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Auditors' Report on Financial results of Global Vectra Helicorp Limited pursuant to Clause 41 of the Listing Agreement

To the Board of Directors of Global Vectra Helicorp Limited

We have audited the accompanying annual financial results ('the Statement') of Global Vectra Helicorp Limited ('the Company') for the year ended 31 March 2014, attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. Attention is drawn to the fact that the figures for the quarter ended 31 March 2014 and the corresponding quarter ended in the previous year as reported in these financial results are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year. Also, the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

These financial results have been prepared on the basis of the annual financial statements and reviewed quarterly financial results upto the end of the third quarter which are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial results based on our audit of the annual financial statements which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956, read with General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with clause 41 of the Listing Agreement.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used significant estimates made by the management. We believe that our audit provides a reasonable basis of our opinion.

- (a) *As more fully explained in note no. 3 to the Company's Statement, the Company has received an order from the Office of the Commissioner of Customs (Preventive) confirming the demand for differential duty of customs along with penalty aggregating Rs 2,621.95 lakhs. No provision has been made by the Company for the same nor the interest due thereon as at 31 March 2014, as management believes that the demand will be set aside by a higher appellate authority. Had the Company made a provision for the demand as required by Accounting Standard 29 – Provisions, Contingent Liabilities and Contingent Assets, the depreciation would have been higher by Rs 400.29 lakhs (31 March 2013: Rs 341.34 lakhs), the profit after tax for the year ended 31 March 2014 would have been converted to loss after tax of Rs 1,396.57 lakhs (31 March 2013: Rs 1,201.45 lakhs) and accumulated losses as at 31 March 2014 would have been higher by Rs 1,945.71 lakhs (31 March 2013: Rs 1,886.77 lakhs).*

Global Vectra Helicorp Limited

Auditors' Report on Financial results of Global Vectra Helicorp Limited pursuant to Clause 41 of the Listing Agreement (*Continued*)

- (b) *As more fully explained in note no. 4 to the Company's Statement, certain customers have disputed taxes levied by the Company aggregating Rs 902.64 lakhs (31 March 2013: Rs 902.64 lakhs). No provision has been made by the Company in respect of such outstandings as required by the accounting policies of the Company. However, as detailed in note no. 4, management believes that the Company has a strong case to collect the outstanding amounts. Had the Company made the provision, the profit after tax for the year ended 31 March 2014 would have been converted to loss after tax of Rs 353.50 lakhs (31 March 2013: Rs 217.33 lakhs) and accumulated losses as at 31 March 2014 would have been higher by Rs 902.64 lakhs (31 March 2013: Rs 902.64 lakhs).*
- (c) We draw attention to note no. 6 to the Company's Statement which mentions that during the previous year, the Company's operations were disrupted due to an order dated 7 May 2012 received from The Director General of Civil Aviation (DGCA). The Company received an ad interim relief from the single-judge bench of the Delhi High Court vide its judgment dated 11 June 2012 which stayed the operation of the above mentioned order. Accordingly, the Company resumed its operations of flying aircrafts. However, on 19 September 2012 the DGCA has filed an appeal which is pending before the divisional bench of the Delhi High Court seeking the interim order passed by the single-judge bench to be set aside. Pursuant to the said appeal the Company's Air Operator Permit (formally NSOP) has been renewed and is subject to the outcome of the above court matter. These conditions along with other matters as set forth in note no. 5 to the Company's Statement indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

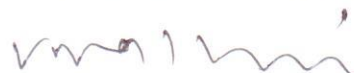
Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matters included in the paragraphs (a) and (b) above*, these financial results:

- (i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (ii) give a true and fair view of the net profit and other financial information for the year ended 31 March 2014.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For BSR & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W



Vijay Mathur
Partner

Membership No: 046476

Mumbai
30 May 2014