



Go Airlines (India) Limited

Regd. Office: C/o Britannia Industries Limited, A-33 Lawrence Road Industrial Area, New Delhi-110035
Corporate Office: C-1, Wadia International Centre (WIC), Pandurang Budhkar Marg, Worli, Mumbai-400025

CIN: U63013DL2004PLC217305

Phone: +91 22 6741000, Website: www.flygofirst.com

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of Go Airlines (India) Limited will be held on Thursday, 30th September, 2021 at 12 noon through Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2021, together with the reports of the Board of Directors and Auditors thereon;
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2021, together with the report of the Auditors thereon;
3. To appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;
4. To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force to the extent applicable, consent and approval of the Members of the Company be and is hereby accorded for appointment of MSKA & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105047W) as Statutory Auditors of the Company to hold office from the conclusion of this Seventeenth Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2026 on such terms, including remuneration (plus applicable taxes, out of pocket expenses, travelling and other expenses), as may be mutually agreed to between the Board of Directors of the Company and MSKA & Associates, in connection with the work of audit of the Company to be carried out by them."

NOTES FOR MEMBERS' ATTENTION:

- 1) In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated January 13, 2021 read with General Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the AGM of



the Company is being held through VC/OAVM on **Thursday, 30th September, 2021 at 12 noon**. The proceedings of the 17th AGM shall be deemed to be conducted at the registered office of the Company at C/o. Britannia Industries Limited, A-33, Lawrence Road Industrial Area, New Delhi 110035.

- 2) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto as **Annexure - I** and forms part of the Notice
- 3) The relevant details of Director seeking reappointed under Item no. 3 pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto as **Annexure - II** and forms part of the Notice.
- 4) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- 5) The notice convening the 17th AGM has been uploaded on the website of the Company at www.flygofirst.com
- 6) Voting on each resolution will be done by show of hands by Members during the Meeting.
- 7) Corporate Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote at the meeting are requested to send a certified copy of the Board Resolution to the Company by e-mail at secretarial@flygofirst.com.
- 8) If a poll is demanded under Section 109 of the Act, the designated email id of the Company viz. secretarial@flygofirst.com will be used for voting purposes.
- 9) 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 Act.
- 10) The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 11) Process for registering e-mail addresses to receive this Notice electronically and participate in the meeting: Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to the Company at secretarial@flygofirst.com.
- 12) The manner in which members can participate in the VC AGM is given hereunder:
 - i) The Members will be provided with a facility to attend the AGM through VC using 'Webex Meeting', which is a two-way Video-conferencing facility. The weblink for the same is sent to the members on their registered e-mail address along with the notice of the AGM and Annual Report for Financial Year 2020-21.
 - ii) Members are encouraged to join the Meeting through Laptops for better experience.



- iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv) 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.
 - v) Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact the Company on secretarial@flygofirst.com or contact: Akshata Khanolkar, Manager, akshata.khanolkar@flygofirst.com./ +91 7304995871
13. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 17th AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company's e-mail address at secretarial@flygofirst.com before 3.00p.m. (IST) on Monday, 27th September, 2021. Such questions by the Members shall be suitably replied to by the Company.
 14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their requests to the Company at secretarial@flygofirst.com.
 15. If any member wishes to inspect any documents pursuant to the resolutions set out in this notice, may do so by sending the request at secretarial@flygofirst.com.
 16. Pursuant to Section 29 of the Companies Act, 2013 read with the Rules made thereunder, the Company is obliged to issue further shares only in dematerialized form only. Further, pursuant to Rule 9A of the Companies (Prospectus and allotment of Securities) Rules, 2014, the Members can transfer their shares only in dematerialized form. The Members are, therefore, requested to convert their physical share holdings into dematerialized form to enable seamless transfer of shares.

**By Order of the Board
For Go Airlines (India) Limited**

**Niranjan Karde
Company Secretary**

Place: Mumbai

Date: 30th August, 2021

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item No. 4**

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), have tendered their resignation as the Statutory Auditors of the Company with effect from December 18, 2020 which resulted in casual vacancy in the office of the Statutory Auditor. The shareholders of the Company, at the Extra Ordinary General Meeting (EGM) held on January 18, 2021, based on the recommendation of the Board of Directors, appointed MSKA & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105047W) as the Statutory Auditors of the Company, to fill the vacancy caused by the resignation of Walker Chandiook & Co. LLP to hold office from the conclusion of that EGM until the conclusion of this Seventeenth Annual General Meeting of the Company.

In accordance with the provisions of Section 139 of the Companies Act, 2013 (the Act), the Board of Directors, at its meeting held on 30th August, 2021 have approved and recommended to the shareholders the appointment of MSKA & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105047W) as Statutory Auditors of the Company to hold office from the conclusion of this Seventeenth Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in year 2026.

MSKA & Associates, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the Rules made thereunder.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 4 except to the extent of their shareholding.

**By Order of the Board
For Go Airlines (India) Limited**

**Place: Mumbai
Date: 30th August, 2021**

**Niranjan Karde
Company Secretary**

Details of Director seeking re-appointment as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Nusli N. Wadia
Director Identification Number (DIN)	00015731
Date of Birth/ Age	15.02.1944/ 77 years
Date of first appointment	01.06.2004
Qualifications	He studied at the Rugby School.
Experience	<p>Nusli Neville Wadia is the Chairman of the Board and a Non-Executive Director of the Company. He is an Indian industrialist. He is the chairman of various companies of the Wadia group, including The Bombay Dyeing and Manufacturing Company Limited, Britannia Industries Limited and The Bombay Burmah Trading Corporation Limited. He has been a director on the board of several foreign and Indian companies.</p> <p>With experience in general business management and finance, Mr. Wadia was a part of various organisations like The Cotton Textiles Exports Promotion Council of India and Mill Owners' Associations. He was also the chairman of The Cotton Textiles Exports Promotion Council of India, and the Mill Owner's Association. He has served as a convenor on the Prime Minister's Council on Trade and Industry. He was the convenor of the Special Group Task Force on Food and Agro Industries Management Policy in November 1998.</p> <p>Mr. Wadia was a member of the Special Subject Group aimed at reviewing the regulations and procedures of the Indian industry, and on the Special Subject Group on Revival of Traditional Industries. He was a member of ICMF in 1984 and 1991. He was appointed as a member of the executive committee, that is the board of trustees of the Nehru Centre, Mumbai in 1979.</p> <p>Mr. Wadia has been associated with charitable institutions like the Sir Ness Wadia Foundation, F.E Dinshaw Foundation, Bai Jerbai Wadia Hospital for Children & Nowrosjee Wadia Maternity Hospital, and educational institutions like the Modern Education Society, Pune.</p>
Terms and conditions of appointment/ re-appointment	Appointed as Non-Executive Director liable to retire by rotation
Details of remuneration sought to be paid	Entitled to receive sitting fees for attending the Meetings of the Board of Directors and the Committee thereof.

Details of remuneration last drawn	Sitting Fees: FY 2019-20: INR 6,00,000 FY 2020-21: NIL (Sitting fees waived)
No. of Board Meetings attended during the year (FY 2020-21)	7
Relationships between Directors and other KMPs inter-se	Father of Mr. Ness N. Wadia and not related to any other Directors/ Key Managerial Personnel of the Company.
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	4,61,33,889 NIL
List of other Companies in which Directorship held as on 31.03.2021 (excluding foreign Companies)	1. The Bombay Burmah Trading Corporation Limited; 2. Britannia Industries Limited; 3. The Bombay Dyeing and Manufacturing Company Limited; 4. Go Investments & Trading Private Limited; 5. Tristar Charitable Foundation; 6. Goodeed Charitable Foundation
Chairperson/ Member of the Committees of the Board of the Companies on which he is a Director as on 31.03.2021	1. Go Airlines (India) Ltd. <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Finance Committee (Chairman) • IPO Committee (Chairman) 2. Britannia Industries Ltd. <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Strategy & Innovation Steering Committee (Chairman) 3. The Bombay Burmah Trading Corporation Ltd. <ul style="list-style-type: none"> • Nomination and Remuneration Committee 4. The Bombay Dyeing & Manufacturing Company Ltd. <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Strategic Committee (Chairman)