



(Please scan this QR code to view the Draft Red Herring Prospectus)

ADDENDUM TO DRAFT RED HERRING PROSPECTUS DATED APRIL 19, 2025



(FORMERLY KNOWN AS FLYSBS AVIATION PRIVATE LIMITED) CORPORATE IDENTIFICATION NUMBER: U62200TN2020PLC136959

Our Company was originally incorporated as “FlySBS Aviation Private Limited” a private limited company under the Companies Act, 2013 and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 07, 2020. Subsequently, the name of our Company was changed from “FlySBS Aviation Private Limited” to “FlySBS Aviation Limited”, consequent to conversion of our Company from private limited company to public limited company, pursuant to special resolution passed by the shareholders of our Company in the Extra-ordinary General Meeting held on August 31, 2024 and a fresh certificate of incorporation consequent to change of name was issued by the Registrar of Companies, Central Registration Centre dated October 29, 2024. The corporate identification number of our company is U62200TN2020PLC136959. For change in registered office and other details please, see “History and Certain Corporate Matters” on page 168 of the Draft Red Herring Prospectus.

Registered Office: Plot no. 16 (NP), 3rd Floor, Indique Palmyra, SIDCO Industrial Estate, Ekkattuthangal, Guindy Industrial Estate, Chennai, Chennai City Corporation, Tamil Nadu – 600032, India.

Website: www.sbsaviation.in; **E-Mail:** corporate@sbsaviation.in; **Telephone No:** +91-44 2260 4444

Company Secretary and Compliance Officer: N Saptharishi



PROMOTERS OF OUR COMPANY: AMBASHANKAR, CAPT. DEEPAK PARASURAMAN, KANNAN RAMAKRISHNAN, BASTIMAL KISHANRAJ AND SHRESHTHA BUSINESS SOLUTIONS LLP		
INITIAL PUBLIC ISSUE OF UPTO 45,57,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF FLYSBS AVIATION LIMITED (FORMERLY KNOWN AS FLYSBS AVIATION PRIVATE LIMITED) (“FLYSBS” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹[●] LAKHS (THE “ISSUE”), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.		
Our Company had filed the Draft Red Herring Prospectus dated April 19, 2025 with the Stock Exchange. Pursuant to certain observations received from the Stock Exchange, the required updates to key portions of the sections titled “Definitions and Abbreviations”, “Summary of the Issue Document” “Risk Factors”, “Objects of the Issue”, “Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, “Other Regulatory and Statutory Disclosures” and “Material Contracts and Documents for Inspection”, beginning on pages 1, 22, 30, 101, 148, 226, 257 and 350, respectively, of the Draft Red Herring Prospectus, have been included in this Addendum. The changes pursuant to the Stock Exchange observations will be duly reflected in the Red Herring Prospectus and Prospectus as and when filed with the RoC, the SEBI and the Stock Exchange.		
The Draft Red Herring Prospectus, including the sections titled “Definitions and Abbreviations”, “Summary of the Issue Document” “Risk Factors”, “Objects of the Issue”, “Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, “Other Regulatory and Statutory Disclosures” and “Material Contracts and Documents for Inspection” beginning on pages 1, 22, 30, 101, 148, 226, 257 and 350, respectively, shall be appropriately updated in the Red Herring Prospectus to reflect the changes indicated in this Addendum.		
The changes conveyed by way of this Addendum are to be read in conjunction with the Draft Red Herring Prospectus and, accordingly, the corresponding references in the Draft Red Herring Prospectus stand updated pursuant to this Addendum. The information in this Addendum supplements the Draft Red Herring Prospectus and updates the information in the Draft Red Herring Prospectus. However, this Addendum does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the Draft Red Herring Prospectus and the date of this Addendum. Accordingly, this Addendum does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus as and when filed with the RoC, the SEBI and the Stock Exchange. Please note that the information included in the Draft Red Herring Prospectus will be suitably updated, including to the extent updated by way of this Addendum, as may be applicable, in the Red Herring Prospectus and the Prospectus. Investors should not rely on the Draft Red Herring Prospectus or this Addendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchange before making an investment decision with respect to the Issue.		
This Addendum which has been filed with the Stock Exchange and will be available on the website of Stock Exchange at www.nseindia.com , the website of the Company at www.sbsaviation.in , and the website of the Book Running Lead Manager, namely, Vivro Financial Services Private Limited at www.vivro.net . All capitalized terms used in this Addendum and not defined herein shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.		
Date: July 09, 2025 Place: Chennai		On Behalf of FLYSBS Aviation Limited Sd/- Kannan Ramakrishnan
BOOK RUNNING LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE
 Vivro Financial Services Private Limited 607/608, Marathon Icon, Opp. Peninsula Corporate Park, Off. Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel, Mumbai – 400 013, Maharashtra, India. Telephone: +91-22 6666 8040 E-mail Id: investors@vivro.net Investor Grievance Id: investors@vivro.net Website: www.vivro.net Contact Person: Aradhy Rajyaguru/Hardik Vanpariya SEBI Registration No.: INM000010122 CIN: U67120GJ1996PTC029182		 MUFG Intime India Private Limited <i>(Formerly known as Link Intime India Private Limited)</i> C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083, (Maharashtra), India. Telephone: +91-81 0811 4949 Website: www.in.mpmf.com Email ID: flysbsaviation ipo@in.mpmf.com Investor Grievance ID: flysbsaviation ipo@in.mpmf.com Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058 CIN: U67190MH1999PTC118368
BID/ISSUE PERIOD		
ANCHOR BID/ISSUE PERIOD: [●]*	BID/ISSUE OPENS ON: [●]	BID/ISSUE CLOSES ON: [●]**

TABLE OF CONTENTS

SECTION I- GENERAL	3
DEFINITIONS AND ABBREVIATIONS	3
SUMMARY OF THE ISSUE DOCUMENT	4
SECTION II- RISK FACTORS	5
SECTION VI – PARTICULARS OF THE ISSUE	18
OBJECTS OF THE ISSUE	18
SECTION VII – ABOUT THE ISSUER COMPANY	24
OUR BUSINESS	24
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS.....	26
SECTION IX – LEGAL AND OTHER INFORMATION	27
OTHER REGULATORY AND STATUTORY DISCLOSURES	27
SECTION XII – OTHER INFORMATION	28
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	28
DECLARATION	29

SECTION I- GENERAL

DEFINITIONS AND ABBREVIATIONS

The definitions pertaining to the Issue namely, “Addendum”, has been incorporated into the section labeled “Issue Related Definitions” starting on Page 6 of the Draft Red Herring Prospectus.

Issue Related Definitions

Terms	Description
“Addendum”	This addendum dated July 09, 2025 to the draft red herring prospectus dated April 19, 2025, filed by our Company with Stock Exchange

[Remainder of the page has been intentionally left blank]

SUMMARY OF THE ISSUE DOCUMENT

The following underlined changes are updated and replaced under the heading “Utilisation of the Net Proceeds” in chapter titled “Summary of the Issue Document” on page 22 of the Draft Red Herring Prospectus.

Utilisation of the Net Proceeds

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

Sr. No.	Objects	Amount (₹ in lakhs)
1.	Funding capital expenditure towards acquisition of six <u>pre-owned</u> aircraft on long term dry lease basis	7,996.25
2.	Repayment/prepayment, in full or part, certain outstanding borrowings availed by our Company	727.60
3.	General Corporate Purposes*	[●]
Total[#]		[●]

**To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 15% of the Gross Proceeds from the Issue or ₹ 1,000.00 lakhs, whichever is lower.*

[#] Assuming full subscription and subject to finalization of basis of allotment.

For further details, see “Objects of the Issue” on page 101 of the Draft Red Herring Prospectus.

[Remainder of the page has been intentionally left blank]

SECTION II- RISK FACTORS

The revised draft for the risk factor numbers 1, 3, 5, 6, 7, 8, 9, 11, 13, 14, 17, 18, 25, 26 appearing in the section entitled "Risk Factors" on page 30, 31, 33, 33, 34, 34, 35, 37, 38, 39, 40, 41, 45 and 44, respectively, of the draft red herring prospectus has been suitably updated and replaced as revised risk factors number 2, 17, 7, 10, 11, 1, 12, 9, 16, 4, 21, 22, 29 and 30, respectively. Additionally, Risk Factors 5, 8, 13 and 23 have been newly incorporated.

BUSINESS RELATED RISKS

I. OPERATIONAL RISKS

1. *There have been certain instances of non-compliances and/or delay in compliance, including with respect to certain regulatory filings by our Company in the past. Consequently, we may be subject to regulatory actions and penalties for any such non-compliance and our business, financial condition and reputation may be adversely affected.*

There have been certain instances of secretarial irregularities in respect of filing of certain forms with the Registrar of Companies in the past as well as non-availability of challans for payment of fees for filing of certain forms as under:

Delay in filing of certain (i) Forms ADT-1 for approval of appointment of our auditors; (ii) Forms MGT-14 for resolution passed by our Shareholders; (iii) Forms AOC-4 for filing of financial statements; (iv) Forms MGT-7A for filing of Abridged Annual Return; (v) Forms SH-7 for increase in authorized capital; (vi) Forms DPT-3 for filing of Return of deposits; (vii) Forms CHG-1 for registration of creation /modification of charges and (viii) Forms INC-27 for conversion of private company into public company

Non availability of challans for payment of fees for filing of certain (i) Forms MGT-14 for approval of increase in authorized share capital and (ii) Form PAS-3 for allotment of Equity Shares on rights basis. The same could not be traced as the relevant information was not available in the records and was also not accessible on the portal of the Ministry of Corporate Affairs or with the RoC.

Additionally, our Company has encountered multiple instances of late filing or non-filing of Form PAS-3 related to the raising of funds through Private Placement under the Companies Act, 2013. To address this non-compliance with Section 42(4) of the Companies Act, 2013, our Company submitted multiple compounding applications on December 24, 2024, to the Registrar of Companies (ROC), Chennai. These applications, along with the applicable fees, seek the compounding of offences punishable under the Companies Act, 2013.

There were a total of nine instances where compounding applications were sought. Details of these instances are summarized in the table below:

Sr. No.	Application for Particulars of Issue	Date of Allotment	Order
1.	Issuance of 28,000 equity shares at Rs. 250/ share through private placement	June 06, 2022	No penalty imposed
2.	Issuance of 1,22,000 equity shares at Rs. 250/ share through private placement	February 28, 2023	Penalty paid
3.	Issuance of 1,67,890 equity shares at Rs. 468.52/ share through private placement	November 24, 2023	Penalty paid
4.	Issuance of 3,00,794 equity shares at Rs. 468.52/ share through private placement	February 26, 2024	No penalty imposed
5.	Issuance of 73,016 equity shares at Rs. 468.52/ share through private placement	March 06, 2024	Penalty paid
6.	Issuance of 1,70,915 equity shares at Rs. 468.52/ share through private placement	April 30, 2024	No penalty imposed

Sr. No.	Application for Particulars of Issue	Date of Allotment	Order
7.	Issuance of 1,07,272 equity shares at Rs. 468.52/ share through private placement	June 08, 2024	Penalty paid
8.	Issuance of 2,02,631 equity shares at Rs. 468.52/ share through private placement	July 10, 2024	No penalty imposed
9.	Issuance of 1,00,000 equity shares at Rs. 468.52/ share through private placement	August 05, 2024	No penalty imposed

In all instances where the Company has submitted compounding applications, orders have been received from the Registrar of Companies/the Regional Director, Chennai. Pursuant to these orders, the Company has made the necessary payments towards the fines and penalties levied by the respective authority. In certain cases, the authority has imposed no penalties on the Company. The Company has also filed Form INC-28 with the Registrar of Companies to formally record and give effect to the said orders.

We have also obtained a search report dated April 19, 2025, from T. Saraswathi, a peer-reviewed practicing Company Secretary, regarding the said discrepancies and errors. Although no regulatory action has been taken against our Company for the aforementioned delays, we cannot assure that no such regulatory action will be initiated in the future.

Furthermore, we cannot guarantee that similar non-compliances will not occur in the future. Consequently, if the concerned authorities impose monetary penalties on us or take punitive actions against our Company or its directors/officers in relation to these matters, our business operations and financial condition could be adversely affected.

2. ***We operate in a niche industry and cater to an elite class of customers which includes entrepreneurs, high ranking corporate leaders, politicians, diplomats, celebrities and other VIPs. These categories of customers require specialised and customised services as per their requirements. Our inability to provide quality services to these customers could have a material adverse effect on our business, results of operations and financial condition.***

Our business primarily caters to a distinguished clientele, including entrepreneurs, high-ranking corporate leaders, politicians, diplomats, celebrities, and other VIPs. This customer base often demands highly specialized and customized services tailored to their unique requirements. These needs may include flexible flight schedules, access to specific destinations, premium luxury amenities, privacy, and stringent security measures. Additionally, charter flight services are often engaged by customers to address specific travel needs, such as the convenience of direct travel, the ability to cover multiple destinations within the shortest possible time or reaching locations with limited or no commercial connectivity. Such services are also availed for purposes including medical emergencies, important business meetings, promotional events, and other critical engagements.

While we are committed to delivering the highest level of service and hospitality, our inability to meet the specific expectations and requirements of our customers could result in dissatisfaction. Factors contributing to such a situation may include operational constraints, delays, insufficient customization, or failure to provide the desired level of luxury, privacy, or security. However, there have been no past instances where we have failed to meet the expectations or requirements of our customers which have resulted in any adverse effect or material impact on our business. In instances where we are not able to provide quality services and hospitality as per the requirements of our clients, it could potentially lead to a loss of future business opportunities and a material adverse effect on our business operations, financial performance, and overall growth.

4. ***Certain of our Promoters and Directors may have interests in entities, which are in businesses similar to ours and this may result in conflict of interest with us.***

Our Group entity, Afcom Holdings Limited, is authorized by its memorandum to undertake similar activities as those conducted by our Company. As a result, conflict of interests may arise in allocating business opportunities amongst our Company and our Group entity in circumstances where our

respective interests diverge.

While Group entity is not currently carrying on any business in conflict with our Company, there is no assurance that such a conflict will not arise in the future, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. There can be no assurance that our Promoters or members of our Group entity will not provide comparable services, expand their presence, solicit our employees or acquire interests in competing ventures in the locations or segments in which we operate.

In the event that any conflicts of interest arise, our Promoters may make decisions regarding our operations, financial structure or commercial transactions that may not be in our shareholders' best interest. It may also enable a competitor to take advantage of a corporate opportunity at our expense. Such decisions could have a material adverse effect on our business financial condition, results of operations and prospects. Should we face any such conflicts in the future, there is no guarantee that they will be resolved in our favour.

5. ***Our Group Company and Promoter Group Companies have objects similar to the line of business of our Company. If any of them were to commence the same or similar business activities as those of our Company, it may lead to a conflict with our business and affect our profitability.***

Our Group Company, Afcom Holding Limited, is engaged in the business of air cargo operations on airport-to-airport basis. Our Promoter Group Companies, Flyaeon Aviation Private Limited and Flyaster Aviation Private Limited have main objects, which are similar to that of our Company; although they are not in operation. If our Group Company or any of the above mentioned Promoter Group Companies were to commence same or similar business, it may conflict with our business and affect our profitability. We cannot assure you that these companies will not commence same or similar business or that we will be able to suitably address any resulting conflict of interest without an adverse impact on our business, financial condition or results of operations.

7. ***Failure to comply with covenants in our Aircraft Lease Agreements could adversely affect our Business operations and Financial conditions.***

We have entered into aircraft lease agreements with various lessors for operating our fleet, including dry lease arrangements. These agreements impose several restrictive and additional covenants that we are required to adhere to throughout their terms. The key covenants include:

- Entering into valid and subsisting maintenance, repair, and overhaul service agreements;
- Possessing certificates such as airworthiness, registration, noise, and other relevant documents;
- Ensuring timely payment of agreed monthly rentals to the lessors;
- Maintaining compliance with all applicable laws and regulations, including DGCA requirements;
- Ensuring aircraft operation by qualified and duly licensed pilots employed by us;
- Prohibiting subleasing or creating encumbrances such as liens or mortgages on the aircraft;
- Obtaining and maintaining all necessary licenses and certificates for aircraft operations;
- Maintaining comprehensive insurance coverage, including hull all-risk and third-party liability insurance.

Additionally, under our dry lease agreements, we are responsible for ensuring the aircraft's health and maintenance at the end of the lease term. This includes providing an FAA-approved certificate of fitness, rectifying any damage, and facilitating the aircraft's deregistration from India in a manner acceptable to the lessor. Failure to meet these obligations could lead to significant repercussions, such as the lessor withholding or forfeiting the refundable deposit, extending the lease term with continued rental obligations, or initiating litigation against us.

Although we have not, in the past, suffered any significant disruption in our business activities on account of non-compliance with covenants mentioned in aircraft lease agreements, failure to comply with these covenants or fulfil post-lease conditions could result in defaults under the agreements, repossession of

aircraft, or legal disputes. Any such occurrences may negatively impact our business operations, financial performance, and overall prospects. While we have not faced any disputes or litigations with lessors to date, we cannot assure that we will remain fully compliant in the future or avoid adverse events related to these agreements.

8. **The existing aircraft operated by us on dry-lease basis and the pre-owned aircraft, which we intend to acquire from the Net Proceeds, have a limited useful life. Further, we are vulnerable to any technical issue or regulatory changes affecting our aircraft which may affect our business operations and financial conditions.**

Our existing fleet under dry lease arrangement includes a 13 seater Embraer Legacy 600 aircraft bearing Indian registration mark VT-SSR which has an estimated balance useful life of ~47,000 flying hours (16025 flight cycle) as on July 07, 2025. For further details, please see “Fleet and Aircraft Details - A. Dry Lease Arrangements” in the chapter titled “Our Business” on page 154 of the Draft Red Herring Prospectus. The pre-owned aircraft, which we propose to acquire on long-term dry lease basis has an estimated balance useful life of ~39,500 flying hours (12,441 flight cycle) to ~51,600 flying hours (18,335 flight cycles). For further details, please see “Details of the Objects of this Issue - 1. Funding capital expenditure towards acquisition of six pre-owned new aircraft on long term dry lease basis” in the chapter titled “Objects of the Issue” on page 102 of the Draft Red Herring Prospectus. While we benefit from lower upfront capital cost and accelerated fleet induction due to acquisition of pre-owned aircraft on long term dry lease basis as compared to acquisition of new aircraft, it also compresses remaining service life and can elevate maintenance, reliability, and retrofit costs. If such pre-owned aircraft, or the aircraft already in our fleet, reach the end of their certified economic life sooner than projected, or if they are affected by latent technical defects that require accelerated inspections, major repairs or grounding, our capacity, costs, cash flows and compliance status could be materially and adversely affected. Any defect or problem in the aircraft models in our fleet may also result in the aviation authorities in India or elsewhere implementing certain airworthiness directives, which may require us to bear substantial cost to repair such defect. Further, our operations could be adversely affected if passengers avoid flying with us as a result of a negative perception of our aircraft model due to real or perceived safety concerns or other problems.

Modern commercial aircrafts are highly complex machines; even minor defects or administrative errors can escalate into safety events, unplanned groundings or regulatory action. Due to the risks associated with the aviation operations, the aviation industry operates under strict regulatory frameworks to ensure the safety, reliability, and efficiency of aviation operations. Our business, being part of this highly regulated sector, is subject to comprehensive oversight by the DGCA and compliance with airworthiness requirements is critical to our operations. Any undetected defect on account of various reasons such as aircraft design issues, premature component failure, data-entry error, documentation gap in scheduled maintenance and inadvertent omission of flight-deck checklists may result in unforeseen technical failure. Any failure to adhere to technical or safety norms for operating the aircraft may result in an emergency, incident or accident. Any terrorist activity, animal hits may also result in aircraft disaster. If our aircrafts gets involved in any accidents in the future, which may result in direct quantifiable losses, such as passenger claims and repair and replacement costs, as well as indirect unquantifiable losses associated with the public’s perception that our Company’s fleet is unsafe and unreliable, which may in turn affect demand for our services.

In order to ensure the passenger safety and avoid any such incident, we follow all pre and post operative safety checks as per the DGCA requirements. We have entered into an arrangement with DGCA approved MRO service provider to carry our periodic repairs and maintenance activities of our aircraft. Our team comprises of 3 personnel for Continuing Airworthiness Management Organization (CAMO). We are also subject to periodic DGCA inspection to ensure independent assessment of airworthiness of our aircraft. For further details, please see “Risk Factor 11 - The airline industry is subject to extensive regulation. Any Changes in government regulations imposing additional restrictions on our operations could increase our operating costs and result in service delays and disruptions” on page 34 of the draft red herring prospectus. While no such incident has happened in past, we may be subject to regulatory scrutiny and loss of reputation if any such incident occurs in future, which may adversely affect our business operations and financial performance.

9. **We are dependent on limited number of suppliers and contractors for supply of key spare parts and consumable items for operating our aircrafts. We have not made any long-term supply arrangement with our suppliers. In an event where our suppliers and contractors are unable to deliver us the required resources in a time-bound manner it may have a material adverse effect on our business operations and profitability.**

Our Company is dependent on external suppliers and vendors for supply of key spare parts and consumable items for operating our aircrafts; however, we have not entered into any long-term supply agreement for the same. For the nine months period ended December 31, 2024, and financial year ended March 31, 2024, March 31, 2023, and March 31, 2022, our purchases from top one (1), top five (5) and top ten (10) suppliers are as follows:

(₹ in lakhs)					
Sr No.	Particulars	Nine months ended December 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
1.	Purchase from top one (1) supplier	3,897.14	3,917.60	1,443.61	1,542.93
2.	Purchase from top five (5) suppliers	9,561.21	9,121.76	2,721.87	2,136.34
3.	Purchase from top ten (10) suppliers	10,371.09	10,189.70	2,742.69	2,197.29

Following is the contribution of our top one (1), top five (5) and top ten (10) suppliers in our direct operating expenses and entry into service cost:

Sr No.	Particulars	Nine months ended December 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
1.	% of Direct operating expenses and entry to the service cost from top one (1) supplier	36.69%	36.19%	51.78%	59.82%
2.	% of Direct operating expenses and entry to the service cost from top five (5) suppliers	90.02%	84.27%	97.62%	82.82%
3.	% of Direct operating expenses and entry to the service cost from top ten (10) suppliers	97.64%	94.13%	98.37%	85.19%

There can be no assurance that strong demand, lack of required resources or other problems experienced by our supplier will not result in occasional shortages or delays in their supply of key spare parts and consumable items. While we have not experienced any significant disruption or delay in supply of required key spare parts and consumable items which resulted in delay in our business activities, we cannot assure you that no such delay would occur in future. If we experience a significant or prolonged shortage of resources from any of our suppliers and we cannot arrange the required resources from other sources, we would be unable to carry out our business operations in an effective manner, which would adversely affect our revenue, margins and clients' relations.

While we may find additional suppliers to supply these key spare parts and consumable items, any failure of our suppliers to deliver these key spare parts and consumable items in the necessary quantities or to adhere to delivery schedules, credit terms or specified quality standards and technical specifications may adversely affect our business operations. As a result, we may lose customers which could have a material adverse effect on our business, financial condition and results of operations. Further, there can be no assurance that we will be able to effectively manage relationships with our existing or new suppliers or that we will be able to enter into arrangements with new suppliers at attractive terms or at all. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial

performance could be adversely affected.

10. ***We have experienced working capital requirements in the past and may continue to experience in future also. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.***

Working capital requirement in our business is relatively high because of the contractually agreed progressive lease payment schedules based on our arrangements with various companies from whom we have taken aircrafts on dry and wet lease basis. Our net working capital, calculated as total current assets less total current liability as per Restated Financial Statements, was ₹ 6,506.75 lakhs, ₹ 2,340.76 lakhs, ₹ 429.38 lakhs and ₹ 236.70 lakhs, respectively, representing 47.86%, 21.98%, 12.59% and 8.69% of our revenue from operations for the nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively.

Our business depends on generating sufficient operating cash flows from our charter operations. However, factors such as fleet and equipment wear and tear, external exigencies, reduced demand due to economic downturns, increased competition, and other challenges could affect our fleet's operational capacity and utilization. This may require us to incur debt to meet regular cash flow needs.

We consistently work to improve our financial management practices to address working capital challenges effectively. By actively managing credit terms, payment schedules, and contract agreements, we seek to minimize risks associated with variations in working capital requirements. Furthermore, we focus on prudent financial planning, diversifying financing options, and fostering strong relationships with financial institutions to ensure efficient working capital management. While we have not, in the past, suffered any significant disruption in our business activities on account of additional working capital requirements and despite these proactive efforts, there is no guarantee that fluctuations in working capital will not adversely affect our business operations or financial performance. For details related to working capital requirement, see “Objects of the Issue” on page 101 of the Draft Red Herring Prospectus.

11. ***The airline industry is subject to extensive regulation. Any Changes in government regulations imposing additional restrictions on our operations could increase our operating costs and result in service delays and disruptions.***

The aviation industry is extensively regulated throughout the world due to its inherent safety risks and the potential for significant harm if regulations are not enforced. The DGCA regulates the manufacture of aircraft and the operations of aircraft in the country. The Government of India and the Ministry of Civil Aviation through the DGCA has broad powers to supersede our Board of Directors and suspend or revoke our approval to operate.

In order to conduct and continue our operations, we must obtain and/or renew our approvals, licenses, registrations and permits under the central and state governments, both domestic and international to the extent that it charters its flights to overseas destinations. Such approvals, licenses, registrations and permissions may impose conditions on us to provide prior intimation to the licensing authority before effecting any change in our constitution or ownership in general. These approvals are subject to various conditions and if we fail to obtain or renew such approvals, registrations and licenses in a timely manner, we may not be able to continue with our operations, which may have an adverse effect on our business, financial condition and results of operations.

On March 19, 2025, our Company received four Deficiency Reporting Forms (DRFs) from the DGCA following a special operations audit conducted on March 11, 2025, focusing on performance-based navigation (PBN) and Reduced Vertical Separation Minimum (RVSM) operations. All four DRFs were classified as Level II findings, and our Company was directed to reply to the DRFs on or before March 29, 2025. The audit was conducted on the Embraer 135BJ aircraft (Legacy 600) and highlighted lapses in maintenance certification compliance, failure to conduct mandated reports and review meetings, and deficiencies in the internal audit framework, particularly in relation to special operations

On receipt of the DRF, our Company carried out corrective action responses and submitted its report to

the DGCA on March 26, 2025, addressing the observations with supporting documentation. Our Company has since not received any further observation from the DGCA, and our Company has ensured that it continues to adhere to the corrective action as suggested by the DGCA. However, we cannot assure you that in the future, the DGCA will not impose any stricture or penalty on our Company for such lapses.

Our existing and additional fleet services may require various approvals to continue operations. Such approvals, licenses, registrations and permissions may impose conditions upon us to provide prior intimation to the relevant licensing authority before effecting any changes in our constitution or ownership in general. These approvals are subject to various conditions. Our business prospects, results of operations and financial conditions could be adversely affected if we fail to comply with any such condition. Likewise, any inability or delay in renewing /applying for our license, registration, approval or permission could adversely affect our results of operations and financial conditions.

For details, see “Government and Other Statutory Approvals” on page 251 of the Draft Red Herring Prospectus.

12. ***We derive a significant portion of our revenue from a limited number of clients. Our inability to acquire new clients or loss of all or a substantial portion to any of our major client, for any reason and/or, continued reduction of the business from them, could have a material adverse impact on our business, results of operations, financial condition and cash flows.***

We derive a significant portion of our revenues from a limited number of clients. Our clients generally include entrepreneurs, high ranking corporate leaders, politicians, diplomats, celebrities and other VIPs. For the nine months period ended December 31, 2024, financial year ended March 31, 2024, March 31, 2023, and March 31, 2022, our revenue from top one (1), top five (5) and top ten (10) clients are as follows:

(₹ in lakhs)					
Sr No.	Particulars	Nine months ended December 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
1.	Revenue from top one (1) client	5,299.74	4,807.91	1,574.40	1,235.53
2.	Revenue from top five (5) clients	11,635.83	9,988.95	3,085.77	1,719.72
3.	Revenue from top ten (10) clients	<u>12,646.02</u>	10,260.42	3,391.97	2,048.11

Following is the contribution of our top one (1), top five (5) and top ten (10) clients in our total revenue from operations:

Sr No.	Particulars	Nine months ended December 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
1.	% of total revenue from top one (1) client	38.98%	45.15%	46.16%	45.36%
2.	% of total revenue from top five (5) clients	85.59%	93.80%	90.47%	63.14%
3.	% of total revenue from top ten (10) clients	<u>93.02%</u>	96.35%	99.45%	75.20%

A significant portion of our revenues may continue to come from our key clients. Although the composition and mix of these clients vary from year to year, any decision by one or more of them to cease or significantly reduce their business with us could lead to a decline in revenues, potentially impacting our business, operational results, cash flows, and financial condition adversely.

While we have conducted substantial business with these clients in the past and have maintained strong, long-term relationships, we have not entered into legally binding agreements or commitments with them. As a result, we cannot guarantee that we will secure future business from these clients or that any future orders will be on commercially favorable terms. The loss of business from one or more key clients could

adversely affect our revenues and profitability.

13. The aircraft proposed to be acquired through the proceeds of the Issue will be second-hand in nature.

The aircraft proposed to be acquired through the proceeds of the Issue will be pre-owned in nature, aligning with industry standards in the market where our Company operates. Our existing fleet also consists of pre-owned aircraft. While this is a common practice to balance cost-efficiency with operational requirements, there are inherent risks associated with the use of pre-owned aircraft.

Despite conducting regular operational checks and adhering to all statutory maintenance requirements, pre-owned aircraft may be more prone to unforeseen technical issues, wear and tear, or component fatigue, compared to new aircraft. These factors could lead to higher maintenance costs, operational downtime, and increased expenditures for repairs or part replacements, which may not typically arise with newer aircraft.

Additionally, older aircraft may face stricter scrutiny by regulatory authorities, potentially resulting in additional compliance requirements and associated costs. Such issues could adversely affect the efficiency of our operations, increase our operational costs, and impact our profitability.

For further details, please see section titled “Objects of the Issue - Funding capital expenditure towards acquisition of six pre-owned aircraft on long term dry lease basis” on page 101 of draft red herring prospectus

16. Our insurance coverage may be inadequate, which could have an adverse effect on our financial condition and results of operations.

Our operations are inherently subject to various risks, including hazards such as accidents, adverse weather conditions, collisions, and fires, which are part of providing air charter services. These risks can lead to personal injuries, loss of life, significant damage to property and equipment, and suspension of operations. Additionally, in the event of any adverse incident involving our aircraft or business operations, we may face regulatory scrutiny and potential actions. Due to these factors and others, we may encounter challenges in maintaining adequate insurance coverage in the future, particularly at rates that we consider reasonable.

While we maintain adequate insurance coverage, it may not be sufficient to cover all potential economic losses. Based on our historical need for insurance, we recognize that the loss of our existing coverage, or the loss, expropriation, confiscation, or significant damage to our aircraft, could negatively impact our operations and financial condition. Although we have not experienced substantial uninsured losses over the past three financial years, any significant uninsured loss in the future could leave us unable to recover the full market value or replacement cost of our assets through our policies.

Further, we have not, in the past, suffered any major losses which were not covered under the insurance and there have been no past instances where claims have exceeded the liability coverage under our insurance policies during the last three financial years and nine months period ended December 31, 2024.

An event for which we are inadequately or insufficiently insured, or changes in our insurance terms—such as increased premiums, higher deductibles, or co-insurance requirements—could adversely affect our business, reputation, operational results, financial health, and cash flows. Additionally, we cannot guarantee that we will be able to renew our insurance policies in the normal course of business, on acceptable terms, within a reasonable timeframe, or at all.

17. We have not yet placed any order as per Objects of the Issue, which may have an adverse effect on operations

The Company intends to utilise ₹ 7,996.25 lakhs from the Net Proceeds from the Issue towards funding capital expenditure towards acquisition of six pre-owned aircraft on long term dry lease basis. While the Company has obtained valid commercials (including quotation, agreement, pro forma invoice, proposals and letter of intent) from the suppliers from whom the Company proposes to acquire these aircrafts, we

have not entered into any definitive agreements to utilize the net proceeds for capital expenditure relating to fleet expansion or for general corporate purposes.

Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure that we will be able to undertake such capital expenditure at the costs indicated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes, defects in design or construction, taxes and duties, interest and finance charges, and other external factors which may not be within the control of our management.

Any delays in acquiring the aircrafts from the Net Proceeds of the Issue could result in cost and time over run, which would adversely affect the operations and profitability of our Company. Delays in delivery of the said machinery and fleet or damage or loss in transit will adversely affect our business, operations and profitability. Further, if we are unable to procure aircrafts from the vendors from whom we have obtained quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the similar kind of aircrafts, which satisfy our requirements at acceptable prices. Our inability to procure aircrafts at acceptable prices or in a timely manner may result in an increase in capital expenditure, extension or variation in the proposed schedule of implementation and deployment of the Net Proceeds, thereby resulting in an adverse effect on our business, prospects and results of operations. We may also experience difficulties in integrating these pre-owned aircraft into our existing infrastructure and operations. Further, in the event of any time and cost overruns, the Company confirms that the additional funding requirements, if any, would be met by the Company through its internal accruals. Any delays in acquiring the aircrafts from the Net Proceeds of the Issue could result in cost and time over run, which would adversely affect the operations and profitability of our Company.

20. There are certain instances of delays in payment of statutory dues. Any delay in payment of statutory dues or non-payment of statutory dues in dispute may attract financial penalties from the respective government authorities, which may have an adverse impact on our financial condition and cash flows.

There have been certain instances on delay in payment of statutory dues in last three fiscals and nine months period ended December 31, 2024, which inter-alia include, income-tax, goods and services tax, provident fund, employees' state insurance, professional tax and other statutory dues which as on the date of the Draft Red Herring Prospectus has been deposited with relevant authorities.

The table below sets out details of statutory dues paid by our Company during the nine months period ended December 31, 2024, and financial years 2024, 2023 and 2022 regularised later on:

(₹ in lakhs)				
<u>Nature of Payment</u>	<u>Nine months period ended December 31, 2024</u>	<u>Financial Year 2024</u>	<u>Financial Year 2023</u>	<u>Financial year 2022</u>
Provident Fund	5.55	5.22	=	
Employee state insurance	=	=	=	=
Professional taxes	0.22	0.36	0.10	0.11
Labour welfare fund charges	=	=	=	=
Goods and services tax	563.17	263.61	113.32	498.57
Taxes deducted or collected at source	14.36	192.52	42.70	2.36

Further, the table below sets out the number of permanent employees for which employment-related statutory dues were applicable during the nine months period ended December 31, 2024 and Financial Years 2024, 2023 and 2022:

<u>Nature of Payment</u>	<u>Nine months period ended December 31, 2024</u>	<u>Financial Year 2024</u>	<u>Financial Year 2023</u>	<u>Financial year 2022</u>
<u>Provident Fund</u>	<u>20</u>	<u>14</u>	<u>=</u>	<u>=</u>
<u>Employee state insurance</u>	<u>=</u>	<u>=</u>	<u>=</u>	<u>=</u>
<u>Professional taxes</u>	<u>20</u>	<u>14</u>	<u>3</u>	<u>4</u>
<u>Labour welfare fund charges</u>	<u>=</u>	<u>=</u>	<u>=</u>	<u>=</u>
<u>Taxes deducted or collected at source</u>	<u>=</u>	<u>=</u>	<u>=</u>	<u>=</u>

The table below sets out details of instances of delays in payment of statutory dues during the nine months period ended December 31, 2024 and Financial Years 2024, 2023, and 2022:

<u>Nature of Payment</u>	<u>Nine months period ended December 31, 2024</u>	<u>Financial Year 2024</u>	<u>Financial Year 2023</u>	<u>Financial year 2022</u>
(₹ in lakhs)				
<u>Provident Fund</u>	<u>0.74</u>	<u>2.25</u>	<u>=</u>	<u>=</u>
<u>Employee state insurance</u>	<u>N.A</u>	<u>N.A</u>	<u>N.A</u>	<u>N.A</u>
<u>Professional taxes</u>	<u>=</u>	<u>=</u>	<u>0.05</u>	<u>0.05</u>
<u>Labour welfare fund charges</u>	<u>N.A</u>	<u>N.A</u>	<u>N.A</u>	<u>N.A</u>
<u>Goods and services tax</u>	<u>9.81</u>	<u>37.65</u>	<u>68.68</u>	<u>=</u>
<u>Taxes deducted or collected at source</u>	<u>14.36</u>	<u>135.52</u>	<u>39.04</u>	<u>0.99</u>

The delay in payment of the aforesaid statutory dues were on account of oversight by the accounts team, however the same has been subsequently paid. The Company has also implemented internal controls to track the compliances required, due dates and the actual date of compliances on a regular basis to ensure such delays are prevented in future. There can be no assurance that such delays may not arise in future. This may lead to financial penalties from respective government authorities which may have a material adverse impact on our financial condition and cash flows.

21. ***Our Company has entered into related party transactions in the past and may continue to do so in future. There can be no assurance that such transactions will not have an adverse effect on our results of operations, and financial condition.***

We have entered into and may in the course of our business continue to enter into transactions with related parties that include our Promoters and our Group Company and affiliates. Although all related party transactions that we have or may enter into, have been and will continue to be on arm's length commercial terms, or at a terms which shall be commercially beneficial to our Company, subject to board or shareholders' approval, as necessary under the Companies Act, 2013 and the SEBI LODR Regulations, as applicable, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition, cash flows and results of operations or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. Additionally, any such future transactions with our related parties could potentially involve conflicts of interest. Further, we have not conducted any transfer pricing audit under the Income Tax Act, 1961 as the provisions of transfer pricing are not applicable to our Company.

For further details in relation to our related party transactions, see "Restated Financial Statements – Annexure 32 - Related Party Transactions" on page 219 of the Draft Red Herring Prospectus.

22. ***Our funding requirements and the deployment of Net Proceeds are based on management estimates and have not been independently appraised. Any variation in the utilisation of Net Proceeds of the Issue as disclosed in the Draft Red Herring Prospectus shall be subject to compliance requirements, including prior shareholders' approval.***

The fund requirement and deployment, as mentioned in the chapter titled as “*Objects of the Issue*” on page 101 of the Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. We intend to use the net proceeds of the Fresh Issue for (i) capital expenditure towards acquisition of six pre-owned aircraft on long-term dry lease basis; (ii) repayment/prepayment, in full or part, certain outstanding borrowings availed by our Company; and (iii) general corporate purposes. We have not entered into any definitive agreements to utilize the net proceeds for capital expenditures relating to fleet expansion or for general corporate purposes. There can be no assurance that we will be able to conclude definitive agreements for such capital expenditures on terms anticipated by us.

Whilst a monitoring agency will be appointed for monitoring the utilization of the Gross Proceeds, the proposed utilization of the Gross Proceeds is based on current conditions, internal management estimates and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the Objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter our Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of Objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in the Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by redeploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

Further, we cannot assure that the actual costs or schedule of implementation under chapter titled “*Objects of the Issue*” on page 101 of the Draft Red Herring Prospectus will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control and will be subject to applicable rules and regulations. The occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

23. ***Our Company have extended loans or advances to related parties, and any failure or default by our related parties to repay such loans in accordance with the terms and conditions of the financing arrangement could trigger repayment obligations on them, which may impact our business and operations***

Our Company have, in the ordinary course of business or otherwise, extended loans or advances to related parties. While these transactions are undertaken in compliance with applicable laws, there can be no assurance that such related parties will perform their obligations in a timely manner, or at all.

For further details, please see “*Restated Financial Statements – Annexure 32 - Related Party Transactions*” on page 219 of the Draft Red Herring Prospectus.”

While there has been no default in repayment of loans given to related parties in past, any default or failure on the part of our related parties to repay the loans in a timely manner in future could have an adverse impact on our business, results of operation and financial conditions.

29. ***We pay most of our aircraft lease rentals in foreign currency and also import a significant portion of spares, special tools and equipment, used in our business and as a result we are subject to foreign currency fluctuations.***

We have acquired one aircraft on a long-term dry lease basis and entered into an aircraft charter service agreement with two international business jet operators, allowing us to use their fleets on a wet lease arrangement to meet our clients' needs. Additionally, we import a significant portion of the spare parts, tools, and equipment necessary for the maintenance of our aircraft, as well as various tools and equipment for our proposed MRO (Maintenance, Repair, and Overhaul) and hangar services.

As these imports are generally paid for in foreign currencies, including the U.S. Dollar, we are exposed to fluctuations in foreign exchange rates. The exchange rate between the Indian Rupee and other major currencies has experienced substantial changes in recent years, and it may continue to fluctuate significantly in the future.

The following table sets out our earnings and expenditure in foreign exchange currency, exchange rate fluctuation losses, and as a percentage of revenue from operations for the periods indicated:

(₹ in Lakhs)

<u>Particular</u>	<u>For the period ended December 31, 2024</u>	<u>Financial year ended March 31, 2024</u>	<u>Financial year ended March 31, 2023</u>	<u>Financial year ended March 31, 2022</u>
Total earnings in foreign currency	10,379.67	9,184.20	2,722.71	=
Total Expenditure in foreign currency	8,600.66	9,164.57	2,501.84	=
Net Foreign exchange Gain/(Loss)	76.31	23.05	33.83	13.77
Exchange rate fluctuation loss as a percentage of revenue from operations (%)	0.56%	0.22%	0.99%	0.51%

Following table represent foreign currency exposure outstanding at the end of the respective period.

<u>Particular</u>	<u>As at December 31, 2024</u>	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
Security Deposit (US\$)	38,03,270	21,73,270	8,83,270	5,61,000
Trade Receivable (US\$)	20,99,650	7,63,951	1,03,297	=
Trade Payable (US\$)	3,33,825	13,412	2,20,000	=
Trade Payable (HK\$)	2,849	=	=	=
Trade Payable (Euro)	3,009	=	=	=

For further details see “*Restated Financial Statements*” on page 198 of the Draft Red Herring Prospectus.

To date, we do not have a hedging policy and have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited. In addition, the policies of the Reserve Bank of India (“RBI”) may change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our business, financial condition, cash flows and results of operations.

30. *Our maintenance and fuel costs will increase as our fleet ages.*

The airline industry is characterized generally by high fixed cost obligations, primarily for lease charges, aircraft fuel, engineering and maintenance charges, debt service and rent. As the industry grows and expands, we anticipate a rise in both maintenance and fuel costs.

Currently, the average age of our aircraft is relatively less, and they require less maintenance than older aircraft would. However, as our fleet continues to age, the need for more frequent and extensive maintenance, including heavy maintenance, will increase. This will result in higher operational costs as

more resources will be needed for repairs and upkeep.

Additionally, older aircraft generally consume more fuel, and we expect our fuel expenses to rise in both absolute terms and relative to newer aircraft models that may become available in the market. As the proportion of owned aircraft in our fleet grows, leading to an increase in the overall age of the fleet, maintenance costs could increase even further.

We intend to utilise ₹ 7,996.25 lakhs from the Net Proceeds from the Issue towards funding capital expenditure towards acquisition of six pre-owned aircraft on long term dry lease basis. While the initial acquisition cost of pre-owned aircraft may be lower than new aircraft, these aircraft typically require frequent maintenance and repairs due to their age and potential obsolescence. Moreover, pre-owned aircraft may consume more fuel than newer models, leading to higher long-term operating costs. The decision to acquire pre-owned aircraft carries a risk of balancing the initial savings with the potential for higher maintenance and fuel costs, which could have a material adverse effect on our financial performance.

Any significant escalation in maintenance and fuel expenses due to the aging of our fleet could have a material adverse impact on our business operations, financial performance, and overall financial condition.

SECTION VI – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The following underlined disclosures are updated and added under the headings “Utilisation of Net Proceeds and Schedule of Deployment” and “Details of the Objects of the Issue” on pages 101 and 102 respectively, under the sub-section titled “Objects of the Issue” under the section titled “Particulars of the Issue” of the Draft Red Herring Prospectus:

Our Company intends to utilize the gross proceeds raised through the Issue (“**Gross Proceeds**”), after deducting the Issue related expenses (“**Net Proceeds**”), for the following objects:

1. Funding capital expenditure towards acquisition of six pre-owned aircraft on long term dry lease basis;
2. Repayment/prepayment, in full or part, certain outstanding borrowings availed by our Company; and
3. General Corporate Purposes

Utilisation of Net Proceeds and Schedule of Deployment

The proposed utilisation of the Net Proceeds by our Company is set forth in the following table:

(₹ in lakhs)

Particulars	Amount which will be financed from Net Proceeds	Proposed schedule for deployment of the Net Proceeds Fiscal 2026
Funding capital expenditure towards acquisition of six <u>pre-owned</u> aircraft on long term dry lease basis	7,996.25	7,996.25
Repayment/prepayment, in full or part, certain outstanding borrowings availed by our Company	727.60	727.60
General Corporate Purposes*	[•]	[•]
Total Net proceeds [^]	[•]	[•]

*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for General Corporate Purposes will not exceed 15% of the Gross Proceeds from the Issue or ₹ 1,000.00 lakhs, whichever is lower.

[^] Assuming full subscription and subject to finalization of basis of allotment.

Details of the Objects of this Issue

1. **Funding capital expenditure towards acquisition of six pre-owned aircraft on long term dry lease basis**

In order to meet the growing demand for private air-charter services, our Company intends to deploy Net Proceeds from this Issue aggregating up to ₹ 7,996.25 lakhs towards acquisition of six pre-owned aircrafts on long term dry lease basis.

Following is a brief description of the pre-owned aircrafts proposed to be acquired by our Company on a long-term dry lease basis:

Particular	Aircraft Type – 1	Aircraft Type – 2		Aircraft Type – 3		
	Aircraft 1	Aircraft 2A	Aircraft 2B	Aircraft 3A	Aircraft 3B	Aircraft 3C
Configuration	Large Size Cabin 13-Seater Aircraft	Medium Size Cabin 8-Seater Aircraft	Medium Size Cabin 8-Seater Aircraft	Small Size Cabin 8- Seater Aircraft	Small Size Cabin 8- Seater Aircraft	Small Size Cabin 8- Seater Aircraft
Year of manufacturing	2009	2012	2013	2009	2012	2011

<u>Particular</u>	<u>Aircraft Type – 1</u>	<u>Aircraft Type – 2</u>		<u>Aircraft Type – 3</u>		
	<u>Aircraft 1</u>	<u>Aircraft 2A</u>	<u>Aircraft 2B</u>	<u>Aircraft 3A</u>	<u>Aircraft 3B</u>	<u>Aircraft 3C</u>
<u>Estimated total useful life (in number of years)</u>	<u>~28–30</u>	<u>~25–28</u>	<u>~25–28</u>	<u>~25</u>	<u>~25</u>	<u>~25</u>
<u>Estimated total useful life (in hours)</u>	<u>~55,000 hrs</u> <u>(20,000 cycles)</u>	<u>~50,000 hrs</u> <u>(20,000 cycles)</u>	<u>~50,000 hrs</u> <u>(20,000 cycles)</u>	<u>~50,000 hrs</u> <u>(20,000 cycles)</u>	<u>~50,000 hrs</u> <u>(20,000 cycles)</u>	<u>~50,000 hrs</u> <u>(20,000 cycles)</u>
<u>Number of hours flown / flight cycles utilised⁽¹⁾</u>	<u>~3,400 hrs</u> <u>(1,665 cycles)</u>	<u>~3,800 hrs</u> <u>(2,321 cycles)</u>	<u>~3,000 hrs</u> <u>(2,151 cycles)</u>	<u>~6,000 hrs</u> <u>(4,773 cycles)</u>	<u>~10,000 hrs</u> <u>(7,429 cycles)</u>	<u>~10,500 hrs</u> <u>(7,559 cycles)</u>
<u>Estimated balance useful life (in number of years)</u>	<u>~12-14</u>	<u>~12-15</u>	<u>~13-16</u>	<u>~9</u>	<u>~12</u>	<u>~11</u>
<u>Estimated balance useful life</u>	<u>~51,600 hrs</u> <u>(18,335 cycles)</u>	<u>~46,200 hrs</u> <u>(17,679 cycles)</u>	<u>~47,000 hrs</u> <u>(17,849 cycles)</u>	<u>~44,000 hrs</u> <u>(15,227 cycle)</u>	<u>~40,000 hrs</u> <u>(12,571 cycle)</u>	<u>~39,500 hrs</u> <u>(12,441 cycle)</u>

(1) Source: Lease documents and summary of terms as submitted by the global aircraft lessor

[Remainder of the page has been intentionally left blank]

A. Aircraft Type – 1 (13-seater large sized cabin aircraft)

Sr. No.	Particulars [#]	Amount	Amount (₹ in lakhs)	Name of the Supplier	Date of Quotation/Agreement/Pro Forma Invoice / Proposal/Letter of Intend	Validity
1.	Aircraft Lease Deposit	US\$ 6,30,000	539.85	<u>Global aircraft lessor⁽¹⁾</u>	November 18, 2024 r/w extension letter dated February 27, 2025	June 30, 2025
2.	Custom duty and clearance charges	INR 232.92 lakhs	227.41	<u>Harish Chander Khanna & Co</u>	December 06, 2024	Valid till cancelled
3.	Maintenance, Repair, and Overhaul (MRO) Deposit	INR 28.50 lakhs	28.50	<u>Ghodawath Enterprises Private Limited</u>	December 02, 2024	12 months
4.	Aircraft insurance	INR 129.50 lakhs	129.50	<u>Marsh India Insurance Brokers Private Limited</u>	February 27, 2024	90 days
5.	Aircraft Paints	INR 25.29 lakhs	25.29	<u>Ghodawath Enterprises Private Limited</u>	November 28, 2024	Valid till cancelled
6.	SATCOM Equipments	US\$ 1,21,000	103.68	<u>Original Equipment Manufacturer⁽¹⁾</u>	February 25, 2025	August 2025
7.	Mandatory tools and equipment	US\$ 2,53,426	217.16	<u>Original Equipment Manufacturer⁽¹⁾</u>	February 25, 2025	August 2025
8.	Software and data subscription	€ 13,220	12.85	<u>Overseas digital data service provider⁽¹⁾</u>	February 18, 2025	June 17, 2025
Total			1,284.23			

B. Aircraft Type – 2 (8-seater medium sized cabin aircraft)

Sr. No.	Particulars [#]	Aircraft 2A		Aircraft 2B		Name of the Supplier	Date of Quotation/Agreement/ Pro Forma Invoice/ Proposal/Letter of Intend	Validity
		Amount	Amount (₹ in lakhs)	Amount	Amount (₹ in lakhs)			
1.	Aircraft Lease Deposit	US\$ 6,54,192	560.58	US\$ 6,54,192	560.58	<u>Global aircraft lessor⁽¹⁾</u>	December 13, 2024	Valid till cancelled
2.	Custom duty and clearance charges	INR 196.70 lakhs	192.06	INR 196.70 lakhs	192.06	<u>Harish Chander Khanna & Co</u>	December 06, 2024	Valid till cancelled
3.	Maintenance, Repair, and Overhaul (MRO) Deposit	INR 32.18 lakhs	32.18	INR 32.18 lakhs	32.18	<u>DGCA registered MRO service provider⁽¹⁾</u>	December 05, 2024	Valid till cancelled with periodic review after

Sr. No.	Particulars [#]	Aircraft 2A		Aircraft 2B		Name of the Supplier	Date of Quotation/Agreement/Pro Forma Invoice/ Proposal/Letter of Intend	Validity
		Amount	Amount (₹ in lakhs)	Amount	Amount (₹ in lakhs)			
								every three years
4.	Aircraft insurance	INR 137.08 lakhs	137.08	INR 137.08 lakhs	137.08	<u>Marsh India Insurance Brokers Private Limited</u>	February 27, 2024	90 days
5.	Aircraft Paints	INR 25.29	25.29	INR 25.29	25.29	<u>Ghodawath Enterprises Private Limited</u>	November 28, 2024	Valid till cancelled
6.	SATCOM Equipments and Satellite data	INR 207.14 lakhs	207.14	INR 207.14 lakhs	207.14	<u>SA Airworks India Private Limited</u>	March 06 , 2025	June 06, 2025
7.	Mandatory tools and equipment	US\$ 2,59,998.35	222.79	US\$ 2,59,998.35	222.79	<u>Business Aviation Techservice, GmbH</u>	December 13, 2024	Valid till cancelled
8.	Software and data subscription	€ 13,220	12.85	€ 13,220	12.85	<u>Overseas digital data service provider⁽¹⁾</u>	February 18, 2025	June 17, 2025
	Total		1,389.96		1,389.96			

C. Aircraft Type – 3 (8-seater small sized cabin aircraft)

Sr. No.	Particulars [#]	Aircraft 3A		Aircraft 3B		Aircraft 3C		Name of the Supplier	Date of Quotation/Agreement/Pro Forma Invoice/ Proposal/ Letter of Intend	Validity
		Amount	Amount (₹ in lakhs)	Amount	Amount (₹ in lakhs)	Amount	Amount (₹ in lakhs)			
1.	Aircraft Lease Deposit	US\$ 7,70,000	659.81	US\$ 7,70,000	659.81	US\$ 7,70,000	659.81	<u>Global aircraft lessor⁽¹⁾</u>	November 29, 2024	Valid till cancelled
2.	Custom duty and clearance charges	INR 136.33 lakhs	133.15	INR 136.33 lakhs	133.15	INR 136.33 lakhs	133.15	<u>Harish Chander Khanna & Co</u>	December 06, 2024	Valid till cancelled
3.	Maintenance, Repair, and Overhaul (MRO) Deposit	INR 25.50 lakhs	25.50	INR 25.50 lakhs	25.50	INR 25.50 lakhs	25.50	<u>DGCA registered MRO service provider⁽¹⁾</u>	December 05, 2024	Valid till cancelled with periodic review

Sr. No.	Particulars [#]	Aircraft 3A		Aircraft 3B		Aircraft 3C		Name of the Supplier	Date of Quotation/ Agreement/Pro Forma Invoice/ Proposal/ Letter of Intend	Validity
		Amount	Amount (₹ in lakhs)	Amount	Amount (₹ in lakhs)	Amount	Amount (₹ in lakhs)			
										after every three years
4.	Aircraft insurance	INR 87.32 lakhs	87.32	INR 87.32 lakhs	87.32	INR 87.32 lakhs	87.32	<u>Marsh India Insurance Brokers Private Limited</u>	February 27, 2024	90 days
5.	Aircraft Paints	INR 25.29 Lakhs	25.29	INR 25.29 Lakhs	25.29	INR 25.29 Lakhs	25.29	<u>Ghodawath Enterprises Private Limited</u>	November 28, 2024	Valid till cancelled
6.	SATCOM Equipments and Satellite data	INR 155.25 lakhs	155.25	INR 155.25 lakhs	155.25	INR 155.25 lakhs	155.25	<u>SA Airwork's India Private Limited</u>	March 06, 2025	June 06, 2025
7.	Mandatory tools and equipment	US\$ 2,46,841.09	<u>211.51</u>	US\$ 2,46,841.09	<u>211.51</u>	US\$ 2,46,841.09	<u>211.51</u>	<u>Overseas distributor of aircraft component⁽¹⁾</u>	April 03, 2025	June 30, 2025
8.	Software and data subscription	€ 13,220	12.85	€ 13,220	12.85	€ 13,220	12.85	<u>Overseas digital data service provider⁽¹⁾</u>	February 18, 2025	June 17, 2025
Total			1,310.70		1,310.70		1,310.70			

[#] As certified by A. John Moris & Co., Chartered Accountants, Statutory Auditor of the Company, through their certificate dated April 19, 2025

Note:

- Owing to the sensitive nature of the information involved and commercial confidentiality, the names of global aircraft lessors and the certain component suppliers and service providers are not disclosed.
- All amounts are inclusive of GST unless expressly mentioned.
- All the quotations are valid as on the date of Draft Red Herring Prospectus

All quotations received from the vendors are valid as on the date of the Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the aircraft and its related tools, equipments, spares and services or at the same cost. If we engage someone other than the identified third-party vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor's estimates and actual costs for the items listed above may differ from the current estimates. The quantity of equipment to be purchased is based on the present estimates of our management. As on the date of the Draft Red Herring Prospectus, our Company has not deployed any fund towards the acquisition of these aircrafts. Additionally, there may be revision in the final amounts payable towards these quotations pursuant to any taxes or levies payable on such items

[Remainder of the page has been intentionally left blank]

SECTION VII – ABOUT THE ISSUER COMPANY

OUR BUSINESS

In the section titled “Our Business” under the sub-section titled “Key Operational Metrics” and “Sales and Marketing” beginning on page 157 and 161 of the Draft Red Herring Prospectus, the following underlined changes are incorporated and shall be read in conjunction with the Draft Red Herring Prospectus.

KEY OPERATIONAL METRICS

Following is contribution of top ten customers in our revenue from operations for last three financial years and nine months period ended December 31, 2024:

(₹ in lakhs, except ratios)

<u>Name of Customer</u>	<u>Nine months period ended December 31, 2024</u>		<u>Fiscal 2024</u>		<u>Fiscal 2023</u>		<u>Fiscal 2022</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
<u>Customer 1</u>	<u>5,299.74</u>	<u>38.98%</u>	<u>4,807.91</u>	<u>45.15%</u>	<u>1,574.40</u>	<u>46.16%</u>	<u>1,235.53</u>	<u>45.36%</u>
<u>Customer 2</u>	<u>5,079.93</u>	<u>37.37%</u>	<u>4,376.29</u>	<u>41.10%</u>	<u>1,148.31</u>	<u>33.67%</u>	<u>152.10</u>	<u>5.58%</u>
<u>Customer 3</u>	<u>533.16</u>	<u>3.92%</u>	<u>640.24</u>	<u>6.01%</u>	<u>169.49</u>	<u>4.97%</u>	<u>148.31</u>	<u>5.44%</u>
<u>Customer 4</u>	<u>529.71</u>	<u>3.90%</u>	<u>93.22</u>	<u>0.88%</u>	<u>113.5</u>	<u>3.33%</u>	<u>102.69</u>	<u>3.77%</u>
<u>Customer 5</u>	<u>396.45</u>	<u>2.92%</u>	<u>71.29</u>	<u>0.67%</u>	<u>80.07</u>	<u>2.35%</u>	<u>81.09</u>	<u>2.98%</u>
<u>Customer 6</u>	<u>330.00</u>	<u>2.43%</u>	<u>59.96</u>	<u>0.56%</u>	<u>73.83</u>	<u>2.16%</u>	<u>75.86</u>	<u>2.79%</u>
<u>Customer 7</u>	<u>167.62</u>	<u>1.23%</u>	<u>57.58</u>	<u>0.54%</u>	<u>65.00</u>	<u>1.91%</u>	<u>72.88</u>	<u>2.68%</u>
<u>Customer 8</u>	<u>127.65</u>	<u>0.94%</u>	<u>54.35</u>	<u>0.51%</u>	<u>63.56</u>	<u>1.86%</u>	<u>66.67</u>	<u>2.45%</u>
<u>Customer 9</u>	<u>94.85</u>	<u>0.70%</u>	<u>53.39</u>	<u>0.50%</u>	<u>53.39</u>	<u>1.57%</u>	<u>64.41</u>	<u>2.36%</u>
<u>Customer 10</u>	<u>86.91</u>	<u>0.64%</u>	<u>46.19</u>	<u>0.43%</u>	<u>50.41</u>	<u>1.48%</u>	<u>48.58</u>	<u>1.78%</u>

Following is contribution of top ten suppliers in our direct operating expenses and entry into service cost for last three financial years and nine months period ended December 31, 2024:

(₹ in lakhs, except ratios)

<u>Name of supplier</u>	<u>Nine months period ended December 31, 2024</u>		<u>Fiscal 2024</u>		<u>Fiscal 2023</u>		<u>Fiscal 2022</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
<u>Supplier 1</u>	<u>3,897.14</u>	<u>36.69%</u>	<u>3,917.60</u>	<u>36.19%</u>	<u>1,443.61</u>	<u>51.78%</u>	<u>1,542.93</u>	<u>59.82%</u>
<u>Supplier 2</u>	<u>3,603.08</u>	<u>33.92%</u>	<u>3,605.53</u>	<u>33.31%</u>	<u>1,058.22</u>	<u>37.95%</u>	<u>436.16</u>	<u>16.91%</u>
<u>Supplier 3</u>	<u>853.66</u>	<u>8.04%</u>	<u>903.56</u>	<u>8.35%</u>	<u>129.50</u>	<u>4.64%</u>	<u>83.40</u>	<u>3.23%</u>
<u>Supplier 4</u>	<u>750.46</u>	<u>7.07%</u>	<u>400.42</u>	<u>3.70%</u>	<u>55.56</u>	<u>1.99%</u>	<u>41.11</u>	<u>1.59%</u>
<u>Supplier 5</u>	<u>456.88</u>	<u>4.30%</u>	<u>294.64</u>	<u>2.72%</u>	<u>34.97</u>	<u>1.25%</u>	<u>32.75</u>	<u>1.27%</u>
<u>Supplier 6</u>	<u>237.20</u>	<u>2.23%</u>	<u>246.12</u>	<u>2.27%</u>	<u>0.37</u>	<u>0.01%</u>	<u>11.10</u>	<u>0.43%</u>
<u>Supplier 7</u>	<u>234.00</u>	<u>2.20%</u>	<u>280.74</u>	<u>2.59%</u>	<u>10.88</u>	<u>0.39%</u>	<u>19.11</u>	<u>0.74%</u>
<u>Supplier 8</u>	<u>200.46</u>	<u>1.89%</u>	<u>253.36</u>	<u>2.34%</u>	<u>9.50</u>	<u>0.34%</u>	<u>14.81</u>	<u>0.57%</u>
<u>Supplier 9</u>	<u>70.73</u>	<u>0.67%</u>	<u>145.83</u>	<u>1.35%</u>	<u>0.05</u>	<u>0.00%</u>	<u>8.65</u>	<u>0.34%</u>
<u>Supplier 10</u>	<u>67.50</u>	<u>0.64%</u>	<u>141.90</u>	<u>1.31%</u>	<u>0.03</u>	<u>0.00%</u>	<u>7.28</u>	<u>0.28%</u>

SALES & MARKETING

Our strategic sales and marketing initiatives are the cornerstone of our business growth, underpinned by extensive industry expertise and strong relationships within the luxury sector. A pivotal element of our success lies in the deep industry experience and market insights of our leadership team, which have been instrumental in shaping a marketing strategy tailored to meet the needs and expectations of high-net-worth individuals and corporate clients. This alignment ensures our approach resonates with our target audience, driving sustained growth and brand

loyalty.

We have an in-house team for sales and marketing which is directly supervised by our CEO, Ambashankar. This team is also responsible for initiation of leads, negotiation, procuring repeat clients and ensuring strong relationship. This team also provide personalized support, ensuring that client needs are met with efficiency and precision.

We are member of “National Business Aviation Association” and “Business Aircraft Operators Association” which strengthens our industry connections and enhances credibility, providing valuable opportunities for networking and market insights. We often source enquiries and new clients from the members of these business associations. Apart from this, our past service history along with marketing efforts to target customers has created the visibility amongst our target group of clientele. Once the client contacts our sales team, we arrange the air chartering services based on the specific requirements of the client. We also benefit from the experience of our management in serving large corporate groups, HNIs and UHNIs clients. We also cater to various travel agents and charter broker entities who desires to source air chartering services for their clients. While we generally do not enter into fixed long term air chartering services agreement with our clients, we believe that our existing and past clients acts as ambassador of our services by referring our services in their network, which benefits our Company to receive steady stream of inquiry for air chartering services from new clients.

Our marketing strategy is designed to position "FlySBS" as a premier luxury brand synonymous with exclusivity, flexibility, and exceptional client experience. This will be achieved through targeted brand-building initiatives, including high-end placements in luxury magazines, lifestyle publications, and sponsorship of exclusive events. A significant digital presence is central to our approach, leveraging search engine optimisation, pay-per-click campaigns, and dynamic social media engagement to enhance visibility and reach. Our website serves as key marketing platform to market our services and we intend to leverage the same to enhance our digital presence and reach to our existing as well as potential clients.

[Remainder of the page has been intentionally left blank]

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

In the section titled “Management’s Discussion and Analysis of Financial Condition and Result of Operations” under the sub-section titled “Significant Factors Affecting our Results of Operations” beginning on page 226 of the Draft Red Herring Prospectus, the following underlined changes are incorporated and/or updated and shall be read in conjunction with the Draft Red Herring Prospectus:

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section entitled “Risk Factors” on page 30 of the Draft Red Herring Prospectus. The following are certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

1. Growth in numbers and wealth of affluent class (HNIs and UHNIs) in India;
2. Demand of private air chartering services from mid to large sized business corporations (including multinational corporations);
3. Optimum utilisation of existing and newly added aircraft in our fleet;
4. Changes in prices of crude oil and aviation turbine fuel in domestic and international markets;

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW SUPPLIERS OR CUSTOMERS

For the period ended December 31, 2024 and fiscal 2024, fiscal 2023 and fiscal 2022, our top five customers accounted for 85.59%, 93.80%, 90.47%, 63.14% respectively, and our largest customer accounted for 38.98%, 45.15%, 46.16%, 45.36% of our revenue from operations, respectively.

For the period ended December 31, 2024 and fiscal 2024, fiscal 2023 and fiscal 2022, our top five supplier accounted for 90.02%, 84.27%, 24.27%, 23.87%, 97.62%, 82.82% respectively, and our largest supplier accounted for 36.69%, 8.30%, 36.19% 10.11%, 51.78%, 59.62% of our direct operating expenses and entry into service cost, respectively.

[Remainder of the page has been intentionally left blank]

SECTION IX – LEGAL AND OTHER INFORMATION

OTHER REGULATORY AND STATUTORY DISCLOSURES

In the sub-section titled “Other Requirements”, under the section titled “Eligibility for the Issue” beginning on page 257 of the Draft Red Herring Prospectus, the following underlined changes are incorporated and shall be read in conjunction with the Draft Red Herring Prospectus

1. Other Requirements

We confirm that:

- (i) The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- (ii) There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- (iii) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- (iv) There has been no change in the Promoters of the Company in the preceding one year from date of filing application to NSE for listing on NSE SME.
- (v) Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
- (vi) The BRLM involved in this issue has not had any instances of their IPO draft offer documents filed with the Exchange being returned in the past 6 months from the date of the Draft Red Herring Prospectus.
- (vii) The Company has not made any application to the Stock Exchange in last 6 complete months for listing of its securities.
- (viii) Offer For Sale (OFS) by selling shareholders in the Issue shall not exceed 20% of the total issue size and selling shareholders cannot sell more than 50% of their holding - Not Applicable since there is no Offer for Sale in this Issue.
- (ix) SME issues shall not be permitted, where objects of the issue consist of repayment of loan from Promoter, Promoter Group or any related party, from the issue proceeds, whether directly or indirectly – Not Applicable since the Net Proceeds from the Issue shall be utilised for (i) capital expenditure towards acquisition of six pre-owned aircraft on long-term dry lease basis; (ii) repayment/prepayment, in full or part, certain outstanding borrowings availed by our Company; and (iii) general corporate purposes.

[Remainder of the page has been intentionally left blank]

SECTION XII – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

II. Material Documents

- (xi) Search report dated April 19, 2025 along with written consent dated April 19, 2025, from the Practicing Company Secretary, namely, T. Saraswathi, having the membership number F8000, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in the Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of Companies Act, 2013, in respect of reports issued by them in their capacity as the independent practicing company secretary to our Company, and such consent has not been withdrawn as on the date of the Draft Red Herring Prospectus

[Remainder of the page has been intentionally left blank]

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum to DRHP is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

SD/-

Capt. Deepak Parasuraman

Managing Director

Date: July 09, 2025

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum to DRHP is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

SD/-

Ambashankar

Whole Time Director and Chief Executive Officer

Date: July 09, 2025

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum to DRHP is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

SD/-

Kannan Ramakrishnan

Non-Executive Director

Date: July 09, 2025

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum to DRHP is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

SD/-

Divya M

Non-Executive - Independent Director

Date: July 09, 2025

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum to DRHP is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

SD/-

K Raghuram

Non-Executive - Independent Director

Date: July 09, 2025

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Addendum to DRHP is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

SD/-

Vaidhyanathan R

Non-Executive - Independent Director

Date: July 09, 2025

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Addendum to DRHP is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

SD/-

Sanjay S

Chief Financial Officer

Date: July 09, 2025

Place: Chennai