrafts are hired as a package inclusive of fuel, crude, pilot, etc. to 'dry lease arrangement' where the company hires only the aircraft with all other necessary requirements to operate the aircraft and do the service to be taken care by the company itself from hiring pilot, crew members, fuel, maintenance, etc. to leverage from the limitations of wet lease mode of operation.

EIS Cost comprises of Aircraft lease rent, Aircraft charter charges, Pilot salary, etc. which are incurred before beginning the operations of the aircraft.

The company brought the aircraft on dry lease basis and spent various expenses that are essential for the company to perform its business operations. These expenses spent, have been grouped under Entry Into Service (EIS) Costs which pertains to be in nature of Deferred Revenue Expenditure for a period of 8 years and during



# Significant Accounting Policy And Notes To The Financial Statements

each year, the expenses are charged under the head 'Direct Operating Expense' in the Statement of Profit and Loss on straight line basis.

9 **Inventories:**

Inventories are carried at the lower of cost or net realisable value. Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, FIFO method is used. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-item basis.

10 **Cash and Cash Equivalents:**

Cash and cash equivalents comprise cash and cash deposits with banks. The Company considers all highly liquid investments with a original maturity at a date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

11 **Cash Flow Statement:**

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

12 **Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured in accordance with AS-9, Revenue Recognition. Revenue from Chartereing Services are recognized on accrual basis, as per terms of agreement entered into with customers.

The following other revenues are recognized and accounted on their accrual with necessary provisions for all known liabilities and losses as per AS 9:

Interest Income: Revenue is recognized on the time proportion basis after taking into account the amount outstanding and the rate applicable.

Dividend Income: Dividend Income is recognised when the owners right to receive payment is established.

Other Income: Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

13 **Foreign Currency Transactions:**

**Domestic Operation:**

I. **Initial Recognition :**

A foreign currency transaction is accounted in accordance with AS-11 "The Effects of Changes in Foreign Exchange Rates", on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

# Significant Accounting Policy And Notes To The Financial Statements

**II . Measurement :**

Foreign currency monetary items are reported using the closing rate.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

**III . Treatment of Foreign Exchange :**

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss.

**14 Employee Benefits:**

**Post-Employment Benefits:**

**Defined Benefit Plan:**

Gratuity liability is a defined benefit obligation and is unfunded. The Company accounts for liability for future gratuity benefits based on the actuarial valuation using Projected Unit Credit Method carried out as at the end of each financial year.

**Defined Contribution Plan:**

Provident Fund: Eligible employees receive benefit from provident fund covered under the Provident Fund Act. Both the employee and the company make monthly contributions. The employer contribution is charged off to Profit & Loss Account as an expense.

**Short-term Employee Benefits:**

Short-Term Employee Benefits are recognized as an expense in the period in which the related service is rendered. These include salaries, wages, bonuses, leave encashment, and other benefits payable within twelve months.

**15 Leases:**

Leased assets under which the Company assumes substantially all risks and benefits of ownership are classified as finance lease. Other leases are classified as operating leases.

Finance lease: Assets taken on finance lease are capitalized at the lower of the fair value of the assets and the present value of the minimum lease rentals (which includes initial amount paid by the Company to the lessors) with the corresponding amount payable by the Company shown as lease liability. The principal component of the lease rentals is adjusted against the lease liability and interest component is charged to the Statement of Profit and Loss.

There are no Finance Lease transactions entered into by the company during the reporting period Operating lease: Lease rentals in respect of assets taken on operating lease are charged to the Statement of Profit and Loss with reference to the lease term and other considerations.

All the lease rentals of aircrafts that are entered into by the company with the Lessors are under the nature of operating lease.



# Significant Accounting Policy And Notes To The Financial Statements

**16 Borrowing Costs:**

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**17 Pre-operative expenses:**

Pre-operativexpenses were incurred before commencement of aircraft operations, hence the same will be amortized over a period of 5 years under straight line basis.

**18 Taxes on Income:**

Income Tax expense is accounted in accordance with AS-22 “Accounting for Taxes on Income” for both Current Tax and Deferred Tax stated below:

**A. Current Tax:**

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

**B. Deferred Tax:**

The differences that result between the profit / (loss) considered for income taxes and the profit / (loss) as per the financial statements are identified and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on tax rates that have been enacted or substantially enacted by the Balance Sheet date.

Where there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only to the extent there is virtual certainty of realisation of such assets. In other situations, deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

**19 Provisions and Contingent Liabilities:**

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**20 Earnings Per Share:**

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**NOTE-1 : SHARE CAPITAL**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Authorised Share Capital** | | |
| 2,50,00,000 Equity Shares of ₹ 10/-each | 2,500.00 | 2,500.00 |
| **Issued, Subscribed & Paid Up** | | |
| 1,73,03,751 Equity Shares of ₹ 10/-each fully paid (1,27,46,751 Nos of shares as of March 31, 2025) | 1,730.38 | 1,274.68 |
| **Total** | **1,730.38** | **1,274.68** |

**Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No of Shares | Amount | No of Shares | Amount |
| **Authorised Share Capital** | | | | |
| Authorised Share Capital (No. of shares) at the beginning of the period | 2,50,00,000 | 2,500.00 | 50,00,000 | 500.00 |
| Increase / (Decrease) during the period | - | - | 2,00,00,000 | 2,000.00 |
| Authorised Share Capital (No. of shares) at the end of the period | 2,50,00,000 | 2,500.00 | 2,50,00,000 | 2,500.00 |
| **Issued, Subscribed & Fully Paid Up** | | | | |
| At the beginning of the Period | 1,27,46,751 | 1,274.68 | 32,10,218 | 321.02 |
| Shares Issued for consideration during the year | 45,57,000 | 455.70 | 17,57,861 | 175.79 |
| Shares issued through bonus during the year | - | - | 77,78,672 | 777.87 |
| **Total Outstanding at the end of the year** | **1,73,03,751** | **1,730.38** | **1,27,46,751** | **1,274.68** |

**Terms/Rights attached to the Equity Shares**

The company has only one class of equity share having par value of ₹ 10/-per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**Initial Public Offer (IPO) of equity shares of the company**

During the year company has raised ₹ 10,253.25 lakhs through Initial Public Offer (IPO) by issue of 45,57,000 numbers of equity shares of face value of ₹ 10 per share with a premium of ₹ 215 per share, amounting to a total price of ₹ 225 per share. The offer was open from Aug 1, 2025 to Aug 5, 2025 and subsequently the equity shares of the company got listed in the Emerge Platform of the National Stock Exchange ('NSE Emerge') on 8th August 2025.



# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**Utilisation of Proceeds**

Following are the details of utilization of IPO proceeds as at March 31, 2026:

(Amount in ₹ Lakhs)

| Objects of the Issue | Amount allocated for the object | Amount utilized upto March 31, 2026 | Balance available in Bank Account |
|---|---|---|---|
| Funding Capital Expenditure towards acquisition of 6 Pre-Owned Aircraft on long term dry lease basis | 8,047.24 | 6,881.57 | 1,165.67 |
| Prepayment/Repayment, in full or part, certain outstanding borrowings availed by the Company. | 727.60 | 727.60 | - |
| Issue related expenses | 499.09 | 499.09 | - |
| General corporate expenses | 979.32 | 909.50 | 69.82 |
| **Total** | **10,253.25** | **9,017.76** | **1,235.49** |

Note: The total issue expenses including the general corporate expenses being used for the purposes of issue of shares, will be amortised equally in 5 financial years as per generally accepted practice as discussed in Guidance Note published by Institute of Chartered Accountants of India (ICAI) on 'Division I-Non Ind AS Schedule III to the Companies Act, 2013 (Revised January, 2022 Edition)'.

**DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF SHARES:**

| NAME OF SHAREHOLDERS | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of shares Held | % Holding | No. of shares Held | % Holding |
| **Equity shares of ₹ 10 each fully paid-up** | | | | |
| (a) Deepak Parasuraman | 19,71,996 | 11.40% | 19,71,996 | 15.47% |
| (b) M/s.Shreshtha Business Solutions LLP | 22,34,204 | 12.91% | 24,84,204 | 19.49% |
| (c) Balasubramanian | 7,08,570 | 4.09% | 7,08,570 | 5.56% |
| (d) Kishan Raj Jain B | 11,72,003 | 6.77% | 11,22,003 | 8.80% |
| **Total** | **60,86,773** | **35.18%** | **62,86,773** | **49.32%** |

Notes:

1. There were no class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.
2. There are no calls unpaid by the Directors or officers of the company.
3. The Company has not issued shares for consideration other than cash or bought back shares.

**DETAILS OF SHAREHOLDING OF PROMOTER:**

| NAME OF PROMOTER | As at March 31, 2026 | | As at March 31, 2025 | | % of Change during the Year |
|---|---|---|---|---|---|
| | No. of shares Held | % Holding | No. of shares Held | % Holding | |
| **Equity shares of ₹ 10 each fully paid-up** | | | | | |
| (a) Deepak Parasuraman | 19,71,996 | 11.40% | 19,71,996 | 15.47% | (4.07%) |
| (b) M/s.Shreshtha Business Solutions LLP | 22,34,204 | 12.91% | 24,84,204 | 19.49% | (6.58%) |
| (c) Amba Sankar | 42,999 | 0.25% | 42,999 | 0.34% | (0.09%) |
| (d) Kannan Ramakrishnan | 1,97,796 | 1.14% | 1,97,796 | 1.55% | (0.41%) |
| (e) Kishan Raj Jain B | 11,72,003 | 6.77% | 11,22,003 | 8.80% | (2.03%) |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**NOTE-2 : RESERVES AND SURPLUS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(a) Security Premium** | | |
| Opening Balance | 9,980.00 | 4,600.75 |
| Add: Additions during the Year | 9,797.55 | 5,379.25 |
| **Closing Balance** | **19,777.55** | **9,980.00** |
| **(b) Surplus in Profit and Loss Account** | | |
| Opening Balance | 3,782.99 | 1,677.35 |
| Add: Prior Period Adjustments | - | 42.89 |
| Add: Additions during the Year | 6,077.34 | 2,840.62 |
| Less: Bonus Shares Issued | - | (777.87) |
| **Closing Balance** | **9,860.33** | **3,782.99** |
| **Total** | **29,637.88** | **13,762.99** |

**NOTE-3 : LONG-TERM BORROWINGS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Secured** | | |
| **Term Loans:** | | |
| i. From Banks | 234.13 | 47.62 |
| ii. From Others | - | 737.59 |
| Less: Current Maturities classified under Short Term Borrowings | (47.55) | (29.19) |
| Net Balance (A) | 186.58 | 756.02 |
| **Unsecured** | | |
| **Term Loans:** | | |
| i. From Banks | 7.30 | 18.17 |
| ii. From Others | 3.17 | 37.19 |
| Less: Current Maturities classified under Short Term Borrowings | (10.47) | (44.89) |
| Net Balance (B) | - | 10.47 |
| **TOTAL (A + B)** | **186.58** | **766.49** |

**Details of Secured Loans as at March 31, 2026**

| Particulars | Terms of Repayment (in months) | Date of Loan | Rate of Interest (p.a.) | No of O/S Instalments (in months) | Instalment Amount | Starting Date | Closing Balance as at March, 2026 |
|---|---|---|---|---|---|---|---|
| ICICI Bank Limited - Car Loan | 60 | 30-09-2024 | 9.35% | 43.00 | 0.77 | 10-11-2024 | 27.89 |
| ICICI Bank Limited - Car Loan | 60 | 03-12-2024 | 9.30% | 45.00 | 0.29 | 10-01-2025 | 11.10 |
| HDFC Bank Limited - Car Loan | 60 | 21-05-2025 | 12.56% | 50.00 | 1.36 | 12-06-2025 | 52.60 |
| HDFC Bank Limited - Car Loan | 60 | 21-05-2025 | 12.67% | 50.00 | 0.47 | 12-06-2025 | 18.14 |
| HDFC Bank Limited - Car Loan | 60 | 21-05-2025 | 12.52% | 50.00 | 3.20 | 12-06-2025 | 124.40 |
| Cholamandalam Investment and Finance Company Limited - Business Loan | 180 | 29-08-2024 | 11.75% | - | 8.85 | 05-10-2024 | - |
| **Total** | | | | | | | **234.13** |
| Less: Current Maturities classified under Short Term Borrowings | | | | | | | 47.55 |
| **Net Balance** | | | | | | | **186.59** |

1. The Business loan from Cholamandalam Investment and Finance Company Limited which had an outstanding balance of ₹ 7,37,58,565/- as on March 31, 2025 has been closed during the year.

2. The term loan from HDFC Bank is for purchase of vehicle having an outstanding balance of ₹ 52,60,082/- as on March 2026 is secured against hypothecation of car

3. The term loan from HDFC Bank is for purchase of vehicle having an outstanding balance of ₹ 18,14,187/- as on March 2026 is secured against hypothecation of car

4. The term loan from HDFC Bank is for purchase of vehicle having an outstanding balance of ₹ 1,24,39,503/- as on March 2026 is secured against hypothecation of car

**Details of Secured Loans as at March 31, 2025**

(Amount in ₹ Lakhs)

| Particulars | Terms of Repayment (in months) | Date of Loan | Rate of Interest (p.a.) | No of O/s Instalments (in months) | Instalment Amount | Starting Date | Closing Balance as at March 31, 2024 |
|---|---|---|---|---|---|---|---|
| ICICI Bank Limited - Car Loan | 60 | 30-09-2024 | 9.35% | 55.00 | 0.77 | 10-11-2024 | 34.15 |
| ICICI Bank Limited - Car Loan | 60 | 03-12-2024 | 9.30% | 57.00 | 0.29 | 10-01-2025 | 13.47 |
| Cholamandalam Investment and Finance Company Limited - Business Loan | 180 | 29-08-2024 | 11.75% | 174.00 | 8.85 | 05-10-2024 | 737.59 |
| **Total** | | | | | | | **785.21** |
| Less: Current Maturities classified under Short Term Borrowings | | | | | | | **29.19** |
| **Net Balance** | | | | | | | **756.02** |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

1. The term loan from Yes Bank is for purchase of car which had an outstanding balance of ₹ 4,08,575/- as on 31st March 2024 has been closed during the period which was secured against hypothecation of the car.

2. The term loan from ICICI Bank is for purchase of vehicle having an outstanding balance of ₹ 34,15,260/- as on March 31, 2025 is secured against hypothecation of the car.

3. The term loan from ICICI Bank is for purchase of vehicle having an outstanding balance of ₹ 13,46,733/- as on March 31, 2025 is secured against hypothecation of the car.

4. The term loan from Cholamandalam Investment is for business purpose having an outstanding balance of ₹ 7,37,58,564/- as on March 31, 2025 is secured against property held at Panruti Road, U. Keeranur Village.

**Details of Unsecured loans as at March 31, 2026**

(Amount in ₹ Lakhs)

| Particulars | Terms of Repayment (in months) | Date of Loan Sanctioned | Rate of Interest (p.a.) | No of O/s Instalments (in months) | Instalment Amount | Starting Date | Closing Balance as at March 31, 2025 |
|---|---|---|---|---|---|---|---|
| Unity Small Finance Bank | 36 | 03-10-2023 | 18.00% | 7.00 | 1.11 | 04-11-2023 | 7.30 |
| Hero FinCorp Limited | 36 | 03-06-2023 | 17.50% | 3.00 | 1.09 | 03-07-2023 | 3.17 |
| **Total** | | | | | | | **10.47** |
| Less: Current Maturities classified under Short Term Borrowings | | | | | | | 10.47 |
| **Net Balance** | | | | | | | - |

**Details of Unsecured loans as at March 31, 2025**

(Amount in ₹ Lakhs)

| Particulars | Terms of Repayment (in months) | Date of Loan Sanctioned | Rate of Interest (p.a.) | No of O/s Instalments (in months) | Instalment Amount | Starting Date | Closing Balance as at March 31, 2025 |
|---|---|---|---|---|---|---|---|
| Unity Small Finance Bank | 36 | 03-10-2023 | 18.00% | 19.00 | 1.11 | 04-11-2023 | 18.17 |
| Bajaj Finance Limited | 24 | 25-05-2023 | 18.00% | 3.00 | 1.54 | 02-07-2023 | 4.48 |
| SMFG India Credit Company Limited | 19 | 04-03-2024 | 18.50% | 6.00 | 1.94 | 04-04-2024 | 11.04 |
| Kisetsu Saison Finance India | 24 | 23-09-2023 | 18.50% | 7.00 | 1.08 | 03-11-2023 | 7.11 |
| Hero FinCorp Limited | 36 | 03-06-2023 | 17.50% | 15.00 | 1.09 | 03-07-2023 | 14.57 |
| **Total** | | | | | | | **55.37** |
| **Less: Current Maturities classified under Short Term Borrowings** | | | | | | | **44.89** |
| **Net Balance** | | | | | | | **10.47** |





# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**NOTE-4 : DEFERRED TAX LIABILITY**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Deferred Tax Liability** | | |
| On Account of Depreciation | (2.28) | 73.43 |
| On Account of Gratuity | 162.40 | (2.78) |
| On Account of Preliminary Expenses | (3.47) | 100.87 |
| **TOTAL** | **156.65** | **171.52** |

**NOTE-5 : LONG-TERM PROVISIONS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Long Term Provision** | | |
| Provision for Gratuity | 13.81 | 11.07 |
| **TOTAL** | **13.81** | **11.07** |

**NOTE-6 : SHORT-TERM BORROWINGS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Secured** | | |
| Current Maturities of Long-term borrowings | 47.55 | 29.19 |
| **Loans repayable on demand** | | |
| From Banks* | 3,421.02 | 952.10 |
| **Unsecured** | | |
| Current Maturities of Long-term borrowings | 10.47 | 44.89 |
| **TOTAL** | **3,479.04** | **1,026.18** |

*Details of Bank overdraft and Cash Credit facilities comprising of its nature, rate of interest, security, etc. are given below:

| Nature of Facility | Name of Institution/Banks | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| Cash Credit | ICICI BANK | 2,923.93 | 952.40 |
| Overdraft | KOTAK MAHINDRA BANK | 497.09 | (0.30) |

**ICICI Bank - Cash Credit**

The Cash Credit Facility from ICICI Bank have been sanctioned for an amount of ₹ 30 Crores , which have been arranged by securing the Current Assets held over time and a fixed deposit held with ICICI Bank Limited, sanctioned at interest rate of 6.50% p.a and Spread 3.25% p.a as on March 31, 2026 , the interest factor will reset itself upon every 3 months. The cash credit facility is renewed on August 28, 2025 and will be valid upto August 27, 2026.

**Kotak Mahindra Bank - Cash Credit**

The Overdraft Facility from Kotak Mahindra Bank have been sanctioned for an amount of ₹ 5 Crores , which have been arranged by securing the fixed deposit held with Kotak Mahindra Bank Limited, sanctioned at interest rate of 7.40% p.a and Spread 1% p.a as on March 31, 2025 , the interest factor will be based on the interest rate on the Fixed Deposit added by a 1% spread. The cash credit facility is availed on November 12, 2025 and will be valid upto October 15, 2026.

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**NOTE-7 : TRADE PAYABLES**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (A) Total Outstanding dues of Micro and Small Enterprises | 6.94 | 4.79 |
| (B) Total Outstanding dues of Creditors Other than Micro and Small Enterprises | 991.12 | 404.77 |
| **TOTAL** | **998.06** | **409.56** |

**Dues Of Small Enterprises And Micro Enterprises**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Dues remaining unpaid to any supplier at the end of each accounting year | | |
| -Principal | 6.94 | 4.79 |
| -Interest on the above | - | - |
| (b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year; | - | - |
| (c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | - | - |
| (d) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - |
| **TOTAL** | **6.94** | **4.79** |

**Trade Payables ageing schedule as at March 31, 2026**

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | < 1 Year | 1 - 2 Years | 2 - 3 Years | > 3 Years | Total |
| (A) Total Outstanding dues of Micro and Small Enterprises | 6.94 | - | - | - | 6.94 |
| (B) Total Outstanding dues of Creditors Other than Micro and Small Enterprises | 990.25 | 0.87 | - | - | 991.12 |
| (C) Disputed dues of Micro and Small Enterprises | - | - | - | - | - |
| (D) Disputed dues of Creditors Other than Micro and Small Enterprises | - | - | - | - | - |
| **TOTAL** | **997.19** | **0.87** | **-** | **-** | **998.06** |



# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**Trade Payables ageing schedule as at March 31, 2025**

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | < 1 Year | 1 - 2 Years | 2 - 3 Years | > 3 Years | Total |
| (A) Total Outstanding dues of Micro and Small Enterprises | 4.79 | - | - | - | 4.79 |
| (B) Total Outstanding dues of Creditors Other than Micro and Small Enterprises | 404.77 | - | - | - | 404.77 |
| (C) Disputed dues of Micro and Small Enterprises | - | - | - | - | - |
| (D) Disputed dues of Creditors Other than Micro and Small Enterprises | - | - | - | - | - |
| **TOTAL** | **409.56** | **-** | **-** | **-** | **409.56** |

**NOTE-8 : OTHER CURRENT LIABILITIES**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Interest accrued but not due | 1.64 | 1.29 |
| Income received in advance | 103.91 | 50.00 |
| **Others:-** | | |
| Audit Fees Payable | 8.00 | 6.00 |
| Salary Payable | 28.86 | 48.27 |
| Expenses Payables | 0.17 | 19.99 |
| Corporate Credit Card Payable | 147.66 | 99.27 |
| CSR Payable | 33.01 | 12.94 |
| **Statutory Dues Payable** | | |
| TDS Payable | 261.43 | 279.67 |
| GST Payable | 293.10 | 228.09 |
| Bonus Payable | 28.07 | - |
| Provident Fund Payable | 0.80 | 0.75 |
| **TOTAL** | **906.65** | **746.27** |

**NOTE-9 : SHORT-TERM PROVISIONS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Provision for Income Tax | 2,044.49 | 1,014.79 |
| Provision for Gratuity | 0.04 | 0.03 |
| **TOTAL** | **2,044.53** | **1,014.82** |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

### NOTE-10 : PROPERTY, PLANT AND EQUIPMENT

#### As at March 31, 2026

(Amount in ₹ Lakhs)

| Particulars | Gross Block | | | | Accumulated Depreciation | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | April 01, 2025 | Additions for the year | Deletions for the year / Adjustments | March 31, 2026 | April 01, 2025 | Depreciation for the Year | Adjustments | Depreciation on deletion | March 31, 2026 | March 31, 2026 | March 31, 2025 |
| **Property, Plant and Equipment** | | | | | | | | | | | - |
| Aircraft Components & Equipment | 525.98 | - | - | 525.98 | 49.49 | 24.98 | - | - | 74.48 | 451.50 | 476.48 |
| Office Equipment | 17.46 | - | - | 17.46 | 4.97 | 3.18 | - | - | 8.14 | 9.31 | 12.49 |
| Computer | 2.09 | 0.84 | - | 2.93 | 0.77 | 0.41 | - | - | 1.19 | 1.74 | 1.32 |
| Furniture and Fittings | 1.47 | - | - | 1.47 | 0.07 | 0.14 | - | - | 0.21 | 1.26 | 1.40 |
| Motor Vehicle - Motor car | 53.31 | 223.43 | - | 276.75 | 2.47 | 28.36 | - | - | 30.82 | 245.92 | 50.85 |
| **Total** | **600.31** | **224.27** | **-** | **824.58** | **57.78** | **57.07** | **-** | **-** | **114.85** | **709.73** | **542.53** |

#### As at March 31, 2025

(Amount in ₹ Lakhs)

| Particulars | Gross Block | | | | Accumulated Depreciation | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | April 01, 2024 | Additions for the year | Deletions for the year / Adjustments | March 31, 2025 | April 01, 2024 | Depreciation for the Year | Adjustments | Depreciation on deletion | March 31, 2025 | March 31, 2025 | March 31, 2024 |
| Property, Plant and Equipment | | | | | | | | | | | - |
| Aircraft Components & Equipment | 525.98 | - | - | 525.98 | 24.51 | 24.98 | - | - | 49.49 | 476.48 | 501.47 |
| Office Equipment | 14.44 | 3.44 | 0.42 | 17.46 | 2.02 | 2.99 | - | - | 4.97 | 12.49 | 12.42 |
| Computer | 1.17 | 0.92 | - | 2.09 | 0.21 | 0.56 | - | - | 0.77 | 1.32 | 0.96 |
| Furniture and Fittings | - | 1.47 | - | 1.47 | - | 0.07 | - | - | 0.07 | 1.40 | - |
| Motor Vehicle - Motor car | 9.00 | 53.31 | 9.00 | 53.31 | 1.88 | 2.97 | 1.65 | 4.03 | 2.47 | 50.85 | 7.12 |
| **Total** | **550.59** | **59.15** | **9.42** | **600.31** | **28.62** | **31.57** | **1.65** | **4.03** | **57.78** | **542.53** | 521.96 |

### NOTE-11 : LONG-TERM LOANS AND ADVANCES

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Security Deposits** | | |
| Deposits towards Aircraft | 17,441.70 | 4,341.77 |
| Custom Duty Deposit | 531.82 | 212.14 |
| Rental Deposit | 40.50 | 40.50 |
| CDSL Deposit | 0.18 | 0.18 |
| NDSL Deposit | 0.18 | 0.18 |
| Capital Advances* | 500.00 | 328.52 |
| **TOTAL** | **18,514.38** | **4,923.29** |

*Note: As at 31 March 2026, there is an outstanding balance of ₹ 500 lakhs towards capital advances paid to Shreshtha Business Solutions LLP, a related party.



# Notes Forming Part Of Financial Statements

AS At March 31, 2026

### NOTE-12 : OTHER NON-CURRENT ASSETS

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Entry into Service | 2,132.80 | 2,153.00 |
| Unamortised Expenses | 991.55 | - |
| **TOTAL** | **3,124.35** | **2,153.00** |

### NOTE-13 : INVENTORIES

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Inventories - Materials,Spares & Consumables | 1,850.45 | 890.93 |
| **TOTAL** | **1,850.45** | **890.93** |

### NOTE-14 : TRADE RECEIVABLES

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Undisputed Trade Receivable Considered Good | 3,820.69 | 2,087.39 |
| Undisputed Trade Receivable Considered Doubtful | - | - |
| Disputed Trade Receivable Considered Good | - | |
| Disputed Trade Receivable Considered Doubtful | - | |
| Less: Provision for doubtful debts | - | |
| **TOTAL** | **3,820.69** | **2,087.39** |

#### Trade Receivables ageing schedule as at March 31, 2026

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | < 6 Months | 6 Months - 1 Year | 1 - 2 Years | 2 - 3 Years | > 3 Years | Total |
| Undisputed Trade Receivable Considered Good | 3,819.75 | 0.94 | - | - | - | 3,820.69 |
| Undisputed Trade Receivable Considered Doubtful | - | - | - | - | - | - |
| Disputed Trade Receivable Considered Good | - | - | - | - | - | - |
| Disputed Trade Receivable Considered Doubtful | - | - | - | - | - | - |
| Less: Provision for doubtful debts | - | - | - | - | - | - |
| **TOTAL** | **3,819.75** | **0.94** | **-** | **-** | **-** | **3,820.69** |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**Trade Receivables ageing schedule as at March 31, 2025**

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | < 6 Months | 6 Months - 1 Year | 1 - 2 Years | 2 - 3 Years | > 3 Years | Total |
| Undisputed Trade Receivable Considered Good | 2,087.39 | - | - | - | - | 2,087.39 |
| Undisputed Trade Receivable Considered Doubtful | - | - | - | - | - | - |
| Disputed Trade Receivable Considered Good | - | - | - | - | - | - |
| Disputed Trade Receivable Considered Doubtful | - | - | - | - | - | - |
| Less: Provision for doubtful debts | - | - | - | - | - | - |
| **TOTAL** | **2,087.39** | **-** | **-** | **-** | **-** | **2,087.39** |

Note: There are no unbilled trade receivables as on the reporting date.

**NOTE-15 : CASH AND CASH EQUIVALENTS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Cash & Cash Equivalents** | | |
| i) Balance with Banks | | |
| (A) In Current Accounts | 13.53 | 59.94 |
| (B) In Deposits | 425.00 | 1,648.60 |
| ii) Cash on Hand | 0.52 | 0.50 |
| iii) Deposit with banks to the extent held as security against the borrowings | 3,643.65 | 2,500.00 |
| iv) Bank deposits with more than twelve months maturity | 2,441.42 | 773.46 |
| **TOTAL** | **6,524.12** | **4,982.50** |

**NOTE-16 : SHORT TERM LOANS AND ADVANCES**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Unsecured, Considered good:** | | |
| Advances to Suppliers | 3,433.23 | 2,192.95 |
| Advances to Employees | 0.32 | 8.10 |
| **TOTAL** | **3,433.55** | **2,201.05** |

**NOTE-17 : OTHER CURRENT ASSETS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| GST Input | 31.92 | - |
| Balance with Revenue Authorities | 180.15 | 78.71 |
| Unamortised Expenses | 226.29 | - |
| Other Short Term Advances | 0.33 | 88.02 |
| Entry into Service | 314.33 | - |
| Accrued Interest on Fixed Deposits | 197.03 | 29.19 |
| Prepaid Expenses | 225.56 | 1,206.26 |
| **TOTAL** | **1,175.61** | **1,402.18** |



Notes Forming Part Of Financial Statements

AS At March 31, 2026

**NOTE-18 : REVENUE FROM OPERATIONS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Sale of Services** | | |
| Domestic Operations | 4,235.33 | 4,466.58 |
| International Operations | 27,617.90 | 14,922.98 |
| **TOTAL** | **31,853.23** | **19,389.56** |

**NOTE-19 : OTHER INCOME**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Interest Income | 382.10 | 85.13 |
| Net Foreign Exchange Gain | 1,171.70 | 63.40 |
| Other Non-operating Income (Refer Note below) | 5.11 | 0.29 |
| **TOTAL** | **1,558.91** | **148.82** |

**Details of Other Non Operating Income**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Other Non-operating Income:** | | |
| Scrap Sales | 5.11 | 0.25 |
| Gain on disposal of asset | - | 0.04 |
| **TOTAL** | **5.11** | **0.29** |

**NOTE-20 : DIRECT OPERATING EXPENSES**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Purchase of Spares and Consumables** | | |
| Purchase of Spare Parts and Rotables | - | 0.49 |
| Purchase of Consumables | 1,269.57 | 416.67 |
| Add: Opening Inventories | 890.93 | 671.48 |
| Less: Closing Inventory | (1,850.45) | (890.93) |
| **Sub Total (A)** | **310.05** | **197.71** |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Direct Expenses** | | |
| Aircraft Lease Charges | 1,169.21 | 1,125.90 |
| Crew Transport & Hotel Charges | 122.37 | 86.30 |
| Aircraft Handling Charges | 445.27 | 443.12 |
| Aircraft Maintenance | 518.52 | 247.62 |
| Aircraft Fuel Expenses | 914.74 | 649.39 |
| Aircraft Charter Charges | 18,099.63 | 10,621.83 |
| Crew Salary & Allowance | 477.25 | 167.85 |
| Maintenance Program | | |
| -MRO Fees | 738.26 | 566.48 |
| Aircraft Insurance | 54.36 | 49.94 |
| DGCA Fee | 14.59 | 0.09 |
| Other Aircraft Charges | 50.78 | 24.39 |
| Other Direct costs | 314.33 | 308.69 |
| **Sub Total (B)** | **22,919.31** | **14,291.60** |
| **TOTAL (A+ B)** | **23,229.36** | **14,489.31** |

**NOTE-21 : EMPLOYEE BENEFITS EXPENSES**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Salaries & Wages (Refer Note below) | 390.75 | 375.24 |
| Employer's Contribution to Welfare Funds | 4.87 | 4.07 |
| Employees Gratuity | 2.75 | 4.07 |
| Bonus | 28.07 | - |
| Staff Welfare | 201.75 | 68.02 |
| **TOTAL** | **628.19** | **451.40** |

**Note: SALARIES & WAGES**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Salary | 336.98 | 338.84 |
| Director's Remuneration | 53.77 | 36.40 |
| **TOTAL** | **390.75** | **375.24** |

**NOTE-22 : FINANCE COSTS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Interest Expenses -Borrowings | 283.63 | 176.01 |
| Bank and Processing Charges | 45.01 | 33.86 |
| **TOTAL** | **328.64** | **209.87** |



# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**NOTE-23 : DEPRECIATION & AMORTISATION EXPENSES**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Depreciation on Property, plant and equipment | 57.07 | 31.57 |
| **TOTAL** | **57.07** | **31.57** |

**NOTE-24: OTHER EXPENSES**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Payment to Auditors | 34.00 | 28.50 |
| Business Promotion Expenses | 120.57 | 68.64 |
| Printing & Stationery | 3.64 | 5.35 |
| Rates & Taxes | 304.38 | 40.01 |
| Telephone & Internet Charges | 0.51 | 0.93 |
| Website Charges | 2.86 | 1.95 |
| Office Expenses | 6.05 | 6.21 |
| Postage & Courier | 1.00 | 0.75 |
| Software Subscription | - | 1.72 |
| Power & Fuel | 4.06 | 2.76 |
| Office Rent | 88.65 | 83.33 |
| Traveling & Conveyance | 125.05 | 99.44 |
| Insurance | 2.08 | 2.63 |
| Professional and Consultancy Charges | 74.86 | 90.71 |
| Brokerage & Commission | 74.57 | 2.58 |
| Share Issue Expenses | 191.18 | - |
| Loss on Sale of Property, Plant and Equipment | - | 1.97 |
| CSR Expenses | 38.01 | 12.94 |
| Repairs & Maintenance | 5.90 | 6.03 |
| **TOTAL** | **1,077.37** | **456.45** |

**PAYMENT TO AUDITORS**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Statutory Audit Fees | 10.00 | 4.00 |
| Tax Audit Fees | 4.00 | 2.00 |
| Other Services | 20.00 | 22.50 |
| **TOTAL** | **34.00** | **28.50** |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

### CSR EXPENSES

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (i) Gross amount required to be spent | 38.01 | 12.94 |
| (ii) Amount apporved by the board to be spent | 38.01 | 12.94 |
| (iii) Amount of expenditure spent | 5.00 | - |
| (iv) Amount of provision made | 33.01 | 12.94 |
| TOTAL | 38.01 | 12.94 |

Note: For the financial year 2025-26, the unspent CSR obligation as on March 31, 2026 will be transferred by company to a separate account ("Unspent CSR Account") within 6 months from the end of FY 2025-26.

### NOTE-25 : CALCULATION OF BASIC & DILUTED EPS

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Net Profit /(Loss) attributable to Equity Shareholders (A) | 6,077.34 | 2,840.61 |
| Weighted average number of equity shares outstanding during the period (B) (In Nos.) | 1,56,80,710 | 1,15,23,303 |
| Basic & Diluted EPS (In Rs.) (A/B) ( in Absolute) | 38.76 | 24.65 |

### NOTE-26 : RELATED PARTIES TRANSACTION

| Name of the Party | Nature of RP | Relationship |
|---|---|---|
| 1. Mr Deepak Parasuraman | Managing Director | Managing Director |
| 2. Mr Kannan Ramakrishnan | Director | Director |
| 3. Mr Ambashankar | Whole Time Director | Whole Time Director |
| 4. M/s Shreshtha Business solutions LLP | Promoter | Company controlled and influenced by Designated Partner |
| 5. M/s Afcom Holdings Limited | Group Company | Company controlled and influenced by directors |
| 6. Mr Sanjay Srinivasan | Key Managerial Personnel | Chief Financial Officer |
| 7. M/s Chryseum Corporate Services (P) Ltd | Group Company | Company controlled and influenced by director |
| 8. Mr Narayanan Saptharishi | Key Managerial Personnel | Company Secretary |



# Notes Forming Part Of Financial Statements

AS At March 31, 2026

### TRANSACTION WITH RELATED PARTIES DURING THE YEAR

(Amount in ₹ Lakhs)

| Name of the Related Party | Nature of Transaction | FY 2025-26 | | FY 2024-25 | |
|---|---|---|---|---|---|
| | | Transactions During the Year | Amount (Receivable)/ Payable as at March 31, 2026 | Transactions During the Year | Amount (Receivable)/ Payable as at March 31, 2025 |
| Shreshtha Business Solutions LLP | Unsecured Loan taken | - | - | - | - |
| | Unsecured Loan Repaid | - | - | - | |
| | Capital Advances | 171.48 | (500.00) | 328.52 | (328.52) |
| | Sales -Chartered Fees | - | - | - | - |
| | Profession Fee | 4.02 | | 3.68 | - |
| | Reimbursement made against Expenditure | 4.03 | | 1.42 | 1.58 |
| | Purchase of Vehicle | 20.77 | - | | |
| | Recruitment Fees | - | - | 0.21 | - |
| | Receipts towards issue of shares | | | | |
| | A) attributable to paid up share capital | - | - | - | - |
| | B) attributable to securities premium | - | - | - | - |
| Amba Shankar | Unsecured Loan taken | - | - | 561.30 | - |
| | Unsecured Loan Repaid | - | - | 561.30 | |
| | Receipts towards issue of shares | | | - | - |
| | A) attributable to paid up share capital | - | - | - | - |
| | B) attributable to securities premium | - | - | - | - |
| | Reimbursement made against Expenditure | 23.85 | - | 61.88 | (6.61) |
| | Remuneration Paid | 23.77 | 1.72 | 23.90 | 20.06 |
| Kannan Ramakrishnan | Unsecured Loan taken | - | - | 293.37 | - |
| | Unsecured Loan Repaid | - | - | 293.37 | - |
| | Reimbursement made against Expenditure | - | - | 1.76 | - |
| | Receipts towards issue of shares | | | - | |
| | A) attributable to paid up share capital | - | - | - | - |
| | B) attributable to securities premium | - | - | - | - |

# Notes Forming Part Of Financial Statements
AS At March 31, 2026

| Name of the Related Party | Nature of Transaction | FY 2025-26 | | FY 2024-25 | |
|---|---|---|---|---|---|
| | | Transactions During the Year | Amount (Receivable)/ Payable as at March 31, 2026 | Transactions During the Year | Amount (Receivable)/ Payable as at March 31, 2025 |
| Deepak Parasuraman | Unsecured Loan taken | 59.76 | - | 6.26 | - |
| | Unsecured Loan Repaid | 59.76 | | 6.26 | - |
| | Reimbursement made against Expenditure | - | - | - | - |
| | Receipts towards issue of shares | - | - | 12.50 | 6.45 |
| | A) attributable to paid up share capital | - | - | - | - |
| | B) attributable to securities premium | - | - | - | - |
| | Remuneration Paid | 30.00 | 1.75 | - | - |
| Sanjay Srinivasan | Remuneration Paid | 23.57 | 2.27 | 11.34 | 1.86 |
| | Reimbursement made against Expenditure | 10.93 | | 22.06 | - |
| Afcom Holdings Limited | Unsecured Loan taken | - | - | - | - |
| | Unsecured Loan Repaid | - | - | 311.60 | - |
| | Advance towards services | - | - | - | |
| Chryseum Corporate Services Pvt Limited | Advance towards services | 700.99 | - | - | - |
| | Return of Advances | 700.99 | - | - | - |
| | Purchase of Vehicle | 142.43 | - | - | - |
| | Professional and Consultancy Fees | 304.17 | - | | |
| Geetha | Professional and Consultancy Fees | - | - | 1.86 | - |
| Narayanan Saptharishi | Professional and Consultancy Fees | 4.38 | 0.40 | 1.20 | 0.40 |

**NOTE-27 : PROVISION FOR GRATUITY**

Gratuity - The Present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method. This method considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation.
Interest cost: It is the increase in the Plan liability over the accounting period resulting from the operation of the actuarial assumption of the interest rate.

Current Service Cost: is the discounted present value of the benefits from the Plan's benefit formula attributable to the services rendered by employees during the accounting period.
Actuarial Gain or Loss: occurs when the experience of the Plan differs from that anticipated from the actuarial assumptions. It could also occur due to changes made in the actuarial assumptions.





# Notes Forming Part Of Financial Statements
AS At March 31, 2026

**(i) RECONCILIATION OF OPENING AND CLOSING BALANCE OF GRATUITY OBLIGATIONS:**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Net Liability as at the Beginning of the Period | 11.10 | 7.03 |
| Net Expenses in P/L A/c | 1.04 | 4.07 |
| Benefits Paid | | - |
| Net Liability as at the End of the Period | 12.15 | 11.10 |
| Present Value of Gratuity Obligation (Closing) | 12.15 | 11.10 |

**(ii) EXPENSES RECOGNISED IN STATEMENT OF PROFIT AND LOSS DURING THE YEAR:**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Interest Cost | 0.76 | 0.51 |
| Current Service Cost | 5.45 | 6.08 |
| Past Service Cost | - | - |
| Expected Return on Plan Assets | - | - |
| Curtailment Cost (Credit) | - | - |
| Settlement Cost (Credit) | - | - |
| Net Actuarial (gain) / loss | (5.16) | (2.52) |
| Net Expenses to be recognized in P&L | 1.04 | 4.07 |
| **TOTAL** | **1.04** | **4.07** |

**(iii) CHANGES IN BENEFIT OBLIGATIONS:**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Opening Defined benefit Obligation | 11.10 | 7.03 |
| Current Service Cost | 5.45 | 6.08 |
| Interest Cost for the Year | 0.76 | 0.51 |
| Actuarial losses (gains) | (5.16) | (2.52) |
| Benefits Paid | - | - |
| Closing Defined Benefit Obligation | 12.15 | 11.10 |
| **TOTAL** | **12.15** | **11.10** |

**(iv) ACTUARIAL ASSUMPTIONS:**

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Rate of Discounting | 7.52% | 7.08% |
| Salary Escalation | 5.00% | 5.00% |
| Attrition Rate | 10.00% | 10.00% |
| Mortality rate during employment Indian | Indian Assured Lives Mortality (2012-14) Ultimate | Indian Assured Lives Mortality (2012-14) Ultimate |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

### NOTE-28 : CONTINGENT LIABILITY AND COMMITMENTS

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Claims against the Company not Acknowledged as Debt* | | |
| TDS demand | 48.00 | 46.27 |
| Goods and Services Tax | - | 13.65 |
| Income Tax Demand | - | |
| Other money for which the Company is Contingently liable | - | - |
| **TOTAL** | **48.00** | **59.92** |

**Notes ***

**TDS demand**

The Company has TDS demand as per TRACES due to interest and late fees for the total demand amount of ₹48,00,000/-. However the company has plans to file rectification against the outstanding TDS with the appropriate authorities and the company is confident of obtaining relief from the demand.

**GST Demand**

The Company has received a DRC-07 order from the GST authorities on 27 April 2026 raising a demand of ₹2,11,45,645/-. The Company has recognised a provision for the aforesaid demand in the financial statements for the financial year 2025–26.

### NOTE-29 : RATIO ANALYSIS

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | | | As at March 31, 2025 | | |
|---|---|---|---|---|---|---|
| | Numerator | Denominator | Ratio | Numerator | Denominator | Ratio |
| Current Ratio (in times)<br>Current Assets / Current liabilities | 16,804.42 | 7,428.27 | 2.26 | 11,892.58 | 3,196.84 | 3.72 |
| Debt-Equity Ratio (in times)<br>Total Debt / Total Shareholder's Equity | 3,665.62 | 31,368.26 | 0.12 | 1,792.66 | 15,037.67 | 0.12 |
| Debt Service Coverage Ratio (in times)<br>EBITDA / (Interest + Principal) | 8,477.23 | 331.18 | 25.60 | 4,141.23 | 205.20 | 20.18 |
| Return on Equity Ratio (in times)<br>(Net Profit After Taxes - Preference Dividend if any) / Average Shareholders fund | 6,077.34 | 23,202.96 | 0.26 | 2,840.61 | 10,818.39 | 0.26 |
| Trade Receivables Turnover Ratio<br>Credit Sales / Average Trade Receivables | 31,853.23 | 2,954.04 | 10.78 | 19,389.56 | 1,373.65 | 14.12 |
| Inventory Turnover Ratio (in times)<br>COGS or sales / Average Inventory | NA | NA | NA | NA | NA | NA |
| Trade payable Turnover Ratio (in times)<br>Credit purchases/ Average Trade Payables | 24,188.88 | 703.81 | 34.37 | 14,708.76 | 232.59 | 63.24 |
| Net Capital Turnover Ratio (in times)<br>Cost of Goods Sold (or) Sales / Average working capital | 23,229.36 | 9,035.94 | 2.57 | 14,489.31 | 5,523.92 | 2.62 |
| Net Profit Ratio (in %)<br>Net Profit / Total Sales | 6,077.34 | 31,853.23 | 0.19 | 2,840.61 | 19,389.56 | 0.15 |
| Return on Capital Employed (in %)<br>(EBIT / Capital Employed) * 100 | 8,375.15 | 35,033.88 | 0.24 | 4,075.80 | 16,830.33 | 0.24 |
| Return On investment (in %)<br>(Income generated from investment funds / Total Investment) | NA | NA | NA | NA | NA | NA |

| Particulars | As at March, 2026 | |
|---|---|---|
| | Variance | Reason for Variance |
| "Current Ratio (in times)<br>Current Assets / Current liabilities" | -39.19% | Increase in Trade Receivables, Increase in other current liabilites and short term provisions. |
| "Debt-Equity Ratio (in times)<br>Total Outside Liabilities / Total Shareholder's Equity" | -1.97% | Improvement in the Revenue and Profit after tax of the company which contributed in increase in Shareholders' equity |
| "Debt Service Coverage Ratio (in times)<br>EBITDA / (Interest + Principal)" | 26.84% | Due to increase in borrowings. |
| "Return on Equity Ratio (in times)<br>(Net Profit After Taxes - Preference Dividend if any) / Average Shareholders fund" | -0.25% | Increase in the business profits due to growth |
| "Trade Receivables Turnover Ratio<br>Credit Sales / Average Trade Receivables" | -23.61% | Increase in sales thereby increasing trade receivables. |
| "Inventory Turnover Ratio (in times)<br>COGS or sales / Average Inventory" | NA | NA |
| "Trade payable Turnover Ratio (in times)<br>Credit purchases/ Average Trade Payables" | -45.65% | Increase in purchases leading to increase in Trade Payables. |
| "Net Capital Turnover Ratio (in times)<br>Cost of Goods Sold (or) Sales / Average working capital" | -1.99% | The dip is observed due to increased Cost of Sales in the year in line with the inprovement in the Revenue |
| "Net Profit Ratio (in %)<br>Net Profit / Total Sales" | 30.23% | PAT has increased in line with the increased topline comparing the previous years with effective management of direct and indirect costs |
| "Return on Capital Employed (in %)<br>(EBIT / Capital Employed) * 100" | -1.28% | Deviation is not material. Company is expected to have high returns on capital employed. |
| "Return On investment (in %)<br>(Income generated from investment funds / Total Investment)" | NA | NA |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

**ADDITIONAL DISCLOSURES WITH RESPECT TO AMENDMENTS TO SCHEDULE III AS RESTATED**

(i) The Company have no immovable property whose title deeds are not held in the name of the company.

(ii) The Company has not revalued its Property, Plant and Equipment during the reporting years.

(iii) Loans and Advances granted to Promoters, Directors, KMP and Related Parties:

There are no Loans and Advances in the nature of loans that are granted to promoters, directors, KMP's and the related parties either severally or jointly with any other person, that are repayable on demand.

(iv) The Company does not have any Capital Work in progress in any of the financial years.

(v) The Company has Intangible Assets under development comprising of part payment made towards acquiring of Trademark, as at the end of balance sheet date March 31, 2026.

**Ageing Schedule of Intangible Assets under development as at March 31, 2026.**

(Amount in ₹ Lakhs)

| Particulars | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| Projects in progress:- | | | | | |
| Trademark | - | 0.70 | - | - | 0.70 |
| Projects temporarily suspended | - | - | - | - | - |

**Ageing Schedule of Intangible Assets under development as at March 31, 2025.**

(Amount in ₹ Lakhs)

| Particulars | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| Projects in progress:- | | | | | |
| Trademark | 0.70 | - | - | - | 0.70 |
| Projects temporarily suspended | - | - | - | - | - |

(vi) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(vii) The Company has made borrowing from the banks or financial institutions on the basis of security of current assets, and the statements of current assets as required to be filed by the Company with any the banks or financial institutions are done periodically and are in accordance with the books of accounts.

(viii) The Company is not declared as wilful defaulter by any bank or financial institution or other lender.

(ix) The Company has not entered into any transactions with companies struck off.

(x) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(xi) The Company has no subsidiaries with one layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(xii) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

(xiii) Utilisation of Borrowed funds and share premium:



# Notes Forming Part Of Financial Statements

AS At March 31, 2026

A. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(xiv) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(xv) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.

(xvi) Value of import on CIF Basis

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Purchase of Spares & Consumables | 437.99 | 159.16 |
| Purchase of Capital goods | - | - |
| **TOTAL** | **437.99** | **159.16** |

(xvii) EARNINGS IN FOREIGN CURRENCY

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Export of services | 27,617.90 | 14,922.98 |
| **TOTAL** | **27,617.90** | **14,922.98** |

(xviii) EXPENSES IN FOREIGN CURRENCY

(Amount in ₹ Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Subscription | 51.65 | 15.71 |
| Purchase of Spares & Consumables | 437.99 | 159.16 |
| Employee benefit expenses | 120.58 | 50.86 |
| Aircraft Charter Charges | 16,830.84 | 11,463.19 |
| Data Processing Charges | 425.53 | - |
| Lease Rental | 1,169.21 | 1,125.90 |
| AMC Charges | 334.52 | 314.16 |
| Aircraft Fuel Expenses | 127.91 | |
| Aircraft Trip Expenses | 191.21 | |
| **TOTAL** | **19,689.44** | **13,128.99** |

# Notes Forming Part Of Financial Statements

AS At March 31, 2026

(xix) Disclosure on applicability of Segment Reporting

As the company's operations are not divided into different business segments or various geographical locations, so the disclosure requirement as per AS 17 are not applicable and no segment information is provided.

(xx) Figures for the previous year have been re-classified / re-arranged / re-grouped, wherever necessary to conform to current year classification as per the requirement of Revised Schedule III to the Companies Act, 2013.

(xxi) There are no changes in Accounting Estimates and Accounting Policies made by the Company for the period ended March 31, 2026

(xxii) The Company has not declared dividend during the period under review.

(xxiii) The company, during the year, has incurred expenses pertaining to fresh issue of shares under the IPO. The amount of expenses incurred overall amounts to ₹ 1,409.02 Lakhs. The total expenses shall be amortized equally in 5 financial years as per generally accepted practice as discussed in Guidance Note published by Institute of Chartered Accountants of India (ICAI) on 'Division I-Non Ind AS Schedule III to the Companies Act, 2013 (Revised January, 2022 Edition)'.

Based on the above, the company has amortized ₹ 191.18 Lakhs as Other expenses in the Statement of Profit and Loss, and ₹ 1,217.84 Lakhs has been recorded in the Balance Sheet under Other Assets in the Balance Sheet under the head 'Unamortized Expenses'. Breakup as Other Non-Current Assets ₹ 991.55 Lakhs and Other Current Assets ₹ 226.29 Lakhs."

(xxiv) The company other income has ₹ 1,171.70 Lakhs comprising of Gain on foreign exchange fluctuations based on re-statement of monetary items comprising of Security Deposits made towards acquisition of aircrafts and Trade Receivables. This has a material impact in the net profit of the company and also in the Earnings per share of the company for the year.

(xxv) During the year, the company has successfully inducted the New Aircraft Type 1 as mentioned in the Prospectus issued for the IPO, the 'Embraer Legacy 650' - 13-seater aircraft and has got the certificate of registration from the DGCA.

As per our report of even date attached

For A. John Moris & Co
Chartered Accountants
Firm Reg No: 007220S
Peer Review Certificate No. 024111

For and on behalf of the Board of Directors of
**FLYSBS AVIATION LIMITED**
(Formerly Known as FLYSBS AVIATION PRIVATE LIMITED)

**Sd/-**
**A. John Moris**
**Partner**
**M.No: 029424**

**Sd/-**
**Deepak Parasuraman**
**Managing Director**
**DIN : 00699855**

**Sd/-**
**Kannan Ramakrishnan**
**Director**
**DIN : 08202306**

**Sd/-**
**Amba Shankar**
**Whole-Time Director & CEO**
**DIN : 08539946**

**Sd/-**
**Narayanan Saptharishi**
**Company Secretary**
**cum Compliance Officer**
**M.No.: ACS 11865**

**Sd/-**
**S.Sanjay**
**Chief Financial Officer**

**Date: 26-05-2026**
**Place: CHENNAI**

# Note


**FLYSBS AVIATION LIMITED**

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