



(CIN: L62200DL1998PLC093225)

Registered Office : A-54, Kailash Colony, New Delhi – 110 048.

Corporate Office:- Hangar No. C – He / Hf, Airports Authority of India, Civil Aerodrome, Juhu, Mumbai 400 056

Tel No. 91-22-614 09 200, Fax No. 91-22-614 09 300, Website www.globalhelicorp.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and administration) Rules, 2014]

To

The Members of Global Vectra Helicorp Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (“the Rules”). The approval of Members of the Company is sought to borrow money in excess of paid up capital and free reserve, to create charge on the assets/mortgage the properties of the Company, to enter a related party transaction upto 200 Crores and to provide loans / guarantees / make investments up to 400 Crores.

The Company seeks the consent of Members for the aforesaid proposals through resolution specified below. An Explanatory Statement pertaining to the said resolution is also annexed hereto. Accordingly, the said resolution and Explanatory Statement along with Postal Ballot Form are being sent to you for your consideration. The Postal Ballot Notice will be posted on the website of the Company. The Company has appointed Mr. Martinho Ferrao, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 10th day of September, 2014. The Postal Ballot Forms received after this date will be considered invalid. The Scrutinizer will submit his report to the Chairman or any Director on the completion of the scrutiny. The results of the Postal Ballot shall be announced by Chairman or any Director of the Company on 11th September, 2014 and will be displayed on the website of the Company.

1. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolutions, pursuant to the provisions of Section 180 (1) (c) and (2) 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) and subject to such approval(s) of the appropriate authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred on the Board by this resolution), to borrow and raise money from time to time, from any one or more Banks, Individuals, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Pension Funds, Gratuity Funds, Hedge Funds, or any other Funds, Trusts, Institutions, bodies, entities, or persons, whether incorporated or not and whether Indian or foreign, and whether by way of cash credit, term loans, advances, deposits, loans or bill discounting, deferred payment credits/guarantees, issue of Debentures, Securities, Bonds or other debt instruments, external commercial borrowings or by way of any other permitted mode of borrowings, whether convertible or not; and whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or any other kind of security created on the assets and/ or properties of the Company, subsidiaries, joint ventures, associates, or of any other persons or individuals, whether movable or immovable, tangible or intangible, or stock in trade (including raw materials, spare parts and components, in stock or in transit and work in progress), or by any kind of guarantees and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Companies bankers in the ordinary course of Business) will or may exceed the aggregate of the paid up share capital of the Company and its free Reserves, so that the total amount upto which the monies may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores) exclusive of interest and other charges on such borrowings, AND THAT the Board of Directors be and is hereby further authorized to execute such debenture trust deeds and/or Mortgage, charge, hypothecation, lien, guarantees/ assurance deeds and other deeds, promissory notes, deposit receipts, loan or security documents, agreements, instruments, receipts, or writings containing such conditions and covenants as the Director may think fit.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents /deeds /writings /papers / agreements as may be required (including deciding the terms and conditions of the borrowings and utilisation of the funds so borrowed), to delegate all or any of the powers conferred on it to any committee of Directors or any Director or any other officer(s) or agent or representative of the Company; and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, matter, difficulty or doubt that may arise in this regard.”

2. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) 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) (hereinafter referred to as ‘the Act’), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company(hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise the powers conferred on the Board by this resolution) to mortgage and/or create charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable, immovable or any other type and kinds of properties, assets and /or rights of the Company(whether tangible or intangible), in favour of the Lender(s) / Agent(s) and/or Trustee(s), or other appropriate authorities/persons, for securing the borrowings of the Company availed / to be availed in any form or manner, in foreign currency and / or rupee currency, including by way of term and other loan(s), cash credit, overdraft, advances, deposits, bill discounting, deferred payment credits/guarantees, debentures, Securities, Bonds or other debt instruments, external commercial borrowings, (comprising Fully / Partly Convertible and/or Non-Convertible, with or without detachable or non-detachable Warrants and/or Secured Premium Notes and /or Floating Rates Notes/Bond or other debt instruments), or by way of any other permitted mode of borrowings, whether convertible or not; issued/to be issued by the Company, from time to time, upto an aggregate amount not exceeding Rs. 1000 Crores (Rupees One Thousand Cores Only) i.e. within the overall ceiling approved by the members of the Company, in terms of the Section 180 (1) (c) of the Act and other time to time applicable provisions, if any, of the Act; together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document(s) entered into / to be entered into between the Company and the Lender(s)/Agent(s)and/or Trustee(s), in respect of the said loans/borrowings/debentures and containing such specific terms and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/Trustee(s)/other appropriate authorities/persons.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents /deeds /writings /papers / agreements as may be required (including deciding the terms and conditions of securing the borrowing), to delegate all or any of the powers conferred on it to any committee of Directors or any Director or any other officer(s) or agent or representative of the Company; and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, matter, difficulty or doubt that may arise in this regard.”

3. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 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) (hereinafter referred to as ‘the Act’), read with the applicable provisions of the Companies (Meetings of the Board and its powers) Rules, 2014 and all other provisions of applicable law / rules and subject to the approval / consent of such appropriate authorities, as may be accorded to the Board of Directors of the Company, { hereinafter referred to as the “ Board”, which term shall include any committee constituted by the Board of Directors of the Company or any person (s) authorised by the Board to exercise the power conferred on the Board of Directors of the Company by this resolution } for entering into related party transaction with Azal Azerbaijan Aviation Limited, Vectra Investments Private Limited, Vectra Limited, U.K., Vectra Limited Hong Kong, Vectra IT Solutions Private Limited, Indo Copters Private Limited, and Venus Projects Limited by the Company by way of leasing, Maintenance, Repairs and overhaul Services, IT and ERP Services, loan, investment, guarantee (s) / security(ies), Letter of Credit, Buyers Credit, upto an amount of Rs. 200 Crores (Rupees Hundred Crores Only) during any financial year.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above leasing, Maintenance, Repairs and overhaul Services, IT and ERP Services, loan, investment, guarantee (s) / security(ies), Letter of Credit, Buyers Credit, and further including variation of such timing, amount, terms, conditions etc., as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution.”

4. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provision of Section 186 and all other applicable provision of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014 as may be amended from time to time and Articles of Association

of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- a) giving any loan to any person or other body corporate.
- b) giving any guarantee or providing security in connection with a loan to any other body corporate or person and/or
- c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 400 Crores. (Rupees Four Hundred Crores) which shall be over and above the limits as specified in Section 186 (2) of the Companies Act, 2013 and the aggregate outstanding amount to investments made /loans/guarantees/securities given /provided to associate companies and/or joint venture companies and other entities from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company and/or Committee of Directors constituted for this purpose be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, paper agreements etc. for investments to be made, loans /guarantees to be given and securities to be provided to any person and /or anybody corporate do all such acts, deeds matter and things, as it may , in its absolute discretion deem necessary proper or desirable, settle any question, difficulty or doubt that may rise in this regard.”

By Order of the Board of Directors
For **Global Vectra Helicorp Limited**

Raakesh Soni
Company Secretary

Place: Mumbai

Date: August 5, 2014

Registered Office
A-54, Kailash Colony,
New Delhi - 110 048

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the business specified above is annexed hereto.
2. The Board vide its Resolution passed on 5th August, 2014 has appointed Mr. Martinho Ferrao, FCS No. 6221, CP No. 5676 Practising Company Secretary, as scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair transparent manner.
3. The Postal Ballot Form together with the self addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instruction printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before closing of working hours on September 10, 2014.
4. The Notice is being sent to all the Members, whose names appeared in the Register of Members / Record of Depositories on August 1, 2014. Voting rights shall be reckoned on the paid up value of the share registered in the name of the Members as on that date.
5. Members irrespective of who have registered their e-mail for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from the Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.
6. Members may contact Shri Raakesh D. Soni, Company Secretary, for any grievances connected with voting by postal ballot at the Corporate Office of the Company at Hangar No. C – He / Hf, Airports Authority of India, Civil Aerodrome, Juhu, Mumbai – 400 056.
7. The Scrutinizer will submit his Report after completion of the scrutiny, address to the Chairman or any one of the Director or person authorised by Chairman/Director on September 10, 2014. The Chairman will, or Director or in his absence any other person so authorised by him will, announce the result of voting by postal ballot on September 11, 2014 4.00 P.M. at the Corporate Office of the Company and the resolution will be taken as passed effectively on the date of the announcement of the result by such authorised person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 & 2

On 29th September, 2009, Members of the Company by way of Special Resolution had accorded its consent to the Board of Directors to borrow funds and to mortgage and/or create charge on all or any other movable/immovable properties or such other assets to the extent of Rs. 1000 Crore (Rupees One Thousand Crore Only) in excess of the paid up capital and free reserves of the Company.

Consequently to notification of Section 180 of the Companies Act, 2013 consent of the Company is required by way of Special Resolution to borrow funds in excess of the Paid up Capital and Free Reserves of the Company and to create security for the same. According Item no. 1 & 2 have been proposed for your consideration and approval.

For the avoidance of doubts it is clarified that the proposed resolutions No. 1 & 2 do not increase the amounts that may be borrowed by the Board of Directors or the amount of charges that may be created that had already been approved by the members of the company. It is further to be noted that these resolutions are for complying with the provisions of the new Companies Act, 2013, and do not increase the current borrowing powers of the Board.

The Directors approved this item on 5th August, 2014 and recommends the resolutions as set out in the accompanying notice for the approval of the members of the Company by Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

Item No. 3

Pursuant to provisions of Section 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.

Since the proposed transaction is between the Companies which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013, the proposed leasing, Maintenance, Repairs and overhaul Services, IT and ERP Services, loan, investment, guarantee (s) / security(ies), Letter of Credit, Buyers Credit would attract provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder's approval.

The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members:

1. Name of the related party and nature of relationship: Associate/Group Companies as disclosed in the Resolution no. 3 of this postal ballot notice.
2. Name of the director or key managerial personnel who is related, if any: None of the Directors or Key Managerial Personnel are related.
3. Nature of relationship: Associate/Group Companies
4. Nature, material terms, monetary value and particulars of the contract or arrangement: As may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
5. Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Directors approved this item on the 5th August, 2014 and recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Item No. 4

As per the provisions of the Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of:-

- a) Sixty percent of the aggregate of the paid up share capital, free reserves and securities premium account or,
- b) One hundred percent of its free reserves and securities premium,

whichever is more, if Special Resolution is passed by the Shareholders of the lending Company.

Considering the fact that ongoing business, the Company would be required to continue to provide support to its associate companies and other entities or person as may be required in the form of investments or loan or guarantees or securities and which may exceed the limits prescribed under section 186 of the Companies Act, 2013. Thus it is felt desirable to obtain prior approval of the members pursuant to the provisions of Section 186 read with Section 110 of the Companies Act, 2013 for making investments and loans and providing guarantees and securities in aggregate not exceeding the limits of Rs. 400 Crores at any given point of time.

The Directors approved this item on 5th August, 2014 and recommends the resolutions as set out in the accompanying notice for the approval of the members of the Company by Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

By Order of the Board of Directors
For **Global Vectra Helicorp Limited**

Raakesh Soni
Company Secretary

Place: Mumbai

Date: August 5, 2014

Registered Office
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New Delhi - 110 048