



(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

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 as amended (the “**Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended (the “**Management Rules**”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“**SEBI Circular**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR**”) and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), that the Special Resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following special resolutions:-

Sr. No.	Particulars
1.	Appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) as an Independent Director of the Company for a term of 5 (five) years.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice (“the Notice or Postal Ballot or “the Postal Ballot Notice”).

The Board of Directors of the Company at its meeting held on February 13, 2024, recommended to the shareholders, the passing of Special Resolution to approve the aforesaid matters by way of Postal Ballot through e-voting

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

In accordance with the MCA Circulars, the **Postal Ballot Notice** is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on Friday, April 05, 2024 (“**Cut-off date**”) and whose e-mail addresses are registered with the Company/Depositories and members can vote **only through the remote e-voting process**. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Friday, April 05, 2024
Remote e-voting period - Commencement of Remote e-Voting	Wednesday, 10 April, 2024 at 9.00 A.M. (IST)
Remote e-voting period - End of Remote e-Voting	Thursday, 09 May 2024 at 5:00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Thursday, 09 May, 2024.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

Pursuant to Rule 22(5) of the Management Rules, The Board has appointed Mr. Martinho Ferrao, Practicing Company Secretary, (Membership No. FCS 6221) (CP No. 5676) as the “**Scrutinizer**”, to scrutinize the e-voting process in a fair and transparent manner.

The Company has engaged the services of Link Intime India Private Limited (“Link Intime” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman of the Company (the “**Chairman**”) or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company’s equity shares are listed within a period of 2 working days (not exceeding 3 days) from the conclusion of the e-voting i.e. on or before 5.00 P.M. IST on Saturday, May 11, 2024. The results would also be uploaded on the websites of the Company at www.globalhelicorp.com, the stock exchanges at www.bseindia.com and www.nseindia.com and website of RTA viz <https://instavote.linkintime.co.in>

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, May 09, 2024, i.e. the last date specified for e-voting

PROPOSED RESOLUTION: -

SPECIAL BUSINESS

Item no. -1

1. Appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) as an Independent Director of the Company for a term of 5 (five) years.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, 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 based on the approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 13, 2024, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from the member under Section 160(1) of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as Independent Director of the Company.”

“**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded for the appointment of Company Mr. Narayan Vasudeo Prabhutendulkar who meets the criteria of Independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and who has submitted a declaration to that effect, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 13th February 2024 up to 12th February 2029 and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company or such other Officer(s) / Authorised Representative(s) of the Company as appointed by Board be and is hereby authorised to do all acts, deeds and things including filings and take all such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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

Raakesh Soni
Company Secretary

Place: Mumbai

Date: February 13, 2024

Registered Office

A-54, Kailash Colony,
New Delhi - 110 048.

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolutions, is annexed hereto for your consideration and forms part of this Notice.
2. The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of Director seeking appointment are also annexed hereto.
3. The Notice is being sent to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, April 05, 2024, as received from Company's Registrar and Transfer Agent (Link Intime India Pvt. Ltd). In compliance with MCA Circulars, the Notice is being sent to Members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the Members for this Postal Ballot. Therefore, those Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below in e- voting instructions.
4. The Notice is also available on the website of the Company at www.globalhelicorp.com, on the website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on website of RTA's viz <https://instavote.linkintime.co.in>
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically. The Company has engaged the services of Company's Registrar and Transfer Agent (Link Intime India Pvt. Ltd) to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
6. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, April 05, 2024 ("**Cut-Off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Company's Registrar and Transfer Agent (Link Intime India Pvt. Ltd) as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
7. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
 - Commencement of voting: Wednesday, April 10, 2024 at 09:00 am (IST) End of voting: Thursday, May 09, 2024 at 05:00 pm (IST) (both days inclusive).
 - The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.
8. All the relevant documents referred to in this Notice and explanatory statement shall be available for inspection by the Members through electronic mode up to the last date specified for e-voting. The Members may write to the Company at raakesh@gvhl.in in this regard.
9. The Scrutinizer shall, after conclusion of the voting period, prepare a report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting and will also be displayed on the Company's website at www.globalhelicorp.co.in and communicated to the stock exchanges where the shares of the Company are listed. The resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, 09th May 2024 being the last date specified by the Company for e-voting. The Scrutinizer's decision on the votes cast will be final.
10. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details, as mandated by SEBI vide its circular no SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023:
 - **Members holding shares in physical form:** to the Company's RTA - Link Intime India Private Limited, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the members for furnishing these details. The formats can be downloaded from RTA's website www.linkintime.co.in > Resources > Downloads > KYC > Formats for KYC and such formats are also available on the Company's website at www.globalhelicorp.com.
 - **Members holding shares in dematerialized form:** to their respective DPs as per the procedure prescribed by them.
11. Members may note that SEBI vide circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at www.globalhelicorp.com and available on the website of the RTA at <https://linkintime.co.in/downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

12. Further, SEBI vide notification dated January 24, 2022 has amended Regulation 40 of SEBI LODR and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for individual shareholders holding securities in demat mode.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for Easi/Easiest facility

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest facility

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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.

* *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

* *Shareholders holding shares in **NSDL form**, shall provide ‘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).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
 - e) Click on Submit button and investor will be mapped now.
 - e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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 cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 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 has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

In case of shareholders who have not registered their e-mail address:

In terms of the MCA Circulars, the Company has sent Postal Ballot Notice in electronic form only and physical copy of the Postal Ballot Notice and Postal ballot form has not been sent to the shareholders for this Postal Ballot process. Accordingly, the communication of the assent or dissent of the Members would take place through the Remote E-voting system only. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

Registration of e-mail address by shareholders holding shares in physical form:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd, by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address and also upload the image of PAN, Aadhar Card, share certificate & Form ISR-1, ISR-2 in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

Permanent Registration of e-mail address by shareholders holding shares Dematerialized form:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

Temporary Registration of e-mail address by shareholders holding shares Dematerialized form:

The Members of the Company holding Equity Shares of the Company in dematerialized form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail address and also upload the image of CML, PAN, Aadhar Card & Form ISR-1 in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in, under Help section or call on Tel no.: 022-49186000.

Those shareholders who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants/the Company’s Registrar and Transfer Agent (Link Intime India Pvt. Ltd).

In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and e-mail ID correctly in their demat account to access e-voting facility.

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

Raakesh Soni
Company Secretary

Place: Mumbai

Date: February 13, 2024

Registered Office

A-54, Kailash Colony,
New Delhi - 110 048.

ANNEXURE TO THE NOTICE

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

Item No. 1

1. Appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) as an Independent Director of the Company for a term of 5 (five) years.

The Board of Directors (“Board”) at its meeting held on 13th February, 2024 based on the recommendation of the Nomination and Remuneration Committee (“NCR”) and subject to the approval of the shareholders appointed Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) as an Additional Director (in the capacity of an Independent Director) of the Company for a Term of five (5) consecutive years commencing from 13th February, 2024 up to 12th February, 2029 under Sections 149,150,152 and 161 of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and he would not be liable to retire by rotation.

In compliance with the provision of Section 161 of the Act and Regulation 17(1C) of the listing Regulations, the Company is seeking approval for the appointment of Mr. Narayan Vasudeo Prabhutendulkar as a Non -Executive Independent Director through this Notice.

Mr. Prabhutendulkar is a qualified Chartered Accountant in (1981) and Company Secretary (1987). Executive Management Course from Boston School from United States. He has more than 42 years of experience, comprising Board level experience over two decades and specialising in Finance, General Management & Operations and Information Technology.

He works for American & European based IT, Telecom, manufacturing companies as well as India base International organisations with ability to resolve successfully multi-dimensional, long term dynamic & challenging issues of the Companies.

He has been on Board of Hewlett Packard Enterprise India Limited and Hewlett Packard group companies for almost 14 years. He was also associated with many Global Companies including AT & T, Lucent Technologies Limited - USA and Indian Companies like Digital Global Soft, Tata Telecom, Krone Communications Limited. He was and continue to be Independent Director of many companies in India including Chairman / Member of Audit Committee, Chairman of IT Committee, Chairman of Customer Service Committee of Global / Indian base Companies.

Mr. Prabhutendulkar associated with significant NGO in Karnataka for a period of 10 years and help the NGO to grow significantly, having more than 1000 students taking higher education in Engineering, Medical, architecture degree, management courses and Chartered Accountants Course.

Mr. Prabhutendulkar is the recipient of CFO 100 Roll of Honor in 2012 and 2016 award from 9.9 Media, Best CFO of HP worldwide in 2005, CNBC TV 18 CFO awards and many more.

In the Opinion of the Board Mr. Narayan Vasudeo Prabhutendulkar fulfils the conditions specified in the Act, Rules made thereunder and LODR Regulations for his appointment as an Independent Director.

The Board is of the opinion that Mr. Narayan Vasudeo Prabhutendulkar is a person of integrity and possesses relevant expertise and experience (including the proficiency) and will be able to provide the commitment of time and efforts required. The Board also noted that Mr. Narayan Vasudeo Prabhutendulkar background and experience are aligned to the role and capabilities identified by NRC and that is eligible for appointment as an Independent Director of the Company. The Board and the NRC were satisfied that the appointment is justified after considering his rich and varied experience inter-alia in the field of finance, tax, audit and management.

None of the Directors, Key Managerial Personnel, or their relatives (except Mr. Narayan Vasudeo Prabhutendulkar being the appointee himself to the extent of the shareholding held by him in the Company are interested, financially or otherwise, in the Resolution as set out in the Notice.

The Board recommends the Special Resolution as set out in Notice in item no. 1 for approval of the Members.

Annexure 1

Particulars of Directors seeking appointment pursuant to Regulation 36(3) of Listing Regulations read with Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India

Name	Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913)
Nationality	Indian
Date of Birth	22.12.1957
Date of first appointment on board	Appointed as an additional director in the capacity of an Independent Director with effect from 13 th February, 2024
Qualifications	Chartered Accountant and Company Secretary by qualification.
Brief Resume	As detailed in the explanatory statement under Item No. 1
Skills and Capabilities	As detailed in the explanatory statement under Item No. 1
Terms & Conditions of Appointment	Mr. Narayan Vasudeo Prabhutendulkar will be appointed for a term of five (5) years as an Independent Director of the Company. The Terms and conditions of his appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.
Details of Remuneration Last Drawn (FY 23-24 till date)	Not applicable since this is the first appointment with effect from 13 th February, 2024
Details of Remuneration sought to be paid	Sitting fees for attending Board, Committee, Independent Directors meetings and reimbursement of travelling expenses if any.
Directorship held in other Companies	<ul style="list-style-type: none"> • Bandhan Bank Limited • Siemens Gamesa Renewable Power Private Limited • PSB Alliance Private Limited
Number of Board Meeting attended during the year (FY 23-24) till date of this Notice	1 of 4 (as an Invitee)
Membership /Chairmanship of other Public Companies.	<ul style="list-style-type: none"> • Bandhan Bank Limited - Independent Director <ul style="list-style-type: none"> ➤ Chairman of Customer Service Committee ➤ Chairman of Stakeholders Relationship Committee ➤ Member of IT Strategy Committee
Name of Listed entities form which the proposed has resigned in the past three years.	<ul style="list-style-type: none"> • Centrum Capital Limited
Number of Shares held in the Company (including shareholding as a beneficial owner)	200 shares
Disclosure of relationship inter-se with Directors and Key Managerial Personnel of the Company	Nil

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

Raakesh Soni
Company Secretary

Place: Mumbai

Date: February 13, 2024

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