



Hanger No. C-He/Hf,
Airports Authority of India,
Civil Aerodrome, Juhu,
Mumbai - 400 056. INDIA
Tel. : +91-22-6140 9200 / 201
Fax : +91-22-6140 9253
Email: globalhelicorp@gvhl.net
www.globalhelicorp.com

Date: - 30th October, 2013

To,
The Manager,
Listing department,
The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

Designated Fax No. 26598237/38 -- 26598347/48

Dear Sir,

Sub : Date of convening Adjourned 15th Annual General Meeting

This is to inform that the Board of Directors of the Company in its meeting held on 11th October, 2013, it has been decided that the Adjourned Annual General Meeting of the Company will be convened on 12th November 2013.

A copy of the Printed Notice of the Adjourned Annual General Meeting is enclosed herewith.

Thanking you,

Yours faithfully,

For Global Vectra Helicorp Limited

A handwritten signature in blue ink, appearing to read 'Raakesh Soni', is written over a horizontal line.

Raakesh Soni
Company Secretary



ISO 9001 : 2008

ISO 14001 : 2004



OHSAS 18001 : 2007

CERTIFIED FIRM

Regd. Office: A-54, Kailash Colony, New Delhi - 110 048. INDIA



Global Vectra Helicorp Limited

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

NOTICE

The adjourned Fifteenth ANNUAL GENERAL MEETING of the Global Vectra Helicorp Limited will be held on the Tuesday, 12th day of November, 2013 at 10.00 a. m. at ISKON Temple, Complex Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi – 110 065, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2013 and the Balance Sheet as at that date together with the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Maj. Gen. (Retd.) Gurdial Singh Hundal, who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and to fix their Remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. B S R & Co., Chartered Accountants (Registration No. 101248W) be and is hereby appointed as Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 302, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being enforce) and subject to approval of members in General Meeting and subject to such approvals, if any, as may be necessary, consent of the Board be and hereby accorded to the appointment of Lt. Gen. (Retd.) SJS Saighal as a Chairman of the Company for a period of one year commencing from 1st October, 2013 up to and inclusive of 30th September, 2014 on such terms and conditions as agreed to between Lt. Gen. (Retd.) SJS Saighal and the Company as set out in the contract of employment attached, be and is hereby approved, with the liberty to the Board of Directors or the Remuneration Committee to alter and vary the terms and conditions and the remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Lt. Gen. (Retd.) SJS Saighal”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Lt. Gen. (Retd.) SJS Saighal, a Chairman of the Company, the remuneration, perquisites / benefits set out in the aforesaid Agreement be paid or granted to Lt. Gen. (Retd.) SJS Saighal as the minimum remuneration, in case of excess payment of remuneration to Lt. Gen. (Retd.) SJS Saighal be waived, notwithstanding the fact that such remuneration is in excess of the statutory ceiling specified in this regard as in force and amended from time to time and necessary approval of the Central Government will be obtained as may be required, to make up the shortfalls if any, without any further reference to / approval of the General Meeting .”

“RESOLVED FURTHER THAT Lt. Gen. (Retd.) SJS Saighal also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, as any from time to time be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may be arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the maximum permissible limit and in order to give effect to the forgoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the “Act”), subject to approval of members in General Meeting and subject to such approvals, if any, as may be necessary, consent of the Board be and is hereby accorded to the appointment of Mr. Eduard Van Dam, as a Chief Executive Officer of the Company for a period of two year commencing from 12th November, 2012 up to and inclusive of 11th November, 2014 on such terms and conditions as agreed to between Mr. Eduard Van Dam

and the Company as set out in the contract of employment attached, be and is hereby approved, with the liberty to the Board of Directors or the Remuneration Committee to alter and vary the terms and conditions and the remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Mr. Eduard Van Dam”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Mr. Eduard Van Dam, a Chief Executive Officer of the Company, the remuneration, perquisites / benefits set out in the aforesaid Agreement be paid or granted to Mr. Eduard Van Dam, as the minimum remuneration, in case of excess payment of remuneration to Mr. Eduard Van Dam, be waived, notwithstanding the fact that such remuneration is in excess of the statutory ceiling specified in this regard as in force and amended from time to time and necessary approval of the Central Government will be obtained as may be required, to make up the shortfalls if any, without any further reference to / approval of the General Meeting.”

“RESOLVED FURTHER THAT Mr. Eduard Van Dam also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as any from time to time be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may be arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the maximum permissible limit and in order to give effect to the forgoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

By Order of the Board of Directors

RAAKESH D. SONI
Company Secretary

Place: - Mumbai
Date: - 11th October, 2013

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

NOTES:

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE PROXIES TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (b) The original Fifteenth ANNUAL GENERAL MEETING of the Global Vectra Helicorp Limited was held on the Friday, 27th day of September, 2013 at 1.30 p. m. at ISKON Temple, Complex Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi – 110 065, India, the same had been adjourned due to disruption of the meeting by the members wherein it became impossible to conduct the proceeding of the meeting and complete the same.
- (c) The Explanatory Statement pursuant to section 173 of the Companies Act, 1956, is given below and forms part of the Notice.
- (d) M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, is the Registrar and Share Transfer Agent for physical shares of the Company. Intime is also the depository interface of the Company with the both NSDL and CDSL.

However, keeping in view the convenience of shareholders, documents relating to shares will continue to be received by the Company at Corporate Office of the Company at Hanger No. C-He / Hf, Airports Authority of India, Civil aerodrome, Juhu, Mumbai – 400 054 (Maharashtra), Tel No. 91-22-6140 9200, Registered Office at A-54, Kailash Colony, New Delhi – 110 048, Tel No. 91-11-2923 5035 ; e-mail address: raakesh@gvhl.net.

- (e) Members holding shares in electronic form are requested to intimate any change in their address and / or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advice any change of address and or bank mandate immediately to M/s. Link Intime India Private Limited/ Investor Service Department of the Company.

In terms of paragraph of para 1 (B) of Section II in Part II of Schedule XIII, the General Information as required, is given as under:

Statement of particulars regarding managerial remuneration to be provided in accordance with clause 1B of Part II of Schedule XIII of the Companies Act 1956, to shareholders along with the notice calling the General Meeting are as under :

Sr. No.	Particulars	Information																
I. GENERAL INFORMATION																		
1.	Nature of industry :	Offshore Transportation Services																
2.	Date or expected date of commencement off commercial production:	The Company was incorporated on 13 th April, 1998, as Azal India Private Limited and the name was changed to Global Helicorp Private Limited on 23 rd May, 2003, subsequently changed to Global Vectra Helicorp Private Limited on 26 th August, 2004 and subsequently to Global Vectra Helicorp Limited on 10 th October, 2005.																
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable																
4.	Financial performance based on given indicators: (Based on Audited Balance Sheet & Profit & Loss Account for the year ended 31.03.12 and 31.03.11)	<table border="1"> <thead> <tr> <th></th> <th>As on</th> <th>31.3.12</th> <th>31.3.11</th> </tr> </thead> <tbody> <tr> <td>a.</td> <td>Profit before Financial costs, Depreciation and Tax to Service Income</td> <td>15.34%</td> <td>5.59%</td> </tr> <tr> <td>b.</td> <td>Current Ratio</td> <td>0.43</td> <td>0.81</td> </tr> <tr> <td>c.</td> <td>Debt Equity Ratio</td> <td>4.61</td> <td>3.19</td> </tr> </tbody> </table>		As on	31.3.12	31.3.11	a.	Profit before Financial costs, Depreciation and Tax to Service Income	15.34%	5.59%	b.	Current Ratio	0.43	0.81	c.	Debt Equity Ratio	4.61	3.19
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b.	Current Ratio	0.43	0.81															
c.	Debt Equity Ratio	4.61	3.19															
5.	Export performance and net foreign exchange collaborations:	NIL																
6.	Foreign investments or collaborators, if any:	NIL																
II. INFORMATION ABOUT THE APPOINTEE																		
1.	Background details:	Degree of Candidate Doctorate (Drs) in Economy and specialized in transportation, with numerous professional courses and training.																
2.	Past remuneration:	Last Year Rs. 59,39,263/-																
3.	Recognition or awards:	Mr. Eduard Van Dam has extensive background in the aviation business. He carries with him more than three decades of international experience in aviation industry.																
4.	Job profile and his suitability:	As Chief Executive Officer of the Company, he is responsible for the overall management of the company including the preparation of plans, budgets and delivering the planned performance in terms of operations and financial result. He has a rich, varied and international background in the field of aviation industry.																
5.	Remuneration proposed:	As mentioned above																
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin):	The proposed remuneration of Mr. Eduard Van Dam, Netherland Citizen in line with the contemporary trend in the corporate sector for managerial remuneration. The Basic Salary, allowances and perquisites represent the various components of remuneration as part of the overall package.																
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	No pecuniary interest other than by way of remuneration																

III. OTHER INFORMATION		
1.	Reasons of inadequate profits:	Due to increase in fuel, spares and other operating costs.
2.	Steps taken or proposed to be taken for r improvement:	Steps are being taken to reduce fixed cost. Also the Company is making efforts to increase revenue by effective utilization of fleet and improve margin on contract.
3.	Expected increase in productivity and profits in measurable terms:	At present though economy is in recession, company is expected to increase its margin by 10 to 15 %.in next year.

By Order of the Board of Directors

RAAKESH D. SONI
Company Secretary

Place:- Mumbai
Date:- 11th October, 2013

Registered Office

A-54, Kailash Colony
New Delhi – 110 048

Brief Resume and other information in respect of Directors seeking re-appointment at the Annual General Meeting:

Maj. Gen. (Retd.) Gurdial Singh Hundal

Major General (Retd.) G. S. Hundal has served in the Regiment of Artillery/ Army Aviation Corps. He had trained at the National Defense Academy. He holds a graduation degree in Arts. He has undertaken professional specialized courses in (a) Basic Flying and Helicopter Conversion, (b) All Purpose Flying Instructors Course and (c) Interviewing Officers Course.

The General brings with him rich experience in Aviation. He is a qualified Flying Instructor with thousands of hours of Instructional flying in the most difficult terrains in India. He was Head of Army Aviation as Additional Director General. He also held the prestigious post of CMD of Pawan Hans.

He continues to be actively involved in the Aviation matters as a member of Rotary Wing Society of India. For his outstanding contribution in the Aviation field, Major General (Retd.) G. S. Hundal was awarded Ati Vashisht Seva Medal (AVSM) & Bar by the president of India.

He is a member of the following committees of the Board of Directors of the Company:

1. Audit Committee
2. Remuneration Committee

He is not a Director and member of Committees of the Board of any other Company.

He does not hold any shares of the Company.

Nature of expertise in specific functional area – Aviation Industry



GLOBAL VECTRA HELICORP LIMITED

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

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

ADJOURNED 15TH ANNUAL GENERAL MEETING, TUESDAY, 12TH NOVEMBER, 2013

DP ID	
CLIENT ID	

Registered Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **ADJOURNED 15TH ANNUAL GENERAL MEETING**, of the Company held on TUESDAY, 12TH NOVEMBER, 2013 at 10.00 A.M., ISKON Temple, Complex Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi – 110 065

.....
Signature of the shareholder / Proxy

.....Tear here.....



GLOBAL VECTRA HELICORP LIMITED

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

DP ID	
CLIENT ID	

PROXY FORM

Registered Folio No.	
No. of Shares	

I/We.....of

..... being member / members of Global Vectra

Helicorp Limited hereby appoint,

of..... or failing him./her

..... of.....

as my / our proxy to vote for me / us and on my / our behalf at the adjourned **15th Annual General Meeting** of the Company to be held on Tuesday, 12th November, 2013 at 10.00 A.M. and at any adjournment thereof.

I wish my above proxy to vote in the manner as indicated in the box below;

SR.NO.	RESOLUTIONS	FOR	AGAINST
1.	Adoption of Accounts, Report of the Board of Directors and Auditors		
2.	Re-appointment of Maj. Gen. (Retd.) Gurdial Singh Hundal		
3.	Appointment of Auditors		
4.	Re-appointment of Lt. Gen. (Retd.) SJS Saighal as Chairman of the Company		
5.	Re-appointment of Mr. Eduard Van Dam as Chief Executive Officer of the Company		

Note: Please tick the appropriate box for casting the vote either "For" or "Against" against each resolution.

Please affix
Revenue
Stamp

Place :

Date :

Signature

BOOK-POST

If undelivered, please return to:

GLOBAL VECTRA HELICORP LIMITED
Hanger No. C - He / Hf,
Airports Authority of India,
Civil Aerodrome, Juhu,
Mumbai - 400 054.