

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U45201TG2008PLC067141

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCD8269K

(ii) (a) Name of the company

GMR AIR CARGO AND AEROSP

(b) Registered office address

PLOT NO.1, GMR HYDERABAD AVIATION SEZ LIMITED
RAJIV GANDHI INTERNATIONAL AIRPORT, SHAMSHABAD
HYDERABAD
Rangareddi
Telangana
500100

(c) *e-mail ID of the company

rakhal.panigrahi@gmraerotech

(d) *Telephone number with STD code

04067251133

(e) Website

www.gmraerotech.in

(iii) Date of Incorporation

29/02/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 28/09/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Support service to Organizations	N7	Other support services to organizations	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GMR HYDERABAD INTERNATIC	U62100TG2002PLC040118	Holding	100
2	GMR AERO TECHNIC LIMITED	U35122TG2010PLC070489	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	681,500,000	455,812,200	455,812,200	455,812,200
Total amount of equity shares (in Rupees)	6,815,000,000	4,558,122,000	4,558,122,000	4,558,122,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	681,500,000	455,812,200	455,812,200	455,812,200
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,815,000,000	4,558,122,000	4,558,122,000	4,558,122,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	68,450	36,735	36,735	36,735
Total amount of preference shares (in rupees)	185,000,000	180,187,350	180,187,350	180,187,350

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series A Compulsory Convertible Cumulative prefer				
Number of preference shares	18,450	18,000	18,000	18,000
Nominal value per share (in rupees)	10,000	10,000	10,000	10,000
Total amount of preference shares (in rupees)	184,500,000	180,000,000	180,000,000	180,000,000
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series B Compulsory Convertible Cumulative prefer				
Number of preference shares	50,000	18,735	18,735	18,735
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	500,000	187,350	187,350	187,350

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	338,400,000	3,384,000,000	3,384,000,000	
Increase during the year	117,412,200	1,174,122,000	1,174,122,000	0

i. Public Issues	0	0	0	0
ii. Rights issue	25,500,000	255,000,000	255,000,000	
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	91,912,200	919,122,000	919,122,000	
Allotment of shares pursuant to merger				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
At the end of the year	455,812,200	4,558,122,000	4,558,122,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	36,735	180,187,350	180,187,350	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	36,735	180,187,350	180,187,350	0
Due to Composite Scheme of Arrangement				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0

iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
At the end of the year	36,735	180,187,350	180,187,350	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				
Date of registration of transfer (Date Month Year)				
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor				
Transferor's Name				
	Surname	middle name	first name	

Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee		<input type="text"/>	
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,750	1000000	2,750,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			2,750,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	1,000,000,000	1,750,000,000	0	2,750,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,982,265,000

(ii) Net worth of the Company

-35,552,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	455,812,200	100	36,735	100
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others 0	0	0	0	0
	Total	455,812,200	100	36,735	100

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

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VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	1	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	4	0	4	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	0	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BUCHISANYASI RAJU	00061686	Director	0	
PUTHALATH SUKUMA	00063118	Director	0	
KAVITHA GUDAPATI	02506004	Director	0	
GOPALA KRISHNA KIS	02916539	Director	0	
RAJESH KUMAR AROF	03174536	Director	0	
NANGAVARAM CHAND	00167868	Additional director	0	
GANDI CHANDRA BHU	AHCPG8945M	Manager	0	
VENKATA RAMANA KE	ADPPK0252L	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ASHOK GOPINATH	AABPN5437H	CEO	19/09/2019	Cessation
GANDI CHANDRA BHU	AHCPG8945M	Manager	19/09/2019	Appointment
APEKSHA PRAMOD N	AHLPN3044R	Company Secretar	30/01/2020	Cessation
ALBUSAIDI ABDUL RA	08106809	Director	27/03/2020	Cessation
NANGAVARAM CHAN	00167868	Additional director	29/03/2020	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	27/09/2019	7	7	100
EXTRA-ORDINARY GENE	02/05/2019	7	6	99.99
EXTRA-ORDINARY GENE	19/09/2019	7	5	99.99
EXTRA-ORDINARY GENE	11/10/2019	7	6	99.99

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2019	6	4	66.67
2	26/07/2019	6	2	33.33
3	19/09/2019	6	2	33.33
4	10/10/2019	6	2	33.33
5	15/11/2019	6	2	33.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	27/12/2019	6	2	33.33
7	23/01/2020	6	3	50

C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/04/2019	3	2	66.67
2	Audit Committee	26/07/2019	3	2	66.67
3	Audit Committee	27/12/2019	3	2	66.67
4	Audit Committee	23/01/2020	3	2	66.67
5	Nomination and Remuneration Committee	26/07/2019	3	2	66.67

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2020
								(Y/N/NA)
1	BUCHISANYA	7	1	14.29	0	0	0	No
2	PUTHALATH	7	2	28.57	0	0	0	No
3	KAVITHA GUJ	7	5	71.43	5	4	80	No
4	GOPALA KRIS	7	5	71.43	0	0	0	No
5	RAJESH KUM	7	2	28.57	5	3	60	No
6	NANGAVARA	0	0	0	0	0	0	Yes

X. * REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashok Gopinath	CEO	8,148,000	0	0	0	8,148,000
2	Apeksha Pramod N	Company Secre	557,000	0	0	0	557,000
3	Venkata Ramana K	CFO	8,058,000	0	0	0	8,058,000
	Total		16,763,000	0	0	0	16,763,000

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr.Kavitha Gudapat	Independent Dir	175,000	0	0	0	175,000
2	Mr.Abdul Rahman H	Independent Dir	165,000	0	0	0	165,000
	Total		340,000	0	0	0	340,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
SUREY GOPALA
KRISHNA KISHORE
Date: 2020.12.07
15:09:14 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
RAKHAL
PANIGRAHI
Date: 2020.12.07
15:09:14 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

GACAEL_31032020.pdf
GACAEL MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



GMR Air Cargo and Aerospace Engineering Limited
(Formerly known as GMR Aerospace Engineering Limited)

Reg. Office Plot No.1
GMR Aerospace Park
GMR Hyderabad Aviation SEZ Limited
Rajiv Gandhi International Airport
Shamshabad, Hyderabad - 500108
+91 40 6725 1115, +91 40 6725 1016
CIN: U452011G2008PLC067141

TO WHOMSOEVER IT MAY CONCERN

The shareholding pattern of GMR Air Cargo And Aerospace Engineering Ltd as on March 31, 2020 is as follows:

S.No	Name of Shareholders	Types of Shares	Number of Shares Held	Nominal Value of Shares	Percentage
1	GMR Hyderabad International Airport Limited	Equity -	45,58,12,130	4,55,81, 21,300	100%
		11.97% Compulsory Convertible Cumulative Preference Shares (Series A)	18,000	18.00.00,000	
		11.97% Compulsory Convertible Cumulative Preference Shares (Series B)	18,735	1,87,350	
2	GMR Corporate Affairs Private Limited*	Equity	10	100	0
3	Dhruvi Securities Private Limited *	Equity	10	100	0
4	Mr. Atul Kumar*	Equity	20	200	0
5	Mr. Rajesh Arora*	Equity	10	100	0
6	GMR Business Process and Services Private Limited*	Equity	10	100	0 -
7	GMR Aerostructure Services Limited*	Equity	10	100	0

*Holding as a nominee shareholder on behalf of GMR Hyderabad International Airport Limited


K. Venkata Ramana
Chief Financial Officer

