



NOTICE FOR 32ND (ADJOURNED) ANNUAL GENERAL MEETING

**TO
THE SHAREHOLDERS,
PAWAN HANS LIMITED.**

NOTICE is hereby given that the 32nd (Adjourned) Annual General Meeting (of AGM held on 27.12.2017) of the Company is scheduled to be held on Friday the 16th February 2018 at 6.00 PM at Hotel Ashok, Chanakyapuri, New Delhi-110011 to transact the following business:-

ORDINARY BUSINESS

1. ADOPTION OF ACCOUNTS

To receive, consider and adopt the audited Balance Sheet as on 31.3.2017, the audited Profit & Loss Account for the year ended on 31st March 2017, along with the Auditors' Report, comments of C&AG thereon and Directors' Report.

2. DECLARATION OF DIVIDEND

To consider and if thought fit, to pass with or without modification the following resolution as ordinary resolution:-

“RESOLVED THAT dividend amounting to Rs.36,98,68,000/- @ 5% of adjusted net worth (of Rs.739.73 crores) plus corporate tax on dividend of Rs.7,52,96,000/- on the paid-up capital of Rs.245.616 crores is hereby declared for the financial year 2016-17 to the shareholders of the Company.”

3. To consider and if though fit to pass with or without modifications the following resolutions as Ordinary Resolutions:-

- i) “RESOLVED THAT AVM Sanjeev Kapoor (DIN-08010730) who was appointed as Director under section 161 of the Companies Act 2013 and holds the office upto the date of 32nd Annual General Meeting and the Company has received a notice in writing from him proposing his candidature, be and is hereby appointed as a Director of the Company liable to retire by rotation for the remaining / extended term at the pleasure of Ministry of Civil Aviation.
- ii) FURTHER RESOLVED THAT Shri Ashok Nayak (DIN No.01621890) who was appointed as Independent Director under section 161 of the Companies Act 2013 and holds the office upto the date of 32nd Annual General Meeting and the Company has received a notice in writing from him proposing his candidature, be and is hereby appointed as Independent Director of the Company liable to retire by rotation for the remaining / extended term at the pleasure of Ministry of Civil Aviation.”
- iii) FURTHER RESOLVED THAT Shri Harish Chaudhry (DIN No.00075061) who was appointed as Independent Director under section 161 of the Companies Act 2013 and holds the office upto the date of 32nd Annual General Meeting and the Company has received a notice in writing from him proposing his candidature, be and is hereby appointed as Independent Director of the Company liable to retire by rotation for the remaining / extended term at the pleasure of Ministry of Civil Aviation.”

4. To consider and if though fit to pass with or without modifications the following resolutions as Special Resolutions:-

“RESOLVED THAT approval of the shareholders by way of passing special resolution is accorded to shift the registered office of Pawan Hans Limited from Rohini Heliport, Sector-36, Rohini, Delhi to C-14, Sector-1, Noida-201301 (UP) i.e. from Delhi to Uttar Pradesh.

FURTHER RESOLVED THAT the Company may seek approval of the Ministry of Civil Aviation for shifting of registered office of Pawan Hans Limited to C-14, Sector-1, Noida-201301 (UP) i.e. from Delhi to Uttar Pradesh and approval of Central Government (Ministry of Corporate Affairs) and as per requirement of section 13 of the Companies Act 2013 and relevant rules.

RESOLVED THAT Clause II of Memorandum of Association of the Company (Pawan Hans Limited) be and is hereby altered so as to substitute the following Clause No.II “The registered office of the Company will be situated in the State of Uttar Pradesh.”

FURTHER RESOLVED THAT for the purpose of giving effect to shift the registered office of the Company as described above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary to effect the shifting of registered office of the Company including to delegate any of the powers herein conferred to Air Cmde. T.A. Dayasagar-ED (Tech), Shri Dharendra Sahai-CFO, Shri Sanjiv Agarwal-Company Secretary, any other officer of the Company and Shri D.P. Gupta, Practicing Company Secretary.

BY THE ORDER OF THE
BOARD OF DIRECTORS OF
PAWAN HANS LIMITED

(Sanjiv Agrawal)
Company Secretary

NEW DELHI.
February 02, 2018

NOTES:

- a) Member entitled to attend and vote at the meeting is entitled to appoint a Proxy who need not be a member of the Company to attend and vote instead of himself. Proxies in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the meeting. A blank Proxy Form is enclosed.
- b) The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 in respect of Special Business is annexed hereto.

Registered Office: Rohini Heliport, Sector-36, Rohini, New Delhi-110085.

Corporate identity Number (CIN) : U62200DL1985GOI022233