DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.

ANNUAL REPORT | 2017-18

Vision Statement

"Dolphin Offshore Enterprises (India) Limited will be a global provider of integrated services to the oil and gas industry, with a diversified portfolio for undertaking turnkey projects involving Underwater, Marine and Offshore Construction. We will harness our knowledge and energy to provide world class quality, safety and environmental protection standards. We will constantly upgrade procedures, skills, systems and technology to create greater value for our clients, suppliers, employees and shareholders."

BOARD OF DIRECTORS

Mr. Sabyasachi Hajara	Chairman (Independent Director)
Rear Admiral Kirpal Singh	Director
Dr. Faqir Chand Kohli	Independent Director
Mr. Kiran Vaidya	Audit Committee Chairman (Independent Director - from 25th April 2018)
(Dr.) Mrs. Vasantha S. Bharucha	Independent Director (Resigned from 26th November 2017)
Mrs. Manjit Kirpal Singh	Director
Mr. Satpal Singh	Managing Director & Chief Executive Officer
Mr. Navpreet Singh	Joint Managing Director & Chief Financial Officer

VICE PRESIDENT (CORP & LEGAL) AND COMPANY SECRETARY

Mr. V. Surendran

AUDITORS

Sharp & Tannan

BANKERS

State Bank of India & Canara Bank

REGISTERED OFFICE

1001, Raheja Centre, 214, Nariman Point, Mumbai - 400 021.
Tel.: 2283 2226 / 34 / 42

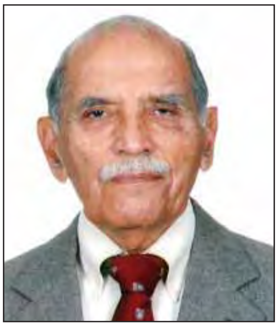
CORPORATE OFFICE:

701/702 Lakhani Centrium, Plot No.27, Sector 15, CBD Belapur (East),
Navi Mumbai – 400 614 Tel: (91) 22-49063600 Fax: (91) 22-49063601

CONTENTS

BOARD OF DIRECTORS

Mr. Sabyasachi Hajara
Chairman
Independent Director



Dr. Faqir Chand Kohli
Independent Director

Mr. Kiran Vaidya
Audit Committee Chairman
Independent Director

Rear Admiral Kirpal Singh
Non-Executive Director

Mrs. Manjit Kirpal Singh
Non-Executive Director

Mr. Satpal Singh
Managing Director & CEO

Mr. Navpreet Singh
Jt. Managing Director & CFO

EXECUTIVE MANAGEMENT

Mr. Tapan Banik
Chief Operating Officer &
Vice President (Operations)

(Operation Division)

Mr. V. Surendran
Vice President (Corp & Legal)
and Company Secretary

Mr. Anuj Agarwal
Senior General Manager

(Project Division)

Mr. Ravi Kumar Rao
General Manager
(Finance and Accounts)

Mr. S. Surendar
Deputy General Manager
(Information Technology)

Mr. Rohan Singh
Business Development
& Marketing Manager

Dear Shareholders,

I am very delighted to invite you to the 39th Annual General Meeting of the Company. The Annual Report consisting of the Accounts for the year ended March 31, 2018 and the Notice convening the Annual General Meeting are enclosed herewith.

The Company's performance has been discussed at length in the Directors' Report.

GLOBAL MARKETS AND INDUSTRY OVERVIEW

World economy is still passing through a difficult time due to the slow growth in the economies of most of the countries and also due to the trade protectionism measures started by the USA. It is very difficult to judge anything at this stage about the cascading effect of the action of US to protect its trade and also the effect of USA's renewed sanction against Iran. Iran is the second largest supplier of Oil to India.

The Oil price has increased in the past one year due to the geopolitical situation such as heightened tensions in Syria, new sanctions on Iran, unrest in Venezuelan oil fields, extended production cuts by OPEC, Transportation constraints and higher demand for Oil in the USA. Currently, the Oil price is moving in the range of USD 70-80 level. The price is expected to be firm in the coming months.

The Oil price has a direct impact to economy of many countries, including India; the certainty in Oil price will help these countries to manage its economy in a better manner. Oil is one of the heavily taxed commodities in most of the countries.

In view of the increase in Oil price, investment is picking up in Offshore and Maritime Industry and this will help this industry to come out from the current recession. One of the major problems in this industry is the inability of most of the clients to make timely payment. Due to this problem, your Company is also facing severe financial difficulties.

The implementation of GST is going without any major problem and as a result, ONGC had issued many tenders which were kept on hold earlier. The Oil has not been brought under GST by the Government due to fear of losing revenue.

CURRENT YEAR – 2017-18

The Company has implemented Indian Accounting Standards, Ind AS and the Financial Statements of FY 2017-18 are based on that. The performance of the Company remained lacklustre during this year also; the turnover during this year was decreased to Rs.55.56 Crs from Rs.62.95 crs in the previous year. The Net Loss was decreased to Rs.17.17 crs from Rs.39.13 crs in the previous year.

The consolidated turnover was decreased to Rs.168.53 Crs from Rs.228.61 crs in the previous year. The Net Loss was decreased to Rs.8.63 crs from Rs.11.12 crs in the previous year.

The long charter of the Barge, VIKRANT DOLPHIN owned by the wholly owned subsidiary, Dolphin Offshore Enterprises (M) Pvt Ltd with M/s. Representaciones Y Distribuciones Evya SA de CV, 2 (Evya), Mexico is facing lot of uncertainties and issues. The Charterer vide letter dated May 13, 2016 terminated the charter w.e.f. May 30, 2016, The subsidiary company took the redelivery of the Barge with all the defects stated in the re-delivery survey report. As per the provision of the C/P, the Charterers are liable to pay 90% of the charter hire of the balance period as compensation for the early termination. This matter has been referred to arbitration before LMAA, London. The Charterer has filed petition under bankruptcy Laws of Mexico. The Charterer owes substantial amount of money under the Charter party to the subsidiary company.

FUTURE OUTLOOK.

ONGC had issued many tenders. The Company was able to pick up two contracts from ONGC, viz, (1) 64 Western Offshore Platform Makeover Project (2) Protective Coating of Wellhead Platforms Project-1 (In consortium with HAL Offshore).

The current order book position of the Company is around Rs.350 crs.

ONGC is likely to come out again with many high value tenders. Your Company is doing its best to get more orders from ONGC.

The barge Vikrant Dolphin owned by the wholly owned Mauritius subsidiary is undergoing repairs and efforts are on to find a gainful deployment of the said Barge.

With the price of oil stabilising at current levels, the investments in Oil and Gas sector is picking up in Saudi Arabia, UAE, other Middle East Countries. As a result, your Company has also procured some orders from Middle East.

In view of the above, the performance of your Company is expected to be substantially better during the FY 2018-2019.

As you are aware, your Company places a lot of emphasis on HSE and is accredited with OHSAS 18001-2007 & ISO 14001-2004.

I would like to inform you that in this Annual General Meeting of your Company, in accordance with the Articles of Association of the Company and the provisions of the Companies Act, 2013, Mr. Satpal Singh will be retiring by rotation, and being eligible, will be seeking re-appointment. Mr. Kiran Vaidya has been appointed as an Additional Director on April 25, 2018 and he will be seeking the shareholders approval for appointment as an Independent Director for 5 years. Mrs. Vasantha S Bharucha resigned from the Board of Directors of the Company w.e.f. November 26, 2017. I, along with the members of the Board, the Management and the staff express our appreciation for her matured advice given during her tenure in the Board.

I would like to re-iterate our strong commitment to good Corporate Governance. We are continuously striving to improve the quality of our disclosures..

Acknowledgements

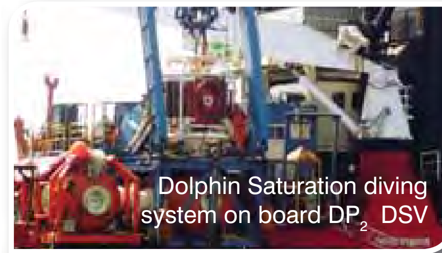
I express my gratitude to all the shareholders for their continued co-operation. I thank my fellow Directors for their support and valuable guidance. I also thank our government, bankers, employees, our customers, dealers, suppliers and other business associates for their support and cooperation.

I look forward to your continued support to take the Company ahead to a promising future.

With warm regards,

Mr. Sabyasachi Hajara
Chairman
August 08, 2018

DIVING AND UNDERWATER SERVICES

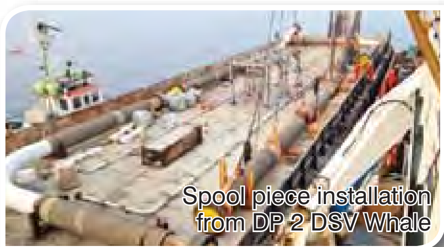


Dolphin Saturation diving system on board DP_2 DSV

Dolphin Offshore has been offering comprehensive underwater services, including Air, Mixed Gas and Saturation diving services also including cable laying to the Indian Offshore Oil & Gas Industry since 1979. It has since, provided these services overseas as well in places including but not limited to Vietnam, China and Malaysia.

The Company had also provided ROV services on drill ships.

The team of professionals in this division is made up of highly qualified and experienced Diving Superintendents, Supervisors, Divers and Technicians. The personnel have been trained to meet international standards and are certified by Health & Safety Executive of the UK, International Marine Contractors Association (IMCA) and other Class societies. This team has vast experience in inspection, maintenance, repairs, non-destructive testing and construction work related to offshore structures & pipelines repair works.



Spool piece installation from DP 2 DSV Whale

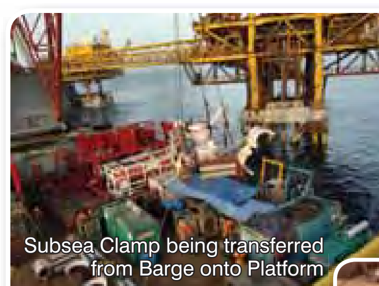
The Company has made considerable investments for the acquisition of equipments for Air, Mixed Gas and Saturation Diving, Underwater Welding and Cutting, NDT Inspection, CCTV, Hydraulic equipment and Air Lift equipment. The Company has a diving workshop located at Koparkhairne, Navi Mumbai for the main purpose of storage and maintenance of such equipments.

Piling Hammer on Platform

The areas of activity covered are:

- Underwater construction services entailing modification and redevelopment of existing offshore facilities.
  - Laying of composite power cables utilising cable lay vessel.
  - Utilisation of ROV for monitoring cable laying and cable pulling through J tube bell mouth.
- Pre-engineering surveys
  - Diving support for pipe laying, including pipe line stabilization.
  - Installation of I tubes and J tubes with bell mouth to be used as composite power cable conduit.
  - Installation of seals at bell mouth.
  - Installation of hanger clamps & subsea clamps.
- SBM and SPM installation, change outs, operation and maintenance.
- Inspection, maintenance and repairs of platforms. Installation of PLEM.
- Installation and replacement of pipelines, risers and conductors.
- Redundant pipeline, fire water intake & sump caisson removal.
- Removal of grout bags used for pipeline stabilisation.
- Underwater ship repair and maintenance.
- Rig support Diving services including UWILD surveys.
- Inspection required for various certifying bodies such as ABS, DNV and USCG certification.
- ROV services for drill ships.
- Installation of cofferdam for MODU leg repair.

  Re-building of complete frame of platform level (underwater)



Subsea Clamp being transferred from Barge onto Platform

Diving Assets that are owned by the Company include:

- SDS 01 - 300 meter 10 man saturation diving system with 2 men bell
- SDS 02 – 200 meter 12 man saturation diving system with 3 men bell
- 7 Air and Mixed Gas Diving Systems
- Underwater NDT equipment / cameras
- Various underwater tools and equipments
  - High pressure water blasters
  - Hydraulic winches and hydraulic puller
  - Company also owns and maintains exhaustive inventory of all support equipments and spares for the systems owned by it.

Monitoring Anode And Zinc Reference Cell Being Nstalled On Member Prior To Installation On Jacket

TURNKEY EPC PROJECTS

Dolphin Offshore qualified earlier on as an EPC (Engineering, Procurement and Construction) contractor with ONGC, but has been till recently working as a subcontractor to companies like L&T. However, with the award of the NQD & ICP contracts in September 2008, Dolphin has commenced work as an independent main EPC contractor to ONGC. Dolphin is now one of the few companies, which provide all the three dimensions of marine construction services, i.e. Marine operations, Diving/Subsea services and Topside/ Fabrication services, to execute offshore projects on a turnkey basis Independently.

Some of the Marine Construction projects, which require all three or at least two of the above mentioned services include:

- Pre-engineering, pre-construction and post installation surveys of offshore structures/ pipelines.
- Hook-up and commissioning of new platforms.
- Revamp/painting of offshore structures.
- Free span corrections and crossovers.
- Topside modification work on existing platforms.
- Installation of walkway bridges and other structures including PLEM, deck extensions, etc.
- Marine load outs, sea fastening and transportation.
- Installation of riser, conductor, I-tube, anodes and relocation clamps.
- Diving and topside support during rigid and flexible pipelay operations.
- Repairs of jack-up rig's, spudcans and mudmats using semi submersible barges.

TOPSIDE- INSTALLATION / MODIFICATION HOOK UP / COMMISSIONING AND FABRICATION

Dolphin Offshore has over 20 years Offshore experience in procurement, fabrication, installation, hook up and commissioning of major plants and equipment on offshore platforms, drilling rigs and onshore facilities including refineries, power plants and ports

We have a large team of qualified engineers, technicians and welders with extensive experience in undertaking onshore and offshore fabrication work, providing quality services to our clients. We also own fabrication yards located near Navi Mumbai, which are well equipped with generators, welding and gas cutting equipments, lathes, shaping machines, pipe bending machines, grinders, radial drilling machines, power hack saw, hydraulic press, air compressor, installation and lifting equipment including EOT Crane, Chain Blocks and Tackles, Scaffolding, Submersible as well as Diesel operated fire pumps and Pneumatic tools.

Our Onshore activities include:

- Turnkey Projects for revamp of plant piping and structural works including pre-engineering surveys, preparation of ISO's and Bill of materials, transportation, prefabrication of spools as well as supports and structures at site, storage of equipment and we also provide materials, erection, hook up and commissioning of equipments/ systems.
- Onshore Fabrication services to Oil and Gas refining and processing facilities, ports and nuclear power plants.
- Fabrication of process skids.

Offshore activities cover:

- Brown field work on unmanned and process platforms, installation of riser clamps and protectors, deck extensions, boat landings, clamp-on structures and running conductors.
- Shutdown work.
- Platform revamp work including painting.
- Hook-up and commissioning work on platforms.
- Electrical and instrumentation system integration works on unmanned and process platforms.
- Installation of walk-way bridges and refurbishment of living quarters in process complexes.
- Replacement of Cranes, FG Skids, Chlorinators, Deluges System etc. on unmanned and process platforms.
- Piping work on platforms such as riser pipes flow arm and riser piping, water injection and gas lift lines using CS, NACE, SS, DSS, Incolloy and Cu–Ni material.
- Structural work comprising of steel modules and assemblies including painting of the same.
- Ships and Drill rigs maintenance and repairs on turnkey basis including repairs of spud-can, mud-mats, shock-pad foundation on jack-up rigs using semi submersibles heavy lift barges and cofferdam techniques.

RIG REPAIRS & SHIP REPAIRS

Dolphin Offshore provides repair facilities to ships and drilling rigs, in dry dock as well as in floating condition. We have 20 years of experience in this area. Our range of repair services include electrical, air conditioning, refrigeration, engines (overhauls and replacement), piping and deck as well as Hull repair work.

We have an excellent team of highly qualified personnel, whose collective expertise covers all areas in the repair and maintenance of rigs and ships. We also have workshops near Navi Mumbai and related facilities which are equipped to undertake ship and jack-up rig repairs. Finally, Dolphin Offshore has a license for Dry Dock repairs at Mumbai Port Trust.

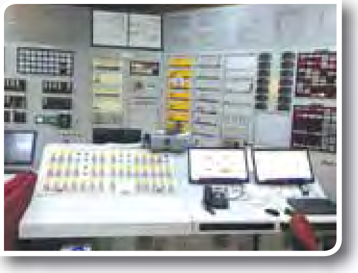
Our services pertaining to Ship Repair include:

- Floating/Dry Dock and in situ emergency repairs.
- Underwater repairs and maintenance, including underwater cleaning of Propellers and painting of Hull.
- Hull plating, piping and structural repairs and replacement.
- Engine repairs/ overhauls and replacement.
- Electrical, Electronic and Hydraulic systems repairs.

For Jack-up Rigs we cover the following activities:

- Under water repair of rigs without dry docking using coffer dams or semi submersible heavy lift barges.
- Repairs to spud can and legs as well as to shock pads and coamings replacements.
- Repairs and refurbishment of accommodation quarters.
- Repair/ Replacement of shale shaker, leg bracings, jacking unit, raw water tower and high pressure piping.
- Dry docking of Jack Up rigs for under water repairs.
- Spud can repairs of the ONGC rig Sagar Kiran was recently executed in dry dock.

INSTRUMENTATION, ELECTRICAL & AUTOMATION SERVICES



Dolphin Offshore also renders Electrical& Instrumentation services to Oil & Gas industry and has been doing so for more than a decade. With our proficient workforce and state-of-the-art calibration and measuring devices & equipments we have gained an envious reputation for successfully being able to execute numerous complicated projects within the Indian Oil & Gas industry as well as abroad.

AREAS OF EXPERTISE

INSTRUMENTATION

- A series of Pneumatic and Electronic Test Equipment (all NABL certified) viz. Programmable Calibrator, Universal Calibrator, Pressure Calibrators, Pressure Temperature Recorders & Digital Pressure Calibrators.
- A portable contemporary Instrumentation Lab facility with up-to-date master instruments.
- Installation and commissioning of Pneumatic Shut-Down panels.
- Installation and commission of process PLC/DCS system, SCADA System and Fire & Gas system.
- Consultation and support with engineering for project design and project management.

ELECTRICAL

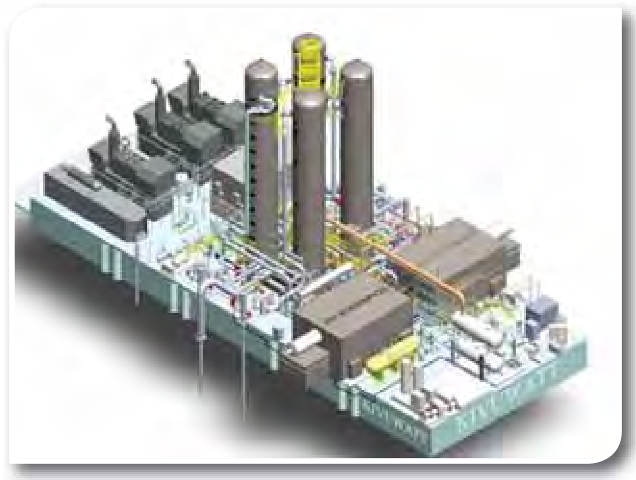
- A series of Electrical Test Equipment (all NABL certified) viz. Primary Injection kit, HT Termination kit, Relay Testing kit, Hi-Pot Test kit, Earth Resistance meter, Phase Sequence meter, High capacity Megger, FO Cable splicing kit.
- Subsea composite cable (rated voltage 11 & 6.6 KV) laying, HT Cable termination, FO splicing and Commissioning Construction, Installation and commissioning of power generation equipment.
- Modification of HT and LT power feeders at process & un-manned platforms.
- Trained & certified man-force for the installation and maintenance of Electrical equipments in Hazardous or Non-Hazardous Areas.
- Provide compliance documentation that is traceable to NABL standards.

DESIGN ENGINEERING

IMPaC Oil and Gas Engineering (India) Pvt. Ltd., is a joint venture between IMPaC Offshore Engineering, GmbH, Hamburg, Germany and Dolphin Offshore Enterprises (I) Ltd., Mumbai. The joint venture Company was incorporated in July, 2008. The Board consists of 3 directors from IMPaC, Germany and 2 from Dolphin Offshore, with Mr. Navpreet Singh as the Chairman.

IMPaC, Germany is an engineering consultant company which has worked with many international clients in the oil and gas sector with experience gathered in more than five hundred projects. Dolphin Offshore Enterprises (India) Limited (DOEIL) is a leading provider of underwater services to the Indian oil and gas industry. Over the years, they have developed a diversified portfolio for undertaking turnkey projects involving sub-sea and marine services and as an EPC contractor.

IMPaC India's core competency is in conceptual studies, FEED, Feasibility studies, Basic Engineering and detail engineering. IMPaC also provides Procurement services, site supervision and commissioning.



Following are the Design Engineering Capability that IMPaC India presently has:

- Civil Engineering
- Structural Engineering
- Electrical Engineering
- Process Engineering
- Pipeline Engineering

MARINE OPERATIONS AND MANAGEMENT SERVICES

All marine activities of Dolphin Offshore are the responsibility of DOLPHIN OFFSHORE SHIPPING LIMITED (DOSL).

A Company registered under Companies Act 1956 and has its registered office at 1001, Raheja Centre, Nariman Point, Mumbai – 400 021. The ownership and Management of the Company changed with effect from 1st September 2006 and the Company is now a wholly owned subsidiary of Dolphin Offshore Enterprises (India) Limited (DOEIL).

DOSL currently provides the following services:

- Marine Owning of tugs and offshore vessels.
- Operation and management of offshore vessels.
- Operation and management of tugs.
- Offshore Marine Operations.
- Marine Logistics Management.
- DOSL owns 3 OSVs (Offshore Support Vessels) including a workboat, a 50-ton Anchor Handling Tug and four Harbour Tugs, all of which are chartered out to reputed clients.
- These include:
- Divine Dolphin – bought from DOEMPL on 29th March 2016
- Brahmaputra Dolphin
- Ganga Dolphin
- Kamrup
- Pioneer Star
- SCH-3
- Marina Mercury
- Time Skipper
- DOSL also operates and manages vessels owned by subsidiary of DOEIL including of Dolphin Offshore Enterprises (Mauritius) Pvt. Ltd. and status of Vessels of the above Company are as under:-
- Beas Dolphin – Delivered in December 2009 and under DOSL Management.

- Vikrant Dolphin (DP 2 Accommodation Barge) – Delivered in October 2011, under DOSL Management and currently under BBC to M/s. Evya, Mexico. To cater to the Offshore Construction requirements of DOEIL, DOSL also provides Marine Operations and Logistics services which include chartering, operating and managing various types of vessels including barges, DP Construction Vessels, Offshore Support Vessels, etc.

MEN AND MACHINES - DIVING SYSTEMS

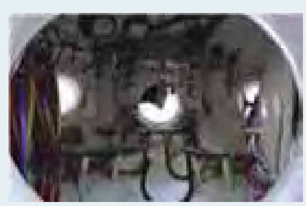
Saturation Diving Systems are diving spreads, used when divers are saturated to a particular pressure related to a particular depth thus allowing the person to work for longer duration of time.

SAT CONTROL PANEL:

Which controls SAT chambers atmosphere so that divers can live there while under pressure

Diving Bell: Used for transportation of divers from surface to particular water depth either in saturation diving mode or bounce diving mode. The bell is equipped with necessary equipment to sustain life at depth.

Air diving chamber: Used for decompressing divers to get rid of inert gas from their body on completion of dives following laid down decompression tables.



BELL INTERNAL PANEL:

Which controls/ supplies gas to divers when they go outside the bell to work. Bell is equipped with life support system.

AIR DIVING PANEL
Air Diving Panel for delivering gas to divers. Panel is also equipped with sensor to monitor gases passing through the panel.

ECU & Sanitary Water Unit: ECU controls the environment inside chambers so that divers can live there. Sanitary unit delivers water to showers & toilets under pressure.

MEN AND MACHINES - VESSELS

Multipurpose Workboats are used for Offshore Fabrication, Repairs, Diving Support and Services.


Brahmaputra Dolphin


Ganga Dolphin

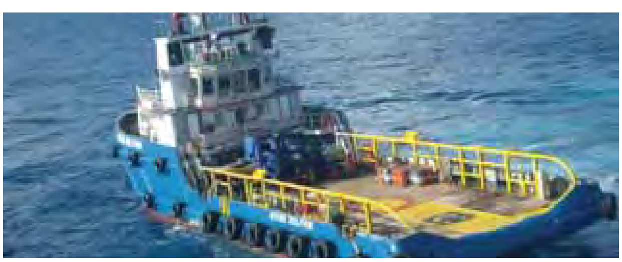

Beas Dolphin


Kamrup

Tugs are used for Towing, Berthing, Unberthing and to support vessels at sea and in the harbour.


Marina Mercury


Time Skipper




Pioneer Star


Vikrant Dolphin

MEN AND MACHINES -
FABRICATION AND TOPSIDE

KOBELCO - 450 CRANE :
Kobelco Crane has a 97.54 meter main boom and a 67 meter luffing boom. With main boom the crane can lift upto 450 Ton load with 18.2 meter (60 ft.) boom at 5.8 radius and 66 tons with 97.54 meter (320 ft) boom at a radius of 20 meter. With luffing arrangement it can lift 12.3 ton at 58 meter radius at a height of 100 meter.

"Installation of Conductor Guide clamps, Conductor Sections & Conductor Protector Frame along with Stabbing Pins, Relocation of Anodes and Installation of Deck Extensions (Cellar deck, X-Mas Tree Deck & Main Deck) on NBP-B Platform for the client LTHE"

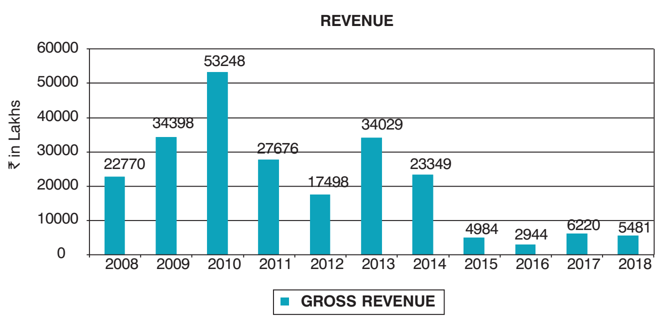
DOEIL supplied & commissioned Distributed Control System, PLC System and Fire & Gas Detection System consisting of - HPM controller & NIM Module at NQD & ICP platform for Monitoring & control of all the process variables for the additional facilities at NQD & ICP Platform.

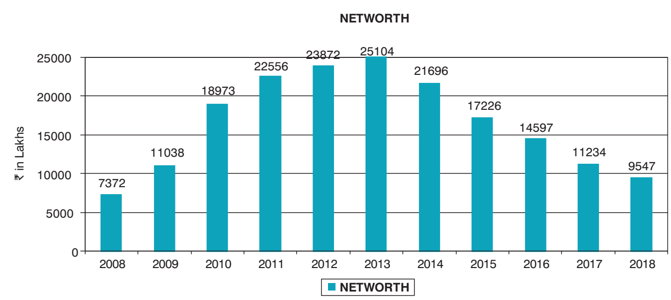
DOEIL has supplied & commissioned the PMCC Electrical Panels along with the modification in Switchgear, Cable laying, Glanding & Termination.

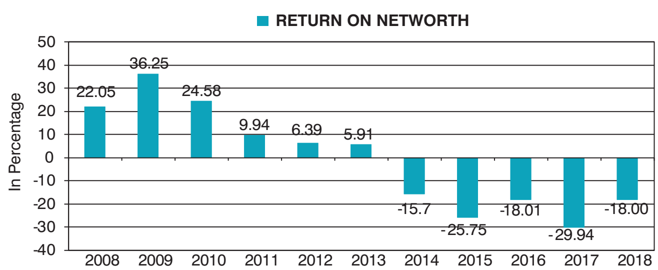
HC platform underwater structural repairs – Mock up assembly of all clamps at R 15 workshop

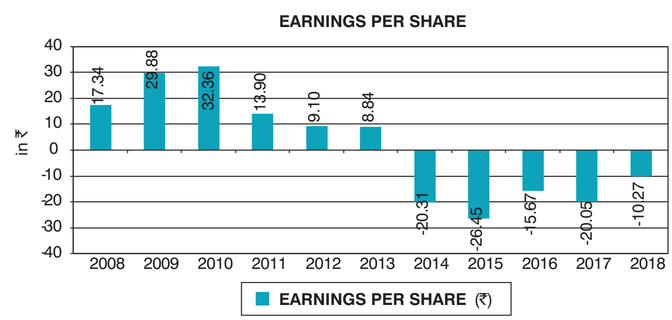
KEY PERFORMANCE INDICATORS

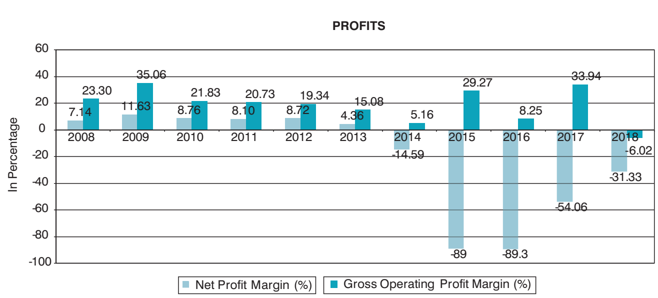
Year ended 31 March Financial Data (₹ in Lacs)	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
ASSETS & LIABILITIES										
Net Fixed Assets	2,631	1176	1768	2166	2728	3162	2985	3326	3583	3737
Net Current Assets	21,495	11048	16828	19613	25975	31270	29863	28460	22297	20141
Share Capital	1,677	1677	1677	1677	1677	1677	1677	1677	1576	956
Other Equity* / Reserves & Surplus	*7,870	*9556	12920	15549	20019	23427	22195	20879	17397	10082
Total Borrowings	9,269	6301	6052	6610	8971	11319	10922	11167	8861	14692
Net Worth	9,547	11234	14597	17226	21696	25104	23872	22556	18973	11038
REVENUES & EXPENSES										
Gross Revenue	5,481	6220	2944	4984	23349	34029	17498	27676	53248	34398
Operating Expenses	5,811	4109	2701	3525	22144	28898	14114	21940	41624	22336
Gross Operating Profit/(Loss)	(330)	2111	243	1459	1205	5131	3384	5736	11624	12062
Profit/(Loss) Before Tax	(1,939)	(3335)	(2384)	(4,318)	(3,387)	2114	2175	3242	7064	5541
Profit/(Loss) After Tax	(1,718)	(3363)	(2629)	(4,436)	(3,407)	1483	1526	2242	4664	4001
KEY RATIOS										
Earnings per Share (₹)	(10.27)	(20.05)	(15.67)	(26.45)	(20.31)	8.84	9.10	13.90	32.36	29.88
Rate of Dividend (%)	0.00	0.00	0.00	0.00	0.00	15.00	15.00	15.00	30.00	30.00
Gross Operating Profit/(Loss) Margin (%)	(6.02)	33.94	8.25	29.27	5.16	15.08	19.34	20.73	21.83	35.07
Net Profit/(Loss) Margin (%)	(31.33)	(54.06)	(89.30)	(89.00)	(14.59)	4.36	8.72	8.10	8.76	11.63
Current Ratio	1.07	1.3	1.61	1.70	1.82	1.84	2.82	1.86	1.76	1.58
Debt Equity Ratio	0.00	0.56	0.41	0.38	0.41	0.45	0.46	0	0.09	0.50
Return on Net Worth (%)	(18.00)	(29.94)	(18.01)	(25.75)	(15.70)	5.91	6.39	9.94	24.58	36.25
Return on Investment	(3.69)	(13.19)	(7.13)	(13.01)	(5.60)	8.97	9.11	14.68	27.35	31.71

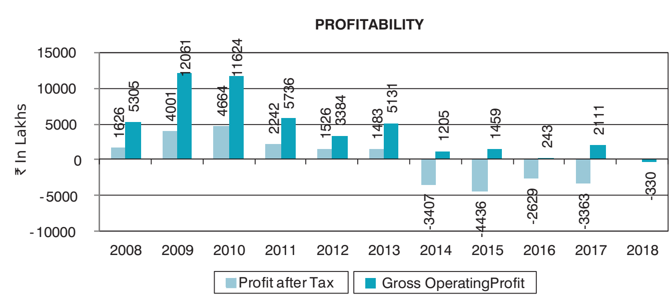

REVENUE
₹ in Lakhs
GROSS REVENUE
2008 22770
2009 34398
2010 53248
2011 27676
2012 17498
2013 34029
2014 23349
2015 4984
2016 2944
2017 6220
2018 5481


NETWORTH
₹ in Lakhs
NETWORTH
2008 7372
2009 11038
2010 18973
2011 22556
2012 23872
2013 25104
2014 21696
2015 17226
2016 14597
2017 11234
2018 9547


RETURN ON NETWORTH
In Percentage
2008 22.05
2009 36.25
2010 24.58
2011 9.94
2012 6.39
2013 5.91
2014 -15.7
2015 -25.75
2016 -18.01
2017 -29.94
2018 -18.00


EARNINGS PER SHARE
in ₹
EARNINGS PER SHARE (₹)
2008 17.34
2009 29.88
2010 32.36
2011 13.90
2012 9.10
2013 8.84
2014 -20.31
2015 -26.45
2016 -15.67
2017 -20.05
2018 -10.27


PROFITS
In Percentage
Net Profit Margin (%)
Gross Operating Profit Margin (%)
2008 7.14 23.30
2009 11.63 35.06
2010 8.76 21.83
2011 8.10 20.73
2012 8.72 19.34
2013 4.36 15.08
2014 -14.59 5.16
2015 -89 29.27
2016 -89.3 8.25
2017 -54.06 33.94
2018 -31.33 -6.02


PROFITABILITY
₹ In Lakhs
Profit after Tax
Gross OperatingProfit
2008 1626 5305
2009 4001 12061
2010 4664 11624
2011 2242 5736
2012 1526 3384
2013 1483 5131
2014 -3407 1205
2015 -4436 1459
2016 -2629 243
2017 -3363 2111
2018 -330

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED** will be held on **Tuesday, September 11, 2018 at 1500 Hours (3.00 p.m.)** at Grant Medical College Gymkhana, 472 N.S. Marg, Marine Drive, Mumbai – 400 002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a) The audited standalone financial statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon; and

   b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Satpal Kirpal Singh (DIN : 00006075), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Independent Director**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** Mr. Kiran Vaidya (DIN : 02548532) who was appointed as an Additional Director of the Company by the Board of Directors on April 25, 2018 and who holds office up to the date of this Annual General Meeting under Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, who is eligible for appointment and has consented to act as a Director of the Company and in respect whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 of the Act proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

   "**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Kiran Vaidya (DIN: 02548532) who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to the affect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from April 25, 2018 to April 24, 2023 be and is hereby approved."

4. **Payment of remuneration to Mr. Satpal Singh, Managing Director of the Company**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of the Sections 196, 197 and any other applicable provisions read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded to pay up to ₹ 60,70,600/- per annum as remuneration inclusive of all perquisites and commissions;

   RESOLVED FURTHER THAT the Board be and is hereby authorised to revise the above remuneration upto an amount as permissible under the resolution passed at the Annual General meeting held on September 14, 2014 and upto the limit permitted under Part II Section (II) (B) of the Schedule V of the Companies Act, 2013 to Mr. Satpal Singh, Managing Director of the Company for the period from May 16, 2017 to May 15, 2018 and May 16, 2018 to May 15, 2019 in view of the inadequacy of profits;

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and /or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. as it may, its absolute discretion, deem necessary, proper or desirable, to file necessary forms with Registrar of Companies and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5. **Payment of remuneration to Mr. Navpreeet Singh, Joint Managing Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

RESOLVED THAT pursuant to the provisions of the Sections 196, 197 and any other applicable provisions read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Nomination and Remuneration Committee and the Board of Directors of the Company subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded to pay up to ₹ 60,70,600/- per annum as remuneration inclusive all perquisites and commissions;

RESOLVED FURTHER THAT the Board be and is hereby authorised to revise the above remuneration upto an amount as permissible under the resolution passed at the Annual General meeting held on September 14, 2014 and upto the limit permitted under Part II Section (II) (B) of the Schedule V of the Companies Act, 2013 to Mr. Navpreet Singh, Joint Managing Director of the Company for the financial years period from May 16, 2017 to May 15, 2018 and May 16, 2018 to May 15, 2019 in view of the inadequacy of profits;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and /or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. as it may be, at its absolute discretion, deem necessary, proper or desirable, to file necessary forms with Registrar of Companies and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as it may be necessary, proper, desirable or expedient."

6. **Continuation of appointment of Rear Admiral Kirpal Singh (DIN: 00006062) who has attained the age of Seventy Five years till the date he is liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provision of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 (which will be effective from April 01, 2019) issued vide SEBI notification dated May 09, 2018, (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other applicable laws, rules, regulations etc. as may be applicable in this regards, and pursuant to the recommendation and approval of the Nomination & Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for continuation of the appointment of Rear Admiral Kirpal Singh (DIN : 00006062) who is aged over Seventy five years as Director from April 01, 2019 till the date he is liable to retire by rotation.

RESOLVED FURTHER THAT any Director and /or the Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable and to sign such deeds, documents, applications, forms, writings and papers as may be necessary to give effect to this resolution and matter incidental thereto."

7. **Continuation of appointment of Mrs. Manjit Kirpal Singh (DIN:00143430) who has attained the age of Seventy Five years till the date she is liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provision of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 (which will be effective from April 01, 2019) issued vide SEBI notification dated May 09, 2018, (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other applicable laws, rules, regulations etc. as may be applicable in this regards, and pursuant to the recommendation and approval of the Nomination & Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for continuation of the appointment of Mrs. Manjit Kirpal Singh (DIN: 00143430) who is aged over Seventy five years as Director from April 01,2019 till the date she is liable to retire by rotation.

RESOLVED FURTHER THAT any Director and /or the Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable and to sign such deeds, documents, applications, forms, writings and papers as may be necessary to give effect to this resolution and matter incidental thereto."

8. **Continuation of appointment of Mr. Faqir Chand Kohli (DIN: 00102878) who has attained the age of Seventy Five years till the expiry of his tenure on September 17, 2019**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (which will be effective from April 01, 2019) issued vide SEBI notification dated May 09, 2018, (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other applicable laws, rules, regulations etc. as may be applicable in this regards, and pursuant to the recommendation and approval of the Nomination & Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for the continuation of the appointment of Mr. Faqir Chand Kohli (DIN: 00102878) who is aged over Seventy Five years as Non-Executive (Independent Director) of the Company from April 01, 2019 until the expiry of his tenure on September 17, 2019 as per his terms of appointment.

RESOLVED FURTHER THAT any Director and /or the Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable and to sign such deeds, documents, applications, forms, writings and papers as may be necessary to give effect to this resolution and matter incidental thereto."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for the other person or member.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from September 04, 2018 to September 11, 2018 (both days inclusive).

3. Members are requested to intimate Company's Registrar & Transfer Agents, Sharex Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Industrial Premises, Safed Phool, Andheri (East), Mumbai – 400 072 for changes, if any, in their registered address.

4. Members/Proxies should bring the Attendance Slip duly filled for attending the meeting and also requested to bring their personal copy of the Annual Report to the meeting.

5. Members seeking any information regarding the accounts are requested to write to the Company at 1001, Raheja Centre, 214, Nariman Point, Mumbai - 400 021 at least 3 days before the date of the Meeting to enable the Company to keep the information ready.

6. The Company has admitted its Equity Shares in the Depository Systems of National Securities Depository Limited / Central Depository Services Limited (NSDL/ CDSL) and has offered investors the facility to hold shares in electronic form and to carry out scrip less trading of these shares.

7. The Board recommends, the continuation of the Appointment of Rear Admiral Kirpal Singh, Mrs. Manjit Kirpal Singh and Mr. F C Kohli, Directors as Non-Executive Director of the Company from April 01, 2019.

8. At the ensuing Annual General Meeting, Mr. Kiran Vaidya will be appointed for 5 years w.e.f April 25, 2018 to April 24, 2023.

9. At the ensuing Annual General Meeting, Mr. Satpal Kirpal Singh, Executive Director of the Company retires by rotation and being eligible offer himself for reappointment. The information or details pertaining to above mentioned Directors of the Company [as required in terms of Listing Regulations with the Stock Exchange(s)] is furnished below.

10. Under the Companies Act, 2013, dividends that are unclaimed for a period of seven years along with the

shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investors Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred an amount of ₹ 1,21,838 to the IEPF, being the unclaimed dividend for the Financial Year 2009- 2010 (final dividend) and please also note that the unpaid/unclaimed dividend can be claimed by the Members one month before the proposed transfer date.

The details of outstanding unpaid dividend to be transferred to Fund is as follows:

Year of declaration	Amount Outstanding as on March 31, 2018	Tentative Date of Transfer of fund
2010 - 11	1,45,750.50	On or before 28/08/2018
2011 - 12	1,70,958.00	On or before 12/10/2019
2012 - 13	1,57,933.50	On or before 25/08/2020

Members who have not encashed the dividend warrants so far in respect of the aforesaid period are requested to make their claims to Mr. V. Surendran, Vice President (Corp & Legal) and Company Secretary immediately. It may be noticed that once the amounts in the unpaid dividend accounts are transferred to IEPF, the claimant are entitled to claim the refund or shares from IEPF in accordance with such procedure and on submission of such document as may be prescribed.

The detailed dividend history and due dates for transfer to Fund are also available on the website of the Company at www.dolphinoffshore.com. Further, pursuant to the provisions of Investor Education and Protection Fund, Uploading of information regarding unpaid and unclaimed amounts lying with the Company as on September 22, 2017, i.e. date of the last Annual General Meeting, on the website of the Company and also filed the same with the Ministry of Corporate Affairs.

11. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is providing voting facility to all its Members to enable them to cast their vote on all matters listed in this Notice by electronic means (e voting). A separate communication is being sent to the Members to avail of the e-voting facility. The Company has engaged the services of the Central Depository Services Limited (CDSL) to provide the e-voting facility.

The instructions for shareholders voting electronically are as under:

i. The voting period shall commence on September 08, 2018 at 9.00 a.m. (IST) and ends on September 10, 2018 at 5.00 p.m. (IST). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date September 04, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Steps for remote e-voting:

ii. The shareholders should log on to the e-voting website www.evotingindia.com

iii. Click on Shareholders/ Members

iv. Now Enter your User ID

(a) For CDSL : 16 digit beneficiary ID

(b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID

(c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the image Verification as displayed and click on login.

vi. If you are holding shares in demat form and had logged on the www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha – numeric PAN issued by income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg: if your name is Ramesh Kumar with sequence number1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or date of Birth (in dd/mm/yy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv) .

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen, however, members holding shares in demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote., provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For members holding shares in physical form, the details can be used only for e-voting on resolutions contained in this Notice.

xi. Click on the EVSL for the relevant <Dolphin Offshore Enterprises (India) Limited> on which you choose to vote.

xii. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have to decide to vote on, click on "SUBMIT". A confirmation box will display. If you wish to confirm your vote, click on "OK", else change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on forgot Password & enter the details as promoted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Window phone user can download the app from the App Store and the windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non- Individual Shareholders and Custodians:

- Non-individual shareholders (i.e. other than Individual, HUF, NRI, etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The compliance user would be able to link the account(s) they would be able cast their vote.
- The list of accounts linked in the login should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

  In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdsl.com.

Voting at Annual General Meeting (AGM)

The Members who have not cast their vote by e-voting can exercise their voting rights at the AGM. Company will make arrangements for voting at the AGM venue.

Mr. Prashant Mehta, a Practicing Company Secretary (Membership No. 5814, CP No. 17341), has been appointed by the Company to act as a Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated report of the total votes cast in favour of or against, if any, on each of the resolutions set out in this Notice, not later than two (2) working days from the conclusion of the AGM to the Chairman/ Company Secretary of the Company or any other person authorized by the Chairman shall declare the result of the voting forthwith.

a) The result, along with the Scrutinizer's Report, will be placed on the Company's website at www.dolphinoffshore.com and on the website of CDSL e-voting at www.evotingindia.com and shall be communicated within two (2) working days of passing resolution at 39th AGM of the Company on September 11, 2018 to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

b) All documents referred to in this Notice and Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12 noon on all working days except Saturdays, Sundays and National holidays, from the date hereof up to the date of the AGM.

c) Any person who acquires shares of the Company and becomes member of the company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 04, 2018 may follow the same procedure as mentioned above for e-voting. However , if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote.

(d) All shareholders holding shares in physical form are hereby requested to update the PAN, Bank account details and send it to M/s. Sharex Dynamic (India) Pvt Limited, Unit-1, Luthra Ind Premises, 1st Floor, 44 E, M Vasanti Marg, Andheri Kurla Road, Safeed Pool, Andheri East, Mumbai- 400 072.

(e) SEBI vide a notification dated June 08, 2018 under Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) (Fourth Amendment) Regulation, 2018 informed that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository post December 5, 2018. All shareholders holding shares in physical form are hereby requested to dematerlise their share before December 5, 2018.

MEMBERS AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT ALONGWITH DP ID AND CLIENT ID / FOLIO NUMBER FOR IDENTIFICATION.

By Order of the Board
For **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.**

V. SURENDRAN
COMPANY SECRETARY

Registered Office:
1001, Raheja Centre,
214, Nariman Point,
Mumbai - 400 021

CIN: L11101MH1979PLC021302

Date : May 24, 2018

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

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under **item no. 3 to item no. 8** of the accompanying Notice dated May 24, 2018.

AGENDA ITEM NO. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration committee, appoints Mr. Kiran Vaidya, as an Additional Director of the company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from April 25, 2018 to April 24, 2023, subject to the approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and the Article of Association of the Company, Mr. Kiran Vaidya shall hold the office up to this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Kiran Vaidya to the effect that he meets the criteria of independence as provided in Section 14(6) of the Act and regulation 161(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In the opinion Mr. Kiran Vaidya fulfils the conditions specified in the Act and SEBI Listing Regulations for appointments as Independent Director and is independent of the management of the Company.

Brief resume of Mr. Kiran Vaidya pursuant to the Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards- 2 on the General Meeting is provided below.

Mr. Kiran Vaidya is a B.com with AICWA he is also a Gold Medallist from Bangalore University. He has worked with the various industries and has proved as an asset for them, till date he has worked for over 35 years.

Mr. Vaidya had worked with Bharat Gears limited (Apollo Tyre Company) as a Financial Executive, there he had worked in the various fields of accounting and finance. Further Mr. Vaidya was working as a Financial Manager with Armour Chemicals Limited (Lupin Group Company) and had immensely contributed as core team member in the said company. He was also working with Lloyds Finance Limited (Llyods steel Group Company) as a Vice President – Corporate finance). He also worked with CRB Capital Markets as an Advisor-Corporate finance, were being the part of core team of IPO and rights issue.

Mr. Kiran Vaidya was also a part of MR Shares Broking Private Limited (Dhanlaxmi Group Company) as a Director. Further, was also working as a Director with Systematic Corporate Service.

Mr. Vaidya had worked with Religare Capital Market as an Managing Director and as a COO of SRL Diagnostics Limited. As a COO of SRL Diagnostics limited he was responsible for total company management. He has also worked with JBF Industrial Limited as a Group President and CFO. Currently Mr. Vaidya is working as a corporate advisor to Mercator group and as an independent director on the board of Mandhana Retail Venture.

Considering all the above the Board has herewith suggested that Mr. Vaidya will be an asset to the Company and will definitely help in developing the business of the Company.

Except Mr. Kiran Vaidya, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution at Item No. 3 for approval of the Members.

AGENDA ITEM NO’s. 4 & 5

At 35th Annual General Meeting held on September 14,2014 the Members of the Company had approved re-appointment and remuneration payable to Mr. Satpal Singh, Managing Director & CEO and Mr. Navpreet Singh, Joint Managing Director & CFO (hereinafter collectively referred to as “Mr. Satpal Singh & Mr. Navpreet Singh”) of the Company. In view of the inadequacy of profits, the Nomination and Remuneration Committee at its meeting held on May 24, 2018 approved and recommended the remuneration up to ₹ 60,70,600/- each per annum as remuneration inclusive of all perquisites and commission to Mr. Satpal Singh & Mr. Navpreet Singh for the period from May 16, 2017 to May 15, 2018 and May 16, 2018 to May 15, 2019 and as approved and recommended by the Board to pay the said remuneration pursuant to the provisions of the Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013.

Directors place and recommend the above resolution before the Members in the Annual General Meeting for approval by way of Special Resolution.

Mr. Satpal Singh & Mr. Navpreet Singh are deemed to be concerned or interested in the said resolution as it relates to their appointment. They are concerned or interested with each other in the said resolution as brothers. None of the other Directors except Rear Admiral Kirpal Singh and Mrs. Manjit Kirpal Singh, Directors of the Company and their other relatives are deemed to be interested or concerned in the said Resolution as it relates to the continuation of their appointment, to the extent of their shareholding interest in the Company.

Except Mr. Satpal Singh & Mr. Navpreet Singh, none of the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item no. 4 & 5.

Following is the additional information as required as per Schedule V of the Companies Act, 2013.

STATEMENT PURSUANT TO SCHEDULE XIII OF THE COMPANIES ACT, 2013 TO BE CIRCULATED TO THE SHAREHOLDERS ALONG WITH THE NOTICE OF CALLING THE ANNUAL GENERAL MEETING.

I. GENERAL INFORMATION:

1) **Nature of Industry:**

The Company is inter alia in the business of Diving, EPC and other offshore related services.

2) **Expected date of commencement of commercial production:**

The Company was incorporated on May 17, 1979 and started functioning since then.

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 –** as per audited financial results for the year ended March 31, 2018

(Amount in Lacs)

Particulars	2017-18
Gross Turnover & Other Income	5,556.60
Net Profit/(Loss) as per Statement of Profit & Loss A/c. (after Tax)	(1939.10)
Profit as computed under Section 309(5) read with section 198 of the Act	-
Net Worth	9,547.11

5) **Export performance and net foreign exchange collaborations:** Nil

6) **Foreign investments or collaborations, if any:** Nil

II. INFORMATION ABOUT THE APPOINTEE:

1) **Background Details:**

Mr. Satpal Singh, Managing Director & CEO

Career Graph

Mr. Satpal Singh qualified as a Civil Engineer, specializing in the design of offshore structures from the Indian Institute of Technology, at Powai, Mumbai in 1980.

During the period he has been working with the Company, he has attended various courses such as the Diving Orientation Course conducted by Taylor Diving & Salvage Co. Inc. in 1981, Rig Manager's Drilling Course, conducted by Global Marine and the Oil Based Drilling Mud course conducted by N L Baroid in 1989. He has also done courses in safety, welding, quality, etc.

Industry Participant

He is elected member of The American Bureau of Shipping.

Recognition and Awards

Nil

A. **Mr. Navpreet Singh, Joint Managing Director & CFO**

Career Graph

Mr. Navpreet Singh is a B. Com graduate from Bombay University and a member of Institute of Chartered Accountants of India.

Industry Participant

After graduating from Sydenham College in 1984, he joined Arthur Andersen & Co. During his first eighteen months with Arthur Andersen & Co. he received extensive training in accounting, auditing, tax, various commercial laws, computer software and various aspects of financial management. He later worked in the Financial Consultancy Services group, which specialized in audits and financial consulting.

He has also been a member of the faculty at the Firm wide Audit Staff Training School, conducted in Spain for all new recruits in Europe and India on various occasion.

Recognition and Awards

Nil

2) **Past remuneration during the financial year 2017-2018**

Particulars	Amount (in ₹) Per Annum
Mr. Satpal Singh	60,70,600
Mr. Navpreet Singh	60,70,600

3) **Recognition or awards:**

The Company is the pioneer in Diving business in India. The Company has contributed a lot in the development and growth of Indian Diving personnel.

4) **Job profile and their suitability:**

Keeping in view the experience and expertise of Directors as mentioned in background details, Board of Directors of the Company is of opinion that they will be eminently suitable for the responsibilities currently assigned to them by the

Board of Directors and therefore the aforesaid remuneration payable to them is very reasonable.

5) **Remuneration proposed:**

Name	Revised Salary inclusive all perquisites and Commission (per Annum in ₹)
Mr. Satpal Singh	60,70,600
Mr. Navpreet Singh	60,70,600

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)**

Taking into consideration the size of the Company, the profile of Directors, the responsibilities shouldered by them and the industry benchmark the remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counterpart(s) in other companies.

7) **Pecuniary relationships directly or indirectly with the company or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to Directors, do not have any other pecuniary relationship with the Company except the unsecured loan given by them to Company to overcome the cash flow problem of the Company and pledge of their shares and property as security towards the credit facilities avail from the lendors. Rear Admiral Kirpal Singh, Mrs. Manjit Kirpal Singh, Satpal Kirpal Singh and Mr. Navpreet Singh are interested as they are related to each other.

III. OTHER INFORMATION:

1) **Reasons of loss or inadequate profits:**

Low turnover and also there was pressure on contractual rates due to increased competition.

2) **Steps taken or proposed to be taken for improvement:**

The Company is in process of venturing into other geographical markets such as Middle East to reduce the dependence on ONGC business.

3) **Expected increase in productivity and profits in measurable terms'**

The Company has introduced cost cutting measures while efficiency parameters are increased to insure that the Company can be more competitive in winning contracts.

IV. DISCLOSURE:

The information and Disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".

AGENDA ITEM NO's: 6 & 7:

Rear Admiral Kirpal Singh & Mrs. Manjit Kirpal Singh, non-Executive Directors are liable for retire by rotation as per the provision of Section 152 of the Companies Act, 2013. Both the Directors have attained the age of (75) Seventy-Five years.

In terms of the provision of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, which shall come into force from April 1, 2019 a Director who has attained the age of Seventy-Five years shall not be appointed or continue as a Director unless a Special resolution is passed approving such appointment or continuation. In view of the same, approval of the Members is sought by way of Special Resolution for continuation of the appointment of Rear Admiral Kirpal Singh & Mrs. Manjit Kirpal Singh as non Executive director from April 01,2019 till the date they retire by rotation as per the provision of the Section 152 of the Act. Rear Admiral Kirpal Singh & Mrs. Manjit Kirpal Singh has held several management and leadership positions with the Company since incorporation.

The Nomination and Remuneration Committee and the Board is of view that their strong knowledge, independent perspective and continued association will continue to immensely benefit to the Company and therefore, recommend their continuation of appointment after April 01, 2019.

Except Mr. Navpreet Singh and Mr. Satpal Singh being the relative and Rear Admiral Kirpal Singh & Mrs. Manjit Kirpal Singh, none other directors or Key Managerial Personnel of the Company is concerned or interested, financially or otherwise in the resolution set out at item number 6 & 7.

AGENDA ITEM NO 8 :

As per the provision of Section 149 , 152 Schedule IV of the Act read with rules made thereunder, the Company has appointed Mr. F.C. Kohli as an Independent Director as per the requirement of the Companies Act 2013 for a period of 5 (five) consecutive year commencing from September 18, 2014.

SEBI vide its circular dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and has now mandated all listing companies vide Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 to obtain Shareholders approval by the way of Special Resolution, for appointment/continuance of appointment of any Non-Executive Director who has attained the age of 75 years w.e.f. April 01, 2019.

Since Mr. Kohli is over the age of 75 years old, consent of the Members by the way of Special Resolution is needed by the Company for complying with Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, for continuance of his appointment as an Independent Director of the Company from April 01, 2019 until the expiry of his tenure on September 17, 2019. Mr. Kohli is deemed to be interested or concerned in the said Resolution as it relates to the continuation of his appointment.

Mr. Kohli is the Chairman of Nomination and Remuneration Committee. He is also the member of Audit committee. Mr. Kohli has been rendering valuable advice and guidance to the Board and the management from time to time. Based on the performance appraisal criteria viz; effectiveness of leadership, efficiency of meeting, time and focus given to particulars are, information issue, corporate governance standards etc, it was concluded that Mr. Kohli's contribution to the performance of the Board was effective and valuable.

By Order of the Board
For **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.**

V. SURENDRAN
COMPANY SECRETARY

Registered Office:
1001, Raheja Centre,
214, Nariman Point,
Mumbai - 400 021

CIN: L11101MH1979PLC021302

Date : May 24, 2018

ROUTE MAP TO THE AGM VENUE:

DIRECTION FOR AGM VENUE

(AGM Venue - Grant Medical College Gymkhana, 472 N. S. Marg, Marine Drive, Mumbai – 400 002)

Landmark :

Date and time : Tuesday September 11, 2018 at 3.00 P.M.

DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting their Thirty Ninth Annual Report together with the audited financial statements for the year ended March 31, 2018.

1.0 AUDITED FINANCIAL STATEMENTS:

1.1 Summarised Audited Financial Results –

₹ in crs

Particulars	Consolidated for year ended March 31,		Standalone for year ended March 31,	
	2018	2017	2018	2017
Total Income	168.53	228.62	55.56	62.95
Profit before depreciation, exceptional item and taxes	(7.76)	(41.43)	(16.19)	(10.19)
Deducting depreciation	35.88	42.41	3.20	6.43
Profit before exceptional item	(43.64)	12.76	(19.39)	(16.62)
Exceptional item	-	24.49	-	24.49
Profit before tax	(7.71)	11.72	(19.39)	(41.11)
Deducting taxes	0.92	0.60	(2.21)	(1.97)
Profit after tax	(8.63)	(11.12)	(17.17)	(39.13)
Balance carried forward :	-	450.54	78.70	95.426

1.2 Dividend

In view of loss for the year ended March 31, 2018, the Board has decided not to recommend any dividend for the financial year 2017-2018 for the declaration by the shareholders at the ensuing Annual General Meeting.

1.3 State of Company's Affairs / Review of Operations

During the year, the Company continued to show a lacklustre performance, the turnover was down to ₹ 55.56 Crs from ₹ 62.95 crs that is reported in the previous year. The Loss before exceptional items and Tax was increased from ₹ 16.62 crs. to ₹ 19.39 crs.

1.4 Consolidated Financial Statements

The audited Consolidated Financial Statement comprising of the Company and its subsidiaries and a joint venture form part of this Report. The Auditors' Report on the Consolidated Financial Statement is also attached. The Consolidated Financial Statement have been prepared in accordance with the Indian Accounting Standards prescribed by the Companies Act, 2013 in this regard and the provisions of the Listing Agreement(s) entered into with the Stock Exchanges.

A report on the performance and financial position of each of the subsidiaries and joint venture companies as per the Act is provided in Form AOC-1 attached to financial statements.

1.5 Matters Arising Out of the Auditors' Report

The Auditors' have made the following observations under Emphasis of Matters and qualifications in their Report.

Standalone Financial Statements

Note No: 41(a) to the Statement regarding trade receivable and accrued income aggregating to ₹ 13,17.77 lakhs receivable from a party which has been declared sick;

The Management is in discussions with the Management of the Creditor and expects to reach a settlement soon.

a) Note No: 41(b) to the Statement regarding advances recoverable amounting to ₹ 213.18 lakhs which is outstanding for a long period of time, payment for which are not forthcoming.

   The Company had paid ₹ 213.18 lakhs as an advance to a vendor for paying excise duty under protest. As per the arrangement, once the vendor receives the excise duty refund, it will pass on the same to the Company as the contract will qualify under the benefits of deemed Export.

b) Note No: 41(f) to the Statement, regarding trade receivable which includes ₹ 25,20.49 lakhs; (31st March, 2017 - ₹ 25,12.94 lakhs) due from a charter hire contract. The said Hirer had disputed the claim and had raised counter claim for damages of ₹ 15,83.03 lakhs against the Company.

   The Company is in discussion with the said Hirer for the recovery of the dues.

c) Note No: 41(e): The balance amount of ₹ 103,59.19 lakhs being the expenditure incurred for executing additional work in terms of a EPC contract.

   The Company is in discussion with the customer for finalisation of the claim.

CARO, 2016

- Clause (vii)(a) on payment of statutory dues:-

  There have been delays in payments of statutory dues due to the adverse financial position of the Company.

- Clause (vii)(b) on disputed liabilities under Income Tax etc. remaining unpaid:–

  These liabilities are pending before appropriate authorities.

Consolidated Financial Statements

a) Note No. 41(g): Regarding the inability of auditors of subsidiary company to obtain sufficient appropriate audit evidence with respect to Trade and other receivables amounting to ₹ 2,23,52.73 lakhs.

Management Comments:

i) ₹ 7,33.39 lakhs due from a customer: A winding up petition was filed against the customer before the Mumbai High Court. Subsequently, the consent terms was also filed before Mumbai High Court with an agreement to pay in instalments.

ii) ₹ 2,10,21.49 lakhs due from a customer: The Company has commenced legal action including arbitration against the customer and Guarantor before LMAA, London and Courts in Mexico.

iii) ₹ 4,26.82 lakhs due from a customer: An Insolvency petition was filed against the customer. Subsequently, the Company has entered into an agreement with customer on the repayment.

iv) ₹ 1,71.03 lakhs due from a customer: Arbitration has been commenced against the customer to recover the outstanding amount.

All other matters stated under the Emphasis of Matters in the Report of the Auditors including CARO, 2016 are self-explanatory; hence no further explanation has been provided.

2.0 MANAGEMENT'S DISCUSSIONS AND ANALYSIS:

2.1 Overview of the Industry –

The Oil price has increased in the recent past due to the geopolitical situation such as heightened tensions in Syria, the threat of new sanctions on Iran and unrest in Venezuelan oil fields, extended production cuts by OPEC, Transportation constraints and higher demand for Oil in the USA. The price is expected to be firm in the coming months.

In India, in order to achieve self-sufficiency in energy generation, the State owned players, ONGC and GSPC are continuing with their expansion plans. India's oil demand is expected to grow and it is one of the largest contributors to non-OECD petroleum consumption growth globally.

The oil and gas sector is among the six core industries in India and plays a major role in influencing decision making for all the other important sections of the economy.

India is heavily dependent on the import of the crude oil and natural gas as the domestic production of oil and gas is very low. India's oil and gas requirement will grow further due to high economic growth and increase in population.

The Government of India has adopted several policies including, allowing 100 per cent foreign direct investment (FDI) to increase the Oil production.

The market is expected to remain buoyant in the coming years as ONGC proposes to come out with many high value tenders in brown & green fields.

One of the major investments and developments in the oil and gas sector is that the World's largest oil exporter Saudi Aramco is planning to invest in refineries and petrochemicals in India.

2.2 The year in perspective –

During the year under review also, the Company could procure two new contracts from ONGC. The current order book position is around ₹ 350 Crs. The Company is hopeful of getting more order during the next working season.

After the termination of the Charter Party (C/P) by the Charterer M/s. Representaciones Y Distribuciones Evya SA de CV, 2 (Evya), Mexico, the wholly owned subsidiary could not put the barge on charter to due to low demand and on-going repairs. Evya is under liquidation. The arbitration with Evya before LMAA, London to recover the outstanding amount has been commenced. The said subsidiary company has challenged liquidation process before the court in Mexico.

2.3 Business Outlook –

The future prospects in the coming years looks better due to the reasons stated below:

- Oil and gas prices have increased substantially and the prices are expected to be firm in the near future. This will stimulate further investment in this field as a result the Oil companies will come out with more projects.

- Global and domestic demand for liquid hydrocarbons will continue to be firm.
- As per information received by the Company, ONGC will be coming out with tenders for ONGC – Annual Rate Contract for Steel Renewal, Revamping of the ONSKID OEM part of 2 nos. biological type STP', topside Hook-up works under the ONGC Bassein Development Project. A substantial portion of these contract will be of brown field projects, where your Company has an inherent advantage as it has in-house capabilities of undertaking such EPC projects.

  In the Greenfield projects, the advantage essentially lies with those companies who own fabrication yards, heavy lift barges or pipe lay barges, none of which is owned by the Company.

  In spite of the above, the Company participated in many tenders. The Management is doing its best effort to win contracts, but was not willing to win contracts at a price where incurring losses was a certainty.
- The Company has won two contracts (1) 64 Western Offshore Platform Makeover Project (2) Protective Coating of Wellhead Platforms Project-1 (In consortium with M/s. HAL Offshore).
- In view of the factors stated above, Management is confident that the prospects of the Company will be better in the coming years.

The current order book position of the Company is ₹ 350 crs.

2.4 Business Risks and Management's assessments –

2.4.1 Increased competition:

The fluctuations in price of oil price and increased use of other alternative energy sources has resulted in slowing down of fresh/on-going investment in the Oil and Gas Sector internationally, hence there is an increased competition from foreign companies for the domestic tenders. The margin will be under pressure due to aforesaid increased competition

The significant drawback of the EPC market is that, the winner will get the entire contract and there will be little scope for picking up sub contract work.

Management expects ONGC to float many tenders. To become more competitive, the Company would be tying as a subcontractor with other big companies or as consortium with others in this field to become more competitive and also to reduce the risk.

Management is doing its best to reduce the cost to the maximum extent possible without compromising on the quality.

Management is of the opinion that pressure on the margins will reduce due to increase in raise in the oil price and the number of contracts awarded.

2.4.2 Predominance of a single customer:

By and large, in the oil & gas industry internationally, Government owned oil and gas companies have emerged as the largest producers of oil and gas in most countries. Accordingly, most markets are now dominated by single E&P players in any particular market, and India is no exception where ONGCL is the predominant oil and gas producer in India, especially in the shallow offshore fields.

Reliance's fields are in deep water, and most of the assets, resources and technology required to operate in deep water are very different from the kind of technology and resources required for operating in the shallow water offshore fields (i.e. in fields with water depths of up to 200 – 300 meters).

Therefore, the Company has been highly dependent on the decisions and plans of ONGC, as well as the timing and terms and conditions of their tenders.

The Company is trying to expand its markets geographically into the Middle East and the Far East in order to reduce this dependency on ONGC. The Company has set up subsidiaries in Saudi Arabia and Oman jointly with local partners; however, the capital contribution in these Companies is yet to be done. These subsidiaries will be activated as and when the Company gets any order.

2.4.3 Contractual nature of business:

The business of the Company is contractual in nature. The revenues are earned on construction / modification contracts, either as a main contractor or as a subcontractor. This has led to some fluctuations in the year to year revenues, and resultant profits, as revenues can now be recognized only when contracts are completed in total or proportionate completion basis.

The order book position of the Company is also dependent on the schedule and timing of award of contracts by its clients. This problem is compounded due to the closure of the Company's financial year on March 31, which is in the middle of the working season in Mumbai High, which ends around May 31.

Further, the contracts awarded by ONGC are generally for around 12 to 24 months, in few cases, the same is for around 36 months. Hence, the order book position and revenue visibility is also weak, especially at financial year end, as most of the contracts for the new season (i.e. October to May) would be awarded just before or during the monsoon period.

However, these fluctuations are only expected to be timing difference, which will even out over a period of time. These fluctuations in reported revenues and profits would not affect the overall revenue earning and profit making capacity of the Company.

The oil companies in the Middle East and Far East generally give contracts for longer durations and their working seasons are different from the Indian seasons.

2.5 Internal Control Systems and their adequacy –

The Company has adequate internal control systems in place. With a view to monitor the Company's performance as well as to make sure that internal checks and controls are operating properly, the Company has appointed external firm of Chartered Accountant as Internal Auditor. The Audit Committee of the Board considers the reports of this Internal Auditor. The Audit Committee ensures that internal control systems are adequate and working effectively.

As per Section 134(5)(e) of the Companies Act 2013, the Directors have an overall responsibility for ensuring that the Company has implemented a robust system and framework of Internal Financial Controls. This provides the Directors with reasonable assurance regarding the adequacy and operating effectiveness of controls with regards to reporting, operational and compliance risks. The Company has devised appropriate systems and framework including proper delegation of authority, policies and procedures, effective IT systems aligned to business requirements, risk based internal audits, risk management framework and whistle blower mechanism.

2.6 Human Resources and Industrial Relations –

The Company continued to have cordial and harmonious relations with its employees. The Board wishes to express its sincere appreciation to all employees in your Company for their contributions to your Company during the year. The Company provided equal opportunities to all employees in the organization, strengthening the well-established traditions of fairness in dealings and commitment to the future growth of employees through sustained growth of your Company. The Company has in place various measurers to engage the employees and ensure career progression, helping the employees to move from their current level to higher level.

3.0 ISO 9002 CERTIFICATION:

ISO 9001:2015 Certificate issued by the American Bureau of Shipping [ABS] for the following services:

a) Diving & underwater services, marine logistics, ship & rig repair service.

b) Survey, Design engineering, Project management, Procurement, Fabrication, Modification, Construction, Installation and commissioning of offshore oil & gas platforms, pipelines and structures.

The Board would like to acknowledge the efforts and dedication of all employees in implementing and maintaining the high quality standards that the Company has set for itself.

4.0 DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the Articles of Association of the Company and the provisions of the Companies Act, 2013, Mr. Satpal Singh, Managing Director of the Company retires by rotation, and being eligible, seeks re-appointment.

Mr. Kiran Vaidya has been appointed as an Additional Director on April 25, 2018 and he will be seeking the shareholders' approval at the ensuing Annual General Meeting for appointment as an Independent Director for 5 years w.e.f April 25, 2018. Mrs. Vasantha S Bharucha resigned from the Board of Directors of the Company w.e.f. November 26, 2017. The Board expresses its appreciation for her matured advice given during her tenure in the Board.

In terms of the provision of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, which shall come into force from April 1, 2019 the Non-Executive Directors who have attained the age of Seventy-Five (75) years cannot be be appointed or continued as a Director unless a Special resolution is passed by the shareholders approving such appointment or continuation. Currently, three directors namely Rear Admiral Kirpal Singh, Mrs. Manjit Kirpal Singh and Dr. F. C. Kohli are aged over Seventy-Five years and they are seeking shareholders approval at the Annual General Meeting for the continuation.

Your Directors recommend the re-appointment, appointment and continuation of appointment of the above directors.

Mr. Satpal Singh, Managing Director & CEO; Mr. Navpreet Singh, Joint Managing Director & CFO and Mr. V. Surendran, Vice President (Corp and Legal) and Company Secretary are the Key Managerial Personnel (KMP) as per the provisions of the Companies Act, 2013.

5.0 NUMBER OF MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other businesses. The Board / Committee Meetings are pre-scheduled and advance notice is given to directors/ committee members to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are noted at the subsequent Board meeting and made part of the minutes of such meeting.

The notice and Agenda of Board/Committee meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Mumbai. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met five times in financial year 2017-18 viz., on May 17, 2017, September 11, 2017, December 11, 2017, February 14, 2018 and March 19, 2018. The gap between any two meetings did not exceed 120 days.

6.0 COMMITTEES OF THE BOARD

During the year under review, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently 9 Committees of the Board, as follows:

i. Audit Committee

ii. Managing Committee

iii. Share Transfer Committee

iv. Stakeholders' Relationship Committee

v. Nomination and Remuneration Committee

vi. Sexual Harassement Committee

vii. Committee for affixing Common Seal

viii. Committee for Banking Operation

ix. Corporate Social Responsibility Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

7.0 BOARD INDEPENDENCE

The terms of the definition of 'Independence' of Directors is derived from Regulation of the SEBI (Listing and Obligations Disclosure Requirement) Regulations, 2015 with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of aforesaid Regulation Section 149(6) of the Companies Act, 2013 :-

a) Mr. Sabyasachi Hajara

b) Dr. F. C. Kohli

c) Mr. Kiran Vaidya

8.0 COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is appended under Annexure-I to this Report.

9.0 AUDITORS:

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Sharp & Tannan, Chartered Accountants (Firms Registration No. 109982W), were appointed as Statutory Auditors from the conclusion of 38th Annual General Meeting (AGM) held on September 22, 2017 till the conclusion of 43rd AGM of the Company in 2022.

10.0 FIXED DEPOSITS:

The Company has not invited or accepted Fixed Deposits from the public within the meaning of Section

73 of the Companies Act, 2013. As at March 31, 2018, there are no deposits that are due to have been repaid, nor any interest due, which have not been paid.

11.0 SUBSIDIARY COMPANIES:

As on March 31, 2018 the Company has 3 subsidiaries including 2 wholly owned subsidiaries (one Indian subsidiary and one foreign subsidiary). There has been no change in the number of subsidiaries or in the nature of business of these subsidiaries, during the period under review. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statement of the Company and all its subsidiary companies which is forming part of the Annual Report. A statement containing salient features of the financial statements of the subsidiary companies is also included in the Annual Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.dolphinoffshore.com. Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company, www.dolphinoffshore.com. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Registered Office of the Company.

12.0 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has provided loans and guarantees and made investments pursuant to Section 186 of the Companies Act, 2013, details of which are mentioned in the Annexure II.

13.0 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)

All Related Party Transactions have been placed before the Audit Committee as also the Board for their approval. The policy on Related Party Transactions as approved by the Board is available on the Company's website.

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC-2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as Annexure III.

14.0 MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

15.0 RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The above Policy has been uploaded on the website of the Company www.dolphinoffshore.com.

The Company's internal control systems with reference to the Financial Statements are adequate and commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory Auditors as well as Internal Auditors & Transactional Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

16.0 ENVIRONMENT, HEALTH AND SAFETY (EHS)

The Company values its employees and is committed to protecting their health, safety and well-being. It therefore continues to develop and improve its arrangement for managing environment, health and safety issues. The managements vision is to see that the risks to employees' health and safety arising from work activities are effectively controlled, thereby contributing to the overall economic and social well-being of the community.

The Company's Management takes its responsibilities for managing its environment, health & safety systems, policies and practices very seriously by implementing various Rules and Regulations laid down under Factories Act, 1948, the Environment (Protection) Act, 1986 and all other applicable Acts.

17.0 CORPORATE SOCIAL RESPONSIBILITY

As required under Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee. The details about the development of CSR Policy as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as Annexure IV to this Report.

Since the Company does not have net profit for the last three Financial Years, the Company is not mandatorily required to contribute towards Corporate Social Responsibility activities. Accordingly, the provision of the sub-section (5) of the Section 135 of the Act will not be applicable to the Company.

18.0 PARTICULARS OF EMPLOYEES

Your Directors acknowledge the selfless untiring efforts, whole-hearted support and co-operation of the employees at all levels. Our industrial relations continue to be cordial.

The total number of permanent employees of the Company as on 31st March, 2018, was 166 (as on March 31, 2017 was 148).

19.0 VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

20.0 ANNUAL EVALUATION BY THE BOARD

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual directors pursuant to the provisions of the Act, SEBI listing regulations and the guidance note on board evaluation issued by the Securities and Exchange Board of India. The performance of the Board and Board Committees was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the Board/ Committee composition and structure, effectiveness of Board/Committee processes, information and functioning etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Chairman of the Company and the Board as a whole was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

21.0 FINANCIAL YEAR

Section 2(41) of the Companies Act, 2013 has defined “financial year” as the period ending March 31 for all Companies and Bodies Corporate.

22.0 CEO & CFO CERTIFICATION

Certificate from Mr. Satpal Singh, Managing Director & Chief Executive Officer and Mr. Navpreet Singh, Joint Managing Director & Chief Financial Officer, pursuant to provisions of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, for the year under review was placed before the Board of Directors of the Company at its meeting held on May 24, 2018.

A copy of the certificate on the financial statements for the financial year ended March 31, 2018 is annexed along with this Report.

23.0 SECRETARIAL AUDIT REPORT

The Board of Directors of the Company has appointed Mr. Prashant Mehta, Practicing Company Secretary; to conduct the Secretarial Audit and his Report on Company’s Secretarial Audit is appended to this Report as Annexure V.

24.0 PARTICULARS OF REMUNERATION

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees’ particulars which is available for inspection by the Members at the Registered Office of the Company between 10 a.m. to 12 noon on any working day of the Company up to the date of the ensuing Annual General Meeting.

The other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this report as Annexure VI.

25.0 DIRECTORS’ RESPONSIBILITY STATEMENT:

Your Directors hereby confirm that;

i. In the preparation of the annual accounts for financial year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures.

ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2018 and of the profit /loss of the Company for the year ended on that date.

iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. The Directors have prepared the annual accounts for financial year ended March 31, 2018 on a going concern basis.

v. The Directors have laid down internal financial controls to be followed by the bank and that such internal financial controls are adequate and were operating effectively.

vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

26.0 STATUTORY DISCLOSURES

The disclosures to be made under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule 8 (3) of the Companies(Accounts) Rules, 2014 are explained below:

Conservation of energy, technology absorption and foreign exchange earnings and outgo.

The particulars regarding foreign exchange earnings and outgo do not appear as separate items in the notes to the Accounts as these figures are not material in nature due to the poor performance of the Company. The Company is having only small workshops and engaged in short duration contract type jobs, therefore, the particulars relating to conservation of energy and technology absorption stipulated in the Companies Accounts Rules, 2014 are not much relevant to Company as it did not execute any major contracts during the year under review. However, to the extent possible, the Company is using energy efficient equipments and lights for the conservation of energy.

Policy on Prevention of Sexual Harassment at Workplace

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013, A Committee has been set up to redress complaints received regarding sexual harassment.

All employees (Permanent, contractual, temporary, trainees) are covered under this policy. No case has been filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the year under review.

27.0 EXTRACT OF ANNUAL RETURN

Pursuant to Sub-section (3) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2018 forms part of this report as Annexure VII.

Transfer to Reserves

The Company has made no transfers to reserves during the Financial Year 2017-2018.

28.0 CORPORATE GOVERNANCE REPORT:

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India.

A separate section on Corporate Governance and a certificate from the Auditors confirming compliance with the Corporate Governance requirements as stipulated in Agreement entered with the Stock Exchanges, form part of this Annual Report.

The Chief Executive Officer's declaration regarding compliance with the Code of Business Conduct and Ethics forms part of the Report on Corporate Governance.

29.0 ACKNOWLEDGEMENTS:

Your Directors wish to place on record the whole hearted co-operation which the Company has received from its Clients, Bankers, Financial institutions, and the Central and State Government authorities, shareholders, suppliers, employees and others during the year.

For **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED**

SABYASACHI HAJARA
CHAIRMAN

Mumbai
May 24, 2018

ANNEXURE I

This Nomination cum Remuneration and Board Diversity Policy ("**Policy**") has been formulated and recommended by the Nomination and Remuneration Committee ("**Committee**") in their meeting held on August 06,2014, pursuant to section 178 of the Companies Act, 2013 and the rules made there under (collectively, the "**Act**") and as per revised Regulation 19 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015.

This Policy lays down the guidelines to be followed in relation to:

(a) Appointment of the directors, and key managerial personnel of the Company; and

(b) Fixation of the remuneration of the directors, key managerial personnel and other employees of the Company.

(c) A greater diversity of ideas, skills, knowledge, experience, ethnicity and gender throughout our organisation is very important for the continuing long term success of the Company and also to ensure that it is well equipped to lead the business effectively, embraces new ideas and makes good use of differences in experiences, backgrounds and perspectives to satisfy all the different stakeholders.

The objective of this Policy is to *inter-alia*:

(a) Attract, recruit, and retain good and exceptional talent;

(b) List down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;

(c) Ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognizes their merits and achievements and promotes excellence in their performance;

(d) Motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;

(e) ensure a transparent nomination process for directors whether for Non-Executive or Executive positions with the diversity of thought, experience, knowledge, perspective and gender in the Board and to also ensure that management fulfill its obligations to its shareholders to recruit the best person, on merit, to the relevant role; and

(f) Fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

(g) Regarding all appointments to the Board, whether for Non-Executive or Executive positions, management will carefully consider the benefits of greater diversity, including gender diversity, whilst ensuring that management fulfill its obligations to its shareholders to recruit the best person, on merit, to the relevant role.

The Policy contains detailed procedure on monitoring and reporting of CSR activities.

Review of the Policy

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

For more details, refer the above Policy which has been uploaded on the website of the Company "www.dolphinoffshore.com".

ANNEXURE II

The Company has provided following loans and guarantees and made following investments pursuant to Section 186 of the Companies Act, 2013:

Name of the entity	Relation	Amount ₹ in crore	Particulars of loans, guarantees and investments	Purpose for which the loan, guarantee and investment are proposed to be utilised
Global Dolphin Drilling Co. Ltd.	Subsidiary	0.03	29,980 Equity shares @ 10 each	for incorporation
Dolphin Offshore Enterprises (Mauritius) Pvt. Ltd.	Wholly owned subsidiary	0.11	25,000 Equity Shares @ 1 dollar each	do
Dolphin Offshore Shipping Ltd.	Wholly owned subsidiary	19.61	74,40,000 Equity shares @10 each	do
IMPaC Oil and Gas Engineering (India) Pvt. Ltd.	Joint Venture	0.26	2,60,000 Equity shares @10 each	do

Note: Two joint venture companies have been setup by the Company's joint venture partner in the middle east, the Company is yet to contribute to the capital of these companies.

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis.

   There were no contracts or arrangements or transactions entered into during the year ended March 31, 2018 which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis.

   Below material contracts or arrangements or transactions were at arm's length basis during the reporting period.

1	Name(s) of the related party and nature of relationship	Dolphin Offshore Enterprises (Mauritius) Pvt. Ltd.	Dolphin Offshore Shipping Ltd.	Dolphin Offshore Shipping Ltd	Dolphin Offshore Projects Ltd	Dolphin Offshore Projects Ltd
2	Nature of contracts / arrangements/ transactions	Crane Hire Charges	Charter Hire of Vessel	ICD	Hire of Equipment	ICD
3	Duration of the contracts / arrangements/ transactions	Ongoing subject to renewal as per contractual term ₹ 413.82 lacs	Ongoing subject to renewal as per contractual term ₹ 5 Crores for each vessel	Ongoing subject to renewal as per contractual term ₹ 5 Crores	Ongoing subject to renewal as per contractual term ₹ 10 lacs	Ongoing subject to renewal as per contractual term ₹ 1 Crore
4	Salient terms of the contracts or arrangements or transactions including the value, if any	Crane deployed in the vessel Vikrant Dolphin	To be deployed in execution of offshore projects	To be used as working capital	To be deployed in execution of offshore projects	To be used as working capital
5	Justification for entering into such contracts or arrangements or transactions	In the ordinary course of business	In the ordinary course of business	To help utilize the surplus funds effectively	In the ordinary course of business	In the ordinary course of business.
6	Date(s) of approval by the Board	February 02, 2017	February 02, 2017	February 02, 2017	Continuing since 2006	February 02, 2017
7	Amount paid as advances, if any	NIL	NIL	NIL	NIL	NIL
8	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA	NA	NA	NA	NA

On behalf of the Board of Directors

SABYASACHI HAJARA
CHAIRMAN

Mumbai
May 24, 2018

ANNEXURE IV

Annual report on Corporate Social Responsibility (CSR) activities

In view of the losses during the period under review and previous years, the Company has not spent any amount towards the CSR as envisaged under Section 135 of the Companies Act, 2013. The extract CSR policy is given below:

DOEIL's strategic Corporate Social Responsibility (CSR) projects are aimed at achieving DOEIL goals and have helped us build a reputation of being one of the most socially and environmentally responsible companies in India.

1. Purpose

The key purpose of this policy is to:

- Define what CSR means to DOEIL and the approach adopted to achieve DOEIL goals.
- Identify broad area of intervention in which the company will undertake projects.
- Define the kind of projects that will come under the ambit of CSR.
- Save as a guiding document to help execute and monitor CSR projects.
- Elucidate criteria for implementation agencies.
- Explain the manner in which the surpluses from CSR projects will be treated.

2. Policy Statement

Through DOEIL CSR Policy, we align DOEIL CSR strategy with the DOEIL group's vision and goals. The policy focuses on addressing critical social, environmental and economic needs of the marginalized / underprivileged sections of the society. We adopt an approach that integrates the solutions to these problems into the strategy of the company to benefit the communities at large and deliver social and environmental impact.

3. Scope of CSR activities in DOEIL

As a practice, we classify only those projects that are over and above DOEIL's normal course of business as CSR. This policy applies to all DOEIL's CSR projects. On a periodic basis this policy will be reviewed and updated in the line with relevant codes of corporate governance, international standards and best practices.

Furthermore, the policy also fulfills the requirement of the CSR rules as per the Section 135 of the Companies Act, 2013.

4. Goals of DOEIL

DOEIL CSR policy contributes to the Group wise goals by adopting projects in the areas of intervention defined in Schedule VII of the Companies Act, 2013 which are as follows;

i. Promotion of all kinds of education and training;

ii. Eradicating extreme hunger and poverty;

iii. Promoting gender equality and empowering women;

iv. Reducing child morality and improving maternal health;

v. Combating human immunodeficiency virus, acquired immune deficiency

vi. Syndrome, malaria and other diseases;

vii. Ensuring environmental sustainability;

viii. Employment enhancing vocational skills and training;

ix. Social business projects;

5. Governance Structure

5.1 Board Level CSR Committee

5.1.1 Members

This committee will report to the Board of the Company, and will comprise of:

a. Mr. Satpal Singh

b. Mr. Navpreet Singh

c. Mr. Sabyasachi Hajara

5.1.2 Responsibilities

- Formulate and update DOEIL CSR Policy, which will be approved by the Board of DOEIL
- Suggest areas of intervention to the Board of DOEIL
- Approve projects that are in line with the CSR policy
- Put monitoring mechanism in place to track the progress of each project
- Recommend the CSR expenditure to the Board of DOEIL for approval
- Meet twice a year to review the progress made.

5.2 Management Committee

The CSR Committee shall constitute a Managing Committee which shall be responsible for ensuring the smooth execution of all the CSR projects within the company. The committee will report to the said CSR Committee..

6. CSR Budget & Project Life-cycle

The total budget for the CSR project will be decided as a part of the Annual Operating Plans in accordance with the goals and priorities identified for each of the key focus areas by the CSR Committee.

CSR project will be strategically planned and managed. The key stages of a project are Project approval, Implementation, Monitoring and Reporting.

For more details, refer the above Policy which has been uploaded on the website of the Company www.dolphinoffshore.com.

ANNEXURE V

SECRETARIAL AUDIT REPORT

Form No. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

For the financial year ended 31st March, 2018

To,

The Members,
Dolphin Offshore Enterprises (India) Limited
CIN: L11101MH1979PLC021302

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by Dolphin Offshore Enterprises (India) Limited (hereinafter called "the Company"). Secretarial Audit as required under Companies Act, 2013 was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year ended on 31st March, 2018 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 as made available to me, according to the following provisions including any statutory modification, amendments or re-enactment thereof for the time being in force:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not applicable

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time; *Not applicable*

   d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not applicable*

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not applicable*

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with the Company; *Not applicable*

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *Not applicable*

   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *Not applicable*.

(vi) I have relied on the representation made by the management and its officers for systems and mechanism framed by the Company and having regard to the compliance system prevailing in the Company & on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following laws as specifically applicable to the Company:

a. Income tax Act, 1961 and other indirect taxes;

b. Copy Right Act 1957;

c. Industrial Disputes Act 1947;

d. All applicable Labour Laws and other incidental laws related to labour and employee appointed by the Company either on its payroll or on contractual basis as related to wages, Gratuity, Provident Fund, ESIC, and Compensation etc.;

e. The Customs Act, 1962;

f. The Merchant Shipping Act, 1958 and rules made thereunder;

g. Safety of Life Sea Convention (1974) including its amendments;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards in respect of Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

To the best of my knowledge and belief, during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as reported herein.

I further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Director, Non-Executive Directors and Independent Directors as required under Companies Act, 2013. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of Board of Directors of the Company were carried on the basis of requisite majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that based on review of compliance mechanism established by the Company and on the basis of Compliance Certificates issued by the Company Secretary, I am of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

However, I further report that, the Company is not regular in depositing with appropriate authorities, undisputed statutory dues including payment of wages, provident fund, employee state insurance, income tax, indirect taxes, custom duty, cess and any other material statutory dues applicable to it, and there have serious delays in a large number of cases.

During the audit period the Company and its officers has co-operated with me and have produced before me all the required forms information, clarifications, returns and other documents as required for the purpose of audit.

Prashant S. Mehta
Practicing Company Secretary
Membership no. A5814
COP: 17341

Place: Mumbai
Date: 24th May, 2018

ANNEXURE VI

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirements	Disclosure	
I	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2017-2018	**Name of Director**	**Ratio to median remuneration**
		Rear Admiral Kirpal Singh	0.24
		Mr. Satpal Singh	20.72
		Mr. Navpreet Singh	20.72
		Mr. Sabyasachi Hajara	0.83
		Dr. F. C. Kohli	0.52
		(Dr.) Mrs. V. Bharucha	0.28
		Mr. V. Surendran	7.93
II	The percentage increase in remuneration of each director, CFO, CEO, CS in the financial year	Nil	
III	The percentage increase in the median remuneration of employees in the financial year	Nil	
IV	The number of permanent employees on the rolls of the Company	153 employees as on March 31, 2018	
V	The explanation on the relationship between average increase in remuneration and Company performance	NA	
VI	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Not Applicable for the FY 2017-18 in view of the loss.	
VII	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current FY and previous FY and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	The Market Capitalization as of March 31, 2018 is 14005 lakhs as Compared to ₹ 21494 lakhs as of March 31, 2017. The EPS as of March 31, 2018 is ₹ (10.27) as compared to the EPS as of March 31, 2017 of ₹ (23.30). The Closing Price as of March 31, 2018 was ₹ 83.50 as compared to Closing Price of ₹ 128.15 as of March 31, 2017.	
VIII	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Not Applicable as the Company has not given any increment to the employees including managerial personnel.	
IX	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Not Applicable for the FY 2017-18 in view of the loss.	
X	The key parameters for any variable component of remuneration availed by the directors	Variable component is only commission.	
XI	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	0.80	
XII	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed.	

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on financial year ended 31-03-2018
[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014]

A. REGISTRATION AND OTHER DETAILS

(i)	CIN	:	L11101MH1979PLC021302
(ii)	Registration Date	:	May 17, 1979
(iii)	Name of the Company	:	**Dolphin Offshore Enterprises (India) Ltd.**
(iv)	Category / Sub-Category of the Company	:	Public Company
(v)	Address of the Registered office and contact details	:	1001, Raheja Centre, 214 Nariman Point, Mumbai - 400 021 Tel. No.22 2283226/42 www.dolphinoffshore.com
(vi)	Whether listed company	:	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Sharex Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Industrial Premises, Safed Pool, Andheri (East), Mumbai – 400 072 Tel. No. 2851 5606/5644/6338 Fax. No. 28512885 Web: http://www.sharexindia.com Contact Person: Mr. Lawrance

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	EPC Contractor	09101	100%

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ associate	% of shares held	Applicable Section
1	Dolphin Offshore Shipping Limited 1001, Raheja Centre, 214, Nariman Point, Mumbai 400 021	U51900MH1990PLC057967	Subsidiary	100%	2(87)
2	Dolphin Offshore Enterprises (Mauritius) Pvt. Ltd.	25799/6284	Subsidiary	100%	2(87)

D. **SHARE HOLDING PATTERN**

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2017				**No. of Shares held at the end of the year 31-03-2018**				% Change during the year
	Demat	Physical	Total	% of Total Shares	**Demat**	**Physical**	**Total**	**% of Total Shares**	
A. PROMOTER'S									
(1) INDIAN									
(a) Individual	5870013	0	5870013	34.998	**5870013**	**0**	**5870013**	**34.998**	0
(b) Central Govt		0				**0**			0
(c) State Govt(s)		0				**0**			0
(d) Bodies Corpp.	2560662	0	2560662	15.267	**2560662**	**0**	**2560662**	**15.267**	0
(e) FIINS / BANKS.		0				**0**			0
(f) Any Other		0				**0**			0
Sub-total (A) (1):-	8430675	0	8430675	50.265	**8430675**	**0**	**8430675**	**50.265**	0
(2) FOREIGN									
(a) Individual NRI / For Ind	765279	0	765279	4.563	**765279**	**0**	**765279**	**4.563**	0
(b) Other Individual		0				**0**			0
(c) Bodies Corporates		0				**0**			0
(d) Banks / FII		0				**0**			0
(e) Qualified Foreign Investor		0				**0**			0
(f) Any Other Specify		0				**0**			0
Sub-total (A) (2):-	765279	0	765279	4.563	**765279**	**0**	**765279**	**4.563**	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	9195954	0	9195954	54.828	**9195954**	**0**	**9195954**	**54.828**	0
(B) (1) PUBLIC SHAREHOLDING									
(a) Mutual Funds		0				**0**			0.000
(b) Banks / FI	23421	0	23421	0.140	**36612**	**0**	**36612**	**0.218**	0.078
(c) Central Govt.	12268	0	12268	0.073		**0**			-0.073
(d) State Govt.		0				**0**			0.000
(e) Venture Capital Funds		0				**0**			0.000
(f) Insurance Companies		0				**0**			0.000
(g) FIIs	24572	0	24572	0.147		**0**			-0.147
(h) Foreign Venture Capital Funds		0				**0**			0.000
(i) Others (specify)		0				**0**			0.000
Sub-total (B)(1):-	60261	0	60261	0.36	**36612**	**0**	**36612**	**0.218**	-0.142

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2017				**No. of Shares held at the end of the year 31-03-2018**				% Change during the year
	Demat	Physical	Total	% of Total Shares	**Demat**	**Physical**	**Total**	**% of Total Shares**	
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian	719390	0	719390	4.289	**1556074**	**0**	**1556074**	**9.278**	4.989
(ii) Overseas		0				**0**			0.000
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3809124	169455	3978579	23.721	**4050161**	**167219**	**4217380**	**25.145**	1.424
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2081949	108220	2190169	13.058	**1401346**	**108220**	**1509566**	**9.000**	-4.058
(c) Other (specify)									
Non Resident Indians	124239	4233	128472	0.766	**140991**	**4233**	**145224**	**0.866**	0.1
Overseas Corporate Bodies		0				**0**			0
Foreign Nationals		0				**0**			0
Clearing Members	499693	0	499693	2.979	**111708**	**0**	**111708**	**0.666**	-2.313
Trusts		0				**0**			0
Foreign Boodies - D R		0				**0**			0
Sub-total (B)(2):-	7234395	281908	7516303	44.813	**7260280**	**279672**	**7539952**	**44.955**	0.142
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7294656	281908	7576564	45.173	**7296892**	**279672**	**7576564**	**45.173**	0
C. Shares held by Custodian for GDRs & ADRs		**0**				**0**			**0.000**
Grand Total (A+B+C)	16490610	281908	16772518	100.00	**16492846**	**279672**	**16772518**	**100.00**	0

Company : Dolphin Offshore Enterprises (I) Ltd. from 01-04-2017 to 31-03-2018

Shareholding of promoters - MGT9 Report

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			ShareHolding at the end of the year			% changes in share holding during the year
		No.of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No.of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	
1	DOLPHIN OFFSHORE PROJECTS LIMITED	2560662	15.267	14.077	2560662	15.267	14.077	0
2	NAVPREET SINGH	992084	5.915	3.16	992084	5.915	5.897	0
3	SATPAL SINGH	956840	5.705	2.743	956840	5.705	5.705	0
4	KIRPAL SINGH	921923	5.497	1.252	921923	5.497	1.252	0
5	SUNITA SINGH MACLAREN	765279	4.563	0	765279	4.563	0	0
6	MANJIT K SINGH	548857	3.272	0	548857	3.272	0	0
7	PRABHA CHANDRAN	509912	3.04	0	509912	3.04	0	0
8	KAMAL MALHI	333172	1.986	0	333172	1.986	0	0
9	RITU NAVPREET SINGH	274400	1.636	0	274400	1.636	1.636	0
10	RISHMA SINGH	244608	1.458	0	244608	1.458	1.452	0
11	SIMRIT MALHI	231256	1.379	0	231256	1.379	0	0
12	ROHAN SINGH	188385	1.123	0	188385	1.123	1.123	0
13	AANCHAL MALHI	180256	1.075	0	180256	1.075	0	0
14	AKHIL SINGH	165760	0.988	0	165760	0.988	0.988	0
15	TARUN SINGH	165760	0.988	0	165760	0.988	0.988	0
16	NITU SINGH	156800	0.935	0	156800	0.935	0.931	0

Change in Promoter's Shareholding (Please specify,if there is change)

Sr. No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			% of total Shares of the company
		No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	
N/A								

Shareholding pattern of top ten Shareholders (other than Directors,promoters and Holders of GDRs and ADRs):

Sr. No	Name	No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
1	MUKUL MAHAVIR AGRAWAL	810000	4.829	01-04-2017				
				07-07-2017	-100000	Sold	710000	4.233
				25-08-2017	-75000	Sold	635000	3.786
				22-09-2017	100000	Buy	735000	4.382
				23-03-2018	-60000	Sold	675000	4.024
	-Closing Balance			31-03-2018	-40297	Sold	634703	3.784
2	FINQUEST SECURITIES PVT. LTD. - CLIENT MARGIN A/C	81800	0.488	01-04-2017				
				21-04-2017	143900	Buy	225700	1.346
				25-08-2017	157000	Buy	382700	2.282
				22-09-2017	-142000	Sold	240700	1.435
				12-01-2018	50000	Buy	290700	1.733
				19-01-2018	-50000	Sold	240700	1.435
				09-02-2018	27000	Buy	267700	1.596
				23-03-2018	150000	Buy	417700	2.49
	-Closing Balance			31-03-2018			417700	2.49
3	KIRANJIT SINGH RANA	138567	0.826	01-04-2017				
	-Closing Balance			31-03-2018		No Change	138567	0.826
4	SUSHIL CAPITAL PRIVATE LIMITED	55697	0.332	01-04-2017				
				05-05-2017	-4000	Sold	51697	0.308
				19-05-2017	-5000	Sold	46697	0.278
				15-09-2017	-500	Sold	46197	0.275
				26-01-2018	-500	Sold	45697	0.272
				02-02-2018	50000	Buy	95697	0.571
	-Closing Balance			31-03-2018			95697	0.571
5	SUSHIL FINANCIAL SERVICES PVT.LTD.	77902	0.464	01-04-2017				
				07-04-2017	9255	Buy	87157	0.52
				14-04-2017	7450	Buy	94607	0.564
				21-04-2017	-4078	Sold	90529	0.54
				28-04-2017	-8130	Sold	82399	0.491
				05-05-2017	-1782	Sold	80617	0.481
				12-05-2017	3087	Buy	83704	0.499
				19-05-2017	-93	Sold	83611	0.498
				26-05-2017	17286	Buy	100897	0.602
				02-06-2017	-2991	Sold	97906	0.584
				09-06-2017	697	Buy	98603	0.588
				16-06-2017	3929	Buy	102532	0.611
				23-06-2017	7985	Buy	110517	0.659
				30-06-2017	-2120	Sold	108397	0.646
				07-07-2017	-4803	Sold	103594	0.618
				14-07-2017	18869	Buy	122463	0.73
				25-08-2017	-20965	Sold	101498	0.605

Sr. No	Name	No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
				01-09-2017	-2437	Sold	99061	0.591
				08-09-2017	1835	Buy	100896	0.602
				15-09-2017	-3124	Sold	97772	0.583
				22-09-2017	-559	Sold	97213	0.58
				30-09-2017	7546	Buy	104759	0.625
				06-10-2017	-8133	Sold	96626	0.576
				13-10-2017	2675	Buy	99301	0.592
				20-10-2017	12591	Buy	111892	0.667
				27-10-2017	-12867	Sold	99025	0.59
				03-11-2017	-6968	Sold	92057	0.549
				10-11-2017	41575	Buy	133632	0.797
				17-11-2017	-7479	Sold	126153	0.752
				24-11-2017	17770	Buy	143923	0.858
				01-12-2017	-14766	Sold	129157	0.77
				08-12-2017	-17648	Sold	111509	0.665
				15-12-2017	-3359	Sold	108150	0.645
				22-12-2017	5136	Buy	113286	0.675
				29-12-2017	-2756	Sold	110530	0.659
				05-01-2018	6737	Buy	117267	0.699
				12-01-2018	36854	Buy	154121	0.919
				19-01-2018	-22772	Sold	131349	0.783
				26-01-2018	-14062	Sold	117287	0.699
				02-02-2018	7877	Buy	125164	0.746
				09-02-2018	-13791	Sold	111373	0.664
				16-03-2018	945	Buy	112318	0.67
				23-03-2018	-14619	Sold	97699	0.582
	-Closing Balance			31-03-2018	-3700	Sold	93999	0.56
6	ANGEL BROKING PVT LTD	71288	0.425	01-04-2017				
				07-04-2017	-15376	Sold	55912	0.333
				14-04-2017	4841	Buy	60753	0.362
				21-04-2017	-444	Sold	60309	0.36
				28-04-2017	-3992	Sold	56317	0.336
				05-05-2017	1270	Buy	57587	0.343
				12-05-2017	4593	Buy	62180	0.371
				19-05-2017	28758	Buy	90938	0.542
				26-05-2017	-20560	Sold	70378	0.42
				02-06-2017	-18702	Sold	51676	0.308
				09-06-2017	-3382	Sold	48294	0.288
				16-06-2017	-753	Sold	47541	0.283
				23-06-2017	16671	Buy	64212	0.383
				30-06-2017	8636	Buy	72848	0.434
				07-07-2017	-6581	Sold	66267	0.395
				14-07-2017	-5685	Sold	60582	0.361

Sr. No	Name	No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
				25-08-2017	7071	Buy	67653	0.403
				01-09-2017	-10743	Sold	56910	0.339
				08-09-2017	-9722	Sold	47188	0.281
				15-09-2017	3827	Buy	51015	0.304
				22-09-2017	17980	Buy	68995	0.411
				30-09-2017	-27412	Sold	41583	0.248
				06-10-2017	-78	Sold	41505	0.247
				13-10-2017	1113	Buy	42618	0.254
				20-10-2017	802	Buy	43420	0.259
				27-10-2017	-1960	Sold	41460	0.247
				03-11-2017	11096	Buy	52556	0.313
				10-11-2017	-10137	Sold	42419	0.253
				17-11-2017	-2127	Sold	40292	0.24
				24-11-2017	-125	Sold	40167	0.239
				01-12-2017	10359	Buy	50526	0.301
				08-12-2017	9054	Buy	59580	0.355
				15-12-2017	10466	Buy	70046	0.418
				22-12-2017	-8281	Sold	61765	0.368
				29-12-2017	20231	Buy	81996	0.489
				05-01-2018	-1784	Sold	80212	0.478
				12-01-2018	20645	Buy	100857	0.601
				19-01-2018	31988	Buy	132845	0.792
				26-01-2018	-6172	Sold	126673	0.755
				02-02-2018	5504	Buy	132177	0.788
				09-02-2018	-17091	Sold	115086	0.686
				16-03-2018	-31462	Sold	83624	0.499
				23-03-2018	5149	Buy	88773	0.529
	-Closing Balance			31-03-2018	2664	Buy	91437	0.545
7	SHIRIN KEKI PANTHAKI	81200	0.484	01-04-2017				
	-Closing Balance			31-03-2018		No Change	81200	0.484
8	NARGIS PHEROZE KHARAS	73443	0.438	01-04-2017				
	-Closing Balance			31-03-2018		No Change	73443	0.438
9	FINQUEST FINANCIAL SOLUTIONS PVT. LTD.	50000	0.298	01-04-2017				
				02-02-2018	50000	Buy	100000	0.596
				09-02-2018	-27000	Sold	73000	0.435
	-Closing Balance			31-03-2018			73000	0.435
10	CHAN TEJINDER SINGH	47040	0.28	01-04-2017				
	-Closing Balance			31-03-2018		No Change	47040	0.28

Sr. No	Name	No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
11	IL AND FS SECURITIES SERVICES LIMITED	92494	0.551	01-04-2017				
				07-04-2017	-1270	Sold	91224	0.544
				14-04-2017	3069	Buy	94293	0.562
				21-04-2017	1300	Buy	95593	0.57
				28-04-2017	5451	Buy	101044	0.602
				05-05-2017	-2150	Sold	98894	0.59
				12-05-2017	-650	Sold	98244	0.586
				19-05-2017	1725	Buy	99969	0.596
				26-05-2017	3550	Buy	103519	0.617
				02-06-2017	5206	Buy	108725	0.648
				23-06-2017	-4067	Sold	104658	0.624
				30-06-2017	-1494	Sold	103164	0.615
				07-07-2017	-410	Sold	102754	0.613
				14-07-2017	-470	Sold	102284	0.61
				25-08-2017	-7968	Sold	94316	0.562
				01-09-2017	3658	Buy	97974	0.584
				08-09-2017	-649	Sold	97325	0.58
				15-09-2017	-75005	Sold	22320	0.133
				22-09-2017	-3305	Sold	19015	0.113
				30-09-2017	677	Buy	19692	0.117
				06-10-2017	-1000	Sold	18692	0.111
				13-10-2017	700	Buy	19392	0.116
				20-10-2017	-500	Sold	18892	0.113
				27-10-2017	-2000	Sold	16892	0.101
				03-11-2017	-90	Sold	16802	0.1
				10-11-2017	1315	Buy	18117	0.108
				17-11-2017	779	Buy	18896	0.113
				24-11-2017	-2417	Sold	16479	0.098
				01-12-2017	214	Buy	16693	0.1
				08-12-2017	-300	Sold	16393	0.098
				15-12-2017	-1650	Sold	14743	0.088
				22-12-2017	3385	Buy	18128	0.108
				29-12-2017	892	Buy	19020	0.113
				31-12-2017	-785	Sold	18235	0.109
				05-01-2018	45000	Buy	63235	0.377
				12-01-2018	-2434	Sold	60801	0.363
				19-01-2018	-37642	Sold	23159	0.138
				26-01-2018	-4080	Sold	19079	0.114
				02-02-2018	2996	Buy	22075	0.132
				09-02-2018	-3416	Sold	18659	0.111
				16-03-2018	21215	Buy	39874	0.238
				23-03-2018	-16	Sold	39858	0.238
	-Closing Balance			31-03-2018	-1530	Sold	38328	0.229

Sr. No	Name	No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
12	RUCHIT BHARAT PATEL	300509	1.792	01-04-2017				
				21-04-2017	-143000	Sold	157509	0.939
				25-08-2017	-157000	Sold	509	0.003
				22-09-2017	211302	Buy	211811	1.263
				12-01-2018	-50000	Sold	161811	0.965
				23-03-2018	-150000	Sold	11811	0.07
	-Closing Balance			31-03-2018			11811	0.07
13	PULKIT.N.SEKHSARIA	60000	0.358	01-04-2017				
				16-02-2018	-60000	Sold	0	0
	-Closing Balance			31-03-2018		0	0	

Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Mr. Navpreet Singh**				
	At the beginning of the year	992084	5.91	992,084	5.91
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for	Nil	Nil	Nil	Nil
	At the end of the year	992,084	5.91	992,084	5.91
2	**Mr. Satpal Singh**				
	At the beginning of the year	956,840	5.70	956,840	5.70
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for	Nil	Nil	Nil	Nil
	At the end of the year	956,840	5.70	956,840	5.70
3	**Mr. V Surendran**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	4,529.77	1,723.13	86.50	6339.40
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	**4,529.77**	**1,723.13**	**86.50**	6339.40
Change in Indebtedness during the financial year				
• Addition	6,246.15	5,365.28		11,629.42
• Reduction	-6,807.85	-1,892.35		-8,700.20
Net Change	**-543.70**	**3,472.93**		**2,929.23**
Indebtedness at the end of the financial year	3.956.07	5,196.06	**86.50**	9,268.63
Total (i+ii+iii)	**3.956.07**	**5,196.060**	**86.50**	**9268.630**

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Mr. Navpreet Singh	Mr. Satpal Singh
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,800,000	4,800,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	454,600	454,600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	- others, specify…	Nil	Nil
5	Others, please specify	Nil	Nil
	Contribution to P F & Superannuation	816,000	816,000
	Total (A)	**6,070,600**	**6,070,600**
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013	

B. **Remuneration to other directors:**

Particulars of Remuneration	Name of Directors			Total Amount (In ₹)
Independent Directors	**Mr. Sabyasachi Hajara**	**Dr. Faqir Chand Kohli**	**Dr. (Mrs.) Vasantha S Bharucha**	
• Fee for attending board / committee meetings	2,10,000	1,30,000	70,000	
• Commission	Nil	Nil	Nil	
• Others, please specify	Nil	Nil	Nil	
Total (1)	**2,10,000**	**1,30,000**	**70,000**	**4,10,000**
Non-Executive Directors	**Rear Admiral Kirpal Singh**	**Mrs. Manjit Kirpal Singh**		
• Fee for attending board / committee meetings	60,000	50,000		
• Commission	Nil	Nil		
• Others, please specify	Nil	Nil		
Total (2)	**60,000**	**50,000**		**1,10,000**
Total (B) = (1+2)				**5,20,000**
Total Managerial Remuneration				
Overall Ceiling as per the Act	Sitting fees paid is within the limits specified under the Companies Act, 2013			

C. **REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr No.	Particulars of Remuneration	Key Managerial Personnel
		Mr. V. Surendran
1	Gross salary	1856748
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	140050
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission	Nil
	Others, please specify	
	Contribution to PF & Superannuation Fund	255102
	Total	**2251900**

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

CORPORATE GOVERNANCE REPORT

[As per Regulation 34(3) read with Schedule V (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015")]

1.0 COMPANY'S GOVERNANCE PHILOSOPHY

The Company believes that sound corporate practices based on fairness, transparency and accountability is essential for its sustained long-term growth. It is in recognition of such requirements that the Company has adopted good governance principles and practices, in order to achieve its objectives and also help to build confidence of the shareholders in the management of the Company.

2.0 BOARD OF DIRECTORS

As on March 31, 2018, composition of Board of Directors comprises of two (2) Executive Directors and five (5) Non-Executive Directors. As at March 31, 2018 Mr. Sabyasachi Hajara was the Chairman (Non- Executive Independent).

a. Composition, Category of Directors and Other Directorship details as on March 31, 2018 are as follows:

Title	Name & DIN	PAN	Category Executive / Non Executive / Independent/ Nominee/ Promoter	No. of Directorship in other Board of Directors	Number of membership in Audit/ Stakeholder/ Nomination & Remuneration Committee	No. of Post of Chairperson in Audit/ Stake holder/ Nomination & Remuneration Committee
Mr.	Sabyasachi Hajara (00004485)	ABFPH9916A	Non Executive-Independent-Chairperson	4	1	2
Mr.	Rear Admiral Kirpal Singh (00006062)	AAKPS5890C	Promoter-Non Executive-	3	NIL	NIL
Mr.	Satpal Singh (00006075)	AAHPS6542G	Promoter-Executive - Managing Director & CEO	3	NIL	NIL
Mr.	Navpreet Singh (00006085)	AAMPS8304H	Promoter-Executive-Jt. Managing Director & CFO	3	1	NIL
Mr.	Faqir Chand Kohli (00102878)	AHDPK2257R	Non Executive-Independent	2	NIL	NIL
Mrs.	* Vasantha Bharucha (02163753)	AGUPB8867C	Non Executive-Independent	2	2	NIL
Mrs.	Manjit Kirpal Singh	ANEPS0465N	Promoter-Non Executive-Director	1	NIL	NIL

*Mrs. Vasantha Bharucha has ceased to be a Director w.e.f. November 26, 2017.

The Directorships (excluding the Company) held by Directors as mentioned above; do not include Directorships in Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies.

The Memberships/Chairmanships of only the Audit Committees, Stakeholders Relationship Committees and Nomination and Remuneration Committee in all Companies have been considered excluding those in Dolphin Offshore Enterprises (India) Limited.

b. Guidelines regarding appointment of Directors

The Board has formulated the Nomination cum Remuneration Board Diversity Policy of Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of Section 178 of the Companies Act, 2013 and the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.The said Policy outlines the appointment criteria and qualifications, the term / tenure of the Directors on the Board of the Company and the matters related to remuneration of the Directors. The said Policy has been published as an Annexure to Director's Report elsewhere in this Annual Report.

c. Membership term

As per the Section 152(6) of the Companies Act, 2013, not less than two-third of the total number of Directors of a Public Company shall be persons whose period of office is liable to determination by retirement of directors by rotation; and as per the Articles of Association of the Company one-third of these Directors are required to retire every year and if eligible, the retiring Directors qualify for re-appointment.

Independent Directors are not liable to retire by rotation.

d. Succession policy

The Board constantly evaluates the contribution of its members and recommends to Shareholders their re-appointment periodically as per the statute. Executive Directors are appointed by the shareholders for a maximum period of five years at one time, but are eligible for re-appointment upon completion of their term. Non-Independent and Non-Executive Directors do not have any term, but retire by rotation as per the law.

The Board has not formulated a retirement policy for its Executive Directors, they will be holding their position at the discretion of the Board of Directors, however, the term of the person holding their position may be extended beyond the age of Seventy Five years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy Five years.

e. Memberships of other Boards

No Director of the Company is a member of more than ten committees or a Chairman of more than five committees across all companies in which he / she is a Director. For the purpose of these, only membership and chairmanship in Audit Committee and Stakeholders' Relationship Committee are considered.

Furthermore, every Director informs the Company about the committee positions he / she occupies in other companies and notifies the changes as and when they take place.

f. Disclosure Regarding Appointment or Re-Appointment Of Directors

Mr. Satpal Singh, Managing Director & CEO, who retires by rotation and being eligible, offer himself for re-appointment as per the provision of Section 152 of the Companies Act, 2013

g. Number of shares held by Non-Executive Directors

Sr. No.	Name of the Non-Executive Directors	Shares held of ₹ 10/- each
1.	Rear Admiral Kirpal Singh	921923
2.	Dr. F.C. Kohli	224
3.	Mrs. Manjit Kirpal Singh	548857

h. Familiarisation Programme For Independent Directors

The Company conducts the Familiarization programme for Independent Directors whenever. The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to familiarise them with the processes, businesses and functionaries of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's policy of conducting the familiarisation programme has been disclosed on the website of the Company at www.dolphinoffshore.com.

i. Board Meetings held during the year and details of attendance

The details of attendance of each Director at the Board Meeting, last Annual General Meeting, and number of other directorship and membership in the committees thereof, are as under :

Name of the Directors & Position	No. of Board Meetings held, attended during the tenure					AGM Held on 22.09.2017
	17.05.2017	11.09.2017	11.12.2017	14.02.2018	19.03.2018	
Mr. Sabyasachi Hajara, NEC	Yes	Yes	Yes	Yes	Yes	Yes
Rear Admiral Kirpal Singh, NED	Yes	No	Yes	No	No	No
Mr. Satpal Singh, MD & CEO	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Navpreet Singh, JMD & CFO	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Manjit Kirpal Singh, NED	No	Yes	Yes	No	No	No
Dr. Faqir Chand Kohli, Director	Yes	Yes	Yes	Yes	No	No
*Dr. (Mrs.) Vasantha S Bharucha, Director	Yes	Yes	No	No	No	No

* Dr. (Mrs.) Vasantha S Bharucha has ceased to be a Director w.e.f. November 26, 2017.

j. The relationships between Directors interest are as follows:

1. Rear Admiral Kirpal Singh – Father
2. Mrs. Manjit Kirpal Singh – Mother
3. Mr. Satpal Singh – Son
4. Mr. Navpreet Singh – Son

k. Committees of the Board Of Directors

The Board has constituted committees consisting of Executive and Non-Executive Directors to focus on the critical functions of the Company. The Compliance Officer for all these committees is Mr. V. Surendran, Company Secretary.

Pursuant to the application of Companies Act, 2013, the Company has the following committees:

1. Audit Committee
2. Managing Committee
3. Share Transfer Committee
4. Stakeholders Relationship Committee
5. Nomination and Remuneration Committee
6. Sexual Harassment Committee
7. Committee for affixing Common Seal
8. Committee for Banking Operation.
9. Corporate Social Responsibility Committee

3.0 AUDIT COMMITTEE

The Audit Committee of the Board deals with all relating to financial reporting, internal controls, risk management etc. and reports to the Board from time to time. The Board of Directors of the Company has constituted an Audit Committee and also has the powers to reconstitute the same from time to time.

The powers, role and terms of reference of the Audit Committee are in accordance with the provisions of Regulation 18 of the Listing Regulations, 2015 and Section 177 of the Companies Act, 2013.

[A] **Terms of Reference**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company and approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;

3. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.

(b) Changes, if any, in accounting policies and practices and reasons for the same.

(c) Major accounting entries involving estimates based on the exercise of judgment by the management.

(d) Significant adjustments made in the financial statements arising out of the audit findings.

(e) Compliance with listing and other legal requirements relating to financial statements.

(f) Disclosure of any related party transactions.

(g) Qualifications in the draft audit report.

4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (Public Issue, Rights Issue, Preferential Issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer Document / Prospectus / Notice and the Report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

6. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

7. Approval or any subsequent modification of transactions of the company with related parties;

8. Scrutiny of inter-corporate loans and investments;

9. Valuation of undertakings or assets of the Company, wherever it is necessary;

10. Evaluation of internal financial controls and risk management systems;

11. Reviewing, with the management, performance of statutory auditors and internal auditors, and adequacy of the internal control systems;

12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

13. Discussion with internal auditors of any significant findings and follow up there on;

14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

17. Review the functioning of the Whistle Blower Mechanism;

18. Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

[B] **Composition of Audit Committee**

The Audit Committee comprises of the following Non- Executive Directors, namely:-

Sr. No.	Name of Director	Postion
1.	Mr. Sabyasachi Hajara	Chairman
2.	Dr. (Mrs.) Vasantha Bharucha**	Member
3.	Dr. F. C. Kohli	Member
4.	Mrs. Manjit Kirpal Singh***	Member

** Dr. (Mrs) Vasantha Bharucha ceased to be the member of Audit Committee w.e.f. November 26, 2017.

*** Mrs.Manjit Kirpal Singh was appointed on February 14, 2018 as a Member.

[C] **Meetings of the Audit Committee**

The Audit Committee met 4 times during the year 2017-2018 on the following dates May 17, 2017, September 11, 2017, December 11, 2017 and February 14, 2018.

Details of Attendance:

Name of Directors	No. of Audit Committee Meetings held	No. of Meetings attended
Mr. Sabyasachi Hajara	4	4
Dr. F.C. Kohli	4	3
Dr. (Mrs.) Vasantha S. Bharucha*	4	2
Mrs. Manjit Kirpal Singh	4	1

* Mrs.Vasantha Bharucha ceased to be the member of Audit Committee w.e.f. November 26, 2017 and Mrs. Manjit Kirpal Singh was appointed on February 14, 2018 as a Member.

4.0 NOMINATION AND REMUNERATION COMMITTEE

[A] **Terms of Reference**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy referred to as in Nomination cum Remuneration and Board Diversity Policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for performance evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed as senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

[B] **Composition of Nomination and Remuneration Committee**

The Committee comprises of following Directors namely:

Sr. No.	Name of Director	Postion
1.	Dr. F. C. Kohli	Chairman
2.	Mr. Sabyasachi Hajara	Member
3.	Dr. (Mrs.) Vasantha Bharucha**	Member
4.	Mrs. Manjit Kirpal Singh***	Member

** Dr. (Mrs) Vasantha Bharucha ceased to be the member of Nomination and Remuneration Committee w.e.f. November 26, 2017.

*** Mrs. Manjit Kirpal Singh was appointed on March 19, 2018 as a Member. Further, Mr. F.C. Kohli is appointed as Chairman in place of Mr. Sabyasachi Hajara on March 19, 2018.

[C] **Meetings and Attendance of the Remuneration Committee:**

During the year under review no Nomination and Remuneration Committee Meeting was held.

[D] **Performance evaluation criteria for Independent Directors**

The Board and Nomination and Remuneration Committee carry the performance evaluation of the Directors. Accordingly, on the basis of the report of the performance evaluation of Directors including Independent Directors, the Company decides whether to extend or continue the term of appointment of the Independent Directors. The criteria of performance evaluation of Directors include the effectiveness in decision making, effectiveness in facilitating the Board Meeting, demonstrating knowledge etc.

Nomination cum Remuneration and Board Diversity Policy

1) **Remuneration to Non-Executive Directors**

The Committee to recommend the remuneration of the Non-Executive Directors to the Board for its approval, and will be subject to approval of the shareholders of the Company. The current terms of the remuneration of the Non-Executive Directors are as under:

1. A Commission based on the profit of the Company, upto such amount, as may be decided by the Board and the shareholders, from time to time.

2. Sitting fees of such amounts as may be determined from time to time and upto such amount, as may be decided by the Board and the shareholders, if required.

3. Any increment in sitting fees will be subject to approval of the Board and the shareholders.

4. The Non-Executive Directors are currently not entitled to any stock options.

5. The Non-Executive Directors shall be entitled to travel and lodging expenses for attending Board/Committee Meetings or any other function/Job of the Company.

2) **Managing Director and other employees of the Company**

The remuneration and reward structure for Executive Directors comprises salaries, perquisites and commission and for employees only salaries and perquisites. The Nomination and Remuneration Committee, comprising two Non-Executive Independent Directors and one Non-Executive Director, determines the remuneration of Managing Director and determines guidelines for remuneration payable to the employees. The detailed policy of the Company on the Nomination and Remuneration is annexed to the Directors' Report.

5.0 REMUNERATION TO DIRECTORS

(a) The Non-Executive Independent Directors had no pecuniary relationship or transactions with the Company, except for sitting fees and reimbursement of expenses paid during the financial year 2017-2018.

(b) Criteria for making payments to Non-Executive Directors is disseminated on the Company's website i.e. www.dolphinoffshore.com.

(c) Details of Remuneration/sitting fees paid to Directors during the year ended March 31, 2018

(Amount in ₹)

Sr. No.	Name of Director	Remuneration	Sitting Fees	Commission
1	Rear Admiral Kirpal Singh	-	60,000	-
2	Mr. Satpal Singh	60,70,600	-	-
3	Mr. Navpreet Singh	60,70,600	-	-
4	Mr. Sabyasachi Hajara	-	2,10,000	-
5	Dr. F.C. Kohli	-	1,30,000	-
6	Dr. (Mrs). Vasantha Bharucha	-	70,000	-
7	Mrs. Manjit Kirpal Singh	-	50,000	-

* Exclusive of Contribution to gratuity and leave encashment.

Dr. (Mrs) Vasantha Bharucha resigned w.e.f. November 26, 2017.

(i) The above details of remuneration or fees paid are all elements of remuneration package of individual directors summarised under major groups.

(ii) Apart from the above mentioned remuneration or fees paid there are no other fixed component and performance linked incentives based on the performance criteria.

(iii) There are no separate service contracts with any of the directors nor any notice period for them. There are no separate provisions for payment of severance fees.

(iv) There are no stock options offered to any of the Directors of the Company.

6.0 STAKEHOLDERS RELATIONSHIP COMMITTEE

[A] **Terms of Reference**

To ensure redressal of shareholders and investor complaints relating to transfer of shares, non-receipt of balance sheet, non-receipts of dividends/interests etc.

[B] **Composition of Stakeholders Relationship Committee**

The Committee comprises of following Directors namely:

1. Mr. Sabyasachi Hajara - Chairman
2. Mr. Navpreet Singh - Member

M/s. Sharex Dynamic (India) Pvt Ltd acts as a Registrar and Share Transfer Agent of the Company.

Status of investors' complaints/service requests:

At the beginning of the year	Received during the year	Resolved during the year	Pending
-	1	1	-

During the year under review, 1 Stakeholders Relationship Committee Meeting was held viz; May 17, 2017.

The details of attendance of each Member at the Stakeholders Relationship Committee held during the year ended March 31, 2018 are as under:

Name of Directors	No. of Stakeholders Relationship Committee Meeting Held	Number of meetings attended
Mr. Sabyasachi Hajara	1	1
Mr. Navpreet Singh	1	1
Dr. (Mrs). Vasantha Bharucha*	1	1

* Dr. (Mrs) Vasantha Bharucha resigned w.e.f. November 26, 2017.

The Compliance Officer is Mr. V Surendran, Company Secretary.

7.0 SHARE TRANSFER COMMITTEE

[A] **Terms of Reference**

The Company has set up the aforesaid Committee to ensure speedy share transfer and also to look into the Investor's complaints.

[B] **Composition of Share Transfer Committee**

1. Rear Admiral Kirpal Singh
2. Mr. Satpal Singh
3. Mr. Navpreet Singh

During the year under review the Committee met 4 times viz; September 11, 2017, December 04, 2017, February 28, 2018 and March 16, 2018.

Name of Directors	No. of share transfer Committee Meetings held	No. of Meetings attended
Mr. Satpal Singh	4	4
Mr. Navpreet Singh	4	4

8.0 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

As per Section 135 of the Companies Act, 2013 the Company formed the Committee which projects at achieving goals and to help us build reputation of being one of the most socially and environmentally responsible companies in India.

Composition of CSR committee.

1. Mr. Satpal Singh
2. Mr. Navpreet Singh.
3. Mr. Sabyasachi Hajara

In view of loss during the review and previous years, the company has not spent any amount towards the CSR and thus no meetings were held.

9.0 GENERAL MEETINGS

Details of last three Annual General Meetings (AGM).

VENUE	DATE	TIME	NO. OF SPECIAL RESOLUTIONS PASSED
M.C. Ghia Hall, Second Floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Kalaghoda, Mumbai – 400 001.	September 29, 2015	04:00 p.m.	Acceptance of Deposits from Members and/ or Public under Section 73 and 76 of the Companies Act, 2013
M.C. Ghia Hall, Second Floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Kalaghoda, Mumbai – 400 001.	September 21, 2016	04:00 p.m.	NIL
Grant Medical College Gymkhana, 472 N. S. Marg, Marine Drive, Mumbai – 400002	September 22, 2017	03:00 p.m.	NIL

During the year 2017-2018, there was no special resolution passed through Postal Ballot process.

10.0 MEANS OF COMMUNICATION

All important information relating to the Company, its financial performance, shareholding pattern, business, quarterly results, press release, other information as per the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, presentation to the press / analyst meet are regularly posted on Company's website. The quarterly, half-yearly and annual financial results of the Company are published in newspapers such as; Free press Journal and Navshakti. These results are also available on the websites of the Company, BSE Limited and National Stock Exchange of India Limited.

11.0 GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting

Date	:	September 11, 2018
Time	:	03:00 p.m.
Venue	:	Grant Medical College Gymkhana, 472 N. S. Marg, Marine Drive, Mumbai – 400 002.

b) Financial Year : Covers period from April 01, 2017 to March 31, 2018.

c) Dividend Payment date : NA

d) Listing on stock exchanges :

Equity shares are listed on the

1. Bombay Stock Exchange Limited (BSE)
   Phiroza Jeejeebhoy Towers
   14th Floor, Dalal Street
   Mumbai - 400 001
2. National Stock Exchange of India Limited (NSE),
   Exchange Plaza Bandra Kurla Complex
   Bandra (East), Mumbai 400 051

The Requisite Annual Listing Fees for 2017-18 have been paid in full to BSE and NSE.

e) Stock code : 522261 (BSE) and DOLPHINOFF (NSE)

f) International Securities Identifying Number (ISIN) (Shares) : INE920A01011

g) Market Price Data HIGH; LOW during each month from April, 2017 to March, 2018 (BSE) and (NSE).

PERIOD – 2016-17	BSE		NSE	
	HIGH	LOW	HIGH	LOW
April 2017	136.50	122.25	136.70	122.35
May 2017	127.00	90.50	127.20	90.55
June 2017	108.00	88.00	108.20	88.05
July 2017	101.55	94.15	101.40	94.15
August 2017	96.75	72.80	96.70	72.20
September 2017	100.50	86.15	100.70	85.60
October 2017	106.90	85.00	106.85	90.20
November 2017	130.90	100.70	130.70	100.30
December 2017	132.80	107.50	132.50	107.25
January 2018	158.00	116.80	158.20	116.60
February 2018	118.30	87.95	118.85	85.65
March 2018	91.60	75.80	99.00	73.35

h) Registrar and Share Transfer Agent : **M/s. Sharex Dynamic (India) Pvt. Ltd.**, Unit-1, Luthra Ind Premises, 1st Floor, 44 E, M Vasanti Marg, Andheri Kurla Road, Safeed Pool, Andheri East, Mumbai, Maharashtra 400072.

i) Share Transfer System :

Share transfer requests received in Physical form are registered within an average period of 15 days. A Share Transfer Committee comprising members of the Board meets as and when it is necessary.

Request for dematerialization (demat) received from the shareholders are effected within an average period of 15 days.

j) **Distribution of Shareholding as on March 31, 2018**

No of Shares	No. of Shareholders	% of shareholders	Shares held	% of shares
Upto – 100	7551	51.39	400230	2.39
101 – 200	2224	15.14	377617	2.25
201 – 500	3057	20.8	1011107	6.03
501 – 1000	938	6.38	761515	4.54
1001 – 5000	781	5.31	1706051	10.17
5001 – 10000	74	0.5	541241	3.23
10001 – 100000	52	0.35	1587833	9.47
100001 – Above	19	0.13	10386924	61.92
	14696	**100.00**	**16772518**	**100.00**

k) **Categories of Shareholding as on March 31, 2018**

Sr. No	Category	No. of Shares Held	Percentage (%)
1	**Promoters & Promoters Group**		
a	Individuals	58,70,013	35.00
b	Body Corporates	25,60,662	15.27
c	NRI	7,65,279	4.56
	Total (1)	**91,95,954**	**54.83**

Sr. No	Category	No. of Shares Held	Percentage (%)
2	**Public Shareholding**		
a	Institution	36,612	0.22
b	Govt/Financial Central Government/State Government(s)/President of India	0	0
	Other Non-Institutions	**75,39,952**	**44.95**
	Total (2)	**75,76,564**	**45.17**
	Total (1) and (2)	**1,67,72,518**	**100.00**

Note: Promoters include 7,65,279 shares i.e. 4.56% held by NRI relative.

l) Dematerialisation: 1,64,93,070 equity shares of Shares which constitutes 98.33% of the paid up capital as on March 31, 2018 has been dematerialised.

m) The Company has not issued any ADRs, GDRs, warrants or any convertible instruments during the financial year ended March 31, 2018.

n) Workshop Location

The Company has three Workshops, namely:

Project Workshops (Owned)
A-78 TTC Industrial Area, MIDC Khairne,
Thane Belapur Road. Navi Mumbai - 400705

W221, TTC Industrial Area, MIDC Khairne,
Thane Belapur Road. Navi Mumbai – 400705

Project Workshop (Leased)
R-15, T.T.C.Industrial Area, M.I.D.C.,Rabale,
Opp Pradeep Metal Ltd, Thane Belapur Road,
Navi Mumbai – 400708; Tel No.: 27600462

o) Registered Office :
1001, Raheja Centre,
214, Nariman Point, Mumbai 400 021
Tel. Nos: 22832226/34/42
Fax No: 22875403

p) Address for correspondence:
701/702 Lakhani Centrium,
Plot No.27, Sector 15, CBD Belapur (East),
Navi Mumbai–400 614

q) Email: customers@dolphinoffshore.com

r) Investor Complaints ID:
investors@dolphinoffshore.com

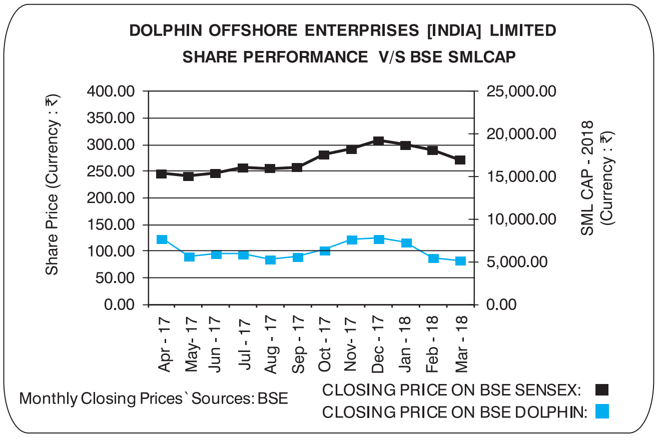
s) Website : www.dolphinoffshore.com

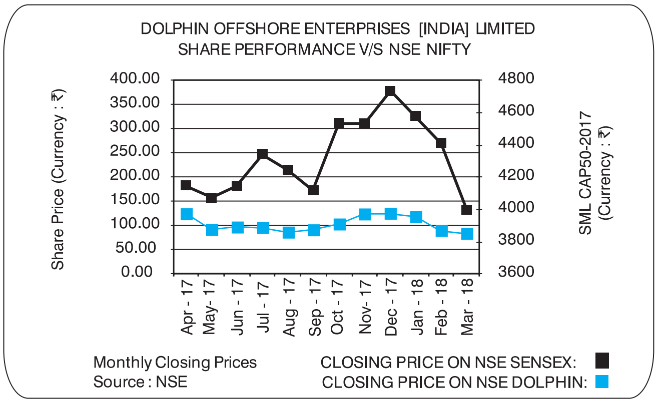
t) Transfer of unclaimed amounts to Investor Education and Protection Fund:

During the year under review, unclaimed final dividend of ₹ 1,21,838/- for the Financial Year 2009-2010 was transferred to the Investor Education and Protection Fund.

The Compliance Officer is Mr. V. Surendran, Company Secretary.

Details of Share Price





12.0 OTHER DISCLOSURES:

a. **Related Party Transactions and Disclosures**

There was no materially significant related party transactions, pecuniary transaction or relation between the Company and Directors, subsidiaries or Related parties, which has potential conflict with the interest of Company at large. Further the details of the Related Party Transactions are presented in Notes to Accounts.

As required under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Related Party Transactions Policy which has been put up on the website of the Company at http://www.dolphinoffshore.com.

b. **Compliance by the Company**

The Company has complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other statutory authorities and all other matter related to capital market during the last three years. No penalties, strictures were imposed on the Company by stock exchanges or the board or any statutory authority on any matter related to capital markets during the last three years. Except in one case ₹ 3,000/- paid to National Stock Exchange as penalty for late filing.

c. **Vigil Mechanism and Whistle-Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Whistle -Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been posted on the website of the Company at http://www.dolphinoffshore.com/policies.asp.

d. **Details of Compliance with mandatory requirements**

The Company has complied with mandatory requirements of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

e. **Policy For Determining 'Material' Subsidiaries**

As required under the Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy for determining 'material' subsidiaries which has been put up on the website of the Company at http://www.dolphinoffshore.com/pdfs/doeil-related-party.pdf.

f. **Commodity price risks and commodity hedging activities**

The Company does not deal in commodity price risks and commodity hedging activities.

g. **Some Other Disclosures**

- **Compliance with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

The Securities and Exchange Board of India (SEBI), on September 02, 2015 issued SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segment of capital markets to ensure better enforceability, The said regulations were effective from December 01,2015. Accordingly, all listed entities were required to enter into the Listing Agreement within 6 months from the effective date. The Company entered in the listing agreement with BSE Limited and National Stock Exchange of India Limited during December, 2015.

- **Risk Management**

The Company has laid down procedures to appraise the Board of Directors regarding key risk assessment and risk mitigation mechanisms.

- **Code of Conduct**

The Board of Directors of the Company has adopted the Code of Conduct for Directors and Senior Management, which is available on the website of the Company at http://www.dolphinoffshore.com/corporate_governance.asp. Affirmation regarding compliance of the Code of Conduct by the CEO of the Company has been published elsewhere in this Annual Report.

- **Prohibition of Insider Trading**

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted an Internal code of conduct which is applicable for Directors and specified employees of the Company. This policy also provides for periodical disclosures from designated employees as well as pre-clearance of transactions by such persons. An Internal Code of Conduct for dealing in the shares of the Company has been put in place to fulfil its moral obligations to the investors, regarding the dealing of Company shares, its Directors and employees. This document appraises the concerned about the law applicable to Insider Trading and formalizing the Company's policy and code for dealing in the securities of the Company for the benefit and compliance of all concerned.

- **Policy for determining 'materiality'**

  As required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has formulated a Policy for determining 'materiality' which has been put up on the website of the Company at http://www. dolphinoffshore. com/pdfs/doeil-related-party.pdf.

- **Policy for Archival Policy**

  As required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has formulated a Policy for preservations of documents which has been put up on the website of the Company at http://www. dolphinoffshore.com/pdfs/

- **Policy Against Sexual And Workplace Harassment**

  The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company is committed to providing an environment, which is free from discrimination, intimidation and abuse. The Company believes that it is the responsibility of the organisation to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment due to such cases. The Company has put in place a 'Policy on redressal of Sexual Harassment' as per the Sexual Harassment Act. As per the policy, any employee may report his / her complaint to the Redressal Committee duly formed for this purpose. Company assures that identity of complainant remains undisclosed. We affirm that adequate access was provided to the complainant who wished to register a complaint during the year under the policy. Pursuant to requirements of Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013' rules made thereunder, no complaints were received during the year March 31, 2018.

- **SEBI Complaints Redress System (Scores)**

  Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint.

- **Transfer of Unclaimed Equity Shares to Investor Education and Protection Fund (IEPF) Suspense Account**

  Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, ("Rules") all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF after complying with the procedure laid down under the Rules.

  The Company has also initiated the process for transfer of the shares underlying the unclaimed unpaid final dividend declared for the financial year 2010 as per the Rules, Members are requested to take note of the aforesaid notified sections of the Companies Act, 2013 and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF.

- **Disclosure relating to Demat Suspense Account / Unclaimed Suspense Account**

  The Company has not opened Escrow Account for unclaimed shares.

DECLARATION BY THE CHIEF EXECUTIVE OFFICER OF THE COMPANY UNDER REGULATION 26 (3) OF THE SEBI, (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

To,

The Members of Dolphin Offshore Enterprises (India) Limited

I, Mr. Satpal Singh, Managing Director and Chief Executive Officer of Dolphin Offshore Enterprises (India) Limited declare that all members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company.

For **Dolphin Offshore Enterprises (India) Limited**

Satpal Singh
Managing Director and Chief Executive Officer
DIN:00006075

Place : Mumbai
Date : May 24, 2018

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of

Dolphin Offshore Enterprises (India) Limited

1. We have examined the Compliance of Conditions of Corporate Governance by Dolphin Offshore Enterprises (India) Limited (the 'Company') for the year ended on 31st March, 2018, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

Management's Responsibility

2. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of corporate governance stipulated in the SEBI Listing Regulations.

Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither audit nor expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with corporate governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this Certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examinations of the relevant records and according to the information and explanations provided to us and representations provided by management, we certify that the Company has complied with the Conditions of Corporate Governance as specified in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the SEBI Listing Regulations, as applicable during the year ended 31st March, 2018.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

9. The Certificate is issued solely for the purpose of complying with the aforesaid SEBI Listing Regulations and may not be suitable for any other purpose.

SHARP & TANNAN

Chartered Accountants

Firm's Registration No. 109982W

by the hand of

Edwin P. Augustine

Partner

Membership No. 043385

Mumbai, 28th May, 2018

CEO/CFO CERTIFICATION

This is to certify that:

(a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

- these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
- these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintain :

- Internal controls for financial reporting and
- that they have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and
- they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and
- the steps they have taken or propose to take to rectify these deficiencies

(d) We have / will indicate to the auditors and the Audit committee, if necessary :

- significant changes in internal control over financial reporting during the year;
- significant changes in accounting policies during the year and that the same have been disclosed in the notes of the financial statements; and
- instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Dolphin Offshore Enterprises (India) Limited

Mr. Navpreet Singh
Joint Managing Director and
Chief Financial Officer

Mr. Satpal Singh
Managing Director and
Chief Executive Officer

Place: Mumbai
Date: May 24, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of Dolphin Offshore Enterprises (India) Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS Financial Statements of **Dolphin Offshore Enterprises (India) Limited** (the 'Company'), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the 'Standalone Ind AS Financial Statements').

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the 'Act') with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Basis for Qualified Opinion

We are unable to assess the recoverability of following financial assets of the Company as stated in:

a. *Note No. 41(a) to the standalone Ind AS financial statements, regarding trade receivable and accrued income aggregating ₹ 13,17.77 lakhs receivable from an entity which has been declared sick and in respect of which a Scheme of Rehabilitation is under implementation;*

b. *Note No. 41(b) to the standalone Ind AS financial statements, regarding advance aggregating ₹ 2,13.18 lakhs (31st March, 2017 – ₹ 2,13.18 lakhs) recoverable from a vendor which has not been refunded / adjusted for a considerable period of time; and*

c. *Note No. 41(f) to the standalone Ind AS financial statements, regarding trade receivable which includes ₹ 25,20.49 lakhs; (31st March, 2017 - ₹ 25,12.94 lakhs) due from a charter hire contract. The said hirer had disputed the claim and had raised counter claim for damages of ₹ 15,83.03 lakhs against the Company.*

Qualified 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 matter described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone including Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to:

a. Note No. 41(c) to the standalone Ind AS financial statements, regarding an amount of Rs. 2,93.26 lakhs recoverable from a vendor, for which the claim is yet to be made on the vendor;

b. Note No. 41(d) to the standalone Ind AS financial statements, with regard to non-availability of confirmations of balances in respect of receivables and payables; and

c. Note No. 41(e) to the standalone Ind AS financial statements, regarding finalisation of the claim on the customer for the year 2013-14 and 2014-15. The Company had incurred additional expenditure for executing additional work in terms of an EPC contract. The Company had quantified the value of extra work done at Rs. 103,59.19 lakhs and had commenced discussions with the customer for acceptance of its claim. Out of the claim, invoices for Rs. 24,82.49 lakhs have been raised on the customer and the balance amount of Rs. 78,76.70 lakhs accrued in the current financial year was reported under other current assets pending finalisation of the claim by the customer.

Our opinion is not modified in respect of these matters.

Other Matter

The comparative financial information of the Company for the year ended 31st March, 2017 and the transition date opening Balance sheet as at 1st April, 2016 included in these standalone Ind AS financial statements, are based on the previously issued standalone financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by other auditors, vide their report for the year ended 31st March, 2017 and 31st March, 2016 dated 17th May, 2017 and 27th May, 2016 respectively, have expressed modified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure 'A', a Statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) we have sought and except for the matter described in the Basis for Qualified Opinion paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) the Balance sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;

   (e) on the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;

   (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure 'B'**; and

   (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - (Refer Note 34 to the Ind AS financial statements);

      (ii) the Company has long-term contracts as at 31st March, 2018 for which there were no material foreseeable losses. The Company did not have any derivative contracts; and

      (iii) there is no delay in transferring amounts, required to be transferred, to Investor Education and Protection Fund by the Company.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109928W
by the hand of

Edwin P. Agustine
Partner
Membership No. 043385

Mumbai, 28th May, 2018

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, these fixed assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size of the Company and nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.

(ii) As explained to us, inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. No material discrepancies were noticed on verification between the physical stocks and the book records. As per the information given to us, the procedures of physical verification of inventory followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.

(iii) According to the information and explanations give to us, the Company has not granted loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the Paragraph 3(iii) of the Order is not applicable to the Company.

(iv) Based on information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act.

(v) According to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 and other relevant provisions of the Act and the rules framed thereunder with regard to the acceptance of deposits. Further, as informed no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any Tribunal on the Company in respect of the aforesaid deposits.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act and the rules framed thereunder.

(vii) (a) According to the information and explanations given to us, the Company is not regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and any other statutory dues, where applicable, to the appropriate authorities and there have been serious delays in a large number of cases.

(b) According to the information and explanations given to us, the particulars of income tax, sales tax, service tax and value added tax as at 31st March, 2018 which have not been deposited on account of a dispute pending, are as under:

Name of the Statute	Nature of the disputed dues	Amount (₹ lakhs)*	Period to which the amount relates	Forum where disputes are pending
Income Tax Act, 1961	Tax, Interest and Penalty	98.59	1990-91 to 2000-01	Income Tax Appellate Tribunal
		46.27	2006-07	
Income Tax Act, 1961	Tax, Interest and Penalty	24.94	2005-06	Assessing Officer
Income Tax Act, 1961	Tax, Interest and Penalty	339.49	2010-11	Assistant Commissioner of Income Tax
		61.43	2012-13	
Income Tax Act, 1961	Tax, Interest and Penalty	808.59	2011-12	Commissioner of Income Tax, Appeals
Service Tax under Finance Act, 1994	Tax, Interest and Penalty	18585.92	2010-11 to 2014-15	Commissioner, CGST & Central Excise, Belapur
Sales Tax Laws	Tax, Interest and Penalty	1494.49	2005-06 to 2013-14	Joint Commissioner of Sales Tax, Mumbai
(*net of pre-deposit paid in getting the stay / appeal admitted)				

(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions and banks except for cash credit, wherein the borrowings had exceeded the sanctioned limits, which has since been repaid. The Company has not issued any debentures. The Company has not borrowed any funds from the Government. Accordingly, the Paragraph 3(viii) of the Order is not applicable to the Company.

(ix) According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments). Accordingly, the Paragraph 3 (ix) of the Order is not applicable to the Company.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year nor have we been informed of such case by management.

(xi) According to the information and explanations given to us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) According to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the Paragraph 3 (xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us, all the transactions with the related parties are in compliance with Sections 177 and 188 of the Act. The relevant details of such related party transactions have been disclosed in the financial statements, etc., as required under applicable accounting standard.

(xiv) According to the information and explanations given to us, the Company had not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the Paragraph 3 (xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us, the Company had not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, compliance with the provisions of Section 192 of the Act is not applicable to the Company.

(xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109928W
by the hand of

Edwin P. Agustine
Partner
Membership No. 043385

Mumbai, 28th May, 2018

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our report of even date)

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 (the 'Act')

We have audited the internal financial controls over financial reporting of **Dolphin Offshore Enterprises (India) Limited** (the 'Company') as of 31st March, 2018 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI and specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109928W
by the hand of

Edwin P. Agustine
Partner
Membership No. 043385

Mumbai, 28th May, 2018

BALANCE SHEET AS AT MARCH 31, 2018

(₹ in lakhs)

	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
Non-current assets				
Property, plant and equipment	2	**2,631.30**	2,952.36	3,604.60
Other intangible assets	3	**-**	0.05	0.13
Financial assets				
Investments	4	**2,001.82**	1,999.32	1,996.82
Loans	5	**15.13**	15.13	15.13
Other financial assets	6	**232.57**	232.57	232.57
Deferred tax assets (net)	7	**300.00**	76.69	
Non-current tax assets (net)	8	**1,809.70**	1,771.01	1,735.70
Other non-current assets	9	**1,324.42**	1,312.54	1,298.80
Total non-current assets		**8,314.94**	8,359.67	8,883.75
Current assets				
Inventories	10	**602.74**	669.32	798.00
Financial assets				
Trade receivables	11	**9,693.92**	7,274.31	10,109.13
Cash and bank balances	12	**21.58**	6.31	13.72
Bank balances other than above	13	**1,392.43**	712.29	606.32
Loans	5	**12.90**	12.73	24.37
Other financial assets	6	**9,398.23**	9,666.01	9,421.07
Other current assets	14	**373.08**	477.16	418.48
Total current assets		**21,494.88**	18,818.13	21,391.09
TOTAL ASSETS		**29,809.82**	27,177.80	30,274.84
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	**1,677.25**	1,677.25	1,677.25
Other equity	16	**7,869.86**	9,542.41	13,399.31
Total equity		**9,547.11**	11,219.66	15,076.56
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	17	**81.50**	48.00	38.50
Provisions	18	**122.63**	65.64	60.69
Deferred tax liabiities (net)	7	**-**	-	135.57
Total non-current liabilities		**204.13**	113.64	234.76
Current liabilities				
Financial liabilities				
Borrowings	19	**9,182.12**	6,252.89	5,980.35
Trade payables	20	**6,488.49**	6,606.68	6,229.44
Other financial liabilities	21	**3,852.60**	2,720.58	2,549.33
Other current liabilities	22	**467.91**	188.75	120.18
Provisions	23	**67.46**	75.60	84.22
Total current liabilities		**20,058.58**	15,844.50	14,963.52
Total liabilities		**20,262.71**	15,958.14	15,198.28
TOTAL EQUITY AND LIABILITIES		**29,809.82**	27,177.80	30,274.84
Contingent liabilities and commitments	34			
Significant accounting policies	1			
Other Notes	2-50			

The accompanying notes form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in lakhs)

	Note No.	2017-18	2016-17
INCOME			
Revenue from operations	24	**5,480.55**	6,220.52
Other income	25	**76.05**	74.51
Total Income		**5,556.60**	6,295.03
EXPENSES			
Cost of materials consumed	26	**3,745.05**	3,058.87
Changes in inventories of Stock-in-trade and work-in-progress	27	**66.59**	148.42
Employee benefits expense	28	**1,044.69**	1,116.89
Finance costs	29	**1,364.55**	1,105.47
Depreciation and amortisation expense	30	**320.46**	642.67
Other expenses	31	**954.36**	1,884.95
Total Expenses		**7,495.70**	7,957.27
Profit before exceptional items and tax		**(1,939.10)**	(1,662.24)
Exceptional items	32	**-**	(2,448.52)
Profit/(Loss) before tax		**(1,939.10)**	(4,110.76)
Tax expense			
Current tax		**-**	18.11
Deferred tax	33	**(221.38)**	(215.07)
Total tax expense		**(221.38)**	(196.96)
Profit/(Loss) after tax		**(1,717.72)**	(3,913.80)
Other comprehensive income			
(A) Items that will not be reclassified to profit or loss			
Remeasurements gain/(loss) on defined benefit plans		**(7.40)**	9.07
Tax on above		**1.92**	(2.80)
Other comprehensive income for the year, net of tax		**(5.48)**	6.27
Total comprehensive income for the year		**(1,723.20)**	(3,907.53)
Earnings per equity share of face value of ₹ 10 each			
Basic (₹)	38	**(10.27)**	(23.30)
Diluted (₹)	38	**(10.27)**	(23.30)
Significant accounting policies	1		
Other Notes	2-50		

The accompanying notes form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in lakhs)

		2017-18	2016-17
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit /(loss) before taxation		**(1,939.10)**	(4,110.76)
Adjustment for:			
Depreciation and amortisation expense		**320.46**	642.67
Allowances for doubtful debts		**717.41**	3,046.05
Interest expense		**1,364.55**	1,105.47
Unrealised foreign exchange (gain)/loss		**-**	48.31
(Profit)/loss on sale of property, plant and equipment		**-**	(6.09)
Sundry balances written back		**(12.69)**	-
Guarantee commission		**(2.50)**	(2.49)
Interest income		**(21.48)**	(40.45)
Cash generated from operations before working capital changes		**426.65**	682.71
Adjustments for :			
(Increase) / decrease in inventories		**66.58**	128.68
(Increase) / decrease in trade and other receivables		**(2,935.95)**	(914.12)
Increase / (decrease) in trade and other payables		**1,327.71**	578.52
Increase / (decrease) in provisions		**48.85**	(3.67)
		(1,492.81)	(210.59)
Cash (used in)/generated from operations		**(1,066.16)**	472.12
Direct taxes paid (net of refunds)		**(38.69)**	(53.42)
Net cash (used in) /generated from operating activities	**[A]**	**(1,104.85)**	418.70
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Sale of property, plant and equipment		**0.67**	15.74
Bank deposits		**(681.36)**	(108.97)
Dividend received		**158.68**	430.16
Interest received		**22.64**	41.11
Net cash (used in) / from investing activities	**[B]**	**(499.37)**	378.04

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2018 (Contd...)

(₹ in lakhs)

		2017-18	2016-17
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from long-term borrowings		**-**	12.50
Proceeds from short-term borrowings		**2,929.23**	734.82
Repayment of short-term borrowings		**-**	(462.28)
Interest paid		**(1,309.74)**	(1,089.19)
Net cash (used in) /generated from financing activities	**[C]**	**1,619.49**	(804.15)
Net (decrease)/increase in cash and bank balances (A+B+C)		**15.27**	(7.41)
Cash and bank balances at beginning of the year		**6.31**	13.72
Cash and bank balances at end of the year (Refer Note 12)		**21.58**	6.31

Note:

1. 1. The above Statement of cash flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7, *Statement of Cash Flows* as specified in the Companies (Indian Accounting Standards), Rules, 2015 (as amended).
2. Previous year's figures have been regrouped wherever necessary.

As per our report attached
SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

(A) EQUITY SHARE CAPITAL

(₹ in lakhs)

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	**Value of Shares**	Number of shares	Value of Shares	Number of shares	Value of Shares
Balance at the beginning of the reporting period	**1,67,72,518**	**1,677.25**	1,67,72,518	1,677.25	1,67,72,518	1,677.25
Changes in equity share capital during the year	**-**	**-**	-	-	-	-
Balance at the end of the reporting period	**1,67,72,518**	**1,677.25**	1,67,72,518	1,677.25	1,67,72,518	1,677.25

(B) OTHER EQUITY

(₹ in lakhs)

Particulars	**Reserves and Surplus**				**Other comprehensive income**	**Total Other Equity**
	Securities Premium Reserve	**General Reserve**	**Other reserve**	**Retained Earnings**	**Remeaure ment of net defined benefit plans**	
Balance as at April 1, 2016	6,108.25	4,922.49	55.62	2,312.95	-	13,399.31
Profit/ (Loss) for the year	-	-	-	(3,913.80)	-	(3,913.80)
Corporate guarantee given by subsidairy*	-	-	50.63	-	-	50.63
Movement in Other comprehensive income for the year	-	-		-	6.27	6.27
Balance as at March 31, 2017	6,108.25	4,922.49	106.25	(1,600.85)	6.27	9,542.41
Profit/ (Loss) for the year	-	-		(1,717.72)	-	(1,717.72)
Corporate guarantee given by subsidairy*	-	-	50.65	-	-	50.65
Other comprehensive income for the year	-	-		-	(5.48)	(5.48)
Balance as at March 31, 2018	**6,108.25**	**4,922.49**	**156.90**	**(3,318.57)**	**0.79**	**7,869.86**

(* Guarantee commision on guarantee given to lenders by subsidiary companies).

As per our report attached
SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

COMPANY OVERVIEW

Dolphin Offshore Enterprises (India) Limited (the "Company") was incorporated as a Private Limited Company under the Indian Companies Act, 1956 on May 17, 1979 with the objective of providing services to the offshore Oil and Gas Industry. The Company initially commenced operations by providing diving services to the Oil and Gas Natural Commission (now reconstituted as the Oil and Natural Gas Corporation Limited). Over the years, the Company has expanded its capabilities and now provides a range of services as explained below.

In 1994, the Company converted into a public limited company and had its Initial Public Offering. The Company is currently listed on the Bombay Stock Exchange and the National Stock Exchange.

The Company has three subsidiaries, Dolphin Offshore Shipping Limited ("DOSL"), Dolphin Offshore Enterprises (Mauritius) Private Limited ("DOEMPL") and Global Dolphin Drilling Company Limited ("GDDC"). In addition, The Company has entered in a joint venture with IMPaC Offshore Engineering GmbH for providing design and engineering services.

DOSL is involved in the business of owning, operating and managing vessels and in handling marine logistics. DOEMPL, apart from owning vessels, also provides the whole range of services that the Company provides to the international market. GDDC provides offshore drilling units to be used for oil and gas exploration and production.

The current range of services that Dolphin Offshore and subsidiaries provide are :

a. Underwater diving and engineering

b. Design and engineering

c. Vessel operations and management

d. Marine logistics

e. Ship repair and rig repair services

f. Fabrication

g. Electrical and Instrumentation services

h. Offshore hook-up and commissioning

i. Undertaking turnkey EPC contracts

1 SIGNIFICANT ACCOUNTING POLICIES

a. Statement of Compliance

The Company's financial statements have been prepared in accordance with the Companies Act, 2013 (the "Act") and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 issued by the Ministry of Corporate Affairs in respect of Section 133 read with sub-section (1) of Section 210A of the Companies Act, 1956 (1 of 1956). In addition, the guidance notes / announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with statutory promulgations require a different treatment.

The financial statements upto the year ended March 31, 2017, were prepared in accordance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006, ("I-GAAP") and other relevant provisions of the Act.

The financial statements for the year ended March 31, 2018 of the Company are the first financial statements prepared in compliance with Ind AS. These financial statements have been approved by the Board of Directors at their meeting held on May 28, 2018.

b. Basis of preparation

The Company maitains accounts on accrual basis following historical cost convention, except for office premises that are measured at fair value in accordance with Ind AS. The carrying value of all the items of property, plant and equipment and investment property as on date of transition is considered as the deemed cost.

Fair value measurements under Ind AS are categorised as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety which are described as follows:

- Financial instruments measured at fair value through profit or loss; and
- Defined benfit plans - plan assets measure at fair vlaue

c. Presentation of financial statements

The Balance sheet and the Statement of profit and loss are prepared and presented in the format prescribed in the Schedule III to Act. The Statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 *Statement of Cash flows*. The disclosure requirements with respect to items in the Balance sheet and Statement of profit and loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amounts in the financial statements are presented in Indians Rupees in lakhs rounded off to two decimal places as per the requirement of Division II of Schedule III to the Act, unless otherwise stated. Per Share data are presented in Indian Rupees to two decimals places.

d. Operating cycle for current and non-current classification

Operating cycle for the business activities of the Company covers the duration of the specific project/ contract/product line/ service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business

e. Foreign currency translation

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (₹), which is the Company's functional and presentation currency.

(ii) Transaction and balances

Transactions in foreign currencies are initially recognised in the financial statements using exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rates prevailing at the reporting date and foreign exchange gain or loss are recognised as period costs or gains.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using historic exchange rates. i.e., rates prevailing on the dates of the initial transactions

Investments in shares in foreign subsidiaries are recorded in the books of account at the historical exchange rates

f. Property, plant and equipment

Freehold land is carried at historical cost and not depreciated. All other property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Cost includes its purchase price including non cenvatable taxes and duties, directly attributable costs of bringing the asset to its present location and condition. Properties in the course of construction are carried at cost, less any recognised impairment loss. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with such cost will flow to the Company. Otherwise these costs are charged off in the Statement of Profit and Loss in the year they are incurred.

Where the cost of a part of the asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately, and depreciated as per its respective assessed useful life

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Machinery spares, stand-by equipment and servicing equipment are only recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment (except for office premises) recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment

For office premises, the Company has elected to do fair valuation of office premises and use that fair value as deemed cost of the office premises as on April 01, 2016 i.e. date of transition. Difference in carrying value as per previous GAAP and fair value has been transferred to retained earnings on transition date.

g. Depreciation and amortisation

Depreciation on cost of fixed assets, and amortisation of intangible assets, are provided on the straight line method over the estimated useful life as specified in The Act, except for assets stated below, where management estimates the useful life to be significantly different:

Assets	Estimated useful life in years	Basis and justification of selection of useful life
Leasehold Land	77 - 79	Amortised over the lease period on straight line method.
Cost of improvements of leased premises	14.25	Balance period of lease or useful life prescribed under the Schedule II of the Act, whichever are lower on straight line method.
All assets costing ₹ 5,000 or less each	Fully depreciated in the year of acquisition	Past experience / materiality

Depreciation on new assets and additions is provided on a prorata basis from the date of being ready to be put to use. Depreciation on deductions/disposals is provided on a pro-rata basis until the month preceding the month of deduction/ disposal

Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold Improvements are amortized over the period of lease or estimated period of useful life of such improvement, whichever is lower.

h. Intangible assets

Intangible assets comprise computer software purchased, which are not an integral part of the related hardware and technical now-how and are amortised on a straight line basis over aperiod of 5 years, which management's estimate represents the period during which the economic benefits wiil be derived from their use.

i. Impairment of assets

At each year end, each class of property, plant, equipment and intangible assets as assessed to determine whether there is any indication of impairment of their carrying amounts. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use, which is the estimated future cash flows discounted to their present value.

j. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. Other borrowing costs are expensed in the period in which they are incurred.

k. Inventories

Stores and spares are valued at lower of cost and net realisable value. Cost is computed on FIFO basis.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs necessary to make the sale

l. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Non-current investments.

Non-current investments are stated at cost. Current Investments are stated at lower and cost or fair value on an individual investment basis. Cost of investments is determined as the purchase price of the investments plus other direct costs incurred on establishing clear ownership of the investment.

A provision for diminution is made to recognise a decline other than temporary in the value of Non-current investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of profit and loss.

m. Cash and bank balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Cash and cash equivalents for the purpose of statement of cash flows comprise cash at bank and in hand and short term investment with original maturity of three months or less, which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

n. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial assets

Classification, recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument.

The Company classifies its financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or through profit or loss(FVTPL), on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of financial asset.

Initial recognition and measurement

All financial assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Debt instruments

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

a) The asset are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest on principal amount outstanding are measured at amortised cost are measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset"

b) The asset are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest on principal amount outstanding, are measured at FVOCI. Changes in carrying value of such instruments are recorded in OCI except for impairment losses, interest income (including transaction cost and discounts or premium on amortization) and foreign exchange gain/loss which is recognized in income statement.

After initial measurement, such financial assets are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of profit and loss. Debt instruments included within the fair value through profit or loss (FVTPL) category are measured at fair value with all changes recognised in the Statement of profit and loss.

Impairment:

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historical observed default rates are updated and changes in the forward- looking estimates are analysed.

Derecognition of financial assets:

A financial asset is derecognised only when

(a) the Company has transferred the rights to receive cash flows from the financial asset or

(b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Foreign exchange gain or losses:

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange difference are recognised in profit or loss except for those which are designated as hedging instruments in the hedging relationship.

Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income

For the purpose of recognising foreign exchange gain and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

B. Financial liabilities and equity instruments :

Debt and equity instruments issued by a entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Classification, recognition and measurement:

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities:

Initial recognition and measurement:

Financial liabilities are initially recognised at fair value plus any transaction that are attributable to the acquisition of the financial liabilities except financial liabilities at FVTPL which are initially measured at fair value.

Subsequent measurement:

The financial liabilities are classified for subsequent measurement into following categories :

- at amortised cost
- at fair value through profit or loss (FVTPL)

Financial liabilities at amortised cost:

The company is classifying the following under amortised cost;

- Borrowings from banks
- Borrowings from others
- Trade payables

Amortised cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount.

Financial liabilities at fair value through profit or loss:

Financial liabilities held for trading are measured at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on remeasurement, recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item.

Derecognition:

A financial liability is removed from the balance sheet when the obligation is discharged, or is cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Financial guarantees contracts :

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

C. Offsetting financial instruments :

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

o. Fair value measurement:

The Company measures financial instruments, such as, certain investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

p. Provisions and contingencies

Provisions for are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

Contingent liabilities are recognised at their fair value only, if they were assumed as part of a business combination. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote. The same applies to contingent assets where an inflow of economic benefits is probable.

q. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The CODM monitors the operating results of its business segments separately for the purpose of making decision about the resources allocation and performance assessment. The Company has identified offshore business as its sole operating segment. The Company geographical segments have been identified based on the location of customers and are demarcated into Indian and Overseas revenue earnings

r. Dividend distribution to equity shareholders

Dividend distributed to equity shareholders is recognised as distribution to owners capital in the Statement of changes in equity, in the period in which it is paid.

s. Revenue recognition

(i) Sale of goods and services

Revenue is recognised when it is probable that economic benefits which can be reliably measured will flow to the Company regardless, of when it is received.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. Amounts disclosed as revenue are net of returns, trade discount, rebates, sales tax, value added taxes and GST.

The Company generally adopts the proportionate completion method of revenue recognition where revenues are recognised as and when work is completed e.g. per day, per square meter etc

However, where the proportionate completion method cannot be easily implemented [e.g. on lumpsum contracts], The Company adopts the completed contract method where revenues are recognised only when the contracts are fully completed, or easily identified portions or percentage of the contract are completed. At year end, expenses incurred on contracts for which revenues are not recognised are reflected as billable costs.

In the case of long term contracts, revenues and corresponding cost are recognised on the percentage of work completed, where the percentage of work completed is generally certified by the client. At the end of each accounting period the cost is re-evaluated based on the expenditure incurred to date, and the expenditure to be incurred for completing the contract. All foreseeable losses are recognised immediately on being identified as a loss.

Revenues include the amounts due under various contracts entered into with customers, including reimbursable expenses and interest payable by the client on overdue payments as per the terms of contracts. The corresponding costs of reimbursable expenses are reflected in operating expenses. Revenues include adjustments for rebates, discounts and downtimes, which arise in the course of business during the year.

Additional claims (including for escalation), which in the opinion of the Management are recoverable on the contracts, are recognised at the time of evaluation of the job.

Difference between revenue as per percentage of completion method and billing milestone are considered as unbilled revenue and receivable from such revenue are shown as other financial assets

(ii) Dividend, interest and other income

Dividend is recognised as income when the shareholder's right to receive the same has been established.

Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

All other income are recognised on accrual basis.

t. Earnings Per Share (EPS)

The basic earnings per share is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

u. Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the company is treated as an exceptional item and the same is disclosed in the notes to financial statements.

v. Employee benefits

Short-term employee benefits :

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short-term employees benefits and are expensed in the period in which the employee renders the related service.

Post-employment benefits :

Defined contribution plans:

The Company's contribution to superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are classified as defined contribution plans. The contribution are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefits plans:

The present value of the obligation under Gratuity and compensated absences liability is defined and are accrued and provided based on actuarial valuation from an independent actuary using the Projected Unit Credit method as at the balance sheet date. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet and will not be reclassified to profit or loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost

Other long-term benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the balance sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the statement of profit and loss.

w. Leases

Finance lease

Leases where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Operating lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

x. Taxes on income

Income tax expense represents the sum of the tax currently payable and deferred tax

Current tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the company has a legally enforceable right for such setoff

MAT Credits are in the form of unused tax credits that are carried forward by the Company for a specified period of time; hence it is grouped with Deferred Tax Asset.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination

y. Current/ Non-current classification

An assets is classified as current if:

- it is expected to be realised or sold or consumed in the Company's normal operating cycle;
- it is held primarily for the purpose of trading;
- it is expected to be realised within twelve months after the reporting period; or
- it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if:

- it is expected to be settled in normal operating cycle;
- it is held primarily for the purpose of trading;
- it is expected to be settled within twelve months after the reporting period;
- it has no unconditional right to defer the settlement of the liability for at lease twelve months after the reporting period.

All other liabilities are classified as non-current

The operating cycle is the time between acquisition of assets for processing and their realisation in cash and cash equivalents. The Company's normal operating cycle is twelve months.

z. First time adoption of Ind AS

The Group has prepared opening balance sheet as per Ind AS as of April 1,2016 (transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, derecognising items of assets or liabilities which are not permitted to be recognised by Ind AS, reclassifying items from I-GAAP to Ind AS as required, and applying Ind AS to measure the recognised assets and liabilities. The exemptions availed by the Group are as follows:

The Group has adopted the carrying value determined in accordance with I-GAAP for all of its property plant and equipment and investment property as deemed cost of such assets at the transition date.

Ind AS 102 *Share-based payment* has not been applied to equity instruments in share-based payment transactions that vested before Aprl 1, 2016.

The Group has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after April 1, 2016.

The Group has determined the classificaton of debts instruments in terms of whether they meet amortised cost criteria or the FVTOCI criteria based on the facts and circumstances that existed as of the transition date.

The Group has applied the impairment requirements of Ind AS 109 retrospectively, however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or efforts to determine the credit risk at the date financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, as Permitted by Ind AS 101, the Group has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition.

The Group has elected not to apply Ind As 103 Business Combinations retrospectively to past business combinations that occurred before the transition date.

The Group has not elected the option to reset the cumulative translation difference on foreign operations that exist to zero as of the transition date.

The estimate as at April 1, 2016 and at March 31,2017 are consistent with those made for the same dates in accordance with the I-GAAP.

aa. Recent accounting pronouncements

Ind AS, 115 – *Revenue from Contracts with Customers* : In March 2018, the Ministry of Corporate Affairs had notified this standard which will be effective from April 1, 2018 onwards. The new standard, introduces the core principle for recognising revenue to depict the transfer of services to customers in amounts that reflect the consideration (that is, payment) to which the Company expects to be entitled in exchange for those services. The standard contains a single model that applies to contracts with customers and two approaches to recognise revenue - at a point of time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. These steps are

- identify the contract(s) with a customer (step 1);
- identify the performance obligations in the contract (step 2);
- determine the transaction price (step 3);
- allocate the transaction price to the performance obligations in the contract (step 4);
- recognise revenue when (or as) the Company satisfies a performance obligations (step 5).

The new standard also provides guidance for transactions that were not previously addressed comprehensively and improves guidance for multiple-element arrangements. In addition, enhanced disclosures about revenue are required.

The Company is evaluating the impact of Ind AS 115 on its financial statements.

Ind AS 21, *The Effects of Changes in Foreign Exchange Rates* : In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 21. The amendments are applicable to the Company from April 1, 2018.

The amendment clarifies the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt.

The Company is evaluating the impact of Ind AS 21 on its financial statements.

Ind AS 12, *Income Taxes* : In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 12. The amendments are applicable to the Company from April 1, 2018. The amendments explain how to apply the recognition and measurement requirements in when there is uncertainty over income tax treatment. The amendments considers that:

- Tax law determines which deductions are offset against taxable income in determining taxable profits
- No deferred tax asset is recognised if the reversal of the deductible temporary difference will not lead to tax deductions.

The Company is evaluating the impact of Ind AS 12 on its financial statements.

2: PROPERTY, PLANT AND EQUIPMENT

(₹ in lakhs)

Particulars	Freehold land	Leasehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Total
Cost									
Deemed cost as at April 1, 2016	110.27	63.88	2,327.88	1,066.91	13.72	3.56	9.81	8.57	3,604.60
Deductions	-	-	-	(9.79)	(0.18)	(1.05)	-	(0.30)	(11.32)
Balance as at March 31, 2017	**110.27**	**63.88**	**2,327.88**	**1,057.12**	**13.54**	**2.51**	**9.81**	**8.27**	**3,593.28**
Deductions	-	-	-		-	(0.83)		-	(0.83)
Balance as at March 31, 2018	**110.27**	**63.88**	**2,327.88**	**1,057.12**	**13.54**	**1.68**	**9.81**	**8.27**	**3,592.45**
Depreciation									
Accumulated depreciation upto March 31, 2016									-
Depreciation charge during the year	-	1.00	412.17	223.10	5.11	0.17	0.82	0.22	642.59
Deductions	-	-	-	(1.55)	(0.00)	(0.00)	-	(0.12)	(1.67)
Balance upto March 31, 2017	**-**	**1.00**	**412.17**	**221.55**	**5.11**	**0.17**	**0.82**	**0.10**	**640.92**
Depreciation charge during the year	-	1.00	148.72	168.38	1.91	0.00	0.35	0.05	320.41
Deductions	-	-	-		-	(0.17)	-	-	(0.17)
Balance upto March 31, 2018	**-**	**2.00**	**560.89**	**389.93**	**7.02**	**(0.00)**	**1.17**	**0.15**	**961.16**
Net Block									
As at April 1, 2016	**110.27**	**63.88**	**2,327.88**	**1,066.91**	**13.72**	**3.56**	**9.81**	**8.57**	**3,604.60**
As at March 31, 2017	**110.27**	**62.88**	**1,915.71**	**835.57**	**8.43**	**2.34**	**8.99**	**8.17**	**2,952.36**
As at March 31, 2018	**110.27**	**61.88**	**1,766.99**	**667.19**	**6.52**	**1.68**	**8.64**	**8.12**	**2,631.30**

Note :

(i) Deemed cost of plant, property and equipment, except buildings, as on April 1, 2016 is the net written down value as per previous GAAP. The Company has elected to fair value its buildings and use that fair value in its Opening Ind AS balance sheet (as at April 1, 2016) as deemed cost, in accordance with Ind AS 101, *First-time Adoption of Indian Accounting Standards*. Hence accumulated depreciation on April 1, 2016 is shown as Nil. Buildings have been considered at its fair market value on April 1, 2016 which has resulted in an increase in value of ₹ 18,92.86 lakhs and correspondingly Retained Earnings as at April 1, 2016 have also been increased.

(ii) For details of assets given as security against borrowings [Refer note 19 (a)].

3: INTANGIBLE ASSETS

(₹ in lakhs)

Particulars	Computer software	Total
Cost		
Deemed cost as at April 1, 2016	0.13	0.13
Deductions	-	-
Balance as on March 31, 2017	**0.13**	**0.13**
Deductions	-	-
Balance as on March 31, 2018	**0.13**	**0.13**
Depreciation		
Depreciation charge during the year	0.08	0.08
Deductions	-	-
Balance as on March 31, 2017	**0.08**	**0.08**
Depreciation charge during the year	0.05	0.05
Deductions	-	-
Balance as on March 31, 2018	**0.13**	**0.13**
Net Block		
As at April 1, 2016	**0.13**	**0.13**
As at March 31, 2017	**0.05**	**0.05**
As at March 31, 2018	**-**	**-**

Note :

(i) For details of assets given as security against borrowings [Refer note 19 (a)].

4: INVESTMENTS - NON CURRENT

(₹ in lakhs)

	% of holding	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Investment in equity instruments (fully paid-up)				
(A) Investment in subsidiaries, carried at cost				
(i) Dolphin Offshore Enterprises (Mauritius) Private Limited (Unquoted)	100	**11.45**	11.45	11.45
25,000 (March 31, 2017: 25,000; April 1,2016: 25,000) equity shares having face value of USD 1 each fully paid-up				
(ii) Dolphin Offshore Shipping Limited * (Unquoted)	100	**1,961.37**	1,958.87	1,956.37
74,40,000 (March 31, 2017: 74,40,000; April 1, 2016: 74,40,000) equity shares having face value of ₹ 10 each fully paid-up				
(iii) Global Dolphin Drilling Company Limited (Unquoted)	59.96	**3.00**	3.00	3.00
29,980 (March 31, 2017: 29,980; April 1,2016: 29,980) equity shares having face value of ₹ 10 each fully paid-up				
Total investments in subsidiaries (A)		**1,975.82**	1,973.32	1,970.82
(B) Investments in Joint venture, carried at cost				
(iii) (a) IMPaC Oil and Gas Engineering (India) Private Limited (Unquoted)	40	**26.00**	26.00	26.00
2,60,000 (March 31, 2017: 2,60,000; April 1,2016: 2,60,000) equity shares having face value of ₹ 10 each fully paid-up				
Total investments in joint venture (B)		**26.00**	26.00	26.00
Total investments in subsidiaries, associates and joint venture (A + B)				
Aggregate amount of quoted investments and market value thereof		**-**	-	-
Aggregate amount of unquoted investments- book value/ market value		**2,001.82**	1,999.32	1,996.82
Aggregate amount of impairment in the value of investments		**-**	-	-

Note :

* 30% shares of DOSL are pledged against the credit facilities availed from State Bank of India [Refer note 19 (a)].

5 : LOANS

(₹ in lakhs)

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Current	**Non- current**	Current	Non- current	Current	Non- current
Unsecured, considered good						
Security deposits	**12.90**	**15.13**	12.73	15.13	24.37	15.13
	12.90	**15.13**	12.73	15.13	24.37	15.13

6 : OTHER FINANCIAL ASSETS

(₹ in lakhs)

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Current	**Non- current**	Current	Non- current	Current	Non- current
Unsecured, considered good unless otherwise stated						
Interest receivable	**8.97**	**-**	10.13	-	10.79	-
Accrued dividend	**-**	**-**	158.68	-	593.80	-
Other loans and advances	**34.05**	**232.57**	34.54	232.57	15.30	232.57
Billable cost	**352.37**	**-**	85.55	-	266.79	-
Accrued income	**9,002.84**	**-**	9,377.11	-	8,534.39	-
	9,398.23	**232.57**	9,666.01	232.57	9,421.07	232.57

7: DEFERRED TAX ASSETS / LIABILITIES

Movements in deferred tax liabilities

(₹ in lakhs)

				As at April 1, 2018		
	Net balance April 1, 2017	Recognised in profit or loss	Recognised in OCI	**Net**	**Deferred tax asset**	**Deferred tax liability**
Deferred tax assets/ (liabilities)						
Property, plant and equipment and intangible assets	(618.99)	4.91	-	**(614.08)**	**-**	**(614.08)**
Trade receivables	621.36	186.53	-	**807.89**	**807.89**	**-**
Freehold land	23.59	1.49	-	**25.08**	**25.08**	**-**
Expenses allowed on payment basis (u/s 43B)	50.73	28.46	1.92	**81.11**	**81.11**	**-**
Net deferred tax assets/(liabilties)	76.69	221.39	1.92	**300.00**	**914.08**	**(614.08)**

Movements in deferred tax liabilities

(₹ in lakhs)

				As at April 1, 2017		
	Net balance April 1, 2016	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax asset	Deferred tax liability
Deferred tax assets/ (liabilities) on account of						
Property, plant and equipment and intangible assets	(655.08)	36.09	-	(618.99)	-	(618.99)
Lease equalisation	2.92	(2.92)	-	0.00	-	0.00
Trade receivables	436.72	184.64	-	621.36	621.36	-
Freehold land	21.73	1.86	-	23.59	23.59	-
Expenses allowed on payment basis (u/s 43B)	58.14	(7.58)	0.17	50.73	50.73	-
Net deferred tax assets (liabilities)	**(135.57)**	**212.09**	**0.17**	**76.69**	**695.68**	**(618.99)**

Note:

(i) Deferred tax assets of ₹ 35,83.76 lakhs ((March 31, 2017 : ₹ 39,04.49 lakhs, April 01, 2016 : ₹ 31,80.09 lakhs) comprising of unabsorbed losses and unabsorbed depreciation (except for deferred tax liability on depreciation of ₹ Nil (March 31, 2017 : ₹ 2.11 lakhs, April 01, 2016 : ₹ Nil) have not been recognised as a measure of prudence and for lack of virtual certainty.

(ii) Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

8 : NON CURRENT TAX ASSETS (NET) (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advance payment of taxes (net of provisions)	**1,809.70**	1,771.01	1,735.70
	1,809.70	1,771.01	1,735.70

9: OTHER NON-CURRENT ASSETS (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured considered good			
Capital advances	**56.00**	56.00	56.00
Balances with statutory/government authorities	**1,268.42**	1,256.54	1,242.80
	1,324.42	1,312.54	1,298.80

10 : INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE) (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Stores and spares	**602.74**	669.32	798.00
	602.74	669.32	798.00

Note: For inventories pledged as securities against borrowings [Refer note 19 (a)].

11 : TRADE RECEIVABLES (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good	**12,270.77**	9,133.75	11,371.04
Less: Allowances as per Expected Credit Loss model	**(2,576.85)**	(1,859.44)	(1,261.91)
	9,693.92	7,274.31	10,109.13
Unsecured, considered doubtful	**1,264.86**	1,264.86	1,264.86
Less: Allowance for doubtful debts	**(1,264.86)**	(1,264.86)	(1,264.86)
	-	-	-
	9,693.92	7,274.31	10,109.13

Note:

(i) There are no dues from directors or other officers of the Company either severally or jointly with any other person.

(ii) The Company's exposure to credit and currency risk and loss allowances related to trade receivables [Refer note 44 D(ii) & 44 D(v)].

12 : CASH AND BANK BALANCES

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Balances with banks			
In current accounts	**21.21**	5.26	5.98
Cash on hand	**0.37**	1.05	7.74
	21.58	6.31	13.72

13 : BANK BALANCES (OTHER THAN ABOVE)

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Earmarked balances with banks for:			
Unpaid dividend	**4.75**	5.97	8.97
Margin money and fixed deposits	**1,387.68**	706.32	597.35
	1,392.43	712.29	606.32

Note:

The fixed deposit receipts of ₹ 12,26.68 lakhs (March 31, 2017 : ₹ 5,33.32 lakhs, April 01, 2016 : ₹ 4,11.86 lakhs) have been deposited with the State Bank of India in lieu of margin money on guarantees and letters of credit issued by the Banks. Further, ₹ 1,61.00 lakhs (March 31, 2017 : ₹ 1,61.00 lakhs, April 01, 2016 : ₹ 1,61.00 lakhs) have been pledged as a security against various credit facilities availed from the bank.

14: OTHER CURRENT ASSETS

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good, unless otherwise stated			
Prepaid expenses	**40.51**	40.51	44.70
Balances with statutory/government authorities	**186.63**	332.09	313.74
Others	**145.94**	104.56	60.04
	373.08	477.16	418.48

15: EQUITY SHARE CAPITAL

(₹ in lakhs)

(a) Share Capital:

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	Value of Shares	Number of shares	Value of Shares	Number of shares	Value of Shares
Authorised :						
Equity shares of ₹ 10 each	**2,50,00,000**	**2,500.00**	2,50,00,000	2,500.00	2,50,00,000	2,500.00
Issued, subscribed and fully paid up						
Equity shares of ₹ 10 each	**1,67,72,518**	**1,677.25**	1,67,72,518	1,677.25	1,67,72,518	1,677.25

(b) Reconciliaton of the shares outstanding at the beginning and at the end of reporting period:

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	Value ₹ lakhs	Number of shares	Value ₹ lakhs	Number of shares	Value ₹ lakhs
At the beginning of the year	1,67,72,518	1,677.25	1,67,72,518	1,677.25	1,67,72,518	1,677.25
Changes in equity share capital during the year	-	-	-	-	-	-
Outstanding at the end of the year	1,67,72,518	1,677.25	1,67,72,518	1,677.25	1,67,72,518	1,677.25

(c) Details of shareholders holding more than 5% shares in the company:

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
Dolphin Offshore Projects Limited	25,60,662	15.27%	25,60,662	15.27%	25,60,662	15.27%
Mr.Navpreet singh	9,92,084	5.91%	9,92,084	5.91%	9,92,084	5.91%
Mr.Satpal Singh	9,56,840	5.70%	9,56,840	5.70%	9,56,840	5.70%
Rear Admiral Kirpal Singh	9,21,923	5.50%	9,21,923	5.50%	9,21,923	5.50%

(d) The Company has only one class of shares referred to as equity shares having a par value of ₹ 10 per share. Each holders of equity shares carry one vote per share without restrictions and are entitled to dividend, as and when declared.

(e) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. All shares rank equally with regard to the Company's residual assets and the distribution will be in proportion to the number of equity shares held by the shareholers.

(f) There are no shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

(g) For detailed Capital Management [Refer note 45].

16: OTHER EQUITY (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Securities premium reserve (a)	6,108.25	6,108.25	6,108.25
General reserve (b)	4,922.49	4,922.49	4,922.49
Other reserve	156.90	106.25	55.62
Retained earnings (c)	(3,318.57)	(1,600.85)	2,312.95
Other comprehensive income	0.79	6.27	-
	7,869.86	9,542.41	13,399.31

Movement in Reserves (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Securities premium reserve			
Opening balance	6,108.25	6,108.25	6,108.25
Closing balance	6,108.25	6,108.25	6,108.25
General reserve			
Opening balance	4,922.49	4,922.49	4,922.49
Closing balance	4,922.49	4,922.49	4,922.49

16: OTHER EQUITY

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Other reserve			
Opening balance	**106.25**	55.62	55.62
Add: Transfer from surplus	**50.65**	50.63	-
Closing balance	**156.90**	106.25	55.62
Retained earnings			
Opening balance	**(1,600.85)**	2,312.95	4,517.88
Increase/(Decrease) during the year	**(1,717.72)**	(3,913.80)	(2,204.93)
Closing balance	**(3,318.57)**	(1,600.85)	2,312.95
Other comprehensive income			
Remeasurement of defined benefit liability/(asset)			
Opening balance	**6.27**	-	-
Increase/(Decrease) during the year	**(5.48)**	6.27	-
Closing balance	**0.79**	6.27	-
	7,869.86	9,542.41	13,399.31

Note:

(a) Securities premium reserve represents the difference between the face value of the equity shares and the consideration received in respect of shares issued, which can be utilised only in accordance with the provisions of the Act, for specified purposes.

(b) General reserve is created in earlier years pursuant to the provisions of the Act, wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. Now, the requirement to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.

(c) Retained earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

17: BORROWINGS - NON-CURRENT

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured			
Deposits from shareholders and others (a)	**81.50**	48.00	38.50
	81.50	48.00	38.50

Note:

(a) Deposit from share holders and other amounting ₹ 81.50 lakhs (March 31, 2017 : ₹ 48.00 lakhs, April 01, 2016 : ₹ 38.50 lakhs) carries interest @ 12.00% p.a. It is repayable/renewable at the end of deposit term which varies from 1 year to 3 year.

18: PROVISIONS - NON-CURRENT

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for compensated absences [Refer note 28]	**33.39**	49.28	59.33
Provision for gratuity (net) [Refer note 28 & 36]	**89.24**	16.36	1.36
	122.63	65.64	60.69

19 : BORROWINGS - CURRENT (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
Cash credit from banks (a)	**3,986.06**	4,529.76	4,990.05
Unsecured			
Loans and advances from related parties		-	-
From directors (repayable on demand)	**427.13**	427.13	284.30
From companies	**3,288.93**	668.00	288.00
Deposits			
From shareholders and others	**-**	-	2.00
Other loans and advances			
From companies	**1,480.00**	628.00	416.00
	9,182.12	6,252.89	5,980.35

Note:

(a) Secured by the hypothecation of current assets, first mortgage charge on immovable properties, pledge of TDR, hypothecation of various vessels and tugs owned by DOSL, pledge of 30% of shares of DOSL, pledge of TDR of DOSL, pledge of Company's shares held by Promoter group. Personal guarantees of whole time directors and Rear Admiral Kirpal Singh and Corporate guarantee by DOSL and DOPL).

20 : TRADE PAYABLES - CURRENT (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade payables			
Due to micro and small enterprises (Refer note 40)	**15.33**	11.45	3.86
Due to creditors other than micro and small enterprises	**6,289.26**	5,873.66	6,048.48
Acceptances and letter of credit	**183.90**	721.57	177.10
	6,488.49	6,606.68	6,229.44

Note:

(a) The Company's exposure to currency and liquidity risks related to trade payable [Refer note 44 D(ii) & 44 D(v)].

21 : OTHER FINANCIAL LIABILITIES (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current			
Current maturities of long-term debt	**5.00**	38.50	35.50
Interest accrued	**209.25**	63.58	25.04
Unpaid dividend	**4.75**	5.97	8.97
Employee related provisions	**1,199.23**	687.69	686.14
Others	**2,434.37**	1,924.84	1,793.68
	3,852.60	2,720.58	2,549.33

22 : OTHER CURRENT LIABILITIES

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Statutory tax payables	**434.60**	172.12	92.26
Advances from customers	**33.31**	16.63	27.92
	467.91	188.75	120.18

23: PROVISIONS - CURRENT

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for compensated absences [Refer note 28]	**21.98**	29.13	31.71
Provision for gratuity (net) [Refer note 28 & 36]	**45.48**	46.47	52.51
	67.46	75.60	84.22

24 : REVENUE FROM OPERATIONS

(₹ in lakhs)

	2017-18	2016-17
Contract revenue from offshore operations	**5,177.55**	5,766.32
Other operating revenue		
- Hire of equipments	**303.00**	454.20
	5,480.55	6,220.52

25 : OTHER INCOME

(₹ in lakhs)

	2017-18	2016-17
Interest income		
- Bank deposits	**21.48**	40.45
Profit on sale of property plant and equipments	**-**	6.09
Miscellaneous income	**39.38**	25.48
Sundry balances written-back	**12.69**	
Recoupment of financial guarantee contract	**2.50**	2.49
	76.05	74.51

26 : COST OF MATERIALS CONSUMED

(₹ in lakhs)

	2017-18	2016-17
Subcontractor charges	**1,391.28**	1,346.82
Vessel charter and related costs	**1,495.82**	1,107.16
Equipment and related expenses	**339.13**	269.67
Materials, stores and spares	**518.82**	335.22
	3,745.05	3,058.87

27 : CHANGES IN INVENTORIES OF STORES AND SPARES

(₹ in lakhs)

	2017-18	2016-17
Opening stock of stores and spares	**669.32**	817.74
Less : Closing stock of stores and spares	**(602.73)**	(669.32)
	66.59	148.42

28 : EMPLOYEE BENEFITS EXPENSE

(₹ in lakhs)

	2017-18	2016-17
Salaries and wages	**741.57**	849.11
Contributions to provident and other funds	**148.70**	112.69
Bonus and exgratia	**8.04**	9.88
Staff welfare expenses	**8.61**	3.86
Other allowances	**137.77**	141.35
	1,044.69	1,116.89

29 : FINANCE COSTS

(₹ in lakhs)

	2017-18	2016-17
Interest expenses	**649.84**	669.84
Interest on unsecured loan	**316.81**	202.79
Bill discounting charges	**10.56**	18.09
Other interest costs	**102.99**	19.59
Other borrowing costs	**284.35**	195.16
	1,364.55	1,105.47

30: DEPRECIATION AND AMORTISATION EXPENSE

(₹ in lakhs)

	2017-18	2016-17
Depreciation of property, plant and equipment	**320.41**	642.59
Amortisation of intangible assets and goodwill	**0.05**	0.08
	320.46	642.67

31: OTHER EXPENSES

(₹ in lakhs)

	2017-18	2016-17
Rent, rates and taxes	**156.44**	304.63
Repairs and maintenance - Buildings	**9.96**	46.12
Repairs and maintenance - Machinery	**14.50**	16.33
Vehicle expenses	**37.36**	48.17
Insurance	**2.24**	2.43
Travelling and conveyance	**92.56**	94.41
Printing and stationery	**2.28**	2.41
Freight and forwarding	**54.04**	15.62
Business promotion expenses	**12.07**	20.00
Legal and professional charges [Refer note 31(a)]	**94.14**	135.70
Electricity charges	**42.95**	102.61
Agency and port charges	**7.61**	58.49
Provision for Expected Credit Loss	**717.41**	597.53
Net (gain)/loss on foreign currency transactions and translation	**(375.04)**	353.88
Miscellaneous expenses	**85.83**	86.62
	954.36	1,884.95

31(A): DETAILS OF PAYMENTS TO AUDITORS

(₹ in lakhs)

	2017-18	2016-17
Payment to auditors		
As auditor:		
Audit fee	**11.50**	**11.50**
Tax audit fee	**3.00**	**3.00**
Limited review	**5.25**	**5.25**
Other services		
Company law matters		
Certification fees	**1.00**	**1.20**
Re-imbursement of expenses	**0.94**	**0.21**
	21.69	21.16

32 : EXCEPTIONAL ITEMS

(₹ in lakhs)

	2017-18	2016-17
Debts written off *	**-**	2,600.78
Recovery of debts written off in earlier years *	**-**	(152.26)
	-	2,448.52

(* on account of extended litigantions / resolutions).

33: INCOME TAX EXPENSE

(₹ in lakhs)

	2017-18	2016-17
(a) Income tax expense		
Current tax		
Current tax on profits for the year	**-**	
Adjustments for current tax of prior periods	**-**	18.11
Total current tax expense	**-**	18.11
Deferred tax		
Increase in deferred tax liabilities	**(223.30)**	(212.26)
MAT Credit	**-**	-
Total deferred tax expense/(benefit)	**(223.30)**	(212.26)
Income tax expense	**(223.30)**	(194.15)
(b) Reconciliation of effective tax rate:		
Profit before income tax expense	**(1,939.10)**	(4,110.76)
Enacted income tax rate in India applicable to the Company 26% (2016-17 : 30.90%)	**-**	-
Tax effect of:		
Temporary difference on account of timing difference of depreciation	**4.91**	36.09
Temporary difference (u/s 43B)	**28.46**	(7.58)
Deferred tax asset on provision for expected credit loss	**186.52**	184.64
Temporary difference on account of freehold land	**1.49**	1.86
Tax effect of Remeasurement of the defined benefit plans	**1.92**	0.17
Income offered in previous year's return	**-**	(18.11)
Others	**-**	(2.92)
Income tax expense	**223.30**	194.15
Weighted average tax rate for the year	**-11.52%**	-4.72%

	2017-18	2016-17
(c) Amounts recognised in Other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurements gain/(loss) on defined benefit plans	**(7.40)**	9.07
Tax on above	**1.92**	(2.80)
	(5.48)	6.27
(d) Amounts recognised directly in equity		
No aggregate amounts of current and deferred tax have arisen in the reporting period which have been recognised in equity and not in Statement of profit and loss or Other comprehensive income.		

34: CONTINGENT LIABILITIES

(i) (a) As at March 31, 2018 the Company had contingent liabilities in respect of bank guarantees issued to customers of ₹ 55,01.45 lakhs (March 31, 2017 : ₹ 41,21.26 lakhs, April 01, 2016 : ₹ 39,50.80 lakhs) and letter of credit issued to vendors of ₹ Nil lakhs (March 31, 2017 : ₹ 9,46.30 lakhs, April 01, 2016 : ₹ 1,58.68 lakhs). Further with respect to letter of credit issued to vendors ₹ Nil (March 31, 2017 : ₹ 6,40.12 lakhs, April 01, 2016 : ₹ 1,34.47 lakhs) are outstanding as of date and are grouped under Trade Payables as on March 31, 2018. (Secured by the hypothecation of current assets, first mortgage charge on immovable properties, pledge of TDR, hypothecation of various vessels and tugs owned by DOSL, pledge of 30% of shares of DOSL, pledge of TDR of DOSL, pledge of Company's shares held by Promoter group. Personal guarantee of whole time directors and Rear Admiral Kirpal Singh and Corporate guarantee by DOSL and DOPL).

(b) The Company has given Corporate guarantee to State Bank of India of ₹ 5,00.00 lakhs (March 31, 2017 : ₹ 5,00.00 lakhs, April 01, 2016 : ₹ 5,00.00 lakhs) for financial facilaites availed by Dolphin Offshore Shipping Limited

(ii) Claim against the Company on account of Interest on delayed rent not acknowledged as debt (on account of counter claim by the Company) ₹ 33.66 lakhs (March 31, 2017 : ₹ 33.66 lakhs, April 01, 2016 : ₹ 55.35 lakhs) and interest on outstanding payment to Divers not acknowledge as debt of ₹ 15.89 lakhs.

(iii) Income tax demand of ₹ 27,86.83 lakhs (March 31, 2017 : ₹ 21,89.55 lakhs, April 01, 2016 : ₹ 14,93.56 lakhs), for various assessment year issued by the Income Tax Authorities has been disputed, against which refund has been adjusted or the Company has deposited ₹ 14,07.53 lakhs (March 31, 2017 : ₹ 8,87.13 lakhs, April 01, 2016 : ₹ 5,15.18 lakhs) under protest.

(iv) Sales tax demand of ₹ 25,45.83 lakhs (March 31, 2017 : ₹ 22,83.10 lakhs, April 01, 2016 : ₹ 75,78.06 lakhs) raised against the Company has been disputed, against which the Company has deposited ₹ 10,51.34 lakhs (March 31, 2017 : ₹ 8,04.62 lakhs, April 01, 2016 : ₹ 7,93.82 lakhs) under protest.

(v) Service tax authorities have issued show cause notice against the Company on several issues amounting to ₹ 185,85.92 lakhs (March 31, 2017 : ₹ 157,85.44 lakhs, April 01, 2016 : ₹ Nil). The Company has disputed the same and have filed an appeal with the Commissioner, Service Tax, Audit-I, Belapur for adjudicating the matter. The procedings have commenced and we are confident that the matter will be decided in our favour.

(vi) Claims against the Company not acknowledged as debts ₹ 15,83.03 lakhs (March 31, 2017 : ₹ 15,83.03 lakhs, April 01, 2016 : ₹ Nil) (Refer Note 41(e)) Management is of the view that above matters are not likely to have any impact on the financial position of the Company.

Notes:

1. The Company does not expect any reimbursements in respect of the above contigent liabilities.
2. In respect of matters at (i) the cash outflows, if any, could generally occur upto three years, being the period over which the validity of the guarantees extends.
3. It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at (ii) to (vi) above pending resolution of the appellate proceedings. Further, the liability mentioned in (ii) to (v) above excludes interest and penalty in cases where the company has determined that the possibility of such levy is remote.

35: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 17, *LEASES*

The Company had taken on office premises and workshop on lease for the period ranging from 1 to 10 years.

(a) The minimum amounts payable in future towards non-cancellable lease agreements for premises are as follows :

(₹ in lakhs)

	March 31, 2018	March 31, 2017	April 1, 2016
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:			
Within one year		-	172.38
Later than one year but not later than five years		-	115.09
Later than five years	-	-	-
	-	-	287.47

(b) Lease payments recognised in the Statement of profit and loss for the year is ₹ 1,49.18 lakhs (March 31, 2017 : ₹ 2,46.02 lakhs, April 01, 2016 : ₹ 1,37.33 lakhs).

36: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 19, *EMPLOYEE BENEFITS*

a) The Company has recognised the following amounts in the statement of profit and loss :

(₹ in lakhs)

Particulars	**2017-18**	2016-17
Provident fund	70.42	81.50
Superannuation fund	**8.16**	6.12
Employers' contribution to Employees' Pension Scheme 1995	*	*
Employees State Insurance Scheme (ESIC)	**5.61**	7.04

* Included in 'Employer's Contribution to Provident Fund'.

The Company has an obligation towards gratuity, a defined benefit obligation. The benefits are governed by the Payment of Gratuity Act, 1972. The Company makes lumpsum payment to vested employees an amount based on 15 days last drawn basic salary including dearness allowance (if any) for each completed year of service or part thereof in excess of six months. Vesting occures upon completion of five years of service.

The most recent actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

b) Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

(₹ in lakhs)

		For the year ended	
		2017-18 Gratuity (Funded)	2016-17 Gratuity (Funded)
I	**Expenses recognised in statement of profit and loss during the year:**		
1	Current service cost	**11.52**	13.80
2	Interest cost	**4.29**	4.23
3	Past service cost	**48.69**	-
	Total expenses	**64.50**	18.03
II	**Expenses recognised in OCI**		
1	Actuarial (gains)/losses on Obligations for the period	**3.77**	(9.43)
2	Return on plan assets, excluding interest income	**3.63**	0.35
	Total expenses	**7.40**	(9.07)

		For the year ended	
		2017-18 Gratuity (Funded)	2016-17 Gratuity (Funded)
III	**Net Asset /(Liability) recognised as at balance sheet date:**		
1	Present value of defined benefit obligation at the end of year	**(215.82)**	(233.50)
2	Fair value of plan assets at the end of year	**81.10**	170.66
3	Net Asset /(Liability) recognised as at balance sheet date	**(134.72)**	(62.83)
	Net Asset /(Liability) - Current	**(45.48)**	(46.47)
	Net Asset /(Liability) - Non-current	**(89.24)**	(16.36)
IV	**Reconciliation of present value of defined benefit obligation recognised as at balance sheet date:**		
1	Present value of benefit obligation at the beginning	**233.50**	248.85
2	Interest cost	**15.92**	19.53
3	Current service cost	**11.52**	13.80
4	Past Service cost	**48.69**	-
5	Liability transferred out/disinvestments	**(4.25)**	
6	Actuarial loss/(gain) due to change in financial assumptions	**(10.22)**	0.99
7	Actuarial loss/(gain) due to change in demographic assumption	**-**	-
8	Actuarial loss/ (gain) due to experience adjustments	**13.99**	(10.42)
9	Benefit paid	**(93.32)**	(39.26)
	Present value of benefit obligation at the end	**215.83**	233.50
V	**Reconciliation of change in fair value of plan assets recognised as at balance sheet date:**		
1	Fair value of plan assets at the beginning	**170.66**	194.98
2	Interest Income	**11.64**	15.31
3	Assets transferred out/disinvestments	**(4.25)**	-
4	Benefit paid	**(93.32)**	(39.26)
5	Return on plan assets excluding interest income	**(3.63)**	(0.35)
	Net asset / (liability) at the end	**81.10**	170.66
VI	**Maturity profile of defined benefit obligation**		
1	Within the next 12 months (next annual reporting period)	**44.80**	68.06
2	Between 2 and 5 years	**87.52**	69.90
3	Between 6 and 10 years	**101.43**	91.86
4	Above 10 years	**119.97**	134.82
VII	**Expected contribution in next one year**		
VIII	**Quantitative sensitivity analysis for significant assumptions is as below:**		
1	Increase/(decrease) on present value of defined benefit obligation at the end of the year		
	(i) 1% increase in discount rate	**(10.39)**	(11.32)
	(ii) 1% decrease in discount rate	**11.55**	12.74
	(iii) 1% increase in rate of salary increase	**8.96**	8.94
	(iv) 1% decrease in rate of salary increase	**(8.20)**	(8.26)
	(v) 1% increase in employee turnover rate	**1.28**	1.15
	(vi) 1% decrease in employee turnover rate	**(1.37)**	(1.25)

2 Sensitivity analysis method

Sensitivity analysisis performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change, if any.

IX. Actuarial Assumptions:	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
1. Discount rate	7.71% p.a.	6.82% p.a.	7.85% p.a.
2. Expected return on plan assets	7.71% p.a.	6.82% p.a.	7.85% p.a.
3. Expected rate of salary increase	7.00% p.a.	7.00% p.a.	8.33% p.a.
4. Attrition rate	5.00% p.a.	5.00% p.a.	5.00% p.a.
5. Mortality	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Notes:

a) Amount recognised as an expense in the statement of profit and loss and included in Note 28 under "Salaries and wages" & "Contribution to provident and other funds":

Leave encashment ₹ (23.04) lakhs (Previous year - ₹ (12.03) lakhs) and Gratuity ₹ 71.89 lakhs (Previous year - ₹ 8.96 lakhs).

The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(b) Defined contribution plan

The Company has classified the various benefits provided to employees as under :

(a) Provident fund

(b) Superannuation fund

(c) Employers' Contribution to Employees' Pension Scheme 1995

(d) Employees State Insurance Scheme (ESIC)

The provident fund is operated by the Regional Provident Fund Commissioner, the Superannuation Fund is administered by the Trustee of the Life Insurance Corporation of india and the Employees State Insurance Scheme is administered under State Insurance Act . Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognized by the Income Tax authorities.

37: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 24, *RELATED PARTY DISCLOSURES*

i) Related party relationships:

a) Companies under common control, including subsidiaries:

1) Global Dolphin Drilling Co Limited ('GDDC') - 59.96 % subsidiary

2) Dolphin Offshore Enterprises (Mauritius) Private Limited ('DOEMPL') - 100.00 % subsidiary

3) Dolphin Offshore Shipping Limited ('DOSL')* - 100.00 % subsidiary

4) Dolphin Offshore Projects Limited ('DOPL')** - Under common control

5) IMPaC Oil & Gas Engineering (India) Private Limited ('Impac') - 40 % Joint Venture

b) Key Management Personnel

i)	Rear Admiral Kirpal Singh	-	Non-Executive Chairman
ii)	Mr. Sabyasachi Hajara	-	Chairman independent Director
iii)	Mr. Satpal Singh	-	Managing Director & CEO
iv)	Mr. Navpreet Singh	-	Joint Managing Director & CFO
v)	Dr. Faqir Chand Kohli	-	Independent Director
vi)	Mrs. Manjit Kirpal Singh	-	Non-Executive Director
vii)	Mr. V. Surendran	-	Company Secretary

c) Relatives of Key Management Personnel with whom the Company has had transactions during the year.

i)	Mr. Rohan Singh	-	Son of Managing Director & CEO
ii)	Mrs. Ritu Singh	-	Spouse of Joint Managing Director & CFO
iii)	Mr. Tarun Singh	-	Son of Joint Managing Director & CFO
iv)	Mr. Akhil Singh	-	Son of Joint Managing Director & CFO

d) Details of related party transactions for transactions during the year

Particulars	Dolphin Offshore Shipping Limited *		Dolphin Offshore Enterprises (Mauritius) Pvt Ltd		Impac Oil & Gas Engineering India Limited		Dolphin Offshore Projects Limited **	
	2017-18	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
Transactions during the year								
Dividend received								
Contract / Other revenues	**16.22**	26.70	**2,30.83**	4,27.47	**-**	-		
Loans taken	**26,20.93**	4,55.00	**-**	-	**-**	-	**-**	-
Loans taken repaid		(75.00)	**-**	-	**-**	-	**-**	-
Loans renewed	**5,70.00**	1,90.00	**-**	-	**-**	-	**-**	3,92.00
Other expenses	**26.47**	3.38	**-**	-	**-**	-	**-**	-
Hire charge / rent paid		12.10	**-**	-	**-**	-		
Interest paid	**1,48.09**	56.87	**-**	-	**-**	-	**13.76**	13.76
Outstanding Balance								
Trade receivables		(8.90)	**(6,98.69)**	(4,81.38)	**(99.28)**	(99.28)	**-**	-
Trade payables	**1,61.86**	21,83.10	**-**	-	**-**	-	**15.26**	15.28
Other payables		51.18	**-**	-	**-**	-	**24.78**	12.39
Loans payable	**31,90.83**	5,70.00	**-**	-	**-**	-	**98.00**	98.00
Other receivables	**-**	-	**-**	(1,58.68)	**-**	-	**-**	-
Total (Receivables) / Payables	**33,52.69**	27,95.38	**(6,98.69)**	(6,40.06)	**(99.28)**	(99.28)	**1,38.04**	1,25.64

Particulars	Transactions during the year								Oustanding balance					
	Unsecured loan / Fixed Deposit Taken		Fixed deposit renewed		Interest paid/ payable		Remuneration		Unsecured loan / Fixed deposit balance		Other payable		Total payables	
	2017-18	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
Key Management Personnel *														
Rear Admiral Kirpal Singh	**-**	1,14.91	**-**	-	**20.46**	20.17	**0.60**	0.50	**1,70.51**	1,70.51	**86.55**	42.00	**2,57.06**	2,12.51
Mr. Satpal Singh	**-**	15.69	**-**	-	**8.31**	8.31	**60.71**	63.23	**69.27**	69.27	**96.15**	45.78	**1,65.42**	1,15.05
Mr. Navpreet Singh	**-**	12.23	**-**	-	**15.88**	15.88	**60.71**	63.53	**1,32.35**	1,32.35	**1,17.66**	45.62	**2,50.01**	1,77.97
Mrs. Manjit Kirpal Singh	**-**	-	**-**	-	**8.40**	8.40	**0.50**	0.40	**70.00**	70.00	**45.85**	-	**1,15.85**	70.00
Mr. V.Surendran	**-**	-	**-**	-			**22.52**	22.52	**-**	-	**21.74**	11.05	**21.74**	11.05
Total :	**-**	1,42.83	**-**	-	**53.05**	52.76	**1,45.04**	1,50.18	**4,42.13**	4,42.13	**3,67.95**	1,44.45	**8,10.08**	5,86.58
Relatives of Key Management Personnel														
Mr. Rohan Singh	**-**	-	**-**	-	**-**	-	**4.48**	4.56			**6.31**	2.87	**6.31**	2.87
Mrs. Ritu Singh	**-**	-	**3.00**	-	**0.36**	0.36	**-**	-	**3.00**	3.00	**1.13**		**4.13**	3.00
Mr. Tarun Singh	**-**	6.75	**14.50**	21.25	**5.22**	4.66	**-**	-	**43.50**	43.50	**7.68**		**51.18**	43.50
Mr. Akhil Singh	**-**	3.75	**6.00**	14.25	**2.99**	2.69	**-**	-	**25.00**	25.00	**4.55**		**29.55**	25.00
Total :	**-**	10.50	**35.50**	35.50	**8.57**	7.71	**4.48**	4.56	**71.50**	71.50	**19.67**	2.87	**91.17**	74.37

* The Company has given corporate guarantee to State Bank of India of ₹ 5,00.00 lakhs (March 31, 2017 : ₹ 5,00.00 lakhs, April 01, 2016 : ₹ 5,00.00 lakhs) for financial facilaites availed by Dolphin Offshore Shipping Limited

* DOSL has hypothecated vessels, tugs and provided corporate guarantee to the lenders of the Company.

** DOPL has pledged shares and provided corporate guarantee to the lenders of the Company.

Pledge of Company's shares held by Promoter group, Personal guarantee of whole time directors and Rear Admiral Kirpal Singh to the lenders of the Company

Notes

a) Remuneration includes basic salary, allowance, sitting fees and perks.

b) The monthly reimbursement of expenses between the Company and related parties towards office expenses, provident fund etc., are not reflected in the statement above.

c) There are no allowances for doubtful debts or amounts written off in respect of debts due to or from related parties.

38 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 33, *EARNINGS PER SHARE*

(₹ in lakhs)

		For the year Ended March 31, 2018	For the year Ended March 31, 2017
(a)	**Basic earnings per share**		
	a) Profit attributable to the equity holders	**(1,723.20)**	(3,907.53)
	b) Weighted average number of equity shares outstanding	**16,772,518**	16,772,518
	c) Nominal value per share (₹ per share)	**10.00**	10.00
	d) Earnings per share (Basic and Diluted)	**(10.27)**	(23.30)
(b)	**Diluted earnings per share**		
	There are no dilutive instruments as at March 31, 2018 and as at March 31, 2017, hence, diluted Earnings per share is same as basic Earnings per share.		

39 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 108, *SEGMENT REPORTING*

The Company is mainly engaged in offshore business and there are no separate reportable segments. Accordingly, disclosure under this Standard is not applicable.

40: DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 :

(₹ in lakhs)

Particulars		As at March 31, 2018	As at March 31, 2017
a)	Principal amount due to suppliers under MSMED Act, 2006	**11.42**	10.24
b)	Interest accrued, due to suppliers under MSMED Act on the above amount, and unpaid	**0.69**	0.73
c)	Payment made to suppliers (other than interest) beyond the appointed day during the year	**-**	-
d)	Interest paid to suppliers under MSMED Act (Section 16)	**-**	-
e)	Interest due and payable towards suppliers under MSMED Act for payments already made	**3.22**	0.48
f)	Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act (including interest mentioned in (e) above)	**3.91**	1.21
g)	Amount of further interest remaining due and payable even in suceeding years	**-**	-
Total outstanding amount payable to MSME parties		**15.33**	11.45

Note: Note: The above information is given to the extent available with the Company and relied upon by the auditor.

41 : DEBTORS AND CREDITORS

(a) Trade receivable and accrued income include ₹ 13,17.77 lakhs (March 31, 2017 : ₹ 1,317.77 lakhs, April 01, 2016 : ₹ 1,317.77 lakhs) due from an entity which is declared Sick and in respect of which a Scheme of Rehabiliation is under implementation. The Management, however, is of the opinion that provision amounting to ₹ 4,26.12 lakhs (March 31, 2017 : ₹ 4,26.12 lakhs, April 01, 2016 : ₹ 4,26.12 lakhs) made against such receivable is adequate.

(b) Advances recoverable includes ₹ 2,13.18 lakhs (March 31, 2017 : ₹ 2,13.18 lakhs, April 01, 2016 : ₹ 2,13.18 lakhs) from a vendor which has not been refunded/adjusted for a considerable period of time. The Management, however, is of the opinion that such advances are refundable/adjustable.

(c) An amount of ₹ 2,93.26 lakhs (March 31, 2017 : ₹ Nil, April 01, 2016 : ₹ Nil) recoverable from a vendor on account cost of materials and services incurred for which the claim is yet to be made. The Management, however, is of the opinion that such amount will be adjusted.

(d) Considering the nature of projects being executed by the Company for its main customers, the consequential claims and counter claims towards liquidated damages, change order, etc., and as per general practice prevalent in the industry, the balances outstanding as trade receivables (which also include interest charged as per contract terms), billable costs, advances to/balances payables towards contractors and vendors of the Company are not confirmed by customers/vendors and against some of the customers the Company has also initiated legal actions. The Management, however, is of the opinion that such receivables/payables are stated at their realisable/payable value and adequate provisions have been made in the books of account, wherever necessary.

(e) During the year 2013-14 and 2014-15, the Company has incurred additional expenditure on executing additional work in terms of an EPC contract. The Company has quantified the value of extra work done at ₹ 103,59.19 lakhs (March 31, 2017 : ₹ 100,35.13 lakhs, April 01, 2016 : ₹ 102,00.76 lakhs) and has commenced discussions with the customer for acceptance of its claim. Out of the claim, invoices for ₹ 24,82.49 lakhs (March 31, 2017 : ₹ 21,58.43.00 lakhs, April 01, 2016 : ₹ 23,24.07 lakhs) have been raised on the customer and the balance amount of ₹ 78,76.70 lakhs (March 31, 2017 : ₹ 78,76.70 lakhs, April 01, 2016 : ₹ 78,76.70 lakhs) accrued on this account is included under other current assets pending finalisation of the claim by the customer.

(f) Trade receivable includes ₹ 25,20.49 lakhs; (31st March, 2017 - ₹ 25,12.94 lakhs, April 01, 2016 : ₹ Nil) due from a charter hire contract. The said hirer has disputed the claim and has raised counter claim for damages of ₹ 15,83.03 lakhs against the Company. The Management, however, is of the opinion that no provision is required against such counter claim made by the customer, since it is not tenable..

42 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 11, *CONSTRUCTION CONTRACTS*

(₹ in lakhs)

Particulars	**2017-18**	2016-17
(a) Contract revenue recognised for the financial year	**1,426.87**	1,264.37
(b) Aggregate of contract costs incurred upto the reporting date for contracts in progress (Actual Cost)	**1,885.76**	1,021.80
Aggregate of contract costs recognised upto the reporting date for contracts in progress (Based on Budgeted Cost and Percentage of Completion)	**1,627.62**	1,090.92
Recognised profit upto the reporting date for contracts in progress	**(200.75)**	173.45
(c) Advances received for contracts in progress (Including Amount received against milestone billing)	**1,201.10**	246.90
(d) Retention money for contracts in progress	**-**	-
(e) Gross amount due from customers for contract work (asset)	**1,242.94**	-
(f) Accrued Income yet to be billed (Based on percentage of completion)	**-**	1,017.47

43: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 112, *DISCLOSURE OF INTERESTS IN OTHER ENTITIES*

The Company has a joint venture interest in IMPaC Oil & Gas Engineering (India) Private Limited (a company incorporated in India) and its proportionate share in the assets, liabilities, income and expenses of the jointly controlled entity, based on the audited accounts drawn up to March 31, 2018 is as under :

Percentage of ownership interest as at March 31, 2018 – 40%.

(₹ in lakhs)

Particulars	**As at March 31, 2018**	As at March 31, 2017	As at April 01, 2016
Assets	**0.01**	0.01	0.01
Liabilities	**66.47**	66.56	66.41
Income	**0.14**	-	0.01
Expenses	**0.05**	0.19	0.58
Contigent liabilities	**-**	-	-
Capital commitments	**-**	-	-

44: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 107, *FINANCIAL INSTRUMENTS - DISCLOSURES*

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2018	Carrying value			Carried at amortised cost		Total Amount
	Current	Non-Current	Total	Level 3	Total	
Financial Assets						
Loans	**12.90**	**15.13**	**28.03**	**28.03**	**28.03**	**28.03**
Trade receivable	**9,693.92**		**9,693.92**	**9,693.92**	**9,693.92**	**9,693.92**
Cash and bank balances	**21.58**		**21.58**	**21.58**	**21.58**	**21.58**
Bank balances (other than above)	**1,392.43**		**1,392.43**	**1,392.43**	**1,392.43**	**1,392.43**
Other financial assets	**9,398.23**	**232.57**	**9,630.80**	**9,630.80**	**9,630.80**	**9,630.80**
Total	**20,519.06**	**247.70**	**20,766.76**	**20,766.76**	**20,766.76**	**20,766.76**
Financial Liabilities						
Borrowings	**9,182.12**	**81.50**	**9,263.62**	**9,263.62**	**9,263.62**	**9,263.62**
Trade payables	**6,488.49**		**6,488.49**	**6,488.49**	**6,488.49**	**6,488.49**
Other financial liabilities	**3,852.60**		**3,852.60**	**3,852.60**	**3,852.60**	**3,852.60**
Total	**19,523.21**	**81.50**	**19,604.71**	**19,604.71**	**19,604.71**	**19,604.71**

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2017	Carrying value			Carried at amortised cost		Total Amount
	Current	Non-Current	Total	Level 3	Total	
Financial Assets						
Loans	12.73	15.13	27.86	27.86	27.86	-
Trade receivable	7,274.31	-	7,274.31	7,274.31	7,274.31	7,274.31
Cash and bank balances	6.31	-	6.31	6.31	6.31	6.31
Bank balances (other than above)	712.29		712.29	712.29	712.29	712.29
Other financial assets	9,666.01	232.57	9,898.58	9,898.58	9,898.58	9,898.58
Total	17,671.65	247.70	17,919.35	17,919.35	17,919.35	17,919.35
Financial Liabilities						
Borrowings	6,252.89	48.00	6,300.89	6,300.89	6,300.89	6,300.89
Trade payables	6,606.68	-	6,606.68	6,606.68	6,606.68	6,606.68
Other financial liabilities	2,720.58	-	2,720.58	2,720.58	2,720.58	2,720.58
Total	15,580.15	48.00	15,628.15	15,628.15	15,628.15	15,628.15

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2016	Carrying value			Carried at amortised cost		Total Amount
	Current	Non-Current	Total	Level 3	Total	
Financial Assets						
Loans	24.37	15.13	39.50	39.50	39.50	-
Trade receivable	10,109.13	-	10,109.13	10,109.13	10,109.13	10,109.13
Cash and bank balances	13.72	-	13.72	13.72	13.72	13.72
Bank balances (other than above)	606.32		606.32	606.32	606.32	606.32
Other financial assets	9,421.07	232.57	9,653.64	9,653.64	9,653.64	9,653.64
Total	20,174.61	247.70	20,422.31	20,422.31	20,422.31	20,422.31
Financial Liabilities						
Borrowings	5,980.35	38.50	6,018.85	6,018.85	6,018.85	6,018.85
Trade Payables	6,229.44		6,229.44	6,229.44	6,229.44	6,229.44
Other Financial Liabilities	2,549.33		2,549.33	2,549.33	2,549.33	2,549.33
Total	14,759.12	38.50	14,797.62	14,797.62	14,797.62	14,797.62

B. Measurement of fair value

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables.

C. Fair Value Hierarchy

The fair value of financial instruments as referred to above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

D. Market Risk Management

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

(i) Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to indentify and analyse the risks faced by the Company, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control enviornment in which all employees understand thier roles and obligations.

The Company's Audit Committee also oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(ii) Credit risk

Trade and other receivables

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers investment in subsidaries and joint ventures and cash and cash equivalents. The Company makes provision on trade receivables based on Expected Credit loss (ECL) method basis on provision matrix.

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India and overseas. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company has a detailed review mechanism of overdue trade receivables at various levels in the organisation to ensure proper attention and focus on realisation.

Expected Credit Loss assessment

Exposure to customers outstanding at theend of each reporting period are reviewed nu the Company to determine incurred and expected credit losses. Management believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

The movement in the loss allowance in respect of trade and other receivables during the years is as follows:

(Amount ₹ in lakhs)

Balance as at April 1, 2016	**1,261.91**
Movement during the year	597.53
Balance as at March 31, 2017	**1,859.44**
Movement during the year	717.41
Balance as at March 31, 2018	**2,576.85**

Cash and bank balances and bank deposits

The Company held cash and cash equivalents and bank deposits with banks and financial institutions. The credit worthiness of such banks and financial instituions is evaluated by the management on an on-going basis and is considered to be good.

Other than trade receivables, the Company has no other financial assets that are past due but not impaired.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet financial obligations as they become due to reasonable price. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they are due under both normal and stressed conditions, without incurring unacceptable lossess or risk to the Company's reputation.

The Company also monitors the level of expected cash inflows on trade receivables together with expected cash outflows on trade payables and other financial liabilities. The Company has access to a sufficient sources of short term funding with existing lenders that could be arranged upon should need arises..

Exposure to liability risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flows are gross and undiscounted, and include estimated interest payments.

(₹ in lakhs)

Contractual maturities of financial liabilities as at March 31, 2018	1 year or less	1-2 years	2- 5 years	Total
Non-derivatives financial liabilities				
Long-term borrowings	**5.00**	**81.50**	**-**	**86.50**
Working capital facility and short-term loans and borrowings	**9,182.12**	**-**	**-**	**9,182.12**
Trade payables	**6,488.49**	**-**	**-**	**6,488.49**
Other financial liabilities	**3,847.60**	**-**	**-**	**3,847.60**
	19,523.21	**81.50**	**-**	**19,604.71**

(₹ in lakhs)

Contractual maturities of financial liabilities as at March 31, 2017	1 year or less	1-2 years	2- 5 years	Total
Non-derivatives financial liabilities				
Long-term borrowings including current maturities of long term borrowings	38.50	48.00	-	86.50
Working capital facility and short-term loans and borrowings	6,252.89	-	-	6,252.89
Trade payables	6,606.68	-	-	6,606.68
Other financial liabilities	2,682.08	-	-	2,682.08
	15,580.15	48.00	-	15,628.15

(₹ in lakhs)

Contractual maturities of financial liabilities as at April 1, 2016	1 year or less	1-2 years	2- 5 years	Total
Non-derivatives financial liabilities				
Long-term borrowings including current maturities of long term borrowings	35.50	38.50	-	74.00
Working capital facility and short-term loans and borrowings	5,980.35	-	-	5,980.35
Trade payables	6,229.44	-	-	6,229.44
Other financial liabilities	2,513.83	-	-	2,513.83
	14,759.12	38.50	-	14,797.62

(iv) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, short-term and long-term debt, including foreign currency receivables and payables. The Company's exposure to market risk is primarily related to foreign exchange rate risk and interest rate risk. Thus, Company's exposure to market risk is a function of investing and revenue generating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenue and costs.

(v) Currency risk

The Company is exposed to risk of changes in foreign currency values on account of its receivables and payables. The functional currency of the Company is Indian Rupee. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations.

The Company has not entered into any derivative transactions during the year and there were no derivative transactions outstanding as on March 31, 2017 and April 1, 2016.

The Company exposure to foreign currency risk at the end of the reporting period are as follows:

Sr. No.	Particulars	Currency	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
			(₹ in lakhs)	(FC in lakhs)	(₹ in lakhs)	(FC in lakhs)	(₹ in lakhs)	(FC in lakhs)
A	**Financial assets**							
(i)	Receivables	USD	**5,523.60**	**87.07**	3,721.20	57.49	938.07	14.19
(ii)	Receivables	EURO	**2,600.68**	**34.76**	2,406.54	34.81	6,048.77	80.59
(iii)	Receivables	AED	**1,421.12**	**81.09**	353.18	20.05	227.36	12.64
(iv)	Bank balance	USD	**3.47**	**0.05**	3.55	0.05	3.67	0.06
B	**Financial liabilities**							
(i)	Payables	USD	**871.26**	**13.60**	459.33	7.08	381.13	5.75
(ii)	Payables	EURO	**307.26**	**4.14**	287.16	4.14	311.75	4.14
(iii)	Payables	SGD	**4.36**	**0.09**	4.25	0.09	4.49	0.09
(iv)	Payables	AED	**364.02**	**20.60**	357.39	20.23	14.68	0.81

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currency mentioned in the table below as at reporting date would have affected the measurement of financial instruments denominated in foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit / (loss) before tax gain / (loss)		**Equity, gross of tax**	
Effect in ₹ lakhs	**Strengthening**	**Weakening**	**Increased**	**(Decreased)**
March 31, 2018				
USD	(46.56)	46.56	(46.56)	46.56
EURO	(22.93)	22.93	(22.93)	22.93
SGD	0.04	(0.04)	0.04	(0.04)
AED	(10.57)	10.57	(10.57)	10.57
March 31, 2017				
USD	(32.65)	32.65	(32.65)	32.65
EURO	(21.19)	21.19	(21.19)	21.19
SGD	0.04	(0.04)	0.04	(0.04)
AED	0.04	(0.04)	0.04	(0.04)

(vi) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate

Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Fixed-rate instruments			
Financial assets			
Bank deposits	**1,392.43**	712.29	606.32
Financial liabilities			
Borrowings - non-current	**81.50**	48.00	38.50
Borrowings - current	**5,201.06**	1,761.63	1,023.80
	6,674.99	2,521.92	1,668.62
Variable rate borrowings			
Financial liabilities			
Borrowings - current	**3,986.06**	4,529.76	4,990.05
	6,674.99	2,521.92	1,668.62

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit or loss	
	March 31, 2018	March 31, 2017
Variable-rate instruments	**(19.93)**	19.93
Cash flow sensivity (net)	**(19.93)**	19.93

The risk estimates provided assume a change of 50 basis points interest rate for the interest rate bench mark as applicable to the borrowings summarised above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

45: CAPITAL MANAGEMENT

Equity share capital and other equity are considered for the Company's capital mangement. The Company manges its capital so as to safeguard its ability to continue as going concern and to optimise returns to shareholders. The capital structure of the Company is based on mangement's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintian investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary, adjust its capital structure.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Total equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at the reporting period is as follows:

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Borrowings			
Long-term and short-term borrowings	**9,263.62**	6,300.89	6,018.85
Current maturities of long-term borrowings	**5.00**	38.50	35.50
Less: cash and bank balances	**(21.58)**	(6.31)	(13.72)
Adjusted net debt	**9,247.04**	6,333.08	6,040.63
Total Equity	**9,547.11**	11,219.66	15,076.56
Adjusted net equity	**9,547.11**	11,219.66	15,076.56
Adjusted net debt to adjusted equity ratio	**0.97**	0.56	0.40

No changes were made in the objectives, policies or processes for managing capital of the Company during the current and previous year.

46 : DISCLOSURE PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013

(₹ in lakhs)

Sr. No.	**Nature of the transaction (loans given/investment made /guarantee given/security provided)**	Purpose for which the loan/guarantee/secuirty is proposed to be utilised by the recipient	**As at March 31, 2018**	As at March 31, 2017
(A)	**Guarantees:**			
	Subsidairy companies:			
	Dolphin Offshore Shipping Limited	Corporate guarantee given for subsidiary's debt	**5,00.00**	5,00.00

47: CORPORATE SOCIAL RESPONSIBILITY (CSR)

Amount required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year is ₹ Nil: (March 31, 2017 : ₹ Nil).

(a) The amount recognised as expense in the Statement of profit and loss on CSR realted activities is ₹ Nil : (2016-17 : ₹ Nil).

48: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 27, *SEPARATE FINANCIAL STATEMENTS*

Investment in following subsidairy companies, joint venture companies and associates is accounted at cost.

Subsidiaries :

Sr. No	Name of subsidiairy company	Principal place of business	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
			Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)	Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)	Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)
	Indian subsidiaries							
1	Dolphin Offshore Shipping Limited	India	100.00	100.00	100.00	100.00	100.00	100
2	Global Dolphin Drilling Co Limited	India	59.96	59.96	59.96	59.96	59.96	59.96
	Foreign subsidiaries							
1	Dolphin Offshore Enterpeises (Mauritius) Private Limited	Mauritius	100.00	100.00	100.00	100.00	100.00	100

Sr. No	Name of subsidiairy company	Principal place of business	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
			Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)	Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)	Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)
1	IMPaC Oil and gas Engineering (India) Private Limited	India	40.00	40.00	40.00	40.00	40.00	40.00

49: INVESTOR EDUCATION AND PROTECTION FUND

There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at March 31, 2018.

50 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 101, *FIRST-TIME ADOPTION OF INDIAN ACCOUTING STANDARDS*

I. Transition to Ind AS:

The Compnay has transitione dthe basis of accounting from Indian generally accepted accounting principles (“previous GAAP”) to Ind AS. The accounting policies set out in Note 1have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet as at April 1, 2016 (the Transition Date). In preparing opening Ind AS balance sheet, the company have adjsuted amounts reported in teh financial statements prepared in accordance with previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the financial performance, cash flows and financial position is set out in the following tables and the notes that accompany the tables. On transition, the company did not revise estimates previously made under previous GAAP execept where required by Ind AS.

II. Optional exemptions from retrospective application:

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

1 Property, plant and equipment (PPE) and intangible assets:

Ind AS 101 permits a first time adopters to fair value or to continue with the carrying value of all its property, plant and equipment and tangible assets that are recognised in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to fair value only its building and use that fair value in its Opening Ind AS balance sheet (as at April 01, 2016) and measure all other plant and equipment and tangible assets at thier previous GAAP values.

2 Investment in subsidiaries :

The Company has elected to measure investments in subsidiaries as per the statement of financial position prepared in accordance with previous GAAP as a deemed cost at the date of transition as per exemption available under Ind AS 101.

Interest in the subsidiaries through fair valuation of financial guarantees at initial recognition on transition date had been accounted as investments in accordance with Ind AS 109. The Company has accounted such fair valuation of financial guarantees on transition date to the retained earnings.

3 Long-term foreign currency monetary items :

A first-time adopter may continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. The Company has chosen to continue this option provided under para D13AA of Ind AS 101.

III. Mandatory exemptions from retrospective application

1 Estimates :

The estimates as at April 1, 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation. The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at April 1, 2016 (transition date) and March 31, 2017.

2 Derecognition of financial assets and liabilities :

Financial assets and liabilities de-recognised before transition date are not re-recognised under Ind AS.

3 Classification of financial assets:

As per the requirements of Ind AS 101 the Company has assessed classification of financial assets on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

IV. The transition from Indian GAAP to Ind AS did not had material impact on the statement of cash flows.

V. Transition to Ind AS - Reconcilations

The following reconcialtions provide the explanations and quantifcation of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

A . Reconciliation of Balance sheet as at date of transition (April 1, 2016) (₹ in lakhs)

Particulars	Note No.	IGAAP	Ind-AS Adjustments	Ind-AS
ASSETS				
Non-current assets				
Property, plant and equipment	a	1,711.74	1,892.86	3,604.60
Other intangible assets		0.13	-	0.13
Financial assets				-
Investments	b	1,994.32	2.50	1,996.82
Loans		15.13	-	15.13
Other financial assets		232.57	-	232.57
Deferred tax assets (net)		-	-	-
Non-current tax assets (net)		1,735.70	-	1,735.70
Other non-current assets		1,298.80	-	1,298.80
Total non-current assets		**6,988.39**	**1,895.36**	**8,883.75**
Current assets				
Inventories		798.00	-	798.00
Financial assets				-
Trade receivables	c	11,371.04	(1,261.91)	10,109.13
Cash and bank balances		13.72	-	13.72
Bank balances other than above		606.32	-	606.32
Loans		24.37	-	24.37
Other financial assets		9,421.07	-	9,421.07
Other current assets	b	373.78	44.70	418.48
Total current assets		**22,608.30**	**(1,217.21)**	**21,391.09**
TOTAL ASSETS		**29,596.69**	**678.15**	**30,274.84**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,677.25	-	1,677.25
Other equity	a to d	12,919.86	479.45	13,399.31
Total equity		**14,597.11**	**479.45**	**15,076.56**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		38.50	-	38.50
Provisions		60.69	-	60.69
Deferred tax liabiities (net)	d	(61.06)	196.63	135.57
Total non-current liabilities		**38.13**	**196.63**	**234.76**
Current liabilities				
Financial liabilities				
Borrowings		5,980.35	-	5,980.35
Trade payables		6,229.44	-	6,229.44
Other financial liabilities	b	2,547.26	2.07	2,549.33
Other current liabilities		120.18	-	120.18
Provisions		84.22	-	84.22
Total current liabilities		**14,961.45**	**2.07**	**14,963.52**
TOTAL EQUITY AND LIABILITIES		**29,596.69**	**678.15**	**30,274.84**

B. Reconciliation of Balance sheet as at March 31, 2017 (₹ in lakhs)

Particulars	Note No.	IGAAP	Ind-AS Adjustments	Ind-AS
ASSETS				
Non-current assets				
Property, plant and equipment	a	1,176.33	1,776.03	2,952.36
Other intangible assets		0.05	-	0.05
Financial assets				-
Investments	b	1,994.32	5.00	1,999.32
Loans		15.13	-	15.13
Other financial assets		232.57	-	232.57
Deferred tax assets (net)	d	50.73	25.96	76.69
Non-current tax assets (net)		1,771.01	-	1,771.01
Other non-current assets		1,312.54	-	1,312.54
Total non-current assets		**6,552.68**	**1,806.99**	**8,359.67**
Current assets				
Inventories		669.32	-	669.32
Financial assets				
Trade receivables	c	9,133.75	(1,859.44)	7,274.31
Cash and bank balances		6.31	-	6.31
Bank balances other than above		712.29	-	712.29
Loans		12.73	-	12.73
Other financial assets		9,666.01	-	9,666.01
Other current assets	b	436.65	40.51	477.16
Total current assets		**20,637.06**	**(1,818.93)**	**18,818.13**
TOTAL ASSETS		**27,189.74**	**(11.94)**	**27,177.80**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,677.25	-	1,677.25
Other equity	a to d	9,556.42	(14.01)	9,542.41
Total equity		**11,233.67**	**(14.01)**	**11,219.66**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		48.00	-	48.00
Provisions		65.64	-	65.64
Total non-current liabilities		**113.64**	**-**	**113.64**
Current liabilities				
Financial liabilities		-		
Borrowings		6,252.89	-	6,252.89
Trade payables		6,606.68	-	6,606.68
Other financial liabilities		2,720.58	-	2,720.58
Other current liabilities	b	186.68	2.07	188.75
Provisions		75.60	-	75.60
Total current liabilities		**15,842.43**	**2.07**	**15,844.50**
TOTAL EQUITY AND LIABILITIES		**27,189.74**	**(11.94)**	**27,177.80**

C. Reconciliation of total comprehensive income for the year ended March 31, 2017 (₹ in lakhs)

Particulars	Note No.	IGAAP	Ind-AS Adjustments	Ind-AS
INCOME				
Revenue from operations		6,220.52		6,220.52
Other income	b	72.02	2.49	74.51
Total Income		**6,292.54**	**2.49**	**6,295.03**
EXPENSES				
Cost of materials consumed		3,078.61	-	3,078.61
Changes in inventories of Stock-in-Trade and work-in-progress		128.68	-	128.68
Employee benefits expense	e	1,107.82	9.07	1,116.89
Finance costs		1,050.65	54.82	1,105.47
Depreciation and amortisation expense	a	525.84	116.83	642.67
Other expenses	c	1,287.42	597.53	1,884.95
Total Expenses		**7,179.02**	**778.25**	**7,957.27**
Profit before exceptional items and tax		**(886.48)**	**(775.76)**	**(1,662.24)**
Exceptional items		(2,448.52)	-	(2,448.52)
Profit/(Loss) before tax		**(3,335.00)**	**(775.76)**	**(4,110.76)**
Tax expense :				
Current tax		18.11		18.11
Deferred tax	d	10.33	(225.40)	(215.07)
Total tax expenses		**28.44**	**(225.40)**	**(196.96)**
Profit/(Loss) for the year		**(3,363.44)**	**(550.36)**	**(3,913.80)**
Other comprehensive income				
(A) Items that will not be reclassified to profit or loss:				
Remeasurements gain/(loss) on defined benefit plans	e	-	9.07	9.07
Tax on above	e		(2.80)	(2.80)
Other comprehensive income for the year, net of tax	f	-	6.27	6.27
Total comprehensive income for the year		**(3,363.44)**	**(544.09)**	**(3,907.53)**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

E Reconciliation between Equity previously reported (IGAAP) and under Ind AS is as under:

(₹ in lakhs)

Nature of Adjustments	As at March 31, 2017	As at April 1, 2016
Equity as per previous GAAP		
Share capital	**1,677.25**	1,677.25
Reserves and surplus	**9,556.42**	12,919.86
Total Equity as per IGAAP (A)	**11,233.67**	14,597.11
(Add)/Less: Ind AS adjustments		
Adjustments on date of transition	**479.46**	
on account of measuring certain property, plant and equipments at fair value	**-**	1,892.86
Additional depreciation on account of fair value of property, plant and equipment	**(116.83)**	-
Provision for doubtful trade receivable as per Expected Credit Loss model	**(597.53)**	(1,261.91)
Effect of measuring financial guarantee contracts in accordance with Ind AS 109	**(1.70)**	45.14
Deferred tax impact of freehold land and above adjustments	**222.59**	(196.63)
Total Adjustments (B)	**(14.01)**	479.46
Equity as per Ind AS (A + B)	**11,219.66**	15,076.57

F Notes to reconciliation

a Fair value of certain items of Property, plant and equipment

Company has elected to measure certain items of property, plant and equipment at fair value at the date of transition to Ind AS. Hence at the transition date, an increase of ₹ 18,92.86 lakhs was recognised in property, plant and equipment. This amount has been recognised against retained earnings. Accordingly, the Company has also charged the additional depreciation of ₹ 1,16.83 lakhs to the amount recorded under Indian GAAP for the year ended March 31, 2017.

b Financial guarantee given to subsidiary

Under previous GAAP, financial guarantee given was disclosed as contingent liability and commitments. Under Ind AS, the Company has recognised fair value of financial guarantee provided to its subsidiary company. The fair value of such guarantee as at April 01, 2016 has been recognised as additional capital investment in its subsidiary company and is amortised over tenure of the guarantee. Subsequently, in the year ended March 31, 2017, increase in the fair value of financial guarantee on account of refinancing of borrowings was recognised as additional investment in its subsidiary. The impact of amortisation of such fair value of guarantee has been recognised in the statement of profit and loss as interest income for the year ended March 31, 2017.

c Trade receivable

Under previous GAAP, the Company has created provision for impairment of receivables which consists only in respect of specific amount for probable losses. Under Ind AS, impairment allowance has been determined based on Expected Credit Loss (ECL) model. Due to ECL model, the Company impaired its trade receivable by ₹ 8,25.19 lakhs (net of related deferred tax) on April 1, 2016 which has been eliminated against other equity.

d Deferred tax assets

Under previous GAAP, deferred tax were recognised for the tax effect of timing difference between accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Under Ind AS 12, deferred taxes are recognised using the balance sheet approach, which focuses on temporary difference between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under previous GAAP. In addition, the various transitional adjustments lead to temporary differences and the Company has accounted for such differences. Deferred tax adjustment are recognized in correlation to the underlying transaction either in retained earnings or through other comprehensive income.

e Remeasure of actuarial gains/ (losses)

Under previous GAAP, the Company recognised actuarial gains /losses on post-employment defined benefit plan i.e., gratuity under Statement of profit and loss. Under Ind AS, actuarial gains /losses on post-employment defined benefit plans are recognised in Other comprehensive income.

f Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in the Statement of Profit and Loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the Statement of Profit and Loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

Signatures to Note 1 to 50

SHARP & TANNAN
Chartered Accountants
Firms Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of Dolphin Offshore Enterprises (India) Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS Financial Statements of **Dolphin Offshore Enterprises (India) Limited** (the 'Holding Company'), its subsidiaries and its joint venture (the Holding Company, its subsidiaries and its joint venture together referred to as the 'Group'), comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the Consolidated Ind AS Financial Statements').

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (the 'Act') that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Basis for Qualified Opinion

We are unable to assess the recoverability of following financial assets of the Group as stated in:

a. *Note No. 41(a) to the consolidated Ind AS financial statements, regarding trade receivable and accrued income aggregating ₹ 13,17.77 lakhs receivable from an entity which has been declared sick and in respect of which a Scheme of Rehabilitation is under implementation;*

b. *Note No. 41(b) to the consolidated Ind AS financial statements, regarding advance aggregating ₹ 2,13.18 lakhs (31st March, 2017 – ₹ 2,13.18 lakhs) recoverable from a vendor which has not been refunded / adjusted for a considerable period of time;*

c. *Note No. 41(f) to the consolidated Ind AS financial statements, regarding trade receivable which includes ₹ 25,20.49 lakhs; (31st March, 2017 - ₹ 25,12.94 lakhs) due from a charter hire contract. The said hirer had disputed the claim and had raised counter claim for damages of ₹ 15,83.03 lakhs against the Company; and*

d. *Note No.41(g) to the consolidated Ind AS financial statements, regarding trade and other receivables which included an amount of ₹ 2,23,52.73 lakhs (31st March, 2017 - ₹ 1,81,81.98 lakhs). The auditors of subsidiary company have not been able to obtain sufficient appropriate audit evidence as to its recoverability as at reporting date.*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us and except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs (consolidated financial position) of the Group as at 31st March, 2018, and its consolidated loss (consolidated financial performance including other comprehensive income), consolidated cash flows and consolidated changes in the equity for the year ended on that date.

Emphasis of Matter

We draw attention to:

a. Note No. 41(c) to the consolidated Ind AS financial statements, regarding an amount of Rs. 2,93.26 lakhs recoverable from a vendor, for which the claim is yet to be made on the vendor;

b. Note No. 41(d) to the consolidated Ind AS financial statements, with regard to non-availability of confirmations of balances in respect of receivables and payables;

c. Note No. 41(e) to the consolidated Ind AS financial statements, regarding finalisation of the claim on the customer for the year 2013-14 and 2014-15. The Company had incurred additional expenditure for executing additional work in terms of an EPC contract. The Company had quantified the value of extra work done at ₹ 103,59.19 lakhs and had commenced discussions with the customer for acceptance of its claim. Out of the claim, invoices for ₹ 24,82.49 lakhs have been raised on the customer and the balance amount of ₹ 78,76.70 lakhs accrued in the current financial year was reported under other current assets pending finalisation of the claim by the customer; and

d. Note No.41(h) to the consolidated Ind AS financial statements, regarding reference made by the auditors of a joint venture company (JVC) in their audit report to the accumulated losses and the consequential erosion of the net worth of JVC.

Our opinion is not modified in respect of these matters.

Other Matter

1. The comparative financial information of the Company for the year ended 31st March, 2017 and the transition date opening Balance sheet as at 1st April, 2016 included in these consolidated Ind AS financial statements, are based on the previously issued consolidated financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by other auditors, vide their report for the year ended 31st March, 2017 and 31st March, 2016 dated 17th May, 2017 and 27th May, 2016 respectively, have expressed modified opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

2. The consolidated Ind AS financial statements contain information on Holding Company, three subsidiaries and a joint venture are as follows:

Sr. No.	Entity Name	Country of Incorporation
	Subsidiaries	
1	Global Dolphin Drilling Company Limited	India
2	Dolphin Offshore Enterprises (Mauritius) Private Limited	Mauritius
3	Dolphin Offshore Shipping Limited	India
	Joint Venture	
1	IMPaC Oil and Gas Engineering (India) Private Limited	India

We did not audit the financial statements of two subsidiaries (of which one is incorporated outside India) whose financial statements reflect total assets of ₹ 4,69,51.61 lakhs and net assets of ₹ 2,14,51.59 lakhs as at 31st March, 2018, total revenues of ₹ 80,21.16 lakhs for the year ended on the date. The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. Nil lakhs for the year ended 31st March, 2018 as considered in the consolidated Ind AS financial statements, in respect of a joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the aforesaid subsidiaries and a joint venture is based solely on the reports of the other auditors. The financial statements and other financial information of a subsidiary, located outside India, have been prepared in accordance with the accounting principles generally accepted in their country and which have been audited by other auditor under generally accepted auditing standards applicable in their country, have been converted by the Company's management from accounting principles generally accepted in their country to the Indian Accounting Standards (Ind AS) as per Section 133 of the Companies Act, 2013 read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015, as amended. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as relates to the balances and affairs of the subsidiary is based on the report of other auditors and the conversion adjustments prepared by the Company's management and audited by us.

Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) we have sought and except for the matter described in the Basis for Qualified Opinion paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

(b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

(c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

(e) on the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of two subsidiaries companies and one joint venture, incorporated in India, none of the directors of the Group companies is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure 'A'**; and

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   (i) the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. (Refer Note 34 to the consolidated Ind AS financial statements);

   (ii) the Group has long-term contracts as at 31st March, 2018 for which there were no material foreseeable losses. The Company did not have any derivative contracts; and

   (iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Mumbai, 28th May, 2018

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) of our report of even date)

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the Consolidation Ind AS Financial Statements of **Dolphin Offshore Enterprises (India) Limited** (the 'Company'/ the 'Holing Company') as of and for the year ended 31st March, 2018, we have audited the internal financial controls over financial reporting of the Holding Company, its subsidiaries and its joint venture (the Holding Company, its subsidiaries and its joint venture constitute the 'Group'), as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its associate companies which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities includesthe design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in other matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its Group which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to two subsidiaries and one joint venture which are incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Mumbai, 28th May, 2018

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(₹ in lakhs)

	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
Non-current assets				
Property, plant and equipment	2	**27,782.65**	31,212.66	35,583.11
Capital work-in progress		**13.03**	13.00	1,853.28
Goodwill on consolidation		**1,147.01**	1,147.01	1,147.01
Other intangible assets	3	**3.95**	6.41	16.66
Financial assets				
Investments	4	**2.00**	2.00	2.00
Trade receivables	11	**10.54**	10.54	10.54
Loans	5	**15.32**	15.28	15.29
Other financial assets	6	**492.52**	588.42	565.63
Deferred tax assets (net)	7	**300.00**	76.69	(135.57)
Non-current tax assets (net)	8	**2,254.66**	2,215.32	2,160.57
Other non-current assets	9	**1,324.42**	1,302.75	1,299.24
Total non-current assets		**33,346.10**	36,590.09	42,517.76
Current assets				
Inventories	10	**755.28**	769.07	878.32
Financial assets				
Trade receivables	11	**29,245.44**	23,155.33	21,848.45
Cash and bank balances	12	**103.30**	332.47	261.49
Bank balances other than above	13	**1,392.43**	712.29	606.32
Loans	5	**166.08**	20.32	36.72
Other financial assets	6	**13,713.77**	13,328.47	9,942.50
Other current assets	14	**787.39**	434.66	655.15
Total current assets		**46,163.69**	38,752.61	34,228.95
TOTAL ASSETS		**79,509.79**	75,342.70	76,746.71
EQUITY AND LIABILITIES:				
Equity				
Equity share capital	15	**1,677.25**	1,677.25	1,677.25
Other equity	16	**56,760.21**	57,547.89	59,133.28
Non controlling interest		**9.89**	9.68	9.31
Total equity		**58,248.05**	59,023.06	60,819.84
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	17	**81.50**	48.00	38.50
Provisions	18	**152.95**	95.28	91.24
Deferred tax liabiities (net)	7	**256.06**	40.82	44.26
Total non-current liabilities		**486.51**	184.10	174.00
Current liabilities				
Financial liabilities				
Borrowings	19	**6,297.18**	5,727.81	5,996.68
Trade payables	20	**6,297.24**	4,952.03	4,421.24
Other financial liabilities	21	**7,082.72**	3,516.35	3,298.91
Other current liabilities	22	**1,009.32**	1,857.90	1,944.30
Provisions	23	**88.77**	81.45	91.74
Total current liabilities		**20,775.23**	16,135.54	15,752.87
Total liabilities		**21,261.74**	16,319.64	15,926.87
TOTAL EQUITY AND LIABILITIES		**79,509.79**	75,342.70	76,746.71
Contingent liabilities and commitments	34			
Significant accounting policies	1			
Other Notes	2-50			

The accompanying notes form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in lakhs)

	Note No.	2017-18	2016-17
INCOME			
Revenue from operations	24	**16,770.56**	20,753.65
Other income	25	**82.68**	2,108.29
Total Income		**16,853.24**	22,861.94
EXPENSES			
Cost of materials consumed	26	**7,152.98**	5,480.19
Changes in inventories of Stock-in-trade and work-in-progress	27	**66.59**	148.42
Employee benefits expense	28	**1,595.14**	1,639.39
Finance costs	29	**1,263.29**	1,042.74
Depreciation and amortisation expense	30	**3,587.60**	4,240.59
Other expenses	31	**3,958.67**	9,034.28
Total Expenses		**17,624.27**	21,585.61
Profit before exceptional items and tax		**(771.03)**	1,276.33
Exceptional items	32	**-**	(2,448.52)
Profit/(Loss) before tax		**(771.03)**	(1,172.19)
Tax expense :			
Current tax	34	**99.85**	158.72
Deferred tax		**(7.85)**	(219.19)
Total tax expense		**92.00**	(60.47)
Profit/(Loss) for the year		**(863.03)**	(1,111.72)
Other comprehensive income			
(A) Items that will not be reclassified to profit or loss:			
Remeasurements gain/(loss) on defined benefit plans		**(16.15)**	11.13
Tax on above		**4.20**	(3.48)
(B) Items that will be reclassified to profit or loss:			
Exchange differences on transalating the financial statements of a foreign operations		**87.30**	(700.20)
Other comprehensive income for the year, net of tax		**75.35**	(692.55)
Total comprehensive income for the year		**(787.68)**	(1,804.27)
Profit for the year attributable to:			
- Owners of the Company		**(863.24)**	**(1,112.09)**
- Non-controlling interest		**0.21**	**0.37**
Total comprehensive income for the year attributable to:			
- Owners of the Company		**(787.89)**	**(1,804.64)**
- Non-controlling interest		**0.21**	**0.37**
Earnings per equity share (of face value of ₹ 10 each)			
Basic (₹)	38	**(4.70)**	(10.76)
Diluted (₹)	38	**(4.70)**	(10.76)
Significant accounting policies	1		
Other Notes	2-49		

The accompanying notes form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in lakhs)

		2017-18	2016-17
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before taxation		**(771.03)**	(1,172.19)
Adjustment for:			
Depreciation and amortisation expense		**3,587.60**	4,240.59
Allowances for doubtful debts		**717.41**	3,046.05
Interest expense		**1,263.29**	1,042.77
Unrealised foreign exchange (gain)/loss		**-**	60.52
(Profit)/loss on sale of property, plant and equipment		**-**	(6.12)
Sundry balances written back		**(12.69)**	(8.66)
Guarantee commission		**87.30**	(692.71)
Interest income		**(46.51)**	(2,092.36)
Cash generated from operations before working capital changes		**4,825.37**	4,417.89
Adjustments for :			
(Increase) / decrease in inventories		**13.79**	109.25
(Increase) / decrease in trade and other receivables		**(7,617.12)**	(6,004.13)
Increase / (decrease) in trade and other payables		**5,131.91**	750.69
Increase / (decrease) in provisions		**(64.99)**	6.25
		(2,536.41)	(5,137.94)
Cash (used in)/generated from operations		**2,288.96**	(720.05)
Direct taxes paid (net of refunds)		**(39.34)**	(54.75)
Net cash (used in) /generated from operating activities	**[A]**	**2,249.62**	(774.80)
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Sale of sale of property, plant and equipment		**-**	(21.61)
Bank deposits		**0.66**	16.18
Foreign exchange translation revaluation of fixed assets		**(17.07)**	233.79
Dividend received		**(680.14)**	(129.72)
Interest received		**46.51**	2,088.50
Net cash (used in) / from investing activities	**[B]**	**(650.04)**	2,187.14

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2018 (Contd...)

(₹ in lakhs)

		2017-18	2016-17
C. CASH FLOWS FROM FINANCING ACTIVITIES		**(650.04)**	2,187.14
Proceeds from long-term borrowings		**-**	5.00
Proceeds from short-term borrowings		**(569.37)**	(302.38)
Interest paid		**(1,259.37)**	(1,043.98)
Net cash (used in) /generated from financing activities	**[C]**	**(1,828.74)**	(1,341.36)
Net (decrease)/increase in cash and bank balances (A+B+C)		**(229.17)**	70.98
Cash and balances at beginning of the year		**332.47**	261.49
Cash and bank balances at end of the year (Refer Note 12)		**103.30**	332.47

Note:

1. 1. The above Statement of cash flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7, *Statement of Cash Flows* as specified in the Companies (Indian Accounting Standards), Rules, 2015 (as amended).
2. Previous year's figures have been regrouped wherever applicable.

The accompanying notes form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

(A) EQUITY SHARE CAPITAL

(₹ in lakhs)

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	Value of Shares	Number of shares	Value of Shares	Number of shares	Value of Shares
Balance at the beginning of the reporting period	1,67,72,518	1,677.25	1,67,72,518	1,677.25	1,67,72,518	1,677.25
Changes in equity share capital during the year	-	-	-	-	-	-
Balance at the end of the reporting period	1,67,72,518	1,677.25	1,67,72,518	1,677.25	1,67,72,518	1,677.25

(B) OTHER EQUITY

(₹ in lakhs)

Particulars	Reserves and Surplus				Other comprehensive income		Total Other Equity
	Securities Premium Reserve	General Reserve	Tonnage Reserves	Retained Earnings	Foreign Currency translation reserve	Remeasurement of net defined benefit plans	
Balance as at April 1, 2016	6,108.25	6,251.61	-	44,712.81	2,060.61	-	59,133.28
Profit/ (Loss) for the year	-	50.54	168.34	(1,323.48)	-	-	(1,104.60)
Movement in Other comprehensive income for the year	-	-	-	-	(700.20)	7.65	(692.55)
Balance as at March 31, 2017	6,108.25	6,302.15	168.34	43,389.33	1,360.41	7.65	57,336.13
Profit/ (Loss) for the year	-	-	-	(850.57)		-	(850.57)
Other comprehensive income for the year	-	-	-	-	87.30	(11.95)	75.35
Balance as at March 31, 2018	**6,108.25**	**6,302.15**	**168.34**	**42,538.76**	**1,447.71**	**(4.30)**	**56,560.91**

The accompanying notes form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

COMPANY OVERVIEW

Dolphin Offshore Enterprises (India) Limited (the "Company") was incorporated as a private limited company under the Indian Companies Act, 1956 on May 17, 1979 with the objective of providing services to the offshore oil and gas industry. The Company initially commenced operations by providing diving services to the Oil and Gas Natural Commission (now reconstituted as the Oil and Natural Gas Corporation Limited). Over the years, the Company has expanded its capabilities and now provides a range of services as explained below.

In 1994, the Company converted into a public limited company and had its initial public offering. The Company is currently listed on the Bombay Stock Exchange and the National Stock Exchange.

The Company has three subsidiaries, Dolphin Offshore Shipping Limited ("DOSL"), Dolphin Offshore Enterprises (Mauritius) Private Limited ("DOEMPL") and Global Dolphin Drilling Company Limited ("GDDC"). In addition, The Company has entered in a joint venture with IMPaC Offshore Engineering GmbH for providing design and engineering services.

DOSL is involved in the business of owning, operating and managing vessels and in handling marine logistics. DOEMPL, apart from owning vessels, also provides the whole range of services that the Company provides to the international market. GDDC provides offshore drilling units to be used for oil and gas exploration and production.

The current range of services that Dolphin Offshore and subsidiaries provide are :

a. Underwater diving and engineering

b. Design and engineering

c. Vessel operations and management

d. Marine logistics

e. Ship repair and rig repair services

f. Fabrication

g. Electrical and Instrumentation services

h. Offshore hook-up and commissioning

i. Undertaking turnkey EPC contracts

1 SIGNIFICANT ACCOUNTING POLICIES

a. Statement of Compliance

The Group's financial statements have been prepared in accordance with the Companies Act, 2013 (the "Act") and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 issued by the Ministry of Corporate Affairs in respect of Section 133 read with sub-section (1) of Section 210A of the Companies Act, 1956 (1 of 1956). In addition, the guidance notes / announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with statutory promulgations require a different treatment.

The financial statements upto the year ended March 31, 2017, were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, ("I-GAAP") and other relevant provisions of the Act.

The financial statements for the year ended March 31, 2018 of the Company are the first financial statements prepared in compliance with Ind AS. These financial statements have been approved by the Board of Directors at their meeting held on May 28, 2018.

b. Basis of preparation

The Group maintains accounts on accrual basis following historical cost convention, except for office premises,vessels that are measured at fair value in accordance with Ind AS. The carrying value of all the items of property, plant and equipment and investment property as on date of transition is considered as the deemed cost.

The Financial statements of Dolphin Offshore Enterprises (Mauritius) Private Limited has been prepared in accordance with International Financial Reporting Standards (IFRS) and comply with the Companies Act 2001 applicable in the Country of origin i.e. Republic of Mauritius.

Fair value measurements under Ind AS are categorised as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety which are described as follows:

- Financial instruments measured at fair value through profit or loss; and
- Defined benefit plans - plan assets measure at fair vlaue

c. Basis of consolidation

The consolidated financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) 110, *Consolidated Financial Statements* notified under Section 133 of the "Act" read with relevant rules framed thereunder. The consolidated financial statements comprise the financial statements of Dolphin Offshore Enterprises [India] Limited (DOEIL) and its subsidiaries and joint venture.

The consolidation of its interest in joint ventures has been prepared in accordance with Indian Accounting Standard (Ind AS) 112 *'Disclosure of Interests in Other Entities'.*

In consolidation of Dolphin Offshore Enterprises (Mauritius) Private Limited, the operation of foreign subsidiary have been considered by the management as non integral, described in Indian Accounting Standard (Ind AS) 21. *The Effects of Changes in Foreign Exchange Rates*, on the basis that said foreign subsidiary transacts its activities with significant degree of autonomy, though parent controls major portion of its operations.

The financial statements of the parent and its subsidiaries are combined on a line by line basis and intra group balances, intra group transactions and unrealised profits or losses are fully eliminated. The Group's interest in the Joint Venture is accounted for using proportionate consolidation method. Separate line items are included to disclose the assets, liabilities, income and expenses of the joint venture.

The list of companies which are included in consolidation and the Parent Company's holding therein are as under:-

	Name of the Company	Relationship	Percentage holding	Country of Incorporation
1	Dolphin Offshore Enterprises (Mauritius) Private Limited	Subsidiary	100.00%	Mauritius
2	Global Dolphin Drilling Compnay Limited	Subsidiary	59.96%	India
3	Dolphin Offshore Shipping Limited	Subsidiary	100.00%	India
4	IMPaC Oil & Gas Engineering (India) Private Limited	Joint Venture	40.00%	India

c. Presentation of financial statements

The Balance sheet and the Statement of profit and loss are prepared and presented in the format prescribed in the Schedule III to Act. The Statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance sheet and Statement of profit and loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amounts in the financial statements are presented in Indians Rupees in lakhs rounded off to two decimal places as per the requirement of Division II of Schedule III to the Act, unless otherwise stated. Per Share data are presented in Indian Rupees to two decimals places.

d. Basis of consolidation

(i) The Consolidated financial statements incorporate the financial statments of the Parent Company and its subsidiries. For this purpose, an entity which is, directly or indirectly, controlled by the Parent Company is treated as subsidiary. The Parent Company together with its subsidiaries constitue the Group. Control exists when the parent Company,directly or indirectly, has power over the investee,is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.

(ii) Consolidation of a subsidiary begins when the Parent Company, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated statement of profit and loss from the date the Parent Company, directly or indirectly, gains control unit the date when the Parent Company, directly or indirectly, ceases to control the subsidiary.

(iii) The Consolidated financial statements of the Group combines financial statements of the parent Company and its subsidiaries line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-group assets, liabilities, income, expenses and unrealised profits/losses on intra-group transaction are eliminated on consolidation. The accounting policies of subsidiaries have been harmonised to ensure the consistency with the policies adopted by the Parent Company. The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company's standalone financial statements.

Profit or Loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests and have been shown seperately in the financial statements.

(iv) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidaries attributable to interests which are not owned, directly or indirectly, by the Parent Company.

(v) The gain/losses in respect of part divestment/dilution of stake in subsidary companies not resulting in ceding of control, are recognised directly in other equity attributable to the owners of the Parent Company.

(vi) The gain/losses in respect of divestment of stake resulting in ceding of control in subsidary companies are recognised in the statement of profit and loss. The investment representing the interest retained in a former subsidary, if any, is initially recognised as its fair value with the corresponding effect recognised in the Statement of Profit and Loss as on the date the control is ceded. Such retain interest is subsequently accounted as an associate or a joint venture or a financial asset.

e. Investment in joint venture and associates

When the Group has with other parties joint control of the arrangement and rights to the net assets of the joint arrangement, it recognises its interest as joint venture. Joint control exists when the decision about the relevant activities require unanimous consent of the parties sharing the control. When the Group has significant influence over the other entity, it recognises such interest as associates. Significant influence is the power to participate in the financial and opertating policy decision of the entity but is not control or joint control over the entity.

The result, assets and liabilities of joint vernture and associates are incorporated in the consolidated finacial statements using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever applicable. An investment in associate or joint venture is initially recognised at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the joint venture or associates. Gain or loss in respect of changes in other equity of joint ventures or associates resulting in dilution of stake in the joint ventures and associates is recognised in the statement of profit and loss. On aquisition of investment in a joint venture or associate, any excess of cost of investment over the fair value of the assets and liabilties of the joint venture, is recognisd as goodwill and is included in the carrying value of the investment in the joint venture and associate. The excess of fair value of assets and liablities over the investment is recognised directly in equity as capital reserve. The unrealised profit/losses on transactions with joint ventures are eliminated by reducing the carrying amount of investment.

The carrying amount of investment in joint ventures and associates is reduced to recognise impairement, if any, when there is objective evidence of impairment.

When the Group's share of losses of an associate or a joint venture exceed the Group's interest in that associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal; or constructive obligation or made payments on behalf of the associate or joint venture.

g. Goodwill on consolidation

Goodwill on consolidation as on the date of transition represents the excess of cost of acquisition at each point of time of making the investment in the subsidiary over the Group's share in the net worth of subsidiary. For this purpose, the Group's share of net worth is determined on the basis of the latest financial statements, prior to the acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation represents excess of the Group's share in the net worth of subsidiary over the cost of acquisition at each point of time of making the investment in the subsidiary. Goodwill arising on consolidation is not amortised, however, it is tested for impairment annually. In the event of cessation of operations of a subsidiary, the unimpaired goodwill is written off fully.

Goodwill on consolidation arising on acquisitions on or after the date of transition represents the excess of the cost of acquisition at each point of time of making the investment in the subsidiary, over the Group's share in the fair value of the net assets of a subsidiary.

Goodwill on consolidation is allocated to cash generating units or group of cash generating units that are expected to benefit from the synergies of the acquisition.

h. Operating cycle for current and non-current classification

Operating cycle for the business activities of the Group covers the duration of the specific project/ contract/ product line/ service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business

i. Foreign currency translation

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (₹), which is the Group's functional and presentation currency.

(ii) Transaction and balances

Transactions in foreign currencies are initially recognised in the financial statements using exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rates prevailing at the reporting date and foreign exchange gain or loss are recognised as period costs or gains.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using historic exchange rates. i.e., rates prevailing on the dates of the initial transactions.

Investments in shares in foreign subsidiaries are recorded in the books of account at the historical exchange rates.

j. Property, plant and equipment

Freehold land is carried at historical cost and not depreciated. All other property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Cost includes its purchase price including non cenvatable taxes and duties, directly attributable costs of bringing the asset to its present location and condition. Properties in the course of construction are carried at cost, less any recognised impairment loss. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with such cost will flow to the Group. Otherwise these costs are charged off in the Statement of Profit and Loss in the year they are incurred.

Where the cost of a part of the asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately, and depreciated as per its respective assessed useful life

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Machinery spares, stand-by equipment and servicing equipment are only recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment (except for office premises) recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment

For office premises, the Group has elected to do fair valuation of office premises and use that fair value as deemed cost of the office premises as on April 01, 2016 i.e. date of transition. Difference in carrying value as per previous GAAP and fair value has been transferred to retained earnings on transition date.

k. **Depreciation and amortisation.**

Depreciation on cost of fixed assets, and amortisation of intangible assets, are provided on the straight line method over the estimated useful life as specified in the Act, except for assets stated below, where management estimates the useful life to be significantly different:

Assets	Estimated useful life in years	Basis and justification of selection of useful life
Leasehold Land	77 - 79	Amortised over the lease period on straight line method.
Cost of improvements of leased premises	14.25	Balance period of lease or useful life prescribed under the schedule II of the Act, whichever are lower on straight line method.
All assets costing ₹ 5,000 or less each	Fully depreciated in the year of acquisition	Past experience / materiality

Depreciation on new assets and additions is provided on a prorata basis from the date of being ready to be put to use. Depreciation on deductions/disposals is provided on a *pro-rata* basis until the month preceding the month of deduction/ disposal

Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold Improvements are amortized over the period of lease or estimated period of useful life of such improvement, whichever is lower.

l. **Intangible assets**

Intanible assets comprise computer software purchased, which are not an integral part of the related hardware and technical alnow-how and are amortised on a straight line basis over a period of 5 years, which management's estimate represents the period during which the economic benfits wiil be derived from their use.

m. **Impairment of assets**

At each year end, each class of property, plant, equipment and intangible assets as assessed to determine whether there is any indication of impairment of their carrying amounts. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use, which is the estimated future cash flows discounted to their present value

n. **Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. Other borrowing costs are expensed in the period in which they are incurred.

o. **Inventories**

Stores and spares are valued at lower of cost and net realisable value. Cost is computed on FIFO basis.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs necessary to make the sale

p. **Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

Non-current investments are stated at cost. Current investments are stated at lower of cost and fair value on an individual investment basis. Cost of investments is determined as the purchase price of the investments plus other direct costs incurred on establishing clear ownership of the investment.

A provision for diminution is made to recognise a decline other than temporary in the value of Non-current investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

q. Cash and bank balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Cash and cash equivalents for the purpose of statement of cash flow comprise cash at bank and in hand and short term investment with original maturity of three months or less, which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

r. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial assets

Classification, recognition and measurement

Financial assets are recognized when the Group becomes a party to the contractual provisions of the instrument.

The Group classifies its financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or through profit or loss(FVTPL), on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of financial asset.

Initial recognition and measurement

All financial assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Debt instruments

A ‘debt instrument’ is measured at the amortized cost if both the following conditions are met:

a) The asset are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest on principal amount outstanding are measured at amortised cost are measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset

b) The asset are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest on principal amount outstanding, are measured at FVOCI Changes in carrying value of such instruments are recorded in OCI except for impairment losses, interest income (including transaction cost and discounts or premium on amortization) and foreign exchange gain/loss which is recognized in income statement.

After initial measurement, such financial assets are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of profit and loss. Debt instruments included within the fair value through profit or loss(FVTPL) category are measured at fair value with all changes recognised in the Statement of profit and loss.

Impairment:

In accordance with Ind AS 109, the Company applies Expected Credit Loss model (ECL) for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables

The Group follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historical observed default rates are updated and changes in the forward- looking estimates are analysed.

Derecognition of financial assets:

A financial asset is derecognised only when

(a) the Group has transferred the rights to receive cash flows from the financial asset or

(b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Foreign exchange gain or losses:

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange difference are recognised in profit or loss except for those which are designated as hedging instruments in the hedging relationship.

Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income

For the purpose of recognising foreign exchange gain and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

B. Financial liabilities and equity instruments :

Debt and equity instruments issued by a entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Classification, recognition and measurement:

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities:

Initial recognition and measurement:

Financial liabilities are initially recognised at fair value plus any transaction that are attributable to the acquisition of the financial liabilities except financial liabilities at FVTPL which are initially measured at fair value.

Subsequent measurement:

The financial liabilities are classified for subsequent measurement into following categories :

- at amortised cost
- at fair value through profit or loss (FVTPL)

Financial liabilities at amortised cost:

The company is classifying the following under amortised cost;

- Borrowings from banks
- Borrowings from others
- Trade payables

Amortised cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount.

Financial liabilities at fair value through profit or loss:

Financial liabilities held for trading are measured at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on remeasurement, recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item.

Derecognition:

A financial liability is removed from the balance sheet when the obligation is discharged, or is cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Financial guarantees contracts :

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

C. Offsetting financial instruments :

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

s. Fair value measurement:

The Group measures financial instruments, such as, certain investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

t. Provisions and contingencies

Provisions for are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with that contract.

Contingent liabilities are recognised at their fair value only, if they were assumed as part of a business combination. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote. The same applies to contingent assets where an inflow of economic benefits is probable.

u. Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The CODM monitors the operating results of its business segments separately for the purpose of making decision about the resources allocation and performance assessment. The Group has identified offshore business as its sole operating segment. The Group geographical segments have been identified based on the location of customers and are demarcated into Indian and Overseas revenue earnings

v. Dividend distribution to equity shareholders

Dividend distributed to equity shareholders is recognised as distribution to owners capital in the Statement of changes in equity, in the period in which it is paid.

w. Revenue recognition

(i) Sale of goods and services

Revenue is recognised when it is probable that economic benefits which can be reliably measured will flow to the Group regardless, of when it is received.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. Amounts disclosed as revenue are net of returns, trade discount, rebates, sales tax, value added taxes and GST.

The Group generally adopts the proportionate completion method of revenue recognition where revenues are recognised as and when work is completed e.g. per day, per square meter etc

However, where the proportionate completion method cannot be easily implemented [e.g. on lumpsum contracts], The Group adopts the completed contract method where revenues are recognised only when the contracts are fully completed, or easily identified portions or percentage of the contract are completed. At year end, expenses incurred on contracts for which revenues are not recognised are reflected as billable costs.

In the case of long term contracts, revenues and corresponding cost are recognised on the percentage of work completed, where the percentage of work completed is generally certified by the client. At the end of each accounting period the cost is re-evaluated based on the expenditure incurred to date, and the expenditure to be incurred for completing the contract. All foreseeable losses are recognised immediately on being identified as a loss.

Revenues include the amounts due under various contracts entered into with customers, including reimbursable expenses and interest payable by the client on overdue payments as per the terms of contracts. The corresponding costs of reimbursable expenses are reflected in operating expenses. Revenues include adjustments for rebates, discounts and downtimes, which arise in the course of business during the year.

Additional claims (including for escalation), which in the opinion of the Management are recoverable on the contracts, are recognised at the time of evaluation of the job.

Difference between revenue as per percentage of completion method and billing milestone are considered as unbilled revenue and receivable from such revenue are shown as other financial assets

(ii) Dividend, interest and other income

Dividend is recognised as income when the shareholder's right to receive the same has been established.

Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

All other income are recognised on accrual basis.

x. Earnings Per Share (EPS)

The basic earnings per share is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

y. Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the company is treated as an exceptional item and the same is disclosed in the notes to financial statements.

z. Employee benefits

Short-term employee benefits :

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employees benefits and are expensed in the period in which the employee renders the related service.

Post-employment benefits :

Defined contribution plans:

The Group's contribution to Superannuation Scheme, State Governed Provident Fund Scheme, Employee State Insurance Scheme and Employee Pension Scheme are classified as defined contribution plans. The contribution are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefits plans:

The present value of the obligation under Gratuity and compensated absences liability is defined and are accrued and provided based on actuarial valuation from an independent actuary using the Projected Unit Credit method as at the balance sheet date. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet and will not be reclassified to profit or loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Other long-term benefits

Group's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the statement of profit and loss.

aa. Leases

Finance lease

Leases where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Operating lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

ab. Taxes on income

Income tax expense represents the sum of the tax currently payable and deferred tax

Current tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the company has a legally enforceable right for such setoff

MAT Credits are in the form of unused tax credits that are carried forward by the Group for a specified period of time; hence it is grouped with Deferred Tax Asset.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination

ac. Current/ Non-current classification

An assets is classified as current if:

- it is expected to be realised or sold or consumed in the Group's normal operating cycle;
- it is held primarily for the purpose of trading;
- it is expected to be realised within twelve months after the reporting period; or
- it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if:

- it is expected to be settled in normal operating cycle;
- it is held primarily for the purpose of trading;
- it is expected to be settled within twelve months after the reporting period;
- it has no unconditional right to defer the settlement of the liability for at lease twelve months after the reporting period.

All other liabilities are classified as non-current

The operating cycle is the time between acquisition of assets for processing and their realisation in cash and cash equivalents. The Company's normal operating cycle is twelve months.

ad. Key sources of estimation

The preparation of financial statements in conformity with Ind AS requires that the management of the Group makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property,plant and equipments & intangible assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans,expected cost of completion of contracts, provision for rectification cost, fair value measurement etc. Difference,if any, between the actual results and estimates is recognised in the period in which the results are known.

ae. First-time adoption of Ind AS (101)

The Group has prepared opening balance sheet as per Ind AS as of April 1,2016 (transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, derecognising items of assets or liabilities which are not permitted to be recognised by Ind AS, reclassifying items from I-GAAP to Ind AS as required, and applying Ind AS to measure the recognised assets and liabilities. The exemptions availed by the Group are as follows:

The Group has adopted the carrying value determined in accordance with I-GAAP for all of its property plant and equipment and investment property as deemed cost of such assets at the transition date.

Ind AS 102 *Share-based payment* has not been applied to equity instruments in share-based payment transactions that vested before Aprl 1, 2016.

The Group has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after April 1, 2016.

The Group has determined the classificaton of debts instruments in terms of whether they meet amortised cost criteria or the FVTOCI criteria based on the facts and circumstances that existed as of the transition date.

The Group has applied the impairment requirements of Ind AS 109 retrospectively, however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or efforts to determine the credit risk at the date financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, as Permitted by Ind AS 101, the Group has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition.

The Group has elected not to apply Ind As 103 Business Combinations retrospectively to past business combinations that occurred before the transition date.

The Group has not elected the option to reset the cumulative translation difference on foreign operations that exist to zero as of the transition date.

The estimate as at April 1, 2016 and at March 31,2017 are consistent with those made for the same dates in accordance with the I-GAAP.

af. Recent accounting pronouncements

Ind AS 115 - *Revenue from Contracts with Customers* : In March 2018, the Ministry of Corporate Affairs had notified which will be effective from April 1, 2018 onwards. The new standard, introduces the core principle for recognising revenue to depict the transfer of services to customers in amounts that reflect the consideration (that is, payment) to which The Company expects to be entitled in exchange for those services. The standard contains a single model that applies to contracts with customers and two approaches to recognise revenue - at a point of time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. These steps are

- identify the contract(s) with a customer (step 1);
- identify the performance obligations in the contract (step 2);
- determine the transaction price (step 3);
- allocate the transaction price to the performance obligations in the contract (step 4);
- recognise revenue when (or as) the Group satisfies a performance obligation (step 5).

The new standard also provides guidance for transactions that were not previously addressed comprehensively and improves guidance for multiple-element arrangements. In addition, enhanced disclosures about revenue are required.

The Group is evaluating the impact of Ind AS 115 on its financial statements.

Ind AS 21 - *The Effects of Changes in Foreign Exchange Rates* : In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 21. The amendments are applicable to the Group from April 1, 2018. The amendment clarifies the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt.

The Group is evaluating the impact of Ind AS 21 on its financial statements.

Ind AS 12 - *Income Taxes* : In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 12. The amendments are applicable to the Company from April 1, 2018. The amendments explain how to apply the recognition and measurement requirements in when there is uncertainty over income tax treatment. The amendments considers that:

- Tax law determines which deductions are offset against taxable income in determining taxable profits
- No deferred tax asset is recognised if the reversal of the deductible temporary difference will not lead to tax deductions.

The Group is evaluating the impact of Ind AS 12 on its financial statements.

2: PROPERTY, PLANT AND EQUIPMENT

(₹ in lakhs)

Particulars	Freehold land	Leasehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Vessels	Computers	Total
Cost										
Deemed cost as at April 1, 2016	110.27	63.88	2,496.88	1,066.91	13.80	5.07	11.09	31,803.55	11.66	35,583.11
Additions	-	-	-	-	-	9.52	0.62	82.15	6.76	99.05
Deductions	-	-	-	(9.79)	(0.18)	(1.05)	-	(421.92)	(0.30)	(433.24)
Balance as at March 31, 2017	**110.27**	**63.88**	**2,496.88**	**1,057.12**	**13.62**	**13.54**	**11.71**	**31,463.78**	**18.12**	**35,248.92**
Additions	-	-	-	-	-	-	1.40	45.06	0.03	46.49
Deductions	-	-	-	-	-	(0.83)	-	-	-	(0.83)
Balance as at March 31, 2018	**110.27**	**63.88**	**2,496.88**	**1,057.12**	**13.62**	**12.71**	**13.11**	**31,508.84**	**18.15**	**35,294.58**
Depreciation										
Accumulated depreciation upto March 31, 2016	-	-	-	-	-	-	-	-	-	-
Depreciation charge during the year	-	1.00	416.76	223.10	5.13	0.17	1.49	3,578.93	2.18	4,228.76
Deductions	-	-	-	(1.55)	(0.00)	(0.00)	-	(190.83)	(0.12)	(192.50)
Balance upto March 31, 2017	**-**	**1.00**	**416.76**	**221.55**	**5.13**	**0.17**	**1.49**	**3,388.10**	**2.06**	**4,036.26**
Depreciation charge during the year	-	1.00	153.31	168.38	1.91	3.48	1.21	3,224.69	2.90	3,556.88
Deductions	-	-	-	-	-	(0.17)	-	(81.03)	-	(81.20)
Balance upto March 31, 2018	**-**	**2.00**	**570.07**	**389.93**	**7.04**	**3.48**	**2.70**	**6,531.76**	**4.96**	**7,511.94**
Net Block										
As at April 1, 2016	**110.27**	**63.88**	**2,496.88**	**1,066.91**	**13.80**	**5.07**	**11.09**	**31,803.55**	**11.66**	**35,583.11**
As at March 31, 2017	**110.27**	**62.88**	**2,080.12**	**835.57**	**8.49**	**13.37**	**10.22**	**28,075.68**	**16.06**	**31,212.66**
As at March 31, 2018	**110.27**	**61.88**	**1,926.81**	**667.19**	**6.58**	**9.24**	**10.41**	**24,977.08**	**13.19**	**27,782.65**

Note :

(i) Deemed cost of plant, property and equipment, except buildings, as on April 1, 2016 is the net written down value as per previous GAAP. The Group has elected to fair value certain items of property, plant and equipment at fair value in its Opening Ind AS balance sheet (as at April 1, 2016) as deemed cost, in accordance with Ind AS 101, *First Time Adoption of Indian Accounting Standards*. Hence accumulated depreciation on April 1, 2016 is shown as Nil. Buildings have been considered at its fair market value on April 1, 2016 which has resulted in an increase in value of ₹ 178,26.91 lakhs and correspondingly Retained Earnings as at April 1, 2016 have also been increased.

(ii) For details of assets given as security against borrowings [Refer note 19 (a)].

3: INTANGIBLE ASSETS

(₹ in lakhs)

Particulars	Computer software	Total
Cost		
Deemed cost as at April 1, 2016	16.66	16.66
Additions	1.58	1.58
Deductions	-	-
Balance as on March 31, 2017	**18.24**	**18.24**
Additions	0.46	0.46
Deductions	-	-
Balance as on March 31, 2018	18.70	18.70
Depreciation		
Depreciation charge during the year	11.83	11.83
Deductions		
Balance as on March 31, 2017	**11.83**	**11.83**
Depreciation charge during the year	2.92	2.92
Deductions		
Balance as on March 31, 2018	**14.75**	**14.75**
Net Block		
As at April 1, 2016	**16.66**	**16.66**
As at March 31, 2017	**6.41**	**6.41**
As at March 31, 2018	**3.95**	**3.95**

Note :

(i) (i) For details of assets given as security against borrowings [Refer note 19 (a)].

4: INVESTMENTS - NON-CURRENT

(₹ in lakhs)

	% of holding	**As at March 31, 2018**	As at March 31, 2017	As at April 1, 2016
Investment in equity instruments (fully paid-up)				
(A) Other Investments (unquoted)				
Bombay Mercantile Co-operative Bank Ltd	NA	**2.00**	2.00	2.00
6,668 (March 31, 2017: 6,668; April 1,2016: 25,000) equity shares of ₹ 30 each fully paid up				
Total investments		**2.00**	2.00	2.00
Aggregate amount of quoted investments and market value thereof		-	-	-
Aggregate amount of unquoted investments- book value/ market value		2.00	2.00	2.00
Aggregate amount of impairment in the value of investments		-	-	-

5 : LOANS

(₹ in lakhs)

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Current	Non- current	Current	Non- current	Current	Non- current
Unsecured, considered good						
Security deposits	**166.08**	**15.32**	20.32	15.28	36.72	15.29
	166.08	**15.32**	**20.32**	**15.28**	**36.72**	**15.29**

6: OTHER FINANCIAL ASSETS

(₹ in lakhs)

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Current	Non- current	Current	Non- current	Current	Non- current
Unsecured, considered good unless otherwise stated						
Interest receivable	**8.97**	**-**	10.13	-	10.79	-
Other loans and advances	**1,206.25**	**492.52**	683.28	588.42	194.71	565.63
Billable cost	**352.37**	**-**	85.55	-	266.79	-
Accrued income	**12,146.18**	**-**	12,549.51	-	9,470.21	-
	13,713.77	**492.52**	13,328.47	588.42	9,942.50	565.63

NOTE :

* Out of which ₹ 2,54.98 lakhs ((March 31, 2017 : ₹ 3,50.87 lakhs, April 01, 2016 : ₹ 3.31.23 lakhs) is kept as collateral securities and margin money for Bank Guarantee ₹ 5.14 lakhs ((March 31, 2017 : ₹ 4.98 lakhs, April 01, 2016 : ₹ 1.82 lakhs).

7: DEFERRED TAX ASSETS / LIABILITIES (DOEIL)

Movements in Deferred Tax Liabilities

(₹ in lakhs)

				As at April 1, 2018		
	Net balance April 1, 2017	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax asset	Deferred tax liability
Deferred tax assets/ (liabilities)						
Property, plant and equipment and intangible assets	(618.99)	4.91	-	**(614.08)**	**-**	**(614.08)**
Trade receivables	621.36	186.53	-	**807.89**	**807.89**	**-**
Freehold land	23.59	1.49	-	**25.08**	**25.08**	**-**
Expenses allowed on payment basis (u/s 43B)	50.73	28.46	1.92	**81.11**	**81.11**	**-**
Net deferred tax assets/(liabilties)	76.69	221.39	1.92	**300.00**	**914.08**	**(614.08)**

Movements in Deferred Tax Liabilities

(₹ in lakhs)

				As at April 1, 2017		
	Net balance April 1, 2016	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax asset	Deferred tax liability
Deferred tax assets/ (liabilities) on account of						
Property, plant and equipment and intangible assets	(655.08)	36.09	-	(618.99)	-	(618.99)
Lease equalisation	2.92	(2.92)	-	0.00	-	0.00
Trade receivables	436.72	184.64	-	621.36	621.36	-
Freehold land	21.73	1.86	-	23.59	23.59	-
Expenses allowed on payment basis (u/s 43B)	58.14	(7.58)	0.17	50.74	50.73	-
Net deferred tax assets (liabilities)	(135.57)	212.09	0.17	76.69	695.68	(618.99)

Note:

(i) Deferred tax assets of ₹ 35,83.76 lakhs ((March 31, 2017 : ₹ 39,04.49 lakhs, April 01, 2016 : ₹ 31,80.09 lakhs) comprising of unabsorbed losses and unabsorbed depreciation (except for deferred tax liability on depreciation of ₹ Nil (March 31, 2017 : ₹ 2.11 lakhs, April 01, 2016 : ₹ Nil) have not been recognised as a measure of prudence and for lack of virtual certainty.

7: DEFERRED TAX ASSETS / LIABILITIES (DOSL)

Movements in Deferred Tax Liabilities

(₹ in lakhs)

				As at April 1, 2018		
	Net balance April 1, 2017	Recognised in profit or loss	Recognised in OCI	**Net**	**Deferred tax asset**	**Deferred tax liability**
Deferred tax assets/ (liabilities)						
Property, plant and equipment and intangible assets	(53.02)	(212.74)	-	**(265.76)**	**-**	**(265.76)**
Trade receivables	-		-	**-**	**-**	**-**
Freehold land	-		-	**-**	**-**	**-**
Expenses allowed on payment basis (u/s 43B)	12.20	1.50		**13.70**	**13.70**	**-**
Net deferred tax assets/(liabilties)	(40.82)	(211.24)	-	**(252.06)**	**13.70**	**(265.76)**

Movements in Deferred Tax Liabilities

(₹ in lakhs)

				As at April 1, 2017		
	Net balance April 1, 2016	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax asset	Deferred tax liability
Deferred tax assets/ (liabilities) on account of						
Property, plant and equipment and intangible assets	(57.34)	4.32	-	(53.02)	-	(53.02)
Trade receivables			-	0.00	0.00	-
Freehold land			-	0.00	0.00	-
Expenses allowed on payment basis (u/s 43B)	13.08	(0.88)		12.20	12.20	-
Net deferred tax assets (liabilities)	(44.26)	3.44	0.00	(40.82)	12.20	(53.02)

(i) Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

8 : NON-CURRENT TAX ASSETS (NET)

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advance payment of taxes (net of provisions)	**2,254.66**	2,215.32	2,160.57
	2,254.66	2,215.32	2,160.57

9: OTHER NON-CURRENT ASSETS

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Capital advances	**56.00**	56.00	56.00
Balances with statutory/government authorities	**1,268.42**	1,246.75	1,243.24
	1,324.42	1,302.75	1,299.24

10 : INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Stores and spares	**755.28**	769.07	878.32
	755.28	769.07	878.32

Note: For inventories pledged as securities against borrowings [Refer note 19 (a)].

11 : TRADE RECEIVABLES - NON CURRENT

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered doubtful good	**10.54**	10.54	10.54
	10.54	**10.54**	**10.54**

11 : TRADE RECEIVABLES - CURRENT

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good	**31,822.29**	25,014.77	21,848.45
Less: Allowances as per Expected Credit loss model	**(2,576.85)**	(1,859.44)	-
	29,245.44	23,155.33	21,848.45
Unsecured, considered doubtful	**1,264.86**	1,264.86	1,264.86
Less: Allowance for doubtful debts	**(1,264.86)**	(1,264.86)	(1,264.86)
	-	-	-
	29,245.44	23,155.33	21,848.45

Note:

(i) There are no dues from directors or other officers of the Company either severally or jointly with any other person.

(ii) The Group's exposure to credit and currency risk and loss allowances related to trade receivables [Refer note 44 D(ii) & 44 D(v)].

12 : CASH AND CASH BALANCES

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Balances with banks			
In current accounts	**102.12**	330.45	253.31
Cash on hand	**1.18**	2.02	8.18
	103.30	332.47	261.49

13 : BANK BALANCES (OTHER THAN ABOVE)

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Earmarked balances with banks for:			
Unpaid dividend	**4.75**	5.97	8.97
Margin money and fixed deposits	**1,387.68**	706.32	597.35
	1,392.43	712.29	606.32

Note:

The fixed deposit receipts of ₹ 12,26.68 lakhs (March 31, 2017 : ₹ 5,33.32 lakhs, April 01, 2016 : ₹ 4,11.86 lakhs) have been deposited with the State Bank of India in lieu of margin money on guarantees and letters of credit issued by the Banks. Further ₹ 1,61.00 lakhs (March 31, 2017 : ₹ 1,61.00 lakhs, April 01, 2016 : ₹ 1,61.00 lakhs) have been pledged as a security against various credit facilities availed from the bank.

14: OTHER CURRENT ASSETS

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured considered good, unless otherwise stated			
Prepaid expenses	**15.41**	10.82	14.50
Balances with statutory/government authorities	**226.76**	336.61	532.40
Others	**545.22**	87.23	108.25
	787.39	434.66	655.15

15: EQUITY SHARE CAPITAL

(₹ in lakhs)

(a) Share Capital:

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	Value of Shares	Number of shares	Value of Shares	Number of shares	Value of Shares
Authorised :						
Equity shares of ₹ 10 each	**2,50,00,000**	**2,500.00**	2,50,00,000	2,500.00	2,50,00,000	2,500.00
Issued, subscribed and fully paid up						
Equity shares of ₹ 10 each	**1,67,72,518**	**1,677.25**	1,67,72,518	1,677.25	1,67,72,518	1,677.25

(b) Reconciliaton of the shares outstanding at the beginning and at the end of reporting period:

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	Value ₹ lakhs	Number of shares	Value ₹ lakhs	Number of shares	Value ₹ lakhs
At the beginning of the year	**1,67,72,518**	**1,677.25**	1,67,72,518	1,677.25	1,67,72,518	1,677.25
Changes in equity share capital during the year	-	-	-	-	-	-
Outstanding at the end of the year	**1,67,72,518**	**1,677.25**	1,67,72,518	1,677.25	1,67,72,518	1,677.25

(c) Details of shareholders holding more than 5% shares in the company:

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
Dolphin Offshore Projects Limited	**25,60,662**	**15.27%**	25,60,662	15.27%	25,60,662	15.27%
Mr. Navpreet singh	**9,92,084**	**5.91%**	9,92,084	5.91%	9,92,084	5.91%
Mr. Satpal Singh	**9,56,840**	**5.70%**	9,56,840	5.70%	9,56,840	5.70%
Rear Admiral Kirpal Singh	**9,21,923**	**5.50%**	9,21,923	5.50%	9,21,923	5.50%

(d) The Company has only one class of shares referred to as equity shares having a par value of ₹ 10 per share. Each holders of equity shares carry one vote per share without restrictions and are entitled to dividend, as and when declared.

(e) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. All shares rank equally with regard to the Company's residual assets and the distribution will be in proportion to the number of equity shares held by the shareholers.

(f) There are no shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

(g) For detailed Capital Management [Refer note 45].

16: OTHER EQUITY

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Securities premium reserve (a)	**6,108.25**	6,108.25	6,108.25
General reserve (b)	**6,302.15**	6,302.15	6,251.61
Tonnage reserve	**168.34**	168.34	-
Retained earnings (c)	**42,538.76**	43,389.33	44,712.81
Foreign Currency translation reserve	**1,447.71**	1,360.41	2,060.61
Other comprehensive income	**(4.30)**	7.65	-
	56,560.91	57,336.13	59,133.28

Movement in Reserves

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Securities premium reserve			
Opening balance	**6,108.25**	6,108.25	6,108.25
Closing balance	**6,108.25**	**6,108.25**	**6,108.25**
General reserves			
Opening balance	**6,302.15**	6,251.61	6,251.61
Add/(Less) : increase during the year	**-**	50.54	-
Closing balance	**6,302.15**	6,302.15	6,251.61

16: OTHER EQUITY

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Tonnage reserve			
Opening balance	**168.34**	-	-
Add: Transfer from surplus	**-**	168.34	-
Closing balance	**168.34**	168.34	-
Retained earnings			
Opening balance	**43,389.33**	44,712.81	4,115.90
Increase/(Decrease) during the year	**(850.57)**	(1,323.48)	40,596.91
Closing balance	**42,538.76**	43,389.33	44,712.81
Foreign currency translation reserve			
Opening balance	**1,360.41**	2,060.61	2,060.61
Increase/(Decrease) during the year	**87.30**	(700.20)	
Closing balance	**1,447.71**	1,360.41	2,060.61
Other comprehensive income			
Remeasurement of defined benefit liability/(asset)			
Opening balance	**7.65**	-	-
Increase/(Decrease) during the year	**(11.95)**	7.65	-
Closing balance	**(4.30)**	7.65	-
	56,560.91	57,336.13	59,133.28

Note:

(a) Securities premium reserve represents the difference between the face value of the equity shares and the consideration received in respect of shares issued, which can be utilised only in accordance with the provisions of the Act, for specified purposes.

(b) General reserve is created in earlier years pursuant to the provisions of the Act, wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. Now, the requirement to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.

(c) Retained earnings represents surplus/ accumulated earnings of the Company and are available for distribution to shareholders.

17: BORROWINGS - NON-CURRENT (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured			
Deposits from shareholders and others (a)	**81.50**	48.00	38.50
	81.50	48.00	38.50

Note:

(a) Deposit from share holders and other amounting ₹ 81.50 lakhs (March 31, 2017 : ₹ 48.00 lakhs, April 01, 2016 : ₹ 38.50 lakhs) carries interest @ 12.00% p.a. It is repayable/renewable at the end of deposit term which varies from 1 year to 3 year.

18: PROVISIONS - NON-CURRENT (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for compensated absences [Refer note 28]	**50.06**	78.92	89.88
Provision for gratuity (net) [Refer note 28 & 36]	**102.89**	16.36	1.36
	152.95	95.28	91.24

19 : BORROWINGS - CURRENT (₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
Cash credit from banks (a)	**4,212.04**	4,574.68	5,196.38
Unsecured			
Loans and advances from related parties		-	-
From directors (repayable on demand)	**427.13**	427.13	284.30
From companies	**178.01**	98.00	98.00
Deposits			
From shareholders and others	**-**	-	2.00
Other loans and advances			
From companies	**1,480.00**	628.00	416.00
	6,297.18	5,727.81	5,996.68

Note:

(a) Secured by the hypothecation of current assets, first mortgage charge on immovable properties, pledge of TDR, hypothecation of various vessels and tugs owned by DOSL, pledge of 30% of shares of DOSL, pledge of TDR of DOSL, pledge of Company's shares held by Promoter group. Personal guarantees of whole time directors and Rear Admiral Kirpal Singh and Corporate guarantee by DOSL and DOPL).

20 : TRADE PAYABLES - CURRENT

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade payables			
Due to micro and small enterprises (Refer note 40)	**15.33**	11.45	3.86
Due to creditors other than micro and small enterprises	**6,098.01**	4,219.01	4,240.28
Acceptances and letter of credit	**183.90**	721.57	177.10
	6,297.24	4,952.03	4,421.24

Note:

(a) The Company's exposure to currency and liquidity risks related to trade payable (Refer note 44 D(ii) & 44 D(v).

21 : OTHER FINANCIAL LIABILITIES

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current			
Current maturities of long-term debt	**5.00**	38.50	35.50
Interest accrued	**209.25**	63.58	25.04
Unpaid dividend	**4.75**	5.97	8.97
Employee related provisions	**1,375.61**	760.86	808.62
Others	**5,488.11**	2,647.44	2,420.78
	7,082.72	3,516.35	3,298.91

22 : OTHER CURRENT LIABILITIES

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Statutory tax payables	914.58	207.32	108.17
Advances from customers	94.74	1,650.58	1,836.13
	1,009.32	1,857.90	1,944.30

23: PROVISIONS - CURRENT

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for compensated absences [Refer note 28]	**37.73**	33.99	37.03
Provision for gratuity (net) [Refer note 28 & 36]	**51.04**	47.46	54.71
	88.77	81.45	91.74

24 : REVENUE FROM OPERATIONS

(₹ in lakhs)

	2017-18	2016-17
Contract revenue from offshore operations	**16,698.71**	20,729.29
Other operating revenue		
- Hire of equipments	**71.85**	24.36
	16,770.56	20,753.65

25 : OTHER INCOME

(₹ in lakhs)

	2017-18	2016-17
Interest income		
- Bank deposits	**46.51**	64.22
- Others	**-**	2,028.14
Profit on sale of property plant and equipments	**-**	6.09
Miscellaneous income	**23.48**	1.18
Sundry balances written-back	**12.69**	8.66
	82.68	2,108.29

26 : COST OF MATERIALS CONSUMED

(₹ in lakhs)

	2017-18	2016-17
Subcontractor charges	**2,242.49**	2,358.44
Vessel charter and related cost	**3,191.16**	2,093.84
Equipment and related expenses	**573.99**	323.11
Increase / decrease in bunker stock		(19.43)
Materials, stores and spares	**1,145.34**	724.23
	7,152.98	5,480.19

27 : CHANGES IN INVENTORIES OF STORES AND SPARES

(₹ in lakhs)

	2017-18	2016-17
Opening stock of stores and spares	**669.32**	817.74
Less : Closing stock of stores and spares	**(602.73)**	(669.32)
	66.59	148.42

28 : EMPLOYEE BENEFITS EXPENSE

(₹ in lakhs)

	2017-18	2016-17
Salaries and wages	**1,191.47**	1,300.36
Contributions to provident and other funds	**206.23**	144.23
Bonus and exgratia	**9.15**	11.35
Staff welfare expenses	**13.42**	9.15
Other allowances	**174.87**	174.30
	1,595.14	1,639.39

29 : FINANCE COSTS

(₹ in lakhs)

	2017-18	2016-17
Interest expenses	**649.84**	692.83
Interest on unsecured loan	**168.72**	145.92
Bill discounting charges	**10.56**	18.09
Other interest costs	**103.86**	22.36
Other borrowing costs	**330.31**	163.54
	1,263.29	1,042.74

30: DEPRECIATION AND AMORTISATION EXPENSE

(₹ in lakhs)

	2017-18	2016-17
Depreciation of property, plant and equipment	**3,587.55**	4,227.88
Amortisation of intangible assets and goodwill	**0.05**	12.71
	3,587.60	4,240.59

31: OTHER EXPENSES

(₹ in lakhs)

	2017-18	2016-17
Rent, rates and taxes	**227.33**	345.50
Repairs and maintenance - Buildings	**17.77**	49.35
Repairs and maintenance - Machinery	**81.17**	75.76
Vehicle expenses	**84.26**	77.50
Insurance	**38.47**	52.57
Travelling and conveyance	**122.37**	164.94
Printing and stationery	**2.26**	2.41
Freight and forwarding	**54.04**	15.62
Business promotion expenses	**12.07**	20.00
Legal and professional charges (Refer note below)	**373.90**	394.01
Electricity charges	**59.42**	108.61
Agency and port charges	**281.63**	178.03
Provision for Expected Credit Loss	**2,483.29**	6,982.12
Net (gain)/loss on foreign currency transactions and translation	**(404.35)**	312.61
Miscellaneous expenses	**525.03**	255.25
	3,958.67	9,034.28

Note : Details of payments to Auditors

(₹ in lakhs)

	2017-18	2016-17
Payment to auditors		
As auditor:		
Audit fee	**28.11**	27.44
Tax audit fee	**5.00**	5.00
Limited review	**7.69**	11.85
Other services		
Company law matters		
Certification fees	**1.20**	1.40
Re-imbursement of expenses	**0.99**	0.24
	42.99	45.93

32 : EXCEPTIONAL ITEMS (₹ in lakhs)

	2017-18	2016-17
Debts written off *	-	2,600.78
Recovery of debts written off in earlier years *	-	(152.26)
	-	2,448.52

* on account of extended litigantions / resolutions.

33: INCOME TAX EXPENSE (₹ in lakhs)

	2017-18	2016-17
(a) Income tax expense		
Current tax		
Current tax on profits for the year	**99.85**	140.61
Adjustments for current tax of prior periods	**-**	18.11
Total current tax expense	**99.85**	158.72
Deferred tax		
Increase in deferred tax liabilities	**(12.05)**	(215.71)
Total deferred tax expense/(benefit)	**(12.05)**	(215.71)
Income tax expense	**87.80**	(56.99)
(b) Reconciliation of effective tax rate:		
Profit before income tax expense	**(863.03)**	(1,111.72)
Enacted income tax rate in India applicable to the Company 26% (2016-17 : 30.90%)	**-**	-
Tax effect of:		
Temporary difference on account of timing difference of depreciation	**(207.83)**	40.41
Temporary difference (u/s 43B)	**29.94**	(8.45)
Deferred tax asset on provision for expected credit loss	**186.53**	184.64
Temporary difference on account of freehold land	**1.49**	1.86
Tax effect of Remeasurement of the defined benefit plans	**1.92**	0.17
Income offered in previous year's return	**-**	(158.72)
Others	**-**	(2.92)
Income tax expense	**12.05**	56.99
Weighted average tax rate for the year	**-1.40%**	-5.13%
(c) Amounts recognised in Other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurements gain/(loss) on defined benefit plans	**(16.15)**	11.13
Tax on above	**4.20**	(3.48)
	(11.95)	7.65
(d) Amounts recognised directly in equity		
No aggregate amounts of current and deferred tax have arisen in the reporting period which have been recognised in equity and not in Statement of profit and loss or Other comprehensive income.		

34 : CONTINGENT LIABILITIES

(i) As at March 31, 2018 the Company had contingent liabilities in respect of bank guarantees issued to customers of ₹ 55,01.45 lakhs (March 31, 2017 : ₹ 41,21.26 lakhs, April 01, 2016 : ₹ 39,50.80 lakhs) and letter of credit issued to vendors of ₹ Nil lakhs (March 31, 2017 : ₹ 9,46.30 lakhs, April 01, 2016 : ₹ 1,58.68 lakhs). Further with respect to letter of credit issued to vendors ₹ Nil (March 31, 2017 : ₹ 6,40.12 lakhs, April 01, 2016 : ₹ 1,34.47 lakhs) are outstanding as of date and are grouped under Trade Payables as on March 31, 2018. (Secured by the hypothecation of current assets, first mortgage charge on immovable properties, pledge of TDR, hypothecation of various vessels and tugs owned by DOSL, pledge of 30% of shares of DOSL, pledge of TDR of DOSL, pledge of Company's shares held by Promoter group. Personal guarantee of whole time directors and Rear Admiral Kirpal Singh and Corporate guarantee by DOSL and DOPL).

The Company has given Corporate guarantee to State Bank of India of ₹ 5,00.00 lakhs (March 31, 2017 : ₹ 5,00.00 lakhs, April 01, 2016 : ₹ 5,00.00 lakhs) for financial facilaites availed by Dolphin Offshore Shipping Limited

(ii) Claim against the Company on account of Interest on delayed rent not acknowledged as debt (on account of counter claim by the Company) ₹ 33.66 lakhs (March 31, 2017 : ₹ 33.66 lakhs, April 01, 2016 : ₹ 55.35 lakhs) and interest on outstanding payment to Divers not acknowledge as debt of ₹ 15.89 lakhs

(iii) Income tax demand of ₹ 27,86.83 lakhs (March 31, 2017 : ₹ 21,89.55 lakhs, April 01, 2016 : ₹ 14,93.56 lakhs), for various assessment year issued by the Income Tax Authorities has been disputed, against which refund has been adjusted or the Company has deposited ₹ 14,07.53 lakhs (March 31, 2017 : ₹ 8,87.13 lakhs, April 01, 2016 : ₹ 5,15.18 lakhs) under protest.

(iv) Sales tax demand of ₹ 25,45.83 lakhs (March 31, 2017 : ₹ 22,83.10 lakhs, April 01, 2016 : ₹ 75,78.06 lakhs) raised against the Company has been disputed, against which the Company has deposited ₹ 10,51.34 lakhs (March 31, 2017 : ₹ 8,04.62 lakhs, April 01, 2016 : ₹ 7,93.82 lakhs) under protest.

(v) Service tax authorities have issued show cause notice against the Company on several issues amounting to ₹ 185,85.92 lakhs (March 31, 2017 : ₹ 157,85.44 lakhs, April 01, 2016 : ₹ Nil). The Company has disputed the same and have filed an appeal with the Commissioner, Service Tax, Audit-I, Belapur for adjudicating the matter. The procedings have commenced and we are confident that the matter will be decided in our favour.

(vi) Claims against the Company not acknowledged as debts ₹ 15,83.03 lakhs (March 31, 2017 : ₹ 15,83.03 lakhs, April 01, 2016 : ₹ Nil) (Refer Note 41(e))

Notes:

1. The Company does not expect any reimbursement in respect of the above contigent liabilities.
2. It respect of matters at (i) the cash outflows, if any, could generally occur upto three years, being the period over which the validity of the guarantees extends.
3. It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at (ii) to (vi) above pending resolution of the appellate proceedings. Further, the liability mentioned in (ii) to (v) above excludes interest and penalty in cases where the company has determined that the possibility of such levy is remote.

35: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 17, *LEASES*

The Company had taken on office premises and workshop on lease for the period ranging from 1 to 10 years.

(a) The minimum amounts payable in future towards non-cancellable lease agreements for premises are as follows :

(₹ in lakhs)

	March 31, 2018	March 31, 2017	April 1, 2016
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:			
Within one year		-	172.38
Later than one year but not later than five years		-	115.09
Later than five years	**-**	-	-
	-	-	287.47

(b) Lease payments recognised in the Statement of profit and loss for the year is ₹ 1,49.18 lakhs (March 31, 2017 : ₹ 2,46.02 lakhs, April 01, 2016 : ₹ 1,37.33 lakhs).

36: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 19, *EMPLOYEE BENEFITS*

a) The Company has recognised the following amounts in the statement of profit and loss:

(₹ in lakhs)

Particulars	2017-18	2016-17
Provident fund	91.28	106.83
Superannuation fund	8.16	6.12
Employers' contribution to Employees' Pension Scheme 1995	*	*
Employees State Insurance Scheme (ESIC)	5.61	7.04
Employer's Contribution to Seaman's Provident Fund	10.25	2.14

* Included in 'Employer's Contribution to Provident Fund'.

The Company has an obligation towards gratuity, a defined benefit obligation. The benefits are governed by the Payment of Gratuity Act, 1972. The Company makes lumpsum payment to vested employees an amount based on 15 days last drawn basic salary including dearness allowance (if any) for each completed year of service or part thereof in excess of six months. Vesting occures upon completion of five years of service.

The most recent actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

b) Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

(₹ in lakhs)

		For the year ended	
		2017-18 Gratuity (Funded)	2016-17 Gratuity (Funded)
I	**Expenses recognised in statement of profit and loss during the year:**		
1	Current Service Cost	16.50	17.70
2	Interest cost	9.11	9.04
3	Past Service Cost	64.33	-
	Total Expenses	89.94	26.74
II	**Expenses recognised in OCI**		
1	Actuarial (Gains)/Losses on Obligation for the period	12.12	(11.72)
2	Return on Plan assets, excluding interest income	4.04	0.59
	Total Expenses	16.15	(11.13)
III	**Net Asset /(Liability) recognised as at balance sheet date:**		
1	Present value of defined benefit obligation at the end of year	(307.77)	(298.74)
2	Fair value of plan assets at the end of year	143.65	234.92
3	Net Asset /(Liability) recognised as at balance sheet date	(164.12)	(63.82)
	Net Asset /(Liability) - Current	(51.04)	(47.46)
	Net Asset /(Liability) - Non-current	(102.89)	(16.36)

		For the year ended	
		2017-18 Gratuity (Funded)	2016-17 Gratuity (Funded)
IV	**Reconciliation of present value of defined benefit obligation recognised as at balance sheet date:**		
1	Present value of benefit obligation at the beginning	**298.74**	308.67
2	Interest cost	**20.91**	23.44
3	Current Service Cost	**16.34**	18.61
4	Past Service cost	**64.33**	-
5	Liability transferred out/disinvestments	**-**	-
6	Actuarial loss/(gain) due to change in financial assumptions	**(10.66)**	4.95
7	Actuarial loss/(gain) due to change in demographic assumption	**(1.68)**	-
8	Actuarial loss/ (gain) due to experience adjustments	**24.45**	(16.67)
9	Benefit paid	**(104.65)**	(40.26)
	Present value of benefit obligation at the end	**307.78**	298.74
V	**Reconciliation of change in fair value of plan assets recognised as at balance sheet date:**		
1	Fair value of plan assets at the beginning	**234.92**	194.98
2	Interest Income	**16.39**	15.31
3	Assets transferred out/disinvestments	**-**	-
4	Benefit paid	**(104.65)**	(40.26)
5	Return on plan assets excluding interest income	**(4.04)**	(0.35)
	Contributions by the Employer	**1.03**	-
	Net asset / (liability) at the end	**143.65**	169.67
VI	**Maturity profile of defined benefit obligations**		
1	Within the next 12 months (next annual reporting period)	**57.78**	69.71
2	Between 2 and 5 years	**131.98**	78.88
3	Between 6 and 10 years	**152.32**	125.28
4	Above 10 years	**145.85**	241.19
VII	**Expected contribution in next one year**		
VIII	**Quantitative sensitivity analysis for significant assumptions is as below:**		
1	Increase/(decrease) on present value of defined benefit obligation at the end of the year		
	(i) 1% increase in discount rate	**(14.20)**	(17.27)
	(ii) 1% decrease in discount rate	**15.70**	19.54
	(iii) 1% increase in rate of salary increase	**11.79**	11.79
	(iv) 1% decrease in rate of salary increase	**(11.13)**	(11.67)
	(v) 1% increase in employee turnover rate	**1.12**	1.75
	(vi) 1% decrease in employee turnover rate	**(1.21)**	(1.89)
2	Sensitivity analysis method		
	Sensitivity analysisis performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change, if any.		

IX	Actuarial Assumptions: Dolphin Offshore Enterprises (India) Limited	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
1	Discount rate	**7.71% p.a.**	6.82% p.a.	7.85% p.a.
2	Expected return on plan assets	**7.71% p.a.**	6.82% p.a.	7.85% p.a.
3	Expected rate of salary increase	**7.00% p.a.**	7.00% p.a.	8.33% p.a.
4	Attrition rate	**5.00% p.a.**	5.00% p.a.	5.00% p.a.
5	Mortality	**Indian Assured Lives Mortality (2006-08)**	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
X	**Actuarial Assumptions: Dolphin Offshore Shipping Limited**			
1	Discount rate	**7.50% p.a.**	7.39% p.a.	8.04% p.a.
2	Expected return on plan assets	**7.50% p.a.**	7.39% p.a.	8.04% p.a.
3	Expected rate of salary increase	**10.00% p.a.**	10.00% p.a.	10.00% p.a.
4	Attrition rate	**15.00% p.a.**	2.00% p.a.	2.00% p.a.
5	Mortality	**Indian Assured Lives Mortality (2006-08)**	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Notes:

a) Amount recognised as an expense in the statement of profit and loss and included in Note 28 under “Salaries and wages” and “Contribution to provident and other funds”:

Leave encashment ₹ (15.36) lakhs (Previous year - ₹ (10.39) lakhs) and Gratuity ₹ 101.34 lakhs (Previous year - ₹ 14.67 lakhs).

b) The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(b) Defined contribution plan

The Company has classified the various benefits provided to employees as under :

(a) Provident fund

(b) Superannuation fund

(c) Employers’ Contribution to Employees’ Pension Scheme 1995

(d) Employees State Insurance Scheme (ESIC)

The provident fund is operated by the Regional Provident Fund Commissioner, the Superannuation Fund is administered by the Trustee of the Life Insurance Corporation of india and the Employees State Insurance Scheme is administered under State Insurance Act . Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognized by the Income Tax authorities.

37: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 24, *RELATED PARTY DISCLOSURES*

i) Related party relationships:

a) Companies under common control, including subsidiaries:

1) Global Dolphin Drilling Co Limited (‘GDDC’) - 59.96 % subsidiary

2) Dolphin Offshore Enterprises (Mauritius) Private Limited - 100.00 % subsidiary

3) Dolphin Offshore Shipping Limited (‘DOSL’)* - 100.00 % subsidiary

4) Dolphin Offshore Projects Limited (‘DOPL’)** - Under common control

5) IMPaC Oil & Gas Engineering (India) Private Limited (‘Impac’) - 40 % Joint Venture

b) Key Management Personnel

i)	Rear Admiral Kirpal Singh	-	Non-Executive Chairman
ii)	Mr. Sabyasachi Hajara	-	Chairman independent Director
iii)	Mr. Satpal Singh	-	Managing Director & CEO
iv)	Mr. Navpreet Singh	-	Joint Managing Director & CFO
v)	Dr. Faqir Chand Kohli	-	Independent Director
vi)	Mrs. Manjit Kirpal Singh	-	Non-Executive Director
vii)	Mr. V. Surendran	-	Company Secretary

c) Relatives of Key Management Personnel with whom the Company has had transactions during the year

i)	Mr. Rohan Singh	-	Son of Managing Director & CEO
ii)	Mrs. Ritu Singh	-	Spouse of Joint Managing Director & CFO
iii)	Mr. Tarun Singh	-	Son of Joint Managing Director & CFO
iv)	Mr. Akhil Singh	-	Son of Joint Managing Director & CFO

d) Details of related party transactions for transactions during the year

(₹ in lakhs)

Particulars	**Dolphin Offshore Projects Limited ***	
	2017-18	2016-17
Transactions during the year		
Loans Renewed	**3,92.00**	3,92.00
Interest Paid	**13.76**	13.76
Outstanding Balance		
Trade Payables	**15.26**	15.28
Other Payables	**24.78**	12.39
Loans Payable	**98.00**	98.00
Total (Receivables) / Payables	**1,38.04**	1,25.64

Particulars	Transactions during the year								Oustanding Balance					
	Unsecured loan / Fixed Deposit Taken		Fixed Deposit Renewed		Interest paid/ payable		Remuneration		Unsecured loan / Fixed Deposit Balance		Other Payable		Total Payables	
	2017-18	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
Key Management Personnel *														
Rear Admiral Kirpal Singh	**-**	1,14.91	**-**	-	**20.46**	20.17	**0.60**	0.50	**1,70.51**	1,70.51	**86.55**	42.00	**2,57.06**	2,12.51
Mr. Satpal Singh	**-**	15.69	**-**	-	**8.31**	8.31	**60.71**	63.23	**69.27**	69.27	**96.15**	45.78	**1,65.42**	1,15.05
Mr. Navpreet Singh	**-**	12.23	**-**	-	**15.88**	15.88	**60.71**	63.53	**1,32.35**	1,32.35	**1,17.66**	45.62	**2,50.01**	1,77.97
Mrs. Manjit Kirpal Singh	**-**	-	**-**	-	**8.40**	8.40	**0.50**	0.40	**70.00**	70.00	**45.85**	-	**1,15.85**	70.00
Mr. V.Surendran	**-**	-	**-**	-			**22.52**	22.52	**-**	-	**21.74**	11.05	**21.74**	11.05
Total :	**-**	1,42.83	**-**	-	**53.05**	52.76	**1,45.04**	1,50.18	**4,42.13**	4,42.13	**3,67.95**	1,44.45	**8,10.08**	5,86.58
Relatives of Key Management Personnel														
Mr. Rohan Singh	**-**	-	**-**	-	**-**	-	**4.48**	4.56			**6.31**	2.87	**6.31**	2.87
Mrs. Ritu Singh	**-**	-	**3.00**	-	**0.36**	0.36	**-**	-	**3.00**	3.00	**1.13**		**4.13**	3.00
Mr. Tarun Singh	**-**	6.75	**14.50**	21.25	**5.22**	4.66	**-**	-	**43.50**	43.50	**7.68**		**51.18**	43.50
Mr. Akhil Singh	**-**	3.75	**6.00**	14.25	**2.99**	2.69	**-**	-	**25.00**	25.00	**4.55**		**29.55**	25.00
Total :	**-**	10.50	**35.50**	35.50	**8.57**	7.71	**4.48**	4.56	**71.50**	71.50	**19.67**	2.87	**91.17**	74.37

* DOPL has pledged shares and provided corporate guarantee to the lenders of the Company.

Pledge of Company's shares held by Promoter group, Personal guarantee of whole time directors and Rear Admiral Kirpal Singh to the lenders of the Company.

Notes

a) Remuneration includes basic salary, allowance, sitting fees and perks.

b) The monthly reimbursement of expenses between the Company and related parties towards office expenses, provident fund etc., are not reflected in the statement above.

c) There are no allowances for doubtful debts or amounts written off in respect of debts due to or from related parties

38 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 33, *EARNINGS PER SHARE*

(₹ in lakhs)

		For the year Ended March 31, 2018	For the year Ended March 31, 2017
(a)	**Basic earnings per share**		
	a) Profit attributable to the equity holders	**(787.87)**	(1,804.64)
	b) Weighted average number of equity shares outstanding	**16,772,518**	16,772,518
	c) Nominal value per share (₹ per share)	**10.00**	10.00
	d) Earnings per share (Basic and Diluted)	**(4.70)**	(10.76)
(b)	**Diluted earnings per share**		
	There are no dilutive instruments as at March 31, 2018 and as at March 31, 2017, hence diluted Earnings per share is same as basic earnings per share.		

39 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 108, *SEGMENT REPORTING*

The Group is mainly engaged in offshore business and there are no separate reportable segments. Accordingly, disclosure under this Standard is not applicable.

40: DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006:

(₹ in lakhs)

	Particulars	As at March 31, 2018	As at March 31, 2017
a)	Principal amount due to suppliers under MSMED Act, 2006	**11.42**	10.24
b)	Interest accrued, due to suppliers under MSMED Act on the above amount, and unpaid	**0.69**	0.73
c)	Payment made to suppliers (other than interest) beyond the appointed day during the year	**-**	-
d)	Interest paid to suppliers under MSMED Act (Section 16)	**-**	-
e)	Interest due and payable towards suppliers under MSMED Act for payments already made	**3.22**	0.48
f)	Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act (including interest mentioned in (e) above)	**3.91**	1.21
g)	Amount of further interest remaining due and payable even in suceeding years	**-**	-
Total outstanding amount payable to MSME parties		**15.33**	11.45

Note: The above information is given to the extent available with the Company and relied upon by the auditor.

41 : DEBTORS AND CREDITORS

(a) Trade receivable and accrued income include ₹ 13,17.77 lakhs (March 31, 2017 : ₹ 1,317.77 lakhs, April 01, 2016 : ₹ 1,317.77 lakhs) due from an entity which is declared Sick and in respect of which a Scheme of Rehabiliation is under implementation. The Management, however, is of the opinion that provision amounting to ₹ 4,26.12 lakhs (March 31, 2017 : ₹ 4,26.12 lakhs, April 01, 2016 : ₹ 4,26.12 lakhs) made against such receivable is adequate.

(b) Advances recoverable includes ₹ 2,13.18 lakhs (March 31, 2017 : ₹ 2,13.18 lakhs, April 01, 2016 : ₹ 2,13.18 lakhs) from a vendor which has not been refunded/adjusted for a considerable period of time. The Management, however, is of the opinion that such advances are refundable/adjustable.

(c) An amount of ₹ 2,93.26 lakhs (March 31, 2017 : ₹ Nil, April 01, 2016 : ₹ Nil) recoverable from a vendor on account cost of materials and services incurred for which the claim is yet to be made. The Management, however, is of the opinion that such amount will be adjusted.

(d) Considering the nature of projects being executed by the Company for its main customers, the consequential claims and counter claims towards liquidated damages, change order, etc., and as per general practice prevalent in the industry, the balances outstanding as trade receivables (which also include interest charged as per contract terms), billable costs, advances to/balances payables towards contractors and vendors of the Company are not confirmed by customers/vendors and against some of the customers the Company has also initiated legal actions. The Management, however, is of the opinion that such receivables/payables are stated at their realisable/payable value and adequate provisions have been made in the books of account, wherever necessary.

(e) During the year 2013-14 and 2014-15, the Company has incurred additional expenditure on executing additional work in terms of an EPC contract. The Company has quantified the value of extra work done at ₹ 103,59.19 lakhs (March 31, 2017 : ₹ 100,35.13 lakhs, April 01, 2016 : ₹ 102,00.76 lakhs) and has commenced discussions with the customer for acceptance of its claim. Out of the claim, invoices for ₹ 24,82.49 lakhs (March 31, 2017 : ₹ 21,58.43.00 lakhs, April 01, 2016 : ₹ 23,24.07 lakhs) have been raised on the customer and the balance amount of ₹ 78,76.70 lakhs (March 31, 2017 : ₹ 78,76.70 lakhs, April 01, 2016 : ₹ 78,76.70 lakhs) accrued on this account is included under other current assets pending finalisation of the claim by the customer.

(f) Trade receivable includes ₹ 25,20.49 lakhs; (31st March, 2017 - ₹ 25,12.94 lakhs, April 01, 2016 : ₹ Nil) due from a charter hire contract. The said hirer has disputed the claim and has raised counter claim for damages of ₹ 15,83.03 lakhs against the Company. The Management, however, is of the opinion that no provision is required against such counter claim made by the customer, since it is not tenable.

(g) Trade and other receivables include an amount of ₹ 2,23,52.73 lakhs; (31st March, 2017 - ₹ 1,81,81.98 lakhs) for which auditors of subsidiary company have not been able to obtain sufficient appropriate audit evidence as to its recoverability as at reporting date. The Management, however, is confident that no provision is required against such receivables.

(h) Auditors of a Joint Venture Company (JVC) in their audit report have drawn attention to the accumulated losses and the consequential erosion of the net-worth of the JVC. The Management, however, is confident of reviving and accordingly, the accounts of the JVC are prepared on a going concern basis.

42 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 11, *CONSTRUCTION CONTRACTS*

(₹ in lakhs)

Particulars		**2017-18**	2016-17
(a)	Contract revenue recognised for the financial year	1,426.87	1,264.37
(b)	Aggregate of contract costs incurred upto the reporting date for contracts in progress (Actual Cost)	**1,885.76**	1,021.80
	Aggregate of contract costs recognised upto the reporting date for contracts in progress (Based on Budgeted Cost and Percentage of Completion)	**1,627.62**	1,090.92
	Recognised profit upto the reporting date for contracts in progress	**(200.75)**	173.45
(c)	Advances received for contracts in progress (Including Amount received against milestone billing)	**1,201.10**	246.90
(d)	Retention money for contracts in progress	**-**	-
(e)	Gross amount due from customers for contract work (asset)	**1,242.94**	-
(f)	Accrued Income yet to be billed (Based on percentage of completion)	**-**	1,017.47

43: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 112, *DISCLOSURE OF INTEREST IN OTHER ENTITIES*

The Group has a joint venture interest in IMPaC Oil & Gas Engineering (India) Private Limited (a company incorporated in India) and its proportionate share in the assets, liabilities, income and expenses of the jointly controlled entity, based on the audited accounts drawn up to March 31, 2018 is as under :

Percentage of ownership interest as at 31st March 2018 – 40%.

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Assets	**0.01**	0.01	0.01
Liabilities	**66.47**	66.56	66.41
Income	**0.14**	-	0.01
Expenses	**0.05**	0.19	0.58
Contigent liabilities	**-**	-	-
Capital commitments	**-**	-	-

44: DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 107, *FINANCIAL INSTRUMENTS - DISCLOSURES*

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2018	Carrying value			Carried at amortised cost		Total Amount
	Current	Non-Current	Total	Level 3	Total	
Financial Assets						
Loans	**166.08**	**15.32**	**181.40**	**181.40**	**181.40**	**181.40**
Trade receivable	**29,245.44**	**-**	**29,245.44**	**29,245.44**	**29,245.44**	**29,245.44**
Cash and bank balances	**103.30**	**-**	**103.30**	**103.30**	**103.30**	**103.30**
Bank balances (other than above)	**1,392.43**	**-**	**1,392.43**	**1,392.43**	**1,392.43**	**1,392.43**
Other financial assets	**13,713.77**	**492.52**	**14,206.29**	**14,206.29**	**14,206.29**	**14,206.29**
Total	**44,621.02**	**507.84**	**45,128.86**	**45,128.86**	**45,128.86**	**45,128.86**
Financial Liabilities						
Borrowings	**6,297.18**	**81.50**	**6,378.68**	**6,378.68**	**6,378.68**	**6,378.68**
Trade payables	**6,297.24**		**6,297.24**	**6,297.24**	**6,297.24**	**6,297.24**
Other financial liabilities	**7,082.72**		**7,082.72**	**7,082.72**	**7,082.72**	**7,082.72**
Total	**19,677.14**	**81.50**	**19,758.64**	**19,758.64**	**19,758.64**	**19,758.64**

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2017	Carrying value			Carried at amortised cost		Total Amount
	Current	Non-Current	Total	Level 3	Total	
Financial Assets						
Loans	20.32	15.28	35.60	35.60	35.60	-
Trade receivable	23,155.33	-	23,155.33	23,155.33	23,155.33	23,155.33
Cash and bank balances	332.47	-	332.47	332.47	332.47	332.47
Bank balances (other than above)	712.29	-	712.29	712.29	712.29	712.29
Other financial assets	13,328.47	588.42	13,916.89	13,916.89	13,916.89	13,916.89
Total	37,548.88	603.70	38,152.58	38,152.58	38,152.58	38,152.58
Financial Liabilities				-		
Borrowings	5,727.81	48.00	5,775.81	5,775.81	5,775.81	5,775.81
Trade Payables	4,952.03		4,952.03	4,952.03	4,952.03	4,952.03
Other Financial Liabilities	3,516.35		3,516.35	3,516.35	3,516.35	3,516.35
Total	14,196.19	48.00	14,244.19	14,244.19	14,244.19	14,244.19

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2016	Carrying value			Carried at amortised cost		Total Amount
	Current	Non-Current	Total	Level 3	Total	
Financial Assets						
Loans	36.72	15.29	52.01	52.01	52.01	-
Trade receivable	21,848.45	-	21,848.45	21,848.45	21,848.45	21,848.45
Cash and bank balances	261.49	-	261.49	261.49	261.49	261.49
Bank balances (other than above)	606.32	-	606.32	606.32	606.32	606.32
Other financial assets	9,942.50	565.63	10,508.13	10,508.13	10,508.13	10,508.13
Total	32,695.48	580.92	33,276.40	33,276.40	33,276.40	33,276.40
Financial Liabilities						
Borrowings	5,996.68	38.50	6,035.18	6,035.18	6,035.18	6,035.18
Trade payables	4,421.24	-	4,421.24	4,421.24	4,421.24	4,421.24
Other financial liabilities	3,298.91	-	3,298.91	3,298.91	3,298.91	3,298.91
Total	13,716.83	38.50	13,755.33	13,755.33	13,755.33	13,755.33

B. Measurement of fair value

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables.

C. Fair Value Hierarchy

The fair value of financial instruments as referred to above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

D. Market Risk Management

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

(i) Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to indentify and analyse the risks faced by the Company, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control enviornment in which all employees understand thier roles and obligations.

The Company's Audit Committee also oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(ii) Credit risk

Trade and other receivables

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers investment in subsidaries and joint ventures and cash and cash equivalents. The Company makes provision on trade receivables based on Expected Credit loss (ECL) method basis on provision matrix.

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India and overseas. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company has a detailed review mechanism of overdue trade receivables at various levels in the organisation to ensure proper attention and focus on realisation.

Expected credit loss assessment

Exposure to customers outstanding at theend of each reporting period are reviewed nu the Company to determine incurred and expected credit losses. Management believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

The movement in the loss allowance in respect of trade and other receivables during the years is as follows:

(Amount ₹ in lakhs)

Balance as at April 1, 2016	-
Movement during the year	1,859.44
Balance as at March 31, 2017	**1,859.44**
Movement during the year	717.41
Balance as at March 31, 2018	**2,576.85**

Cash and bank balances and bank deposits

The Company held cash and cash equivalents and bank deposits with banks and financial institutions. The credit worthiness of such banks and financial instituions is evaluated by the management on an on-going basis and is considered to be good.

Other than trade receivables, the Company has no other financial assets that are past due but not impaired.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet financial obligations as they become due to reasonable price. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they are due under both normal and stressed conditions, without incurring unacceptable lossess or risk to the Company's reputation.

The Company also monitors the level of expected cash inflows on trade receivables together with expected cash outflows on trade payables and other financial liabilities. The Company has access to a sufficient sources of short term funding with existing lenders that could be arranged upon should need arises.

Exposure to liability risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flows are gross and undiscounted, and include estimated interest payments.

(₹ in lakhs)

Contractual maturities of financial liabilities as at March 31, 2018	1 year or less	1-2 years	2- 5 years	Total
Non-derivatives financial liabilities				
Long term borrowings	**5.00**	**81.50**	**-**	**86.50**
Working capital facility and short term loans and borrowings	**6,297.18**	**-**	**-**	**6,297.18**
Trade payables	**6,297.24**	**-**	**-**	**6,297.24**
Other financial liabilities	**7,077.72**	**-**	**-**	**7,077.72**
	19,677.14	**81.50**	**-**	**19,758.64**

(₹ in lakhs)

Contractual maturities of financial liabilities as at March 31, 2017	1 year or less	1-2 years	2- 5 years	Total
Non-derivatives financial liabilities				
Long term borrowings including current maturities of long term borrowings	38.50	48.00	-	86.50
Working capital facility and short term loans and borrowings	5,727.81	-	-	5,727.81
Trade payables	4,952.03	-	-	4,952.03
Other financial liabilities	3,477.85	-	-	3,477.85
	14,196.19	48.00	-	14,244.19

(₹ in lakhs)

Contractual maturities of financial liabilities as at April 1, 2016	1 year or less	1-2 years	2- 5 years	Total
Non-derivatives financial liabilities				
Long term borrowings including current maturities of long term borrowings	35.50	38.50	-	74.00
Working capital facility and short term loans and borrowings	5,996.68	-	-	5,996.68
Trade payables	4,421.24	-	-	4,421.24
Other financial liabilities	3,263.41	-	-	3,263.41
	13,716.83	38.50	-	13,755.33

(iv) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, short-term and long-term debt, including foreign currency receivables and payables. The Company's exposure to market risk is primarily related to foreign exchange rate risk and interest rate risk. Thus, Company's exposure to market risk is a function of investing and revenue generating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenue and costs.

(v) Currency risk

The Group is exposed to risk of changes in foreign currency values on account of its receivables and payables. The functional currency of the Company is Indian Rupee. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations.

The Group has not entered into any derivative transactions during the year and there were no derivative transactions outstanding as on March 31, 2017 and April 1, 2016.

The Company exposure to foreign currency risk at the end of the reporting period are as follows:

Sr. No.	Particulars	Currency	**As at March 31, 2018**		As at March 31, 2017		As at April 1, 2016	
			(₹ in lakhs)	**(F C in lakhs)**	(₹ in lakhs)	(F C in lakhs)	(₹ in lakhs)	(F C in lakhs)
A	**Financial assets**							
(i)	Receivables	USD	**5,523.60**	**87.07**	3,721.20	57.49	938.07	14.19
(ii)	Receivables	EURO	**2,600.68**	**34.76**	2,406.54	34.81	6,048.77	80.59
(iii)	Receivables	AED	**1,421.12**	**81.09**	353.18	20.05	227.36	12.64
(iv)	Bank balance	USD	**3.47**	**0.05**	3.55	0.05	3.67	0.06
B	**Financial liabilities**							
(i)	Payables	USD	**871.26**	**13.60**	459.33	7.08	381.13	5.75
(ii)	Payables	EURO	**307.26**	**4.14**	287.16	4.14	311.75	4.14
(iii)	Payables	SGD	**4.36**	**0.09**	4.25	0.09	4.49	0.09
(iv)	Payables	AED	**364.02**	**20.60**	357.39	20.23	14.68	0.81

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currency mentioned in the table below as at reporting date would have affected the measurement of financial instruments denominated in foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit / (loss) before tax gain / (loss)		Equity, gross of tax	
Effect in ₹ lakhs	**Strengthening**	**Weakening**	**Increased**	**(Decreased)**
March 31, 2018				
USD	(46.56)	46.56	(46.56)	46.56
EURO	(22.93)	22.93	(22.93)	22.93
SGD	0.04	(0.04)	0.04	(0.04)
AED	(10.57)	10.57	(10.57)	10.57
March 31, 2017				
USD	(32.65)	32.65	(32.65)	32.65
EURO	(21.19)	21.19	(21.19)	21.19
SGD	0.04	(0.04)	0.04	(0.04)
AED	0.04	(0.04)	0.04	(0.04)

(vi) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Fixed-rate instruments			
Financial assets			
Bank deposits	1,392.43	712.29	606.32
Financial liabilities			
Borrowings - non-current	81.50	48.00	38.50
Borrowings - current	2,090.14	1,191.63	833.80
	3,564.07	1,951.92	1,478.62
Variable rate borrowings			
Financial liabilities			
Borrowings - current	4,212.04	4,574.68	5,196.38
	3,564.07	1,951.92	1,478.62

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit or loss	
	March 31, 2018	March 31, 2017
Variable-rate instruments	**(21.06)**	21.06
Cash flow sensivity (net)	**(21.06)**	21.06

The risk estimates provided assume a change of 50 basis points interest rate for the interest rate bench mark as applicable to the borrowings summarised above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

45: CAPITAL MANAGEMENT

Equity share capital and other equity are considered for the Company's capital mangement. The Company manges its capital so as to safeguard its ability to continue as going concern and to optimise returns to shareholders. The capital structure of the Company is based on mangement's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintian investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary, adjust its capital structure.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Total equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at the reporting period is as follows::

(₹ in lakhs)

	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Borrowings			
Long term and short term borrowings	**6,378.68**	5,775.81	6,035.18
Current maturities of long term borrowings	**5.00**	38.50	35.50
Less: cash and bank balances	**(103.30)**	(332.47)	(261.49)
Adjusted net debt	**6,280.38**	5,481.84	5,809.19
Total Equity	**58,248.05**	59,023.06	60,810.53
Adjusted net equity	**58,248.05**	59,023.06	60,810.53
Adjusted net debt to adjusted equity ratio	**0.11**	0.09	0.10

No changes were made in the objectives, policies or processes for managing capital of the Company during the current and previous year.

46 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 27, *SEPARATE FINANCIAL STATEMENTS*

Investment in following subsidairy companies, joint venture companies and associates is accounted at cost.

Subsidiaries :

Sr. No	Name of subsidairy company	Principal place of business	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
			Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)	Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)	Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)
	Indian subsidiaries							
1	Dolphin Offshore Shipping Limited	India	100.00	100.00	100.00	100.00	100.00	100
2	Global Dolphin Drilling Co Limited	India	59.96	59.96	59.96	59.96	59.96	59.96
	Foreign subsidiaries							
1	Dolphin Offshore Enterpeises (Mauritius) Private Limited	Mauritius	100.00	100.00	100.00	100.00	100.00	100

Sr. No	Name of subsidairy company	Principal place of business	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
			Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)	Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)	Effective proporation of ownership Interest (%)	Effective proporation of voting power held (%)
1	IMPaC Oil and gas Engineering (India) Private Limited	India	40.00	40.00	40.00	40.00	40.00	40.00

47: INVESTOR EDUCATION AND PROTECTION FUND

There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at March 31, 2018.

48 : ADDITIONAL INFORMATION PURSUANT TO PARA 2 OF GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT

Name of the Entity	Net Assets (ie Total Assets - Total Liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or (loss)	Amount	As % of Consolidated profit or (loss)	Amount	As % of Consolidated profit or (loss)	Amount
Dolphin Offshore Enterprises (India) Limited	16.39	9,547.11	(199.03)	(1,717.72)	7.27	(5.48)	(218.77)	(1,723.20)
Indian Subsidiaries								
Dolphin Offshore Shipping Limited	9.68	5,638.68	(58.35)	(503.60)	8.59	(6.47)	(64.76)	(510.07)
Global Dolphin Drilling Company Limited	0.04	24.70	0.06	0.53	-	-	0.07	0.53
Foreign Subsidiaries								
Dolphin Offshore Enterprises (Mauritius) Ltd	76.51	44,565.58	143.92	1,242.07	(115.86)	87.30	168.77	1,329.38
Total :	**102.62**	**59,776.06**	**(113.40)**	**(978.71)**	**(100.00)**	**75.35**	**(114.69)**	**(903.36)**
Elimitation adjusted	(2.62)	(1,528.01)	13.40	115.68			14.69	115.68
Monority Interest in all subsidiaries	0.02	9.89	(0.03)	(0.21)	-	-	(0.03)	(0.21)
Net Total :	**100.00**	**58,248.05**	**(100.00)**	**(863.03)**	**(100.00)**	**75.35**	**(100.00)**	**(787.68)**
Joint Venture								
IMPaC Oil & Gas Engineering (India) Pvt. Ltd.,	(0.15)	(66.46)	(0.01)	0.22	-	-	(0.01)	0.22
Grand Total :	**100.00**	**58,248.05**	**(100.00)**	**(863.03)**	**(100.00)**	**75.35**	**(100.00)**	**(787.68)**

49 : DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 101, *FIRST-TIME ADOPTION OF INDIAN ACCOUTING STANDARDS*

I. Transition to Ind AS:

The Company has transitione dthe basis of accounting from Indian generally accepted accounting principles ("previous GAAP") to Ind AS. The accounting policies set out in Note 1have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet as at April 1, 2016 (the Transition Date). In preparing opening Ind AS balance sheet, the company have adjsuted amounts reported in teh financial statements prepared in accordance with previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the financial performance, cash flows and financial position is set out in the following tables and the notes that accompany the tables. On transition, the company did not revise estimates previously made under previous GAAP exececpt where required by Ind AS.

II. Optional exemptions from retrospective application

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

1 Property, plant and equipment (PPE) and intangible assets:

Ind AS 101 permits a first time adopters to fair value or to continue with the carrying value of all its property, plant and equipment and tangible assets that are recognised in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to fair value only its building and use that fair value in its Opening Ind AS balance sheet (as at April 01, 2016) and measure all other plant and equipment and tangible assets at thier previous GAAP values.

2 Investment in subsidiaries:

The Company has elected to measure investments in subsidiaries as per the statement of financial position prepared in accordance with previous GAAP as a deemed cost at the date of transition as per exemption available under Ind AS 101.

Interest in the subsidiaries through fair valuation of financial guarantees at initial recognition on transition date had been accounted as investments in accordance with Ind AS 109. The Company has accounted such fair valuation of financial guarantees on transition date to the retained earnings.

3 Long term foreign currency monetary items:

A first-time adopter may continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. The Company has chosed to continue this option provided under para D13AA of Ind AS 101.

III. Mandatory exemptions from retrospective application

1 Estimates :

The estimates as at April 1, 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation. The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at April 1, 2016 (transition date) and March 31, 2017.

2 Derecognition of financial assets and liabilities :

Financial assets and liabilities de-recognised before transition date are not re-recognised under Ind AS.

3 Classification of financial assets:

As per the requirements of Ind AS 101 the Company has assessed classification of financial assets on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

IV. The transition from Indian GAAP to Ind AS has not had material impact on the statement of cash flows.

V. **Transition to Ind AS - Reconcilations**

The following reconcialtions provide the explanations and quantifcation of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

A . Reconciliation of Balance sheet as at date of transition (April 1, 2016) (₹ in lakhs)

Particulars	Note No.	IGAAP	Ind-AS Adjustments	Ind-AS
ASSETS				
Non-current assets				
Property, plant and equipment	a	17,756.20	17,826.91	35,583.11
Capital work-in progress		1,853.28		1,853.28
Goodwill on consolidation		1,147.01		1,147.01
Other intangible assets		16.66		16.66
Financial assets				
Investments	b	2.00		2.00
Trade receivables		10.54		10.54
Loans		15.29	-	15.29
Other financial assets		565.63	-	565.63
Deferred tax assets (net)		71.73	(207.30)	(135.57)
Non-current tax assets (net)		2,160.57	-	2,160.57
Other non-current assets		1,299.24	-	1,299.24
Total non-current assets		**24,898.15**	**17,619.61**	**42,517.76**
Current assets				
Inventories		878.32	-	878.32
Financial assets				
Trade receivables	c	23,110.36	(1,261.91)	21,848.45
Cash and bank balances		261.49	-	261.49
Bank balances other than above		606.32	-	606.32
Loans		36.72	-	36.72
Other financial assets		9,942.50	-	9,942.50
Other current assets	b	655.15		655.15
Total current assets		**35,490.86**	**(1,261.91)**	**34,228.95**
TOTAL ASSETS		**60,389.01**	**16,357.70**	**76,746.71**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,677.25	-	1,677.25
Other equity	a to d	42,753.48	16,313.43	59,133.28
Non controlling interest		9.31		9.31
Total equity		**44,440.04**	**16,313.43**	**60,819.84**

Particulars	Note No.	IGAAP	Ind-AS Adjustments	Ind-AS
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		38.50	-	38.50
Provisions		91.24	-	91.24
Deferred tax liabiities (net)	d		44.26	44.26
Total non-current liabilities		**129.74**	**44.26**	**174.00**
Current liabilities				
Financial liabilities				
Borrowings		5,996.68	-	5,996.68
Trade payables		4,421.24	-	4,421.24
Other financial liabilities	b	3,298.91	-	3,298.91
Other current liabilities		2,010.66		1,944.30
Provisions		91.74	-	91.74
Total current liabilities		**15,819.23**	**-**	**15,752.87**
TOTAL EQUITY AND LIABILITIES		**60,389.01**	**16,357.69**	**76,746.71**

B. Reconciliation of Balance sheet as at March 31, 2017 (₹ in lakhs)

Particulars	Note No.	IGAAP	Ind-AS Adjustments	Ind-AS
ASSETS				
Non-current assets				
Property, plant and equipment	a	15,432.40	15,780.26	31,212.66
Capital work-in progress		13.00		13.00
Goodwill on consolidation		1,147.01		1,147.01
Other intangible assets		6.42	(0.01)	6.41
Financial assets				
Investments	b	2.00		2.00
Trade receivables		10.54		10.54
Loans		15.28	-	15.28
Other financial assets		588.42	-	588.42
Deferred tax assets (net)	d	63.38	13.32	76.70
Non-current tax assets (net)		2,215.32	-	2,215.32
Other non-current assets		1,302.75	-	1,302.75
Total non-current assets		**20,796.52**	**15,793.57**	**36,590.09**
Current assets				
Inventories		769.07	-	769.07
Financial assets				
Trade receivables	c	25,014.77	(1,859.44)	23,155.33
Cash and bank balances		332.47	-	332.47
Bank balances other than above		712.29	-	712.29
Loans		20.32	-	20.32
Other financial assets		13,328.47	-	13,328.47
Other current assets	b	434.66		434.66
Total current assets		**40,612.05**	**(1,859.44)**	**38,752.61**
TOTAL ASSETS		**61,408.57**	**13,934.13**	**75,342.70**

Particulars	Note No.	IGAAP	Ind-AS Adjustments	Ind-AS
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,677.25	-	1,677.25
Other equity	a to d	43,442.82	13,893.31	57,336.13
Non controlling interest		9.68		9.68
Total equity		**45,129.75**	**13,893.31**	**59,023.06**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		48.00	-	48.00
Provisions		95.28	-	95.28
Deferred tax liabiities (net)			40.82	40.82
Total non-current liabilities		**143.28**	**40.82**	**184.10**
Current liabilities				
Financial liabilities		-		
Borrowings		5,727.81	-	5,727.81
Trade payables		4,952.03	-	4,952.03
Other financial liabilities		3,516.35	-	3,516.35
Other current liabilities	b	1,857.90		1,857.90
Provisions		81.45	-	81.45
Total current liabilities		**16,135.54**	**-**	**16,135.54**
TOTAL EQUITY AND LIABILITIES		**61,408.57**	**13,934.13**	**75,342.70**

C. Reconciliation of total comprehensive income for the year ended March 31, 2017 (₹ in lakhs)

Particulars	Note No.	IGAAP	Ind-AS Adjustments	Ind-AS
INCOME				
Revenue from operations	24	20,753.65		20,753.65
Other income	25	2,108.29		2,108.29
Total Income		**22,861.94**	**-**	**22,861.94**
EXPENSES				
Cost of materials consumed	26	5,480.19		5,480.19
Changes in inventories of Stock-in-trade and work-in-progress	27	148.42		148.42
Employee benefits expense	28	1,628.26	11.13	1,639.39
Finance costs	29	1,042.74		1,042.74
Depreciation and amortisation expense	30	2,111.79	2,128.80	4,240.59
Other expenses	31	8,436.75	597.53	9,034.28
Total Expenses		**18,848.15**	**2,737.46**	**21,585.61**
Profit before exceptional items and tax		**4,013.79**	**(2,737.46)**	**1,276.33**
Exceptional items	32	(2,448.52)		(2,448.52)
Profit/(Loss) before tax		**1,565.27**	**(2,737.46)**	**(1,172.19)**
Tax expense :				
Current tax	34	158.72	-	158.72
Deferred tax		8.36	(227.55)	(219.19)
Total tax expense		**167.08**	**(227.55)**	**(60.47)**
Profit/(Loss) for the year		**1,398.19**	**(2,509.91)**	**(1,111.72)**
Other comprehensive income				
(A) Items that will not be reclassified to profit or loss:				
Remeasurements gain/(loss) on defined benefit plans		-	11.13	11.13
Tax on above		-	(3.48)	(3.48)
(B) Items that will be reclassified to profit or loss:				
Exchange differences on transalating the financial statements of a foreign operations		-	(700.20)	(700.20)
Other comprehensive income for the year, net of tax		-	(692.55)	(692.55)
Total comprehensive income for the year		1,398.19	(3,202.46)	(1,804.27)
Profit for the year attributable to:				
- Owners of the Company		1,397.82	(2,509.91)	(1,112.09)
- Non controlling interest		0.37	-	0.37
Total comprehensive income for the year attributable to:				
- Owners of the Company		1,397.82	(3,202.46)	(1,804.64)
- Non controlling interest		0.37	-	0.37

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

E. **Reconciliation between Equity previously reported (IGAAP) and under Ind AS is as under:**

(₹ in lakhs)

Nature of Adjustments	As at March 31, 2017	As at April 1, 2016
Equity as per previous GAAP		
Share capital	**1,677.25**	1,677.25
Reserves and surplus	**43,442.82**	42,819.83
Total Equity as per IGAAP (A)	**45,120.07**	44,497.08
(Add)/Less: Ind AS adjustments		
Adjustments on date of transition	**16,313.45**	
on account of measuring certain property, plant & equipments at fair value	**-**	17,826.91
Additional depreciation on account of fair value of property, plant & equipment	**(2,128.80)**	-
Capitalisation of dry dock expenses	**82.12**	
Provision for doubtful trade receivable as per Expected Credit Loss model	**(597.53)**	(1,261.91)
Deferred tax impact of freehold land and above adjustments	**224.07**	(251.55)
Total Adjustments (B)	**13,893.31**	16,313.45
Equity as per Ind AS (A + B)	**59,013.38**	60,810.53

F **Notes to reconciliation**

a **Fair value of certain items of Property, plant and equipment :**

The Group has elected to measure certain items of property, plant and equipment at fair value at the date of transition to Ind AS. Hence at the transition date, an increase of ₹ 178,26.91 lakhs was recognised in property, plant and equipment. This amount has been recognised against retained earnings. Accordingly, the Company has also charged the additional depreciation of ₹ 597.53 lakhs to the amount recorded under Indian GAAP for the year ended March 31, 2017.

b **Financial guarantee given to subsidiary**

Under previous GAAP, financial guarantee given was disclosed as contingent liability and commitments. Under Ind AS, the Company has recognised fair value of financial guarantee provided to its subsidiary company. The fair value of such guarantee as at April 01, 2016 has been recognised as additional capital investment in its subsidiary Company and is amortised over tenure of the guarantee. Subsequently in the year ended March 31, 2017, increase in the fair value of financial guarantee on account of refinancing of borrowings was recognised as additional investment in its subsidiary. The impact of amortisation of such fair value of guarantee has been recognised in the statement of profit and loss as interest income for the year ended March 31, 2017.

c **Trade receivable**

Under previous GAAP, the Company has created provision for impairment of receivables which consists only in respect of specific amount for probable losses. Under Ind AS, impairment allowance has been determined based on Expected Credit Loss (ECL) model. Due to ECL model, the Company impaired its trade receivable by ₹ 8,25.19 lakhs (net of related deferred tax) on April 1, 2016 which has been eliminated against other equity

d **Deferred tax assets**

Under previous GAAP, deferred tax were recognised for the tax effect of timing difference between accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Under Ind AS 12, deferred taxes are recognised using the balance sheet approach, which focuses on temporary difference between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under previous GAAP. In addition, the various transitional adjustments lead to temporary differences and the Company has accounted for such differences. Deferred tax adjustment are recognized in correlation to the underlying transaction either in retained earnings or through other comprehensive income.

e Remeasure of actuarial gains/ (losses)

Under previous GAAP, the Company recognised actuarial gains /losses on post-employment defined benefit plan i.e., gratuity under Statement of profit and loss. Under Ind AS, actuarial gains /losses on post-employment defined benefit plans are recognised in Other Comprehensive Income.

f Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in the Statement of Profit and Loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the Statement of Profit and Loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

Signatures to Note 1 to 49

For and on behalf of the Board of Directors of
DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

SHARP & TANNAN
Chartered Accountants
Firms Registration No. 109982W
by the hand of

Edwin P. Augustine
Partner
Membership No. 043385

Place: Mumbai
Date : May 28, 2018

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
(DIN No. 00006075)

Navpreet Singh
Jt. Managing Director & CFO
(DIN No. 00006085)

V. Surendran
Company Secretary
(Membership No. 4547)

Place: Mumbai
Date : May 28, 2018

FORM AOC-1

PART A

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries joint ventures

Part "A": Details relating to Subsidiary Companies as on March 31, 2018

₹ in lacs

1	Sl. No.	1	2	3
2	**Name of the subsidiary**	**Dolphin Offshore Shipping Limited**	**Dolphin Offshore Enterprise Mauritius Limited**	**Global Dolphin Drilling Co Ltd**
3	The date since when subsidiary was acquired	31st August, 2006	3rd November, 2000	31st March, 1997
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	The reporting period of all the subsidiaries is similar as of holding company		
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	USD Exchange rate 1 USD = ₹ 64.9480	NA
6	Share capital	7,44.00	11.68	5.00
7	Reserves & surplus	4,894.68	44,553.57	19.70
8	Total assets	10,725.20	46,926.83	24.78
9	Total Liabilities	3,875.86	2,361.25	0.08
10	Investments	2.00	-	-
11	Turnover	4,089.79	8,019.72	-
12	Profit before taxation	(241.84)	1,284.08	0.72
13	Provision for taxation	268.24	42.02	0.19
14	Profit after taxation	(510.08)	1,242.06	0.53
15	Proposed Dividend	-	-	-
16	% of shareholding	100.00	100.00	59.96

Notes:

1. Name of the Subsidiary which are yet to commence operation: **None**
2. Name of the Subsidiaries which have been liquidated or sold during the year : **None**

₹ In lacs

Part "B": Joint Venture

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Venture

Sl. No.	Name of the Joint Ventures	IMPaC Oil & Gas Engineering (India) Pvt Ltd
1	Latest Audited Balance Sheet Date	31st March, 2018
2	Date on which Joint venture was acquired	14th July, 2008
3	Shares of Associates/Joint Ventures held by the Company on year end :-	
	Number	260,000
	Amount of Investment in Joint Venture	26.00
	Extent of Holding %	40%
4	Description of how there is significant influence	Note 1
5	Reason why the Joint Venture is not consolidated	Not Applicable
6	Net worth attributable to shareholding as per latest Balance Sheet	
7	Profit/(Loss) for the year	
	i) considered for Consolidation	-0
	ii) not considered for Consolidation	Not Applicable

1. There is significant influence as it is joint venture having 40% extend of holding.

For and on behalf of the Board of Directors of

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Kiran Vaidya
Chairman - Audit Committee
(DIN No. 02548532)

Satpal Singh
Managing Director & CEO
DIN No. 00006075

Navpreet Singh
Jt. Managing Director & CFO
DIN No. 00006085

V. Surendran
Company Secretary
Membership No. 4547

Place: Mumbai
Date : May 28, 2018

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

CIN: L11101MH1979PLC021302

Regd. Office: 1001, Raheja Centre, 214, Nariman Point, Mumbai – 400 021.
Tel.: 2283 2226 / 34 / 42
email: investors@dolphinoffshore.com **Website:** www.dolphinoffshore.com

Dear Shareholders,

You are aware that the provisions of Companies Act, 2013 have been effective. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository.

It is a welcome more for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of Dolphin Offshore Enterprises (India) Limited to contribute to the cause of Green Initiative.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.dolphinoffshore.com.

Let's be a part of this 'Green Initiative'!

Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.

Yours sincerely,
For Dolphin Offshore Enterprises (India) Ltd.

V. Surendran
Vice President (Corp. & Legal) and Company Secretary

E-COMMUNICATION REGISTRATION FORM

Folio No. / DP ID and Client ID: ....

Name of the 1st Registered Holder: ....

Name of the Joint Holder[s]: ....

....

Registered Address: ....

....

....

E-mail ID [to be registered]: ....

I/ We shareholder[s] of **Dolphin Offshore Enterprises (India) Limited** agree to receive communication from the Company in electronic mode.

Please register my above e-mail ID in your records for sending communication in electronic form.

Date: .... Signature: ....

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change.

This page is intentionally left blank.

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.

CIN: L11101MH1979PLC021302
Regd. Office: 1001, Raheja Centre, 214, Nariman Point, Mumbai – 400 021.
Tel.: 2283 2226 / 34 / 42, Website: www.dolphinoffshore.com

ATTENDANCE SLIP

39th Annual General Meeting

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

DP Id*			Folio No.	
Client Id*			No. of Shares Held	

I / We hereby record my /our presence at the **39th ANNUAL GENERAL MEETING** of the Company held on **Tuesday, September 11, 2018 at 1500 Hours (3.00 P.M.)** at Grant Medical College Gymkhana, 472 N.S. Marg, Marine Drive, Mumbai – 400 002.

Notes :

1. Shareholders / Proxies attending the Meeting are requested to bring this Attendance Slip and Annual Report with them.
2. Duplicate Attendance Slip and Annual Reports will not be issued at the Annual General Meeting.
3. Joint shareholders may obtain additional slip on request.

* Applicable for investors holding shares in electronic form

Signature of Shareholder / Proxy

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.

CIN: L11101MH1979PLC021302
Regd. Office: 1001, Raheja Centre, 214, Nariman Point, Mumbai – 400 021.
Tel.: 2283 2226 / 34 / 42, Website: www.dolphinoffshore.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration Rules, 2014)

Name of the member(s):		e-mail Id:	
Registered address:		Folio No/ *Client Id:	
		*DP Id:	

I/ We, being the member(s) of .... shares of **Dolphin Offshore Enterprises (India) Limited**, hereby appoint:

1) Name: ....E-mail ID: ....

Address: ....

Signature: ....or failing him: ....

2) Name: ....E-mail ID: ....

Address: ....

Signature: ....or failing him: ....

3) Name: ....E-mail ID: ....

Address: ....

Signature: ....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Tuesday, September 11, 2018 at 1500 Hours (3.00 P.M.) at Grant Medical College Gymkhana, 472 N.S. Marg, Marine Drive, Mumbai – 400 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Particulars	For	Against
Ordinary Business			
1.	(a) The audited standalone financial statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.		
	(b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.		
2.	To appoint a Director in place of Mr. Satpal Kirpal Singh (DIN: 00006075), who retires by rotation, and being eligible, offers himself for re-appointment.		
Special Business			
3.	Appointment of Independent Director Mr. Kiran Vaidya (DIN: 02548532).		
4.	Payment of remuneration to Mr. Satpal Singh, Managing Director of the Company.		
5.	Payment of remuneration to Mr. Navpreeet Singh, Joint Managing Director of the Company.		
6.	Continuation of appointment of Rear Admiral Kirpal Singh (DIN: 00006062) who has attained the age of Seventy Five years till the date he is liable to retire by rotation		
7.	Continuation of appointment of Mrs. Manjit Kirpal Singh (DIN:00143430) who has attained the age of Seventy Five years till the date she is liable to retire by rotation		
8.	Continuation of appointment of Mr. Faqir Chand Kohli (DIN: 00102878) who has attained the age of Seventy Five years till the expiry of his tenure on September 17, 2019		

Signed this .... day of 2018

....
Signature of shareholder

Affix
Revenue
Stamp

....
Signature of first proxy holder

....
Signature of Second proxy holder

....
Signature of third proxy holder

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

(4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

NOTES

NOTES

NOTES

NOTES

NOTES

NOTES

DOLPHIN OFFSHORE
ENTERPRISES (INDIA) LIMITED

Corporate Office:

701/702 Lakhani Centrium,
Plot No.27, Sector 15
CBD Belapur (East),
Navi Mumbai – 400 614
Tel: (91) 22-49063600
Fax: (91) 22-49063601

Registered Office :

1001, Raheja Center,
214 Nariman Point,
Mumbai - 400 021
Tel: (91) 22-22832226, 22832234
Fax: (91) 22-22875403

Email: customers@dolphinoffshore.com
Website: www.dolphinoffshore.com

www.sapprints.com