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Corporate Identification No. (CIN):
L62200DL1998PLC093225

Ref: -GVHL/CS/ SE/AGM/01/2022-2023

Date: - 05th September, 2022

To,

BSE Ltd., Listing Department, Phiroze Jeejeebhoy Towers 1 st Floor, Rotunda Building, Dalal Street, Mumbai - 400 001 Scrip code No.: - 532773	The National Stock Exchange of India Ltd., Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: - GLOBALVECT
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Dear Sir/Madam,

Sub: Date of convening Annual General Meeting & Book Closure Date

Pursuant to Regulation 30 ,42 read with Schedule III, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform that the Board of Directors of the Company in its meeting held on 12th August 2022, it has been decided that the Annual General Meeting of the Company will be convened on Thursday, 29th September 2022 to transact the business as enumerated in the attached notice dated 12th August , 2022 and the Register of Members of the Company will remain closed from 28th September, 2022 to 29th September, 2022 (both days inclusive), for the purpose of Annual General Meeting (AGM).

Thanking you,

Yours faithfully,

FOR GLOBAL VECTRA HELICORP LIMITED

RAAKESH SONI
COMPANY SECRETARY

ENCL: - AS ABOVE



NOTICE

The Twenty Fourth ANNUAL GENERAL MEETING of the Global Vectra Helicorp Limited will be held on the Thursday, 29th day of September, 2022 at 1.30 P.M. IST at Registered Office of the Company at A-54, Kailash Colony, New Delhi – 110 048, India, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2022 and the Balance Sheet as at that date together with the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Lt. Gen. Sarab Jot Singh Saighal (Retd.), who retires by rotation and is eligible for re-appointment.
3. To reappoint Statutory Auditors of the Company

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (FRN No. 104607 WWV100166), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the Twenty Nineth (29th) AGM of the Company to be held in the year 2027 subject to approval of members in ensuing Annual General Meeting, to examine and audit the accounts of the Company, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of the Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), read with Schedule

V to the Companies Act, 2013 and subject to approval of the members in General Meeting and subject to approval of Ministry of Home Affairs through the Ministry of Civil Aviation and such approvals, if any as may be necessary, the consent of the Company be and is hereby accorded to the reappointment of Lt. Gen. Sarab Jot Singh Saighal (Retd.) (DIN – 01518126), Chairman of the Company who has attended age of 70 years for a period of Two year commencing from 1st October, 2022 up to and inclusive of 30th September, 2024 on such terms and conditions as agreed between Lt. Gen. Sarab Jot Singh Saighal (Retd.) and the Company as set out in the contract of employment be and is hereby approved, with the liberty to the Board of Directors or the Nomination and Remuneration Committee to alter and vary the terms and conditions and the remuneration in such manner as the Board of Directors may deem fit and as is acceptable to the Lt. Gen. Sarab Jot Singh Saighal (Retd.).”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Lt. Gen. Sarab Jot Singh Saighal, (Retd.) a Chairman of the Company, the remuneration, perquisites / benefits set out in the aforesaid Agreement be paid or granted to Lt. Gen. Sarab Jot Singh Saighal (Retd.) as the minimum remuneration, in case of excess payment of remuneration to Lt. Gen. Sarab Jot Singh Saighal (Retd.) be waived, notwithstanding the fact that such remuneration is in excess of the statutory ceiling specified in this regard as in force and amended from time to time subject to necessary approval of the members of the Company and such approval as may be required, if any of statutory/regulatory authority”.

“RESOLVED FURTHER THAT Lt. Gen. Sarab Jot Singh Saighal (Retd.) also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as any from time to time be available to other Senior Executives of the company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT any one of the directors of the company or Mr. Raakesh D. Soni, Company Secretary of the Company be and is hereby authorized singly to file the relevant forms with the Registrar of Companies, pursuant to the said appointment.”

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

“RESOLVED THAT subject to the provisions of Sections 196,197 and 203 and all other applicable provisions of the

Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to approval of the members in General Meeting and subject to approval of Ministry of Home Affairs through the Ministry of Civil Aviation and such approvals, if any as may be necessary, and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approvals of the Company be and is hereby accorded to the appointment and remuneration of Mr. Neil Seabrook, as a Chief Executive Officer of the Company, under the Companies Act, 2013 for a period of One year from 12th August, 2022 to 11th August 2023 (both days inclusive) or as per the Contract of Employment whichever is earlier on such terms and conditions as agreed between Mr. Neil Seabrook and the Company as set out in the contract of employment be and is hereby approved, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Neil Seabrook.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Mr. Neil Seabrook, a Chief Executive Officer of the Company, the remuneration, perquisites / benefits set out in the aforesaid Agreement be paid or granted to Mr. Neil Seabrook as the minimum remuneration, in case of excess payment of remuneration to Mr. Neil Seabrook be waived, notwithstanding the fact that such remuneration is in excess of the statutory ceiling specified in this regard as in force and amended from time to time and subject to such necessary approval of the members of the Company and such approval as may be required, if any of statutory/regulatory authority.

"RESOLVED FURTHER THAT Mr. Neil Seabrook also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time be available to other Senior Executives of the company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may be arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the maximum permissible limit and in

order to give effect to the forgoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

"RESOLVED FURTHER THAT any one of the directors of the company or Mr. Raakesh D. Soni, Company Secretary of the Company be and is hereby authorized singly to file the relevant forms with the Registrar of Companies, pursuant to the said appointment."

6. To approve Material Related Party Transactions of the Company and in this regard, to consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 (Act), if any, read with related rules and regulations, if any, each as amended from time to time, if any, (including any with rules made thereunder, other applicable laws /statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) /contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in the ordinary course of business of the Company and on an arm's length basis notwithstanding the fact that such contracts/ arrangements/ transactions, whether individually and/ or in the aggregate, may exceed Rupees 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time and more specifically set out in Table nos. A1 to A8 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A8.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or

any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors

Place:- Mumbai

RAAKESH D.SONI

Date:- August 12, 2022

Company Secretary

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item no. 4 to 6 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- 2) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 28th September, 2022 to Thursday, 29th September, 2022 (both days inclusive).
- 3) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and circular issued if any thereafter from time to time (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
- 4) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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.
- 5) Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice
- 6) Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 7) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mferraocs@yahoo.com with copies marked to the Company at raakesh@gvhl.in.
- 8) Members are requested to send all communication relating to shares to the Company’s Registrar & Transfer Agent - Link Intime India Private Limited, C -101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
- 9) Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from Link Intime (RTA).
- 10) SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to RTA/Company.
- 11) 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 Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC facility of Link Intime , to the Members attending the AGM.
- 12) Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company’s investor email-id raakesh@gvhl.in , so as to enable the Management to keep the information ready. Please note that, Members questions will be answered only if they continue to hold the shares as of Thursday, September 22, 2022 i.e. the ‘cutoff’ date for e-voting.
- 13) *Registration of email ID and Bank Account details:*
In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, log in details for e-voting are being sent on the registered email address.
In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**

(ii) *In the case of Shares held in Demat mode:*

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- 14) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-2022 will also be available on the Company's website www.globalhelicorp.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 15) Remote E-Voting period starts at Monday, September 26, 2022 (09.00 A.M. IST) and ends at Wednesday, September 28, 2022 (05.00 P.M. IST). The remote e-voting will be disabled by Link Intime India Private Limited for voting thereafter.
- 16) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

Instructions for e-voting and joining the Annual General Meeting are as follows:

In addition to the normal instructions which is provided for e-voting, following Additional points to be included:

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- 1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee,

Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click "Go to Meeting"

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at (raakesh@gvhl.in) from September 23, 2022 at 10.00 a.m. (Date & Time) to September 24, 2022 at 10.00 a.m.

The Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (raakesh@gvhl.in). The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<ul style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk

Link Intime India Private Limited

Instructions for shareholders to vote electronically:

- ▶ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**
 1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on “Login” tab, available under ‘Shareholders’ section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:
If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password

of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

▶ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

▶ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual

available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

- Mr. Martinho Ferrao, Proprietor, M/s. Martinho Ferrao & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company. The results shall also be communicated to the Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

Place:- Mumbai
Date:- August 12, 2022
Registered Office
A-54, Kailash Colony
New Delhi – 110 048

RAAKESH D.SONI
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), however, the same is strictly not required as per Section 102 of the Act.

The Members at the 19th Annual General Meeting held on 22nd September, 2017, approved appointment for the first term of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (FRN No. 104607 WW100166), as Statutory Auditors of the Company, to hold office until the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2022.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 30th May, 2022, proposed the re-appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (FRN No. 104607 WW100166), as the Statutory Auditors of the Company, for a second term of five consecutive years from the conclusion of 24rd Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors. The Board of Directors at their meeting held on 30th May, 2022, basis recommendation of the Audit Committee, approved statutory audit fees for financial year 2022-2023 of INR 23.00 Lakhs excluding statutory taxes and any other fees payable upon availing of any non-audit services in accordance with the Companies Act, 2013. The statutory audit / non – audit fees payable to the Statutory Auditors for the remaining tenure

will be determined by the Board as per the recommendation of audit committee.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

Accordingly, the Board recommends re-appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (FRN No. 104607 WW100166), as Statutory Auditors of the Company for a second term of 5 years from the conclusion of this AGM till the conclusion of 29th AGM to be held in 2027.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

Except Lt. Gen. SJS Saighal (Retd.), no other Directors of the Company are concerned or interested in the Resolution at Item No. 4 of the Notice.

The Board of Directors, upon the recommendations of the Nomination and Remuneration Committee, at their meeting held on August 12, 2022, has in accordance with the provisions of Article 143 of the Articles of Association of the Company and subject to the approval of the members in the General Meeting, re-appointed Lt. Gen. SJS Saighal (Retd.) as Chairman of the Company for a period of two years commencing from 1st October, 2022 up to and inclusive of 30th September, 2024. The remuneration and perquisites payable to Chairman is in accordance within Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The important terms of the appointment are as under:-

The important terms of the re-appointment are as under:-

Remuneration:

I Basic Salary Rs.90, 000/- per month

II. Perquisites:

House Rent Allowance Rs.67,500/- per month

Other Allowance Rs.67,500/- per month

Company will provide Car to Chairman.

Driver shall be provided by the Company for the official use of the Chairman and

Company shall pay Driver Salary and Petrol

Allowances as per actual uses per month.

The Company shall pay bills of Mobile Phone of Lt. Gen. SJS Saighal (Retd.).

The Chairman shall be entitled to avail leave in accordance with the Company's rules applicable from time to time.

The remuneration has been approved by a resolution passed by the Nomination and Remuneration Committee in its meeting held on August 12, 2022.

The terms of appointment and remuneration are to be approved by the Members in General Meeting in terms of Schedule V to the Companies Act, 2013 and the Board commends the passing of the Special Resolution.

Statement of particulars regarding managerial remuneration to be provided in accordance with clause 1B of Part II of Schedule V of the Companies Act 2013, to shareholders along with the notice calling the General Meeting are as under:-

Sr. No.	Particulars	Information									
I.	GENERAL INFORMATION										
1.	Nature of industry :	Offshore Transportation Services									
2.	Date or expected date of commencement off commercial production:	The Company was incorporated on 13 th April, 1998, as Azal India Private Limited and the name was changed to Global Helicorp Private Limited on 23 rd May, 2003, subsequently changed to Global Vectra Helicorp Private Limited on 26 th August, 2004 and subsequently to Global Vectra Helicorp Limited on 10 th October, 2005.									
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable									
4.	Financial performance based on given indicators: (Based on Audited Balance Sheet & Profit & Loss Account for the year ended 31.03.2022)	<table border="1"> <thead> <tr> <th></th> <th>Particulars</th> <th>INR In Lacs</th> </tr> </thead> <tbody> <tr> <td>a.</td> <td>Revenue from Operations and Other Income</td> <td align="right">37,305.33</td> </tr> <tr> <td>b.</td> <td>Loss before tax</td> <td align="right">-767.25</td> </tr> </tbody> </table>		Particulars	INR In Lacs	a.	Revenue from Operations and Other Income	37,305.33	b.	Loss before tax	-767.25
	Particulars	INR In Lacs									
a.	Revenue from Operations and Other Income	37,305.33									
b.	Loss before tax	-767.25									
5.	Export performance and net foreign exchange collaborations	NIL									
6.	Foreign investments or collaborators, if any	NIL									
II.	INFORMATION ABOUT THE APPOINTEE										
1.	Background details:	Master Degree (MSc) and retire after more than forty year of service from army and was chief of the army aviation.									
2.	Past remuneration:	Last Year Rs. 25,20,000/- P.A.									
3.	Recognition or awards:	In recognition of the services, the government conferred the award of Param Vashisht Seva Medal (PVSM), Vashisht Seva Medal (VSM) and Vayu Sena Medal (VM). He carries with him more than four decades of experience in aviation industry.									
4.	Job profile and his suitability:	As Chairman of the Company, he is responsible for superintendence, control and direction of the Board of Directors. He has a rich and varied background in the field of aviation industry.									
5.	Remuneration proposed:	As mentioned above									
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin):	The proposed remuneration of Lt. Gen. SJS Saigal (Retd.) in line with the contemporary trend in the corporate sector for managerial remuneration. The Basic Salary, allowances and perquisites represent the various components of remuneration as part of the overall package.									
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	No pecuniary interest other than by way of remuneration									
III.	OTHER INFORMATION										
1.	Reasons of inadequate profits:	Not Applicable									
2.	Steps taken or proposed to be taken for improvement:	Steps are being taken to reduce fixed cost. Also the Company is making efforts to increase revenue by effective utilization of fleet and improve margin on contract.									
3.	Expected increase in productivity and profit in measurable terms	Company is expected to increase its margin by 10% in next year									
IV.	DISCLOSURES										
1.	The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report										

ITEM NO. 5

Except Mr. Neil Seabrook, Chief Executive Officer of the Company, no other Directors of the Company are concerned or interested in the Resolution at Item No. 5 of the Notice.

The Board of Directors, upon the recommendations of the Nomination and Remuneration Committee, at their meeting held on August 12, 2022, has in accordance with the provisions of Articles of Association of the Company and subject to the approval of the members in the General Meeting, appointed Mr. Neil Seabrook as Chief Executive Officer for a period of One year from 12th August, 2022 to 11th August 2023 (both days inclusive) or as per the Contract of Employment whichever is earlier. The remuneration and perquisites payable to Chief Executive Officer is in accordance within Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The important terms of the appointment are as under :-

The main terms and conditions of Contract of Employment are as under:-

1. Terms of Agreement – As per Contract of Employment.
2. Annual salary USD 50,000 to be paid in equivalent to INR on monthly basis.
3. Residential Accommodation up to rental of INR 1,50,000/- per month.
4. Company will provide car and driver.
5. Medical Benefits as per scheme of company.
6. Entitled for three nos. of Business Class round trips during each 12 month period of contract.

The Chief Executive Officer of the Company shall be entitled to avail leave and other benefits in accordance with the Company's rules applicable from time to time.

The remuneration has been approved by a resolution passed by the Nomination and Remuneration Committee and Board Meeting in their meeting held on 12th August, 2022.

The terms of appointment and remuneration are to be approved by the Members in General Meeting in terms of Schedule V to the Companies Act, 2013 and the Board commends the passing of the Special Resolution.

Statement of particulars regarding managerial remuneration to be provided in accordance with clause 1B of Part II of Schedule V of the Companies Act 2013, to shareholders along with the notice calling the General Meeting are as under :

Sr. No.	Particulars	Information									
I. GENERAL INFORMATION											
1.	Nature of industry :	Offshore Transportation Services									
2.	Date or expected date of commencement off commercial production	The Company was incorporated on 13 th April, 1998, as Azal India Private Limited and the name was changed to Global Helicorp Private Limited on 23 rd May, 2003, subsequently changed to Global Vectra Helicorp Private Limited on 26 th August, 2004 and subsequently to Global Vectra Helicorp Limited on 10 th October, 2005.									
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable									
4.	Financial performance based on given indicators: (Based on Audited Balance Sheet & Profit & Loss Account for the year ended 31.03.2022)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;"></th> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">INR In Lacs</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">a.</td> <td>Revenue from Operations and Other Income</td> <td style="text-align: right;">37,305.33</td> </tr> <tr> <td style="text-align: center;">b.</td> <td>Loss before tax</td> <td style="text-align: right;">-767.25</td> </tr> </tbody> </table>		Particulars	INR In Lacs	a.	Revenue from Operations and Other Income	37,305.33	b.	Loss before tax	-767.25
	Particulars	INR In Lacs									
a.	Revenue from Operations and Other Income	37,305.33									
b.	Loss before tax	-767.25									
5.	Export performance and net foreign exchange collaborations:	NIL									
6.	Foreign investments or collaborators, if any:	NIL									
II. INFORMATION ABOUT THE APPOINTEE											
1.	Background details:	40 years Aviation Industry experience with broad-based skills and experience across key disciplines of Operations, Logistics, Engineering, Business Management, Commercial Programs and Personnel Management. Strong management, leadership and organisational skills, combined with an extremely high standard of professionalism, personal integrity and discretion									

Sr. No.	Particulars	Information
2.	Past remuneration:	Appointed as Chief Executive Officer first time.
3	Recognition or awards	Mr. Neil Seabrook carries with him more than Three decades of international experience in aviation industry
4.	Job profile and his suitability:	As Chief Executive Officer of the Company, he is responsible for the overall management of the company including the preparation of plans, budgets and delivering the planned performance in terms of operations and financial result. He has a rich, varied and international background in the field of aviation industry.
5.	Remuneration proposed:	As mentioned above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin):	The proposed remuneration of Mr. Neil Seabrook, Australian nationality inline with the contemporary trend in the corporate sector for managerial remuneration. The Basic Salary, allowances and perquisites represent the various components of remuneration as part of the overall package.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No pecuniary interest other than by way of remuneration
III. OTHER INFORMATION		
1	Reasons of inadequate profits:	Not Applicable
2	Steps taken or proposed to be taken for improvement:	Steps are being taken to reduce fixed cost. Also the Company is making efforts to increase revenue by effective utilization of fleet and improve margin on contract.
3.	Expected increase in productivity and profit in measurable terms next year.	Company is expected to increase its margin by 10% in
IV. DISCLOSURES		
1.	The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report	

None of the Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Special Resolution except Mr. Neil Seabrook. .

ITEM NO. 6

The following Statement sets out all material facts relating to Item No(s). 6 mentioned in the accompanying Notice – Context for item no. A1 to A8.

The Company has a wide range of capability to provide essential onshore and offshore services to strategic sectors like Oil and Gas, Geophysical Survey, Aerial Photography, Religious Tourism, Underslung Operation. The annual turnover of the Company as on 31st March, 2022 is INR 37,305.33 Lakhs.

In furtherance of its business activities, the Company have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

The Company has a well-defined governance process for the related party transactions undertaken by it. All related party transactions of the Company are at arm’s length and in the ordinary course of business.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises only independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm’s length and in the ordinary course of business.

Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company and their related parties are also approved by the audit committees.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction (‘RPT’) with an aggregate value exceeding `1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall

require approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

It is in the above context that Resolutions No. 6 are placed for the approval of the Shareholders of the Company.

Details of the transaction and other particulars thereof as per the applicable provisions of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021 for resolution nos. 6 - Context for item no. A1 to A8 are as under:

A 1 - Transaction with Vectra Investments Private Limited (VIPL)

SR.NO.	PARTICULARS	DETAILS
1	I. Name of related party and II. Nature of relationship [including nature of its Interest (financial or otherwise)] III. The extent of shareholding interest in Related Party(ies) of GVHL (Promoter of the Company), director, manager, if any and of every other key managerial personnel of the Company	Vectra Investments Private Limited (VIPL) VIPL is Promoter Company of GVHL. As on 31st March, 2022, VIP holds 48.00% shareholding in GVHL.
2	Type of the proposed Transaction	Availing of financial assistance in the form of loan / inter-corporate deposit(s), Guarantee, Security
3	Tenure of the proposed transaction (particular tenure shall be specified)	The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.
4	Value of the proposed Transaction	Upto ₹ 50 crore
5	I. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction II. The percentage for a RPT involving a subsidiary, calculated on the basis of the subsidiary's annual turnover on a standalone basis	13.40% Not Applicable
6	Details of the transaction relating to loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary I. details of the source of funds in connection with the proposed transaction II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • Tenure III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The financial assistance provided by / would be provided by the Promoter Company from the internal accruals/ own funds Not Applicable Loans availed or provided from / to / amongst Related Party(ies) mentioned above shall be unsecured and at a less than prevailing market rate of interest on arm's length basis and subject to terms and conditions as shall be approved by the Audit Committee and the Board from time to time and acceptable to the Related Parties. Funds shall be utilized by the entities availing loan(s) towards meeting its working capital requirements and/or business objectives
7	Justification as to why the RPT is in the interest of the listed entity	Loans availed or provided from / to / amongst Related Party(ies) mentioned above shall be unsecured and at a less than prevailing market rate of interest on arm's length basis

SR.NO.	PARTICULARS	DETAILS
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
9.	Any other information that may be relevant	The Members at its Annual General Meeting held on 29 th December, 2020 had accorded approval, inter-alia, for certain material related party transactions including, but not limited to, relating to providing or availing of loans, providing or availing of guarantees or security for loans borrowed by the Company or by Related Parties. Pursuant to the said approval, the Company has, based on the business requirements, from time to time, had entered into transactions for intercorporate loans with its Related Parties. However, pursuant to the amendment to LODR Regulations, the Company proposes to seek an enabling approval for the proposed material related party transactions mentioned in resolution nos. 6.

A 2 - Transaction with AAA Rotor Limited (AAA RL)

SR.NO.	PARTICULARS	DETAILS
1	I. Name of related party and II. Nature of relationship [including nature of its Interest (financial or otherwise)] III. The extent of shareholding interest in Related Party(ies) of GVHL (Promoter of the Company), director, manager, if any and of every other key managerial personnel of the Company	AAA Rotor Limited (AAA RL) AAA RL is Promoter Company of GVHL. As on 31st March, 2022, AAA RL holds 27.00% shareholding in GVHL.
2	Type of the proposed Transaction	Availing of leasing of Helicopter Services, Purchase of Spares, Financial assistance in the form of Buyers Credit, Letter of Credit, Loan, Guarantee, Securities, Trade Receivable, Trade Payable and any other services related to helicopter and allied operations
3	Tenure of the proposed transaction (particular enure shall be specified)	The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.
4	Value of the proposed Transaction	Upto ₹ 350 crore
5	I. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction II. The percentage for a RPT involving a subsidiary, calculated on the basis of the subsidiary's annual turnover on a standalone basis	93.82% Not Applicable
6	Details of the transaction relating to loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary I. details of the source of funds in connection with the proposed transaction II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • Tenure	Not Applicable Not Applicable Not Applicable

SR.NO.	PARTICULARS	DETAILS
	<p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Not Applicable</p> <p>Not Applicable</p>
7	Justification as to why the RPT is in the interest of the listed entity	Helicopters taken on lease basis and spares purchase are cost effective compare to unrelated parties and are at arm's length.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
9.	Any other information that may be relevant	The Members at its Annual General Meeting held on 29 th December, 2020 had accorded approval, inter-alia, for certain material related party transactions including, but not limited to, relating to providing or availing of loans, providing or availing of guarantees or security for loans borrowed by the Company or by Related Parties. Pursuant to the said approval, the Company has, based on the business requirements, from time to time, had entered into transactions for intercorporate loans with its Related Parties. However, pursuant to the amendment to LODR Regulations, the Company proposes to seek an enabling approval for the proposed material related party transactions mentioned in resolution nos. 6.

A 3 - Transaction with – Vectra IT Solutions Private Limited (VITSPL)

SR.NO.	PARTICULARS	DETAILS
1	<p>I. Name of related party and</p> <p>II. Nature of relationship [including nature of its Interest (financial or otherwise)]</p> <p>III. The extent of shareholding interest in Related Party(ies) of GVHL (Promoter of the Company), director, manager, if any and of every other key managerial personnel of the Company</p>	<p>Vectra IT Solutions Private Limited (VITSPL)</p> <p>VITSPL – is Group Company of GVHL.</p> <p>VITSPL does not hold any shares in GVHL.</p>
2	Type of the proposed Transaction	Availing of IT and ERP Services.
3	Tenure of the proposed transaction (particular tenure shall be specified)	The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.
4	Value of the proposed Transaction	Upto ₹ 4 Crore
5	<p>I. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</p> <p>II. The percentage for a RPT involving a subsidiary, calculated on the basis of the subsidiary's annual turnover on a standalone basis</p>	<p>1.07 %</p> <p>Not Applicable</p>

SR.NO.	PARTICULARS	DETAILS
6	<p>Details of the transaction relating to loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary</p> <p>I. details of the source of funds in connection with the proposed transaction</p> <p>II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • Tenure <p>III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
7	Justification as to why the RPT is in the interest of the listed entity	ERP Service Charges are less than other service provider and are not increasing cost of the same. Provide help in end-user infrastructure procurement as and when requested.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
9.	Any other information that may be relevant	The Members at its Annual General Meeting held on 29 th December, 2020 had accorded approval, inter-alia, for certain material related party transactions including, but not limited to, relating to providing or availing of loans, providing or availing of guarantees or security for loans borrowed by the Company or by Related Parties. Pursuant to the said approval, the Company has, based on the business requirements, from time to time, had entered into transactions for intercorporate loans with its Related Parties. However, pursuant to the amendment to LODR Regulations, the Company proposes to seek an enabling approval for the proposed material related party transactions mentioned in resolution nos. 6.

A 4 - Transaction with – Indo Copters Private Limited (ICPL)

SR.NO.	PARTICULARS	DETAILS
1	<p>I. Name of related party and</p> <p>II. Nature of relationship [including nature of its Interest (financial or otherwise)]</p> <p>III. The extent of shareholding interest in Related Party(ies) of GVHL (Promoter of the Company), director, manager, if any and of every other key managerial personnel of the Company</p>	<p>Indo Copters Private Limited (ICPL)</p> <p>ICPL – is Group Company of GVHL.</p> <p>ICPL does not hold any shares in GVHL.</p>
2	Type of the proposed transaction	Availing of Maintenance, Repairs and overhaul (MRO) Services and other allied facilities and services related to MRO and Helicopter, availing hangar services, availing of leasing of helicopter services, purchase of spares, financial assistance in the form of Buyers Credit, Letter of Credit, Loan, Guarantee, Securities, Trade Receivable, Trade Payable, other revenues and any other services related to helicopter and allied operations.

SR.NO.	PARTICULARS	DETAILS
3	Tenure of the proposed transaction (particular tenure shall be specified)	The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.
4	Value of the proposed transaction	Upto ₹ 100 Crore
5	I. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction II. The percentage for a RPT involving a subsidiary, calculated on the basis of the subsidiary's annual turnover on a standalone basis	26.81 % Not Applicable
6	Details of the transaction relating to loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary I. details of the source of funds in connection with the proposed transaction II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • Tenure III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable Not Applicable Not Applicable Not Applicable Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	MRO service Charges are less than other service charge provider and having qualified and experience engineering and logistic staff so are able to provide MRO work as per the directions laid down by the DGCA / regulatory authorities and manufacturer. Availing of Financial Assistance at less than prevailing market rate.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
9.	Any other information that may be relevant	The Members at its Annual General Meeting held on 29 th December, 2020 had accorded approval, inter-alia, for certain material related party transactions including, but not limited to, relating to providing or availing of loans, providing or availing of guarantees or security for loans borrowed by the Company or by Related Parties. Pursuant to the said approval, the Company has, based on the business requirements, from time to time, had entered into transactions for intercorporate loans with its Related Parties. However, pursuant to the amendment to LODR Regulations, the Company proposes to seek an enabling approval for the proposed material related party transactions mentioned in resolution nos. 6.

A 5 - Transaction with – Hemang Rishi

SR.NO.	PARTICULARS	DETAILS
1	<p>I. Name of related party and</p> <p>II. Nature of relationship [including nature of its Interest (financial or otherwise)]</p> <p>III. The extent of shareholding interest in Related Party(ies) of GVHL (Promoter of the Company), director, manager, if any and of every other key managerial personnel of the Company</p>	<p>Hemang Rishi</p> <p>Brother of Rati Rishi.</p> <p>Hemang does not hold any shares in GVHL.</p>
2	Type of the proposed transaction	Availing of Premises on Lease basis
3	Tenure of the proposed transaction (particular tenure shall be specified)	The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.
4	Value of the proposed transaction	Upto ₹ 2.00 crore
5	<p>I. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</p> <p>II. The percentage for a RPT involving a subsidiary, calculated on the basis of the subsidiary's annual turnover on a standalone basis</p>	<p>0.54 %</p> <p>Not Applicable</p>
6	<p>Details of the transaction relating to loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary</p> <p>I. details of the source of funds in connection with the proposed transaction</p> <p>II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • Tenure <p>III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
7	Justification as to why the RPT is in the interest of the listed entity	No Security Deposit and rent is less compare to market rate.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
9.	Any other information that may be relevant	The Members at its Annual General Meeting held on 29 th December, 2020 had accorded approval, inter-alia, for certain material related party transactions including, but not limited to, relating to providing or availing of loans, providing or availing of guarantees or security for loans borrowed by the Company or by Related Parties. Pursuant to the said approval, the Company has, based on the business requirements, from time to time, had entered into transactions for intercorporate loans with its Related Parties. However, pursuant to the amendment to LODR Regulations, the Company proposes to seek an enabling approval for the proposed material related party transactions mentioned in resolution nos. 6.

A 6 - Transaction with Vectra Limited - United Kingdom (VL - UK)

SR.NO.	PARTICULARS	DETAILS
1	I. Name of related party and II. Nature of relationship [including nature of its Interest (financial or otherwise)] III. The extent of shareholding interest in Related Party(ies) of GVHL (Promoter of the Company), director, manager, if any and of every other key managerial personnel of the Company	Vectra Limited – United Kingdom (VL - UK) VL – UK is Group Company of GVHL. VL – UK does not hold any shares in GVHL.
2	Type of the proposed Transaction	Availing of leasing of Helicopter Services, Purchase of Spares, Financial assistance in the form of Buyers Credit, Letter of Credit, Loan, Guarantee, Securities, Trade Receivable, Trade Payable and any other services related to helicopter and allied operations
3	Tenure of the proposed transaction (particular tenure shall be specified)	The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.
4	Value of the proposed Transaction	Upto ₹ 85 Crore
5	I. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction II. The percentage for a RPT involving a subsidiary, calculated on the basis of the subsidiary's annual turnover on a standalone basis	22.79 % Not Applicable
6	Details of the transaction relating to loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary I. details of the source of funds in connection with the proposed transaction II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • Tenure III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable Not Applicable Not Applicable Not Applicable Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	Transaction taken on Helicopter Lease or other Transactions are at cost effective compare to unrelated parties and are at arm's length.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
9.	Any other information that may be relevant	The Members at its Annual General Meeting held on 29 th December, 2020 had accorded approval, inter-alia, for certain material related party transactions including, but not limited to, relating to providing or availing of loans, providing or availing of guarantees or security for loans borrowed by the Company or by Related Parties. Pursuant to the said approval, the Company has, based on the business requirements, from time to time, had entered into transactions for intercorporate loans with its Related Parties. However, pursuant to the amendment to LODR Regulations, the Company proposes to seek an enabling approval for the proposed material related party transactions mentioned in resolution nos. 6.

A7 - Transaction with Vectra Limited - Hong Kong (VL - HK)

SR.NO.	PARTICULARS	DETAILS
1	<p>I. Name of related party and</p> <p>II. Nature of relationship [including nature of its Interest (financial or otherwise)]</p> <p>III. The extent of shareholding interest in Related Party(ies) of GVHL (Promoter of the Company), director, manager, if any and of every other key managerial personnel of the Company</p>	<p>Vectra Limited – Hong Kong (VL - HK)</p> <p>VL – HK is Group Company of GVHL.</p> <p>VL – HK does not hold any shares in GVHL.</p>
2	Type of the proposed Transaction	Availing of leasing of Helicopter Services, Purchase of Spares, Financial assistance in the form of Buyers Credit, Letter of Credit, Loan, Guarantee, Securities, Trade Payable and Trade Receivable and any other services related to helicopter and allied operations
3	Tenure of the proposed transaction (particular tenure shall be specified)	The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.
4	Value of the proposed Transaction	Upto ₹ 85 crore
5	<p>I. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</p> <p>II. The percentage for a RPT involving a subsidiary, calculated on the basis of the subsidiary's annual turnover on a standalone basis</p>	<p>22.79 %</p> <p>Not Applicable</p>
6	<p>Details of the transaction relating to loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary</p> <p>I. details of the source of funds in connection with the proposed transaction</p> <p>II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • Tenure <p>III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
7	Justification as to why the RPT is in the interest of the listed entity	Transaction taken on Helicopter Lease or other Transactions are at cost effective compare to unrelated parties and are at arm's length.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.

SR.NO.	PARTICULARS	DETAILS
9.	Any other information that may be relevant	The Members at its Annual General Meeting held on 29 th December, 2020 had accorded approval, inter-alia, for certain material related party transactions including, but not limited to, relating to providing or availing of loans, providing or availing of guarantees or security for loans borrowed by the Company or by Related Parties. Pursuant to the said approval, the Company has, based on the business requirements, from time to time, had entered into transactions for intercorporate loans with its Related Parties. However, pursuant to the amendment to LODR Regulations, the Company proposes to seek an enabling approval for the proposed material related party transactions mentioned in resolution nos. 6.

A 8 - Transaction with – Vert Equipment Private Limited (VEPL) (Earlier Known as Vectra Advanced Engineering Private Limited)

SR. NO.	PARTICULARS	DETAILS
1	I. Name of related party and II. Nature of relationship [including nature of its Interest (financial or otherwise)] III. The extent of shareholding interest in Related Party(ies) of GVHL (Promoter of the Company), director, manager, if any and of every other key managerial personnel of the Company	Vert Equipment Private Limited (VEPL) VEPL – is Group Company of GVHL. VEPL does not hold any shares in GVHL.
2	Type of the proposed transaction	Availing of financial assistance in the form of loan / intercorporate deposit(s), Guarantee, Security
3	Tenure of the proposed transaction (particular tenure shall be specified)	The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.
4	Value of the proposed transaction	Upto ₹ 24 Crore
5	I. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction II. The percentage for a RPT involving a subsidiary, calculated on the basis of the subsidiary's annual turnover on a standalone basis	6.43 % Not Applicable
6	Details of the transaction relating to loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary I. details of the source of funds in connection with the proposed transaction II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • Tenure III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable Not Applicable Not Applicable Not Applicable

SR. NO.	PARTICULARS	DETAILS
7	Justification as to why the RPT is in the interest of the listed entity	Loans availed or provided from / to / amongst Related Party(ies) mentioned above shall be unsecured and at a less than prevailing market rate of interest on arm's length basis.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
9.	Any other information that may be relevant	The Members at its Annual General Meeting held on 29 th December, 2020 had accorded approval, inter-alia, for certain material related party transactions including, but not limited to, relating to providing or availing of loans, providing or availing of guarantees or security for loans borrowed by the Company or by Related Parties. Pursuant to the said approval, the Company has, based on the business requirements, from time to time, had entered into transactions for intercorporate loans with its Related Parties. However, pursuant to the amendment to LODR Regulations, the Company proposes to seek an enabling approval for the proposed material related party transactions mentioned in resolution nos. 6.

The Company had passed a Special Resolution in 2020 Pursuant to provisions of Section 2(76) and 188(1) of the Companies Act 2013 that govern the Related Party Transactions require a Company to obtain prior approval of shareholders by way of a Special Resolution.

None of the Directors except Ms. Rati Rishi and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution at Item No. 6 of the Notice.

By Order of the Board of Directors

RAAKESH D. SONI
Company Secretary

Place:- Mumbai
Date:- August 12, 2022
Registered Office
A-54, Kailash Colony
New Delhi – 110 048

Brief Resume and other information in respect of Director seeking re-appointment at the Annual General Meeting:

Lt. Gen. Sarab Jot Singh Saighal (Retd.)

Lt. Gen. Sarab Jot Singh Saighal (Retd.) PVSM, VM, VSM took over as Chairman of Global Vectra Helicorp Limited in March 2006. He holds a Masters Degree (MSc) from Madras University. General Saighal retired after more than forty years of service in the army. In his last assignment as Master General of Ordnance (Chief of Technology & Logistics), he was responsible for the upkeep, induction and development of equipment in the Army and controlled an annual budget. General Saighal was the Chief of the Army Aviation between 1999 and 2001.

The General has closely worked with the industry and the CII (Confederation of Indian Industries) for their integration and business development in the defence field. He was on the board of directors of Hindustan Aeronautics Limited and Ordnance Factory Board and was chairman of a number of high level boards/committees on investments, maintenance and logistics.

General Saighal is a veteran of the 1965 and 1971 wars and was head of the Army Aviation during the Kargil operations. In recognition of his dedicated services, the Government conferred the awards of Param Vashisht Seva Medal (PVSM) and Vishisht Seva Medal (VSM). He was also awarded Vayu Sena Medal (VM) during 1971.

Lt. Gen. SJS Saighal (Retd) was appointed as an Executive Director of Global Vectra Helicorp Limited on August 16, 2005 and Chairman since March 18, 2006. He helped the Company to grow from a Six to 27 Helicopter company.

He is a member of the following committee of the Board of Directors of the Company:

1. Shareholders' / Investors' Grievance Committee - Member

He is not a Director and member of Committees of the Board of any other Company.

He does not hold any shares of the Company.

Nature of expertise in specific functional area – Aviation Industry

By Order of the Board of Directors

RAAKESH D. SONI
Company Secretary

Place:- Mumbai

Date:- August 12, 2022

Registered Office

A-54, Kailash Colony

New Delhi – 110 048