



## SCRUTINIZER'S REPORT

21<sup>st</sup> December, 2017

The Chairman

**GLOBAL VECTRA HELICORP LIMITED**

A-54 Kailash Colony

New Delhi-110 048

Dear Sir,

**Subject: Passing of Resolution through Postal Ballot**

Report to the Chairman of the Board of Directors of **GLOBAL VECTRA HELICORP LIMITED**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at A-54 Kailash Colony New Delhi, 110 048 on the **POSTAL BALLOT** conducted by the Company:

- 1) Pursuant to the resolution passed by the Board of Directors of **GLOBAL VECTRA HELICORP LIMITED (GVHL)** on 07<sup>th</sup> September, 2017, I have been appointed as a scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolutions to be passed by the Company, as circulated in the Postal Ballot Notice dated 7<sup>th</sup> September, 2017.
- 2) To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated 17<sup>th</sup> April, 2014, Companies listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), required to provide e-voting facility to their shareholders on all resolution to be passed at General Meetings or through Postal Ballot. Since GVHL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.
- 3) GVHL accordingly made arrangements with System Provider, **Central Depository Services (India) Limited ("CDSL")** for providing a system of recording votes of the



shareholders electronically through e-voting. The Company has accordingly made arrangements through its Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited (hereinafter referred to as "RTA") to set up e-voting facility on the CDSL e-voting website <https://www.evotingindia.com/>

- 4) GVHL through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All the necessary formalities in compliance with the requirements specified by CDSL, has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated 07<sup>th</sup> September, 2017 sent to the shareholders by email, who had registered their email-ids with Company and by post to 7983 shareholders. The Register of Members and the List of beneficiary owners as on 10<sup>th</sup> November, 2017 was made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of despatch of Postal Ballot notice

5)

Reference to the Companies Act, 2013	Type and Description of the Resolution
1. As per section 13 and 61 and any other applicable provisions, if any, of the Companies Act, 2013.	<b>Ordinary Resolution:</b> For reclassification of the Authorised share Capital including alteration of Clause V of the Memorandum of Association and Articles of Association of the Company
2. As per Section 48, 55, 62 & 42 and any other applicable provisions, if any, of the Companies Act, 2013.	<b>Special Resolution:</b> To change the terms and conditions of Non Convertible Cumulative Redeemable Preference shares into Optionally Convertible Cumulative Redeemable Preference shares
3. As per section 188 and any other applicable provisions, if any, of the Companies Act, 2013	<b>Special Resolution:</b> Pursuant to Section 188 of the Companies Act, 2013 for authorizing the Board of Directors of any of its Committees to enter into related party transaction not exceeding 400 Crores during any financial year in aggregate.



- 6) I report that the Postal Ballot notice dated 07<sup>th</sup> September, 2016 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on 27<sup>th</sup> March, 2014 were dispatched to the shareholders, by courier/Post along with self-addressed pre-paid Business Reply Envelope on or before 20<sup>th</sup> November, 2017.
- 7) In addition to the above, Postal Ballot notices were also sent via electronic mode by Company/RTA to the shareholders whose email id's are registered with the Depository Participants as per the data downloaded from the NSDL / CDSL as on 10<sup>th</sup> November, 2017 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company has fixed 5:00 p.m. on Wednesday, 20<sup>th</sup> December, 2017 as the last date for receipt of Postal Ballots and for E-voting.
- 8) As stated in sub-rule 3 of Rule 20 under the Chapter on "Management and Administration" as notified by MCA on 27<sup>th</sup> March, 2014 an advertisement was published by the Company in Business Standard, English Newspaper and Business Standard in Hindi Newspaper, on 22<sup>nd</sup> November, 2017 informing about the completion of despatch of the Postal Ballot notices.
- 9) I report that I have received the Postal Ballot forms from the shareholders during the period commencing from Friday, 21<sup>st</sup> November, 2017 to Wednesday, 20 December, 2017. All the Postal Ballot forms together with all votes casted by e-voting through CDSL received up to 5:00 p.m. Wednesday, 20<sup>th</sup> December, 2017, being the last date fixed by the Company for receipt of Postal Ballot forms/ e-voting, were considered for my scrutiny.
- 10) The Postal Ballot forms received at the Company's address in the name of the Scrutinizer were opened and taken up for scrutiny by me and passed on to RTA. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot form I have not come across any mutilated Postal Ballot forms.
- 11) Since E-voting facility was provided by CDSL the details of the E-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the E-voting was provided by the system provider, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders names, folio number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the RTA which have been duly scrutinized.



- 12) On scrutiny, I report that out of 7983 shareholders, 15 Shareholders have exercised their vote through e-voting and 2 shareholders have exercised their votes through Postal Ballot forms as received. The details of polling results for the item placed for consideration by the shareholders are given below:

<b>A. Postal Ballot</b>	
Number of Forms received from Members	2
Number of Forms rejected/ not considered for reasons as stated below:-	
a. Not signed	-
b. Signature mismatch	-
c. Not voted	-
d. Nil Account	-
e. Voted under both postal ballot and evoting	-
Number of valid Forms (A)	2
<b>B. E-Voting</b>	
Number of members who participated is e-voting	15
Number of Valid E-votes (B)	15
<b>Total (A+B)</b>	<b>17</b>

**Note:**

- 1) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the no. of shares mentioned in the Postal Ballot, whichever is less.
- 2) One Invalid Postal Ballot was not taken into account for counting of votes.



The result is as under:

**Item No. 1 – Ordinary Resolution**

For reclassification of the Authorised share Capital including alteration of Clause V of the Memorandum of Association and Articles of Association of the Company

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	13	10516416	99.98	2	1100	0.01
Ballot	2	670	0.01	0	0	0
<b>TOTAL</b>	<b>15</b>	<b>10517086</b>	<b>99.99</b>	<b>2</b>	<b>1100</b>	<b>0.01</b>

**Results:**

Percentage of votes cast in favour : 99.99

Percentage of votes cast against : 0.01

**Item No. 2 – Special Resolution**

To change the terms and conditions of Non Convertible Cumulative Redeemable Preference shares into Optionally Convertible Cumulative Redeemable Preference shares

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	13	10516416	99.98	2	1100	0.01
Ballot	2	670	0.01	0	0	0
<b>TOTAL</b>	<b>15</b>	<b>10517086</b>	<b>99.99</b>	<b>2</b>	<b>1100</b>	<b>0.01</b>

**Results:**

**Results:**

Percentage of votes cast in favour : 99.99

Percentage of votes cast against : 0.01



### Item No. 3 – Special Resolution

As per section 188 and any other applicable provisions, if any, of the Companies Act, 2013

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	11	16416	90.27	2	1100	6.05
Ballot	2	670	3.68	0	0	0
<b>TOTAL</b>	<b>13</b>	<b>17086</b>	<b>93.95</b>	<b>2</b>	<b>1100</b>	<b>6.05</b>

\*Note: Two shareholders holding 1,05,00,000 shares abstained from voting for Item no. 3

#### Results:

Percentage of votes cast in favour : 93.95

Percentage of votes cast against : 6.05

As the number of votes casted in favour of the resolutions is more than the number of votes cast against, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with requisite majority. The Resolutions is deemed to be passed as on the date of announcement of the result.

- i) I further report that as per the Postal Ballot notice dated 07<sup>th</sup> September, 2017 and the Board Resolution dated 07<sup>th</sup> September, 2017 the Chairman or any other as authorized in this regard may declare and confirm the above results of voting by Postal Ballot and E-voting in respect of the resolution referred herein on Thursday, 21<sup>st</sup> December, 2017 as intimated to the Stock Exchanges.
- ii) The result of the Postal Ballot and E-voting together with the Scrutinizers Report would have to be displayed on Company's website [www.vyaparindustries.com](http://www.vyaparindustries.com) and on the website of CDSL within 3 days of passing of the resolution and shall be communicated to the Stock Exchanges.
- iii) I further Report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied by the Company. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL for the e-voting facility extended by them and also a Register recording the consent or otherwise received from the Shareholders,



voting through Postal Ballot which includes all the particulars of shareholders such as the names, folio number, DP ID/ Client ID, number of shares held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Chairman after he approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours faithfully,

For Martinho Ferrao & Associates,  
Company Secretaries



Martinho Ferrao  
Proprietor  
COP No.: 5676  
Membership No.: 6221

