

SECRETARIAL COMPLIANCE REPORT OF GLOBAL VECTRA HELICORP LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

To

GLOBAL VECTRA HELICORP LIMITED

A-54 Kailash Colony, New Delhi – 110048.

We, Martinho Ferrao & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Global Vectra Helicorp Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on 31st March, 2019 (**Review Period**) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) All other regulations and circulars / guidelines issued and as applicable to the Company from time to time

and based on the above examination, We, hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder as applicable to them except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|--|--|
| 1. | <i>As per Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Board of Directors of the Company shall have at least one woman director</i> | <i>For the period 1st April, 2018 to 22nd July, 2018 there was no woman director in the Company as the Company was awaiting approval from the Ministry of Home Affair through the Ministry of Civil Aviation for appointment of woman director</i> | <i>Ms. Rati Rishi (DIN: 08185217) was appointed as a Non-Executive Woman Director on 23rd July, 2018 subsequent to approval from the Ministry of Home Affair through the Ministry of Civil Aviation</i> |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: There was no action taken except that *The Exchange had sought a clarification from the Company on March 13, 2019 with reference to significant movement in price. The Company had replied to the same.*
- (d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

For MARTINHO FERRAO & ASSOCIATES

Company Secretaries



Martinho Ferrao

Proprietor

FCS No.: 6221

C P No.: 5676

Place: Mumbai

Date: 28.05.2019

