

Ref:- NSE/GVHL/17AGM/22092015



Date:- 22nd September, 2015

To,
The Manager,
Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

Hangar No. C-He/Hf,
Airports Authority of India,
Civil Aerodrome, Juhu,
Mumbai - 400 056. INDIA
Tel. : +91-22-6140 9200 / 201
Fax : +91-22-6140 9253
Email: globalhelicorp@gvhl.net
www.globalhelicorp.com
Corporate Identification No. (CIN):
L62200DL1998PLC093225

Kind Attention:- Assistant General Manager

Designated Fax No.:- 26598237/38 - 26598347/48

Dear Sir,

**REG:-DISCLOSURE UNDER CLAUSE 35A OF VOTING RESULTS OF
17TH ANNUAL GENERAL MEETING.**

Pursuant to Clause 35A of the Listing Agreement, please find enclosed herewith the disclosure pertaining to voting results of 17th Annual General Meeting of the Company held on Tuesday, 22nd September, 2015 at ISKON Temple, Complex Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi – 110 065.

Kindly make note of the same and acknowledge the same.

Thanking You,

Yours Faithfully,

For Global Vectra Helicorp Limited

Raakesh Soni
Company Secretary

- ENCL:-
1. Voting results pursuant to the Clause 35A of the Listing Agreement
 2. Combined Scrutinizer Report received from Practising Company Secretary
 3. Certified true copy of the resolution passed at the 17th Annual General Meeting

Pursuant to Clause 35A of the Listing Agreement – Details of voting results of E-Voting and Poll in respect of 17th Annual General Meeting

Description	Particulars
Date of Annual General Meeting	22 nd September, 2015
Total No. of Shareholders as on record date (15 th September, 2015)	7,742
No of Shareholders present in person or through proxy	40
No. of Shareholders attending Video Conferencing	Not Applicable

The agenda wise results in respect of each item vide e-voting and poll in prescribed format is given below

Item No. 1

Details of Resolutions	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March, 2015	Ordinary	E-Voting and Poll	Passed with requisite majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	10500000	10500000	100.00	10500000	0	100.00	0.00
Public – Institutional holders	500	0	0.00	0	0	0.00	0.00
Public- Others	3499500	70159	2.00	70159	0	100.00	0.00
Total	14000000	10570159	75.50	10570159	0	100.00	0.00



ISO 9001:2008
ISO 14001:2004



OHSAS 18001:2007

CERTIFIED FIRM

Item No. 2

Details of Resolutions	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
Re-appointment of Lt. Gen. (Retd.) SJS Saighal , who retires by rotation	Ordinary	E-Voting and Poll	Passed with requisite majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	10500000	10500000	100.00	10500000	0	100.00	0.00
Public – Institutional holders	500	0	0.00	0	0	0.00	0.00
Public- Others	3499500	70159	2.00	70159	0	100.00	0.00
Total	14000000	10570159	75.50	10570159	0	100.00	0.00

Item No. 3

Details of Resolutions	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
Ratification for re-appointment of Auditors M/s. B S R & Co. LLP , Chartered Accountants, Mumbai (Registration No. 101248W/W: 100022)	Ordinary	E-Voting and Poll	Passed with requisite majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	10500000	10500000	100.00	10500000	0	100.00	0.00
Public – Institutional holders	500	0	0.00	0	0	0.00	0.00
Public- Others	3499500	70159	2.00	70159	0	100.00	0.00
Total	14000000	10570159	75.50	10570159	0	100.00	0.00



Item No. 4

Details of Resolutions	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
Re-appointment of Mr. Eduard Van Dam as a Chief Executive Officer of the Company	Special	E-Voting and Poll	Passed with requisite majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	10500000	10500000	100.00	10500000	0	100.00	0.00
Public – Institutional holders	500	0	0.00	0	0	0.00	0.00
Public- Others	3499500	70159	2.00	70159	0	100.00	0.00
Total	14000000	10570159	75.50	10570159	0	100.00	0.00

Item No. 5

Details of Resolutions	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
Re-appointment of Mr. Anthony James Baker as a Chief Executive Officer of the Company	Special	E-Voting and Poll	Passed with requisite majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	10500000	10500000	100.00	10500000	0	100.00	0.00
Public – Institutional holders	500	0	0.00	0	0	0.00	0.00
Public- Others	3499500	70159	2.00	70159	0	100.00	0.00
Total	14000000	10570159	75.50	10570159	0	100.00	0.00



Item No. 6

Details of Resolutions	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
Re-appointment of Maj. Gen. (Retd.) Gurdial Singh Hundal as an Independent Director of the Company	Special	E-Voting and Poll	Passed with requisite majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	10500000	10500000	100.00	10500000	0	100.00	0.00
Public – Institutional holders	500	0	0.00	0	0	0.00	0.00
Public- Others	3499500	70159	2.00	70159	0	100.00	0.00
Total	14000000	10570159	75.50	10570159	0	100.00	0.00

Item No. 7

Details of Resolutions	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
Re-appointment of Dr. Chandrathil Gouri Krishnadas Nair as an Independent Director of the Company	Special	E-Voting and Poll	Passed with requisite majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	10500000	10500000	100.00	10500000	0	100.00	0.00
Public – Institutional holders	500	0	0.00	0	0	0.00	0.00
Public- Others	3499500	70159	2.00	70159	0	100.00	0.00
Total	14000000	10570159	75.50	10570159	0	100.00	0.00



RD Nair

Item No. 8

Details of Resolutions	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-Voting)	Remarks
Re-appointment of Dr. Gautam Sen as an Independent Director of the Company	Special	E-Voting and Poll	Passed with requisite majority

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	10500000	10500000	100.00	10500000	0	100.00	0.00
Public – Institutional holders	500	0	0.00	0	0	0.00	0.00
Public- Others	3499500	70159	2.00	70159	0	100.00	0.00
Total	14000000	10570159	75.50	10570159	0	100.00	0.00



RS



ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES

**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR
GLOBAL VECTRA HELICORP LIMITED**

September 22, 2015

To

The Chairman,
17th Annual General Meeting
GLOBAL VECTRA HELICORP LIMITED
A-54, KAILASH COLONY
NEW DELHI 110 048

Sub. Scrutinizers' Report on passing of resolutions through e-Voting and poll conducted at 17th Annual General Meeting of Global Vectra Helicorp Limited

Sir,

I, Arun Kumar Gupta, proprietor of M/s Arun Kumar Gupta & Associates, Company Secretaries, Delhi has been appointed by the Board of Directors of Global Vectra Helicorp Limited (the company) as the scrutinizer for the purpose of scrutinizing remote e-voting process and poll at the 17th Annual General Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and poll carried out, as per the provisions of the Companies Act, 2013 and applicable Rules, or the resolutions set out in Notice dated 12th August, 2015 of the AGM of Global Vectra Helicorp Limited held on 22nd Day of September, 2015 at 01.30 PM at iSKON Temple, Complex Hare Krishna Hill, Sarit Nagar Main Road, East of Kailash, New Delhi-110 065.

Accordingly, I submit the report, on completion of remote e-voting process and voting through polling paper, as under:

1. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency for extending the secured system of remote electronic voting to the shareholders of the Company.
2. The remote e-voting period remained open from Saturday, 15th September, 2015 (09:00 AM IST) to Monday, 21st September, 2015 (05:00 PM IST).
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was September 15, 2015.



1005, Roots Tower, Plot No.-7, District Centre, Laxmi Nagar, Delhi-110092
Tel. : 011-45629812, Mobile : 9811835475, E-mail : csarungupta@gmail.com

4. After the close of period for remote e-voting, the details of members, such as their names, folio numbers, number of shares held, who had casted votes through remote e-voting, were downloaded from the e-voting website of CDSL, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 17th AGM.
5. At the 17th AGM, after the declaration of Poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence along with two witnesses (1) Mr. Sumit Bist, J & K 158, Second Floor, Laxmi Nagar, Delhi 110 092 and (2) Ms. Vishu Sahni, 7/245, Geeta Colony, Delhi 110 031 who are not in the employment of the company and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company – M/s Link Intime India Private Limited and the authorizations/proxies lodged with the Company.
7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting the votes casted by the members and proxy holders present at the 17th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 22nd Day of September, 2015, around 4.00 p.m., in the presence of two witnesses i.e. Mr. Sumit Bist, J & K 158, Second Floor, Laxmi Nagar, Delhi 110 092 and (2) Ms. Vishu Sahni, 7/245, Geeta Colony, Delhi 110 031 who are not in the employment of the company.
9. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of CDSL.

Based on the reports generated from the e-voting website of CDSL and voting through polling paper at the 17th AGM, the consolidated report on the result of voting on each resolution are given hereunder:

- (i) Resolution No. 1 (Adoption of Accounts, Auditor's Report and Director Report thereon)

- (a) Voted 'FOR' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	14	10570128	99.999
Voting through Poll (in person or by proxy)	13	31	0.001
Total	27	10570159	100.00



(b) Voted '**AGAINST**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Poll (in person or by proxy)	0	0	0
Total	0	0	0

(c) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Poll (in person or by proxy)	1	2
Total	1	2

(ii) Resolution No. 2 (Re-appointment of Lt. General (Retd.) SJS Saigal as Director Retire by Rotation)

(a) Voted '**FOR**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	14	10570128	99.999
Voting through Poll (in person or by proxy)	13	31	0.001
Total	27	10570159	100.00

(b) Voted '**AGAINST**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Poll (in person or by proxy)	0	0	0
Total	0	0	0



(c) Votes 'INVALID'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Poll (in person or by proxy)	1	2
Total	1	2

(iii) Resolution No. 3 (To ratify the appointment of Auditor and fix their remuneration)

(a) Voted 'FOR' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	14	10570128	99.999
Voting through Poll (in person or by proxy)	13	31	0.001
Total	27	10570159	100.00

(b) Voted 'AGAINST' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Poll (in person or by proxy)	0	0	0
Total	0	0	0

(c) Votes 'INVALID'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Poll (in person or by proxy)	1	2
Total	1	2

(iv) Resolution No. 4 (Re-appointment of Mr. Eduard Van Dam as Chief Executive Officer of the Company)



(a) Voted '**FOR**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	14	10570128	99.999
Voting through Poll (in person or by proxy)	13	31	0.001
Total	27	10570159	100.00

(b) Voted '**AGAINST**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Poll (in person or by proxy)	0	0	0
Total	0	0	0

(c) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Poll (in person or by proxy)	1	2
Total	1	2

(v) Resolution No. 5 (Appointment of Mr. Anthony James Baker as Chief Executive Officer of the Company)

(a) Voted '**FOR**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	14	10570128	99.999
Voting through Poll (in person or by proxy)	13	31	0.001
Total	27	10570159	100.00



(b) Voted '**AGAINST**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Poll (in person or by proxy)	0	0	0
Total	0	0	0

(c) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Poll (in person or by proxy)	1	2
Total	1	2

(vi) Resolution No. 6 (Re-appointment of Maj. Gen. (Retd.) Gurdial Singh Hundal as Independent Director)

(a) Voted '**FOR**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	14	10570128	99.999
Voting through Poll (in person or by proxy)	13	31	0.001
Total	27	10570159	100.00

(b) Voted '**AGAINST**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Poll (in person or by proxy)	0	0	0
Total	0	0	0



(c) Votes 'INVALID'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Poll (in person or by proxy)	1	2
Total	1	2

(vii) Resolution No. 7 (Re-appointment of Dr. Chandrathil Gouri Krishnadas Nair as Independent Director

(a) Voted 'FOR' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	14	10570128	99.999
Voting through Poll (in person or by proxy)	13	31	0.001
Total	27	10570159	100.00

(b) Voted 'AGAINST' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Poll (in person or by proxy)	0	0	0
Total	0	0	0

(c) Votes 'INVALID'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Poll (in person or by proxy)	1	2
Total	1	2



(viii) Resolution No. 8 (Re-appointment of Dr. Gautam Sen as Independent Director)

(a) Voted '**FOR**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	14	10570128	99.999
Voting through Poll (in person or by proxy)	13	31	0.001
Total	27	10570159	100.00

(b) Voted '**AGAINST**' the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Poll (in person or by proxy)	0	0	0
Total	0	0	0

(c) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Poll (in person or by proxy)	1	2
Total	1	2



All resolutions stand passed under e-voting and poll with requisite majority.

The Register, all other papers and relevant records relating to remote e-voting and voting by poll at the 17th AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,
Yours faithfully

For **ARUN KUMAR GUPTA & ASSOCIATES**
COMPANY SECRETARIES



ARUN KUMAR GUPTA
FCS: 5551
CP: 5086



Date : 22.09.2015
Place : Delhi

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RESOLUTIONS

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[Signature]

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF GLOBAL VECTRA HELICORP LIMITED AT ITS 17TH ANNUAL GENERAL MEETING HELD ON TUESDAY, 22ND SEPTEMBER 2015 AT 1.30 P.M. AT ISCON TEMPLE, COMPLEX HARE KRISHNA HILL, SANT NAGAR MAIN ROAD, EAST OF KAILASH, NEW DELHI – 110 048

ORDINARY BUSINESS

- 1. Financial Statements of the Company as at 31st March, 2015 including the statement of Profit and Loss for the year ended on that date, audited Balance Sheet as at 31st March, 2015 and the Reports of the Directors' and the Auditors' thereon – Ordinary Resolution**

"RESOLVED THAT the audited Balance Sheet as at March 31, 2015 and the Profit & Loss Account and Cash Flow Statements for the financial year ended on March 31, 2015 together with the notes, schedules, Consolidated accounts for the relevant period attached thereto and the Auditor's Report and Director's Report dated May 26 2015 be and are hereby received, approved and adopted."

- 2. Re-appointment of Lt. Gen. (Retd.) SJS Saighal, who retire by rotation – Ordinary Resolution**

"RESOLVED THAT Lt. Gen. (Retd.) SJS Saighal ((holding DIN - 01518126) who retires by rotation be and is hereby re-appointed as Director of the Company."

- 3. Appointment of Auditors – Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, and in accordance with the resolution passed by the shareholders of the Company at the 16th Annual General Meeting held on 26th day of September, 2014 the reappointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai (Registration No. 101248W/W: 100022), for the financial year 2015-2016 be and is hereby ratified as Auditors of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors."

SPECIAL BUSINESS

- 4. Re-appointment of Mr. Eduard Van Dam as a Chief Executive Officer of the Company – 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 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 re-appointment and remuneration of Mr. Eduard Van Dam, as a Chief Executive Officer of the Company, under the Companies Act, 2013 for a period from 12th November, 2014 to 1st May, 2015 (both days inclusive) on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting 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. Eduard Van Dam, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT notwithstanding any herein, where in any financial year during the tenure of the Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government if any, pay to the Chief Executive Officer, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances and benefits as specified in the explanatory statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013

"RESOLVED FURTHER THAT Mr. Eduard Van Dam 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."

5. Appointment of Mr. Anthony James Baker as a Chief Executive Officer of the Company – 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 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. Anthony James Baker, as a Chief Executive Officer of the Company, under the Companies Act, 2013 for a period of One year from 5th March, 2015 to 4th March, 2016 (both days inclusive) on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting 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. Anthony James Baker, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT notwithstanding any herein, where in any financial year during the tenure of the Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government if any, pay to the Chief Executive Officer the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances and benefits as specified in the explanatory statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013

"RESOLVED FURTHER THAT Mr. Anthony James Baker 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."

6. Re-appointment of Maj. Gen. (Retd.) Gurdial Singh Hundal as an Independent Director of the Company – Special Resolution

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 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 IV to the Companies Act, 2013, Maj. Gen. (Retd.) Gurdial Singh Hundal (DIN 00390849), a Director of the Company who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of



the Companies Act, 2013 proposing his candidature for the office of an Independent Director, being so eligible, be appointed as an Independent Director of the Company, not

liable to retire by rotation, to hold office up to for a term of 5 (five) consecutive years upto 31st March, 2019.

7. Re-appointment of Dr. Chandrathil Gouri Krishnadas Nair as an Independent Director of the Company – Special Resolution

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 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 IV to the Companies Act, 2013, Dr. Chandrathil Gouri Krishnadas Nair (DIN 00059686), a Director of the Company who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to for a term of 5 (five) consecutive years upto 31st March, 2019.

8. Re-appointment of Dr. Gautam Sen as an Independent Director of the Company – Special Resolution

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 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 IV to the Companies Act, 2013, Dr. Gautam Sen (DIN 02420312) a Director of the Company who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to for a term of 5 (five) consecutive years upto 31st March, 2019.

CERTIFIED TO BE TRUE

FOR GLOBAL VECTRA HELICORP LIMITED


RAAKESH SONI
COMPANY SECRETARY
ACS 11200



Date:- 22nd September, 2015