



FERRAO MSR & ASSOCIATES

Company Secretaries

301, Dhun Bldg., 23/25 Janmabhoomi Marg, Fort, Mumbai – 400001. Tel No:- 022-22024367

Secretarial Compliance Report
of
GLOBAL VECTRA HELICORP LIMITED
for the year ended 31st March, 2020

We, Ferrao MSR & Associates have examined:

- (a) all the documents and records made available to us and explanations 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, 2020 (“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 (LODR);
- (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 (SAST);

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
Not applicable during the year under review
- (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; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued thereunder; 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, 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	As per Regulation 34(1)(a) of SEBI LODR: The listed entity shall submit to the stock exchange and publish on its website- (a) a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders	The Company has submitted the Annual Report to the Stock Exchange on 11 th September, 2019 whereas dispatch of Annual Report to its shareholders was completed on 30 th August, 2019.	The Company has submitted the Annual Report and Notice of AGM to the Stock Exchange with delay.

Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
2	<p><i>As per SEBI LODR Reg.17(1A); No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.(w.e.f. 1st April, 2019)</i></p>	<p><i>The Company has continued the appointment of CHANDRATHILGOURI KRISHNADAS NAIR (DIN: 00059686) and GURDIAL SINGH HUNDAL (DIN: 00390849) after 1st April, 2019 (both above seventy-five years of age) without prior approval through special resolution.</i></p>	<p><i>The Company has continued the appointment of Non-Executive Directors - CHANDRATHILGOURI KRISHNADAS NAIR (DIN: 00059686) and GURDIAL SINGH HUNDAL (DIN: 00390849) who have attained the age of seventy five years after 1st April, 2019 without seeking prior approval through special resolution as it was awaiting approval of Ministry of Home Affairs as per Civil Aviation Requirements. However, the Company has passed special resolution in this regard at the AGM of the Company held on 26th September, 2019.</i></p>
3	<p><i>As per SEBI LODR Reg.34(3) read with Schedule V; the Annual Report shall contain disclosure in the form of a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.</i></p>	<p><i>Such certificate/disclosure was not included in the Annual Report submitted for the year ended 31st March, 2019</i></p>	<p><i>The Company has received an intimation from NSE - Ref: NSE/LIST/ 16018 dated 30th March 2020 in this regard asking the Company to communicate the said disclosures/ reports to the shareholders of the company and submit a confirmation of the same to the Exchange.</i></p>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) To the best of our knowledge and information provided by the Company there were no 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. *However the Company has received a notice/letter from NSE on 30th March 2020 vide reference- NSE/List/16018 with regards to Non submission of reports/ disclosures in the annual report submitted for the year ended 31st March 2019 and a notice from BSE seeking clarification on Price Movement via email on 14th August, 2019 vide reference - L/SURV/ONL/PV/SS/2019-2020/379 to which the Company replied as required.*
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **There were no observations in the previous report which were required to be complied. The same were complied with delay in the previous year itself.**
- (e) The listed entity has complied with the requirements of paragraph 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019. There has been no resignation of Statutory Auditors in FY 2019-20.

Limitations:

Due to the nationwide lockdown and social distancing guidelines issued by the Ministry of Home Affairs (MHA) on different dates for containment of spread of Covid-19, the abovementioned documents, registers, disclosures filed, etc. have not been physically verified by us, and as informed to us, these are being maintained by the Company at their offices. While we have taken all possible steps to verify the records as

made available to us by the Company through electronic medium and taken confirmation from the Company wherever required, the audit was done subject to limitation of availability of documents.

For Ferrao MSR & Associates

Company Secretaries



Sherlyn Rebello

Partner

A.C.S. No. 41541

C. P. No. 16401

UDIN: A041541B000531899

Place: Mumbai

Date: 30.07.2020