



BOARD OF DIRECTORS

Avik Duke	:	Chairman & Managing Director
Suresh S. Pawar	:	Director
Pramod D. Patekar	:	Independent Director
Cmde. Alan Quadros	:	Independent Director

AUDITORS:

B. B. Shah & Co.,

Chartered Accountants
Rajguru Apartment, Ground Floor,
Baburao Parulekar Road, Dadar (West),
Mumbai 400 028.

REGISTRAR AND SHARE TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PVT. LTD.

9, Shiv Shakti Industrial Estate, Ground Floor,
Sitaram Mill Compound, J. R. Boricha Road,
Lower Parel, Mumbai - 400 011, (INDIA).
Tel.:- 022 - 2301 676 / 2301 8261.

BANKERS:

IDBI Bank Ltd.,
Prabhadevi Branch

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REGISTERED OFFICE

403, Urvashi Hsg. Society Ltd., Off. Sayani Road, Prabhadevi, Mumbai – 400 025,
Ph. : +91 22 2422 1225 / 2436 5789, Fax : +91 22 2422 7606
Website : www.dukeoffshore.com, e-mail : info@dukeoffshore.com



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NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Duke Offshore Limited will be held on Monday, 30th July, 2012 at 12.00 hours at the Registered Office of the Company situated at 403, Urvashi Housing Society Limited, off. Sayani Road Prabhadevi, Mumbai- 400 025 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended 31st March, 2012 along with Directors Report and Auditor's Report thereon.
2. To consider final dividend payable on Equity Shares, subject to approval of shareholders of the company.
3. To Appoint Director in place of Mr. Suresh Pawar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. B.B. Shah & Company, Chartered Accountants, Mumbai, as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Audit Committee of the Board of Directors to fix the remuneration of the said Auditors.

SPECIAL BUSINESS

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

“RESOLVED THAT in partial modification to the Resolution passed by the Members at the 25th Annual General Meeting held on August 16, 2011, approving the appointment and terms of remuneration of Mr. Avik Duke as Chairman & Managing Director of the Company hereby approves, in accordance with the provisions of Sections 198, 269, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the increase in remuneration of Mr. Avik Duke for the remaining period of his tenure of office, with effect from April 1, 2012, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Avik Duke as approved earlier by the Members, shall remain unchanged.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

By Order of the board of Director
DUKE OFFSHORE LIMITED
Sd/-

Mr. Avik Duke

Chairman & Managing Director

Place: Mumbai

Dated: 28th May, 2012



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NOTES:

1. A member entitled to attend and vote at the annual general meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from Monday 23rd July, 2012 to Monday 30th July, 2012 (both days inclusive).
4. The Final dividend on Equity Shares, if declared at the Meeting, will be paid after July 30, 2012 to those persons or their mandates :
 - (a) whose names appear as Beneficial Owners as the end of the business hour on July 21, 2012 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
 - (b) whose names appears as Member in the Register of Members at the Company after giving effect to valid share Transfer in physical form lodged with the Company / its Registrar and Share Transfer Agent on or before July 21, 2012.
5. **Payment of Dividend through ECS :**
 - (a) Members holding shares in electronic form may please note that bank details as furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to the Company will be used for the purpose of distribution of dividend through Electronic Clearing Services (ECS) as directed by the Securities Exchange Board of India (SEBI). In the absence of ECS facility, the bank account details, if available, will be printed on the dividend warrants. Members holding shares in electronic form must give instructions regarding bank account in which they wish to receive dividend, to their Depository Participants. The Company or the Registrar and the Share transfer Agents will not act on any direct request from these members for change / deletion of such bank details.
 - (b) Members holding shares in Physical form are advised to submit particulars of their bank account Viz., Name and address of Bank Branch, 9 digit MICR Code of the Branch, type of Account and Account number latest by July 21, 2012 to the Company or Registrar and Transfer Agent.
7. In terms of Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs (MCA), under Green initiative in the Corporate Governance all the members are requested to intimate their E-mail address to the Company's Registrar and Share Transfer Agent whose E-mail ID is busicomp@vsnl.com mentioning the Company's name i.e, Duke Offshore Limited, so as to enable the Company to send the Annual Report and Accounts, notices and other documents through Electronic mode to their e-mail address in the future.
8. The members are requested to:
 - (a) Intimate changes, if any, in their Registered address & contacts to the Registrar and Share Transfer Agents of the Company, whose address is mentioned on the web-site <http://www.dukeoffshore.com> and on page no. 11 of this Annual Report.
 - (b) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar & Share Transfer Agent, for consolidation into a single folio.



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-
- c) Shareholders are requested to bring their copy of the Annual Report and the Attendance Slip, if attending the AGM.
 - d) Non-Resident Indian Members are requested to inform Registrar & Share Transfer Agent, immediately of :
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

EXPLANATORY STATEMENT (Pursuant to Section 173(2) of the Companies Act, 1956)

ITEM NO. 5

Originally, the Members of the Company at the 24th Annual General Meeting held on August 20, 2010 approved the appointment of Mr. Avik Duke as Managing Director of the Company w.e.f. 12th April, 2010 for remaining period of his tenure on the remuneration, terms and conditions of his appointment as Managing Director.

In addition to above, the Members of the Company at the 25th Annual General Meeting held on August 16, 2011 approved the increase in remuneration of Mr. Avik Duke as Managing Director of the Company w.e.f. 1st April, 2011 for remaining period of his tenure on the remuneration of Rs. 3,00,000/- p.m., on terms and conditions of his appointment as Managing Director.

Taking into consideration the performance of Mr. Avik Duke , the responsibilities shouldered by him, the remuneration package was not commensurate with the remuneration package paid to heads of managerial positions in other Companies, accordingly it is proposed to revise the remuneration of Mr. Avik Duke to Rs. 6,00,000/- p.m. w.e.f. April 1, 2012.

However, all other terms and conditions of the appointment will remain unchanged. The increased remuneration will be subject to the overall limits as provided under Section 198, 269, 309, 310, 311 and in terms of Section I of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

The Directors of the Company on recommendation made by the Remuneration Committee have approved the proposal for increase in their remuneration, subject to the approval of the members. Your Directors recommend the resolution for approval by the members of the Company.

The above variation in the terms of remuneration of Mr. Avik Duke as mentioned in Item No. 4 of the Notice will be treated as an abstract under Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr. Avik Duke, is in any way concerned or interested in this resolution.

The members are requested to consider and approve the above proposal for increase in the remuneration of the Chairman & Managing Director of your company.

By Order of the board of Director
DUKE OFFSHORE LIMITED
Sd/-
Mr. Avik Duke
Chairman & Managing Director

Place: Mumbai
Dated: 28th May, 2012



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DIRECTOR'S REPORT

To
The Members,

Your Directors take pleasure in presenting the Twenty Sixth Annual Report together with the Audited Balance Sheet as at 31 March, 2012 and the Profit & Loss account for the year ended 31st March, 2012.

FINANCIAL RESULTS

Particulars	2011-12	2010-11
	₹	₹
Revenue From Operation	84,811,846	23,658,875
Other Income	1,128,094	1,346,284
Profit For the year before Tax and Exceptional / Extra Ordinary Item	45,557,167	8,595,987
Exceptional Items	(517,320)	224,279
Profit For the year before Tax	46,074,488	8,820,267
Provision for Taxation		
Current Tax	13,800,000	1,945,000
Deferred Tax	341,136	655,297
Profit After Tax	31,933,352	5,771,411
Profit brought forward from Previous Year	(19,150,098)	(24,921,509)
Profit available for Appropriation	12,783,253	(19,150,098)
Less: Appropriations		
Transferred to General Reserve	3,193,000	-
Proposed Dividend (Including Tax)	1,432,040	-
Interim Dividend (Including Tax)	1,432,040	-
Profit Carried to Balance Sheet	6,726,173	(19,150,098)

REVIEW OF OPERATIONS

The year under review was a transformational year for the Company. The Company has set new benchmarks in terms of Turnover, Profit, Dividend, Net Worth and Assets. The turnover for the year during the year was of Rs.8.48 Crores as opposed to Rs. 2.36 Crores in the previous year, thus net increased by 258.48%.

Your Directors place on record that the company has made a Net profit before tax of Rs 4.61 Crores, for the current year as against a Net profit of Rs. 0.84 Crores in the previous period, net increased by 450.36%.

During the year, your Company has acquired 3 more Marine Vessels on contracts.

Your Company has successfully positioned the Marine Vessels on long term contracts.

The management of the Company is exploring various options for augmenting sustainable revenue stream and for that matter, your Company has taken up to pursue providing support services for coastal surveillance and patrolling. The continued cross border security threat and disturbance from the neighboring countries will result in compelling demand and wholesome measures by the Government in this area.

DIVING TRAINING

Your Company encourages divers to pursue deep diving courses in Mixed Gas Closed Bell Saturation Diving and Advance Training in NDT (CSWIP) Course in U. K. and France.

Your Directors are confident that the operations of the Company could further improve in the future years.

DIVIDEND

Your Directors have recommended final dividend of Rs.0.25 (2.5%) (Last year Rs. NIL) in addition to maiden interim dividend already paid Rs. 0.25 (2.5%) (Last year Rs. NIL) per Equity Share of Rs. 10/- each, for the financial



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year ended March 31, 2012, which will result in a total payout of Rs. 12,32,150/- to shareholders and Rs. 1,99,890/- towards tax on dividend. The dividend will be paid to members whose names appear in the Register of Members. In respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date. The dividend payout for the year under review has been formulated in accordance with shareholders' aspirations and the Company's policy to pay sustainable dividend linked to long term growth objectives of the Company to be met by internal cash accruals.

COMPLIANCE OF LISTING AGREEMENT

The Company has paid the Annual Listing fees for the year 2012-13 to the Bombay Stock Exchange, where the Company's shares are listed.

FORFEITURE OF SHARES

In the view of the requirement under the Companies Act 1956 and as per provision of Article of Association of Company, if allotment/call money are in arrears/outstanding for more than 12 months, Equity Shares has to be forfeited by the Board after giving last and final opportunity to the defaulting shareholders to repay the allotment/Call money due alongwith over due Interest. The Company forfeited 99,400 Equity share on which calls were outstanding vide Board Resolution date 06/06/2011, including already paid amount on these shares.

FIXED DEPOSITS

The Company has not invited and accepted any Fixed Deposits from the public within the meaning of Section 58A of the Companies Act, 1956, As at March 31, 2012.

DIRECTORS

Mr. Suresh Pawar, Director, retires by rotation and being eligible, offer himself for re-appointment at the ensuing, Annual General Meeting.

The Directors recommended re-appointment as proposed in the notice for the Annual General Meeting.

PARTICULARS OF EMPLOYEES

No Employee of the company was in receipts of remuneration aggregating to Rs. 60,00,000/- or more for the year when employed throughout the year or Rs. 5,00,000/- per month when employed for part of the year.

COMPLIANCE OF LISTING AGREEMENT

Your directors are happy to place on record that, the management of the Company have pursued seriously and sincerely the compliance requirement of the Bombay Stock Exchange Limited.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information as required under the provision of Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are as follows:

Foreign Exchange Earning : NIL

Foreign Exchange Outgo :

Type of Expenses	2011-12	2010-11
	₹	₹
Foreign Travelling	472,044	419,591
Purchases of Assets	57,841,733	33,796,260
Reimbursement of Under Water Course Fees	4,022,588	3,952,083
Total	62,336,365	38,167,934



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DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement Under Section 217 (2AA) of the Companies Act, 1956 with respect of the Director's responsibilities Statement, it is hereby confirmed;

- i) That in the preparation of the Annual Account for the financial year 31st March, 2012, the applicable accounting standards has been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affair of the company at the end of the financial year and of the profit of the company for the year under review.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Accounts for the financial year ended 31st March, 2012 on a going concern basis.

CORPORATE GOVERNANCE

Your Company is committed to maintain standards on good corporate governance and has taken adequate steps to adhere to all the stipulations laid down in clause 49 of the Listing Agreement. Report on corporate governance along with the certificate from the Practicing Company Secretary confirming the completion of condition on Corporate Governance (Attached herewith)

AUDITORS

M/s. B. B. Shah & Company, Chartered Accountants, Mumbai, hold office as the Statutory Auditors of the Company, until the conclusion of the ensuing Annual General Meeting and being eligible, are recommended for re-appointment.

AUDITOR'S REPORT

Information and explanations on items contained in the Auditors Report Which might be considered to be "Reservations, Qualifications or adverse Remarks" is given below:

With regard to non provision of Gratuity payable under the Payment of Gratuity Act, 1972, which is accounted on its payment pursuant to the accounting policy followed by the company.

MANAGEMENT'S DISCUSSIONS AND ANALYSIS

1. Industry Trends and Developments

There is an increasing requirement for specialized offshore vessels globally for surveillance and security purpose and this trend will continue to grow.

Your Company's range of professional services are inspection of oil fields platform & operations, diving trainings, vessel management and marine logistics, charter of Marine Vessels and allied marine services.

2. The year in perspective:

Your Company has made remarkable progress with ongoing projects in chartering the Marine Vessels and allied Marine services.

3. Future Prospects & Outlook:

Your Company is continuing with existing contracts and the management has submitted bid aggressively for several contracts which will, when awarded, enable your Company to have a quantum increase in its profitability and cash-flow during the ensuing years.

4. Business Risks and Management's assessments -

Your Company has identified the following risks that may arise:

Availability of financial resources :

The Company expects a substantial increase in revenue by way of additional contracts. However these contracts will require heavy investment for procurement of vessels and offshore assets and have tenure for fixed period.



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5. Human Resources and Industrial Relations -

The Board wishes to express its deep appreciation to all employees, contract personnel and subcontractors for their contributions to the working of the Company during the year.

6. Financial Condition and Operational Performance

6.1 Share Capital

The Company has at present only one class of shares. The authorized share capital is 5,028,000 Equity shares of Rs. 10/- each, constituting to Rs. 50,280,000/-. There was no increase in the paid up capital of Rs. 50,280,000/- during the year under review. The Company forfeited 99,400 equity shares during the year thus leaving total number of equity shares outstanding at the year end to 49,28,600 equity shares of Rs. 10/- each.

6.2. Fixed Assets

During the year 2011-2012 the Company has added Rs. 2,35,57,440/- to the gross block of assets.

6.3. Net Worth

The Net Worth for the year ended March 31, 2012 is Rs. 5,97,02,173/- compared to the Net Worth of Rs. 3,06,76,295/- for the same period last year registering overall improvement in the Net Worth.

The Net Worth has been increased to 94.65% compared to previous year 18.82%.

6.4. Revenues

In the year under review the total revenue of the Company was Rs. 8,59,39,940/- compared to Rs. 2,50,05,159/- for the same period in the previous year. The increase in revenue ensures companies expansion.

6.5. Operating Profit (EBIDT)

The Company earned operating profit of Rs. 4,55,57,167/- (P.Y. Rs. 85,95 987/-) representing 50.00% (P.Y. 34.37%) of gross revenue, which is due to increase in direct revenue and comparatively decrease in expenses related to personnel, finance coast and other administrative expenses.

6.6 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 system of checking the adequacy of its internal control. The Audit Committee ensures that internal control systems are adequate and working effectively.

ACKNOWLEDGMENT

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

By Order of the board of Director
DUKE OFFSHORE LIMITED

Sd/-

Mr. Avik Duke

Chairman & Managing Director

Place : Mumbai

Dated : 28th May, 2012



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S.S. RISBUD & CO.

Company Secretary

CERTIFICATE FROM PRATICING COMPANY SECRETARY REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Shareholders of Duke Offshore Limited,

We have examined the compliance of conditions of Corporate Governance by Duke Offshore Limited for the year ended 31st March 2012, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement, subject to the following:

The Board of Directors of the Company does not have an optimum combination of executive and non-executive directors. The number of non-executive is less than 50 percent of the strength of total directors, further since the board meetings are chaired by an executive director, the company does not have the minimum requisite number of independent directors.

We state that no investor grievance is pending against the Company exceeding one month as per records maintained by the company, which are presented to the Shareholders / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which management has conducted the affairs of the Company.

For S. S. Risbud & Co.
Company Secretary
Sd/-
Sanjay S. Risbud
[Proprietor]
C.P. NO. 5117

Place: Thane.

Date: 28th May, 2012.



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CORPORATE GOVERNANCE REPORT

The Bombay Stock Exchange Ltd. has implemented the revised provisions of clause 49 of the Listing Agreement from December 31st, 2005; the Company has already taken steps to comply with the revised provisions to the maximum extent possible.

As per Schedule IC of Clause 49 of Listing Agreement which requires to incorporate certain mandatory disclosure with regard to Corporate Governance Report. In pursuance of the said requirements, the Board of Directors reports the following:-

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

2. BOARD OF DIRECTORS

A fundamental requirement for Board membership is independence, knowledge and experience based upon the absence of relationship and interest that could compromise or could be perceived as compromising the ability of a Director to exercise judgment in the best interest of the Company.

The Board functions as a full Board and it meets at regular intervals. Policy formulation, evaluation of performance and control functions vest with the Board.

The Board of Directors of the Company consists of Executive and Non-Executive Directors. The present strength of the Board is 4 (Four) Directors comprises of 2 (Two) Executive Directors and 2 (Two) Non-Executive Independent Directors.

During the financial year ended 31st March, 2012, total 7 (seven) Board Meetings were held on 04/04/2011, 06/06/2011, 30/07/2011, 20/10/2011, 28/10/2011, 28/01/2012 and 31/03/2012. The last Annual General Meeting was held on 16/08/2011.

Name of Director	Designation & Category	No. of Board Meeting in the year	Attendance Last AGM	No. of Outside Directorship	No. of Outside Board / Committee
Mr. Suresh Pawar	E. D.	7	Yes	Yes	One
Mr. Avik Duke	E. D.	7	Yes	No	No
Mr. Pramod Patekar	I.N.E	6	No	Yes	One
Cmde. A. Quadros	I.N.E	6	Yes	Yes	One

ED = Executive director,

INE = Independent Non-Executive Director

3. CODE OF CONDUCT:

The Board has formulated a Code conduct for the Board members and senior management of the Company. All Board members and senior management have affirmed their compliance with the code. A declaration to their effect signed by the Managing Director of the Company is given elsewhere in the Annual Report.

4. AUDIT COMMITTEE

Terms of reference

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management financial reporting process with a view to ensure accurate, timely and proper disclosures and the transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process-by the management, including the internal auditor and the independent auditor.

Composition and Attendance at the Audit Committee Meeting:

The company has an Audit Committee of the Board comprising of 2 directors. This Committee comprises of the following "Non Executive Independent Directors": who met 3 (Three) times during the year.



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Board Meeting Attendance record of the Directors in 2011 - 2012

Name of Director	Status	No. of Meeting held	No. of Meeting Attended
Mr. Pramod D. Patekar	Non Executive Independent Director	7	6
Cmde. Alan Quadros	Non Executive Independent Director	7	6

5. REMUNERATION COMMITTEE

The purpose of the Remuneration Committee of the board of directors of DUKE OFFSHORE LTD. shall be to discharge the Board responsibilities relating to remuneration of the company's executive director and senior management. The committee has overall responsibility for approving and evaluating the executive directors and senior management remuneration plans, policies and programs of the company.

The following are the members of the committee

1. Mr. Avik Duke
2. Mr. Suresh Pawar

6. SHAREHOLDERS GRIEVANCES COMMITTEE:

The Board of Directors has constituted a Shareholders / Investor's Grievance Committee, of Cmde. Alan Quadros and Mr. Suresh Pawar. Where Shri. Suresh Pawar, Director is designated as Compliance Officer of the Company. The Committee looks into redressing of shareholders complaint like non transfer of shares, non receipt of Balance Sheet, non receipt of declared dividend etc.

7. GENERAL BODY MEETINGS

Date, Time, and venue for the last 3 (Three) Annual General Meetings are given below:-

Fin. Year	Date	Location	Time
31-3-2009	28 - 08 - 2009	Registered Office	10.00 AM
31-3-2010	20 - 08 - 2010	Registered Office	10.00 AM
31-3-2011	16 - 08 - 2011	Registered Office	11.00 AM

Notes:

1. There were no special resolution passed by the Company at any of the above meeting.
2. There was no special resolution passed through postal ballot last year.
3. At the ensuing Annual General Meetings, there are no resolution proposed to be Passed through postal ballot.

8. DISCLOSURES

1. The company has not entered into any materially significant related party transaction during the year that have any potential conflict with the interests of the company at large.
2. There has been no incidence of non-compliance by the company of any statutory regulations, nor any penalty or stricture imposed by the Stock Exchange or SEBI or any other statutory authority on any matter relating to the capital market over the last four years.
3. The details of all transactions with related parties are placed before the Audit Committee on a monthly & quarterly basis.
4. In the preparation of financial statements the Company has followed Accounting Standards issued by the institute of Chartered Accountants of India to the extent applicable.
5. The constitution of whistle blower policy is a non - mandatory requirement. However the Company affirms that no employee has been denied access to the Audit Committee during the financial year 2011 - 2012.
6. The Company has complied with all mandatory requirements of clause 49 of listing requirements.

9. MEANS OF COMMUNICATIONS

The Company's quarterly results in the format prescribed by the Stock Exchange are approved and taken on record the Board within the prescribed time frame and sent immediately to the BSE. These results are publish in the, i.e. Free Press Journal and Nav Shakti.



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10. GENERAL SHAREHOLDER INFORMATION

- AGM** :- Monday 30th July, 2012.
- Financial Year** :- 1st April, 2011 to 31st March, 2012.
- Book Closure** :- Monday 23rd July, 2012 to Monday 30th July, 2012. [Inclusive of both days]
- Dividend** : Interim Dividend has been paid during the Financial Year 2011 – 2012 and Final Dividend will be paid after approval of the Proposal in the AGM.
- Listing of Shares** : The Company's shares are listed only at Bombay Stock Exchange Ltd. Listing fees for Bombay Stock Exchange Ltd., has been paid.
- Stock Code** : Bombay Stock Exchange, Mumbai,
Physical Script Code No. – 531417,
Demat Script Code No. – ISIN: INE 397G01019

Registrar & Transfer Agents :-

Share Transfers in physical and De-mat form is handled by the Company's Share Transfer Agents:
M/s. Purva Share Registry Pvt. Ltd.,
9, Shiv Shakti Industrial Estate, Gr. Floor, Sitaram Mill Compound,
J. R. Boricha Road, Lower Parel, Mumbai -400011. Tel No. 2301 6761 / 8261.

Share Transfer System :-

The transfers are received, processed and approved by the Registrar and Share Transfer Agents and sent back to transferee in accordance with statutory guidelines laid-down by SEBI & BSE and other government regulators.

Share Holding Pattern

Distribution of Shareholding as on March 31, 2012

Category of shareholder	Number of Shareholders	Total number of shares	Percentage
A. Shareholding of Promoter and Promoter Group *			
1 Indian			
- Directors	4	28,32,235	57.46
- Directors Relatives	5	6,72,165	13.64
- Directors Promoters	-	-	-
2 Foreign	-	-	-
Total Shareholding of Promoter and Promoter Group	9	35,04,400	71.10
B. Public Shareholding **			
1 Institutions			
- Mutual Funds and UTI	-	-	-
- Banks, Financial Institutions, Insurance (Central / State Govt. Institution / Non - Govt. institutions)	-	-	-
- FIs	-	-	-
2 Non-institutions			
- Private Corporate Bodies	35	3,60,600	7.32
- Indian Public	1,487	10,12,434	20.54
- NRI / OCB	5	7,300	0.15
- Others	18	43,866	0.89
Total Public Shareholding	1,545	14,24,200	29
TOTAL	1,554	49,28,600	100.00

* For definitions of "Promoter Shareholding" and "Promoter Group" refer to Clause 40A of Listing Agreement.

** For definition of "Public Shareholding", refer to Clause 40A of Listing Agreement.

11. DE-MATERIALIZATION OF SHARES AND LIQUIDITY

40,18,485 shares representing 81.53% of shareholding has been dematerialized.



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DECLARATION

As provided under Clause 49 of the Listing Agreement with the Bombay Stock Exchange, it is hereby declared that all the Board Members and Senior Management personnel of Duke Offshore Limited have affirmed compliance with the Code of Conduct for the year ended March 31, 2012.

Place : Mumbai
Date : 28th May, 2012

Sd/-
Mr. Avik Duke
Chairman & Managing Director



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AUDITOR'S REPORT

To The Members of
DUKE OFFSHORE LIMITED.

We have audited the attached Balance Sheet of M/S. DUKE OFFSHORE LIMITED, as on 31st March, 2012 and also the Statement of Profit and Loss and also the cash flow statement for the year ended 31st March, 2012 annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order, to the extent applicable.
3. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of these books of the Company.
 - (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) Based on the representations made by the Directors of the Company and taken on record by the Board of Directors and the information and explanations given to us, we report that none of the Director of the Company is disqualified from being appointed as a Director of the Company, as on 31.03.2012 in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements, read together with the notes thereon and subject to **Notes No. Q (c) relating to non provision of Gratuity Liability in compliance with AS 15**, give the information required by the Companies Act, 1956, in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India;
 - (a) In the case of the Balance Sheet, of the state of a affairs of the company as at 31st March 2012 and
 - (b) In the case of the Statement of Profit and Loss, of the profit of the year for the year ended on 31st March, 2012.
 - (c) In the case of Cash flow statement, of the Cash Flows for the year ended on that date.

For B. B. Shah & Company
Chartered Accountants
Firm Reg. No. 129121W
Sd/-

CA. Bipin B. Shah
[Partner]

Membership No. 16862

Place : Mumbai
Date : 28th May, 2012



ANNEXURE TO THE AUDITORS REPORT REFERRED TO IN PARAGRAPH 2 OF REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2012

As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 our comments in respect of matters specified in paragraphs 4 and 5 of the said order are as follows:

i. In respect of its fixed assets:

- (a) According to the information and explanations given to us and in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and the situation of fixed assets.
- (b) According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year at reasonable intervals. As explained to us, no material discrepancies were noticed as compared to the book records, on such physical verification.
- (c) In our opinion and according to the information and explanations given to us, the Company has not made substantial disposal of the fixed assets during the year and the going concern status of the Company is not affected.

ii. In respect of its inventories:

- (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.

iii. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:

- (a) As explained to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) According to the information and explanations given to us, the Company has taken interest free loan from One (1) party listed in the register maintained under section 301 of the Companies Act, 1956. In respect of said loan, the maximum amount outstanding at any time during the year was Rs. 45,00,000/- and the year-end balance of loans taken from this party was Rs.45,00,000/- .
- (c) In our opinion and according to information and explanations given to us, other terms and conditions of loans taken by the company are not prima facie prejudicial to the interest of the Company.
- (d) According to the information and explanations given to us, the company is generally regular in repaying the principal amount.

iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of fixed assets and also for sale of Services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls procedure.

v. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 in our opinion and according to information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements that needed to be entered into the register maintained under section 301 of the Companies Act, 1956, and consequently the paragraph v(b) of the order is not applicable.

vi. In our opinion and according to the information and explanations given to us, the company has complied with the Provisions of Section 58A of the companies Act and its rules, and also the directives of Reserve Bank of India. Since the company has not defaulted in repayment of deposits, compliance of Section 58AA of the Companies Act and its Rules, does not apply.

vii. According to the information and explanations given to us and in our opinion, the Company has no formal internal audit department as such. However, its control procedures ensure reasonable internal checking of its financial and other records.

viii. According to the information and explanations given to us, the maintenance of cost records have not been prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956, in respect of activities of the Company.



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ix. In Respect of Statutory Dues :

(a) According to the information and explanations given to us and according to the records, the Company has been regular in depositing undisputed statutory dues, including, Income Tax, and any other statutory dues with appropriate authorities during the year. As per the information and explanations given to us and in our opinion, the statutes relating to Sales Tax, Employees Provident Fund, Employee's State Insurance, Customs Duty, Excise Duty & Cess, are not applicable to the Company.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2012 for a period of more than six months from the date of them becoming payable.

(b) The disputed statutory dues being interest U/s. 234 aggregating to Rs. 1,452,975/- for the A.Y. 2003 - 04 that have not been deposited on account of pending waiver application before appropriate authorities are as under.

Name of the Statute	Nature of Dues	Amount (₹)	Period to which amount relates	Forum where the case is pending
Income Tax Act 1961	Income Tax	1,452,975	2003-2004	Income Tax Appellate Tribunal Range - 10(1) Mumbai

- x. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding the financial year.
- xi. In our opinion and according to information and explanations given to us, the Company has no outstanding dues at the beginning of the year and has not taken any dues during the financial year and therefore the question of default in repayment of dues to financial institutions, banks and debenture holders does not arise.
- xii. In our opinion and according to information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Accordingly, the clause 4(xiii) and sub-clauses (a) to (d) of the Order is not applicable to the Company.
- xiv. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in share, securities, debentures and other investments.
- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi. According to the information and explanations given to us, the Company has not availed any term loans and consequently the paragraph 4(xvi) of the Order is not applicable to the Company.
- xvii. According to the information and explanations given to us, the Company has not raised any funds on short-term or long-term basis and consequently the paragraph 4(xvii) of the Order is not applicable to the Company.
- xviii. During the year the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix. According to the information and explanations given to us, the Company has not issued any debentures and consequently the paragraph (xix) of the Order is not applicable.
- xx. The Company has not raised any money by public issue during the year.
- xxi. In our opinion and according to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the year.

For B. B. Shah & Company
Chartered Accountants
Firm Reg. No. 129121W
Sd/-
CA. Bipin B. Shah
[Partner]
Membership No. 16862

Place : Mumbai
Date : 28th May, 2012



DUKE OFFSHORE LTD.

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Balance Sheet as at 31st March, 2012

PARTICULARS	Refer Note No.	31st March 2012 ₹	31st March 2011 ₹
<u>EQUITY AND LIABILITIES</u>			
Shareholders' funds			
Share Capital	1	49,783,000	49,822,394
Reserves and Surplus	2	9,919,173	(19,150,098)
Non-current liabilities			
Deferred tax liabilities (Net)	3	724,483	383,347
Current liabilities			
Short-term borrowings	4	22,639,878	21,140,021
Trade payables	5	5,921,578	3,910,140
Other current liabilities	6	4,635,382	31,295,988
Short-term provisions	7	1,432,040	-
TOTAL		95,055,534	87,401,792
<u>ASSETS</u>			
Non-current assets			
a. Fixed Assets			
Tangible Assets	8	59,418,182	46,379,716
b. Long-term loans and advances	9	1,101,953	7,044,978
Current assets			
Current investments	10	499,069	-
Inventories	11	532,978	-
Trade receivables	12	13,221,247	23,655,971
Cash and Bank balance	13	18,656,556	9,171,490
Short-term loans and advances	14	921,581	295,704
Other current assets	15	703,968	853,934
TOTAL		95,055,534	87,401,792

Notes on Financial Statements

1 to 24

For and on behalf of Board of Directors

As per our report of even date

M/s. Duke Offshore Limited
Sd/-

For B. B. Shah & Company

Chartered Accountants

Firm Reg. No. 129121W

Sd/-

CA. Bipin B. Shah

[Partner]

Mem. No. 016862

Place : Mumbai

Date : 28-05-2012

Mr. Avik G. Duke
Chairman & Managing Director

Sd/-

Mr. Suresh S. Pawar
Director

Place : Mumbai

Date : 28-05-2012



DUKE OFFSHORE LTD.

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Profit and Loss statement for the year ended 31st March, 2012

PARTICULARS	Refer Note No.	31st March 2012 ₹	31st March 2011 ₹
Income:			
Revenue from operations	16	84,811,846	23,658,875
Other income	17	1,128,094	1,346,284
Total Revenue (I)		85,939,940	25,005,159
Expenses:			
Direct Expenses	18	11,609,289	2,235,989
Employee Remuneration and benefits	19	9,339,721	6,254,302
Finance costs	20	1,791,538	878,307
Depreciation	8	10,518,974	4,089,375
Other expenses	21	7,123,251	2,951,199
Total Expenses (II)		40,382,773	16,409,172
Profit Before Taxation and Exceptional / Extraordinary items [(I) - (II)]		45,557,167	8,595,987
Exceptional Items	22	(517,320)	224,279
Profit Before Taxation and After Exceptional / Extraordinary items		46,074,488	8,371,708
Tax Expense:			
Current tax		13,800,000	1,945,000
Deferred tax	3	341,136	655,297
Profit After Taxation and Exceptional / Extraordinary items		31,933,352	5,771,411
Profit for the period after Tax		31,933,352	5,771,411
Earnings per equity share:	23		
Basic		6.48	1.15
Diluted		6.45	1.15

Notes on Financial Statements

1 to 24

As per our report of even date

For and on behalf of Board of Directors

For B. B. Shah & Company

Chartered Accountants

Firm Reg. No. 129121W

Sd/-

CA. Bipin B. Shah

[Partner]

Mem. No. 016862

Place : Mumbai

Date : 28-05-2012

M/s. Duke Offshore Limited

Sd/-

Mr. Avik G. Duke

Chairman & Managing Director

Sd/-

Mr. Suresh S. Pawar

Director

Place : Mumbai

Date : 28-05-2012



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NOTES AND SIGNIFICANT ACCOUNTING POLICIES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with the Accounting Standards as prescribed by the Institute of Chartered Accountants of India and referred to in section 211(3) (c) of the Companies Act 1956. Significant accounting policies adopted in the presentation of the accounts are:

CHANGE IN ACCOUNTING POLICY

During the year ended 31st March, 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for the preparation and presentation of its financial statement. The adoption of revised schedule VI does not impact recognition and measurement principles followed for preparation of financial statement. However, it has significant impact on presentation and disclosure made in financial statement. The company has also reclassified the previous year figures in accordance with the requirement applicable in the current year.

A. Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention, except for certain fixed assets which are revalued, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Own Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes and includes amounts less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

D. Cash and cash equivalent (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investment that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

E. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

F. Depreciation and Amortization

Depreciation is provided using written down value method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Depreciation on additions during the year is provided on a pro rata basis from the date of addition.

G. Earnings per share

As required by Accounting Standard – 20 “Earnings per Share” issued by the Institute of Chartered Accountants of India, Basic earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) by the number of equity shares outstanding at the end of the year. Diluted earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares.

H. Taxes on income

Current tax

Current tax is the amount of tax payment on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.



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Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred Tax

In compliance Accounting Standard – 22 issued by the institute of Chartered Accountants of India, the company has recognized in the Financial Statements deferred Tax Assets and Liabilities for future Tax implications attributable to the timing difference that result between the Profits offered for the income Tax and Profit as per the Financial Statements.

I. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amounts.

J. Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

K. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

L. Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

M. Revenue Recognition

- (a) Income/Expenditure is generally accounted for on accrual basis, unless otherwise stated.
- (b) Revenue from chartering of Fast Interceptor Craft is on accrual basis, inclusive of service tax. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

N. Service Tax

Service tax input credit is accounted for in the books in the period in which the underlying service received and when there is no uncertainty in availing / utilizing the credits.

O. Employee Benefits

Gratuity Liability is accounted as and when due for payment. The Laws relating to Provident Funds and ESIC are not applicable to the company.

P. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

Q. Provisions, Contingent Liabilities and Contingent Assets

- a) Contingent Liabilities are not provided for and are disclosed by way of notes to accounts.
- b) Claim against the company not acknowledged as debts Rs. 14,52,975/- (P.Y. Rs. 14,52,975/-) consist of Income Tax Dues for the financial year 2002-03, for which the Company has sought waiver of the penal interest from the office of Income Tax Appellate Tribunal Range 10 (1), Mumbai.
- c) The Company has not made Compliance of AS-15 issued by the ICAI with regard to provision for Gratuity amounting to Rs.25,75,000/- (P.Y. Rs. 19,25,000/-) dues payable to employees as the same is accounted as and when due for payment. Accordingly the profit of the company to that extent has been overstated and liability was understated.

R. Material events occurring after the Balance Sheet Date are taken into cognizance.

S. Outstanding Payment to Micro & Small Enterprises :



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The Company initiated the process of identifying Micro Small and Medium Enterprises (MSME) by requesting vendors for confirmation to the letters circularized by it. As no response have been received up to now, from the vendors to whom request were made, it is considered that there are no dues / payments to SME's for the current year. Accordingly, disclosure as envisaged in Part I of schedule VI of the Companies Act, 1956 is not applicable which has been relied upon by the auditors.

T. Previous year figures

Till the year ended 31 March, 2011, the company was using pre-revised Schedule VI to the Companies Act 1956, for the preparation and presentation of financial statements. During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company. The company has classified previous year figures to confirm this year's classification. The adoption of revised schedule VI does not impact recognition and measurement principles followed for preparation of financial statement. However, it has significant impact on presentation and disclosure made in financial statement, particularly presentation of balance sheet.



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II Schedules Forming part of Notes on Accounts

Note 1 : Share Capital

1.1 : Each class of Shares Capital

PARTICULARS	31st March 2012	31st March 2011
	₹	₹
Authorised shares 52,50,000 (P.Y. 52,50,000) Equity Shares of Rs.10/- each	52,500,000	52,500,000
Issued, Subscribed and Paid up 49,28,600 (31 March 2011 : 50,28,000) equity shares of ₹10/- each fully paid up	49,286,000	50,280,000
Less: Calls in arrears	-	457,606
Add: Shares Forfeited (99,400 shares)	497,000	-
Total	49,783,000	49,822,394

1.2 : A reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period;

PARTICULARS	Equity Shares	
	No.	₹
Shares outstanding at the beginning of the year	50,28,000	50,280,000
Shares Issued during the year	-	-
Shares Forfeited during the year	99,400	497,000
Shares outstanding at the end of the year	49,28,600	49,783,000

1.3 : Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held

Name of Shareholder	31st March 2012		31st March 2011	
	No. of shares	% of Holding	No. of shares	% of Holding
George Albert Duke	25,26,100	51.25	25,26,100	50.22
Komal Duke	5,46,430	11.07	5,46,430	10.86
Avik Duke	2,81,635	5.71	2,81,635	5.60
Data Line Share Registry Pvt. Ltd.	2,50,000	5.07	-	-

1.4 : Other details

Details of calls unpaid

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	No. of shares	₹	No. of shares	₹
Equity Shares with voting rights				
Aggregate of shares unpaid				
-by Directors	-	-	-	-
-by Officers	-	-	-	-
-by Others	-	-	99,400	457,606

Details of Forfeited Shares

Class of shares	As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amt. originally paid up	No. of shares	Amt. originally paid up
Equity Shares with voting rights	99,400	497,000	-	-



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Note: 2 Reserves & Surplus

PARTICULARS	31st March 2012 ₹	31st March 2011 ₹
General Reserves		
Opening Balance	-	-
(+) Current Year Transfer	3,193,000	-
(-) Written Back in Current Year	-	-
Closing Balance	3,193,000	-
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	(19,150,098)	(24,921,509)
(+) Net Profit/(Net Loss) For the current year	31,933,352	5,771,411
(-) Proposed Dividends (Incl. Dividend Tax)	1,432,040	-
(-) Interim Dividends (Incl. Dividend Tax)	1,432,040	-
(-) Transfer to Reserves	3,193,000	-
Net surplus in the statement of profit and loss	6,726,173	(19,150,098)
Total reserves and surplus	99,19,173	(1,91,50,098)

Note 3 : Deferred tax liabilities (Net)

In compliance Accounting Standard – 22 issued by the Institute of Chartered Accountants of India, the company has recognised in these Financial Statements Deferred Tax Assets and Liabilities for future Tax implications attributable to the timing differences that result between the profits offered for the Income Tax and Profit as per the Financial Statements.

The Deferred Tax Assets and Liabilities are measured as per the tax rates / laws that have been enacted by the Balance Sheet Date.

Particulars	31st March 2012 ₹	31st March 2011 ₹
Opening Deferred tax Asset as on 01.04.2011	383,347	(271,950)
Fixed Asset : Impact of difference in tax depreciation and depreciation/amortization charged for the financial reporting	724,483	383,347
Gross deferred tax asset	724,483	383,347
Net deferred tax liability created during the year	(341,136)	(655,297)
Closing balance	724,483	383,347

Note 4 : Short Term Borrowings

Particulars	31st March 2012 ₹	31st March 2011 ₹
Loans repayable on demand		
from Other Parties	15,500,000	18,318,665
from Related parties	7,139,878	2,821,356
Total	22,639,878	21,140,021



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Note 5 : Trade Payables

Particulars	31st March 2012 ₹	31st March 2011 ₹
Other than Acceptance	5,921,578	3,910,140
Total	5,921,578	3,910,140

Note 6 : Other Current Liabilities

Particulars	31st March 2012 ₹	31st March 2011 ₹
(a) Interest accrued but not due on Borrowings	552,664	727,163
(b) Interim Dividend (Including Tax on dividend)	1,432,040	-
(c) Application Money Received for allotment of shares and due for refund *	6,000	-
(d) Others		
(i) Advance from customers	129,068	-
(ii) Payable on purchase of Fixed Assets	1,309,262	29,643,224
(iii) Statutory Remittances	408,332	406,648
(iv) Reimbursable Expenses	237,460	-
(v) Outstanding Expenses	25,007	144,280
(vi) Others	535,549	374,673
Total	4,635,382	312,95,988

* Refund of Application Money Received for allotment of shares is due to one of the shareholder Rs. 6,000/-

Note: 7 Short-term provisions

Particulars	31st March 2012 ₹	31st March 2011 ₹
Provision for		
Proposed Dividend (Incl. Tax on Dividend)	1,432,040	-
Total	1,432,040	-

Note : 9 Long Tern Loans & Advances

Long Tern Loans & Advances	31st March 2012 ₹	31st March 2011 ₹
a. Security Deposits / EMD Unsecured, considered good	1,403,530	1,893,480
b. Advance Income Tax (net of provisions), Unsecured considered good	(301,576)	5,151,498
Total	1,101,953	7,044,978

Note 10 : Current Investments

Current Investment (Valued At Cost)	31st March 2012 ₹	31st March 2011 ₹
Trade Investment (Quoted) IDBI Gold Exchange Traded Fund	499,069	-
Total	499,069	-

Aggregate Value of Quoted Investments

483,234



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Note: 8 Fixed Assets											
Fixed Assets	Rate %	Gross Block			Accumulated Depreciation			Net Block			
		As on 01.04.2011 ₹	Additions ₹	Deductions / Adjustments ₹	Balance as on 31.03.2012 ₹	Balance as on 01.04.2011 ₹	Depreciation charge for the year ₹	Deductions / Adjustments ₹	Balance as at 31.03.2012 ₹	Balance as at 31.03.2011 ₹	
Tangible Assets											
Computers	40.00%	348,694	-	-	348,694	228,607	44,820	-	273,427	75,267	120,087
Furniture and Fixtures	18.10%	23,400	4,000	-	27,400	4,108	3,561	-	7,669	19,731	19,292
LCD TV	13.91%	33,000	-	-	33,000	8,542	3,411	-	11,953	21,047	24,458
Motor Car	25.89%	853,305	-	-	853,305	459,773	102,165	-	561,938	291,367	393,532
Marine Offshore Vessels	20.00%	49,429,168	23,405,300	-	72,834,468	3,840,727	10,318,513	-	14,159,240	58,675,228	45,588,441
Mobile Phone	13.91%	92,419	61,800	-	154,219	19,462	14,979	-	34,441	119,778	72,957
Office equipment	13.91%	157,929	86,340	-	244,269	11,962	22,195	-	34,157	210,112	145,967
Printer	40.00%	32,222	-	-	32,222	17,240	9,330	-	26,570	5,652	14,982
Total		50,970,137	23,557,440	-	74,527,577	4,590,421	10,518,974	-	15,109,395	59,418,182	46,379,716
Previous Year		1,336,095	49,634,042		50,970,137	501,046	4,089,375	-	4,590,421	46,379,716	835,049



Note : 11 Inventories

Inventories	31st March 2012 ₹	31st March 2011 ₹
Stores & Spares	532,978	-
Total	532,978	-

Note : 12 Trade Receivables

Trade Receivables	31st March 2012 ₹	31st March 2011 ₹
Trade receivables outstanding for a period less than six months Unsecured, considered good	12,921,822	23,007,840
Trade receivables outstanding for a period exceeding six months Unsecured, considered good	299,425	648,131
Total	13,221,247	23,655,971

Note 13 : Cash and cash equivalents

Particulars	31st March 2012 ₹	31st March 2011 ₹
Cash on hand	68,773	85,178
Balances with banks		
In current accounts -		
EEFC A/c Standard Chartered A/c	183	183
IDBI Bank Ltd.	6,048,777	360,629
Bank deposits with IDBI with less than 12 months maturity	-	528,885
Bank deposits with IDBI with more than 12 months maturity	12,538,824	8,196,614
Total	18,656,557	9,171,490

Note 14 : Short-term Loans and Advances

Particulars	31st March 2012 ₹	31st March 2011 ₹
a. Loans and advances to Employees		
Unsecured, considered good	97,000	85,000
b. Prepaid Expenses		
Unsecured, considered good	671,020	63,290
c. Balance with Government authorities		
Service Tax Credit receivable	153,561	147,414
Total	921,581	295,704

Note: 15 Other current assets

Other current assets	31st March 2012 ₹	31st March 2011 ₹
Accruals		
Interest Accrued on Deposits	703,968	-
Others	-	853,934
Total	703,968	853,934



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Notes forming part of Statement of Profit & Loss Account

Note 16 : Revenue from Operations

Particulars	31st March 2012 ₹	31st March 2011 ₹
Revenue from operations		
Marine Offshore Vessels Income	84,594,819	23,060,000
Diving Income	217,027	225,000
Other operating revenues	-	373,875
Total	84,811,846	23,658,875

Note : 17 Other Income

Particulars	31st March 2012 ₹	31st March 2011 ₹
Interest Income	1,128,094	42,118
Dividend Income	-	218,826
VAT refund	-	1,085,340
Total	1,128,094	1,346,284

Note : 17.1 : Interest Income comprises of the followings :

Particulars	31st March 2012 ₹	31st March 2011 ₹
Interest on Income Tax Refund AY 2009-10	109,170	-
Interest on Fixed Deposits	985,530	42,118
Interest on delayed payment of call money	33,394	-
Total	1,128,094	42,118

Note: 18 Direct Expenses

Particulars of Direct Expenses	31st March 2012 ₹	31st March 2011 ₹
Agency Maintenance Charges	2,001,817	-
Marine Offshore Vessels spares & Consumables	4,474,387	487,108
Crane Hire Charges	58,950	-
Diving Contract Expenses	90,000	129,020
Crew Charges	4,752,804	1,566,757
Site Expenses	70,499	21,730
Uniform Charges	6,254	31,374
Other Expenses	154,578	-
Total	11,609,289	2,235,989

Note: 19 Employee Remuneration and Benefits

Employee Remuneration and Benefits	31st March 2012 ₹	31st March 2011 ₹
Salaries and incentives	8,799,744	6,243,636
Bonus	11,700	-
Conveyance Allowance	99,769	
Staff welfare expenses	78,508	10,666
Total	8,989,721	6,254,302



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Note: 19.1 Salary includes payment salary paid to Directors.

Employee Benefits Expense	31st March 2012 ₹	31st March 2011 ₹
Salaries to Directors		
Salaries to Directors	4,550,000	2,400,000
Total	4,550,000	2,400,000

Note: 20 Finance Cost

Particulars	31st March 2012 ₹	31st March 2011 ₹
Interest expense	1,791,538	939,844
Other borrowing costs		
Applicable net gain/loss on foreign currency transactions and translation	-	(61,537)
Total	1,791,538	878,307

Note: 21 Other Expenses

Particulars	31st March 2012 ₹	31st March 2011 ₹
Advertisement Expenses	37,911	41,811
Account writing Charges	145,994	-
Annual Custody Fees	30,000	30,000
Bank Charges	203,084	124,183
Boat Expenses	678,040	-
Business Development Expenses	290,889	160,795
Donations	50,000	-
Electricity Charges	26,672	34,565
Interest Expenses	432,061	-
Legal & Professional Fees	1,685,693	367,960
Miscellaneous Expenses	405,597	427,159
Fuel & Motor Car Expenses	242,176	134,571
Payment to Auditors	75,000	50,000
Postage, Telegram & Courier Expenses	79,799	28,927
Printing & Stationery	129,475	78,546
Rent	429,290	368,710
Repairs & Maintenance	608,044	45,579
Shares Transfer & Registrar Charges	60,874	62,664
Telephone Charges	128,755	139,492
Traveling and Conveyance Expenses	1,383,897	856,237
Total	7,123,251	2,951,199

Note : 21.1 Payments to the Auditors

Payments to the Auditors	31st March 2012 ₹	31st March 2011 ₹
a. for statutory audit	75,000	50,000
b. for taxation matters	30,000	-
c. for other services	295,000	122,089
Total	400,000	172,089



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Note : 21.2 Foreign Outgo :

Type of Expenses	31st March 2012 ₹	31st March 2011 ₹
a. Foreign Traveling	472,044	419,591
b. Purchases of Assets	57,841,733	33,796,260
c. Reimbursement of Under Water Course Fees	4,022,588	3,952,083
Total	62,336,365	38,167,934

Note: 22 Exceptional Item

Exceptional Item	31st March 2012 ₹	31st March 2011 ₹
Loss on sale of Mutual Fund	-	224,279
Excess provision for Tax	517,320	-
Total	517,320	224,279

Note : 23 Earnings per share

Earnings per Share	For the year ended 31 March 2012 ₹	For the year ended 31 March 2011 ₹
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Share Holders (Rs.)	31,933,352	5,771,411
No. of Equity Shares	4,926,000	5,028,000
Weighted Average number of equity shares	4,953,450	5,028,000
Basic Earnings per share (Rs.)	6.48	1.15
Diluted Earnings per share (Rs.)	6.45	1.15
Nominal Value per Share (Rs.)	10.00	10.00

Note: 24 Related Party Disclosures Key Management Personnel (KMP)

Sr. No.	Name	Designation
1	Mr. George Duke	CEO
2	Mr. Avik Duke	Managing Director
3	Mr. Suresh Pawar	Director
4	Mr. Pramod Patekar	Independent Director
5	Cmde. Alan Quadros	Independent Director

Transactions with related parties during the year. Disclosure in respect of transactions that are more than 10% of the same type with related parties during the year:

Sr. No.	Name	Designation	For the year ended 31 March 2012 (₹)	For the year ended 31 March 2011 (₹)
1	Mr. George Duke	CEO	3,600,000	3,600,000
2	Mr. Avik Duke	Managing Director	3,900,000	1,800,000
3	Mr. Suresh Pawar	Director	650,000	600,000
	TOTAL		8,150,000	60,00,000

Details of related party transactions during the year ended 31st March, 2012 and outstanding balances as at 31st March, 2012.

Particulars	Amount (₹)
Statutory Liability paid	4,500,000 [P.Y. NIL]



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Cash Flow Statement for the year 2011 - 2012

Particulars	FY 2011-12 ₹	FY 2010-11 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax as per Profit and Loss Account	45,557,167	8,371,708
Adjusted for :		
Depreciation and Amortisation Expense	10,518,974	4,089,375
Loss on sale of Mutual Fund	-	224,279
Interest Paid	1,791,538	-
Dividend Income	-	(218,826)
Interest Income	(1,128,094)	(42,118)
	56,739,585	12,424,418
Operating Profit before Working Capital Changes		
Adjusted for :		
Trade and Other Receivables	10,434,724	(25,470,044)
Inventories	(532,978)	-
Trade and Other Payable	(26,081,208)	30,548,679
Cash Generated from Operations	40,560,123	17,503,053
Taxes Paid	7,829,606	-
Net Cash from operating Activities	32,730,518	17,503,053
B: CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(23,557,440)	(49,642,056)
Sale of Fixed Assets	-	8,014
Sale of Mutual Fund	-	8,909,411
Fixed Deposits	-	500,000
Purchase of Investments	(499,069)	-
Movement in Loans and Advances	489,950	-
Movement in Loans and Advances - Short Term	(625,877)	-
Movement in Other Current Assets	149,966	-
Interest income	1,128,094	42,118
Dividend Income	-	218,826
Net Cash (used in) Investing Activities	(22,914,376)	(39,963,687)
C: CASH FLOW FROM FINANCING ACTIVITIES:		
Call Money Received	-	5,134
Changes in Share Capital	(39,394)	-
Short Term Borrowings (net)	1,499,856	17,486,828
Interest Paid	(1,791,538)	-
Net Cash (used in) / from Financing Activities	(331,076)	17,491,962
D: Net Increase in Cash and Cash Equivalents (A+B+C)	9,485,066	(4,968,672)
E: Opening Balance of Cash and Cash Equivalents	9,171,491	14,140,163
Closing Balance of Cash and Cash Equivalents	18,656,557	9,171,491

For B. B. Shah & Company
Chartered Accountants
Firm Reg. No. 129121W
Sd/-
CA. Bipin B. Shah
[Partner]
Mem. No. 016862

Place : Mumbai
Date : 28-05-2012

For and on behalf of Board of Directors
M/s. Duke Offshore Limited
Sd/-
Mr. Avik G. Duke
Chairman & Managing Director
Sd/-
Mr. Suresh S. Pawar
Director

Place : Mumbai
Date : 28-05-2012



DUKE OFFSHORE LTD.

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ATTENDANCE SLIP

DUKE OFFSHORE LTD.

403, Urvashi Housing Society Ltd. Off. Sayani Road, Prabhadevi, Mumbai – 400 025

FOLIO No.:

CLIENT ID No.....

DP ID No. :

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company to be held at Co.'s regd. Office situated at 403, URVASHI, Off Sayani Road, Prabhadevi, Mumbai – 400 025, on Monday, July 30, 2012 at 12.00 Hrs.

.....

.....

Name of attending Member / Member Proxy

Signature

Member's / Proxy's

Note:s:-

1. Shareholder/proxyholder wishing to attend the Meeting must bring the Attendance Slip to the Meeting and hand-over at the entrance of the Meeting venue duly signed.
2. Shareholder/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

----- TEAR HEAR -----

PROXY FORM

DUKE OFFSHORE LTD.

403, Urvashi Housing Society Ltd. Off. Sayani Road, Prabhadevi, Mumbai – 400 025

FOLIO No.:

CLIENT ID No.....

DP ID No. :

I/We, _____ of _____ being a Member / Members of the above mentioned company, hereby appoint _____ of failing him _____ as my / our proxy to vote for me / us and on my /our behalf at the Twenty Sixth Annual General Meeting of the company to be held on Monday, July 30, 2012, at 12.00 Hrs. at 403, Urvashi Housing Society Ltd. Off. Sayani Road, Prabhadevi, Mumbai – 400 025. This form is to be used in favour of the resolution(s) _____ /against the resolution/s _____ instruct the proxy will act as he think fit.

Signed this _____ day of _____, 2012

Signature : _____

1. The proxy form signed across the Rs. 1/- stamp should reach Company's Registered Office at least 48 hours before the schedule time of Meeting.
2. A proxy need not be a member.